



6800 Cintas Boulevard  
Cincinnati, Ohio 45262

## NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

Dear Shareholder:

On behalf of the Board of Directors (the Board) and employee-partners of Cintas Corporation (the Company), I invite you to attend our Annual Meeting of Shareholders (Annual Meeting) on October 26, 2021, at 11:30 a.m. Eastern Daylight Time. This year's Annual Meeting will be a virtual meeting of shareholders. We believe that hosting a virtual meeting supports the health and well-being of our shareholders, employee-partners and their families in light of the ongoing novel coronavirus (COVID-19) pandemic and provides expanded access, improved communication and cost savings for our shareholders and the Company. You will be able to attend the Annual Meeting online, vote your shares electronically and submit your questions during the Annual Meeting by visiting [www.virtualshareholdermeeting.com/CTAS2021](http://www.virtualshareholdermeeting.com/CTAS2021). **You will not be able to attend the Annual Meeting in person.**

We have designed our virtual format to enhance, rather than constrain, stockholder access and participation. For example, if you experience technical difficulties during the Annual Meeting, there will be technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting or voting during the meeting. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be listed on the Annual Meeting login web page.

This booklet includes notice of the meeting and the proxy statement. The proxy statement tells you more about the agenda and procedures for the meeting. It also describes how the Board operates and gives personal information about our director nominees.

Shareholders entitled to vote at this Annual Meeting are those of record as of the close of business on September 1, 2021. Please note that only shareholders of record or holders of valid proxies from such shareholders may attend online or vote during the meeting. Even if you are planning to attend the virtual meeting, you are strongly encouraged to vote your shares in advance through one of the methods described in the proxy statement.

We are once again pleased to take advantage of U.S. Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the Internet. As a result, we are mailing to most of our shareholders a Notice of Internet Availability of Proxy Materials (the Notice) instead of a paper copy of the proxy statement, the accompanying proxy card and our 2021 Annual Report. The Notice contains instructions on how to access and review those documents over the Internet and vote online, as well as how shareholders can elect to receive paper copies of the proxy statement, proxy card and 2021 Annual Report free of charge. We believe that this process will allow us to provide our shareholders with the information they need in a timely manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice.

Whether or not you plan to attend the meeting, please complete and return your proxy card or vote by telephone or via the Internet by following the instructions on your proxy card.

Sincerely,

A handwritten signature in black ink that reads "Scott D. Farmer". The signature is written in a cursive style.

Scott D. Farmer  
Executive Chairman of the Board

September 15, 2021



**NOTICE OF ANNUAL MEETING OF  
SHAREHOLDERS OF CINTAS CORPORATION**

**Time:** 11:30 a.m., Eastern Daylight Time

**Date:** October 26, 2021

**Place:** Online at [www.virtualshareholdermeeting.com/CTAS2021](http://www.virtualshareholdermeeting.com/CTAS2021)

**Access:** Visit [www.virtualshareholdermeeting.com/CTAS2021](http://www.virtualshareholdermeeting.com/CTAS2021). To be able to access the Annual Meeting, you must have your 16-digit control number that is printed on your Notice of Internet Availability of Proxy Materials or your proxy card (if you received a printed copy of the proxy materials).

**Purpose:**

1. To elect as directors, the nine nominees named in the attached proxy materials;
2. To approve, on an advisory basis, named executive officer compensation;
3. To ratify Ernst & Young LLP as our independent registered public accounting firm for fiscal 2022;
4. To vote on a shareholder proposal regarding a simple majority vote, if properly presented; and
5. To conduct other business, if properly raised.

Only shareholders of record on September 1, 2021, are entitled to notice of and to vote at, or attend, the meeting or any adjournment thereof. The approximate mailing date of the Notice of Internet Availability of Proxy Materials is September 15, 2021.

**The vote of each shareholder is important. Whether or not you plan to virtually attend the 2021 annual meeting, please vote at your earliest convenience. You can vote your shares by completing and returning the proxy card sent to you. Shareholders can also vote their shares over the Internet or by telephone by following the voting instructions on the proxy card.**



D. Brock Denton  
Senior Vice President, Secretary and General Counsel

September 15, 2021

**Important Notice Regarding the Availability of Proxy Materials for the  
Annual Meeting of Shareholders To Be Held on October 26, 2021**

The Notice of Annual Meeting, 2021 Proxy Statement, the Company's 2021 Annual  
Report and Form of Proxy are available at [www.cintas.com](http://www.cintas.com)

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Cintas makes available, free of charge on its website, all of its filings that are made electronically with the Securities and Exchange Commission (SEC), including Forms 10-K, 10-Q and 8-K. These filings are also available on the SEC's website ([www.sec.gov](http://www.sec.gov)). To access these filings, go to our website ([www.cintas.com](http://www.cintas.com)) and select About Us - Investors - Financial Reports. Copies of Cintas' Annual Report on Form 10-K for the fiscal year ended May 31, 2021, including financial statements and schedules thereto, filed with the SEC, are also available without charge to shareholders upon written request addressed to:

D. Brock Denton  
Senior Vice President, Secretary and General Counsel  
6800 Cintas Boulevard  
P.O. Box 625737  
Cincinnati, Ohio 45262-5737

Cintas Corporation  
6800 Cintas Boulevard  
Cincinnati, Ohio 45262

**PROXY  
STATEMENT**

**ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 26, 2021**

**General Information**

This proxy statement and accompanying proxy, mailed or provided online, are furnished in connection with the solicitation by the Board of Directors (the Board) of Cintas Corporation, a Washington corporation (we, Cintas or the Company), of proxies to be used at the Annual Meeting of Shareholders (Annual Meeting) of Cintas to be held on October 26, 2021, and at any adjournment or postponement thereof. This year's Annual Meeting will be a virtual meeting of shareholders, which means that you will be able to participate in the Annual Meeting, vote and submit your questions during the Annual Meeting via live webcast by visiting [www.virtualshareholdermeeting.com/CTAS2021](http://www.virtualshareholdermeeting.com/CTAS2021). Cintas will bear the costs of this solicitation. The Notice Regarding the Availability of Proxy Materials (the Notice) and, for those shareholders who requested paper copies, this proxy statement and accompanying proxy, were first mailed to our shareholders on or about September 15, 2021.

**Attendance and Participation**

We will be hosting the Annual Meeting live via the Internet. **You will not be able to attend the Annual Meeting in person.** Shareholders will have substantially the same opportunities to participate as they would have at an in-person meeting. Any shareholder can listen to and participate in the Annual Meeting live via the Internet at [www.virtualshareholdermeeting.com/CTAS2021](http://www.virtualshareholdermeeting.com/CTAS2021). The webcast will start at 11:30 a.m., Eastern Daylight Time, on October 26, 2021. We encourage shareholders to access the Annual Meeting webcast before the start time. On the day of the Annual Meeting, online access will begin at 11:15 a.m., Eastern Daylight Time.

If shareholders encounter any difficulties accessing the Annual Meeting webcast during the check-in or meeting time, there will be a technical support number posted on the virtual meeting login page for assistance. Technical support will be available beginning at 11:15 a.m., Eastern Daylight Time, on October 26, 2021 through the conclusion of the Annual Meeting.

The virtual Annual Meeting platform is fully supported across browsers (Internet Explorer, Firefox, Chrome, and Safari) and devices (desktops, laptops, tablets, and cell phones) running the most updated version of applicable software and plugins. Shareholders should ensure that they have a strong internet connection if they intend to attend and/or participate in the Annual Meeting. Shareholders should allow plenty of time to log in and ensure that they can hear streaming audio prior to the start of the Annual Meeting.

Shareholders may vote and submit questions while connected to the Annual Meeting on the Internet. Shareholders may submit a question by logging into the virtual meeting platform at [www.virtualshareholdermeeting.com/CTAS2021](http://www.virtualshareholdermeeting.com/CTAS2021), typing the question into the "Ask a Question" field and clicking "Submit." Appropriate questions related to the business of the Annual Meeting (the proposals being voted upon) will be answered during the Annual Meeting, subject to time constraints. Any such questions that cannot be answered during the Annual Meeting due to time constraints will be posted and answered on our website at [www.cintas.com](http://www.cintas.com), under About Us – Investors as soon as practical after the Annual Meeting. Additional information regarding the ability of shareholders to ask questions during the Annual Meeting, related rules of conduct and other materials for the Annual Meeting will be available at [www.virtualshareholdermeeting.com/CTAS2021](http://www.virtualshareholdermeeting.com/CTAS2021).

Instructions on how to connect and participate in the Annual Meeting, including how to demonstrate proof of ownership of our common shares, are posted at [www.virtualshareholdermeeting.com/CTAS2021](http://www.virtualshareholdermeeting.com/CTAS2021). **You must have your 16-digit control number that is printed in the box marked by the arrow on your Notice of Internet Availability of Proxy Materials or your proxy card (if you received a printed copy of the proxy materials), to be able to access the Annual Meeting.**

**Who may vote**

Shareholders of Cintas, recorded in our stock register on September 1, 2021, may vote at the Annual Meeting. As of that date, Cintas had 104,009,311 shares of common stock outstanding, including 678,514 outstanding shares of restricted stock. Each share is entitled to one vote on each matter submitted to the shareholders at the Annual Meeting.

## **How to vote**

If you are a registered shareholder, there are several ways for you to vote. You may attend the Annual Meeting via the Internet and vote during the Annual Meeting. You may also vote by Internet before the date of the Annual Meeting, by proxy or by telephone using one of the methods described in the proxy card. We recommend you vote by mail, Internet or telephone even if you plan to attend the Annual Meeting. If you vote by Internet or telephone, please do not return the proxy card. If voting by mail, please complete, sign and date your proxy card enclosed with these proxy materials. If desired, you can change your vote during the Annual Meeting.

## **How proxies work**

Cintas' Board is asking for your proxy. Giving us your proxy means you authorize us to vote your shares at the Annual Meeting in the manner you direct. You may vote for all, some or none of our director nominees. You may also vote for or against the other proposals or abstain from voting.

All proxies properly signed will, unless a different choice is indicated, be voted "FOR" the election of all nominees proposed by the Nominating and Corporate Governance Committee, "FOR" the resolution approving the compensation of our named executive officers, "FOR" the ratification of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2022 and "AGAINST" the shareholder proposal regarding a simple majority vote.

You may receive more than one proxy or voting card depending on how you hold your shares. Shares registered in your name are covered by one card. If you hold shares through someone else, such as a stockbroker or bank, you may get material from them asking how you want to vote. Specifically, if your shares are held in the name of your stockbroker or bank and you wish to vote in person at the virtual shareholder meeting, you should request your stockbroker or bank to issue you a proxy covering your shares.

If any other matters come before the meeting or any postponement or adjournment, each proxy will be voted in the discretion of the individuals named as proxies on the card.

## **Revoking a proxy**

You may revoke your proxy at any time before the vote is taken by submitting a new proxy with a later date, by voting via the Internet or by telephone at a later time, by participating in the Annual Meeting live via the Internet and voting again or by notifying Cintas' Secretary in writing at the address under "Questions" on page 44.

## **Quorum**

In order to carry on the business of the Annual Meeting, we must have a quorum. This means at least a majority of the outstanding shares eligible to vote must be represented at the Annual Meeting, either by proxy or in person.

## **Votes needed**

Each director nominee will be elected by the majority of the votes cast with respect to that nominee, subject to a resignation policy in our Bylaws that applies to any nominee who does not receive a majority of the votes cast. See "Election of Directors" on page 3. Approval of Proposals 2, 3 and 4 requires the affirmative vote of the majority of the votes cast on each proposal. Approval of all other matters considered at the meeting, including postponement or adjournment, will require the affirmative vote of a majority of the votes cast.

Abstentions (including abstentions with respect to one or more nominees) and broker nonvotes count for quorum purposes, but not for voting purposes. Broker nonvotes occur when a broker returns a proxy, but does not have authority to vote on a particular proposal.

Banks or brokers holding shares for beneficial owners must vote those shares as instructed. If the bank or broker has not received instructions from you, the beneficial owner, the bank or broker generally has discretionary voting power only with respect to the ratification of appointment of the independent registered public accounting firm. A bank or broker does not have discretion to cast votes with respect to Proposal 1, 2 or 4 unless it has received voting instructions from the beneficial owner of the shares. It is therefore important that you provide instructions to your bank or broker if your shares are held by such a bank or broker so that your votes with respect to these Proposals are counted. Abstentions and broker nonvotes will have no effect on Proposals 1, 2 or 4 and abstentions will have no effect on Proposal 3. Because Proposal 3 is a "routine" matter, there will be no broker nonvotes on this Proposal.

**ELECTION OF DIRECTORS  
(Item 1 on the Proxy Card)**

The Nominating and Corporate Governance Committee of the Board has nominated for election the following individuals, namely: Gerald S. Adolph, John F. Barrett, Melanie W. Barstad, Karen L. Carnahan, Robert E. Coletti, Scott D. Farmer, Joseph Scaminace, Todd M. Schneider and Ronald W. Tysoe. Proxies solicited by the Board will be voted for the election of these nominees if no direction is given. All directors elected at the Annual Meeting will be elected to hold office until the next Annual Meeting, with each director to serve until such director's successor is elected and qualified or until such director's earlier resignation or removal. In voting to elect directors, shareholders are not entitled to cumulate their votes.

In accordance with NASDAQ Stock Market, LLC (NASDAQ) rules, our Board affirmatively determines the independence of each director and nominee for election as a director in accordance with the elements of independence set forth in the NASDAQ listing standards and rules promulgated under the Securities Exchange Act of 1934. Cintas' director independence standards, incorporated in the Corporate Governance Guidelines, are available on our website at [www.cintas.com](http://www.cintas.com), under About Us – Investors – Corporate Governance. Based on these standards, the Board determined that each of the following nonemployee directors is independent: Gerald S. Adolph, John F. Barrett, Melanie W. Barstad, Karen L. Carnahan, Joseph Scaminace and Ronald W. Tysoe. The Board previously determined that James J. Johnson, who retired as a director immediately following the 2020 Annual Meeting, was independent. Our Audit, Compensation and Nominating and Corporate Governance Committees are composed solely of independent directors. All directors are elected for one-year terms. Information on each of our nominees is given below.

An uncontested election is one in which the number of nominees does not exceed the number of directors to be elected. In an uncontested election, like this election, our Bylaws require that any nominee who does not receive a majority of the votes cast with respect to such nominee must promptly offer his or her resignation to the Board. The Nominating and Corporate Governance Committee will take the matter under advisement and make a recommendation to the Board on whether to accept or reject the resignation or whether other action should be taken. The Board has 90 days following certification of the shareholder vote to consider the offer of resignation. Within such 90-day period, the Board will promptly disclose publicly its decision whether to accept the director's resignation offer.

If a director nominee becomes unavailable before the election, your proxy card authorizes us to vote for a replacement nominee if the Board names one.

**Director Nominees**

**The Board recommends you vote FOR each of the following nominees:**

<b>Gerald S. Adolph</b> <sup>(1)(2)</sup> 67	Gerald S. Adolph was elected a Director of Cintas in 2006. He is the Chairman of the Compensation Committee. Mr. Adolph was a Senior Partner with Booz & Company (later changed to PWC Strategy&), a consulting firm, from 1981 to 2016. Mr. Adolph held numerous leadership positions at Booz & Company, including Worldwide Chemicals Practice Leader, Worldwide Consumer and Health Practice Leader and Global Mergers and Restructuring Practice Leader. He also served on the Booz Allen Hamilton board of directors from 1994 to 1997. The Board believes that Mr. Adolph's consulting experience, giving him insight into various corporate governance and business management issues, as well as his status as an independent director, make his service on the Board integral to Cintas.
<b>John F. Barrett</b> <sup>(2)(4)</sup> 72	John F. Barrett was elected a Director of Cintas in 2012. Mr. Barrett is the Chairman, President and Chief Executive Officer of Western & Southern Financial Group, a Cincinnati-based diversified family of financial services companies. He has been Chief Executive Officer since 1994. He served as a director of Convergys Corporation from 1998 to 2016, The Fifth Third Bancorp and its subsidiary, The Fifth Third Bank, from 1988 to 2009, The Andersons, Inc. from 1992 to 2008 and Cincinnati Bell Inc. from 1992 to 1998. The Board believes that Mr. Barrett's principal executive officer experience and service as a director of other publicly-traded companies, which have provided him with a deep understanding of business matters, his broad financial acumen and his status as an independent director, makes his service on the Board valuable to Cintas.



