



UNIFIRST CORPORATION
68 Jonspin Road
Wilmington, Massachusetts 01887

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held On Tuesday, January 14, 2025

The Annual Meeting of Shareholders (the “Annual Meeting”) of UniFirst Corporation (the “Company”) will be held at the corporate offices of the Company located at 68 Jonspin Road, Wilmington, Massachusetts 01887 on Tuesday, January 14, 2025 at 8:30 A.M. Eastern Time for the following purposes:

1. To elect three Class III Directors, nominated by the Board of Directors, each to serve for a term of three years until the 2028 Annual Meeting of Shareholders and until their respective successors are duly elected and qualified;
2. To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as more fully described in the accompanying Proxy Statement;
3. To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending August 30, 2025; and
4. To consider and act upon any other matters which may properly come before the meeting or any adjournment or postponement thereof.

Proposal 1 above relates solely to the election of three Class III Directors nominated by the Board of Directors and does not include any other matters relating to the election of directors, including, without limitation, the election of directors nominated by any shareholder of the Company.

The Board of Directors has fixed the close of business on November 15, 2024 as the record date for the Annual Meeting. All shareholders of record on that date are entitled to receive notice of and to vote at the meeting.

Under Securities and Exchange Commission rules, the Company is providing access to the proxy materials for the Annual Meeting to shareholders via the Internet. Accordingly, you can access the proxy materials at www.edocumentview.com/UNF. Instructions for accessing the proxy materials and voting are described below and in the Annual Shareholder Meeting Notice (the “Notice”) that you received. Please review the proxy materials prior to voting.

Your vote is very important. If you hold your shares in your own name as a holder of record with our transfer agent, you may vote by one of the following methods:

1. BY **INTERNET**, by going to the Internet web address www.envisionreports.com/UNF and following the instructions on the Notice you received and on the website. In order to vote via the Internet, you must use the numbers provided in the shaded bar of the Notice. Proxies submitted by the Internet must be received by 11:59 P.M., Eastern Time, on January 13, 2025.
2. BY **TELEPHONE**, if you received printed copies of the proxy materials by mail in accordance with the instructions in the Notice, by dialing 1-800-652-VOTE (8683) within the United States, U.S. territories, and Canada any time on a touch tone telephone and following the instructions provided by the recorded message. In order to vote via telephone, you must use the numbers provided in the proxy card. Proxies submitted by telephone must be received by 11:59 P.M., Eastern Time, on January 13, 2025.
3. BY **PROXY CARD**, if you received printed copies of the proxy materials by mail in accordance with the instructions in the Notice, by completing, dating, signing, and returning the proxy card in the postage-prepaid envelope provided. If you vote by Internet or telephone, please do not mail your proxy card. Your proxy card must be received prior to the Annual Meeting.

If you are a stockholder of record and attend the Annual Meeting, you may vote in person by ballot even if you have previously voted by Internet, by telephone or by returning your proxy card. Any proxy may be revoked by delivery of a later dated proxy. **We encourage you to vote prior to the Annual Meeting by Internet, telephone or proxy card in accordance with the instructions above.**

If your shares are held by a broker, bank or other nominee in street name, please follow the instructions you receive from your broker, bank or other nominee to have your shares voted. If your shares are held by a broker, bank or other nominee in street name and you wish to vote in person at the Annual Meeting, you will need to obtain a "legal proxy" from the broker, bank or other nominee that holds your shares of record prior to attending the meeting and voting.

By Order of the Board of Directors,

SCOTT C. CHASE, Secretary

Wilmington, Massachusetts
December 5, 2024

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE REVIEW THE PROXY MATERIALS, INCLUDING OUR 2024 ANNUAL REPORT ON FORM 10-K, AT WWW.EDOCUMENTVIEW.COM/UNF AND VOTE BY INTERNET AT WWW.ENVISIONREPORTS.COM/UNF, BY TELEPHONE OR BY PROXY CARD IN ACCORDANCE WITH THE INSTRUCTIONS IN THIS PROXY STATEMENT AND THE NOTICE. IF YOU ATTEND THE MEETING, YOU MAY CONTINUE TO HAVE YOUR SHARES VOTED AS INSTRUCTED IN THE PROXY OR YOU MAY WITHDRAW YOUR PROXY AT THE MEETING AND VOTE YOUR SHARES IN PERSON. IF YOUR SHARES ARE HELD IN STREET NAME, PLEASE FOLLOW THE INSTRUCTIONS YOU RECEIVE FROM YOUR BROKER, BANK OR OTHER NOMINEE TO HAVE YOUR SHARES VOTED.

Important

Please note that due to security procedures, if you decide to attend the Annual Meeting, you will be required to show a form of picture identification to gain access to the offices of UniFirst Corporation. Please contact the Company's Investor Relations group at (978) 658-8888 if you plan to attend the Annual Meeting.

UNIFIRST CORPORATION
68 Jonspin Road
Wilmington, Massachusetts 01887

PROXY STATEMENT FOR 2025 ANNUAL MEETING OF SHAREHOLDERS
to be held on January 14, 2025
at 8:30 A.M. Eastern Time
at the corporate offices of UniFirst Corporation
located at 68 Jonspin Road,
Wilmington, Massachusetts 01887

General Information

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of UniFirst Corporation (the “Company”, “UniFirst”, “we”, “our” or “us”) for use at the 2025 Annual Meeting of Shareholders to be held on Tuesday, January 14, 2025 (the “Annual Meeting”) and at any adjournments or postponements thereof. This Proxy Statement and the accompanying Notice of Annual Meeting of Shareholders are first being made available to shareholders on or about December 5, 2024.

The Board of Directors has fixed the close of business on November 15, 2024 as the “Record Date” for the determination of the shareholders entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof. As of the close of business on the Record Date, there were outstanding and entitled to vote 15,029,825 shares of common stock, par value \$0.10 per share (“Common Stock”), and 3,558,435 shares of Class B common stock, par value \$0.10 per share (“Class B Common Stock”). Transferees after such date will not be entitled to vote at the Annual Meeting. Each share of Common Stock is entitled to one vote per share. Each share of Class B Common Stock is entitled to ten votes per share.

As more fully described in this Proxy Statement, the purposes of the Annual Meeting are (1) to elect three Class III Directors nominated by the Board of Directors, each to serve for a term of three years until the 2028 Annual Meeting of Shareholders and until their respective successors are duly elected and qualified, (2) to approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as more fully described in this Proxy Statement; (3) to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending August 30, 2025; and (4) to consider and act upon any other matters which may properly come before the Annual Meeting or any adjournment or postponement thereof.

With respect to the election of Class III Directors, a plurality of the votes cast by holders of shares of (1) Common Stock and Class B Common Stock, voting together as a single class and represented in person or by proxy at the Annual Meeting and entitled to vote thereon, is necessary to elect Cynthia Croatti (2) Common Stock, voting separately as a single class and represented in person or by proxy at the Annual Meeting and entitled to vote thereon, is necessary to elect Cecilia McKenney and Sergio A. Pupkin. Votes may be cast “For” or “Withhold” with respect to the election of each of Mesdames. McKenney and Croatti and Mr. Pupkin. A “Withhold” vote is not considered a vote cast for the election of a Director and will have no impact on the election of a Director, except to the extent that in a contested election the failure to vote for an individual results in another individual receiving a larger percentage of votes. Under the plurality voting standard, the three nominees up for election at the Annual Meeting that receive the highest number of votes cast “For” their election will be elected.

With respect to the approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers (Proposal 2), the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending August 30, 2025 (Proposal 3) and each other matter expected to be voted upon at the Annual Meeting, the affirmative vote of a majority of the votes cast by holders of shares of Common Stock and Class B Common Stock, voting together as a single class and represented in person or by proxy at the Annual Meeting and entitled to vote thereon, is required for approval. Votes may be cast “For”, “Against” or “Abstain” on Proposal 2 and Proposal 3.

If you are the beneficial owner of shares held in a brokerage account and you do not instruct your broker, bank or other agent how to vote your shares, your broker, bank or other agent may still be able to vote your shares

in its discretion. Under the rules of the New York Stock Exchange (the “NYSE”), brokers, banks and other securities intermediaries that are subject to NYSE rules may use their discretion to vote your “uninstructed” shares on matters considered to be “routine” under NYSE rules but not with respect to “non-routine” matters. A broker non-vote occurs when a broker, bank or other agent has not received voting instructions from the beneficial owner of the shares and the broker, bank or other agent cannot vote the shares because the matter is considered “non-routine” under NYSE rules. Proposals 1 and 2 are considered to be “non-routine” under NYSE rules such that your broker, bank or other agent may not vote your shares on those proposals in the absence of your voting instructions. Conversely, Proposal 3 is considered to be “routine” under NYSE rules and thus if you do not return voting instructions to your broker, your shares may be voted by your broker in its discretion on Proposal 3.

The representation in person or by proxy of at least a majority of all Common Stock and Class B Common Stock issued, outstanding and entitled to vote at the Annual Meeting shall constitute a quorum for the transaction of business. Consistent with applicable law, the Company intends to count abstentions and broker non-votes for the purpose of determining the presence or absence of a quorum for the transaction of business. Any shares not voted (whether by abstention, broker non-vote or otherwise) will have no impact on the election of Directors, except to the extent that in a contested election the failure to vote for an individual results in another individual receiving a larger percentage of votes, and no impact on the other proposals described above or any other matter which may properly come before the Annual Meeting or any adjournment or postponement thereof.

Your vote is very important. If you hold your shares in your own name as a holder of record with our transfer agent, you may vote by one of the following methods:

1. BY **INTERNET**, by going to the Internet web address www.envisionreports.com/UNF and following the instructions on the Annual Shareholder Meeting Notice (the “Notice”) you received and on the website. In order to vote via the Internet, you must use the numbers provided in the shaded bar of the Notice. Proxies submitted by the Internet must be received by 11:59 P.M., Eastern Time, on January 13, 2025.
2. BY **TELEPHONE**, if you received printed copies of the proxy materials by mail in accordance with the instructions in the Notice, by dialing 1-800-652-VOTE (8683) within the United States, U.S. territories, and Canada any time on a touch tone telephone and following the instructions provided by the recorded message. In order to vote via telephone, you must use the numbers provided in the proxy card. Proxies submitted by telephone must be received by 11:59 P.M., Eastern Time, on January 13, 2025.
3. BY **PROXY CARD**, if you received printed copies of the proxy materials by mail in accordance with the instructions in the Notice, by completing, dating, signing, and returning the proxy card in the postage-prepaid envelope provided. If you vote by Internet or telephone, please do not mail your proxy card. Your proxy card must be received prior to the Annual Meeting.

If you are a stockholder of record and you attend the Annual Meeting, you may vote in person by ballot at the Annual Meeting even if you have previously voted by Internet, by telephone or by returning your proxy card. Any proxy may be revoked by delivery of a later dated proxy. **We encourage you to vote prior to the Annual Meeting by Internet, telephone or proxy card in accordance with the instructions above.**

If your shares are held by a broker, bank or other nominee in street name, please follow the instructions you receive from your broker, bank or other nominee to have your shares voted. If your shares are held by a broker, bank or other nominee in street name and you wish to vote in person at the Annual Meeting, you will need to obtain a “legal proxy” from the broker, bank or other nominee that holds your shares of record prior to attending the meeting and voting.

Shares represented by a properly executed proxy received prior to the times above and not revoked will be voted at the Annual Meeting as directed on the proxy. If a properly executed proxy is submitted and no instructions are given, the proxy (1) will be voted “For” the election of each of the three nominees for Class III Director named in this Proxy Statement, each to serve for a term of three years until the 2028 Annual Meeting of Shareholders and until their respective successors are duly elected and qualified, (2) will be voted “For” the approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers and (3) will be voted “For” the ratification of the appointment of the Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending August 30, 2025. It is not anticipated that any matter other than those set forth in this Proxy Statement will be presented at the Annual Meeting. If other matters are presented, proxies will be voted in accordance with the discretion

of the proxy holders. The Board of Directors recommends a vote (1) “For” the election of each of the three nominees for Class III Director, (2) “For” the approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers and (3) “For” the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending August 30, 2025.

A shareholder of record may revoke a proxy at any time before it has been exercised by (1) filing a written revocation with the Secretary of the Company at the address of the Company set forth above, (2) properly casting a new vote via the Internet or by telephone at any time before the closure of the Internet or telephone voting facilities, (3) filing a duly executed proxy bearing a later date, or (4) appearing in person and voting by ballot at the Annual Meeting. Any shareholder of record as of the Record Date attending the Annual Meeting may vote in person whether or not a proxy has been previously given, but the presence (without further action) of a shareholder at the Annual Meeting will not constitute revocation of a previously given proxy. Any written revocation of a proxy should be sent to UniFirst Corporation, 68 Jonspin Road, Wilmington, MA 01887, Attention: Secretary, prior to the vote at the Annual Meeting.

If your shares are held through a broker, bank or other nominee and you instructed your broker, bank or other nominee to vote your shares by following the instructions that the broker, bank or other nominee provided to you, you may change your voting instructions by submitting new voting instructions to your broker, bank or other nominee prior to the deadline for voting.

The expense of this proxy solicitation will be borne by the Company. In addition to the solicitation of proxies by mail, on the Internet websites www.edocumentview.com/UNF and www.envisionreports.com/UNF and by telephone, the Directors, officers and employees of the Company may also solicit proxies personally, by telephone or by mail without special compensation for such activities. The Company may also request persons, firms and corporations holding shares in their names or in the names of their nominees, which are beneficially owned by others, to send proxy material to and obtain proxies from such beneficial owners. The Company will reimburse such holders for their reasonable expenses in connection therewith.

The Company’s 2024 Annual Report to Shareholders, including the Company’s audited financial statements for the fiscal year ended August 31, 2024 (the “2024 fiscal year”), is being made available to shareholders concurrently with this Proxy Statement at www.edocumentview.com/UNF and www.envisionreports.com/UNF.

PROPOSAL 1

ELECTION OF DIRECTORS

The Board of Directors of the Company is currently composed of seven members, divided into three classes of two, two and three directors, respectively. Generally, one class is elected each year at the Annual Meeting of Shareholders and the Directors in each class serve for a term of three years and until their respective successors are duly elected and qualified. As the term of one class expires, a successor class is elected at each Annual Meeting of Shareholders.

At the Annual Meeting, three Class III Directors will be elected to serve until the 2028 Annual Meeting of Shareholders and until their respective successors are duly elected and qualified. The Board of Directors has nominated Cynthia Croatti, Cecilia McKenney and Sergio A. Pupkin as Class III Directors (together, the "Nominees").

With respect to the nominees, the Board of Directors has determined that Mr. Pupkin and Ms. McKenney are "independent" under the rules of the New York Stock Exchange.

Unless otherwise instructed, the persons named in the proxy will vote the shares to which the proxy relates "For" the election of the Nominees to the Board of Directors. While the Company has no reason to believe that any of the Nominees will be unable to serve as a Director, in the event any of the Nominees should become unavailable to serve at the time of the Annual Meeting, it is the intention of the persons named in the proxy to vote such proxy for such other person or persons as the Board of Directors may recommend.

Vote Required

The affirmative vote of a plurality of the votes cast by holders of shares of Common Stock and Class B Common Stock, voting together as a single class and represented in person or by proxy at the Annual Meeting and entitled to vote thereon, is required to elect Ms. Croatti. The affirmative vote of a plurality of the votes cast by holders of shares of Common Stock, voting separately as a single class and represented in person or by proxy at the Annual Meeting and entitled to vote thereon, is required to elect Ms. McKenney and Mr. Pupkin.

Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF CYNTHIA CROATTI, CECILIA MCKENNEY AND SERGIO A. PUPKIN AS CLASS III DIRECTORS.

Information Regarding Nominees and Directors

At UniFirst, we are guided by our seven-member Board of Directors, which oversees and manages our Company's affairs. There are four Committees of the Board of Directors, each tasked with supporting various aspects of UniFirst. The Nominating and Corporate Governance Committee is responsible for identifying and recommending qualified individuals to serve as Board members and oversight of the corporate governance guidelines. The Compensation Committee evaluates the performance and compensation of Company executives. The Audit Committee oversees the Company's financial statements, reporting process and internal controls and procedures. Finally, our Environmental, Social and Governance ("ESG") Committee is responsible for oversight of our ESG strategies, initiatives, and policies, including our approach to risk assessment and management.



*(Left to right, front row) Cynthia Croatti, Michael Iandoli, Cecilia McKenney,
(Left to right, back row) Raymond C. Zemlin, Steven S. Sintros, Sergio A. Pupkin, Joseph Nowicki*

Director Nominees for Election at the 2025 Annual Meeting – Nominated to Serve for a Term that Expires in 2028

CYNTHIA CROATTI

DIRECTOR SINCE 1995

Current Term Expires: 2025
Age: 69

Environmental, Social and
Governance Committee

Ms. Croatti has served as Director of the Company since 1995. She joined the Company in 1980. Ms. Croatti was most recently an Executive Vice President with a primary focus on advancing key initiatives aimed at enhancing the Company's culture, branding, and long-term strategy. Ms. Croatti retired from the Company in 2022 but remains a special consultant and advisor to the Company's CEO and Senior Leadership Team. During her tenure at the Company, she previously had primary responsibility for overseeing the human resources and purchasing functions. Ms. Croatti has served as a Director since 1995 and previously served as Treasurer. Ms. Croatti brings to the Board of Directors her detailed knowledge of the Company and the Company's industry and her executive leadership experience.

SERGIO A. PUPKIN (1)

DIRECTOR SINCE 2022

Current Term Expires: 2025
Age: 59

Audit Committee
Environmental, Social and
Governance Committee
(chair)

Mr. Pupkin has served as a Director of the Company since October 2022. He has served on the Board of Directors of Sterilex, a developer of innovative food safety antimicrobial products, since March 2024 and the Board of Directors of Circularix, a manufacturer in the recycled plastics industry, since July 2024. He previously served from 2021 to 2023 as Senior Vice President and Chief Growth and Strategy Officer at Sealed Air Corporation (NYSE: SEE), a leading global provider of packaging solutions integrating high-performance materials, automation, equipment and services. In that role, Mr. Pupkin is responsible for global strategy, mergers and acquisitions, strategic marketing, digital business development, research and development and sustainability. Mr. Pupkin was previously named Vice President and Chief Growth & Strategy Officer and appointed an executive officer of Sealed Air Corporation in 2020. Prior to that, Mr. Pupkin served as Vice President and Chief Strategy Officer of Sealed Air Corporation from 2019 to 2020 and served as Vice President, Corporate Strategy, Mergers and Acquisitions from 2016 to 2019. From 2011 to 2016, Mr. Pupkin held leadership positions in Sealed Air Corporation's former Diversey Care segment. Mr. Pupkin brings to the Board of Directors extensive leadership experience in strategy, corporate development and international marketing.

