



## NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

Dear Shareholder:

We invite you to attend our Annual Meeting of Shareholders on October 18, 2005, at 10:00 a.m. Eastern Time at Cintas' Headquarters, 6800 Cintas Boulevard, Cincinnati, Ohio.

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

Shareholders entitled to vote at this Annual Meeting are those of record as of the close of business on August 22, 2005. The participation of each shareholder is important. Please note that only shareholders of record or holders of valid proxies from such shareholders may attend or vote at the meeting. **Since seating will be limited, we ask shareholders to call 1-866-246-8277 to make a reservation for the meeting. When making your reservation, please give your full name, company name and address. If you do not make a reservation, you may not be provided entry into the meeting due to limited space.**

Upon arrival at the Annual Meeting, shareholders may be asked for a form of personal identification and proof of stock ownership. This can be in the form of a brokerage statement or proxy card. Based on this proof of ownership and the reservation system noted above, an admission ticket will be given to the shareholder at the meeting. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the meeting.

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

Sincerely,

Richard T. Farmer  
Chairman of the Board

September 1, 2005

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

**Time:** 10:00 a.m., Eastern Time

**Date:** October 18, 2005

**Place:** Cintas Corporate Headquarters  
6800 Cintas Boulevard  
Cincinnati, Ohio

**Purpose:**

1. To elect nine directors;
2. To approve the 2005 Equity Compensation Plan;
3. To ratify Ernst & Young LLP as our independent registered public accounting firm for fiscal 2006;
4. To vote on two shareholder proposals if properly presented; and
5. To conduct other business if properly raised.

Only shareholders of record on August 22, 2005 may attend or vote at the meeting. The approximate mailing date of the Proxy Statement and accompanying Proxy Card is September 1, 2005.

**The vote of each shareholder is important. You can vote your shares by completing and returning the proxy card sent to you. Shareholders can also vote their shares over the Internet or by telephone by following the voting instructions on the proxy card attachment enclosed.**

Thomas E. Frooman  
Vice President and Secretary – General Counsel

September 1, 2005

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## GENERAL INFORMATION

### *Who may vote*

Shareholders of Cintas, recorded in our stock register on August 22, 2005, may vote at the meeting. As of that date, Cintas had 168,365,340 shares of Common Stock outstanding. Each share is entitled to one vote on each matter submitted to the shareholders at the annual meeting.

### *How to vote*

You may vote in person at the meeting or by proxy. You may also vote by Internet or telephone using one of the methods described in the proxy card. We recommend you vote by proxy, Internet or telephone even if you plan to attend the meeting. If desired, you can change your vote at the meeting.

### *How proxies work*

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

All proxies properly signed will, unless a different choice is indicated, be voted "FOR" the election of all nominees for Directors proposed by the Board of Directors, "FOR" approval of the 2005 Equity Compensation Plan, "FOR" the ratification of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2006, "AGAINST" shareholder proposal one if properly presented and "AGAINST" shareholder proposal two if properly presented.

You may receive more than one proxy or voting card depending on how you hold your shares. Shares registered in your name are covered by one card. If you hold shares through someone else, such as a stockbroker, you may get material from them asking how you want to vote.

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

### *Revoking a proxy*

You may revoke your proxy at any time before the vote is taken by submitting a new proxy with a later date, by voting in person at the meeting or by notifying Cintas' Secretary in writing at the address under "Questions?" on page 22.

### *Quorum*

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

### *Votes needed*

The director candidates receiving the most votes will be elected to fill the seats on the Board. Approval of all other matters considered at the meeting, including adjournment, will require the affirmative vote of a majority of shares voting.

Only votes for or against a proposal count. Abstentions and broker nonvotes count for quorum purposes, but not for voting purposes. Broker nonvotes occur when a broker returns a proxy, but does not have authority to vote on a particular proposal.

### *Attending in person*

Only shareholders, their proxy holders and Cintas' guests may attend the meeting.

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

The Nominating and Corporate Governance Committee of the Board of Directors has nominated for election all of our current directors, namely: Richard T. Farmer, Robert J. Kohlhepp, Scott D. Farmer, Paul R. Carter, Gerald V. Dirvin, Robert J. Herbold, Joyce Hergenhan, Roger L. Howe and David C. Phillips. Proxies solicited by the Board will be voted for the election of these nominees. All directors elected at the Annual Meeting will be elected to hold office until the next annual meeting. In voting to elect directors, shareholders are not entitled to cumulate their votes.