<p><b>Melanie W. Barstad</b><sup>(1)(2)</sup> 68</p>	<p>Melanie W. Barstad was elected a Director of Cintas in 2011. Ms. Barstad was with the Johnson &amp; Johnson Family of Companies, a diversified global provider of consumer products, prescription medicines and medical devices, for 23 years, retiring in 2009 as President of Women’s Health in the Medical Device and Diagnostics Division. She served as a management board member on numerous Johnson &amp; Johnson operating company boards from 1997 to 2009, including Johnson &amp; Johnson Health Care Systems, Ethicon Endo Surgery and Johnson &amp; Johnson Medical. Ms. Barstad also served as co-chair of the Johnson &amp; Johnson Women’s Leadership Initiative and served on the Auburn University Foundation Board of Directors from 2008 to 2016, where she chaired the Directorship Committee and served on the Executive Committee. She was recognized in 2018 by the Auburn University Alumni Association receiving the Auburn University Lifetime Achievement Award. Ms. Barstad was honored in 2019 by Women Inc. as one of the 2019 Most Influential Corporate Board Directors. She has also been included in the <i>Agenda</i> Compensation 100 listing and has been listed in Europe’s Global Board Ready Women’s Initiative. The Board believes that Ms. Barstad’s experience running complex, enterprise-wide global businesses as a line executive and as a management board member and her status as an independent director, makes her service on the Board valuable to Cintas.</p>
<p><b>Karen L. Carnahan</b><sup>(2)(4)(5)</sup> 67</p>	<p>Karen L. Carnahan was elected a Director of Cintas in 2019. Ms. Carnahan was an employee-partner of Cintas for more than 30 years, where she served at an executive level for more than 20 years, including the roles of Vice President and Treasurer, Vice President of Corporate Development and President and Chief Operating Officer of Cintas’ document management division. In 2014, Ms. Carnahan joined Shred-it International Inc. (Shred-it) as chief operating officer when Cintas’ document management business merged with Shred-it, from which she then retired in 2015. Ms. Carnahan is on the Board of Trustees of Touchstone Investments (a member of Western &amp; Southern Financial Group), is a member of the Board of Directors of the Boys &amp; Girls Club of West Chester/Liberty and is on the Board of Advisors of Best Upon Request. In addition, Ms. Carnahan has received several prestigious awards including being named a Woman of Excellence by the West Chester, Ohio Chamber Alliance in 2007, a Greater Cincinnati YWCA Career Woman of Achievement in 2009 and receiving the Ohio Diversity Council’s Glass Ceiling Award in 2013. The Board believes that Ms. Carnahan’s understanding of Cintas through her many years as a trusted employee-partner at Cintas, her status as an independent director and the fact that she is an “audit committee financial expert” under SEC guidelines, makes her service on the Board beneficial to Cintas.</p>
<p><b>Robert E. Coletti</b><sup>(3)(5)</sup> 64</p>	<p>Robert E. Coletti was elected a Director of Cintas in 2016. Since 2018, Mr. Coletti has served as a retired partner emeritus of the law firm of Keating Muething &amp; Klekamp (KMK). Mr. Coletti joined KMK in 1982, where he became a partner in 1988 and a senior partner in 2016, with a practice concentrated in the corporate, securities and financing areas. Mr. Coletti currently serves on the Board of Directors of The Everglades Foundation. Mr. Coletti served on the Miami University Board of Trustees from 2014 to 2021. He was a Trustee of the Miami University Foundation from 2006 to 2012, where he also served as Chairman of the Board from 2010 to 2012. The Board believes that Mr. Coletti’s knowledge of Cintas, gained through his many years of advising Cintas and his legal expertise surrounding complicated business matters, makes his service on the Board valuable to Cintas.</p>
<p><b>Scott D. Farmer</b><sup>(3)(6)</sup> 62</p>	<p>Scott D. Farmer joined Cintas in 1981. He has held the positions of Vice President – National Account Division, Vice President – Marketing and Merchandising, Rental Division Group Vice President and Chief Operating Officer. In 1994, he was elected to the Board. He was elected Chief Executive Officer in July 2003. Mr. Farmer was appointed Chairman of the Board in September 2016, and upon his retirement as Chief Executive Officer, effective May 31, 2021, he was appointed Executive Chairman of the Board. The Board believes that Mr. Farmer’s breadth of knowledge and experience in the areas of marketing, business development and corporate strategy, as well as his familiarity with all aspects of Cintas’ business, renders his service on the Board extremely beneficial to Cintas.</p>



<b>Joseph Scaminace</b> <sup>(1)(2)(3)</sup> 68	<p>Joseph Scaminace was elected a Director of Cintas in 2010. He is designated as Lead Director of the Cintas Board of Directors and is Chairman of the Executive Committee and the Nominating and Corporate Governance Committee. Mr. Scaminace was Chairman, President and Chief Executive Officer of Vectra Corporation (formerly OM Group, Inc.), a diversified industrial growth company, from 2005 until his retirement in 2015. Prior to joining Vectra Corporation, Mr. Scaminace was the President and Chief Operating Officer of The Sherwin-Williams Company, a paint and coatings company, where he had worked in various capacities since 1983. He is a member of the Board of Trustees of The Cleveland Clinic. Mr. Scaminace is also a Director of Parker Hannifin Corporation. The Board believes that Mr. Scaminace’s principal executive officer experience and service as a director of another publicly-traded company, which have provided him insight into high-level corporate governance and executive compensation matters, as well as his independent director status, make him an integral member of Cintas’ Board.</p>
<b>Todd M. Schneider</b> 54	<p>Todd M. Schneider was appointed a Director of Cintas effective June 1, 2021 and is recommended as a Director nominee by the Nominating and Corporate Governance Committee. Mr. Schneider joined Cintas in 1989. He has held various positions within Cintas, including several management positions. He was Vice President of Sales of the Midwest/South Central Region Rental Division and President and Chief Operating Officer of the former Document Management Division. He served as Senior Vice President of Sales of the Rental Division until June 2013, when he was appointed President &amp; Chief Operating Officer of the Rental Division. In July 2018, Mr. Schneider was appointed Executive Vice President and Chief Operating Officer where he was responsible for marketing and operations. Effective June 1, 2021, upon the retirement of Scott D. Farmer, Mr. Schneider was appointed President and Chief Executive Officer of Cintas. The Board believes Mr. Schneider’s extensive knowledge of Cintas through his various management and leadership roles will make his service on the Board extremely beneficial to Cintas.</p>
<b>Ronald W. Tysoe</b> <sup>(2)(4)(5)</sup> 68	<p>Ronald W. Tysoe was elected a Director of Cintas in 2008. He is the Chairman of the Audit Committee. He served as Vice Chairman of Federated Department Stores, Inc. (now known as Macy’s Inc.), a clothing and home furnishings company, from April 1990 to October 2006. Mr. Tysoe has previously served as a director of Taubman Centers, Inc. from 2007 to 2020, J. C. Penney Company, Inc. from 2013 to 2020, Canadian Imperial Bank of Commerce from 2004 to 2019, Pzena Investment Management Inc. from 2008 until 2013 and Scripps Networks Interactive, Inc. from 2008 to 2018. The Board believes that Mr. Tysoe’s service as a Vice Chairman of another publicly-traded company, his independent director status and the fact that he is an “audit committee financial expert” under SEC guidelines, given his understanding of accounting and financial reporting, disclosures and controls, make his Board service extremely beneficial to Cintas.</p>

- 
- (1) Member of the Compensation Committee of the Board.
  - (2) Member of the Nominating and Corporate Governance Committee of the Board.
  - (3) Member of the Executive Committee of the Board.
  - (4) Member of the Audit Committee of the Board.
  - (5) Audit committee financial expert under SEC guidelines.
  - (6) Scott D. Farmer is the brother-in-law of Robert E. Coletti.

## **CORPORATE GOVERNANCE**

Cintas is a Washington corporation and, therefore, governed by the corporate laws of Washington. Since its stock is publicly traded on the NASDAQ Global Select Market and it files reports with the SEC, it is also subject to the rules of NASDAQ, as well as various provisions of federal securities laws and the Sarbanes-Oxley Act of 2002 (SOX).

Governance of the Company is placed in the hands of the directors who, in turn, elect officers to manage the business operations. The Board oversees the management of Cintas on your behalf. It reviews Cintas' long-term strategic plans and exercises direct decision making authority in all major decisions, such as significant acquisitions, deconsolidations and the declaration of dividends. The Board also reviews financial and internal controls and management succession plans.

The directors have organized themselves into the following committees: the Nominating and Corporate Governance Committee, the Audit Committee and the Compensation Committee. These committees are described below and help carry out Board responsibilities. In particular, Board committees work on key issues in greater detail than would be possible at full Board meetings. Each committee reviews the results of its meetings with the full Board. Cintas expects all directors to attend all regularly scheduled Board, committee and shareholder meetings. All directors attended the 2020 Annual Meeting of Shareholders. During fiscal 2021, the Board met on four occasions, the Nominating and Corporate Governance Committee met on two occasions, the Audit committee met on nine occasions and the Compensation Committee met on five occasions. Each of Cintas' directors attended all meetings of the Board and committees of which they were a member during fiscal 2021. In addition, the independent directors met in executive session on four occasions during fiscal 2021 without the presence of the non-independent director and management directors. The Lead Director presided over each session.

The Executive Committee is composed of Joseph Scaminace (Chairman), Scott D. Farmer and Robert E. Coletti. The Executive Committee acts for the Board as required between Board meetings. This Committee had no meetings in fiscal 2021, but took several actions in writing.

Each of the Nominating and Corporate Governance Committee, Audit Committee and Compensation Committee is composed entirely of independent, nonemployee directors, each of whom meets the relevant independence requirements established by NASDAQ and SOX that apply to their particular assignments.

### **Corporate Culture and Strategy**

We believe that our culture at Cintas is just as essential as our products and services. Our culture influences the quality of the employee-partners we hire, the way we communicate and interact with our customers and each other and our performance standards. Our culture is the cornerstone, representing our values, our behaviors, our way of working and how we approach our business, which is strong relationships and a dedication to taking care of one another and our customers. We operate according to the Cintas Code of Conduct, available on our website [www.cintas.com](http://www.cintas.com), which mandates full compliance with applicable laws and regulations and helps to preserve the integrity of our Company. The Board has required the adoption of the Cintas Code of Conduct by directors, officers and employee-partners. Cintas intends to post on its website within four business days after approval any amendments or waivers to the Code of Conduct.

The Board engages with management regarding the development of the Company's corporate strategy by reviewing and approving the annual strategic plan, which presents key initiatives and strategies over the next five years. The Board is provided with regular updates on the Company's performance against its strategic plan and the progress of strategic initiatives. These actions allow the Board to have an ongoing and open dialogue with management regarding corporate strategy and long-term value creation.

### **The Board's Role in Risk Oversight**

The entire Board, rather than a separate board committee, oversees Cintas' risk management process. Cintas relies on a comprehensive enterprise risk management (ERM) process to aggregate, monitor, measure and manage risks. The ERM approach is designed to enable the Board to establish a mutual understanding with management of the effectiveness of Cintas' risk management practices and capabilities, to review Cintas' risk exposure and to elevate certain key risks for discussion at the Board level as appropriate.

Our senior management is responsible for identifying, assessing and managing the Company's exposure to risk, and we have established a risk committee which is responsible for overseeing and monitoring our risk strategy and chartering risk mitigation related actions. The risk committee is chaired by the President and CEO and has broad-based functional

representation, including the Vice President of Environmental, Social and Governance (ESG) and Chief Compliance Officer, and senior management from Cintas' corporate audit, compliance, legal, operations, security and finance areas. The President and CEO is the only member of the Board on the risk committee.

The risk committee has scheduled quarterly meetings, which may or may not take place depending on the current needs. At its meetings, the risk committee discusses risks to Cintas' business (operational, financial and legal), the potential impact to the business and the probability of occurrence in order to determine the best solution and identify the need for resource allocation. This process includes evaluating management's preparedness to respond to the risk if realized. For example, during fiscal 2021, the Board has engaged in increased dialogue with management regarding business and financial risks associated with the COVID-19 pandemic, and steps taken with regard to employee health and safety.

One risk committee meeting annually focuses entirely on ERM. The risk profiles and current and future mitigating actions are discussed and refined during subsequent meetings with senior management and the President and CEO. Thereafter, the risk committee presents a comprehensive report to the Board in an interactive session during which the Board has the opportunity to further discuss the risk committee's assessments and conclusions.

### **Environmental, Social and Governance (ESG)**

Cintas is committed to being a responsible corporate citizen and strives to incorporate ESG principles into the daily operations of its business. The Board oversees our strategic approach to sustainable long-term value creation consistent with our desire to protect the environment, enhance humanity (social) and be accountable (governance). The Board oversees ESG matters, including training and development, employee-partner health and wellness, diversity and inclusion, and pay equity. The Board also oversees our principal operating, business and compliance and ethics risks, including environmental matters, responsible and ethical sourcing, cybersecurity and workplace conduct.

Our Board of Directors and management team value continuous engagement with Cintas shareholders. Shareholders provide information and viewpoints to assist us in making informed decisions, and we acknowledge that shareholders also desire communication for numerous benefits. Our Board and management engage with shareholders throughout the year in the Annual Shareholders Meeting, analyst conferences, non-deal roadshows, one-on-one investor meetings and other events. Topics of discussion include company performance, responses to changing market conditions, corporate strategy, management performance, executive compensation and capital allocation. Key areas of discussion with shareholders in the past year included our response to the COVID-19 pandemic, our human capital management practices including safety and diversity and our commitment to sustainability including the issuance of our inaugural ESG report. We remain committed to engaging with our shareholders and look forward to the continuous dialogue.

Shareholders may communicate with the full Board or individual directors on matters concerning Cintas by mail or through our website. Such communication should be sent to the attention of the Secretary. Interested persons may communicate directly and confidentially with our non-management directors by writing to D. Brock Denton, 6800 Cintas Boulevard, P.O. Box 625737, Cincinnati, Ohio 45262-5737. However, any such communications that are considered to be improper for submission to the intended recipients will not be provided to the directors. Examples of communications that would be considered improper for submission include, without limitation, customer complaints, solicitations, communications that do not relate, directly or indirectly, to Cintas' business or communications that relate to improper or irrelevant topics. In addition, please note that the Secretary will not forward communications that are spam, junk mail or mass mailings, resumes and other forms of job inquiries, surveys and business solicitations or advertisements.

We report ESG topics in our annual ESG Report, which has extensive information on specific ESG areas and is available on our website at [www.cintascares.com/esg-report](http://www.cintascares.com/esg-report). Our ESG Report is not, however, incorporated herein by reference.

### **Board Leadership Structure**

The Board is responsible for evaluating and determining Cintas' leadership structure. During fiscal 2021, Mr. Scott D. Farmer served as Cintas' Chief Executive Officer (CEO) and Chairman of the Board. Mr. Farmer had been Cintas' CEO since 2003 and Chairman of the Board since 2017. The Board has no policy with respect to the separation of these offices. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to consider it each time that it elects the CEO.

