

# UNIFIRST CORPORATION

## Compensation Committee Charter

### **I. General Statement of Purpose**

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of UniFirst Corporation (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s Directors and executives and is responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement or annual report on Form 10-K, in accordance with applicable rules and regulations. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company’s long term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing stockholder value.

### **II. Compensation Committee Composition**

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than three (3) members, all of whom shall satisfy the independence requirements set forth in Section 303A of the New York Stock Exchange Listed Company Manual.

The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chair of the Compensation Committee.

### **III. Meetings**

The Compensation Committee generally is to meet at least one time per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary by the Compensation Committee. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of a meeting, and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent.

#### **IV. Compensation Committee Activities**

The Compensation Committee's responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter periodically and submit any proposed changes to the Board for approval.

##### **B. Compensation Committee Report and Compensation Discussion and Analysis**

- Review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A").
- Based on the Compensation Committee's review and discussions with management of the CD&A, make a recommendation to the Board as to whether the CD&A should be included in the Company's proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee report required by Item 407(e)(5) of Regulation S-K (or any successor provision) promulgated by the SEC to be included in the Company's proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K.

##### **C. Annual Performance Evaluation of the Compensation Committee**

- Perform an annual performance evaluation of the Compensation Committee and report to the Board on the results of such evaluation.

##### **D. Non-Equity Incentive-Compensation Plans and Equity-Based Plans**

- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the adoption or amendment of all non-equity incentive-based compensation plans and equity-based plans.
- Review and approve grants and awards to officers of the Company under all non-equity compensation plans and otherwise administer all such plans.
- Make recommendations to the Board with respect to grants and awards to Directors, officers and employees of the Company under equity-based plans and otherwise administer all such plans.

**E. Matters Related to Compensation of the Company’s Chief Executive Officer**

- Review and approve the corporate goals and objectives that may be relevant to the compensation of the Company’s Chief Executive Officer (“CEO”).
- Evaluate the CEO’s performance in light of the goals and objectives that were set for the CEO and based on such evaluation, set the CEO’s non-equity compensation and make recommendations to the Board with respect to grants and awards to the CEO under equity-based plans. In connection with determining the long-term incentive component of the CEO’s compensation, the Compensation Committee may consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company’s CEO in past years.

**F. Compensation Recovery Policy**

- Adopt and administer a compensation recovery policy including, without limitation, a policy designed to comply with any rules or regulations adopted by the Securities and Exchange Commission and New York Stock Exchange pursuant to Section 10D of the Exchange Act of 1934, as amended (the “Exchange Act”).

**V. Additional Compensation Committee Authority**

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its discretion:

**A. Matters Related to Compensation of the Company’s Directors and Officers**

- Annually review and establish the non-equity compensation of the non-employee Directors and the officers of the Company and make recommendations to the Board with respect to grants and awards to non-employee Directors and officers of the Company under equity-based plans.
- Review and recommend for approval by the Board the frequency with which to hold a non-binding, advisory shareholder vote on the compensation of the Company’s named executive officers (a “say-on-pay vote”) pursuant to the rules and regulations under the Exchange Act, taking into account the results of previous votes on the frequency of holding say-on-pay votes.
- Review the results of say-on-pay votes and consider whether to make any adjustments to the Company’s executive compensation policies and practices.

**B. Matters Relating to Retention and Termination of Compensation Consulting Firm or Other Outside Advisors**

- Exercise sole authority to retain and terminate any consulting firm or other outside advisor on compensation matters that is to be used by the Company or the Compensation Committee to assist in the evaluation of director, CEO or senior executive compensation. The Compensation Committee shall also have sole authority to approve the consultant's fees and other retention terms.
- The Compensation Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee and the Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser.
- Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Compensation Committee, the Compensation Committee shall take into consideration all factors relevant to that person's independence from management of the Company, including the following:
  - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
  - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
  - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
  - Any business or personal relationship of the compensation consultant,

legal counsel or other adviser with a member of the Compensation Committee;

- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

## **VI. General**

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- Minutes of all meetings of the Compensation Committee shall be kept and the Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and any experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.
- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

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