Six of our nine nominees meet Nasdaq independence standards. Our Audit, Compensation and Nominating and Corporate Governance Committees are composed solely of independent directors. All directors are elected for one-year terms. Personal information on each of our nominees is given below.

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

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

Richard T. Farmer<sup>1</sup>  
70

Richard T. Farmer is the founder of Cintas Corporation. He has served as Chairman of the Board of Cintas Corporation and its predecessor companies since 1968. Prior to the founding of Cintas, Mr. Farmer worked with his family owned company, which Cintas acquired in the early 1970's. Prior to August 1, 1995, Mr. Farmer also served as Chief Executive Officer.

Robert J. Kohlhepp<sup>1</sup>  
61

Robert J. Kohlhepp has been a Director of Cintas since 1979. He has been employed by Cintas since 1967 serving in various executive capacities including Vice President – Finance until 1979 when he became Executive Vice President. He served in that capacity until October 23, 1984, when he was elected President, a position he held until July 1997. Mr. Kohlhepp became Chief Executive Officer on August 1, 1995, and served in that capacity until July 2003. He now serves as Vice Chairman of the Board and works for Cintas in strategic planning and investor relations. He is also a Director of Parker Hannifin Corporation, Cleveland, Ohio and Eagle Hospitality Properties Trust, Covington, Kentucky.

Scott D. Farmer  
46

Scott D. Farmer joined Cintas in 1981. He has held the positions of Vice President – National Account Division, Vice President - Marketing and Merchandising and Rental Division Group Vice President. In 1994, he was elected to the Board of Directors and in 1997, he was elected President and Chief Operating Officer. He was elected Chief Executive Officer in July 2003.

Paul R. Carter<sup>2 & 4</sup>  
65

Paul R. Carter was elected a Director of Cintas in 2002. Mr. Carter formerly was a Director of Wal-Mart Stores, Inc. and its Chief Financial Officer. He retired as Executive Vice President of Wal-Mart Stores, Inc. and President of Wal-Mart's real estate division effective January 31, 2003.

Gerald V. Dirvin<sup>3 & 4</sup>  
68

Gerald V. Dirvin was elected a Director of Cintas in 1993. Mr. Dirvin joined The Procter & Gamble Company in 1959 and served in various management positions. He retired as Executive Vice President and Director of Procter & Gamble in 1994.

Robert J. Herbold<sup>1, 3 & 4</sup>  
63

Robert J. Herbold was elected a Director of Cintas in 2001. Mr. Herbold served as Executive Vice President and Chief Operating Officer of Microsoft Corporation from 1994 until his retirement in the Spring of 2001. From 2001 until June 2003, he worked part time for Microsoft Corporation as Executive Vice President assisting in the government, industry and customer areas. Currently, he is the Managing Director of Herbold Group, LLC, a consulting firm. Mr. Herbold is also a Director of Weyerhaeuser Company, First Mutual Bank and Agilent Technologies, Inc.

Joyce Hergenhan<sup>3 & 4</sup>  
63

Joyce Hergenhan was elected a Director of Cintas in 2004. Ms. Hergenhan was with the General Electric Company for 22 years, serving as both vice president for corporate public relations and president of the GE Foundation until her retirement in early 2004.

Roger L. Howe<sup>2, 3 & 4</sup>  
70

Roger L. Howe has been a Director of Cintas since 1979. He was Chairman of the Board of U.S. Precision Lens, Inc., until his retirement in 1997. Mr. Howe held that position in the firm for over five years. Mr. Howe is a Director of Convergys Corporation.

David C. Phillips<sup>2 & 4</sup>  
67

David C. Phillips was elected a Director of Cintas in 2003. He was with Arthur Andersen LLP for 32 years, in which he served in several Managing Partner leadership positions. After retiring from Arthur Andersen in 1994, he became Chief Executive Officer of Downtown Cincinnati, Inc., from which he retired in 1999 to expand his financial consulting services business and to work with Cincinnati Works, Inc. Cincinnati Works, Inc. is an organization dedicated to reducing the number of people living below the poverty level by assisting them to strive towards self-sufficiency through work. He is also a Director of Meridian Bioscience, Inc. and Summit Mutual Funds.

Ages are as of September 1, 2005.