On May 31, 2021, as part of Cintas' executive succession planning process, Mr. Farmer retired as CEO of the Company and transitioned to the position of Executive Chairman of the Board on June 1, 2021. As Executive Chairman, Mr. Farmer is responsible for presiding over all meetings of the Board and shareholders, setting agendas for Board meetings and providing

advice and counsel to Cintas' management regarding Cintas' business and operations. In addition, on May 31, 2021, Mr. Todd M. Schneider ceased serving as Executive Vice President and Chief Operating Officer of the Company and transitioned to the position of President and Chief Executive Officer of the Company to replace Mr. Farmer on June 1, 2021. Mr. Schneider was also appointed to the Board on June 1, 2021. Mr. Schneider has been employed by Cintas since 1989, serving in various management and executive capacities. As CEO, Mr. Schneider is responsible for the general management, oversight, supervision and control of the business and affairs of Cintas, and ensuring that all actions and resolutions of the Board are carried into effect. With their many years of experience with Cintas, the Board believes that Mr. Farmer and Mr. Schneider are uniquely qualified to be Cintas' Executive Chairman and CEO, respectively. We believe that this leadership structure is currently the most appropriate for Cintas.

In electing the Chairman and appointing the CEO, the Board considers nominees' knowledge of and experience with Cintas and its corporate culture, general industry experience and other executive skills. Our Board recognizes that, depending on the circumstances, leadership models other than the current model might be appropriate. Our corporate governance guidelines provide that the Board selects the Chairman of the Board in the manner that it determines to be in the best interests of Cintas' shareholders.

The Board designates a nonemployee director to serve as the Lead Director to preside over meetings of independent directors, coordinate the activities of the other nonemployee directors, act as liaison among other directors, preside at Board meetings in the absence of the Chairman and to perform such other duties and responsibilities as the Board may determine. The Board has designated Joseph Scaminace as the Lead Director.

### **Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee is responsible for nominating persons for election as directors at each annual shareholders' meeting, making recommendations for filling any Board vacancies that may arise between meetings due to resignation or other factors and developing and recommending to the Board corporate governance policies and guidelines for Cintas. Cintas does not have a formal policy regarding diversity in determining director nominees. However, in nominating directors, the Nominating and Corporate Governance Committee takes into account, among other factors which it may deem appropriate, the judgment, skill, diversity, business experience and needs of the Board as its function relates to the business of Cintas. As set forth in our Corporate Governance Guidelines, the Company has committed that the initial list from which new independent director nominees are chosen will include qualified female and racially/ethnically diverse candidates. The Company values diverse perspectives and experiences when determining director nominees. The SEC recently approved new Board diversity disclosure requirements and Board diversity objectives for Nasdaq-listed companies, which will begin to phase in during fiscal 2022. Cintas is already in compliance with the Board diversity objective of this requirement. The Nominating and Corporate Governance Committee will consider nominees recommended by security holders in written correspondence directed to the Secretary of Cintas. The Nominating and Corporate Governance Committee evaluates the qualifications of candidates properly submitted by shareholders on the same basis as those of other director candidates. However, in no event shall any nomination made by a shareholder be binding on Cintas unless it is made in strict accordance with Cintas' Bylaws as they may be amended from time to time. A copy of the Nominating and Corporate Governance Committee Charter is available on our website, [www.cintas.com](http://www.cintas.com), under About Us – Investors – Corporate Governance.

Committee members: Joseph Scaminace (Chairman), Gerald S. Adolph, John F. Barrett, Melanie W. Barstad, Karen L. Carnahan and Ronald W. Tysoe

Meetings during fiscal 2021: Two

### **Audit Committee**

The Audit Committee is governed by a written charter adopted by the Board. A copy of the Audit Committee Charter is available on our website, [www.cintas.com](http://www.cintas.com), under About Us – Investors – Corporate Governance. Ronald W. Tysoe and Karen L. Carnahan have been designated as an Audit Committee financial expert by the Board, and the Board has determined that Mr. Tysoe and Ms. Carnahan satisfy the expertise and audit committee independence standards required by NASDAQ and the SEC.

The Audit Committee is solely responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. The Audit Committee also evaluates information received from the independent registered public accounting firm and management to determine whether the registered public accounting firm is independent of management. The independent registered public accounting firm reports directly to the Audit Committee.

The Audit Committee is responsible for information security. Annually, the Chief Information Officer (CIO) meets with the audit committee and provides a comprehensive update on the Company's information security process. This includes status updates on new platforms/systems being implemented, IT Security/Governance (including the Company's Security Maturity Level), any prevailing threats to the Company's systems and IT's countermeasures to mitigate the risks from cyber attacks. In addition, the CIO also provides information to the Board throughout the fiscal year as necessary. The audit committee also monitors the annual trainings on Information Security Awareness and Payment Card Industry Standards (PCI) Compliance.

The Audit Committee has established procedures for the receipt, retention and treatment of complaints received by Cintas concerning accounting, internal accounting controls or auditing matters and has established procedures for the confidential and anonymous submission by employee-partners of any concerns they may have regarding questionable accounting, auditing or financial matters.

The Audit Committee approves all audit and nonaudit services performed for Cintas by its independent registered public accounting firm prior to the time that those services are commenced. The Chairman also has the authority to approve these services between regularly scheduled meetings. In this event, the Chairman reports approvals made by him to the full Committee at each of its meetings. For these purposes, the Audit Committee, or its Chairman, is provided with information as to the nature, extent and purpose of each proposed service, as well as the approximate time frame and proposed cost arrangements for that service.

Committee members: Ronald W. Tysoe (Chairman), John F. Barrett and Karen L. Carnahan

Meetings during fiscal 2021: Nine (all of which were telephonic meetings)



## AUDIT COMMITTEE REPORT

The Audit Committee oversees Cintas' financial reporting process on behalf of the Board. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls over financial reporting. As part of the oversight processes, the Audit Committee regularly meets with management of Cintas, Cintas' independent registered public accounting firm and Cintas' Vice President of Internal Audit. The Audit Committee regularly meets with each of these groups separately in closed sessions. Throughout the year, the Audit Committee had full access to management, the independent registered public accounting firm and internal auditors for Cintas. To fulfill its responsibilities, the Audit Committee did, among other things, the following:

- (a) reviewed and discussed Cintas' audited financial statements for fiscal 2021 with Cintas' management and the independent registered public accounting firm, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements;
- (b) reviewed the quarterly earnings releases and reports on Form 10-K and Form 10-Q prior to release;
- (c) reviewed management's representations that the interim and audited financial statements were prepared in accordance with U.S. generally accepted accounting principles and fairly present the results of operations and financial position of Cintas;
- (d) reviewed and discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (PCAOB) and SEC rules, including matters related to the conduct of the audit of Cintas' financial statements;
- (e) discussed with the independent registered public accounting firm the firm's independence from management and Cintas including the matters in the written disclosures and letter received from the independent registered public accounting firm required by the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence;
- (f) based on the reviews and discussions with management and the independent registered public accounting firm, the independent registered public accounting firm's disclosures to the Audit Committee, the representations of management and the report of the independent registered public accounting firm, recommended to the Board, which adopted the recommendation, that Cintas' audited annual financial statements be included in Cintas' Annual Report on Form 10-K for the fiscal year ended May 31, 2021, for filing with the SEC;
- (g) reviewed all audit and nonaudit services performed for Cintas by the independent registered public accounting firm for the fiscal year ended May 31, 2021 and determined that its provision of nonaudit services was compatible with maintaining its independence from Cintas;
- (h) consulted with counsel regarding SOX, NASDAQ's corporate governance listing standards and the corporate governance environment in general and considered any additional requirements placed on the Audit Committee as well as additional procedures or matters the Audit Committee should consider;
- (i) reviewed and monitored the progress and results of the testing of internal control over financial reporting pursuant to Section 404 of SOX, reviewed a report from management and internal audit regarding the design, operation and effectiveness of internal control over financial reporting and reviewed an attestation report from the independent registered public accounting firm regarding the effectiveness of internal control over financial reporting; and
- (j) examined the Audit Committee Charter to determine compliance by Cintas and the Audit Committee with its provisions and to determine whether any revisions to the Charter were advisable. The Cintas Audit Committee Charter was approved at the January 18, 2021 Audit Committee Meeting. Only minor changes to the Charter were required.

RESPECTFULLY SUBMITTED BY THE MEMBERS OF THE AUDIT COMMITTEE:

Ronald W. Tysoe (Chairman), John F. Barrett and Karen L. Carnahan

### Independent Registered Public Accounting Firm Fees

The Audit Committee appointed Ernst & Young LLP as the independent registered public accounting firm to audit the fiscal 2021 financial statements.

Fees billed for services are as follows:

	<b>Fiscal 2021</b>	<b>Fiscal 2020</b>
Audit Fees <sup>(1)</sup>	\$1,675,617	\$1,676,926
Tax Fees <sup>(2)</sup>	\$ 200,116	\$ 417,781
Audit Related Fees <sup>(3)</sup>	\$ 110,700	\$ 110,700

(1) Audit Fees were for audit services, including the integrated audit of Cintas' consolidated financial statements (including the review of quarterly financial statements) and the effectiveness of Cintas' internal control over financial reporting.

(2) Tax Fees were for tax advisory and compliance-related services.

(3) Audit Related Fees for both years were for audits of benefit plans.

All of the fees above were pre-approved by the Audit Committee. None of these fees were approved by the Audit Committee after services were rendered pursuant to the de minimis exception established by the SEC.



## **Compensation Committee**

The Compensation Committee is governed by a written charter adopted by the Board. A copy of the Compensation Committee Charter is available on our website, [www.cintas.com](http://www.cintas.com), under About Us – Investors – Corporate Governance. In discharging the responsibilities of the Board relating to compensation of Cintas' CEO and other senior executive officers, the purposes of the Compensation Committee are, among others, (i) to review and approve the compensation of Cintas' CEO and other senior executive officers and (ii) to oversee the compensation policies and practices of Cintas, including adopting, administering and approving Cintas' incentive compensation and stock plans and awards (and amendments to the plans or awards) and performing such duties and responsibilities as may be assigned under the terms of any executive compensation plan, incentive compensation plan or equity-based plan. 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 fiscal 2021, the Compensation Committee believes it reviewed the necessary resources available to survey the compensation practices of Cintas' peers and keep abreast of compensation developments in the marketplace.

The Compensation Committee periodically reviews the compensation practices and policies that apply to all Cintas employee-partners to determine whether such practices and policies are reasonably likely to have a material adverse effect on Cintas. As part of the Compensation Committee's on-going process, the Compensation Committee, with the assistance of Cintas' human resources, finance and legal departments, conducted an assessment of these compensation practices and policies and determined that they do not create risks that are reasonably likely to have a material adverse effect on Cintas. Among the areas the Compensation Committee considered in determining that Cintas' compensation practices and policies do not pose a material risk to Cintas included Cintas' compensation philosophy, compensation plan design (balanced pay mix, weightings of measures, performance targets and annual and long-term incentives) and compensation plan governance and oversight (selection of performance targets, stock ownership requirements, claw-back policy and hedging policy).

Cintas' executive compensation policies are designed to support the corporate objective of exceeding our customers' expectations to maximize the long-term value of Cintas for its shareholders and employee-partners. To achieve this objective, the Compensation Committee believes it is important to provide competitive levels of compensation to attract and retain the most qualified employee-partners, to recognize individuals who exceed expectations and to closely link executive compensation with corporate performance. Cintas, with the Compensation Committee's oversight, uses short and long-term incentive and equity compensation plans to promote the achievement of company objectives.

The Compensation Committee processes and procedures for the consideration and determination of executive and director compensation, including the role of executive officers in determining or recommending the amount or form of executive compensation, are discussed in the section entitled "Executive Compensation."

Committee members: Gerald S. Adolph (Chairman), Melanie W. Barstad and Joseph Scaminace Meetings during fiscal 2021: Five (four of which were telephonic meetings)

## **Compensation Committee Interlocks and Insider Participation**

None of the members of the Compensation Committee during fiscal 2021, listed above, has ever been an officer or employee-partner of Cintas, nor has any member been an executive officer of another entity at which one of our executive officers serves on the Board. No executive officer of Cintas serves (or served at any time during fiscal 2021) as a director or as a member of a committee of any company of which any of Cintas' nonemployee directors are executive officers.

## **COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on the review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in Cintas' Proxy Statement and Annual Report on Form 10-K for the fiscal year ended May 31, 2021.

Committee Members: Gerald S. Adolph (Chairman), Melanie W. Barstad and Joseph Scaminace

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

This section discusses and analyzes the compensation awarded to, earned by or paid to Cintas' named executive officers, as set forth in the Fiscal 2021 Summary Compensation Table and other executive compensation tables and narratives contained in this proxy statement. It also discusses the principles underlying our compensation policies and decisions.

For fiscal 2021, the Company's named executive officers were the following five executive officers:

Name	Current Title
Scott D. Farmer	Executive Chairman of the Board
Todd M. Schneider	President and Chief Executive Officer
J. Michael Hansen	Executive Vice President and Chief Financial Officer
Michael L. Thompson	Executive Vice President and Chief Administrative Officer
Thomas E. Frooman	Former Senior Vice President, Secretary and General Counsel

On May 31, 2021, as part of Cintas' executive succession planning process, Mr. Scott D. Farmer retired as Chief Executive Officer of the Company and transitioned to the position of Executive Chairman of the Board on June 1, 2021. We sometimes refer to Mr. Farmer in this document as our former CEO. On May 31, 2021, Mr. Todd M. Schneider ceased serving as Executive Vice President and Chief Operating Officer of the Company and transitioned to the position of President and Chief Executive Officer of the Company to succeed Mr. Farmer on June 1, 2021. Mr. Schneider was also appointed to the Board effective June 1, 2021. We sometimes refer to Mr. Schneider in this document as our current CEO. As an additional part of Cintas' executive succession planning process, on July 31, 2021, Mr. Thomas E. Frooman retired as Senior Vice President, General Counsel and Secretary of the Company. Mr. D. Brock Denton joined Cintas as Senior Vice President, General Counsel and Secretary of the Company to succeed Mr. Frooman on August 1, 2021. Mr. Denton is not a Cintas named executive officer for fiscal 2021.

### Overview of Compensation Program

The Compensation Committee oversees the compensation programs of Cintas, with particular attention to the compensation for its CEO and the other executive officers. It is the responsibility of the Compensation Committee to review and approve, or, as the case may be, recommend to the Board for approval, changes to Cintas' compensation policies and benefit plans and to administer Cintas' stock plans, including recommending and approving stock-based awards to executive officers. The Compensation Committee also works to help ensure that Cintas' compensation philosophy is consistent with the best interests of Cintas and its shareholders and is properly implemented and monitored. Generally, the types of compensation and benefits provided to all executive officers are similar.

The day-to-day administration of savings plans, profit sharing plans, stock plans, health, welfare and paid-time-off plans and policies applicable to employee-partners in general is handled by Cintas' human resources, finance and legal department employee-partners. The responsibility for certain fundamental changes outside the day-to-day requirements necessary to maintain these plans and policies belongs to the Compensation Committee.

### Compensation Philosophy and Objectives

The primary focus of our executive compensation program is to support the corporate objective of maximizing the long-term value for our shareholders and employee-partners by exceeding our customers' expectations. We also strive to provide a competitive level of total compensation to all of our employee-partners, including the executive officers, that attracts and retains talented and experienced individuals and that motivates them to contribute to Cintas' short-term and long-term success.

Our incentive compensation program is designed to reward both individual and team performance, measured by overall Cintas results and individual achievement. The Management Incentive Plan for fiscal 2021 applies to all of our executive officers. The incentive compensation arrangements for our Executive Chairman and former CEO, Mr. Farmer, and our President and current CEO, Mr. Schneider, were generally based on Cintas' diluted earnings per share (EPS), growth in sales and the accomplishment of certain individual goals. The incentive compensation arrangements for our Executive Vice

President and Chief Financial Officer (CFO), Mr. J. Michael Hansen, our Executive Vice President and Chief Administrative Officer, Mr. Michael L. Thompson, and our former Senior Vice President, Secretary and General Counsel, Mr. Thomas E. Frooman, were generally based on Cintas' EPS and achievement of individual performance.