Cecilia McKenney (1)

DIRECTOR SINCE 2024

Current Term Expires: 2025
Age: 62

Compensation Committee
Nominating and Corporate
Governance Committee

Ms. McKenney has served as a Director of the Company since May 2024. She is the Senior Vice President and Chief Human Resources Officer at Quest Diagnostics Incorporated ("Quest") (NYSE: DGX), a provider of diagnostic information services, a position she has held since 2018. Before that, she served in various roles at Frontier Communications (Nasdaq: FYBR), a communications services company, from 2006 to 2017, including Executive Vice President, Consumer Sales and Marketing from 2016 to 2017, Executive Vice President and Chief Customer Officer from 2015 to 2016, Executive Vice President, HR, Administrative Services and Frontier Secure from 2013 to 2015, Executive Vice President, HR and Call Center Sales and Services from 2008 to 2013 and Senior Vice President, HR from 2006 to 2008. Prior to Frontier Communications, Ms. McKenney held a number of positions at Pepsi Bottling Group from 1989 to 2005, rising to Group Vice President, Headquarters Human Resources. She currently serves on a number of non-profit boards, including for the Quest Diagnostics Foundation, Catholic Charities Archdiocese of New York and St. Joseph's Health Foundation. Ms. McKenney received a B.A. in business administration from Franklin & Marshall College. Ms. McKenney brings to the Board of Directors her extensive executive leadership experience, which includes human resources and compensation.

Continuing Directors

Steven S. Sintros

DIRECTOR SINCE 2017

Current Term Expires: 2026
Age: 51

Mr. Sintros has served as a Director since 2017. He joined the Company in 2004. Mr. Sintros has served as our President and Chief Executive Officer and a Director since 2017. He has overall responsibility for management of the Company. He previously served as our Chief Financial Officer from 2009 until 2018. Prior to taking the role of Chief Financial Officer, Mr. Sintros held various financial roles within the Company. Mr. Sintros brings to the Board of Directors his executive leadership experience and his significant knowledge of, and experience with, the Company and its industry.

Raymond C. Zemlin

DIRECTOR SINCE 2017

Current Term Expires: 2026
Age: 69

Compensation Committee
Nominating and Corporate
Governance Committee
(chair)
Environmental, Social and
Governance Committee

Mr. Zemlin has served as Chairman of the Board of Directors of the Company since 2017. Mr. Zemlin was a partner in the law firm Goodwin Procter LLP until his retirement in 2017. Mr. Zemlin joined Goodwin Procter LLP in 1980 and became a partner in 1988. While at Goodwin Procter LLP, he focused primarily on securities law, mergers and acquisitions, corporate finance and governance matters for public companies. Mr. Zemlin brings to the Board of Directors an in-depth knowledge of the Company and the industries in which it operates combined with over 35 years of legal expertise and experience.

Michael Iandoli

DIRECTOR SINCE 2007

Current Term Expires: 2027
Age: 79

Audit Committee
Compensation Committee
(chair)
Nominating and Corporate
Governance Committee

Mr. Iandoli has served as Director of the Company since 2007. He currently consults with various businesses in the areas of staffing and managed service programs. He previously served as Chief Executive Officer of PEAK Technical Staffing USA, a provider of technical staffing, from August 2013 to April 2020. Mr. Iandoli previously served as Director of Strategic Staffing at PEAK Technical Staffing USA from 2007 to August 2013. He served for over 30 years as a senior executive and President of TAC Worldwide Companies, a billion dollar international contract labor firm serving the automotive and high-tech industries. Mr. Iandoli was President of the Executive Committee at the Larz Anderson Auto Museum from 2007 to January 2014. Mr. Iandoli brings to the Board of Directors his extensive executive leadership and operational experience.

Joseph M. Nowicki

DIRECTOR SINCE 2022

Current Term Expires: 2027
Age: 63

Audit Committee (**chair**)
Environmental, Social and
Governance Committee

Mr. Nowicki has served as Director of the Company since 2022. Mr. Nowicki was the Executive Vice President and Chief Financial Officer of Beacon Roofing Supply, Inc. (Nasdaq-GS: BECN), a distributor of commercial and residential roofing products and related building materials, from 2013 to 2020. He was previously Chief Financial Officer of Spartan Motors, Inc. (Nasdaq: SPAR), a specialty vehicle manufacturer, from 2009 to 2013. Mr. Nowicki has served since 2020 on the Board of Directors of LL Flooring Holdings, Inc. (NYSE: LLFLQ) (formerly Lumber Liquidators Holdings, Inc.), one of North America's leading specialty retailers of hard-surface flooring, where he is Chair of the Audit Committee and a member of the Compliance and Regulatory Affairs Committee. Mr. Nowicki previously served on the Board of Directors of Diversified Restaurant Holdings, Inc. (Nasdaq: SAUC), one of the largest franchisees of Buffalo Wild Wings, from 2010 to 2020. He also previously served on the Board of Directors of ASV Holdings, Inc. (Nasdaq: ASV), a designer and manufacturer of a broad range of high-quality compact track loader and skid steer loader equipment, from 2017 to 2019. Mr. Nowicki brings to the Board of Directors his extensive leadership, business and financial experience.

- (1) The Company has designated Ms. McKenney and Mr. Pupkin to be elected by the holders of Common Stock voting separately as a single class.

Board of Directors Matrix

COMMITTEE TYPES	AGE	BOARD TENURE (YEARS) AS OF AUGUST 31, 2024	GENDER	ETHNICITY	COMMITTEES SERVED DURING FISCAL 2024 (CHAIRS IN GREEN)	LOCATION	ACTIVE/RETIRED	CURRENT PUBLIC BOARDS	PUBLIC CEO EXPERIENCE	QUALIFIED FINANCIAL EXPERTISE	HUMAN RESOURCES	LEGAL	COMMERCIAL/GROWTH	M&A	OPERATIONS	STRATEGY	TECHNOLOGY	SUSTAINABILITY
AC AUDIT	51	7.2	M	White		MA	A	1	•	•			•	•	•	•		
CC COMPENSATION	69	29.7	F	White	ESG	MA	R	1			•						•	
NCG NOMINATING AND CORPORATE GOVERNANCE	79	17.7	M	White	CC AC NCG	OH	R	1			•		•		•	•		
ESG ENVIRONMENTAL, SOCIAL AND GOVERNANCE	69	7.7	M	White	NCG CC ESG	MA	R	1				•		•		•		
	63	2.4	M	White	AC CC ESG	MI	R	2		•			•	•		•	•	
	59	1.9	M	Latino	ESG AC NCG	NC	A	1					•	•	•	•		•
	62	0.3	F	White	CC NCG	NY	A	1			•		•	•	•	•		
TOTAL:									1	2	3	1	4	5	4	7	1	1

Meetings of the Board of Directors and Its Committees

Board of Directors

The Company's Board of Directors is divided into three classes, and the members of each class serve for staggered three-year terms. The Board of Directors is currently composed of two Class I Directors (Messrs. Iandoli and Nowicki), two Class II Directors (Messrs. Sintros and Zemlin) and three Class III Directors (Mr. Pupkin and Mesdames. Croatti and McKenney). The terms of the continuing Class II Directors and I Directors will expire upon the election and qualification of Directors at the Annual Meeting of Shareholders in 2026 and 2027, respectively. At each Annual Meeting of Shareholders, Directors generally will be elected for a full term of three years to succeed those Directors whose terms are expiring. The Board of Directors held 11 meetings during the Company's 2024 fiscal year.

Audit Committee

Current Committee Members

Primary Responsibilities

Joseph Nowicki (Chair)
Michael Iandoli
Sergio A. Pupkin

Met nine times in fiscal 2024

The Audit Committee is responsible for assisting the Board of Directors in its oversight of:

- (1) the integrity of the Company's financial statements and reporting process, including the adequacy of the Company's internal controls and procedures,
- (2) the qualifications, independence and performance of the Company's independent registered public accounting firm,
- (3) the performance of the Company's internal audit function, and
- (4) the Company's compliance with legal and regulatory requirements.

The Board of Directors and the Audit Committee have adopted a Statement of Corporate Policy and Code of Business Conduct written Audit Committee Charter, which is reviewed annually and revised from time to time. The Company's Audit Committee Complaint Procedure is also available on the Company's website.

Audit Committee Financial Experts and Independence

The Board of Directors has determined that each of the members of the Audit Committee during fiscal 2024 and each of the current members of the Audit Committee is "independent" under the rules of the NYSE and the SEC and has determined that Messrs. Nowicki, Iandoli and Pupkin are "audit committee financial experts" under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Policies

A current copy of the Audit Committee's charter and other governance documents policies listed below are available on the Company's website:

<https://investors.unifirst.com/corporate-governance/highlights>

Statement of Corporate Policy and Code of Business Conduct

Audit Committee Complaint Procedure

Audit Committee Charter, as amended

Compensation Committee

Current Committee Members

Primary Responsibilities

Michael Iandoli (Chair)
Raymond C. Zemlin
Cecilia McKenney
(starting July 2024)
Joseph Nowicki
(until July 2024)

The Compensation Committee is responsible for:

- (1) reviewing and approving the Company's executive compensation program,
- (2) the recommendation of awards under the Company's equity compensation plans, and
- (3) establishing the compensation for the Company's Chief Executive Officer.

Met eight times in fiscal 2024

The Board of Directors and the Compensation Committee have adopted a written Compensation Committee Charter, which is reviewed annually and revised from time to time.

Independence

The Board of Directors has determined that each of the members of the Compensation Committee is "independent" under the rules of the NYSE.

Policies

A current copy of the Compensation Committee's charter is available on the Company's website: <https://investors.unifirst.com/corporate-governance/highlights>

Compensation Committee Charter

Nominating and Corporate Governance Committee

Current Committee Members

Primary Responsibilities

Raymond C. Zemlin
(Chair)
Michael Iandoli
Cecilia McKenney
(starting July 2024)
Sergio A. Pupkin
(until July 2024)

Met 17 times in fiscal 2024

The Nominating and Corporate Governance Committee is responsible for:

- (1) the review and evaluation of potential nominees for election or appointment to the Board of Directors and recommendation of such nominees to the full Board of Directors,
- (2) the review and consideration of all Director candidates recommended by any of the Company's Directors or shareholders. Such review and consideration is to proceed in accordance with the Company's By-laws, Corporate Governance Guidelines and Policy Regarding New Director Nominations. See "[Other Matters — Shareholder Proposals](#)" for a summary of certain of these requirements, and
- (3) developing and recommending to the Board of Directors a set of Corporate Governance Guidelines applicable to the Company and periodically reviewing such guidelines and recommending any changes to those guidelines to the Board of Directors.

While neither the Board of Directors nor the Nominating and Corporate Governance Committee has a specific policy with respect to diversity, the Policy Regarding New Director Nominations provides that the Nominating and Corporate Governance Committee believes that director candidates should have a background that is complementary to that of the existing Board members so as to provide management and the Board of Directors with a diversity and freshness of views.

The Board of Directors and the Nominating and Corporate Governance Committee have adopted a written Nominating and Corporate Governance Committee Charter, which is reviewed annually and revised from time to time.

Independence

The Board of Directors has determined that each of the members of the Nominating and Corporate Governance Committee is "independent" under the rules of the NYSE.

Policies

A current copy of the Nominating and Governance Committee's charter and other governance documents listed below are available on the Company's website: <https://investors.unifirst.com/corporate-governance/highlights>

Nominating and Corporate Governance Committee Charter

Corporate Governance Guidelines

Policy Regarding New Director Nominations

ESG Committee

Current Committee Members

Primary Responsibilities

Sergio A. Pupkin
(Chair)

Cynthia Croatti

Joseph Nowicki

Raymond C. Zemlin

Met four times in fiscal
2024

The ESG Committee is responsible for:

- (1) reviewing the Company's ESG strategies, initiatives and policies with management,
- (2) providing oversight of the Company's risk assessment and management guidelines with respect to the operational, regulatory and reputational risks and impacts of ESG matters on the Company,
- (3) reviewing reports from management regarding the Company's progress towards its key ESG objectives, scores and providing advice regarding any areas of opportunity, and
- (4) monitoring developments relating to ESG matters and recommending periodic ESG updates for the Board to ensure the Board is aware of ESG matters in general and the Company's ESG profile specifically

Each Director participated in at least 75% of all of the meetings of the Board of Directors and of the committees of which the Director was a member held during the last fiscal year. The Board of Directors generally schedules a meeting to coincide with the Annual Meeting of Shareholders. Directors are strongly encouraged to attend the Annual Meeting. Each of the Directors participated in the 2024 Annual Meeting of Shareholders.

Please note that information contained in our website is not incorporated by reference in, or considered to be a part of, this Proxy Statement.

Independence of Board Members

The Board of Directors has determined that each of Messrs. Iandoli, Nowicki, Pupkin and Zemlin and Ms. McKenney is an "independent director" in accordance with the corporate governance rules of the NYSE as a result of having no material relationship with the Company other than (1) serving as a Director and a Board of Directors Committee member, (2) receiving related fees as disclosed in this Proxy Statement and (3) having beneficial ownership of the Company's securities as disclosed in the section of this Proxy Statement entitled — "[Security Ownership of Management, Directors, Director Nominees and Principal Shareholders](#)."

Board Leadership Structure

Mr. Sintros serves as our President and Chief Executive Officer and as Director, and Mr. Zemlin, an independent Director, serves as Chairman of the Board of Directors. The Board of Directors believes that having independent Board leadership ensures strong independent oversight. Mr. Zemlin presides at all meetings of the Board of Directors and chairs the executive sessions of independent Directors, who regularly meet in executive sessions at which only independent Directors are present. Mr. Zemlin also provides input to Mr. Sintros and makes suggestions regarding meeting agendas. Mr. Zemlin, from time to time, provides feedback to the President and Chief Executive Officer on executive sessions and facilitates discussion among the independent Directors outside of meetings of the Board of Directors.

Risk Oversight

The Board of Directors is responsible for overseeing the Company's risk assessment and management function, considering the Company's major financial risk exposures and evaluating the steps that the Company's management has taken to monitor and control such exposures. For example, the Board of Directors receives periodic reports from senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, cybersecurity and reputational risks. The Company believes that the leadership structure of the Board of Directors supports effective oversight of risk assessment and management.

Risk Considerations in the Company's Compensation Programs

In connection with the Compensation Committee's compensation reviews, the Compensation Committee assesses whether the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company. Based on its review, the Compensation Committee believes that the mix and design of the Company's compensation plans and policies do not encourage employees to assume excessive risk and therefore are not reasonably likely to have a material adverse effect on the Company. In making this determination, the Compensation Committee considered a number of matters, including the following elements of the Company's executive compensation plans and policies: (1) the Company sets performance goals that the Company believes are reasonable in light of past performance and market conditions; (2) the long-term vesting for the Company's equity incentive awards helps to align the interests of management with those of the Company's shareholders in respect of the Company's long-term performance; (3) a range of levels of performance under the Company's cash incentive bonus plans and its performance-based equity awards results in corresponding levels of compensation under those plans, rather than an "all-or-nothing" approach; and (4) achievement of the targets under the Company's bonus plans is based on the satisfaction of corporate performance metrics such as revenues and operating income, which serves to minimize the impact of excessive risk-taking by any individual member of management.

Self-Evaluation of the Board of Directors and its Committees

In order to maintain the Company's governance standards, the Board of Directors, and each committee thereof, is required to undertake annually a formal self-evaluation process. As part of this process, the members of the Board of Directors and each committee thereof evaluate a number of competencies, including, but not limited to, their structure, roles, processes, composition and effectiveness.

Meetings of Independent Directors

The independent Directors of the Company meet in executive sessions outside the presence of management. The presiding Director for these meetings is Mr. Zemlin. Any interested party or shareholder who wishes to make their concerns known to the independent Directors may avail themselves of the same procedures provided below under the heading "Communication with the Board of Directors."

Communication with the Board of Directors

Any interested party or shareholder who wishes to communicate with any of the Company's Directors or the Board of Directors as a group, may do so by writing to the Board of Directors, or such individual Director(s), c/o Chief Financial Officer, UniFirst Corporation, 68 Jonspin Road, Wilmington, MA 01887. The Company recommends that all correspondence be sent via certified U.S. mail, return receipt requested. All correspondence received by the Chief Financial Officer will be forwarded promptly to the appropriate addressee(s). The Company's Audit Committee Complaint Procedure is available on the Company's website at www.unifirst.com.

Director Stock Ownership Policy

The Board of Directors has a stock ownership policy. Under the policy, Directors are expected to own shares of the Company's stock having a value at least equal to four times the annual retainer fees for Directors. The policy provides a four-year phase-in period. The Board of Directors believes that this policy helps to align the interests of the Directors with those of the Company's shareholders.

Policy Against Pledging and Hedging Company Shares

The Board of Directors has a policy that generally prohibits a non-employee Director from pledging Company shares without the express prior approval of the Compensation Committee. Similarly, the policy also prohibits a non-employee Director from holding Company shares in a margin account or making such shares held in a brokerage account available as collateral for a margin feature. Based on information furnished to the Company by each non-employee Director, no Company shares owned by any non-employee Director are held in a margin account, serve as collateral for any loan or are subject to any pledge obligation.

The Company's insider trading policy prohibits Directors and officers from engaging in transactions of a speculative nature involving the Company's securities. The policy prohibits short sales and other hedging transactions and also generally prohibits transactions involving derivative securities, such as options, calls or puts whose value is derived from the value of the Company's equity securities. The policy also prohibits all of the Company's Directors and

officers from pledging Company securities without the consent of the Compensation Committee. In addition, the policy prohibits all of the Company's Directors and officers from margining Company securities.

Clawback Policy

The Board of Directors adopted a Clawback Policy effective as of October 2, 2023. The Clawback Policy generally provides, subject to certain exceptions, that if the Company is required to prepare a restatement of its financial statements, the Company will recover from its executive officers any incentive-based compensation that was erroneously awarded in excess of the amount that otherwise would have been awarded based on restated amounts in the restated financial statements. The recovery period is the three completed fiscal years immediately preceding the date that the Board of Directors concludes that the Company is required to restate its financial statements. Incentive-based compensation includes any compensation that is earned based on the attainment of a financial reporting measure of the Company and any other equity-based compensation. The Clawback Policy also applies to employees that are not executive officers if the Board of Directors determines that such employees materially contributed to the circumstances requiring the restatement and that such contribution involved misconduct or a breach of fiduciary duty.

Information about our Executive Officers

Steven S. Sintros

President & Chief Executive Officer



Mr. Sintros joined our Company in 2004. He has had overall responsibility for management of our Company since 2017. He previously served as our Chief Financial Officer from 2009 until 2018. Mr. Sintros served as a Finance Manager in 2004 and Corporate Controller from 2005 until 2009.

Shane O'Connor

Executive Vice President & Chief Financial Officer



Mr. O'Connor joined our Company in 2005. He has had primary responsibility for overseeing the financial functions of our Company, as well as our information systems department, since 2018. Mr. O'Connor previously served as our Corporate Controller from 2009 to 2016. In 2016, he left the Company to take the role of Senior Vice President and Chief Financial Officer at Unidine Corporation, a managed dining services company, and he then rejoined our Company in 2018.