Richard T. Farmer is the father of Scott D. Farmer.

- 1 Member of the Executive Committee of the Board of Directors.
- 2 Member of the Audit Committee of the Board of Directors.
- 3 Member of the Compensation Committee of the Board of Directors.
- 4 Member of the Nominating and Corporate Governance Committee of the Board of Directors.

## CORPORATE GOVERNANCE

Cintas is a Washington corporation and, therefore, governed by the corporate laws of Washington. Since its stock is publicly traded on Nasdaq and it files reports with the Securities and Exchange Commission, it is also subject to NASD rules as well as various provisions of federal securities laws as recently changed by the Sarbanes-Oxley Act.

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

During fiscal 2005, the Board of Directors met on four occasions and took action by writing on one occasion. In addition, the independent directors met on three occasions during fiscal 2005 without the presence of management directors.

Cintas expects all directors to attend shareholders' meetings. All directors attended the 2004 Annual Meeting. Each of Cintas' directors attended 100% of the aggregate of all meetings of the Board and committees of which they were a member, except for Mr. Herbold who was absent from two Compensation Committee meetings.

Shareholders may communicate with the full Board or individual directors on matters concerning Cintas by mail or through our website in each case to the attention of the Secretary.

For fiscal 2005, Directors who are not employees of Cintas received a \$25,000 annual retainer for serving as a Director plus \$2,750 for each meeting attended. Committee members also received \$1,200 for each committee meeting attended (except for telephonic meetings). Committee members received \$600 for attending each telephonic meeting. Committee Chairmen (other than the Audit Committee Chairman) received an additional fee of \$5,000 per year. The Audit Committee Chairman received an additional fee of \$8,000 per year. Each nonemployee Director was also granted an option to purchase 1,000 shares of Common Stock at an exercise price equal to the market price on the date of grant. Directors who are employees of Cintas are not separately compensated for serving as Directors.

Nonemployee directors may elect to defer all or part of these fees either into Cintas stock equivalents with dividends or into a deferred account that earns interest at a rate equal to one-year United States Treasury Bills. Deferred fees are payable in one to 120 monthly installments beginning in a month selected by the Director, but in no case later than the first month after the Director leaves the Board.

At its meeting on April 28, 2004, the Board reviewed, approved and adopted the Cintas Code of Ethics. A copy of Cintas' Code of Ethics is available on our website, [www.cintas.com](http://www.cintas.com).

The Directors have organized themselves into the committees described below to help carry out Board responsibilities. In particular, Board committees work on key issues in greater detail than would be possible at full Board meetings. Each committee reviews the results of its meetings with the full Board.

The Executive Committee is composed of Richard T. Farmer (Chairman), Robert J. Herbold and Robert J. Kohlhepp. It acts for the Board as required between Board meetings.

Each of the following committees is composed of nonemployee directors each of whom meets the relevant independence requirements established by Nasdaq and the Sarbanes-Oxley Act that apply to their particular assignments.

## THE AUDIT COMMITTEE

The Audit Committee is governed by a written charter adopted by the Board. A copy of the current Charter was attached to the proxy statement for Cintas' 2003 Annual Shareholders' Meeting and is available on our website, [www.cintas.com](http://www.cintas.com). Paul R. Carter has been designated as the Audit Committee financial expert by the Board of Directors.

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

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

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

During the year, the Committee has discussed with both Ernst & Young LLP and management Cintas' actions to establish controls and procedures pursuant to new requirements of the Sarbanes-Oxley Act.

Committee members: Roger L. Howe (Chairman), Paul R. Carter and David C. Phillips.

Meetings last year: Ten (Seven of which were telephonic meetings).

## AUDIT COMMITTEE REPORT

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

- (a) reviewed and discussed Cintas' audited financial statements for fiscal 2005 with Cintas' management and the independent registered public accounting firm, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements;
- (b) reviewed the quarterly earnings releases and 10-K and 10-Q filings prior to release;
- (c) reviewed management's representations that the audited financial statements were prepared in accordance with generally accepted accounting principles and fairly present the results of operations and financial position of Cintas;
- (d) reviewed and discussed with the independent registered public accounting firm the matters required by Statement on Auditing Standards 61 and SEC rules, including matters related to the conduct of the audit of Cintas' consolidated financial statements;
- (e) discussed with the independent registered public accounting firm the firm's independence from management and Cintas including the matters in the written disclosures and letter received from the independent registered public accounting firm as required by Independence Standards Board Standard No. 1;
- (f) based on the discussions with management and the independent registered public accounting firm, the independent registered public accounting firm's disclosures to the Audit Committee, the representations of management and the report of the independent registered public accounting firm, recommended to the Board, which adopted the recommendation, that Cintas' audited annual financial statements be included in Cintas' Annual Report on Form 10-K for the fiscal year ended May 31, 2005, for filing with the Securities and Exchange Commission;
- (g) reviewed all audit and non-audit services performed for Cintas by the independent registered public accounting firm and considered whether its provision of non-