### **Compensation Decision-Making Process**

The Compensation Committee determines the compensation for the executive officers based on recommendations made by management as discussed below. Annually, the Compensation Committee conducts a job evaluation for each named executive officer, which includes a review of the job duties and a market analysis of executive compensation plans. As opposed to reviewing a limited number of peer group companies, we have chosen to evaluate the practices of a larger group of similar sized companies. The analysis focuses on published general industry survey data by revenue size. We did not select the companies included in this survey group, and the component companies' identities were no a material factor in our compensation analysis. The Compensation Committee evaluates base salary, annual cash incentives, long-term compensation and other compensation. We believe that our named executive officers' target compensation is competitive with the total compensation of comparable named executive officers in our market analysis.

Based on the market analysis and individual performance, the Secretary and General Counsel makes a recommendation to the Compensation Committee on the CEO's base salary and annual cash incentive target for the upcoming fiscal year. The CEO makes a recommendation to the Compensation Committee for the base salaries and annual cash incentive targets for the upcoming fiscal year for other executive officers.

In October 2020, and at various meetings held during the remainder of fiscal 2021, the Board reviewed the results of our 2020 "say-on-pay" vote, in which approximately 98% of the votes cast approved of our named executive officers' compensation. In addition, after taking into consideration the strong support for our executive compensation program reflected in the 2020 say-on-pay results, the Compensation Committee decided to generally continue to apply the same philosophy, compensation objectives and governing principles as it used for fiscal 2020 when making subsequent decisions regarding named executive officer compensation. The Compensation Committee believes the voting results again demonstrate significant support for our named executive officer pay program and did not make any changes to the fiscal 2021 program specifically in response to the 2020 say-on-pay results. The Compensation Committee has, however, continued to monitor the voting policies of our institutional shareholders and their advisors since last year, as well as review the overall program to seek to ensure it achieves the designed goal as set forth in "Compensation Philosophy and Objectives" and will continue to take those voting policies and the effectiveness of the program into account when considering changes to our executive compensation program.

## Key Elements of Compensation

The table below summarizes the key fiscal 2021 compensation program elements for our named executive officers:

Element	Form of Compensation	Purpose
<b>Base Salaries</b>	Cash	Provides competitive, fixed compensation to attract and retain exceptional executive talent
<b>Annual Cash Incentives</b>	Cash	Provides a variable financial incentive to achieve corporate and individual goals
<b>Long-Term Equity Incentives</b>	Non-qualified stock options, restricted stock units and/or restricted stock	Encourages, under the terms of Cintas' equity plan, named executive officers to build and maintain a long-term equity ownership position in Cintas so that their interests are aligned with our shareholders
<b>Health, Retirement and Other Benefits</b>	Eligibility to participate in benefit plans generally available to our employee-partners, including the Cintas Partners' Plan contributions (described below), health, life insurance and disability plans, our Deferred Compensation Plan (described below), and certain perquisites	Benefit plans are part of a broad-based employee benefits program. The Deferred Compensation Plan and perquisites provide competitive benefits to our named executive officers
<b>Extra Cash Incentive</b>	Cash	Provides a financial incentive to achieve specific corporate and individual goals beyond those associated with the regular annual cash incentive, due to the extraordinary circumstances of the COVID-19 pandemic.

We believe that each element of our compensation program plays a substantial role in maximizing long-term value for our shareholders and employee-partners because of the significant emphasis on pay-for-performance principles. Generally, a substantial portion of a named executive officer's total compensation is based on Cintas' results and the named executive officers' individual achievements. As a result, Cintas' performance has a significant effect on the amount of compensation realized by the executive officers. In the specific case of our former CEO Mr. Farmer, 78.9% of his total fiscal 2021 compensation, as reported in the Fiscal 2021 Summary Compensation Table, was performance-based pay.

Each of these elements of pay is described and analyzed in more detail below.

### Base Salaries

The Compensation Committee annually reviews the base salaries of our executive officers. The Compensation Committee also reviews an executive officer's base salary whenever there is a change in that executive officer's job responsibilities. The factors that influence base salary decisions are level and scope of responsibility, salary offered by comparably sized companies, overall performance of the individual and overall performance of Cintas.

The fiscal 2021 base salaries approved by the Compensation Committee for our named executive officers were as follows:

Name	Base Salary	Decrease vs. the Prior Fiscal Year
Scott D. Farmer	\$1,145,772	(10.0)%
Todd M. Schneider	\$ 638,703	(10.0)%
J. Michael Hansen	\$ 533,925	(10.0)%
Michael L. Thompson	\$ 480,816	(10.0)%
Thomas E. Frooman	\$ 510,936	(10.0)%

During the fourth quarter of fiscal 2020, as a result of the COVID-19 pandemic and the related disruptions and uncertainties it caused, the Compensation Committee determined that the fiscal 2021 base salaries for all named executive officers would be reduced by 10%, effective June 1, 2020.

### Annual Cash Incentives

The Compensation Committee strongly believes that variable annual cash incentives provide a direct financial incentive for executive officers to achieve corporate and individual goals. Near the beginning of each fiscal year, the Compensation Committee establishes an annual cash incentive target for each participating named executive officer based on certain financial and non-financial goals.

The performance components and targets were derived from the operating plans for Cintas for fiscal 2021 and represent goals for that year that the Compensation Committee believed would be challenging for Cintas, yet achievable if senior and operating management met or surpassed their business unit goals and objectives. For fiscal 2021, our cumulative targets represent full fiscal year performance goals, where the full fiscal year projected performance was the accumulation of each quarter's projected performance. Each quarter's projected performance and applicable performance goals were developed prior to the beginning of each quarter based on the then-current operating environment in each market. This approach to establishing targets was deemed necessary due to the unprecedented uncertainty involving the operating environment and government restrictions during fiscal 2021. We do not plan to take this approach in the future. The Compensation Committee performed their evaluation of fiscal 2021 results only on full fiscal year performance compared to the full fiscal year targets. (each representing the sum of corresponding amounts for all four quarters) The Compensation Committee did not review or evaluate quarterly results.

In addition, for fiscal 2021, the Compensation Committee established a modest extra cash incentive opportunity for each participating named executive officer to drive achievement of the Company's business goals in a year filled with extreme uncertainty due to the COVID-19 pandemic. The extra incentive was for fiscal 2021 only and is not expected to be part of the annual cash incentives going forward.

The Compensation Committee anticipates that performance components and targets similar to those described below will be utilized in fiscal 2022, with the exception of the fiscal 2021 extra cash incentive, because these objectives are important, and Cintas continues to make progress on these objectives. However, the Compensation Committee reserves the right to determine on an ongoing basis the performance components and targets it will use in developing the performance-based portion of the named executive officers' compensation.

For fiscal 2021, the Compensation Committee approved a total compensation plan for Mr. Farmer and Mr. Schneider. The aggregate amount of annual cash incentive for fiscal 2021 for Mr. Farmer and Mr. Schneider was comprised of the financial objectives of fiscal 2021 Cintas EPS and fiscal 2021 sales growth and certain non-financial goals. The EPS and sales growth goals were established with reference to the operating plans for Cintas for fiscal 2021. The EPS goals for all participants were identical. The non-financial goals for Mr. Farmer related to safety, employee diversity, corporate development, asset capacity utilization and leadership development. Mr. Schneider's non-financial goals related to safety, employee diversity, asset capacity utilization, customer service and the roll-out of online e-services to customers.

Based upon the overall achievement of these objectives, Mr. Farmer could earn from 0% to a maximum of 184% of the target annual cash incentive, and Mr. Schneider could earn from 0% to a maximum of 185% of the target annual cash incentive (with the maximum for each officer reflecting 200% of the portion of the award related to EPS and sales growth and 100% of the portion of the award related to non-financial goals).

The following table summarizes the annual cash incentive target awards and performance criteria (including percentage weightings) that were reviewed and approved by the Compensation Committee:

Name	Annual Cash Incentive Target	EPS Component	Sales Growth Component	Non-Financial Component
Scott D. Farmer	\$1,145,772	41.75%	41.75%	16.50%
Todd M. Schneider	\$ 609,321	42.50%	42.50%	15.00%

During the fourth quarter of fiscal 2020, as a result of the COVID-19 pandemic and the related disruptions and uncertainties it caused, the Compensation Committee determined that the fiscal 2021 annual cash incentive targets for all named executive officers would be reduced by 10% compared to the fiscal 2020 annual cash incentive targets, which reduced targets are reflected in the table above.



Under the Management Incentive Plan, annual cash incentive calculations for achievement of financial goals are based on actual results, subject to adjustment at the discretion of the Compensation Committee to exclude extraordinary items that are not operational, such as accounting principle changes or revenue from an acquisition that was not in the business plan.

The potential annual cash incentive payout percentage multiplier for each component of Mr. Farmer's and Mr. Schneider's target annual cash incentive is provided in the following tables (for each participating named executive officer, annual cash incentive payouts were designed to be interpolated on a straight-line basis for achievement between the levels of achievement established for the EPS and sales growth components of the annual cash incentives):

<b>EPS Component Level of Achievement</b>	<b>EPS Goals</b>	<b>Annual Cash Incentive Payout</b>
Below Threshold	<\$8.52	0%
Threshold	\$8.52	25%
Target	\$8.97	100%
Maximum	\$9.60	200%

<b>Sales Growth Component Level of Achievement</b>	<b>Sales Growth Goals (% Growth Over Prior Fiscal Year)</b>	<b>Annual Cash Incentive Payout</b>
Below Threshold	<(3.20)%	0%
Threshold	(3.20)%	25%
Target	(1.70)%	100%
Maximum	1.30%	200%

<b>Non-Financial Component Level of Achievement</b>	<b>Annual Cash Incentive Payout</b>
Does Not Meet Goals	0%
Meets Most Goals	50%
Meets Goals	100%

The Grants of Plan-Based Awards for Fiscal 2021 table outlines estimated possible payouts under this non-equity incentive plan award. Based on Cintas' EPS and sales growth for fiscal 2021, Mr. Farmer and Mr. Schneider earned an annual cash incentive payout of \$1,769,932 and \$958,155, respectively. The fiscal 2021 Cintas EPS used in the incentive plan calculations was \$10.24, which resulted in the "Maximum" level of achievement. Sales growth on Cintas' continuing operations for fiscal 2021 was 0.4%, which was between the "Target" and "Maximum" level of achievement. Mr. Farmer and Mr. Schneider received \$189,052 and \$91,399, respectively, based on the performance of their non-financial goals outlined above. The individual performance level for both Mr. Farmer and Mr. Schneider was "Meets Goals."

Additionally, in fiscal 2021, the Compensation Committee established an extra cash incentive based upon the achievement of all of the following criteria: at or above target on all incentive plan components described above, EPS greater than or equal to Cintas' fiscal 2020 EPS of \$8.11 and total sales greater than or equal to Cintas' fiscal 2020 revenue of \$7,085,120. Each criterion for the extra incentive must be met or no pay-out of the extra cash incentive will occur. This extra cash incentive was put in place for fiscal 2021 to drive achievement of the Company's business goals in a year filled with extreme uncertainty due to the COVID-19 pandemic. Upon the achievement of these additional goals, the Compensation Committee will approve an additional cash payout equal to 10% of each named executive officer's target annual cash incentives described above. For fiscal 2021, based on the goal achievement for the annual cash incentives described above and our total fiscal 2021 sales of \$7,116,340, Mr. Farmer and Mr. Schneider earned an extra cash incentive of \$114,577 and \$60,932, respectively. The total fiscal 2021 annual cash incentive award, including the extra cash incentive, for Mr. Farmer and Mr. Schneider was \$2,073,561 and \$1,110,486, respectively.

For fiscal 2021, the Compensation Committee also approved total compensation plans for Mr. Hansen, Mr. Thompson and Mr. Frooman. The aggregate amount of annual cash incentive payout for fiscal 2021 for Mr. Hansen, Mr. Thompson and Mr. Frooman were designed to be based on the sum of that named executive officer's earned incentive for the fiscal 2021 Cintas EPS component and the individual performance component (consisting of a subjective performance evaluation rather than performance against specified individual performance goals). Based upon overall performance, the eligible named executive officers could earn from 0% to a maximum of 200% of the annual cash incentive target.

The following table summarizes the annual cash incentive target awards and performance criteria (including percentage weightings) that were reviewed and approved by the Compensation Committee:

Name	Annual Cash Incentive Target	EPS Component	Individual Performance Component
J. Michael Hansen	\$396,173	50%	50%
Michael L. Thompson	\$382,268	50%	50%
Thomas E. Frooman	\$243,747	50%	50%

As previously discussed, during the fourth quarter of fiscal 2020, as a result of the COVID-19 pandemic and the related disruptions and uncertainties it caused, the Compensation Committee determined that the fiscal 2021 annual cash incentive targets for all named executive officers would be reduced by 10% compared to the fiscal 2020 annual cash incentive targets, which reduced targets are reflected in the table above.

The potential annual cash incentive payout percentage multiplier for each component of Mr. Hansen's, Mr. Thompson's and Mr. Frooman's target annual cash incentive is provided in the following tables (for each participating named executive officer, annual cash incentive payouts were designed to be interpolated on a straight-line basis for achievement between the levels of achievement established for the EPS component of the annual cash incentives):

EPS Component Level of Achievement	EPS Goals	Annual Cash Incentive Payout
Below Threshold	<\$8.52	0%
Threshold	\$8.52	50%
Target	\$8.97	100%
Maximum	\$9.60	200%

Individual Performance Component Level of Achievement	Annual Cash Incentive Payout
Does Not Meet Goals	0%
Meets Most Goals	50%
Meets Goals	100%
Exceeds Goals	150%
Outstanding Achievement	200%

The Grants of Plan-Based Awards for Fiscal 2021 table outlines estimated possible payouts under these non-equity incentive plan awards. As presented to and approved by the Compensation Committee, the actual annual cash incentive payments earned for fiscal 2021 as reflected in the Fiscal 2021 Summary Compensation Table (before adding the extra cash incentive described below) are as follows: Mr. Hansen earned a fiscal 2021 annual cash incentive award of \$693,302. Mr. Hansen's individual performance level was "Exceeds Goals." Mr. Thompson earned a fiscal 2021 annual cash incentive award of \$668,968. His individual performance level was "Exceeds Goals." Mr. Frooman earned a fiscal 2021 annual cash incentive award of \$426,557. His individual performance level was "Exceeds Goals." Fiscal 2021 Cintas EPS was "Maximum."

Additionally, in fiscal 2021, the Compensation Committee established an extra cash incentive based upon the achievement of all of the following criteria: at or above target on all incentive plan components described above, EPS greater than or equal to Cintas' fiscal 2020 EPS of \$8.11 and total sales greater than or equal to Cintas' fiscal 2020 revenue of \$7,085,120. Each criteria for the extra incentive must be met or no pay-out of the extra cash incentive will occur. This extra cash incentive was put in place for fiscal 2021 to drive achievement of the Company's business goals in a year filled with extreme uncertainty due to the COVID-19 pandemic. Upon the achievement of these additional goals, the Compensation Committee will approve an additional cash payout equal to 10% of each named executive officer's target annual cash incentives described above. For fiscal 2021, Mr. Hansen, Mr. Thompson and Mr. Frooman earned an extra cash incentive of \$39,617, \$38,227 and \$24,375. The total fiscal 2021 annual cash incentive award, including the extra cash incentive, as reflected in the Fiscal 2021 Summary Compensation Table for Mr. Hansen, Mr. Thompson and Mr. Frooman was \$732,919, \$707,195 and \$450,932, respectively.



## Long-Term Equity Incentives

Long-term equity incentive compensation is comprised of opportunities to earn non-qualified stock options, restricted stock units and/or restricted stock. With respect to the participating named executive officers, these awards are made pursuant to Compensation Committee decisions substantially along lines as described above for the Management Incentive Plan. The purpose of such awards is to incentivize named executive officers to profitably grow Cintas' long-term business objectives and encourage named executive officers to build and maintain a long-term equity ownership position in Cintas so that their interests are aligned with those of our shareholders.

The amount of equity awards for which Mr. Farmer and Mr. Schneider were eligible was based on a target level of Cintas' fiscal 2021 EPS and a target level of Cintas' fiscal 2021 sales growth, weighted equally. After the award was calculated by the Compensation Committee, the form of grant for fiscal 2021 was chosen to be restricted stock for Mr. Farmer, and for Mr. Schneider, 75% of his award was chosen to be stock options and 25% was chosen to be restricted stock.