Kelly Rooney

Executive Vice President & Chief Operating Officer



Ms. Rooney joined our Company in September 2024. She has primary responsibility for overseeing the operational functions of our Company. Prior to joining UniFirst, Ms. Rooney held various operational roles at Waste Management, including as an Area General Manager from August 2020 to September 2021 and a Director of Operations from April 2019 to August 2020. Most recently, Ms. Rooney served as Senior Vice President and Chief Human Resources Officer from August 2022 to September 2024 and Vice President, Human Resources from September 2021 to August 2022 at Waste Management. As Chief Human Resources Officer, Ms. Rooney was responsible for leading the development and implementation of Waste Management's overall human capital, employee experience and operational effectiveness strategy, with a focus on building organizational health and capability and developing talent. Prior to joining Waste Management, Ms. Rooney held various operational and leadership roles at other companies in the waste management industry, including at Advanced Disposal Services, Inc., where she was the Regional General Manager from 2015 to 2019 and Director of Operations, Recycling from 2012 to 2015.

David M. Katz

Executive Vice President, Sales & Marketing



Mr. Katz joined our Company in 2009. Prior to joining our Company, Mr. Katz worked for DHL Express where he served as the Northeast Vice President of Field Sales from 2003 to 2007, the Northeast Vice President of National Account Sales from 2007 to 2008 and the Senior Vice President and General Manager of the Northeast from 2008 until 2009.

David A. DiFillippo

Executive Vice President, Operations



Mr. DiFillippo joined our Company in 1979. Mr. DiFillippo is an Executive Vice President, Operations and has had primary responsibility for overseeing the operations of certain regions in the U.S. and Canada since 2002. From 2000 through 2002, Mr. DiFillippo served as Vice President, Central Rental Group and, prior to 2000, he served as a Regional General Manager.

William M. Ross

Executive Vice President, Operations



Mr. Ross joined our Company in 1989. Mr. Ross is an Executive Vice President, Operations and has had primary responsibility for overseeing specified regions in the U.S. since 2016. From 2002 to 2016, Mr. Ross served as Regional Vice President of the Company. Prior to 2002, Mr. Ross held several sales and operations management positions at the Company.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Compensation Committee of our Board of Directors, in collaboration with management, develops and implements our compensation policies. The Compensation Committee also reviews and establishes the compensation paid to our executive officers. We believe we provide an appropriate and competitive total compensation package to our executive officers through a combination of base salary, annual cash incentive bonuses, long-term equity incentive compensation and broad-based benefits programs. We place significant emphasis on pay for performance-based incentive compensation, which is designed to reward our executive officers based on the achievement of predetermined corporate goals.

This Compensation Discussion and Analysis describes our compensation objectives, policies and practices with respect to our President and Chief Executive Officer, Executive Vice President and Chief Financial Officer, and our other three most highly-compensated executive officers as determined in accordance with applicable SEC rules (collectively, our “named executive officers”).

Accordingly, our named executive officers in fiscal 2024 were Steven S. Sintros, our President and Chief Executive Officer (“CEO”), Shane F. O’Connor, our Executive Vice President (“EVP”) and Chief Financial Officer (“CFO”), David M. Katz, our EVP, Sales and Marketing, David A. DiFillippo, our EVP, Operations and William M. Ross, our EVP, Operations.

Objectives of Our Executive Compensation Programs

Our compensation programs for our named executive officers are designed to achieve the following objectives:

Our compensation programs for our named executive officers are designed to achieve the following objectives:

We attract and retain talented and experienced executives in the highly competitive uniform rental and sales industry.

We motivate and reward executives whose knowledge, skills and performance are critical to our success and the furtherance of our long-term strategic plan.

We align the interests of our executives and shareholders by motivating executives to increase shareholder value and by rewarding executives when shareholder value increases.

We provide a competitive compensation package which is weighted heavily towards pay for performance, and in which a significant portion of total compensation is determined by corporate and individual performance.

We recognize the contributions each executive makes to our success.

We foster a shared commitment among executives by coordinating their corporate goals.

What We Don't Do

Our Special Trading Procedures for Insiders, which applies to our Board and our executives, does not permit transactions involving hedging or short sales of UniFirst equity.

We do not provide golden parachute excise tax gross-up payments.

Our equity plans do not include an evergreen feature that would automatically replenish the shares available for issuance.

Our Executive Compensation Programs and Plans

We designed our executive compensation programs and plans to achieve the objectives described above. Our executive compensation primarily consists of base salary, annual cash incentive bonuses under an Executive Bonus Plan and CEO Cash Incentive Bonus Plan, or CEO Bonus Plan, that are tied to the achievement of predetermined corporate performance goals, long-term equity incentive compensation and broad-based benefits programs. We also design management by objectives (“MBOs”), for certain of our named executive officers, which are intended to incentivize performance with respect to objectives established at the beginning of the fiscal year. Our named executive officers have the opportunity to earn cash bonuses based on their achievement with respect to such MBOs.

Within the context of the overall objectives of our compensation programs, we typically determine the specific amounts of compensation to be paid to each of our named executive officers based on a number of factors:

- the performance of our named executive officers in prior years;
- the roles and responsibilities of our named executive officers;
- the individual experience and skills of our named executive officers;
- for each named executive officer, other than our CEO, the evaluations and recommendations of our CEO; and
- the amounts of compensation being paid to our other named executive officers.

In addition, we rely on our understanding of the amount of compensation paid by our principal competitors and similarly situated companies to their executives with comparable roles and responsibilities as a market check for the compensation decisions we make.

Each of the primary elements of our executive compensation is discussed in detail below, including a description of how each element fits into the overall compensation of our named executive officers. We also discuss below the amounts of compensation paid to our named executive officers for fiscal 2024 under each of these elements. In the descriptions below, we highlight particular compensation objectives that we have used to design specific elements of our executive compensation program to address. However, it should be noted that we have designed our compensation programs to complement each other and collectively serve all of our executive compensation objectives described above. Accordingly, whether or not specifically mentioned below, we believe that each element of our executive compensation program serves each of our objectives to a greater or lesser extent.

While we did not conduct formal benchmarking with respect to the compensation of our named executive officers in fiscal 2024, we have from time to time used data prepared by Meridian Compensation Partners as one of several factors to inform certain of our determinations with respect to such compensation. When we have done so, we considered and confirmed the independence of Meridian Compensation Partners.

Base Salary - Named Executive Officers

We pay our named executive officers a base salary, which we review and determine annually. We believe that a competitive base level of compensation is a necessary element of any compensation program that is designed to attract and retain talented and experienced executive officers who will facilitate the accomplishment of our long-term strategic plan and increase shareholder value. We also believe that attractive base salaries can motivate and reward executive officers for their overall performance. The base salaries paid to our named executive officers reflect the general performance of our named executive officers during prior years, their roles and responsibilities, and their experience, skills and contributions.

The base salaries set forth in the “Summary Compensation Table” below reflect the base salaries earned by our named executive officers in fiscal 2024. We determined the base salaries of our named executive officers on a fiscal year basis.

The following table includes the annual base salaries of our named executive officers for fiscal 2024 and 2023, respectively. The increase in annual base salaries were the result of their performance and also reflected the fact that fiscal 2024 consisted of 53 weeks while fiscal 2023 consisted of 52 weeks.

Name	Fiscal 2024	Fiscal 2023
Steven S. Sintros	\$ 941,545	\$ 888,251
Shane F. O'Connor	\$ 447,320	\$ 421,997
David M. Katz	\$ 489,465	\$ 461,761
David A. DiFillippo	\$ 451,984	\$ 426,400
William M. Ross	\$ 419,363	\$ 393,748

Annual Cash Incentive Bonuses - Named Executive Officers

Consistent with our emphasis on performance incentive compensation programs, our named executive officers are eligible to receive annual cash incentive bonuses primarily based on their performance as measured against predetermined corporate financial goals that we establish. The primary objective of our annual cash incentive bonuses is to motivate our named executive officers and to reward them for meeting our short-term objectives using a performance-based compensation program with objectively determinable goals. Our annual cash incentive bonuses also align the interests of our named executive officers and our shareholders by providing our executives with incentives to increase shareholder value and a reward for doing so.

Mr. Sintros participates in our CEO Bonus Plan, and our other named executive officers participate in our Executive Bonus Plan. Our CEO Bonus Plan and Executive Bonus Plan are described below. The performance metrics for fiscal 2024 under the CEO Bonus Plan were the same as the performance metrics under our Executive Bonus Plan and are based on corporate adjusted revenue and adjusted operating income. We designed the structure of the plans in fiscal 2024 to align the performance bonus criteria for all of our named executive officers. In establishing our bonus opportunities under the Executive Bonus Plan, we consider the incentives that we want to provide to our executives.

In addition, as described above, certain of our named executive officers have the opportunity to earn cash bonuses in connection with MBOs that we design at the beginning of the fiscal year. In fiscal 2024, each of Messrs. Sintros and O'Connor had the opportunity to earn cash bonuses based on MBOs, which are described below.

CEO Bonus Plan

Under our CEO Bonus Plan, Mr. Sintros has the potential to earn annual cash incentive bonuses at a level that represents a meaningful portion of his cash compensation. For fiscal 2024, our CEO Bonus Plan provided for potential annual cash incentive bonuses of up to 127.5% of Mr. Sintros' salary earned for the fiscal year. Potential bonus payments under our CEO Bonus Plan are linked to objective criteria set forth in the plan. Mr. Sintros can earn annual cash incentive bonuses based on predetermined criteria tied to adjusted revenues and adjusted operating income.

At the beginning of fiscal 2024, we set five potential achievement levels with respect to adjusted revenue. If actual adjusted revenue met a specified achievement level, Mr. Sintros would earn a corresponding specified percentage of his salary. The CEO Bonus Plan for fiscal 2024 included potential adjustments to actual revenues to take into account the impact of any deterioration of the Canadian dollar to U.S. dollar exchange rate from 0.74 U.S. dollars to 1.0 Canadian dollar and potential adjustments relating to significant transactions that are not customary nor likely to recur.

At the beginning of fiscal 2024, we also set five potential achievement levels with respect to adjusted operating income. If actual adjusted operating income met a specified achievement level, Mr. Sintros would also earn a corresponding specified percentage of his salary. The CEO Bonus Plan for fiscal 2024 included potential adjustments to actual operating income to take into account Company costs and expenses in excess of \$1.0 million associated with claims, litigation, regulatory or environmental matters, asset impairment, the gross margin related to significant transactions that are not customary nor likely to recur, any foreign exchange gain or loss recognized in the fiscal year, changes in generally accepted accounting principles impacting operating income in excess of

forecast, any difference in management bonus expense compared to the forecasted amount and losses, costs or expenses arising from natural catastrophes or similar events.

The following table includes the potential and actual achievement levels and corresponding bonus payouts for fiscal 2024 with respect to adjusted revenue under our CEO Bonus Plan (in millions, except percentages):

Adjusted Revenue Potential Achievement Levels and Bonus as a % of Base Salary					Actual Results	
Threshold (50%)	Achievement (75%)	Target (100%)	Achievement (125%)	Maximum (150%)	Adjusted 2024 Revenue Achieved	% Payout based on Revenue Achievement
\$2,385.0	\$2,405.0	\$2,425.0	\$2,445.0	\$2,465.0	\$2,429.6	
21.3%	31.9%	42.5%	53.1%	63.8%		42.5%

Our actual revenue for fiscal 2024 was \$2,727.4 million and our adjusted revenue under the CEO Bonus Plan was \$2,429.6 million. As a result, based on achieving the target level, Mr. Sintros earned a bonus of 42.5% of his base salary on account of adjusted revenue for fiscal 2024.

The following table includes the potential and actual achievement levels and corresponding bonus payouts for fiscal 2024 with respect to adjusted operating income under our CEO Bonus Plan (in millions, except percentages):

Adjusted Operating Income Potential Achievement Levels and Bonus as a % of Base Salary					Actual Results	
Threshold (50%)	Achievement (75%)	Target (100%)	Achievement (125%)	Maximum (150%)	Adjusted 2024 Operating Income	% Payout based on Operating Income Achievement
\$166.4	\$176.6	\$186.8	\$196.9	\$207.1	\$200.5	
21.3%	31.9%	42.5%	53.1%	63.8%		53.1%

Our actual operating income for fiscal 2024 was \$183.6 million and our adjusted operating income under the CEO Bonus Plan was \$200.5 million. As a result, based on achieving the 125% achievement level, Mr. Sintros' earned a bonus of 53.1% of his base salary on account of adjusted operating income for fiscal 2024.

The amount of Mr. Sintros' bonus for fiscal 2024 under the CEO Bonus Plan was determined to be \$900,352, which was 95.6% of his base salary. Such amount is reflected in the "Non-Equity Incentive Plan Compensation" column of the "Summary Compensation Table" below.

Executive Bonus Plan

Under our Executive Bonus Plan, our named executive officers have the potential to earn annual cash incentive bonuses at a level that represents a meaningful portion of our named executive officers' cash compensation. For fiscal 2024, our Executive Bonus Plan provided for potential annual cash incentive bonuses of up to 60% of the named executive officer's salary earned for the fiscal year. Potential bonus payments under our Executive Bonus Plan are linked to objective criteria set forth in the plan. Our named executive officers can earn annual cash incentive bonuses based on predetermined criteria tied to corporate adjusted revenues and adjusted operating income.

At the beginning of fiscal 2024, we set five potential achievement levels with respect to adjusted revenue. If actual adjusted revenue met a specified achievement level, each executive would earn a corresponding specified percentage of the executive's salary. The Executive Bonus Plan for fiscal 2024 included the same potential adjustments to actual revenue as were included in the CEO Bonus Plan described above.

At the beginning of fiscal 2024, we also set five potential achievement levels with respect to adjusted operating income. If actual adjusted operating income met a specified achievement level, each executive would earn a corresponding specified percentage of the executive's salary. The Executive Bonus Plan for fiscal 2024 included the same potential adjustments to actual operating income as were included in the CEO Bonus Plan described above.

The following table includes the potential and actual achievement levels and corresponding bonus payouts for fiscal 2024 with respect to adjusted revenue under our Executive Bonus Plan (in millions, except percentages):

Adjusted Revenue Potential Achievement Levels and Bonus as a % of Base Salary					Actual Results	
Threshold (50%)	Achievement (75%)	Target (100%)	Achievement (125%)	Maximum (150%)	Adjusted 2024 Revenue Achieved	% Payout based on Revenue Achievement
\$2,385.0	\$2,405.0	\$2,425.0	\$2,445.0	\$2,465.0	\$2,429.6	
10.0%	15.0%	20.0%	25.0%	30.0%		20.0%

Our actual revenue for fiscal 2024 was \$2,727.4 million and our adjusted revenue under the Executive Bonus Plan was \$2,429.6 million. As a result, based on achieving the target level, each named executive officer earned a bonus of 20.0% of the executive's base salary on account of adjusted revenue for fiscal 2024.

The following table includes the potential and actual achievement levels and corresponding bonus payouts for fiscal 2024 with respect to adjusted operating income under our Executive Bonus Plan (in millions, except percentages):

Adjusted Operating Income Potential Achievement Levels and Bonus as a % of Base Salary					Actual Results	
Threshold (50%)	Achievement (75%)	Target (100%)	Achievement (125%)	Maximum (150%)	Adjusted 2024 Operating Income	% Payout based on Operating Income Achievement
\$166.4	\$176.6	\$186.8	\$196.9	\$207.1	\$200.5	
10.0%	15.0%	20.0%	25.0%	30.0%		25.0%

Our actual operating income for fiscal 2024 was \$183.6 million and our adjusted operating income under the Executive Bonus Plan was \$200.5 million. As a result, based on achieving the 125% achievement level, named executive officers earned a bonus of 25.0% of the executive's base salary on account of adjusted operating income for fiscal 2024.

As a result of the achievement levels under our Executive Bonus Plan discussed above, our named executive officers received the following annual cash incentive bonuses for fiscal 2024:

Name	Bonus	% of Base Salary
Shane F. O'Connor	\$ 201,294	45.0%
David M. Katz	\$ 220,259	45.0%
David A. DiFillippo	\$ 203,393	45.0%
William M. Ross	\$ 188,713	45.0%

The 45.0% of base salary earned by each of the named executive officers under our Executive Bonus Plan is reflected in the "Non-Equity Incentive Plan Compensation" column of the "Summary Compensation Table" below.

CEO MBO Bonus

For fiscal 2024, we determined that Mr. Sintros would be eligible to receive a cash bonus of up to \$200,000 (approximately 21.2% of his base salary) based on the potential achievement of four MBOs that we designed at the beginning of fiscal 2024. The first MBO was tied to ESG related matters, the second MBO related to customer retention matters, the third MBO related to organizational and succession planning matters and the fourth MBO related to strategic planning matters. The Committee set the achievement potential for each of the MBOs at \$50,000. We determined that Mr. Sintros achieved the maximum potential bonus related to the ESG and strategic planning matters MBOs and a bonus of \$25,000 with respect to organizational and succession planning matter MBO. As a result, we approved an aggregate cash bonus of \$125,000 to be paid to Mr. Sintros on account of such MBOs. Such bonus with respect to Mr. Sintros' MBOs is included in the "Bonus" column of the "Summary Compensation Table" below.

CFO MBO Bonus

For fiscal 2024, we determined that Mr. O'Connor would be eligible to receive a cash bonus of up to \$100,000 (approximately 22.4% of his base salary) based on the potential achievement of two MBOs. The first MBO was tied to the continued implementation of the CRM and ERP systems, and the second MBO was tied to the remediation of the previously identified material weakness in our internal controls. The Committee set the achievement potential for each MBO at \$50,000. We determined that Mr. O'Connor achieved the maximum potential bonus under the CRM and ERP systems-related MBO but did not achieve the internal control-related MBO. As a result, we approved an aggregate cash bonus of \$50,000 to be paid to Mr. O'Connor on account of the CRM and ERP systems-related MBO. Such bonus with respect to Mr. O'Connor's MBO is included in the "Bonus" column of the "Summary Compensation Table" below.

Long-Term Equity Incentive Compensation—Named Executive Officers

We grant long-term equity incentive awards to our named executive officers as part of our total compensation package. We use long-term equity incentive awards as part of our emphasis on performance-based incentive compensation. Our long-term equity incentive awards align the interests of our named executive officers and our shareholders by providing our executives with incentives to increase shareholder value and a reward for doing so. We generally grant long-term incentive awards once each year to each of our named executive officers. We generally grant such equity awards in October or November after the filing of Annual Report on Form 10-K.

We awarded time-based stock-settled stock appreciation rights ("SAR") and restricted stock units ("RSU") to our named executive officers in fiscal 2024. With respect to SARs, the recipient receives the value (in shares) of the appreciation in the market price of our Common Stock from the grant date to the exercise date. The SARs and RSUs vest in five equal annual installments of 20%. We sometimes refer to our SARs herein as "Share-Based Awards."