audit services was compatible with maintaining its independence from Cintas;

- (h) consulted with counsel regarding the Sarbanes-Oxley Act of 2002 (SOX), Nasdaq's corporate governance listing standards and the corporate governance environment in general and considered any additional requirements placed on the Audit Committee as well as additional procedures or matters the Audit Committee should consider;
- (i) reviewed and monitored the progress and results of the testing of internal controls over financial reporting pursuant to Section 404 of SOX, reviewed a report from management and internal audit regarding the design, operation and effectiveness of internal controls over financial reporting and reviewed an attestation report from the independent registered public accounting firm regarding the effectiveness of internal controls over financial reporting; and
- (j) examined the Audit Committee Charter to determine compliance by Cintas and the Committee with its provisions and to determine whether any revisions to the Charter were advisable. No changes were made.

The Audit Committee appointed Ernst & Young LLP as the independent registered public accounting firm to audit the financial statements of Cintas' fiscal 2005. Fees billed for services in fiscal 2005 were:

Audit Fees <sup>(1)</sup> .....	\$ 567,000
Audit Related Fees <sup>(2)</sup> .....	\$ 129,000
Tax Fees <sup>(3)</sup> .....	\$ 219,000
All Other Fees.....	\$ 0

Fees billed for services in fiscal 2004 were:

Audit Fees <sup>(1)</sup> .....	\$ 293,000
Audit Related Services <sup>(2)</sup> .....	\$ 143,000
Tax Fees <sup>(3)</sup> .....	\$ 346,000
All Other Fees.....	\$ 0

<sup>(1)</sup> Audit fees for fiscal 2005 were higher than fiscal 2004 due in large part to fees relating to attestation of internal controls over financial reporting as required by the Sarbanes-Oxley Act of 2002.

<sup>(2)</sup> Audit related fees include review of SEC registration statements, benefit plan audits and consultation on accounting standards or transactions.

<sup>(3)</sup> Tax fees consist of assistance with international tax compliance and review of U.S. tax returns. Fees in fiscal 2004 also included international tax planning projects.

RESPECTFULLY SUBMITTED BY THE MEMBERS OF THE AUDIT COMMITTEE, Roger L. Howe (Chairman), Paul R. Carter and David C. Phillips

## THE COMPENSATION COMMITTEE

The Compensation Committee is responsible for establishing compensation levels for management.

Committee members: Gerald V. Dirvin (Chairman), Robert J. Herbold, Joyce Hergenhan and Roger L. Howe.

Meetings last year: Four.

## COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

### *Executive Compensation Policies*

Cintas' executive compensation policies are designed to support the corporate objective of maximizing the long-term financial value of Cintas for its shareholders and employees. To achieve this objective, the Committee believes it is important to provide competitive levels of compensation to attract and retain the most qualified employees, to recognize individuals who exceed expectations and to closely link executive compensation with corporate performance. The methods by which the Committee believes Cintas' long-term objectives can be achieved are through incentive compensation plans and the issuance of options to purchase Cintas' Common Stock.

The Committee established three primary components of Cintas' executive compensation plan. The three components are:

- base compensation;
- performance incentive compensation; and
- stock-based performance compensation through stock option grants.

The Omnibus Budget Reconciliation Act of 1993 provides that compensation in excess of \$1,000,000 per year paid to the chief executive

officer of a company, as well as the other executive officers listed in the compensation table will not be deductible unless the compensation is performance-based and approved by shareholders. This law was not considered by the Committee in determining fiscal 2005 compensation since compensation levels were not in excess of the amounts deductible under the law.