The amount of equity awards for which Mr. Hansen, Mr. Thompson and Mr. Frooman were eligible was based on a target level of Cintas' fiscal 2021 EPS and individual achievement, weighted equally. Mr. Hansen and Mr. Frooman received 75% of their award in stock options and 25% of their award in restricted stock as determined by the Compensation Committee. Mr. Thompson received his award in restricted stock as determined by the Compensation Committee.

The following information provides more detail with respect to the target award percentage multiplier tied to each milestone level of achievement.

The EPS component for all named executive officers was considered by the Compensation Committee on the following basis:

EPS Component Level of Achievement	EPS Goals	Equity Award
Below Threshold	<\$8.52	0%
Threshold	\$8.52	50%
Target	\$8.97	100%
Maximum	\$9.60	200%

The sales growth component for Mr. Farmer and Mr. Schneider was considered by the Compensation Committee on the following basis:

Sales Growth Component Level of Achievement	Sales Growth Goals (% Growth Over Prior Fiscal Year)	Equity Award
Below Threshold	<(3.20)%	0%
Threshold	(3.20)%	50%
Target	(1.70)%	100%
Maximum	1.30%	200%

The individual achievement components for Mr. Hansen, Mr. Thompson and Mr. Frooman were considered by the Compensation Committee on a subjective basis as described above under the Annual Cash Incentives section.

The factors that influence the determination of equity grant targets include level of responsibility, market compensation analysis and overall performance of the individual. The Compensation Committee reviewed and approved the targets at the beginning of the fiscal year, and the award opportunity was granted based upon that named executive officer's performance compared to the targets.

On July 27, 2021, Mr. Schneider was awarded 20,629 non-qualified stock options under the 2016 Equity and Incentive Compensation Plan (2016 Plan) based on Cintas fiscal 2021 EPS ("Maximum") and fiscal 2021 sales growth (between "Target" and "Maximum"), as outlined under the Annual Cash Incentives section. Mr. Hansen and Mr. Frooman were awarded 11,708 and 11,277 non-qualified stock options, respectively, on July 27, 2021 under the 2016 Plan based on Cintas fiscal 2021 EPS and their individual performance level, as outlined under the Annual Cash Incentives section. Regarding Mr. Farmer's and Mr. Thompson's awards, with consideration that Mr. Farmer and Mr. Thompson are over the age of 55, the Compensation Committee determined to award Mr. Farmer and Mr. Thompson time-based restricted stock.

On July 27, 2021, Mr. Farmer was awarded 29,892 shares of restricted stock under the 2016 Plan based on Cintas fiscal 2021 EPS and fiscal 2021 sales growth, as outlined under the Annual Cash Incentives section. Mr. Thompson was awarded 5,521 shares of restricted stock under the 2016 Plan based on Cintas fiscal 2021 EPS and his individual performance level, as outlined under the Annual Cash Incentives section. These shares were awarded as Mr. Farmer's and Mr. Thompson's long-term equity awards. Also on July 27, 2021, Mr. Schneider, Mr. Hansen and Mr. Frooman were awarded 6,876, 3,902 and 3,759 shares of restricted stock, respectively, under the 2016 Plan based on Cintas fiscal 2021 EPS and their individual performance level as outlined under the Annual Cash Incentives section.

In accordance with the 2016 Plan, stock option awards have an exercise price equal to the closing stock price on the date of the award. As a result, stock options awarded to the named executive officers increase in value only if the market price of the common stock increases. Stock options generally vest at a rate of 33% per year, beginning on the third anniversary of the date of grant and ending on the fifth anniversary of the date of grant. Restricted stock for named executive officers generally vests three years from the date of grant.

### Health, Retirement and Other Benefits

Cintas' benefits program includes retirement plans and group insurance plans. The objective of our group insurance plans is to provide our executive officers with reasonable and competitive levels of protection from events which could interrupt the executive officer's employment and/or income received as an active employee-partner.

The retirement plans offered to executive officers include Cintas' Partners' Plan and the Deferred Compensation Plan. The Partners' Plan is a noncontributory employee stock ownership plan and profit sharing plan with a 401(k) savings feature which covers substantially all employee-partners. The Deferred Compensation Plan is discussed in more detail in the Nonqualified Deferred Compensation for Fiscal 2021 table of this proxy statement, and its accompanying narrative and footnotes.

Executive perquisites are kept by the Compensation Committee to a minimal level and do not play a significant role in executive compensation. For the named executive officers in fiscal 2021, executive perquisites consisted of auto allowances, executive medical programs and, for Mr. Farmer only, financial planning fees. These benefits and their incremental cost to Cintas are described in the Fiscal 2021 Summary Compensation Table and its footnotes. The Compensation Committee believes these perquisites to be reasonable, comparable with peer companies and consistent with Cintas' overall compensation practices.

### Stock Ownership Guidelines

The Compensation Committee believes that Cintas' named executive officers should own particular amounts of shares of stock to align their long-term objective of managing Cintas with the interests of Cintas' shareholders. The Compensation Committee has adopted a stock ownership requirement for the named executive officers. Each named executive officer is required to maintain a minimum equity stake in Cintas stock based on his job position.

The following table shows the stock ownership requirements for the named executive officers:

Officer	Minimum Ownership Requirement (Multiple of Base Salary)
Chief Executive Officer	6x
All other executives	3x

The guidelines are assessed annually and are determined based on the current market practice and utilizing the respective named executive officer's base salary and closing stock price on the last day of the fiscal year. The named executive officers are notified about their ownership requirements annually. All newly hired or promoted named executive officers will have seven years from the time of hiring or promotion to achieve the minimum ownership requirement. Currently, all named executive officers are in compliance with their ownership requirements.

For purposes of these requirements, stock ownership includes: (i) stock held outright by the named executive officer (or his spouse or dependents); (ii) stock held beneficially through the Partners' Plan; (iii) stock held in an individual brokerage account; (iv) stock granted to the named executive officer but not yet vested (i.e., restricted stock or restricted stock units); and

(v) stock obtained through stock option exercise. Failure to meet or to show sustained progress toward meeting the ownership requirements may result in a reduction in future annual and/or long-term cash incentive payouts in the form of stock. Exceptions to these stock ownership requirements may be made at the discretion of the Compensation Committee if compliance would create a severe hardship.

### **Anti-Hedging Policy**

Pursuant to our Insider Trading Policy, we have prohibited certain employees, including our officers, from purchasing any financial instrument or engaging in any other transaction, such as a zero-cost collar or a forward sale contract, that is designed to hedge or offset any decrease in the market value of Cintas securities. Our Insider Trading Policy also prohibits our officers from participating in short sales of Cintas securities and from participating in a transaction involving options, such as puts, calls or other derivative securities, involving Cintas securities, unless approved in advance by our Chief Executive Officer in connection with a planned retirement from Cintas. Such prohibitions apply to Cintas securities granted to the employee as part of compensation or otherwise held, directly or indirectly, by the employee. Currently, all named executive officers are in compliance with this anti-hedging policy.

### **Change in Control Agreements**

Cintas has no policy regarding change in control agreements. For a further discussion on this topic, please see the section titled "Potential Payments Upon Termination, Retirement or Change of Control" of this proxy statement.

### **Recovery of Prior Awards**

The Compensation Committee has adopted a claw-back policy, which provides that in the event of an accounting restatement due to material noncompliance with financial reporting requirements under the U.S. federal securities laws, the Compensation Committee has the right to use reasonable efforts to recover from any of our current or former officers who received incentive-based compensation (including annual cash incentives, non-qualified stock options or restricted stock) during the three-year period preceding the date on which Cintas is required to prepare an accounting restatement, any excess incentive based compensation awarded as a result of the misstatement. This policy applies to incentive based compensation granted after June 1, 2011. This claw-back policy is intended to be interpreted (or in future years revised) in a manner consistent with any applicable rules or regulations adopted by the SEC or NASDAQ as contemplated by Section 10D of the Securities Exchange Act of 1934 and any other applicable law and shall otherwise be interpreted in the best business judgment of the Compensation Committee.

## FISCAL 2021 SUMMARY COMPENSATION TABLE

The following table provides information regarding the compensation of our Chief Executive Officer during fiscal 2021, our Chief Financial Officer during fiscal 2021, and our three other most highly compensated executive officers serving in such capacity at the end of fiscal 2021. We had no other executive officers during fiscal 2021. These individuals are collectively referred to as our named executive officers.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards <sup>(1)</sup> (\$)	Option Awards <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(2)</sup> (\$)	All Other Compensation <sup>(3)</sup> (\$)	Total (\$)
Scott D. Farmer Executive Chairman of the Board	2021	1,145,772	—	5,058,293	—	2,073,561	757,767	9,035,393
	2020	1,273,080	—	4,814,270	—	—	611,170	6,698,520
	2019	1,236,000	—	4,819,091	—	1,930,262	635,892	8,621,245
Todd M. Schneider President and Chief Executive Officer	2021	638,703	—	1,176,207	676,531	1,110,486	139,808	3,741,735
	2020	709,670	—	1,069,202	607,671	—	99,964	2,486,507
	2019	689,000	—	1,160,839	967,615	1,033,148	168,480	4,019,082
J. Michael Hansen Executive Vice President and Chief Financial Officer	2021	533,925	—	705,661	405,882	732,919	110,929	2,489,316
	2020	593,250	—	641,469	364,573	—	104,949	1,704,241
	2019	565,000	—	691,516	565,587	790,489	87,374	2,699,966
Michael L. Thompson Executive Vice President and Chief Administrative Officer	2021	480,816	—	998,368	—	707,195	107,051	2,293,430
	2020	534,240	—	605,847	344,327	—	89,279	1,573,693
	2019	508,800	—	681,579	619,654	703,565	132,216	2,645,814
Thomas E. Frooman Former Senior Vice President, Secretary and General Counsel	2021	510,936	—	679,713	390,957	450,932	114,225	2,146,763
	2020	567,706	—	618,068	351,273	—	95,472	1,632,519
	2019	551,171	—	653,045	316,895	457,293	91,547	2,069,951

- (1) The amounts reported for restricted stock and stock options are the aggregate grant date fair values of awards granted during the fiscal year calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (ASC 718). For more information on the assumptions used for these awards, see Note 12 of the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended May 31, 2021. Amounts disclosed represent the probable outcome of the applicable performance conditions, if applicable. In the event that the highest level of performance was achieved for these awards, the aggregate amounts would be as follows: \$10,116,587 for Mr. Farmer, \$3,705,477 for Mr. Schneider, \$2,223,087 for Mr. Hansen, \$1,996,736 for Mr. Thompson and \$2,141,341 for Mr. Frooman.
- (2) Reflects the annual cash incentive awards earned by the named executive officers under the Management Incentive Plan discussed in further detail beginning on page 16, including the extra cash incentive earned by each participating named executive officer with respect to the additional opportunity established by the Compensation Committee for fiscal 2021 to drive achievement in a year filled with extreme uncertainty due to the COVID-19 pandemic. The extra incentive was for fiscal 2021 only and is not expected to be part of the annual cash incentives going forward. For fiscal 2020, no annual cash incentive awards were paid to the named executive officers under the Management Incentive Plan due to the severe and impactful disruptions beginning in our fiscal 2020 fourth quarter, as a result of the COVID-19 pandemic. The unexpected impact of the COVID-19 pandemic on the operations of the Company and the uncertainties surrounding COVID-19, senior management recommended, and the Compensation Committee agreed, prior to the final determination of the annual cash incentive compensation earnings, that it was appropriate not to pay out annual cash incentive compensation to employees at the Vice President level and above, regardless of the performance relative to the goals set at the beginning of the fiscal year.
- (3) All other compensation for fiscal 2021 includes reimbursements for auto allowances, executive medical programs, Partner's Plan contributions and restricted stock dividends. Cintas Partners' Plan contributions were as follows: \$13,654 for Mr. Farmer, \$13,527 for Mr. Schneider, \$11,132 for Mr. Hansen, \$13,428 for Mr. Thompson and \$13,332 for Mr. Frooman. Restricted stock dividends were as follows: \$708,123 for Mr. Farmer, \$109,403 for Mr. Schneider, \$83,381 for Mr. Hansen, \$77,630 for Mr. Thompson and \$83,993 for Mr. Frooman. Dividends on Cintas' outstanding common stock have historically been paid annually. In fiscal 2021, however, Cintas' Board of Directors approved a change in dividend policy from an annual dividend to quarterly dividends. All other compensation for fiscal 2021 also includes financial planning fees for Mr. Farmer.

## GRANTS OF PLAN-BASED AWARDS FOR FISCAL 2021

The following table sets forth certain information regarding all grants of plan-based awards made to the named executive officers during fiscal 2021:

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Possible Payouts Under Equity Incentive Plan Awards			Exercise or Base Price of Option Awards <sup>(7)</sup> (\$/sh)	Grant Date Fair Value of Stock and Option Awards <sup>(8)</sup> (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Scott D. Farmer <sup>(1)(3)</sup>	8/14/2020 <sup>(4)</sup>	0	1,145,772	2,102,492	—	—	—	—	—
		—	114,577	—	—	—	—	—	—
		—	—	—	0	15,985	31,970	—	5,058,293
Todd M. Schneider <sup>(1)(3)</sup>	8/14/2020 <sup>(5)</sup> 8/14/2020 <sup>(6)</sup>	0	609,321	1,125,243	—	—	—	—	—
		—	60,932	—	—	—	—	—	—
		—	—	—	0	11,151	22,302	316.44	676,531
J. Michael Hansen <sup>(2)(3)</sup>	8/14/2020 <sup>(5)</sup> 8/14/2020 <sup>(6)</sup>	0	396,173	792,346	—	—	—	—	—
		—	39,617	—	—	—	—	—	—
		—	—	—	0	6,690	13,380	316.44	405,882
Michael L. Thompson <sup>(2)(3)</sup>	8/14/2020 <sup>(6)</sup>	0	382,268	764,536	—	—	—	—	—
		—	38,227	—	—	—	—	—	—
		—	—	—	0	3,155	6,310	—	998,368
Thomas E. Frooman <sup>(2)(3)</sup>	8/14/2020 <sup>(4)</sup>	0	243,747	487,494	—	—	—	—	—
		—	24,375	—	—	—	—	—	—
		—	—	—	0	6,444	12,888	316.44	390,957
	8/14/2020 <sup>(6)</sup>	0	243,747	487,494	—	—	—	—	—
		—	24,375	—	—	—	—	—	—
		—	—	—	0	2,148	4,296	—	679,713

(1) Mr. Farmer and Mr. Schneider are eligible for an annual cash incentive and a long-term equity incentive award based on the achievement of targeted fiscal 2021 Cintas EPS and fiscal 2021 sales growth. Mr. Farmer and Mr. Schneider are also eligible for an annual cash incentive based on the accomplishment of non-financial goals outlined by the Compensation Committee. If Cintas meets the targeted EPS and targeted sales growth and the named executive officer achieves his non-financial goals, he will receive the targeted amount for the annual cash incentive. The portion of the annual cash incentive related to EPS and sales growth can decrease to 0% or increase up to 200%. The portion of the annual cash incentive related to the non-financial performance goals can decrease to 0% but not exceed the targeted amount, depending on the extent to which these goals are achieved. If the goals up to a certain level are not met, no incentive will be paid. Restricted stock and non-qualified stock options are granted pursuant to the terms and conditions of the 2016 Plan based on achievement against fiscal 2021 EPS and sales growth goals.

(2) Mr. Hansen, Mr. Thompson and Mr. Frooman are eligible for an annual cash incentive and a long-term equity incentive award based on the achievement of targeted fiscal 2021 Cintas EPS and an individual performance component (consisting of a subjective performance evaluation rather than performance against specified individual performance goals). If Cintas meets the targeted EPS and the named executive officer achieves his individual goals, he will receive the targeted amount. This amount can decrease to 0% or increase up to 200% of the target depending on the extent to which the EPS goal and individual performance are achieved. If achievement up to a certain level is not attained, no incentive will be paid. Restricted stock and non-qualified stock options are granted pursuant to the terms and conditions of the 2016 Plan based on achievement against fiscal 2021 EPS goals and individual achievement.