In fiscal 2024, we granted the following SARs to the following named executive officers:

Name	Number of Securities Underlying SARs	Exercise or Base Price of SAR Awards (\$/Sh)
Steven S. Sintros	6,179	\$ 164.43
Shane F. O'Connor	2,207	\$ 164.43
David M. Katz	1,986	\$ 164.43
David A. DiFillippo	1,545	\$ 164.43
William M. Ross	1,545	\$ 164.43

In fiscal 2024, we granted the following RSUs to the following named executive officers:

Name	Number of RSUs
Steven S. Sintros	4,562
Shane F. O'Connor	2,281
David M. Katz	2,053
David A. DiFillippo	1,597
William M. Ross	1,597

In fiscal 2024, we also granted performance-based restricted stock units ("PSUs") to our named executive officers. The performance criteria and achievement levels under the PSU awards were the same as the adjusted revenue and adjusted operating income criteria and achievement levels established under the CEO Bonus Plan and Executive Bonus Plan, which are described above. Additional information regarding potential achievement levels

with respect to our PSUs is set forth in the “Grants of Plan-Based Awards table” below. PSUs that are determined to be earned upon achievement of the performance criteria are fully vested.

The following PSUs were earned by our named executive officers on account of our adjusted revenue achievement at the target level and adjusted operating income achievement at the 125% achievement level for fiscal 2024:

Name	Number of PSUs	
	Earned based on Adjusted Revenue Achievement	Earned based on Adjusted Operating Income Achievement
Steven S. Sintros	1,520	1,901
Shane F. O'Connor	381	476
David M. Katz	343	428
David A. DiFillippo	267	333
William M. Ross	267	333

Broad-Based Benefits Programs and Perquisites

All full-time employees, including our named executive officers, may participate in our health and welfare benefit programs, including medical, dental and vision care coverage, disability insurance, life insurance and the UniFirst Corporation Profit Sharing Plan. In addition, certain of our full-time employees, including our named executive officers, may participate in the UniFirst Corporation Unfunded Supplemental Executive Retirement Plan or the UniFirst Corporation Deferred Compensation Plan. In fiscal 2024, our named executive officers also received certain perquisites and personal benefits set forth in the “Summary Compensation Table” below. We provide these benefits to retain and attract talented executives with the skills and experience to further our long-term strategic plan.

Executive Employment Plan

On October 26, 2020, our Board of Directors and the Compensation Committee of our Board of Directors adopted an Executive Employment Plan under which our named executive officers are eligible to participate, subject to certain requirements. The Executive Employment Plan provides for certain cash payments upon a named executive officer’s termination under certain specified circumstances. The Executive Employment Plan is intended, among other things, to ensure the ongoing commitment and continued attention and dedication of our named executive officers to their positions and to the best interest of our shareholders in the event of a change in control. The Executive Employment Plan serves as a retention component of our executive compensation program and is also designed to attract talented executives to our Company. In connection with our design of the Executive Employment Plan, we engaged Meridian Compensation Partners, a third-party compensation consultant, to advise on the structure of the plan. Prior to engaging Meridian Compensation Partners, we assessed the independence of the firm.

See “Potential Payments Upon Termination or Change in Control” below for additional information regarding our Executive Employment Plan.

Our Executive Compensation Process

The Compensation Committee of our Board of Directors is primarily responsible for establishing the compensation paid to our named executive officers. The Board of Directors has determined that each member of the Compensation Committee is “independent” as that term is defined under the applicable rules of the NYSE. In determining executive compensation, our Compensation Committee annually reviews the performance of our named executive officers with our CEO, and our CEO makes recommendations to our Compensation Committee with respect to the appropriate base salary, annual cash incentive bonus payments and grants of long-term equity incentive awards for each of our named executive officers. Our Compensation Committee annually reviews the performance of our CEO and establishes the appropriate base salary, annual cash incentive bonus payments and grants of long-term equity incentive awards to be paid to him. In general, we do not engage in a formal benchmarking process in setting the compensation for our executives. As described above, however, we from time to time use

certain data provided by Meridian Compensation Partners as one factor for certain executive compensation determinations.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2024 for filing with the SEC.

Compensation Committee

Michael Iandoli (Chair)
Cecilia McKenney
Raymond C. Zemlin

Summary Compensation Table

The following table sets forth summary information concerning the annual compensation for the years ended August 31, 2024, August 26, 2023 and August 27, 2022, respectively, awarded to, earned by or paid to our CEO, EVP and CFO and our other three most highly-compensated executive officers (collectively, for purposes of the tables set forth in this Proxy Statement, our "named executive officers"):

Name and Principal Position	Year	Salary (1)	Bonus	Share-Based Awards (2)	Stock Awards (3)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-qualified Deferred Compensation Earnings (4)	All Other Compensation (5)	Total
Steven S. Sintros President & CEO	2024	\$941,545	\$125,000	\$350,040	\$1,249,997	\$900,352	\$288,516	\$31,090	\$3,886,540
	2023	\$888,251	\$162,500	\$349,970	\$1,249,877	\$755,013	\$—	\$29,945	\$3,435,556
	2022	\$849,998	\$153,550	\$350,014	\$1,500,585	\$424,999	\$—	\$32,870	\$3,312,016
Shane F. O'Connor EVP & CFO	2024	\$447,320	\$50,000	\$125,027	\$500,360	\$201,294	\$82,834	\$30,931	\$1,437,766
	2023	\$421,997	\$50,000	\$125,029	\$500,522	\$168,799	\$—	\$29,520	\$1,295,867
	2022	\$400,000	\$12,500	\$112,538	\$337,597	\$100,001	\$—	\$31,155	\$993,791
David M. Katz EVP, Sales & Marketing	2024	\$489,465	\$—	\$112,507	\$450,374	\$220,259	\$114,302	\$30,973	\$1,417,880
	2023	\$461,761	\$—	\$112,501	\$450,413	\$184,704	\$9,158	\$29,409	\$1,247,946
	2022	\$444,000	\$13,875	\$100,028	\$300,198	\$111,000	\$—	\$32,870	\$1,001,971
David A. DiFillippo EVP, Operations	2024	\$451,984	\$—	\$87,524	\$350,400	\$203,393	\$80,210	\$30,936	\$1,204,447
	2023	\$426,400	\$—	\$87,508	\$350,194	\$170,559	\$—	\$29,374	\$1,064,035
	2022	\$410,000	\$12,813	\$75,007	\$225,198	\$102,501	\$—	\$32,870	\$858,389
William M. Ross EVP, Operations	2024	\$419,363	\$—	\$87,524	\$350,400	\$188,713	\$148,641	\$30,953	\$1,225,594
	2023	\$393,748	\$—	\$87,508	\$350,194	\$157,499	\$—	\$29,435	\$1,018,384
	2022	\$375,000	\$11,719	\$75,007	\$225,198	\$93,751	\$—	\$32,870	\$813,545

- (1) Fiscal 2024 consisted of 53 weeks while fiscal 2023 and fiscal 2022 each consisted of 52 weeks. The base salary amounts for fiscal 2024 reflect the impact of the additional week, including the impact of the timing of our bi-weekly pay periods.
- (2) The amounts shown represent the aggregate grant date fair value related to the grant of SARs to our named executive officers in fiscal 2024, 2023 and 2022, respectively, calculated in accordance with FASB ASC Topic 718 (excluding the effect of any estimate of future forfeitures). Additional information concerning our financial reporting of SARs is presented in Notes 1 and 12 to our Consolidated

Financial Statements set forth in our Annual Reports on Form 10-K for the years ended August 31, 2024, August 26, 2023 and August 27, 2022. See the “Outstanding Equity Awards at Fiscal Year-End – 2024” table below for additional details regarding the SARs that were granted to our named executive officers in fiscal 2024, 2023 and 2022.

- (3) The amounts shown represent the aggregate grant date fair value related to the grant of RSUs (including 4,561 PSUs granted to Mr. Sintros, 1,142 PSUs granted to Mr. O’Connor, 1,028 PSUs granted to Mr. Katz, 800 PSUs to each Messrs. DiFillippo and Ross which may be earned based on the Company’s achievement of certain performance criteria) to our named executive officers in fiscal 2024, calculated in accordance with FASB ASC Topic 718 (excluding the effect of any estimate of future forfeitures). In November 2024, the Compensation Committee determined that 3,421 of the PSUs granted to Mr. Sintros, 857 of the PSUs granted to Mr. O’Connor, 771 of the PSUs granted to Mr. Katz, and 600 PSUs to each Messrs. DiFillippo and Ross were earned and vested based on the Company’s adjusted revenue and adjusted operating income in fiscal 2024. Additional information concerning our financial reporting of RSUs is presented in Notes 1 and 12 to our Consolidated Financial Statements set forth in our Annual Reports on Form 10-K for the years ended August 31, 2024, August 26, 2023 and August 27, 2022. See the “Outstanding Equity Awards at Fiscal Year-End – 2024” table below for additional details regarding the RSUs that were granted to our named executive officers in fiscal 2024.
- (4) Amounts reported in this column for fiscal 2024 represent the present value of the accumulated benefit obligation (“ABO”) as of August 31, 2024 minus the present value of the ABO as of August 26, 2023 under the UniFirst Corporation Unfunded Supplemental Executive Retirement Plan, as amended (“SERP”). Amounts reported in this column for fiscal 2023 represent the present value of the ABO as of August 26, 2023 minus the present value of the ABO as of August 27, 2022 under our SERP. As of August 26, 2023, such changes in the present value of the ABO relative to August 27, 2022 were (\$27,889) with respect to Mr. Sintros, (\$14,744) with respect to Mr. O’Connor, (\$14,022) with respect to Mr. DiFillippo and (\$29,256) with respect to Mr. Ross. However, SEC disclosure regulations state that negative changes should not be reflected in the Summary Compensation Table. Accordingly, such changes with respect to Messrs. Sintros, DiFillippo, Ross, and O’Connor are reflected in the table as “\$0” with respect to fiscal 2023. Amounts reported in this column for fiscal 2022 represent the present value of the ABO as of August 27, 2022 minus the present value of the ABO as of August 28, 2021 under our SERP. As of August 27, 2022 such changes in the present value of the ABO relative to August 28, 2021 were (\$294,477) with respect to Mr. Sintros, (\$191,869) with respect to Mr. O’Connor, (\$113,151) with respect to Mr. Katz (\$226,731) with respect to Mr. DiFillippo and (\$233,998) with respect to Mr. Ross. However, SEC disclosure regulations state that negative changes should not be reflected in the Summary Compensation Table. Accordingly, such changes with respect to Messrs. Sintros, DiFillippo, Ross, Katz and O’Connor are reflected in the table as “\$0” with respect to fiscal 2022. Our obligation has been estimated assuming benefits commence at normal social security retirement age and using FASB ASC Topic 715 assumptions for mortality, assumed payment form and discount rates in effect at the measurement dates. Since the Company does not credit interest at above-market rates, no interest amounts are included in these totals. See the “Pension Benefits Table – Fiscal 2024” below for additional details about the accumulated benefits of each named executive officer under our SERP with respect to fiscal 2024. See the “Pension Benefits Table – Fiscal 2023” in our Proxy Statement for the 2024 Annual Meeting of Shareholders, filed with the SEC on November 30, 2023 for additional details about the accumulated benefits of each named executive officer under our SERP with respect to fiscal 2023. See the “Pension Benefits Table – Fiscal 2022” in our Proxy Statement for the 2023 Annual Meeting of Shareholders filed with the SEC on December 1, 2022 for additional details about the accumulated benefits of each named executive officer under our SERP with respect to fiscal 2022.
- (5) The components of “All Other Compensation” for fiscal 2024 includes the following in the table below. Fiscal 2023 and fiscal 2022 amounts were reported in our 2023 and 2022 proxy statements, respectively.

	Car allowance	401 (k) contributions	Profit sharing	Total
Steven S. Sintros	\$ 12,450	\$ 13,800	\$ 4,840	\$ 31,090
Shane F. O’Connor	\$ 12,450	\$ 13,641	\$ 4,840	\$ 30,931
David M. Katz	\$ 12,450	\$ 13,683	\$ 4,840	\$ 30,973
David A. DiFillippo	\$ 12,450	\$ 13,646	\$ 4,840	\$ 30,936
William M. Ross	\$ 12,450	\$ 13,663	\$ 4,840	\$ 30,953

Grants of Plan-Based Awards – Fiscal 2024

The following table contains information related to non-equity incentive plan awards made to our CEO under our CEO Bonus Plan, non-equity incentive plan awards made to our other named executive officers under our Executive Bonus Plan and RSU awards and Share-Based Awards granted to our named executive officers under our 2010 Stock Option and Incentive Plan during fiscal 2024:

Name	Grant Date	Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Possible Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Securities Underlying Awards (4)	All Other Share-Based Awards: Number of Securities Underlying Awards (3)	Exercise or Base Price of Share-Based Awards (\$/Sh) (1)	Grant Date Fair Value of Stock and Share-Based Awards (\$)(2)
			Threshold (\$)(5)	Target (\$)(5)	Maximum (\$)(5)	Threshold (#)	Target (#)	Maximum (#)				
Steven S. Sintros	10/31/2023	10/24/2023								6,179	164.43	350,040
	10/31/2023	10/24/2023						4,562		—		750,130
	10/24/2023	10/24/2023	401,098	800,313	1,201,411							
	10/31/2023	10/24/2023				1,520 (6)	3,041 (6)	4,561 (6)			—	
Shane F. O'Connor	10/31/2023	10/24/2023								2,207	164.43	125,027
	10/31/2023	10/24/2023						2,281		—		375,065
	10/24/2023	10/24/2023	89,464	178,928	268,392							
	10/31/2023	10/24/2023				382 (7)	762 (7)	1,142 (7)			—	
David M. Katz	10/31/2023	10/24/2023								1,986	164.43	112,507
	10/31/2023	10/24/2023						2,053		—		337,575
	10/24/2023	10/24/2023	97,893	195,786	293,679							
	10/31/2023	10/24/2023				344 (8)	686 (8)	1,028 (8)			—	
David A. DiFillippo	10/31/2023	10/24/2023								1,545	164.43	87,524
	10/31/2023	10/24/2023						1,597		—		262,595
	10/24/2023	10/24/2023	90,397	180,794	271,190							
	10/31/2023	10/24/2023				268 (9)	534 (9)	800 (9)			—	
William M. Ross	10/31/2023	10/24/2023								1,545	164.43	87,524
	10/31/2023	10/24/2023						1,597		—		262,595
	10/24/2023	10/24/2023	83,873	167,745	251,618							
	10/31/2023	10/24/2023				268 (9)	534 (9)	800 (9)			—	

- (1) Amounts represent the fair market value of our Common Stock on the date of the grant. Fair market value is determined using the closing price of our Common Stock as reported on the NYSE on the date of the grant.
- (2) Amounts represent the grant date fair value of the SARs and RSUs granted during fiscal 2024. These amounts were calculated in accordance with FASB ASC Topic 718 (excluding the effect of any estimate of future forfeitures).
- (3) Amounts represent the number of stock-settled SARs granted during fiscal 2024. These SARs become vested and exercisable 20% per year on each anniversary of October 31, 2023. These grants expire ten years from the date of grant.
- (4) Amounts represent RSUs granted during fiscal 2024. Such RSUs vest 20% per year on each anniversary of October 31, 2023.
- (5) Represents threshold, target and maximum possible payouts under the CEO Bonus Plan or Executive Bonus Plan, as applicable, for fiscal 2024. See "Compensation Discussion and Analysis – Annual Cash Incentive Bonuses – Named Executive Officers – CEO Bonus Plan" and "Compensation Discussion and Analysis – Annual Cash Incentive Bonuses – Named Executive Officers – Executive Bonus Plan" for additional information regarding the possible and actual payouts under the CEO Bonus Plan and the Executive Bonus Plan for fiscal 2024.
- (6) Represents the grant of 4,561 PSUs to Mr. Sintros for fiscal 2024. The actual number of RSUs to be earned was based on the achievement of certain Company performance criteria. See "Compensation Discussion and Analysis – Long-Term Equity Incentive Compensation – Named Executive Officers" for additional information regarding the PSUs granted to Mr. Sintros in fiscal 2024. After the end of the performance period, the Compensation Committee determined that Mr. Sintros earned 3,421 of such PSUs.
- (7) Represents the grant of 1,142 PSUs to Mr. O'Connor for fiscal 2024. The actual number of RSUs to be earned was based on the achievement of certain Company performance criteria. See "Compensation Discussion and Analysis – Long-Term Equity Incentive Compensation – Named Executive Officers" for additional information regarding the PSUs granted to Mr. O'Connor in fiscal 2024. After the end of the performance period, the Compensation Committee determined that Mr. O'Connor earned 857 of such PSUs.
- (8) Represents the grant of 1,028 PSUs to Mr. Katz for fiscal 2024. The actual number of RSUs to be earned was based on the achievement of certain Company performance criteria. See "Compensation Discussion and Analysis – Long-Term Equity Incentive Compensation – Named Executive Officers" for additional information regarding the PSUs granted to Mr. Katz in fiscal 2024. After the end of the performance period, the Compensation Committee determined that Mr. Katz earned 771 of such PSUs.
- (9) Represents the grant of 800 PSUs to each Messrs. DiFillippo and Ross for fiscal 2024. The actual number of RSUs to be earned was based on the achievement of certain Company performance criteria. See "Compensation Discussion and Analysis – Long-Term Equity Incentive Compensation – Named Executive Officers" for additional information regarding the PSUs granted to each of Messrs. DiFillippo and Ross in fiscal 2024. After the end of the performance period, the Compensation Committee determined that each Messrs. DiFillippo and Ross earned 600 of such PSUs.