### **Base Compensation**

The Committee annually reviews base salaries of executive officers. The factors which influence base salary decisions are levels of responsibility, potential for future responsibility, salary levels offered by competitors and comparable companies and the overall performance of the individual. The Committee's practice in establishing salary levels is based in part on salary levels of competitively comparable jobs, but also reflects the subjective judgment of the Committee.

Based on the Committee's comparison of Cintas' overall compensation levels as a percent of revenues and net income to comparable companies in the industry, the Committee believes its overall compensation levels are appropriate.

### **Performance Incentive Compensation**

A performance incentive compensation component, which is paid in the form of an annual cash bonus, was established by the Committee to provide a direct financial incentive to achieve corporate and individual operating goals. At the beginning of each fiscal year, the Committee establishes a target bonus for executive officers based on a target level of corporate earnings per share growth and achievement of individual goals.

### **Stock Option Grants**

Executive compensation to reward recent performance and to motivate future performance is also provided through options granted under Cintas' Stock Option Plans. The purpose of each plan is to encourage executive officers to maintain a long-term stock ownership position in Cintas in order that their interests are aligned with those of Cintas' shareholders. The Committee, at its discretion, has the authority to determine participants in the plan, the number of shares to be granted and the option price and term. An individual's stock option award is determined on a subjective basis. Options granted to executive officers in Fiscal 2005 can be found under "Option Information."

### **Chief Executive Officer Compensation**

The Committee established the base salary for Scott Farmer, Chief Executive Officer during 2005, based on an evaluation of Cintas' prior year's financial results, past salary levels and compensation paid to other chief executive officers in Cintas' industry, as well as other U.S. based companies. Based on the Committee's comparison of Cintas' overall compensation level for Mr. Farmer as a percent of revenue and net income to comparable companies, the Committee believes his overall compensation level is appropriate. The Committee also established a performance incentive bonus arrangement for Mr. Farmer. Based on Cintas' belief that shareholder value is enhanced by increases in earnings per share, the Committee based this arrangement for fiscal 2005 on a target level of earnings per share. Cintas achieved earnings per share of \$1.74 in fiscal 2005. As such, Mr. Farmer received a bonus of \$193,500.

### **Fiscal 2006**

The Committee plans to utilize various features of the 2005 Equity Compensation Plan if it is adopted by the shareholders at this meeting. In addition to the continued use of stock options, these features will include the issuance of restricted performance stock as part of Cintas' incentive compensation programs. The Committee will continue to consider the utilization of performance-based factors in granting long-term compensation awards.

RESPECTFULLY SUBMITTED BY THE  
MEMBERS OF THE COMPENSATION  
COMMITTEE, Gerald V. Dirvin (Chairman), Robert  
J. Herbold, Joyce Hergenhan and Roger L. Howe.

**THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

The Nominating and Corporate Governance Committee is responsible for nominating persons for election as directors at each annual shareholders' meeting, filling any Board vacancies that may arise between meetings and developing and recommending to the Board corporate governance policies and guidelines for Cintas. The Nominating and Corporate Governance Committee

will consider nominees recommended by security holders in written correspondence directed to the Secretary of Cintas. A copy of the Nominating and Corporate Governance Committee Charter is available on our website, [www.cintas.com](http://www.cintas.com).

Committee members: Robert J. Herbold (Chairman), Paul R. Carter, Gerald V. Dirvin, Joyce Hergenhan, Roger L. Howe and David C. Phillips.

Meetings last year: Three

**PRINCIPAL SHAREHOLDERS**

The following person is the only shareholder known by Cintas to own beneficially 5% or more of its outstanding Common Stock as of August 22, 2005:

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Richard T. Farmer <sup>1</sup>	23,027,933 <sup>2</sup>	13.7%

<sup>1</sup> The mailing address of Richard T. Farmer is Cintas Corporation, 6800 Cintas Boulevard, P.O. Box 625737, Cincinnati, Ohio 45262-5737.

<sup>2</sup> Includes 93,152 shares owned by Mr. Farmer's wife, 92,925 shares owned by a corporation controlled by Mr. Farmer, 2,353,307 shares held in trust for members of Mr. Farmer's family and 20,487,371 shares held by a family partnership.

**DIRECTOR AND EXECUTIVE OFFICER INFORMATION**

These tables show how much Cintas Corporation Common Stock each director and executive officer of Cintas named in the summary compensation table owned on August 22, 2005.