(3) All named executive officers are eligible for an extra cash incentive award which was established for fiscal 2021 to drive achievement of the Company's business goals in a year filled with extreme uncertainty due to the COVID-19 pandemic. The extra cash incentive is based upon the achievement of all of the following criteria: at or above target on all annual cash incentive plan components described in the Compensation Discussion and Analysis, EPS greater than or equal to

Cintas' fiscal 2020 EPS and total sales greater than or equal to Cintas' fiscal 2020 revenue. Each criteria for the extra incentive must be met or no pay-out of the extra cash incentive will occur. Upon the achievement of these additional goals, the Compensation Committee will approve an additional cash payout equal to 10% of each named executive officer's target annual cash incentive described above. The extra cash incentive is for fiscal 2021 only and is not expected to be part of the annual cash incentives going forward.

- (4) With consideration that Mr. Farmer and Mr. Thompson are over the age of 55, the Compensation Committee determined that Mr. Farmer's and Mr. Thompson's awards would be paid in restricted stock. Restricted stock generally vests after three years from the date of actual grant and is settled in shares.
- (5) Represents stock option portion of the fiscal 2021 equity opportunity. Stock options generally vest at a rate of 33% per year, beginning on the third anniversary of the date of actual grant and ending on the fifth anniversary of the date of actual grant.
- (6) Represents restricted stock portion of the fiscal 2021 equity opportunity, actual grants under which will generally vest three years from the date of actual grant.
- (7) The exercise price of the option portion of the fiscal 2021 equity opportunity is equal to the closing stock price on the date of actual grant. See page 25 for more information.
- (8) Amounts shown in this column represent the grant date fair value of stock and option awards calculated in accordance with ASC 718. The fair value of stock awards was determined by using the closing stock price on the date of the grant. The fair value of option awards was determined using the Black-Scholes model.



**OUTSTANDING EQUITY AWARDS  
AT FISCAL 2021 YEAR-END**

The following table provides information regarding unexercised stock options and unvested stock awards held by our named executive officers as of May 31, 2021:

Name	Option Awards <sup>(1)</sup>					Stock Awards <sup>(2)</sup>	
	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Scott D. Farmer	7/29/2013 —	73,422	—	46.91	7/29/2023	171,234	60,538,068
Todd M. Schneider	7/26/2016 7/25/2017 7/25/2017 7/24/2018 7/31/2018 7/23/2019 7/28/2020 7/27/2021 —	— — — — — — — — —	9,900 17,769 3,097 26,643 8,237 24,880 12,336 20,629	108.39 137.30 137.30 206.99 204.48 260.79 293.56 388.86	7/26/2026 7/25/2027 7/25/2027 7/24/2028 7/31/2028 7/23/2029 7/28/2030 7/27/2031	28,713	10,151,194
J. Michael Hansen	7/26/2016 10/13/2016 7/25/2017 7/25/2017 7/24/2018 7/31/2018 7/23/2019 7/28/2020 7/27/2021 —	— 2,492 — — — — — — — —	8,790 2,494 17,064 8,204 24,967 4,576 16,640 7,401 11,708	108.39 109.33 137.30 137.30 206.99 204.48 260.79 293.56 388.86	7/26/2026 10/13/2026 7/25/2027 7/25/2027 7/24/2028 7/31/2028 7/23/2029 7/28/2030 7/27/2031	20,545	7,263,479
Michael L. Thompson	7/26/2016 7/25/2017 7/25/2017 7/24/2018 7/31/2018 7/23/2019 7/28/2020 —	— — — — — — —	9,431 14,603 7,467 23,545 6,407 14,663 6,990	108.39 137.30 137.30 206.99 204.48 260.79 293.56	7/26/2026 7/25/2027 7/25/2027 7/24/2028 7/31/2028 7/23/2029 7/28/2030	21,016	7,429,997
Thomas E. Frooman	7/26/2016 7/25/2017 7/25/2017 7/24/2018 7/23/2019 7/28/2020 7/27/2021 —	— — — — — — —	8,150 14,603 5,399 22,073 13,012 7,131 11,277	108.39 137.30 137.30 206.99 260.79 293.56 388.86	7/26/2026 7/25/2027 7/25/2027 7/24/2028 7/23/2029 7/28/2030 7/27/2031	20,524	7,256,055

<sup>(1)</sup> Stock options have a 10-year term and generally vest at a rate of 33% per year, beginning on the third anniversary of the date of grant and ending on the fifth anniversary of the date of grant.



(2) Restricted stock and restricted stock unit awards generally vest three years from the date of grant. The following table indicates the dates when the shares of restricted stock or restricted stock units held by each named executive officer vest and are no longer subject to forfeiture:

<b>Vesting Date</b>	<b>Scott D. Farmer</b>	<b>Todd M. Schneider</b>	<b>J. Michael Hansen</b>	<b>Michael L. Thompson</b>	<b>Thomas E. Frooman</b>
7/24/2021	—	8,881	8,323	7,849	9,015
7/30/2021	84,250	—	—	—	—
7/31/2021	—	551	306	428	—
7/22/2022	38,577	—	—	—	—
7/23/2022	—	8,293	5,547	4,888	5,373
7/28/2023	18,515	4,112	2,467	2,330	2,377
7/27/2024	29,892	6,876	3,902	5,521	3,759

**OPTION EXERCISES AND STOCK  
VESTED FOR FISCAL 2021**

The following table lists the number of shares acquired and the value realized as a result of option exercises by the named executive officers in fiscal 2021 and the value of any stock awards that vested in fiscal 2021:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise <sup>(1)</sup> (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting <sup>(2)</sup> (\$)
Scott D. Farmer	136,093	38,191,779	97,877	30,342,849
Todd M. Schneider	32,884	6,440,533	10,433	3,157,026
J. Michael Hansen	75,456	18,805,532	12,636	3,823,654
Michael L. Thompson	79,859	19,136,911	11,036	3,339,494
Thomas E. Frooman	27,834	5,262,869	12,415	3,756,779

<sup>(1)</sup> Calculated by multiplying the difference between the closing price of Cintas common stock at the time of the exercise and the exercise price by the number of shares.

<sup>(2)</sup> Calculated by multiplying the closing price on the date of vesting by the number of shares.

**NONQUALIFIED DEFERRED  
COMPENSATION FOR FISCAL 2021**

Our named executive officers are eligible to participate in a Deferred Compensation Plan. This Deferred Compensation Plan permits a group of highly compensated employee-partners of Cintas to defer the receipt of current year compensation which they have earned during the year. This Deferred Compensation Plan is intended to assist Cintas in the retaining and attracting of individuals of exceptional ability.

Our named executive officers may elect to defer up to 75% of their base salary and up to 90% of their earned annual cash incentive awards. Amounts deferred are credited to the named executive officer's account under the Deferred Compensation Plan and are fully vested.

Future payments are distributed in a lump sum or in annual installments, based on the choice of the named executive officer. If the form of payment selected provides for subsequent payments, subsequent payments will be made on the anniversary of the initial payment. All amounts are payable in a lump sum if the named executive officer terminates employment prior to meeting the definition of retirement; should they meet the definition of retirement, the balance will be distributed as elected. All distribution decisions and payments under the Deferred Compensation Plan are subject to compliance with Section 409A of the Internal Revenue Code.

While deferred, amounts are credited with "earnings" as if they were invested as the named executive officers chose in one or more investment options available under the Deferred Compensation Plan. The named executive officers' accounts under the Deferred Compensation Plan will be adjusted from time to time, up or down, depending upon performance of the investment options chosen.

The following table provides information relating to the activity in the Deferred Compensation Plan accounts of the named executive officers during fiscal 2021 and the aggregate balance of the accounts as of May 31, 2021:

Name	Executive Contributions in Last Fiscal Year <sup>(1)</sup> (\$)	Aggregate Earnings in Last Fiscal Year <sup>(2)</sup> (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at May 31, 2021 <sup>(3)</sup> (\$)
Scott D. Farmer	—	3,698,773	—	14,223,536
Todd M. Schneider	—	650,843	—	4,774,794
J. Michael Hansen	3,194	274,701	—	979,311
Michael L. Thompson	—	762,303	(167,723)	2,615,545
Thomas E. Frooman	51,203	65,695	(2,161)	244,341

<sup>(1)</sup> Executive contributions are included in the named executive officer's salary and/or non-equity incentive plan compensation, as applicable and as presented in the Fiscal 2021 Summary Compensation Table.

<sup>(2)</sup> Reflects the amount of earnings during fiscal 2021 based on the performance of the investment options chosen by the named executive officer. None of these amounts are included in the Fiscal 2021 Summary Compensation Table.

<sup>(3)</sup> Include contributions previously reported in the Summary Compensation Tables for prior years as follows: \$7,457,678 for Mr. Farmer, \$81,152 for Mr. Schneider, \$322,375 for Mr. Hansen, \$325,345 for Mr. Thompson and \$129,927 for Mr. Frooman.

## **POTENTIAL PAYMENTS UPON TERMINATION, RETIREMENT OR CHANGE OF CONTROL**

### **Payments Made Upon Termination**

Regardless of the manner in which an executive officer's employment terminates, except for a "for cause" termination, they are entitled to receive amounts earned during their term of employment. Such amounts include:

- except as otherwise described below, the right to exercise within 60 days of termination all vested stock options granted under Cintas' equity compensation plans as reflected in the Outstanding Equity Awards at Fiscal 2021 Year-End table;
- amounts contributed, earned and vested under the Cintas Partners' Plan; and
- amounts contributed and earned under the Deferred Compensation Plan as reflected in the Nonqualified Deferred Compensation for Fiscal 2021 table.

In addition, if Cintas elects to terminate an executive officer, they will receive four weeks' written notice or four weeks of base salary instead of notice. Generally, Cintas makes no payments to executives terminated for cause. Cintas has no other policy regarding severance payments.

### **Payments Made Upon Retirement**

If an executive officer retires as defined in the applicable plans, they are entitled to receive amounts earned during their term of employment. Such amounts include:

- vested non-qualified stock options granted under the Company's 2005 Equity Compensation Plan (plus stock options, stock appreciation rights and other performance-based equity awards granted under the 2016 Plan) would maintain the standard grant expiration date which is 10 years from the grant issuance date, and restricted stock awards granted under the 2016 Plan would immediately vest upon retirement in accordance with the 2016 Plan;
- amounts contributed, earned and vested under the Cintas Partners' Plan; and
- amounts contributed and earned under the Deferred Compensation Plan as reflected in the Nonqualified Deferred Compensation for Fiscal 2021 table.

Cintas has no overarching policy regarding retirement arrangements.

### **Payments Made Upon Death or Disability**

In the event of the death or disability of an executive officer, in addition to the benefits listed under the heading "Payments Made Upon Retirement" above for the Cintas Partners' Plan and Deferred Compensation Plan, the named executive officer will receive benefits under Cintas' disability plan or payments under Cintas' life insurance plan, as appropriate. In the event of death, outstanding equity awards granted under the Company's 2005 Equity Compensation Plan will immediately vest, and outstanding equity awards granted under the 2016 Plan will continue vesting in accordance with the terms of the 2016 Plan. In the event of disability, outstanding equity awards granted under the Company's 2005 Equity Compensation Plan or the 2016 Plan will continue to vest in accordance with the applicable plan. These payments are generally available to all employee-partners.

### **Payments Made Upon a Change of Control**

Cintas has no overarching policy regarding payments made upon a change of control. Assuming that outstanding equity awards are assumed or converted into replacement awards in connection with a change of control, such awards would vest in full in the event that the grantee is terminated without cause (or, for awards granted under the 2016 Plan, resigns for good reason) within 24 months following the change of control. If the outstanding equity awards are not assumed or replaced with replacement awards, they would immediately vest with the change of control. In addition, if an executive officer is terminated without cause upon a change of control, they will receive four weeks' written notice or four weeks of base salary instead of notice.

The following table estimates the value of potential executive payments and benefits due to the named executive officers upon certain terminations of employment or a change of control, assuming such events occurred on May 31, 2021. These estimates do not reflect the actual amounts that would be paid to the named executive officer, which would only be known at the time that they become eligible for payment and would only be payable if the specified event occurs. The actual compensation to be paid to a named executive officer can only be determined at the time such named executive officer's employment is terminated and may vary based on factors such as the timing during the year of any such event, our stock price, the named executive officer's age and any changes to our benefit arrangements and policies. Mr. Frooman retired from his role as Senior Vice President, Secretary and General Counsel effective July 31, 2021. Upon his departure from the Company, Mr. Frooman did not receive any termination compensation and he forfeited all unvested, outstanding equity awards. In addition to the amounts set forth in the table below, each named executive officer would be entitled to receive any accrued and vested benefits under the Cintas Partners' Plan and the Deferred Compensation Plan in accordance with the terms of such plans. See the Nonqualified Deferred Compensation for Fiscal 2021 section for information regarding fiscal year-end balances of each named executive officer's deferred compensation.

Executive Payments and Benefits Upon Separation	Involuntary Termination by Company Without Cause (\$)	Involuntary Termination by Company For Cause (\$)	Retirement <sup>(1)</sup> (\$)	Death (\$)	Termination as a Result of Disability (\$)	Qualifying Termination in Connection with a Change of Control <sup>(2)</sup> (\$)
<b>Scott D. Farmer<sup>(3)</sup></b>						
Cash payments <sup>(4)</sup>	88,136	—	—	—	—	88,136
Value of stock options <sup>(5)</sup>	—	—	—	—	—	—
Value of restricted stock awards <sup>(6)</sup>	60,538,068	—	60,538,068	60,538,068	60,538,068	60,538,068
Insurance <sup>(7)</sup>	—	—	—	100,000	—	—
Total	60,626,204	—	60,538,068	60,638,068	60,538,068	60,626,204
<b>Todd M. Schneider</b>						
Cash payments <sup>(4)</sup>	49,132	—	—	—	—	49,132
Value of stock options <sup>(5)</sup>	—	—	—	15,118,921	15,118,921	15,118,921
Value of restricted stock awards <sup>(6)</sup>	—	—	—	10,151,194	10,151,194	10,151,194
Insurance <sup>(7)</sup>	—	—	—	100,000	—	—
Total	49,132	—	—	25,370,115	25,270,115	25,319,247
<b>J. Michael Hansen</b>						
Cash payments <sup>(4)</sup>	41,072	—	—	—	—	41,072
Value of stock options <sup>(5)</sup>	—	—	—	15,437,187	15,437,187	15,437,187
Value of restricted stock awards <sup>(6)</sup>	—	—	—	7,263,479	7,263,479	7,263,479
Insurance <sup>(7)</sup>	—	—	—	100,000	—	—
Total	41,072	—	—	22,800,666	22,700,666	22,741,738
<b>Michael L. Thompson</b>						
Cash payments <sup>(4)</sup>	36,984	—	—	—	—	36,984
Value of stock options <sup>(5)</sup>	—	—	—	13,269,227	13,269,227	13,269,227
Value of restricted stock awards <sup>(6)</sup>	—	—	—	7,429,997	7,429,997	7,429,997
Insurance <sup>(7)</sup>	—	—	—	100,000	—	—
Total	36,984	—	—	20,799,224	20,699,224	20,736,208

<sup>(1)</sup> As of May 31, 2021, Mr. Farmer was the only named executive officer who was retirement eligible in accordance with the 2016 Plan.

<sup>(2)</sup> Assumes all outstanding equity awards are converted into replacement awards in connection with a change of control and the named executive officer is either terminated without cause or resigns for good reason within 24 months following the change in control.