Outstanding Equity Awards at Fiscal Year-End – 2024

The following table sets forth information concerning the outstanding RSUs and unexercised Share-Based Awards, which consist of SARs, held as of August 31, 2024 by our named executive officers:

Name	Share-Based Awards					Stock Awards					
	Number of Securities Underlying Unexercised Share-Based Awards		Number of Securities Underlying Unexercised Share-Based Awards		Share-Based Awards Exercise Price	Share-Based Awards 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 (1)	Equity Incentive Plan Awards: Number of Unearned Units That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Units That Have Not Vested	
	Exercisable	Unexercisable	Exercisable	Unexercisable							
Steven S. Sintros	5,152	(2)	—	—	\$165.40	12/14/2027	—	—	—	—	
	7,538	(3)	—	—	\$146.17	11/27/2028	—	—	—	—	
	5,931	(4)	1,483	(4)	\$201.24	10/29/2029	—	—	—	—	
	4,279	(5)	2,853	(5)	\$195.55	11/19/2030	—	—	—	—	
	2,562	(6)	3,845	(6)	\$201.07	11/17/2031	—	—	—	—	
	1,117	(7)	4,470	(7)	\$190.53	11/28/2032	—	—	—	—	
	—	(8)	6,179	(8)	\$164.43	10/31/2033	—	—	—	—	
							696	(10)	132,024	3,040 (9)	576,658 (9)
							1,289	(11)	244,510	—	—
							2,239	(12)	424,716	—	—
							3,149	(13)	597,334	—	—
							4,562	(14)	865,366	—	—
Shane F. O'Connor	1,137	(15)	—	—	\$167.80	1/2/2028	—	—	—	—	
	1,297	(16)	—	—	\$152.38	10/22/2028	—	—	—	—	
	1,101	(17)	276	(17)	\$201.24	10/29/2029	—	—	—	—	
	950	(18)	634	(18)	\$166.94	10/26/2030	—	—	—	—	
	824	(6)	1,236	(6)	\$201.07	11/17/2031	—	—	—	—	
	399	(7)	1,597	(7)	\$190.53	11/28/2032	—	—	—	—	
	—	(8)	2,207	(8)	\$164.43	10/31/2033	—	—	—	—	
							194	(20)	36,800	762 (19)	144,544 (19)
							468	(21)	88,775	—	—
							1,008	(12)	191,208	—	—
							1,576	(13)	298,951	—	—
							2,281	(14)	432,683	—	—
David M. Katz	2,667	(22)	—	—	\$119.00	10/24/2026	—	—	—	—	
	1,233	(23)	—	—	\$156.05	10/23/2027	—	—	—	—	
	1,297	(16)	—	—	\$152.38	10/22/2028	—	—	—	—	
	1,101	(17)	276	(17)	\$201.24	10/29/2029	—	—	—	—	
	950	(18)	634	(18)	\$166.94	10/26/2030	—	—	—	—	
	732	(6)	1,099	(6)	\$201.07	11/17/2031	—	—	—	—	
	359	(7)	1,437	(7)	\$190.53	11/28/2032	—	—	—	—	
	—	(8)	1,986	(8)	\$164.43	10/31/2033	—	—	—	—	
							194	(20)	36,800	686 (24)	130,127 (24)
							468	(21)	88,775	—	—
							896	(12)	169,962	—	—
							1,418	(13)	268,980	—	—
							2,053	(14)	389,434	—	—
David A. DiFillippo	4,000	(25)	—	—	\$104.67	10/26/2025	—	—	—	—	
	4,000	(22)	—	—	\$119.00	10/24/2026	—	—	—	—	
	1,233	(23)	—	—	\$156.05	10/23/2027	—	—	—	—	
	1,297	(16)	—	—	\$152.38	10/22/2028	—	—	—	—	
	1,101	(17)	276	(17)	\$201.24	10/29/2029	—	—	—	—	
	950	(18)	634	(18)	\$166.94	10/26/2030	—	—	—	—	
	549	(6)	824	(6)	\$201.07	11/17/2031	—	—	—	—	
	279	(7)	1,118	(7)	\$190.53	11/28/2032	—	—	—	—	
	—	(8)	1,545	(8)	\$164.43	10/31/2033	—	—	—	—	
							194	(20)	36,800	534 (26)	101,294 (26)
							468	(21)	88,775	—	—
							672	(12)	127,472	—	—
							1,103	(13)	209,228	—	—
							1,597	(14)	302,935	—	—
William M. Ross	1,101	(17)	276	(17)	\$201.24	10/29/2029	—	—	—	—	
	950	(18)	634	(18)	\$166.94	10/26/2030	—	—	—	—	
	549	(6)	824	(6)	\$201.07	11/17/2031	—	—	—	—	
	279	(7)	1,118	(7)	\$190.53	11/28/2032	—	—	—	—	
	—	(8)	1,545	(8)	\$164.43	10/31/2033	—	—	—	—	
							194	(20)	36,800	534 (26)	101,294 (26)
							468	(21)	88,775	—	—
							672	(12)	127,472	—	—
							1,103	(13)	209,228	—	—
							1,597	(14)	302,935	—	—

(1) The amount shown is based on the closing price of the Company's Common Stock of \$189.69 per share on August 30, 2024, the last trading day of fiscal 2024, as reported by the NYSE.

- (2) These stock-settled SARs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on December 14, 2018.
- (3) These stock-settled SARs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on November 27, 2019.
- (4) These stock-settled SARs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on October 29, 2020.
- (5) These stock-settled SARs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on November 19, 2021.
- (6) These stock-settled SARs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on October 31, 2022.
- (7) These stock-settled SARs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on October 31, 2023.
- (8) These stock-settled SARs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting occurring on October 31, 2024.
- (9) Represents 4,561 PSUs that, as of August 31, 2024, were subject to the satisfaction of performance criteria as more fully described under the heading "Compensation Discussion and Analysis" in this Proxy Statement. In November 2024, the Compensation Committee determined that 3,421 of such PSUs were earned and vested based on the Company's adjusted revenue and adjusted operating income in fiscal 2024.
- (10) These RSUs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on October 29, 2020.
- (11) These RSUs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on November 19, 2021.
- (12) These RSUs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on October 31, 2022.
- (13) These RSUs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting having occurred on October 31, 2023.
- (14) These RSUs are subject to a 20% per year ratable vesting schedule on each anniversary of the grant date with the first vesting occurring on October 31, 2024.
- (15) These stock-settled SARs are subject to a five-year cliff vesting schedule and became fully vested and exercisable on January 2, 2023.
- (16) These stock-settled SARs are subject to a 20% per year ratable vesting schedule and became fully vested and exercisable on October 31, 2023.
- (17) These stock-settled SARs are subject to a 20% per year ratable vesting schedule and become fully vested and exercisable on October 31, 2024.
- (18) These stock-settled SARs are subject to a 20% per year ratable vesting schedule and become fully vested and exercisable on October 31, 2025.
- (19) Represents 1,142 PSUs that, as of August 31, 2024, were subject to the satisfaction of performance criteria as more fully described under the heading "Compensation Discussion and Analysis" in this Proxy Statement. In November 2024, the Compensation Committee determined that 857 of such PSUs were earned and vested based on the Company's adjusted revenue and adjusted operating income in fiscal 2024.
- (20) These RSUs are subject to a 20% per year ratable vesting schedule and become vested and exercisable on October 31, 2024.
- (21) These RSUs are subject to a 20% per year ratable vesting schedule and become fully vested and exercisable on October 31, 2025.
- (22) These stock-settled SARs are subject to a five-year cliff vesting schedule and became fully vested and exercisable on October 24, 2021.
- (23) These stock-settled SARs are subject to a 20% per year ratable vesting schedule and became fully vested and exercisable on October 31, 2022.

- (24) Represents 1,028 PSUs that, as of August 31, 2024, were subject to the satisfaction of performance criteria as more fully described under the heading “Compensation Discussion and Analysis” in this Proxy Statement. In November 2024, the Compensation Committee determined that 771 of such PSUs were earned and vested based on the Company’s adjusted revenue and adjusted operating income in fiscal 2024.
- (25) These stock-settled SARs are subject to a five-year cliff vesting schedule and became fully vested and exercisable on October 26, 2020.
- (26) Represents 800 PSUs that, as of August 31, 2024, were subject to the satisfaction of performance criteria as more fully described under the heading “Compensation Discussion and Analysis” in this Proxy Statement. In November 2024, the Compensation Committee determined that 600 of such restricted stock units were earned and vested based on the Company’s adjusted revenue and adjusted operating income in fiscal 2024.

Upon an executive’s retirement, if the executive is at least 64 years old and has an age plus length of service to the Company of at least 79 years, all unvested SAR and RSU awards granted to the executive that have been outstanding for at least one year vest in full.

Option Exercises and Stock Vested Table – Fiscal 2024

The following table sets forth the number of shares of Common Stock acquired or that vested and the aggregate dollar value realized as a result of stock-settled SAR exercises and the vesting of RSUs during fiscal 2024 with respect to our named executive officers:

Name	Share-Based Awards		Stock Awards		
	Number of Shares Acquired on Exercise	Value Realized on Exercise (1)	Number of Shares Acquired on Vesting	Market Value on Vest Date (2)	Value Realized on Vesting (3)
Steven S. Sintros	—	\$ —	645	\$ 170.83	\$ 110,185
			746	\$ 164.43	\$ 122,665
			787	\$ 164.43	\$ 129,406
			2,624	\$ 163.99	\$ 430,310
			856	\$ 173.22	\$ 148,276
			696	\$ 160.34	\$ 111,597
Shane F. O'Connor	—	\$ —	234	\$ 164.43	\$ 38,477
			336	\$ 164.43	\$ 55,248
			393	\$ 164.43	\$ 64,621
			658	\$ 163.99	\$ 107,905
			247	\$ 164.43	\$ 40,614
			194	\$ 164.43	\$ 31,899
David M. Katz	—	\$ —	234	\$ 164.43	\$ 38,477
			299	\$ 164.43	\$ 49,165
			354	\$ 164.43	\$ 58,208
			591	\$ 163.99	\$ 96,918
			247	\$ 164.43	\$ 40,614
			194	\$ 164.43	\$ 31,899
David A. DiFillippo	—	\$ —	234	\$ 164.43	\$ 38,477
			224	\$ 164.43	\$ 36,832
			275	\$ 164.43	\$ 45,218
			460	\$ 163.99	\$ 75,435
			247	\$ 164.43	\$ 40,614
			194	\$ 164.43	\$ 31,899
William M. Ross	4,000	\$ 228,480 (4)	234	\$ 164.43	\$ 38,477
	1,233	\$ 32,650 (5)	224	\$ 164.43	\$ 36,832
	1,297	\$ 39,105 (6)	275	\$ 164.43	\$ 45,218
			460	\$ 163.99	\$ 75,435
			247	\$ 164.43	\$ 40,614
		194	\$ 164.43	\$ 31,899	

- (1) Value realized on exercise is calculated as the market value of our Common Stock at the time of exercise of the stock appreciation right less the exercise price paid, multiplied by the number of shares underlying the stock option exercised.
- (2) Closing price of our Common Stock per share on the vest date.
- (3) Value realized upon vesting is calculated as the market value of our Common Stock at the time of vesting, multiplied by the number of shares that vested.
- (4) Value realized on exercise is as follows: \$57.12 (the market value at the time of exercise of \$176.12 less the exercise price of \$119.00), multiplied by 4,000 shares acquired upon exercise.
- (5) Value realized on exercise is as follows: \$26.48 (the market value at the time of exercise of \$182.53 less the exercise price of \$156.05), multiplied by 1,233 shares acquired upon exercise.

- (6) Value realized on exercise is as follows: \$30.15 (the market value at the time of exercise of \$182.53 less the exercise price of \$152.38), multiplied by 1,297 shares acquired upon exercise.

UniFirst Corporation Unfunded Supplemental Executive Retirement Plan

Certain of our employees, including our named executive officers, are eligible to participate in our Unfunded Supplemental Executive Retirement Plan ("SERP"). Retirement benefits provided by our SERP are based on a participant's average annual base earnings, exclusive of bonuses, commissions, fringe benefits and reimbursed expenses, for the last three years of full-time employment prior to the participant's retirement date ("Final Average Earnings"). Under the SERP, upon the retirement of a participant on their social security retirement date, a participant will receive a plan benefit in an aggregate amount equal to 1.33% of the participant's Final Average Earnings multiplied by their years of service, limited to 30 years, less 3.33% of the participant's primary social security benefit multiplied by their years of service, limited to 30 years.

Pension payments under our SERP are made at the intervals then in effect for the payment of base salaries to our executive officers. Upon the death of a participant, the participant's designated beneficiary will be paid retirement benefits for up to 12 years from the participant's date of retirement. Our SERP provides that, upon any change in control (as defined in the SERP) of the Company, participants in our SERP will receive a lump sum payment equal to the actuarial equivalent of their plan benefit as of the date of the change in control.

SERP Benefits Table – Fiscal 2024

The following table sets forth the actuarial present value of accumulated benefits under our SERP, the number of years of credited service and the dollar amount of payments and benefits paid during fiscal 2024 to our named executive officers as of August 31, 2024:

Name	Number of Years of Credited Service (1)	Present Value of Accumulated Benefits (2)	Payments During Last Fiscal Year
Steven S. Sintros	20	\$ 1,283,283	—
Shane F. O'Connor	18	\$ 419,976	—
David M. Katz	16	\$ 695,291	—
David A. DiFillippo	30	\$ 1,596,873	—
William M. Ross	30	\$ 1,187,879	—

- (1) As discussed in more detail below under the heading "UniFirst Corporation Unfunded Supplemental Executive Retirement Plan", our SERP limits the number of years of credited service to thirty for purposes of determining a participant's benefits under the plan. The actual years of service of Messrs. DiFillippo and Ross are 45 and 33, respectively.
- (2) Amounts reported in this column represent the present value of the ABO as of August 31, 2024. Our obligation has been estimated assuming benefits commence on the individual's social security retirement date and using FASB ASC Topic 715 assumptions for mortality, assumed payment form and discount rates in effect at the measurement dates.

UniFirst Corporation Deferred Compensation Plan

The UniFirst Corporation Deferred Compensation Plan (the “Deferred Compensation Plan”) became effective on February 1, 2022. The Deferred Compensation Plan is an unfunded, non-qualified deferred compensation plan that allows eligible participants to voluntarily defer the receipt of up to 50% of their salary and 75% of their annual cash bonuses.

In our discretion, we may credit one or more additional contributions to participant accounts. Participants in the Deferred Compensation Plan who are not accruing benefits under our SERP are eligible to have discretionary employer annual contributions credited to their Deferred Compensation Plan accounts. All participants are also eligible to have employer supplemental contributions and employer discretionary contributions credited to their Deferred Compensation Plan accounts. The amounts of such contributions may differ from year to year and from participant to participant.

Participants will be fully vested at all times in their elective deferrals and their employer supplemental contributions. Participants will vest in their employer annual contributions annually over a three-year period and will vest in their employer discretionary contributions at the end of a fifteen-year period. Employer annual contributions and employer discretionary contributions for a participant will also vest upon the participant’s attaining his or her retirement date, disability, death or upon a change in control (as defined in the Deferred Compensation Plan). The retirement date is the date the participant’s age and years of service equal 79, provided the participant has attained age 64. The Compensation Committee of the Board of Directors has the discretion to accelerate the vesting of employer annual contributions and employer discretionary contributions.

Amounts credited to a participant’s account will be notionally invested in one or more investment funds chosen by the participant, which are generally expected to be the same funds offered under the Company’s 401(k) plan.

Distributions under the Deferred Compensation Plan will generally be paid in a lump sum or up to ten annual installments, as elected by the participant, upon the participant’s separation from service on or after attaining his or her retirement date, or in a lump sum upon separation from service prior to attaining his or her retirement date. Participants may also elect in-service distributions to occur on a fixed date, either in a lump sum or in up to five annual installments; however, if a participant separates from service prior to attaining his or her retirement date, the distribution is payable in a lump sum. All distributions are paid in cash.

Eligibility for the Deferred Compensation Plan is determined by the Compensation Committee of the Board of Directors and is currently limited to employees with the title of Vice President or above. The Deferred Compensation Plan is administered by the Compensation Committee of the Board of Directors. Compensation deferred under the Deferred Compensation Plan and other amounts credited to participant accounts represent unsecured obligations of the Company.

Deferred Compensation Table – Fiscal 2024

The following table sets forth contributions made by our named executive officers and the Company to the “Deferred Compensation Plan during fiscal 2024.

Name	Executive Contributions in Fiscal 2024 (1)	Registrant Contributions in Fiscal 2024 (2)	Aggregate Earnings in Fiscal 2024 (3)	Aggregate Withdrawals /Distributions	Aggregate Balance at Fiscal 2024 End (4)
Steven S. Sintros	\$ —	\$ —	\$ —	\$ —	\$ —
Shane F. O’Connor	\$ 62,391	\$ —	\$ 17,513	\$ —	\$ 106,945
David M. Katz	\$ 37,680	\$ —	\$ 2,130	\$ —	\$ 39,810
David A. DiFillippo	\$ 11,598	\$ —	\$ 640	\$ —	\$ 12,238
William M. Ross	\$ 23,628	\$ —	\$ 8,000	\$ —	\$ 43,993

- (1) Amounts represent the dollar value of such executive's salary and annual cash bonuses earned in fiscal 2024 that was contributed to their participant account under the Deferred Compensation Plan in fiscal 2024. These amounts are included in the "Salary," "Bonus" and "Non-Equity Incentive Plan Compensation" columns of the "Summary Compensation Table."
- (2) Amounts represent the dollar value of contributions made by the Company in fiscal 2024 to each participant's account under the Deferred Compensation Plan.
- (3) Aggregate earnings in fiscal 2024 represent earnings due to interest, dividends and change in market value. These amounts are not reflected in the "Summary Compensation Table."
- (4) The balances, if any, shown represent compensation reported in the "Summary Compensation Table" included in this Proxy Statement, except for any earnings that were not above-market or preferential as determined under SEC rules.

Potential Payments Upon Termination or Change in Control

Unfunded Supplemental Executive Retirement Plan

As discussed under the heading "UniFirst Corporation Unfunded Supplemental Executive Retirement Plan" above, upon a change in control (as defined in the SERP) of the Company, our named executive officers will receive a lump sum payment under our SERP equal to the actuarial equivalent of their plan benefit as of the date of the change in control. For more information concerning our SERP, including such accumulated benefit for each named executive officer as of August 31, 2024, see the "SERP Benefits Table – Fiscal 2024" and the discussion under the heading "UniFirst Corporation Unfunded Supplemental Executive Retirement Plan" above.

UniFirst Corporation Deferred Compensation Plan

As discussed under the heading "UniFirst Corporation Deferred Compensation Plan" above, upon a change in control of the Company (as defined in the Deferred Compensation Plan), employer annual contributions and employer discretionary contributions for a participant will vest. For more information concerning our Deferred Compensation Plan, see the "Deferred Compensation Table – Fiscal 2024" and the discussion under the heading "UniFirst Corporation Deferred Compensation Plan" above.

Executive Employment Plan

On October 26, 2020, our Board of Directors and the Compensation Committee of our Board of Directors adopted an Executive Employment Plan. Senior Vice Presidents and above (each, a "Covered Executive") are eligible to participate in the Executive Employment Plan, subject to certain requirements. The Executive Employment Plan provides that upon a termination of a Covered Executive's employment (a "Qualified Termination") (1) by us for any reason other than "cause" (as defined in the Executive Employment Plan), death, disability or retirement or (2) by a Covered Executive for "good reason" (as defined in the Executive Employment Plan), the Covered Executive will be entitled to receive certain cash payments determined pursuant to the Executive Employment Plan. The amount of any payments under the Executive Employment Plan in some cases will depend on whether the Qualified Termination is in connection with a "change in control" (as defined in the Executive Employment Plan).

In addition, our Board of Directors and the Compensation Committee of our Board of Directors approved revised award forms for equity awards to Covered Executives beginning with equity awards in October 2020. The revised award forms provide for accelerated vesting under certain circumstances, including upon a Qualified Termination in connection with a change in control.

Any such payments and benefits under the Executive Employment Plan and the award forms are subject to the Covered Executive's execution of a separation agreement that includes a release of claims in favor of the Company and certain non-competition and non-solicitation obligations.