Name and Age of Beneficial Owner	Position	Common Stock Beneficially Owned <sup>(1)</sup>	
		Amount and Nature of Beneficial Ownership	Percent of Class
Richard T. Farmer 70	Chairman of the Board	23,027,933 <sup>(2)</sup>	13.7%
Robert J. Kohlhepp 61	Vice Chairman of the Board	2,898,179 <sup>(3)</sup>	1.7%
Scott D. Farmer 46	President, Chief Executive Officer and Director	984,350 <sup>(4)</sup>	*
Paul R. Carter 65	Director	3,000	*
Gerald V. Dirvin 68	Director	33,444	*
Robert J. Herbold 63	Director	4,000	*
Joyce Hergenhan 63	Director	1,500	*
Roger L. Howe 70	Director	1,018,184 <sup>(5)</sup>	*
David C. Phillips 67	Director	2,350 <sup>(6)</sup>	*
William C. Gale 53	Senior Vice President and Chief Financial Officer	46,407	*
Thomas E. Frooman 38	Vice President and Secretary - General Counsel	40,027	*
Karen L. Carnahan 51	Vice President and Treasurer	62,809	*
All Directors and Executive Officers as a Group (12 persons)		28,122,183 <sup>(7)</sup>	16.7%

Ages are as of September 1, 2005.

\*Less than 1%

- (1) Included in the amount of Common Stock beneficially owned are the following shares of Common Stock for options exercisable within 60 days: Mr. Kohlhepp – 30,000 shares; Mr. S. Farmer – 82,000 shares; Mr. Carter – 2,000 shares; Mr. Dirvin – 15,000 shares; Mr. Herbold – 3,000 shares; Ms. Hergenhan – 500 shares; Mr. Howe – 12,000 shares; Mr. Phillips – 1,250 shares; Mr. Gale – 32,513 shares; Mr. Frooman – 40,000 shares and Ms. Carnahan – 24,700 shares.
- (2) See Principal Shareholders on page 9.
- (3) Includes 277,490 shares held in trust for members of Mr. Kohlhepp's family, 86,016 shares held by a corporation that is controlled by Mr. Kohlhepp and 1,783,025 shares held by a family partnership.
- (4) Includes 337,350 shares held in trust for the benefit of Mr. Farmer's children, 4,038 shares owned by Mr. Farmer's wife and 83,880 shares held by a limited partnership.
- (5) Includes 161,472 shares owned by a limited partnership, 760,712 shares held in trust and 84,000 shares owned by Mr. Howe's wife as trustee.
- (6) Includes 500 shares held by a family trust.
- (7) Includes options for 242,963 shares, which are exercisable within 60 days.

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

William C. Gale joined Cintas in April 1995 as Vice President-Finance and Chief Financial Officer. He was appointed Senior Vice President in July 2003. He is responsible for finance, accounting, administration and acquisitions.

Thomas E. Frooman joined Cintas in December 2001 as Vice President and Secretary – General Counsel. From July 1997 through December 2001, he was a member of the law firm Keating Muething & Klekamp, PLL.

Karen L. Carnahan joined Cintas in 1979. She has held various accounting and finance positions with Cintas. In March 1992, she was elected Treasurer of Cintas and was elected Vice President of Cintas in July 1997.

#### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires Cintas' executive officers, directors and persons who own more than ten percent of Cintas' Common Stock to file reports of ownership with the Commission and to furnish Cintas with copies of these reports. Based solely upon its review of reports received by it, or upon written representation from certain reporting persons that no reports were required, Cintas believes that during fiscal 2005 all filing requirements were met, except that a Form 5 was untimely filed relating to a gift of shares by a charitable trust organized by Roger Howe.