- (3) Upon Mr. Farmer's retirement as CEO effective May 31, 2021, and transition to Executive Chairman of the Board on June 1, 2021, he did not receive any enhanced or accelerated benefits or payments.
- (4) Represents four weeks' worth of the named executive officer's base salary as of May 31, 2021. In the case of an involuntary termination without cause, Cintas may elect to provide four weeks' written notice instead of four weeks of base salary. In a qualifying termination in connection with a change of control, the named executive officer would receive the cash payment only when terminated without cause. Also, for purposes of this table, the fiscal 2021 annual incentive is not included as it was deemed earned as of May 31, 2021 and is subject to company performance.
- (5) Amounts presented represent the intrinsic value of unvested stock options as of May 31, 2021, based on the closing price of Cintas common stock on May 31, 2021 of \$353.54.
- (6) Amounts presented represent the market value of unvested restricted stock awards as of May 31, 2021, based on the closing price of Cintas common stock on May 31, 2021 of \$353.54.
- (7) Each named executive officer is entitled to \$50,000 in company-provided life insurance and, if applicable, \$50,000 in company-provided accidental death and dismemberment insurance.

## CEO PAY RATIO

For fiscal 2021, the ratio of the annual total compensation of Mr. Farmer, our former CEO (CEO Compensation) who was serving in such role on the Determination Date (defined below), to the median of the annual total compensation of all employee-partners of Cintas and its consolidated subsidiaries, other than the former CEO (Median Annual Compensation), was approximately 187 to 1. We note that, due to our permitted use of reasonable estimates and assumptions in preparing this pay ratio disclosure, the disclosure may involve a degree of imprecision, and thus this ratio disclosure is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K using the data and assumptions described below. Our calculation of the pay ratio may be different than the pay ratios of other public companies as a result of different methodologies used to determine the pay ratios. As a result, we would discourage the use of reported ratios as a basis for any comparison between companies.

In this summary, we refer to the employee-partner who received the Median Annual Compensation as the “Median Employee-Partner.” For purposes of this pay ratio disclosure, the date used to identify the Median Employee-Partner was May 28, 2021 (the Determination Date). The Determination Date used in our pay ratio disclosure in last year’s proxy statement was May 25, 2018, the last Friday in May 2018. For this year’s disclosure, we changed the date to May 28, 2021 to continue to use the last Friday of the month for purposes of administrative convenience. The CEO Compensation for purposes of this pay ratio disclosure was \$9,035,393 for fiscal 2021, which is the amount reported for Mr. Farmer in the “Total” column of the Fiscal 2021 Summary Compensation Table. Additionally, for purposes of this pay ratio disclosure, the Median Annual Compensation for fiscal 2021 was \$48,274 and was calculated in accordance with Item 402(c)(2)(x) of Regulation S-K.

To identify the Median Employee-Partner, we first measured compensation for the period beginning on May 29, 2020 and ending on May 28, 2021 (measurement period) for approximately 40,000 employee-partners, representing all full-time, part-time, seasonal and temporary employee-partners of the Company and its consolidated subsidiaries as of the Determination Date. This number does not include any independent contractors or “leased” workers, as permitted by the applicable SEC rules. This number does not exclude any employee-partners of businesses acquired by us or combined with us. Also, as permitted by SEC rules, under the 5% “de minimis exemption,” we excluded all non-U.S. and non-Canadian employee-partners, which represent less than 5% of our total workforce. The excluded employee-partners consisted of approximately 500 employee-partners in Mexico and approximately 500 employee-partners in Honduras. This compensation measurement was calculated by totaling salary and wages for each employee-partner for the measurement period. Specifically excluded from the calculation were the value of equity and equity-based awards, as such awards are not widely distributed to our employee-partner population. Further, we did not utilize any statistical sampling or cost-of-living adjustments for purposes of this pay ratio disclosure. A portion of our employee-partner workforce (full-time and part-time) identified above worked for less than the full measurement period due to commencing employment during that period. In determining the Median Employee-Partner, we extrapolated the compensation measure over the full measurement period for such individuals (but avoided creating full-time equivalencies) based on reasonable assumptions and estimates relating to our employee-partner compensation program.



**NONEMPLOYEE DIRECTOR  
COMPENSATION FOR FISCAL 2021**

For fiscal 2021, the annual cash fees for directors who are not employees of Cintas were as follows:

Cash Compensation Element	Cash Compensation Program for Fiscal 2021 (\$)
Annual retainer	84,000
Nominating and Corporate Governance Committee chair	25,000
Audit Committee chair	22,000
Audit Committee member	12,500
Compensation Committee chair	15,000
Compensation Committee member	11,500

The retainer fees are paid in quarterly installments. Nonemployee directors serving on a committee receive either the applicable chairmanship fee or the membership fee, but not both. All members of the Board serve on the Nominating and Corporate Governance Committee, and that membership fee is included as part of their Annual Retainer. It is Cintas' practice that the Lead Director chair the Nominating and Corporate Governance Committee. Directors are also reimbursed for reasonable out-of-pocket travel expenses incurred in connection with attendance at Board or committee meetings. Directors who are employees of Cintas are not separately compensated for serving as directors.

Also for fiscal 2021, upon annual election or appointment to the Board, directors received restricted stock valued at approximately \$70,000 based on the closing market price of Cintas common stock on the date of the grant and options to purchase Cintas common stock valued at approximately \$70,000 based on the fair value of these options estimated at the date of the grant using a Black-Scholes option-pricing model. The value of the grants is prorated for directors appointed to the Board in the middle of the year. Each nonemployee director was therefore granted 217 shares of restricted stock and options to purchase 1,303 shares of Cintas common stock at an exercise price equal to the closing market price on the date of grant of October 27, 2020 (\$324.01). Both restricted stock awards and stock options granted to directors generally vest 100% after one year from the date of the grant.

Nonemployee directors may choose to defer all or part of the cash compensation into Cintas common stock equivalents with dividends or into a deferred account that earns interest at a rate equal to one-year U.S. treasury bills, determined as of the preceding December 31, increased by 100 basis points. Deferred fees are payable either in a lump sum or in 12 to 120 monthly installments beginning in the month selected by the director, but in no case later than the first month after the director leaves the Board.

The following table details fiscal 2021 compensation paid to nonemployee directors:

Name	Fees Earned or Paid in Cash <sup>(1)</sup> (\$)	Stock Awards <sup>(2)</sup> (\$)	Option Awards <sup>(2)</sup> (\$)	Total (\$)
Gerald S. Adolph	99,000	70,310	70,023	239,333
John F. Barrett	96,500	70,310	70,023	236,833
Melanie W. Barstad	95,500	70,310	70,023	235,833
Karen L. Carnahan	96,500	70,310	70,023	236,833
Robert E. Coletti	84,000	70,310	70,023	224,333
James J. Johnson <sup>(3)</sup>	18,850	—	—	18,850
Joseph Scaminace	120,500	70,310	70,023	260,833
Ronald W. Tysoe	106,000	70,310	70,023	246,333

<sup>(1)</sup> Represents the amount of cash compensation earned in fiscal 2021 for Board and committee service. A director may choose to have all or part of his or her cash compensation deferred and deemed to be invested in Cintas stock or one-year U.S. treasury bills plus 100 basis points. The directors who invested in Cintas stock would receive earnings equal to any other shareholder who invested like money at the same time during fiscal 2021. Mr. Adolph, Mr. Barrett,

Ms. Barstad, Ms. Carnahan and Mr. Coletti chose to receive all or a portion of their fees in Cintas stock as described above. Mr. Adolph received 106 shares, Mr. Barrett received 271 shares, Ms. Barstad received 141 shares, Ms. Carnahan received 271 shares and Mr. Coletti received 232 shares.

- (2) The amounts reported for restricted stock and stock options is the aggregate grant date fair value of awards granted during the fiscal year calculated in accordance with the stock-based compensation accounting rules set forth in ASC 718. For more information on the assumptions used, see Note 12 of the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended May 31, 2021.
- (3) Mr. Johnson retired as a director immediately following the 2020 Annual Meeting.

Outstanding restricted stock awards and option awards for each director at May 31, 2021 are as follows:

Name	Restricted Stock Outstanding (#)	Options Outstanding (#)
Gerald S. Adolph	217	17,502
John F. Barrett	217	17,502
Melanie W. Barstad	217	17,502
Karen L. Carnahan	217	3,163
Robert E. Coletti	217	10,046
Joseph Scaminace	217	9,547
Ronald W. Tysoe	217	17,502

### Stock Ownership Guidelines

The Compensation Committee believes that Cintas' nonemployee directors should own particular amounts of shares of common stock to align their long-term objective of managing Cintas with the interests of Cintas' shareholders. The Compensation Committee has adopted a stock ownership requirement for the nonemployee directors. Each nonemployee director is required to maintain a minimum equity stake in Cintas stock equivalent to five times the annual cash retainer.

The guidelines are assessed annually and are determined based on the current market practice and utilizing the cash retainer and closing common stock price on the last day of the fiscal year. All newly appointed directors will have five years from the time of appointment to achieve the minimum ownership requirement. Currently, all directors are in compliance with their ownership requirements.

For purposes of these requirements, stock ownership includes: (i) stock held outright by the nonemployee director (or his spouse or dependents); (ii) stock held in an individual brokerage account; (iii) stock granted to the director but not yet vested (in other words, restricted stock); and (iv) stock obtained through stock option exercise. Exceptions to these stock ownership requirements may be made at the discretion of the Compensation Committee if compliance would create a severe hardship.

### Anti-Hedging Policy

Pursuant to our Insider Trading Policy, we have prohibited our directors from purchasing any financial instrument or engaging in any other transaction, such as a zero-cost collar or a forward sale contract, that is designed to hedge or offset any decrease in the market value of Cintas securities. Our Insider Trading Policy also prohibits our directors from participating in short sales of Cintas securities and from participating in a transaction involving options, such as puts, calls or other derivative securities, involving Cintas securities, unless approved in advance by our Chairman of the Board and Chief Executive Officer in connection with a planned retirement from Cintas. Such prohibitions apply to Cintas securities granted to the directors as part of compensation or otherwise held, directly or indirectly, by each director. Currently, all directors are in compliance with this anti-hedging policy.

## PRINCIPAL SHAREHOLDERS

The following table sets forth the names and addresses of the only shareholders known by Cintas to own beneficially 5% or more of its outstanding Common Stock as of September 1, 2021:

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Scott D. Farmer <sup>(1)</sup>	14,460,216 <sup>(4)</sup>	13.9%
Vanguard Group, Inc. <sup>(2)</sup>	9,613,388 <sup>(5)</sup>	9.2%
Blackrock, Inc. <sup>(3)</sup>	5,909,311 <sup>(6)</sup>	5.7%

<sup>(1)</sup> The mailing address of Scott D. Farmer is 8044 Montgomery Road, Suite 480, Cincinnati, Ohio 45236.

<sup>(2)</sup> The mailing address of Vanguard Group, Inc. is P.O. Box 2600 V26, Valley Forge, Pennsylvania 19482-2600.

<sup>(3)</sup> The mailing address of Blackrock, Inc. is 55 East 52<sup>nd</sup> Street, New York, New York 10055.

<sup>(4)</sup> Mr. Farmer has sole voting and dispositive power over 14,460,216 shares of Cintas common stock. This amount includes (a) 402,546 shares of Cintas common stock held directly by Mr. Farmer, of which 6,286 shares are pledged, (b) 9,376,387 shares of Cintas common stock held indirectly by Mr. Farmer through Summer Hill Partners, LLLP, 3,912,800 shares held indirectly by Summer Hill Partners II, LLC and 282,310 shares held indirectly by a limited liability company under control of Mr. Farmer via a trust, (c) 323,669 shares of Cintas common stock held indirectly by Mr. Farmer through trusts for the benefit of Mr. Farmer and members of his immediate family over which Mr. Farmer serves as trustee, (d) 83,880 shares of Cintas common stock held indirectly by Mr. Farmer through a limited partnership (e) 4,038 shares of Cintas common stock held indirectly by Mr. Farmer through his spouse and (f) 1,164 shares of Cintas common stock held indirectly by Mr. Farmer through an employee stock ownership plan.

While Mr. Farmer may be deemed to have or share voting or dispositive power with respect to shares of Cintas common stock owned by Summer Hill Partners, LLLP, Summer Hill Partners II, LLC, trusts, a limited partnership and a limited liability company, he disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any. In addition to the amounts noted above, the total amount also includes 73,422 shares issuable upon the exercise of options within 60 days of September 1, 2021.

<sup>(5)</sup> As reported on Schedule 13F-HR filed on August 13, 2021, Vanguard Group, Inc. has sole dispositive power with respect to 9,613,388 shares of Cintas common stock, shared dispositive power with respect to 378,191 shares of Cintas common stock and shared voting power with respect to 166,112 shares of Cintas common stock.

<sup>(6)</sup> As reported on Schedule 13F-HR filed on August 11, 2021, Blackrock, Inc. has sole dispositive power with respect to 5,909,311 shares of Cintas common stock and sole voting power with respect to 5,123,062 shares of Cintas common stock.

## SECURITY OWNERSHIP OF DIRECTOR NOMINEES AND EXECUTIVE OFFICERS

The following table shows the amount of Cintas Corporation Common Stock each director and named executive officer included in the Summary Compensation Table, and the directors and executive officers, as a group, owned on September 1, 2021:

Name and Age of Beneficial Owner	Position	Common Stock Beneficially Owned <sup>(1)</sup>	
		Amount and Nature of Beneficial Ownership	Percent of Class
Scott D. Farmer 62	Executive Chairman of the Board	14,460,216 <sup>(2)</sup>	13.9%
Gerald S. Adolph 67	Director	47,222	*
John F. Barrett 72	Director	36,065 <sup>(3)</sup>	*
Melanie W. Barstad 68	Director	23,406	*
Karen L. Carnahan 67	Director	8,733	*
Robert E. Coletti 64	Director	447,946 <sup>(4)</sup>	*
Joseph Scaminace 68	Director	21,166	*
Ronald W. Tysoe 68	Director	23,641	*
Todd M. Schneider 54	President, Chief Executive Officer and Director	194,741 <sup>(5)</sup>	*
J. Michael Hansen 53	Executive Vice President and Chief Financial Officer	112,621 <sup>(6)</sup>	*
Michael L. Thompson 55	Executive Vice President and Chief Administrative Officer	103,628 <sup>(7)</sup>	*
Thomas E. Frooman 54	Former Senior Vice President, Secretary and General Counsel	96,979	*
D. Brock Denton 46	Senior Vice President, General Counsel and Secretary	144	*
All Directors and Executive Officers as a Group (12 persons)		15,454,022 <sup>(8)</sup>	14.9%

\* Less than 1%

(1) The following shares of common stock for options exercisable within 60 days for each director and current executive officer are included in the amount of common stock beneficially owned: Mr. Farmer - 73,422, Mr. Adolph - 17,502, Mr. Barrett - 17,502, Ms. Barstad - 17,502, Ms. Carnahan - 3,163, Mr. Coletti - 10,046, Mr. Scaminace - 9,547, Mr. Tysoe - 17,502, Mr. Schneider - 31,958, Mr. Hansen - 36,257, Mr. Thompson - 30,488 and Mr. Denton - 0.

(2) See Principal Shareholders on page 35.

(3) Includes 4,950 shares held by a family trust.

(4) Includes 2,806 shares of Cintas common stock held directly by Mr. Coletti, 122,733 shares held indirectly by a limited partnership under the control of Mr. Coletti's spouse, of which 10,490 shares are pledged as security, 94,054 shares held indirectly by family trusts under the control of Mr. Coletti's spouse, 60,197 shares held by a limited liability company under the control of Mr. Coletti's spouse via a trust and 158,110 shares held indirectly by Mr. Coletti through his spouse, of which 6,041 shares are pledged.

- (5) Includes 65,786 shares held by family trusts.
- (6) Includes 59,325 shares held by family trusts.
- (7) Includes 55,422 shares held by family trusts.
- (8) Includes options for 264,889 shares, which are exercisable within 60 days.

Pursuant to the Directors' Deferred Compensation Plan, the following Directors have been credited with the following number of phantom stock units as of September 1, 2021: Mr. Adolph - 12,387; Mr. Barrett - 9,366; Ms. Barstad - 204; Ms. Carnahan - 719; Mr. Coletti - 1,925; and Mr. Tysoe - 9,284. The holders do not have voting or investment power over these phantom stock units.