Equity awards granted under our 2010 Stock Option and Incentive Plan to our Covered Executives prior to October 2020 provide for accelerated vesting solely in connection with a change in control.

The following table sets forth the amounts that would have been paid to our named executive officers under the Executive Employment Plan or their equity awards (i) in the event of a termination with “cause”; (ii) in the event of a termination by us without “cause” or by the executive for “good reason” other than in connection with a “change in control” (and other than by reason of an executive’s retirement, death or disability); (iii) in the event of a termination by us without “cause” or by the executive for “good reason” 30 days prior to, or within 24 months after, a “change in control” (and other than by reason of an executive’s death, disability or retirement); (iv) in the event solely of a “sale event,” which is defined under the 2023 Equity Incentive Plan and the 2010 Stock Option and Incentive Plan to be the same as a “change in control” under the Executive Employment Plan; and (v) in the event of a termination in connection with an executive’s retirement, death or termination due to disability; in each case, occurring as of August 31, 2024, which was the last day of fiscal 2024.

Name	Termination with Cause (1)	Termination by Company without Cause or by Executive for Good Reason (2)	Termination by Company without Cause or by Executive for Good Reason within 24 Months of Change in Control (3)	Sale Event (4)	Retirement (5)	Death (6)	Termination Due to Disability (7)
<i>Steven S. Sintros</i>							
Cash Payments	\$ —	\$ 4,284,030	\$ 4,284,030	\$ —	\$ —	\$ —	\$ —
Acceleration of Vesting of RSUs (8)	—	—	2,131,926	132,024	—	2,131,926	—
Acceleration of Vesting of SARs (9)	—	—	156,082	—	—	156,082	—
Continued Health Benefits	—	33,221	33,221	—	—	—	—
Total	\$ —	\$ 4,317,251	\$ 6,605,259	\$ 132,024	\$ —	\$ 2,288,008	\$ —
<i>Shane F. O'Connor</i>							
Cash Payments	\$ —	\$ 805,176	\$ 1,118,300	\$ —	\$ —	\$ —	\$ —
Acceleration of Vesting of RSUs (8)	—	—	1,011,617	367,800	—	1,011,617	—
Acceleration of Vesting of SARs (9)	—	—	70,172	—	—	70,172	—
Continued Health Benefits	—	16,610	24,916	—	—	—	—
Total	\$ —	\$ 821,786	\$ 2,225,005	\$ 367,800	\$ —	\$ 1,081,789	\$ —
<i>David M. Katz</i>							
Cash Payments	\$ —	\$ 881,037	\$ 1,223,663	\$ —	\$ —	\$ —	\$ —
Acceleration of Vesting of RSUs (8)	—	—	917,151	36,800	—	917,151	—
Acceleration of Vesting of SARs (9)	—	—	64,590	—	—	64,590	—
Continued Health Benefits	—	9,530	14,295	—	—	—	—
Total	\$ —	\$ 890,567	\$ 2,219,699	\$ 36,800	\$ —	\$ 981,741	\$ —
<i>David A. DiFillippo</i>							
Cash Payments	\$ —	\$ 813,571	\$ 1,129,960	\$ —	\$ —	\$ —	\$ —
Acceleration of Vesting of RSUs (8)	—	—	728,410	36,800	462,275	728,410	—
Acceleration of Vesting of SARs (9)	—	—	53,450	—	14,424	53,450	—
Continued Health Benefits	—	9,530	14,295	—	—	—	—
Total	\$ —	\$ 823,101	\$ 1,926,115	\$ 36,800	\$ 476,698	\$ 781,860	\$ —
<i>William M. Ross</i>							
Cash Payments	\$ —	\$ 754,853	\$ 1,048,406	\$ —	\$ —	\$ —	\$ —
Acceleration of Vesting of RSUs (8)	—	—	728,410	36,800	—	728,410	—
Acceleration of Vesting of SARs (9)	—	—	53,450	—	—	53,450	—
Continued Health Benefits	—	9,530	14,295	—	—	—	—
Total	\$ —	\$ 764,383	\$ 1,844,561	\$ 36,800	\$ —	\$ 781,860	\$ —

- (1) Represents termination of the executive by the Company with “cause” as defined under the Executive Employment Plan or the terms of the SARs and RSUs granted to the executive, as applicable.
- (2) Represents termination of the executive by the Company without “cause” or by the executive for “good reason,” in each case in the absence of a “change in control.” Such terms are defined under the Executive Employment Plan or SAR or RSU awards granted to the executive, as applicable. Upon such a termination, the executive, subject to certain conditions, is entitled to receive (a) a cash payment equal to, in the case of the CEO, two times, and in the case of each other executive, one times the sum of (i) the executive’s base salary and (ii) the

target cash incentive bonus for the fiscal year in which the termination occurs (or the target cash incentive bonus with respect to the immediately preceding fiscal year if no target cash incentive bonus has been established); (b) a cash payment equal to the target cash incentive bonus for the fiscal year in which the termination occurs (or the target cash incentive bonus with respect to the immediately preceding fiscal year if no target cash incentive bonus has been established), prorated for the numbers of days of the fiscal year that the executive was employed through the termination date; and (c) if the executive was participating in the Company's group health plan immediately prior to termination and elects COBRA health continuation, a monthly cash payment for (i) 24 months for the CEO or for 12 months for each other executive, or (ii) the executive's COBRA health continuation period, whichever ends earlier, in an amount equal to the monthly employer contribution that the Company would have made to provide health insurance to the executive if the executive had remained employed by the Company.

- (3) Represents termination of the executive by the Company without "cause" or by the executive for "good reason," in each case during the period beginning 30 days prior to, and ending 24 months after, the date of a "change in control." Such terms are defined under the Executive Employment Plan or SAR or RSU awards granted to the executive, as applicable. Upon such a termination, the executive, subject to certain conditions, is entitled to receive (a) a cash payment equal to, in the case of the CEO, two times, and in the case of each other executive, 1.5 times the sum of (i) the executive's base salary and (ii) the target cash incentive bonus for the fiscal year in which the termination occurs (or the target cash incentive bonus with respect to the immediately preceding fiscal year if no target cash incentive bonus has been established); (b) a cash payment equal to the target cash incentive bonus for the fiscal year in which the termination occurs (or the target cash incentive bonus with respect to the immediately preceding fiscal year if no target cash incentive bonus has been established), prorated for the number of days of the fiscal year that the executive was employed through the termination date; and (c) if the executive was participating in the Company's group health plan immediately prior to termination and elects COBRA health continuation, a monthly cash payment for (i) 24 months for the CEO or for 18 months for each other executive, or (ii) the executive's COBRA health continuation period, whichever ends earlier, in an amount equal to the monthly employer contribution that the Company would have made to provide health insurance to the executive if the executive had remained employed by the Company. In addition, upon such a termination, all unvested SARs and RSUs granted to the executives beginning in October 2020 vest in full.
- (4) Upon a "sale event" as defined in the 2010 Stock Option and Incentive Plan, all unvested SAR and RSU awards granted to the executives prior to October 2020 vest in full. Unvested SAR and RSU awards granted to the executives beginning in October 2020 do not vest solely upon a sale event and instead vest upon termination of the executive without "cause" or by the executive for "good reason," in each case during the period beginning 30 days prior to, and ending 24 months after, the date of a "sale event." In addition, upon a change in control (as defined in the SERP) of the Company, our named executive officers will receive a lump sum payment under our SERP equal to the actuarial equivalent of their plan benefit as of the date of the change in control. Information regarding the amounts of such payments is set forth above in the "SERP Benefits Table – Fiscal 2024." Additionally, upon a change in control (as defined in the Deferred Compensation Plan) of the Company, the employer contributions to our Deferred Compensation Plan will vest as of the date of the change in control. For more information concerning the SERP and the Deferred Compensation Plan, see the discussion under the headings "UniFirst Corporation Unfunded Supplemental Executive Retirement Plan" and "UniFirst Corporation Deferred Compensation Plan" above.
- (5) Upon an executive's retirement, if the executive is at least 64 years old and has an age plus length of service to the Company of at least 79 years, all unvested SAR and RSU awards granted to the executive that have been outstanding for at least one year vest in full.
- (6) Upon the death of an executive, all unvested SAR and RSU awards granted to the executive beginning in October 2020 vest in full.
- (7) Upon termination of an executive due to disability, all unvested SAR and RSU awards granted to the executive beginning in October 2020 continue to vest in accordance with the vesting schedules of such awards.
- (8) Amounts presented reflect the Company's stock price as of the last trading day of fiscal 2024 multiplied by the number of unvested RSUs held by the executive as of the last day of fiscal 2024.
- (9) Amounts presented reflect for each SAR award held by the executive as of the last day of fiscal 2024, the Company's stock price as of the last trading day of fiscal 2024 minus the exercise price of the SAR award, multiplied by the number of unvested SARs.

Pay Ratio Disclosure

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), the SEC adopted a rule requiring annual disclosure of the ratio of the annual total compensation of a company's median employee to the total annual compensation of a company's principal executive officer. The principal executive officer of our Company is Mr. Sintros.

For fiscal 2024, the annual total compensation of Mr. Sintros was \$3,886,540, as shown in the Summary Compensation Table above. The annual total compensation of our median employee for fiscal 2024, which was calculated in the same manner as the total annual compensation of Mr. Sintros, was \$37,214. Based on such information, the ratio of the annual total compensation of Mr. Sintros to the annual total compensation of our median employee for fiscal 2024 was approximately 104 to 1.

We identified the median employee by measuring compensation for fiscal 2024 (the "Measurement Period") for 15,979 employees, representing all full-time, part-time, seasonal and temporary employees of the Company and its consolidated subsidiaries as of August 31, 2024. Such number of employees does not include any independent contractors or "leased" workers, as permitted by applicable SEC rules. We also excluded our employees in Europe in part because such employees represent less than 5% of our total workforce. The excluded employees consisted of 88 employees in Europe.

We identified the median employee using the total cash compensation paid to each employee for the Measurement Period. We did not utilize any statistical sampling or cost-of-living adjustments for purposes of determining the median employee. We annualized the compensation of full-time and part-time employees (other than seasonal or temporary employees) who were hired during fiscal 2024 but did not work for us for the entire fiscal year.

Pay versus Performance

Under rules adopted pursuant to the Section 953(a) of the Dodd-Frank Act, and Item 402(v) of Regulation S-K, we are required to disclose certain information about the relationship between the compensation actually paid to our named executive officers and certain measures of Company financial performance. The information that follows is provided in compliance with these rules, however, additional information regarding our compensation philosophy, the structure of our performance-based compensation programs, and compensation decisions made for fiscal 2024 is described above in our “Compensation Discussion and Analysis.”

The following table summarizes total compensation paid to our principal executive officer (“PEO”) as set forth in our Summary Compensation Table, compensation actually paid to our PEO, average compensation paid to our non-PEO named executive officers as set forth in our Summary Compensation Table, and average compensation actually paid to our non-PEO named executive officers, each as calculated in accordance with SEC rules, and certain Company and peer group performance measures for the Company fiscal periods indicated:

Year	Summary Compensation Table Total for PEO	Compensation Actually Paid to PEO (1)(2)	Average Summary Compensation Table Total for Non-PEO Named Executive Officers	Average Compensation Actually Paid to Non-PEO Named Executive Officers (3)(4)	Value of Initial Fixed \$100 Investment Based On:			Company-Selected Measure: Adjusted Revenue (in millions) (7)	Supplemental Company-Selected Measure: Adjusted Operating Income (in millions) (8)
					Total Shareholder Return (5)	Peer Group Total Shareholder Return (6)	Net Income (in millions)		
2024	\$3,886,540	\$4,019,401	\$1,321,422	\$1,354,238	\$100.99	\$206.07	\$145.5	\$2,429.6	\$200.5
2023	\$3,435,556	\$3,157,753	\$1,128,676	\$1,062,630	\$93.05	\$141.31	\$103.8	\$2,190.1	\$170.6
2022	\$3,312,016	\$1,845,414	\$895,658	\$514,823	\$94.60	\$116.88	\$103.4	\$2,000.8	\$166.7
2021	\$3,276,334	\$3,665,751	\$1,004,122	\$1,350,557	\$119.48	\$117.50	\$151.1	\$1,826.2	\$195.8

(1) The PEO’s “compensation actually paid” is reconciled in the following table in accordance with Item 402(v) of Regulation S-K:

	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2021
Summary Compensation Table Value	\$ 3,886,540	\$ 3,435,556	\$ 3,312,016	\$ 3,276,334
Subtract change in the actuarial present value of pension benefits as reported in the Summary Compensation Table for each applicable year	(288,516)	-	-	(169,979)
Subtract grant date fair value of equity awards as reported in the Summary Compensation Table for each applicable year	(1,600,037)	(1,599,847)	(1,850,599)	(1,730,230)
Add Pension value attributable to current year’s service and any change in pension value attributable to plan amendments made in the current year	109,173	125,489	160,255	193,446
Add fair value of equity compensation granted and vested in current year—value on vesting date	-	-	-	-
Add fair value of equity compensation granted in current year—value at end of year-end	1,935,271	1,418,747	904,998	1,983,077
Add change as of the vesting date in fair value of awards from prior years that vested in the covered fiscal year	(88,394)	32,738	50,174	(502,705)
Add change in fair value of outstanding unvested awards from prior years that were outstanding as of the end of the covered fiscal year	65,364	(254,931)	(731,430)	615,807
Compensation Actually Paid	<u>\$ 4,019,401</u>	<u>\$ 3,157,753</u>	<u>\$ 1,845,414</u>	<u>\$ 3,665,751</u>

- (2) Steven S. Sintros was PEO for each of the fiscal years 2024, 2023, 2022 and 2021.
- (3) The average non-PEO named executive officers' "compensation actually paid" is reconciled in the following table in accordance with Item 402(v) of Regulation S-K:

	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2021
Summary Compensation Table Value	\$ 1,321,422	\$ 1,128,676	\$ 895,658	\$ 1,004,122
Subtract change in the actuarial present value of pension benefits as reported in the Summary Compensation Table for each applicable year	(106,497)	(1,832)	-	(92,006)
Subtract grant date fair value of equity awards as reported in the Summary Compensation Table for each applicable year	(516,029)	(500,314)	(350,195)	(273,923)
Add Pension value attributable to current year's service and any change in pension value attributable to plan amendments made in the current year	36,293	46,316	62,251	72,991
Add fair value of equity compensation granted and vested in current year—value on vesting date	-	-	-	-
Add fair value of equity compensation granted in current year—value at end of year-end	615,155	444,800	315,489	425,776
Add change as of the vesting date in fair value of awards from prior years that vested in the covered fiscal year	(27,913)	5,707	(678,153)	(94,745)
Add change in fair value of outstanding unvested awards from prior years that were outstanding as of the end of the covered fiscal year	31,807	(60,723)	269,774	308,341
Compensation Actually Paid	<u>\$ 1,354,238</u>	<u>\$ 1,062,630</u>	<u>\$ 514,823</u>	<u>\$ 1,350,557</u>

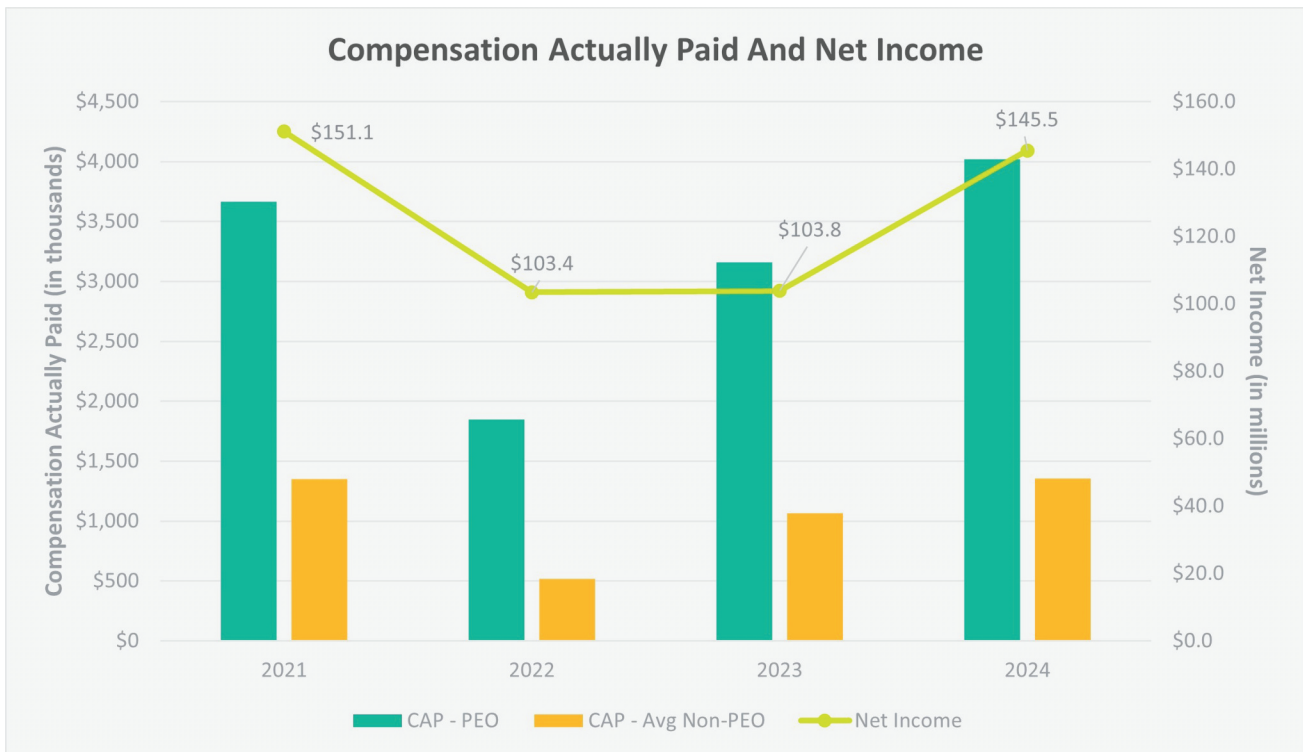
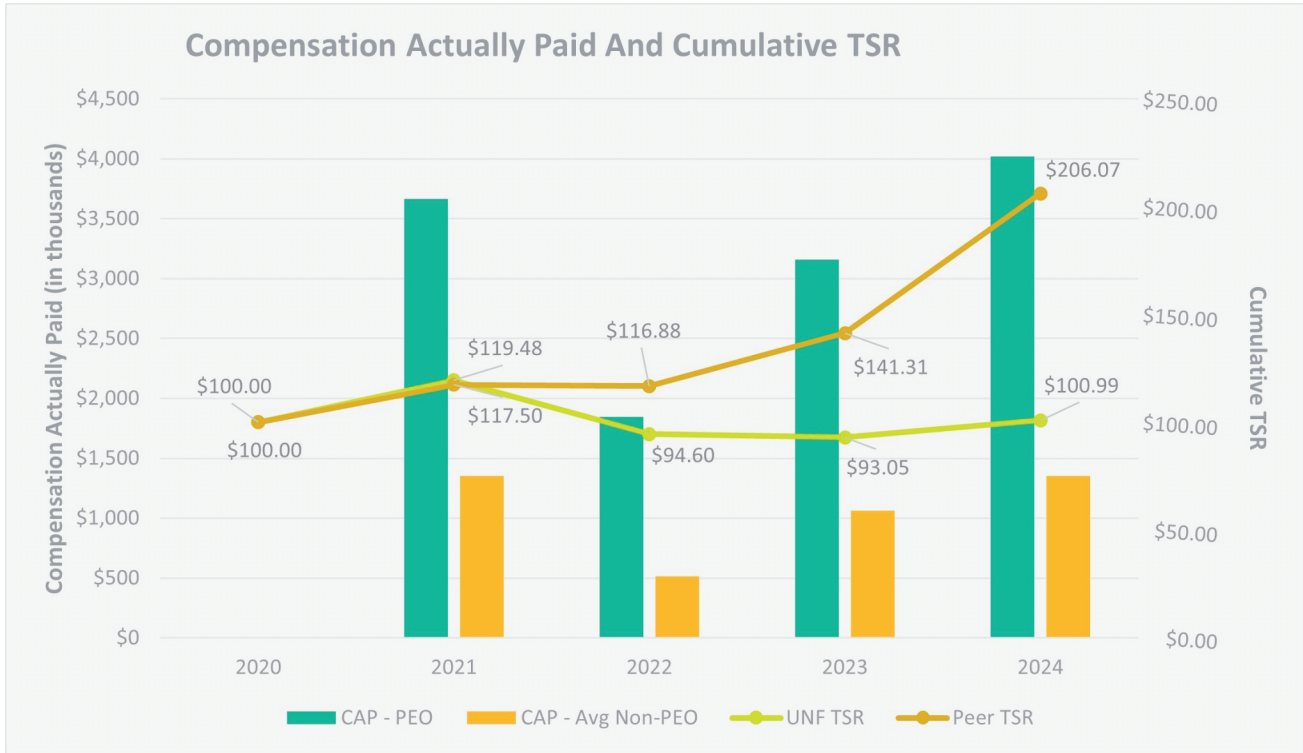
- (4) The following non-PEO named executives officers are included in the calculations above:

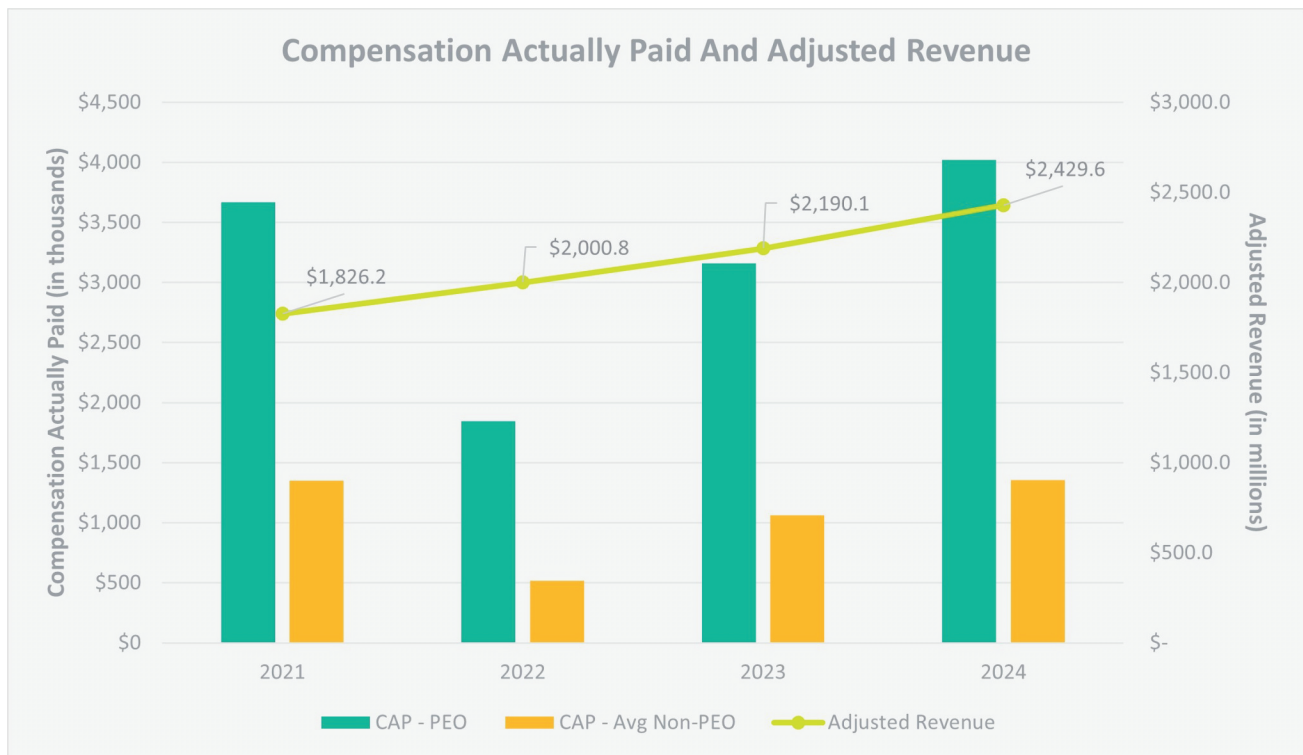
2024: Shane O'Connor, David Katz, David DiFillippo and William Ross
2023: Shane O'Connor, David Katz, David DiFillippo, William Ross and Michael Croatti
2022: Shane O'Connor, David Katz, David DiFillippo, William Ross and Michael Croatti
2021: Shane O'Connor, David Katz, David DiFillippo and Cynthia Croatti

- (5) Cumulative total shareholder return ("TSR") is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the measurement period by the Company's share price at the beginning of the measurement period.
- (6) Represents the weighted peer group TSR, weighted according to the respective companies' stock market capitalization at the beginning of each period for which a return is indicated. The peer group used for this purpose is the group of three comparison companies used for the stock performance graph on page 19 of our Annual Report on Form 10-K for the fiscal year ended August 31, 2024 (Cintas Corporation, Rollins, Inc. and Aramark).
- (7) The Company has identified adjusted revenue as the Company-selected measure for the pay versus performance disclosure, as it represents the most important financial performance measure used to link compensation actually paid to the PEO and the non-PEO named executive officers in fiscal 2024 to the Company's performance. See "Compensation Discussion and Analysis – Annual Cash Incentive Bonuses – Named Executive Officers – CEO Bonus Plan" for a description of our adjusted revenues for fiscal 2024.
- (8) The Company has also selected adjusted operating income as a supplemental Company-selected measure because adjusted operating income is weighted equally with adjusted revenue under our CEO Bonus Plan, Executive Bonus Plan and PSUs. See "Compensation Discussion and Analysis – Annual Cash Incentive Bonuses – Named Executive Officers – CEO Bonus Plan" for a description of our adjusted operating income for fiscal 2024.

Compensation Actually Paid (CAP) Versus Company Performance

The following charts provide a clear, visual description of the relationships between “compensation actually paid” to our PEO, and the average for our non-PEO named executive officers, as set forth in the Pay Versus Performance table above to the following performance measures: (1) (i) TSR and (ii) peer group TSR; (2) net income and (3) adjusted revenue. The first chart also provides a comparison of the Company’s TSR to the peer group TSR.





Financial Performance Measures

The following table lists (in no specific order) the most important financial performance measures used by the Company to link compensation actually paid to our named executive officers in 2024 to the performance of the Company:

- Adjusted Revenue; and
- Adjusted Operating Income

Director Compensation – Fiscal 2024

The Compensation Committee determines Director compensation based on the following principles:

- Director compensation should be aligned with the long-term interest of shareholders;
- Director compensation should be used to motivate Director behavior;
- Directors should be adequately compensated for their time and effort; and
- Director compensation should be approached on an overall basis, rather than as an array of separate elements.

Our non-employee Directors receive equity and cash compensation for their service as Directors. In fiscal 2024, non-employee Directors received an annual fee of \$105,000 for service on our Board and additional compensation for committee service is as follows:

	Audit Committee	Compensation Committee	Nominating and Governance Committee	ESG Committee
Chair	\$ 25,000	\$ 15,000	\$ 15,000	\$ 15,000
Each other member	\$ 12,000	\$ 12,000	\$ 12,000	\$ 12,000

The Chairman of the Board received an additional annual fee of \$30,000.

Each non-employee Director receives \$50,000 of fully vested stock-settled SARs at an exercise price equal to the closing price of the Company's Common Stock on the grant date.

Each non-employee Director receives shares of unrestricted Common Stock having a value (based on the closing price of the Company's Common Stock on the grant date) equal to \$100,000. Those Directors who satisfy the minimum share ownership requirement under the Company's Director Stock Ownership Policy may elect to receive a cash payment of up to \$100,000 in lieu of the shares of unrestricted Common Stock.

Each Director who was also an employee of our Company received no Director's fees while employed by the Company during fiscal year 2024.

The compensation earned by our non-employee Directors during fiscal 2024 is set forth in the table below.

Name	Fees Earned or Paid in Cash	Stock Awards (1)	Share-Based Awards (2)	All Other Compensation	Total
Phillip L. Cohen (3)	\$ 29,750	\$ —	\$ —	\$ —	\$ 29,750
Thomas S. Postek (3)	\$ 29,750	\$ —	\$ —	\$ —	\$ 29,750
Michael Iandoli (4)	\$ 216,000	\$ 40,121	\$ 50,013	\$ —	\$ 306,134
Kathleen Camilli (5)	\$ 9,750	\$ —	\$ —	\$ —	\$ 9,750
Raymond C. Zemlin (6)	\$ 226,000	\$ 60,017	\$ 50,013	\$ —	\$ 336,030
Joseph M. Nowicki (6)	\$ 206,000	\$ 60,017	\$ 50,013	\$ —	\$ 316,030
Cynthia Croatti (7)	\$ 217,000	\$ —	\$ 50,013	\$ 214,034 ⁽⁸⁾	\$ 481,047
Sergio A. Pupkin (6)	\$ 196,000	\$ 60,017	\$ 50,013	\$ —	\$ 306,030
Cecilia McKenney (9)	\$ 32,250	\$ 25,144	\$ 12,529	\$ —	\$ 69,923

(1) Our non-employee Directors other than Ms. McKenney were granted \$100,000 of shares of unrestricted Common Stock on October 31, 2023. As described above and below, our non-employee Directors elected to receive cash in lieu of receiving some of their unrestricted Common Stock. Messrs. Zemlin, Nowicki and Pupkin elected to receive \$60,000 of unrestricted stock, which resulted in their receipt of 365 shares of Common Stock, respectively. Mr. Iandoli elected to receive \$40,000 unrestricted stock, which resulted in his receipt of 244 shares

of Common Stock. The amounts shown for Messrs. Nowicki, Postek, Pupkin, and landoli represent the aggregate grant date fair value related shares of unrestricted Common Stock awarded to each Messrs. Nowicki, Postek, Pupkin and landoli, respectively, calculated in accordance with FASB ASC 718 (excluding the effect of any estimate of future forfeitures). Such shares of Common Stock, which were granted on October 31, 2023, were fully vested on the date of grant. Ms. McKenney was appointed as Director on July 11, 2024 and granted \$25,000 of shares of unrestricted Common Stock. Ms. McKenney elected to receive \$25,000 of unrestricted stock, which resulted in his receipt of 136 shares. The amount shown for Ms. McKenney represents the aggregate grant date fair value related to 136 shares of unrestricted Common Stock awarded to Ms. McKenney calculated in accordance with FASB ASC 718 (excluding the effect of any estimate of future forfeitures). Such shares of Common Stock, which were granted on July 17, 2024, were fully vested on the date of grant. Additional information concerning our financial reporting of equity award grants is presented in Notes 1 and 12 to our Consolidated Financial Statements set forth in our Annual Report on Form 10-K for the year ended August 31, 2024.

- (2) The amounts shown represent the aggregate grant date fair value related to the grant of 957 stock-settled SARs to each of our non-employee Directors other than Ms. McKenney on October 31, 2023, calculated in accordance with FASB ASC Topic 718 (excluding the effect of any estimate of future forfeitures). These SARs were fully vested upon grant and expire eight years after the grant date or on the second anniversary of the date that the Director ceases to be a member of the Board of Directors, whichever occurs first. The amount shown for Ms. McKenney represents the aggregate grant date fair value related to the grant of 219 SARs to her on July 17, 2024, calculated in accordance with FASB ASC Topic 718 (excluding the effect of any estimate of future forfeitures). These SARs were fully vested upon grant and expire eight years after the grant date or on the second anniversary of the date that Ms. McKenney ceases to be a member of the Board of Directors, whichever occurs first. Additional information concerning our financial reporting of SARs is presented in Notes 1 and 12 to our Consolidated Financial Statements set forth in our Annual Report on Form 10-K for the year ended August 31, 2024.
- (3) Messrs. Cohen and Postek retired from the Board of Directors in October 2023.
- (4) Amounts shown include a \$60,000 cash payment in lieu of receiving a grant of \$60,000 of shares of unrestricted Common Stock.
- (5) Ms. Camilli resigned from the Board of Directors in September 2023.
- (6) Amounts shown include a \$40,000 cash payment in lieu of receiving a grant of \$40,000 of shares of unrestricted Common Stock.
- (7) Amounts shown include a \$100,000 cash payment in lieu of receiving a grant of \$100,000 of shares of unrestricted Common Stock.
- (8) Represents consulting fees earned by Ms. Croatti in fiscal 2024 in connection with her role as a special consultant and advisor to the Company's CEO and the Senior Leadership Team.
- (9) Cecilia McKenney was appointed to the Board of Directors in July 2024.

Compensation Committee Interlocks and Insider Participation

During the 2024 fiscal year, the following Directors served on the Compensation Committee for all or a portion of the fiscal year: Messrs. landoli, Zemlin and Nowicki and Ms. McKenney. None of these individuals has served as an officer or employee of the Company or any of its subsidiaries. During the 2024 fiscal year, to the knowledge of the Company, none of its executive officers:

- served as a member of the compensation committee of another entity, one of whose executive officers served on the Compensation Committee;
- served as directors of another entity, one of whose executive officers served on the Compensation Committee; or
- served as members of the compensation committee of another entity, one of whose executive officers served as one of the Company's Directors.

Security Ownership of Management, Directors, Director Nominees and Principal Shareholders

The following table sets forth as of November 15, 2024 certain information concerning shares of Common Stock and Class B Common Stock beneficially owned by (i) each Director and Nominee, (ii) each of the named executive officers of the Company identified below under the heading “Summary Compensation Table” and (iii) all executive officers, Directors and Nominees as a group, in each case based solely on information furnished by such individuals. Except as otherwise specified, the named beneficial owner has sole voting and investment power. The information in the table reflects shares outstanding of the Company’s Common Stock and Class B Common Stock on November 15, 2024, restricted stock units which are vested as of, or will vest within 60 days after, November 15, 2024 and stock appreciation rights which are exercisable as of, or will vest within 60 days after, November 15, 2024 and are exercisable based on the closing price of the Company’s Common Stock on November 15, 2024.

Name of Beneficial Owner [^]	Amount and Nature of Beneficial Ownership	Percentage of All Outstanding Shares (1)	Percentage of Voting Power (1)
Steven S. Sintros (2)(3)(7)	39,311	*	*
Shane F. O'Connor (2)(4)(7)	6,555	*	*
David M. Katz (2)(4)(7)	9,665	*	*
David A. DiFillippo (2)(4)(7)	19,457	*	*
William M. Ross (2)(4)(7)	2,915	*	*
Cynthia Croatti (2)(6)	3,850	*	*
Michael Iandoli (5)	4,744	*	*
Raymond C. Zemlin (2)(5)	8,566	*	*
Joseph M. Nowicki (2)(5)	3,684	*	*
Sergio A. Pupkin (2)(5)	2,705	*	*
Cecilia McKenney (2)	355	*	*
All Directors, Nominees and executive officers as a group (2) (13 persons)	158,672	*	1.2%

[^] Unless otherwise indicated, each beneficial owner’s address is c/o UniFirst Corporation, 68 Jonspin Road, Wilmington, MA 01887.
* Less than 1%.

- The percentages have been determined in accordance with Rule 13d-3 under the Exchange Act. As of November 15, 2024, a total of 18,588,260 shares were outstanding, of which 15,029,825 were shares of Common Stock entitled to one vote per share and 3,558,435 were shares of Class B Common Stock entitled to ten votes per share. Each share of Class B Common Stock is convertible into one share of Common Stock.
- Includes 21,684 fully vested stock appreciation rights owned by Mr. Sintros, 4,940 fully vested stock appreciation rights owned by Mr. O'Connor, 7,579 fully vested stock appreciation rights owned by Mr. Katz, 12,664 fully vested stock appreciation rights owned by Mr. DiFillippo, 2,134 fully vested stock appreciation rights owned by Mr. Ross, 1,815 fully vested stock appreciation rights owned by Ms. Croatti, 2,565 fully vested stock appreciation rights owned by Mr. Nowicki, 5,803 fully vested stock appreciation rights owned by Mr. Zemlin, 1,815 fully vested stock appreciation rights owned by Mr. Pupkin and 219 fully vested stock appreciation rights owned by Ms. McKenney. These fully vested stock appreciation rights exclude those that are out of the money (“OTM”) on November 15, 2024 as they would not be exercisable.
- Mr. Sintros owns 16,983 shares of Common Stock, 1,427 stock appreciation rights and 644 restricted stock units which will both vest on November 19, 2024. The stock appreciation rights exclude those that are OTM on November 15, 2024 as they would not be exercisable.
- Mr. O'Connor owns 1,615 shares of Common Stock. Mr. Katz owns 2,086 shares of Common Stock. Mr. DiFillippo owns 6,793 shares of Common Stock. Mr. Ross owns 716 shares of Common Stock directly and 65 shares of Common Stock in an Individual Retirement Account (IRA).
- Mr. Iandoli owns 4,744 shares of Common Stock. Mr. Zemlin holds 2,763 shares of Common Stock, of which 800 shares are jointly shared with his spouse regarding voting and investment power. Mr. Nowicki owns 1,119 shares of Common Stock. Mr. Pupkin owns 890 shares of Common Stock. Ms. McKenney owns 136 shares of Common Stock.
- The information presented does not include any shares owned by Ms. Croatti’s children, as to which shares Ms. Croatti disclaims any beneficial interest. Ms. Croatti is a shareholder and director of the general partners of each of The Queue Limited Partnership and The Red Cat Limited Partnership, which respectively own 670,623 and 1,015,717 shares of Class B Common Stock. The

general partners of The Queue Limited Partnership and The Red Cat Limited Partnership own 199 and 3 shares of Class B Common Stock, respectively. Ms. Croatti is trustee and a beneficiary of The Marie Croatti QTIP Trust, which owns 4,374 shares of Class B Common Stock. The information presented for Ms. Croatti does not include any shares owned by The Queue Limited Partnership, The Red Cat Limited Partnership, their respective general partners or The Marie Croatti QTIP Trust. In addition, the information presented for Ms. Croatti does not include any shares beneficially owned by certain other trusts for which Ms. Croatti is a trustee and certain entities for which Ms. Croatti serves as manager and which, in the aggregate, beneficially own 68,534 shares of Common Stock and 152,742 shares of Class B Common Stock.