## SUMMARY COMPENSATION TABLE

<u>Name and Principal Position</u>	<u>Fiscal Year</u>	<u>Annual Compensation</u>		<u>Other Annual Compensation (\$)</u>	<u>Long-Term Compensation</u>		<u>All Other Compensation(\$)<sup>(1)</sup></u>
		<u>Salary (\$)</u>	<u>Bonus (\$)</u>		<u>Shares Underlying Option Grants (#)</u>		
Robert J. Kohlhepp Vice Chairman of the Board	2005	400,000	----	----	----	7,985	
	2004	423,983	----	45,444 <sup>(2)</sup>	----	8,370	
	2003	543,900	----	67,511 <sup>(2)</sup>	----	7,702	
Scott D. Farmer President, Chief Executive Officer and Director	2005	600,000	193,500	----	25,000	7,800	
	2004	550,000	----	----	50,000	7,981	
	2003	499,500	----	----	----	7,665	
William C. Gale Senior Vice President and Chief Financial Officer	2005	350,000	82,000	----	15,000	7,652	
	2004	320,000	34,954	----	----	7,866	
	2003	288,600	----	----	12,500	7,763	
Thomas E. Frooman Vice President and Secretary – General Counsel	2005	300,000	100,250	----	15,000	7,555	
	2004	275,000	35,000	----	----	7,673	
	2003	240,750	----	----	35,000	3,267	
Karen L. Carnahan Vice President and Treasurer	2005	275,000	27,750	----	10,000	7,848	
	2004	250,000	17,038	----	3,000	7,957	
	2003	222,000	----	----	4,000	8,001	

<sup>(1)</sup> The Cintas Partners' Plan is a noncontributory employee stock ownership plan and profit sharing plan with a 401(k) savings feature which covers substantially all employees. Included above are the dollars contributed by Cintas pursuant to the Partners' Plan.

<sup>(2)</sup> Represents compensation associated with the use of Cintas' aircraft (\$13,969 and \$44,809 in 2004 and 2003 respectively), financial planning (\$18,750 and \$11,250 in 2004 and 2003, respectively) and other expense reimbursements.

### OPTION INFORMATION

The following table sets forth information regarding stock options granted to the executives named in the Summary Compensation Table during fiscal 2005:

#### OPTION GRANTS IN LAST FISCAL YEAR

Name	Number of Shares Underlying Options Granted	Percent of Total Options Granted to Employees in Fiscal 2005	Exercise Price (\$/Sh.)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (\$)	
					5%	10%
Robert J. Kohlhepp	----	N/A	N/A	N/A	N/A	N/A
Scott D. Farmer	25,000	1.66%	42.06	7/26/14	661,283	1,675,820
William C. Gale	15,000	1.00%	42.06	7/26/14	396,770	1,005,492
Thomas E. Frooman	15,000	1.00%	42.06	7/26/14	396,770	1,005,492
Karen L. Carnahan	10,000	.67%	42.06	7/26/14	264,513	670,328

The following table sets forth information regarding stock options exercised by the executives named in the Summary Compensation Table during fiscal 2005 and the value of in-the-money unexercised options held by them as of May 31, 2005:

#### AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION VALUES

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Unexercised Options at May 31, 2005		Value of Unexercised In-The-Money Options at May 31, 2005 <sup>(1)</sup>	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Robert J. Kohlhepp	150,000	4,575,495	27,000	3,000	282,440	70,610
Scott D. Farmer	3,000	79,450	61,000	114,000	373,520	730,429
William C. Gale	10,749	334,542	37,013	31,500	464,147	222,580
Thomas E. Frooman	----	----	40,000	35,000	----	136,000
Karen L. Carnahan	4,800	160,056	27,700	17,800	368,569	92,066

(1) Value is calculated as the difference between the fair market value of the Common Stock on May 31, 2005 (\$40.37 per share) and the exercise price of the options.

## **CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

Cintas provides its Chairman, Richard T. Farmer, with personal use of the company aircraft. Cintas computes a compensation amount related to such use under the United States Treasury regulations which is then recognized by Mr. Farmer in his annual compensation. The compensation expense associated with the use of the aircraft by Mr. Farmer was \$63,536 in fiscal 2005. In addition, Mr. Farmer received financial planning, Partners' Plan contributions and other reimbursements of \$32,506 in fiscal 2005.

### **APPROVAL OF THE 2005 EQUITY COMPENSATION PLAN (Item 2 on the Proxy Card)**

Cintas currently utilizes Stock Option Plans previously approved by Shareholders to grant incentive or non-qualified stock options to employees and Directors' Stock Option Plans to grant non-qualified options to nonemployee directors. As of May 31, 2005, there were options outstanding under these plans to purchase 6,499,920 shares and there are 4,529,875 shares available for the grant of additional options.