### **Non-Director Executive Officers**

The following is a description of our current non-director executive officers:

J. Michael Hansen, 53, joined Cintas in 1995. He has held various positions within Cintas, including General Manager of the Cincinnati First Aid and Fire locations and Corporate Controller. He was appointed Vice President and Treasurer in June 2010, a position that he held through January 31, 2015, when he was then appointed to Vice President - Finance and Chief Financial Officer. Mr. Hansen was promoted to Senior Vice President - Finance and Chief Financial Officer in October 2016. In July 2018, Mr. Hansen was appointed to Executive Vice President and Chief Financial Officer. He is responsible for finance and accounting, compliance, corporate development, corporate flight and corporate facilities.

Michael L. Thompson, 55, joined Cintas in 1994. He has held various positions within Cintas, including Director of Corporate Development, Corporate Controller and Vice President and Treasurer. He was also Senior Vice President of the Rental Division - Facility Services and Senior Vice President and Executive Champion - Center of Excellence. In May 2014, he was appointed Senior Vice President and Chief Information Officer. In July 2018, Mr. Thompson was appointed Executive Vice President and Chief Administrative Officer. He is responsible for global supply chain, quality and engineering, information technology, human resources, marketing, corporate communications and safety.

D. Brock Denton, 46, joined Cintas as Senior Vice President, General Counsel and Secretary in June 2021. Prior to joining Cintas, Mr. Denton was an associate from 1999 to 2007 and a partner from 2007 to 2021 at Keating Muething & Klekamp, PLL, where he served as Cintas' lead outside counsel and led the Business Representation and Transaction Group that handles all aspects of Corporate law, with an emphasis on mergers and acquisitions. Mr. Denton is responsible for legal, compliance and environmental, social and governance (ESG) matters.

## **DELINQUENT SECTION 16(a) REPORTS**

Section 16(a) of the Securities Exchange Act of 1934 requires Cintas' executive officers, directors and persons who own more than ten percent of Cintas' common stock to file reports of ownership with the SEC and to furnish Cintas with copies of these reports. Based solely upon its review of reports received by it, or upon written representation from certain reporting persons that no reports were required, Cintas believes that during fiscal 2021 all filing requirements were met, except that due to an administrative error, Mr. Thompson filed a past due Form 4 reporting one transaction related to the sale of stock.



## **RELATED PERSON TRANSACTIONS**

Cintas Corporation has a 25% interest in a corporate airplane with an entity owned by the family of its Executive Chairman of the Board and former CEO, Scott D. Farmer. This arrangement began on February 23, 2006. Cintas manages the airplane under an operating agreement whereby each party pays their own operating expenses for use of the plane, and common costs are shared based on ownership percentages. For fiscal 2021, Cintas was reimbursed \$1,564,779 under this arrangement.

Cintas engages Keating Muething & Klekamp PLL for a variety of legal services. Robert E. Coletti, a retired partner emeritus of the firm, is a member of the Board and an in-law of Mr. Farmer. In addition, D. Brock Denton, who served as a partner of the firm until June 2021, is Cintas' Senior Vice President, General Counsel and Secretary, effective as of August 1, 2021. Cintas paid the firm fees of \$4,987,922 for legal services during the fiscal year ended May 31, 2021. Neither Mr. Coletti nor Mr. Denton received any direct compensation from fees paid by Cintas to the firm.

Joseph Automotive Group engages Cintas for a variety of services. George R. Joseph, a principal and part owner, is an in-law of Mr. Farmer and Mr. Coletti. Joseph Automotive Group paid Cintas fees of \$375,698 for services provided during the fiscal year ended May 31, 2021. Mr. Joseph does not receive any direct compensation from services provided by Cintas.

Certain stock exchange rules require Cintas to conduct an appropriate review of all related party transactions (those required to be disclosed by Cintas pursuant to SEC Regulation S-K Item 404) for potential conflict of interest situations on an ongoing basis and that all such transactions must be approved by the Audit Committee or another committee comprised of independent directors. As a result, the Audit Committee annually reviews all such related party transactions and approves such related party transactions only if it determines that it is in the best interests of Cintas. In considering the transaction, the Audit Committee may consider all relevant factors, including as applicable, (i) Cintas' business rationale for entering into the transaction; (ii) the alternatives to entering into a related person transaction; (iii) whether the transaction is on terms comparable to those available to third parties, or in the case of employment relationships, to employees generally; (iv) the potential for the transaction to lead to an actual or apparent conflict of interest and any safeguards imposed to prevent such actual or apparent conflicts; and (v) the overall fairness of the transaction to Cintas.

While Cintas adheres to this policy for potential related person transactions, the policy is not in written form (other than as part of listing agreements with stock exchanges to the extent required). However, approval of such related person transactions is evidenced by Audit Committee resolutions in accordance with our practice of approving transactions in this manner.

**APPROVAL, ON AN ADVISORY BASIS, OF  
NAMED EXECUTIVE OFFICER COMPENSATION  
(Item 2 on the Proxy Card)**

The Board is committed to excellence in governance. As part of that commitment, and as required by Section 14A of the Securities Exchange Act of 1934, the Board is providing our shareholders with an opportunity to vote to approve, on an advisory basis, named executive officer compensation, which is commonly known as “say-on-pay.” We are currently conducting say-on-pay votes every year and expect to hold the next say-on-pay vote in connection with our 2022 Annual Meeting of Shareholders.

We are asking our shareholders to indicate their support for the compensation of our named executive officers as described in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the executive compensation program and practices described in this proxy statement. Please read the Compensation Discussion and Analysis and the executive compensation tables and narrative disclosure for a detailed explanation of our executive compensation program and practices. In 2020, our shareholders approved, on an advisory basis, the compensation of our named executive officers with a “FOR” vote of approximately 98% of the votes cast. Accordingly, we are asking our shareholders to vote “FOR” the following resolution:

**Resolved**, that the compensation of the named executive officers as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables and any related material disclosed in this proxy statement, is hereby approved.

As an advisory vote, this proposal is not binding on Cintas. However, the Compensation Committee of our Board, which is responsible for designing and administering our executive compensation program and practices, values the opinions expressed by shareholders in their vote on this proposal, and expects to consider the outcome of the vote when making future compensation decisions for named executive officers.

**YOUR BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THIS PROPOSAL.**

**RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
(Item 3 on the Proxy Card)**

We are asking shareholders to ratify the appointment of Ernst & Young LLP as Cintas Corporation's independent auditors for the year ending May 31, 2022. The Audit Committee annually considers the independence, qualifications and performance of Ernst & Young LLP. Such consideration includes reviewing the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board (PCAOB) regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and discussing with Ernst & Young LLP their independence. The Audit Committee periodically reviews and evaluates the performance of Ernst & Young LLP's lead audit partner, oversees the required rotation of Ernst & Young LLP's lead audit partner responsible for the Company's audit and reviews and considers the selection of the lead audit partner. In addition, in order to help ensure auditor independence, the Audit Committee periodically considers whether there should be a rotation of the Company's independent registered public accounting firm.

In fiscal 2021, the Audit Committee also considered several factors in deciding whether to re-engage its independent registered public accounting firm including the length of time Ernst & Young LLP has served as the Company's independent auditors, Ernst & Young LLP's general reputation for adherence to professional auditing standards, the breadth and complexity of the Company's business and its global scope and the resulting demands placed on the Company's auditing firm in terms of expertise in the Company's business, the quantity and quality of Ernst & Young LLP's staff and the Company's global reach.

Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so. It is also expected that they will be available to respond to appropriate questions.

Although shareholder ratification of Ernst & Young LLP is not required by law, the Board believes it is advisable to provide shareholders an opportunity to ratify this selection. In the event that shareholders fail to ratify the appointment of Ernst & Young LLP, the Audit Committee may reconsider the appointment, but is not required to do so. Even if the appointment of Ernst & Young LLP is ratified, the Audit Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year should it determine that such change is in the best interests of the Company and its stockholders.

**YOUR BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THIS PROPOSAL.**

**SHAREHOLDER PROPOSAL REGARDING  
A SIMPLE MAJORITY VOTE  
(Item 4 on the Proxy Card)**

Mr. John Chevedden, whose address and share ownership information are available upon request as described on page 44, has notified the Company of his intention to offer the following proposal for consideration at the Annual Meeting.

**Resolved:** Shareholders request that our Board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means that closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs and FirstEnergy. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. The proponents of these proposals included Ray T. Chevedden and William Steiner. Church & Dwight shareholders gave 99% support to a 2020 proposal on this same topic.

The current supermajority vote requirement does not make sense. For instance, with a company having an 80% simple majority vote requirement in an election calling for an 80% shareholder approval in which 81% of shares cast ballots - then 2% of shares opposed to certain improvement proposal topics would prevail over the 79% of shares that vote in favor.

Adopting simple majority vote can be one step to make the corporate governance of Cintas Corporation more competitive and unlock shareholder value.

In anticipation of impressive shareholder support for this proposal topic, an enlightened Governance Committee and an enlightened Board of Directors could expedite adoption of this proposal topic by giving shareholders an opportunity to vote on a binding management version of this proposal at our 2021 annual meeting. Hence, adoption could take place in 2021 instead of 2022.

Additional governance best practices are just waiting to be adopted at Cintas Corporation. For instance, a shareholder right to act by written consent and shareholder proxy access.

Please vote yes on Item 4 on the Proxy Card.

**The Board’s Response to the Shareholder Proposal**

After careful consideration, the Board has concluded that this proposal is not in the best interests of the Company and its shareholders. Accordingly, the Board unanimously recommends a vote AGAINST this proposal for the following reasons.

The proposal requests that each Company voting requirement that is in our Articles of Incorporation or Bylaws that calls for a greater than simple majority vote (either explicit or implicit due to default state law) be replaced by a majority vote requirement.

**Existing Supermajority Voting Thresholds Apply in Limited Circumstances**

A majority of votes cast, or simple majority, is already the voting standard for nearly all matters voted upon by the Company’s shareholders. A higher voting standard is only required under Articles of Incorporation for the following extraordinary matters: a proposal to effect a business combination with a shareholder owning 15% or more of the Company’s outstanding voting securities (interested shareholders) or a proposal to effect an amendment to the provisions in our Articles of Incorporation regarding business combinations with interested shareholders, both of which require an affirmative vote of the holders of outstanding voting securities of the Company entitled to exercise two-thirds of the voting power of the Company and the affirmative vote of two-thirds of the voting securities beneficially owned by disinterested shareholders (shareholders other

than interested shareholders). Cintas is a Washington corporation. Under Washington corporate law, the default voting standard would require the affirmative vote of the holders of outstanding voting securities of the Company entitled to exercise two-thirds of the voting power of the Company in case of a merger or sale of all or substantially all of the Company's assets.

The Board believes that retaining a supermajority voting standard in these limited circumstances is in the best interests of the Company's shareholders and the Company. Washington law permits companies to adopt supermajority voting requirements, and a number of publicly traded companies have adopted these provisions to preserve and maximize long-term value for all shareholders. Supermajority voting requirements on fundamental corporate matters help to protect shareholders against self-interested and potentially abusive actions proposed by one or a few large shareholders, who may seek to advance their interests over the interests of the majority of the Company's shareholders.

The Board believes that in these limited circumstances, the higher voting requirements are appropriate because certain fundamental matters should require the support of a broad consensus of the Company's shareholders, rather than a simple majority of the votes present at a meeting. These supermajority provisions assist in maximizing long-term value to all shareholders and have the effect of deterring hostile takeovers of our Company that may not be in the best interests of our shareholders and the Company.

### **Benefits to Shareholders from Supermajority Provisions**

Under a simple majority voting standard, where only a "majority of the votes cast for and against" is required, a few large shareholders would have the power to approve actions that would significantly alter the governance of the Company, including fundamental changes to the Company's corporate governance structure or operations that could negatively impact the interests of all shareholders. This means a very small group of shareholders could act in their own self-interests and possibly to the detriment of the Company's other shareholders. Our Board believes that the few heightened voting standards currently existing protect our shareholders against such actions and should not be eliminated.

Because this request would eliminate provisions that are in place to protect our shareholders and maximize long-term value, the Board believes that this proposal is not in the best interests of the Company or its shareholders.

**FOR THESE REASONS, YOUR BOARD UNANIMOUSLY RECOMMENDS  
A VOTE AGAINST THIS SHAREHOLDER PROPOSAL.**

## **PROPOSALS FOR NEXT YEAR**

Shareholders who desire to have proposals included in the Notice for the 2022 Annual Meeting of Shareholders must submit their proposals in writing to Cintas at its offices on or before May 17, 2022, and must comply with any and all requirements set forth in Cintas' Bylaws as such may be amended from time to time, in Rule 14a-8 under the Securities Exchange Act of 1934 and in the NASDAQ rules.

For shareholder proposals outside of Rule 14a-8, Cintas' Bylaws require that shareholders present items of new business and nominees for director not earlier than 150 days and at least 120 days prior to the date of the annual meeting. For the 2021 Annual Meeting, Cintas did not receive notice of any such matters from shareholders prior to June 28, 2021.

The form of Proxy for Cintas' Annual Meeting of Shareholders grants authority to the designated proxies to vote in their discretion on any matters that come before the meeting except those set forth in Cintas' proxy statement and except for matters as to which adequate notice is received. In order for a notice to be deemed adequate for the 2022 Annual Meeting, it must be received not earlier than 150 days and at least 120 days prior to the date of the meeting. If there is a change in the anticipated date of next year's Annual Meeting or these deadlines by more than 30 days, Cintas will notify all shareholders of this change through a report on Form 8-K, 10-Q or 10-K.

## **SHAREHOLDERS SHARING THE SAME ADDRESS**

To the extent we deliver paper copies of our annual report to security holders, proxy statement, or Notice of Internet Availability of Proxy Materials, as applicable, the SEC rules allow us to deliver a single copy of such proxy materials to any household at which two or more shareholders reside, if we believe the shareholders are members of the same family.

We will promptly deliver, upon oral or written request, a separate copy of our annual report to security holders, proxy statement, or Notice of Internet Availability of Proxy Materials to any shareholder residing at the same address as another shareholder and currently receiving only one copy of such proxy materials who wishes to receive his or her own copy. Similarly, multiple shareholders residing at the same residence that are currently receiving separate copies of our annual report to security holders, proxy statement or Notice of Internet Availability of Proxy Materials may request that a single copy of such proxy materials be delivered. Requests should be directed to our Corporate Secretary by phone at (513) 459-1200 or by mail to Cintas Corporation, 6800 Cintas Boulevard, P. O. Box 625737, Cincinnati, Ohio 45262-5737.

## **FUTURE ELECTRONIC ACCESS TO PROXY MATERIALS AND ANNUAL REPORT**

Registered shareholders can further reduce the costs incurred by the Company by consenting to receive all future proxy statements, proxy cards, annual reports to shareholders and Notices of Internet Availability of Proxy Materials, as appropriate, electronically via e-mail or the Internet. To sign up for electronic delivery of future proxy materials, you must vote your common shares electronically via the Internet by logging on to [www.proxyvote.com](http://www.proxyvote.com) and, when prompted, indicate that you agree to receive or access shareholder communications electronically in future years. You will be responsible for any fees or charges that you would typically pay for access to the Internet.

## **OTHER MATTERS**

Cintas knows of no other matters to be presented at the meeting other than those specified in the Notice.

## **QUESTIONS**

If you have questions or need more information about the Annual Meeting, including the address and share ownership information of the shareholder proponents, call (513) 459-1200 or write to:

D. Brock Denton  
Senior Vice President, Secretary and General Counsel  
6800 Cintas Boulevard  
P. O. Box 625737  
Cincinnati, Ohio 45262-5737.

For information about your record holding, contact Equiniti at 1-800-401-1957 or visit [www.shareowneronline.com](http://www.shareowneronline.com). We also invite you to visit Cintas' internet site at [www.cintas.com](http://www.cintas.com). Internet site materials are for your general information and are not part of this proxy solicitation.



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