- (7) In fiscal 2024, PSUs were granted to our named executive officers based on the same adjusted revenue and adjusted operating income criteria and achievement levels as the CEO Bonus Plan and Executive Bonus Plan, described below. The PSUs are excluded from the table above, as the units achieved were earned on November 19, 2024. The PSUs earned in fiscal 2024 are detailed in the “PSU Table” below.

To the knowledge of the Company, the following are the only beneficial owners of more than 5% of the outstanding shares of Common Stock or Class B Common Stock of the Company as of November 15, 2024. All information presented is based solely on information provided by each beneficial owner.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of All Outstanding Shares (1)	Percentage of Voting Power (1)
BlackRock, Inc. (2)	2,368,514	12.7%	4.7%
The Vanguard Group, Inc. (3)	1,690,940	9.1	3.3
The Ronald D. Croatti Trust—1993 (4)	1,003,874	5.4	19.8
The Red Cat Limited Partnership (5)	1,015,720	5.5	20.1
The London Company (6)	936,950	5.0	1.9
The Queue Limited Partnership (7)	670,822	3.6	13.3
Cecelia Levenstein (8)	492,907	2.7	8.9

- (1) The percentages have been determined in accordance with Rule 13d-3 under the Exchange Act. As of November 15, 2024, a total of 18,588,260 shares were outstanding, of which 15,029,825 were shares of Common Stock entitled to one vote per share and 3,558,435 were shares of Class B Common Stock entitled to ten votes per share. Each share of Class B Common Stock is convertible into one share of Common Stock.
- (2) Information regarding BlackRock, Inc. is based solely on a Schedule 13G/A filed by BlackRock, Inc. with the SEC on January 22, 2024, which indicates that BlackRock, Inc. has sole voting power with respect to 2,334,240 shares of Common Stock and sole dispositive power with respect to all of the shares of Common Stock. The address of BlackRock Inc. is 50 Hudson Yards, New York, NY 10001.
- (3) Information regarding The Vanguard Group is based solely on a Schedule 13G/A filed by The Vanguard Group with the SEC on February 13, 2024, which indicates that The Vanguard Group has sole voting power with respect to no shares of Common Stock, shared voting power with respect to 10,106 shares of Common Stock, sole dispositive power with respect to 1,665,172 shares of Common Stock and shared dispositive power with respect to 25,768 shares of Common Stock. The address of The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (4) The Ronald D. Croatti Trust—1993 owns 1,003,874 shares of Class B Common Stock representing 28.2% of such class. Carol Croatti and Matthew Croatti are the trustees of The Ronald D. Croatti Trust—1993. The address of The Ronald D. Croatti Trust—1993 is c/o UniFirst Corporation, 68 Jonspin Road, Wilmington, MA 01887.
- (5) The Red Cat Limited Partnership owns 1,015,717 shares of Class B Common Stock representing 28.5% of such class. The general partner of The Red Cat Limited Partnership is Red Cat Management Associates, Inc., which has sole voting and dispositive power over the shares owned by The Red Cat Limited Partnership. The Ronald D. Croatti Trust—1993 and Cynthia Croatti are the sole shareholders and Carol Croatti and Cynthia Croatti are the directors of Red Cat Management Associates, Inc. In addition, Red Cat Management Associates, Inc. owns 3 shares of Class B Common Stock directly, which are included in the table above. The address of The Red Cat Limited Partnership is c/o UniFirst Corporation, 68 Jonspin Road, Wilmington, MA 01887.
- (6) Information regarding The London Company is based solely on a Schedule 13G/A filed by The London Company with the SEC on February 14, 2024, which indicates that The London Company has sole voting power with respect to all of the shares of Common Stock, shared voting power with respect to no shares of Common Stock, sole dispositive power with respect to 859,679 shares of Common Stock and shared dispositive power with respect to 77,271 shares of Common Stock. The address of The London Company is 1800 Bayberry Court, Suite 301, Richmond, Virginia 23226.
- (7) The Queue Limited Partnership owns 670,623 shares of Class B Common Stock representing 18.8% of such class. The general partner of The Queue Limited Partnership is Queue Management Associates, Inc., which has sole voting and dispositive power over the shares owned by The Queue Limited Partnership. The Ronald D. Croatti Trust—1993, Cynthia Croatti and Cecelia Levenstein are the sole shareholders and Carol Croatti, Cynthia Croatti and Cecilia Levenstein are the directors of Queue Management Associates, Inc. In addition, Queue Management Associates, Inc. owns 199 shares of Class B Common Stock

directly, which are included in the table above. All decisions by the directors of Queue Management Associates, Inc. must be made unanimously. The address of The Queue Limited Partnership is c/o UniFirst Corporation, 68 Jonspin Road, Wilmington, MA 01887.

- (8) Ms. Levenstein owns 444,349 shares of Class B Common Stock representing 12.5% of such class, and 7,083 shares of Common Stock. Ms. Levenstein is a shareholder and director of the general partner of The Queue Limited Partnership, which owns 670,623 shares of Class B Common Stock. The general partner of The Queue Limited Partnership owns 199 shares of Class B Common Stock directly, which are included in the table above. The information presented for Ms. Levenstein does not include any shares owned by The Queue Limited Partnership or Queue Management Associates, Inc. In addition, the information presented for Ms. Levenstein does not include any shares beneficially owned by certain other trusts for which Ms. Levenstein is a trustee and, which, in the aggregate, beneficially own 100,817 shares of Class B Common Stock. The address of Ms. Levenstein is c/o UniFirst Corporation, 68 Jonspin Road, Wilmington, MA 01887.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee is composed entirely of independent directors meeting the requirements of applicable SEC and NYSE rules. The key responsibilities of our committee are set forth in our Charter and include overseeing the integrity of the Company's financial statements, the independent auditors' qualifications and independence and the performance of the independent auditors and the internal audit function.

We serve in an oversight capacity and are not intended to be part of the Company's operational or managerial decision-making process. UniFirst's management is responsible for preparing the consolidated financial statements, for maintaining effective internal control over financial reporting, and for assessing the effectiveness of internal control over financial reporting and its independent registered public accounting firm is responsible for auditing those statements. Our principal purpose is to monitor these processes.

The Audit Committee has, among other things:

- Reviewed and discussed with management and the independent registered public accounting firm the audited financial statements for the fiscal year ended August 31, 2024, including a discussion of accounting principles, judgments and disclosure in the audited financial statements.
- Reviewed and discussed with management and the independent registered public accounting firm the quarterly and annual earnings press releases prior to release and the quarterly and annual reports on Form 10-Q and 10-K prior to filing.
- Reviewed the performance of the Company's internal audit function.
- Discussed with management, the internal auditors and the independent registered public accounting firm the results of the testing of internal controls over financial reporting.
- Discussed with the independent registered public accounting firm the overall scope and the plans for the annual audit, the results of their examination and the overall quality of the Company's financial reporting.
- Discussed with the independent registered public accounting firm the matters required to be discussed the applicable requirements of the Public Company Accounting Oversight Board.
- Reviewed all audit and non-audit services performed by the independent registered public accounting firm and considered whether the provision of non-audit services is compatible with maintaining the auditor's independence.
- Reviewed the performance, qualifications and independence of the independent registered public accounting firm.
- Received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence and discussed with the independent registered public accounting firm the auditors' independence.

Based on the reviews and discussions with management and the independent registered public accounting firm and the report of the independent public accounting firm, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, the audited financial statements for the fiscal year ended August 31, 2024 be included in the Company's Annual Report on Form 10-K for filing with the SEC.

Submitted by the Audit Committee for fiscal 2024

Joseph M. Nowicki (Chair)
Michael Iandoli
Sergio A. Pupkin

Independent Registered Public Accounting Firm

The Audit Committee appointed Ernst & Young LLP (“Ernst & Young”) as the independent registered public accounting firm to audit the fiscal 2024 financial statements. Fees billed for services in fiscal 2024 and 2023 were as follows:

	Fiscal 2024	Fiscal 2023
Audit Fees (1)	\$ 3,125,000	\$ 2,900,000
Audit-Related Fees	\$ —	\$ —
Tax Fees (2)	\$ 291,900	\$ 365,215
All Other Fees	\$ —	\$ —

- (1) Audit fees were for the audit of the Company’s annual financial statements, audit of the effectiveness of the Company’s internal controls over financial reporting, and review of the Company’s quarterly financial statements.
- (2) Tax fees were for tax compliance, tax advice and tax planning.

Under its charter, the Audit Committee must pre-approve all audit and permitted non-audit services to be provided by our independent registered public accounting firm unless an exception to such pre-approval exists under the Exchange Act or the rules of the SEC. Each year, the Audit Committee approves the engagement of the independent registered public accounting firm to audit our financial statements, including the associated fees. All of the fees disclosed above were approved by the Audit Committee. The Audit Committee has considered whether the provisions of such services, including non-audit services, by Ernst & Young is compatible with maintaining Ernst & Young’s independence and has concluded that it is.

Certain Relationships and Related Transactions

The Company’s Board of Directors has adopted a written Related Person Transaction Approval Policy to monitor transactions, arrangements or relationships in which the Company is a participant and any of the following have a direct or indirect material interest: (a) an executive officer, director or director nominee; (b) an immediate family member of an executive officer, director or director nominee; (c) a shareholder that beneficially owns more than 5% of the Company’s Common Stock or Class B Common Stock; or (d) any immediate family member of such 5% shareholder. The policy generally covers related person transactions that meet the minimum threshold for disclosure under relevant SEC rules. Such related person transactions generally involve amounts exceeding \$120,000.

The Company’s CFO, together with outside legal counsel, identifies any potential related person transactions and, if he determines that a transaction constitutes a related person transaction under the policy, the CFO provides relevant details to the Audit Committee. If the CFO has an interest in a potential related person transaction, the CEO assumes the role of the Company’s CFO under the policy. The Audit Committee reviews relevant information concerning any proposed transaction contemplated by the Company with an individual or entity that is the subject of a disclosed relationship, and approves or disapproves the transaction, with or without conditions. Certain related person transactions are deemed pre-approved by the Audit Committee, including transactions, arrangements or relationships where the rates or charges involved in the transactions are determined by competitive bids.

During fiscal 2024, the Company had a commercial relationship with Quest, a company with respect to which Ms. McKenney is a senior officer. Quest was both a customer of the Company and a vendor to the Company in fiscal 2024. During fiscal 2024, the Company recorded \$1.5 million of revenue and \$2.1 million of expense, respectively, in connection with such commercial relationship. Ms. McKenney’s interest in the transaction is solely the result of serving on the Board of Directors of the Company and as a senior officer of Quest. Such commercial relationship was approved by the Audit Committee pursuant to the Company’s Related Person Transaction Approval Policy.

During part of fiscal 2024, the Company had a commercial relationship with Sealed Air, a company with respect to which Mr. Pupkin was an executive officer until December 2023. Sealed Air was both a customer of the Company and a vendor to the Company in fiscal 2024. During the portion of fiscal 2024 that Mr. Pupkin was an executive officer of Sealed Air, the Company recorded \$2.1 million of expense and a nominal amount of revenue, in connection with such commercial relationship. Mr. Pupkin’s interest in the transaction was solely the result of

serving on the Board of Directors of the Company and as an executive officer of Sealed Air. Such commercial relationship was approved by the Audit Committee pursuant to the Company's Related Person Transaction Approval Policy.

Section 16(a) Beneficial Ownership Reporting Compliance

Executive officers, Directors and greater than 10% shareholders of the Company are required to file with the SEC pursuant to Section 16(a) of the Exchange Act, reports of ownership and changes in ownership. Such reports are filed on Form 3, Form 4 and Form 5 under the Exchange Act, as appropriate. Executive officers, Directors and greater than 10% shareholders are required by Exchange Act regulations to furnish the Company with copies of all Section 16(a) forms they file.

Delinquent Section 16(a) Reports

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company or written representations that no such reports were required during the 2024 fiscal year, the Company believes that, during the 2024 fiscal year, all executive officers, Directors and greater than 10% shareholders of the Company complied with applicable Section 16(a) filing requirements.

PROPOSAL 2

NON-BINDING, ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required by Section 14A of the Exchange Act, the Board of Directors is submitting for shareholder action the resolution set forth below to approve, on a non-binding, advisory basis, the compensation paid to our named executive officers as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K. This is commonly known as, and is referred to in this proxy statement as, a “say-on-pay” proposal or resolution.

In accordance with the results of the advisory shareholder vote held at our annual meeting in 2023, we submit our say-on-pay proposals to our shareholders on an annual basis.

This say-on-pay proposal gives our shareholders the opportunity to express their views on the compensation of our named executive officers. 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 limited to any specific item of compensation, but rather addresses the overall compensation of our named executive officers and our philosophy, policies and practices relating to their compensation as a whole as described in this proxy statement.

We urge shareholders to read the section of this proxy statement captioned “Executive Compensation,” including the Compensation Discussion and Analysis, related compensation tables and narrative discussions contained therein, which provide detailed information on our compensation policies and practices and the compensation of our named executive officers.

Resolution

We recommend that shareholders to vote “FOR” the following resolution at the Annual Meeting:

RESOLVED, that the shareholders of the Company approve, on a non-binding, advisory basis, the compensation paid to the Company’s named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussions.

Vote Required

The affirmative vote of a majority of the votes cast on this proposal by holders of shares of Common Stock and Class B Stock, voting together as a single class and represented in person or by proxy at the Annual Meeting and entitled to vote thereon, is required to approve this resolution. Abstentions and broker non-votes will not be treated as votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

The say-on-pay resolution is advisory, and therefore will not have any binding legal effect on the Company, the Board of Directors or the Compensation Committee and may not be construed as overruling a decision by the Company, the Board of Directors or the Compensation Committee or to create or imply any change to the fiduciary duties of the Board of Directors. Furthermore, because this non-binding, advisory resolution primarily relates to compensation of our named executive officers that has already been paid or contractually committed, there is generally no opportunity for us to revisit those decisions.

Nevertheless, the Compensation Committee values the opinions of our shareholders and intends to take the results of the vote on this proposal into account in its future decisions regarding the compensation of our named executive officers.

Recommendation

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE APPROVAL OF THE NON-BINDING, ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.

PROPOSAL 3

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has appointed Ernst & Young LLP as the Company's independent registered public accounting firm for its fiscal year ending August 30, 2025. Ernst & Young LLP has served as the Company's independent registered public accounting firm since 2002. The Audit Committee is directly responsible for the appointment, retention, compensation and oversight of the work of the Company's independent registered public accounting firm for the purpose of preparing or issuing an audit report or related work. In making its determinations regarding whether to appoint or retain a particular independent registered public accounting firm, the Audit Committee takes into account the views of management. In addition, although not required by law, the Audit Committee will take into account the vote of the Company's shareholders with respect to the ratification of the appointment of the Company's independent registered public accounting firm.

A representative of Ernst & Young LLP is expected to participate at the Annual Meeting. He or she will have an opportunity to make a statement, if he or she desires to do so, and will be available to respond to appropriate questions.

Vote Required

The affirmative vote of a majority of the votes cast by holders of shares of Common Stock and Class B Common Stock, voting together as a single class and represented in person or by proxy at the Annual Meeting and entitled to vote thereon, is required for approval.

Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING AUGUST 30, 2025.

OTHER MATTERS

Management is not aware of any other matters which may come before the Annual Meeting or any adjournment or postponement thereof; however, if any matters other than those set forth in the attached Notice of Annual Meeting should be properly presented at the Annual Meeting, the persons named in the proxy intend to take such action as will be, in their discretion, consistent with the best interest of the Company.

Shareholder Proposals

Under the Company's By-laws, any shareholder desiring to present a proposal for inclusion in the Company's Proxy Statement in connection with the Company's 2026 Annual Meeting of Shareholders must submit the proposal so as to be received by the Secretary of the Company at the principal executive offices of the Company, 68 Jonspin Road, Wilmington, Massachusetts 01887, not later than August 7, 2025. In addition, in order to be included in the Proxy Statement, such a proposal must comply with the requirements as to form and substance established by applicable laws and regulations.

Shareholders wishing to present business for action, other than proposals to be included in the Company's Proxy Statement, or to nominate candidates for election as Directors at a meeting of the Company's shareholders, must do so in accordance with the Company's By-laws. The By-laws provide, among other requirements, that in order to be presented at the 2025 Annual Meeting of Shareholders, such shareholder proposals or nominations may be made only by a shareholder of record who shall have given notice of the proposal or nomination and the related required information to the Company no earlier than September 16, 2025 and no later than October 31, 2025. To comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than November 15, 2025.

Annual Report on Form 10-K

The Company will provide any shareholder with a copy of its Annual Report on Form 10-K, including the financial statements and schedules to such report but excluding exhibits, required to be filed with the Securities and Exchange Commission for the Company's most recent fiscal year, without charge, upon receipt of a phone call or written request from such shareholder. Such request must be made to the Company's Investor Services group by calling (978) 658-8888 or by writing to Investor Services, UniFirst Corporation, 68 Jonspin Road, Wilmington, MA 01887.

Delivery of Documents to Shareholders Sharing an Address

If you share an address with any of the Company's other shareholders, your household might receive only one copy of the Proxy Statement, Annual Report and Notice, as applicable. To request individual copies of any of these materials for each shareholder in your household, please contact the Company's Investor Services, UniFirst Corporation, 68 Jonspin Road, Wilmington, MA 01887 (telephone: (978) 658-8888). The Company will deliver copies of the Proxy Statement, Annual Report and/or Notice promptly following your written or oral request. To ask that only one copy of any of these materials be mailed to your household, please contact your broker.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE REVIEW THE PROXY MATERIALS, INCLUDING OUR 2024 ANNUAL REPORT ON FORM 10-K, AT WWW.EDOCUMENTVIEW.COM/UNF AND VOTE BY INTERNET AT WWW.ENVISIONREPORTS.COM/UNF, BY TELEPHONE OR BY PROXY CARD IN ACCORDANCE WITH THE INSTRUCTIONS IN THIS PROXY STATEMENT AND THE NOTICE. IF YOU ATTEND THE MEETING, YOU MAY CONTINUE TO HAVE YOUR SHARES VOTED AS INSTRUCTED IN THE PROXY OR YOU MAY WITHDRAW YOUR PROXY AT THE MEETING AND VOTE YOUR SHARES IN PERSON. IF YOUR SHARES ARE HELD IN STREET NAME, PLEASE FOLLOW THE INSTRUCTIONS YOU RECEIVE FROM YOUR BROKER, BANK OR OTHER NOMINEE TO HAVE YOUR SHARES VOTED.

Wilmington, Massachusetts
December 5, 2024