#### Objectives of the 2005 Equity Compensation Plan

The purposes of the 2005 Equity Compensation Plan (the Plan) are to enable Cintas and its subsidiaries to compete successfully in retaining and attracting key employees, directors and advisors of outstanding ability, to stimulate the efforts of such persons toward Cintas' objectives and to encourage the alignment of their interests with those of Cintas' shareholders. The Board of Directors desires additional flexibility regarding the type of equity compensation Cintas may award in the future. Approval of the 2005 Equity Compensation Plan, as a replacement of existing stock option plans, would provide such flexibility and allow equity compensation to be awarded in the form of stock options, stock appreciation rights, restricted and unrestricted stock awards, performance awards and other stock unit awards.

#### Administration of the Plan

The Plan shall be administered by the Compensation Committee. The Committee shall have the authority to:

- select persons to whom awards may be granted;
- determine the types and combinations of awards;
- determine the number of Common Stock or monetary units which may be subject to each award;
- determine the terms and conditions of each award; and
- modify or waive certain restrictions, limitations, terms or conditions of previously granted awards in a manner consistent with the Plan.

#### Types of Awards

##### ***Stock Options***

The Plan provides that the purchase price of Cintas' Common Stock purchasable under any stock option (incentive stock option or non-qualified stock option) shall be determined by the Committee, provided that the purchase price of any incentive stock option shall not be less than 100% of the fair market value of Cintas' Common Stock on the date that the option is granted. Payment of the purchase price for option shares must be made in cash unless some other form of consideration is approved by the Committee at or after grant.

The period of any option shall be determined by the Committee, but no stock option may be exercised later than ten years after the date of grant. No person may receive options for more than 200,000 shares of Common Stock in any twelve month period. Incentive stock options granted to persons owning more

than 10% of the voting power of Cintas must be at 110% of fair market value and may not be for a term of more than five years.

Each nonemployee director is granted a non-qualified option to purchase 1,000 shares of Common Stock at the time of election or re-election to the Board of Directors.

### ***Stock Appreciation Rights***

A Stock Appreciation Right (SAR) represents the right to receive, for each unit awarded, cash and/or Common Stock of Cintas equal in value to the excess of the fair market value of one share on the date of exercise of the SAR over the reference price per share established on the date the SAR was granted. The Plan provides that the Committee may grant SARs to any eligible employee, advisor or nonemployee director in accordance with terms and conditions established by the Committee. A SAR shall have a term of no longer than ten years from its grant date. SARs may be granted in tandem with stock options or separately as a non-tandem SAR.

### ***Restricted and Unrestricted Stock Awards***

Restricted stock awards will consist of Cintas' Common Stock which is subject to such conditions, restrictions and limitations as the Committee determines to be appropriate. With respect to Cintas' shares awarded as restricted stock, the recipient shall have all rights of a shareholder of Cintas, including the right to vote and the right to receive cash dividends, during the vesting period. Upon termination of employment during the restriction period, all restricted stock shall be forfeited subject to such exceptions as are authorized by the Committee as to termination of employment, retirement, disability, death or special circumstances. The Committee may also issue unrestricted shares on a bonus basis for no cash consideration.

### ***Performance Awards***

The Plan provides that the Committee may, in its discretion, grant Performance Awards to eligible employees and advisors. A Performance Award shall consist of the right to receive either Common Stock or cash of an equivalent value, or a combination of both, at the end of a specified performance period or a fixed dollar amount payable in cash or Common Stock, or a combination of both, at the end of a specified performance period. The Committee shall determine the persons to whom and the time or times at which Performance Awards shall be granted, the number of Common Stock or the amount of cash to be awarded to any person, the duration of the period during which, and the conditions under which a participant's Performance Award will vest and any other terms and conditions of the Performance Award.

### ***Other Stock Unit Awards***

The Plan provides that the Committee is authorized to grant to eligible employees of Cintas and its affiliates, either alone or in addition to other awards granted under the Plan, awards of Common Stock or other securities of Cintas or any subsidiary of Cintas and other awards that are valued in whole or in part by reference to, or are otherwise based on, Common Stock or other securities of Cintas or any Cintas subsidiary ("Other Stock Unit Awards"). Other Stock Unit Awards may be paid in cash, Common Stock, other property or in a combination thereof, as the Committee shall determine. The Committee shall determine the employees to whom Other Stock Unit Awards are to be made, the times at which such Awards are to be made, the number of Common Stock to be granted pursuant to such awards and all other conditions of such awards. Common Stock (including securities convertible into Common Stock) and other securities granted pursuant to Other Stock Unit Awards may be issued for no cash consideration or for such minimum consideration as may be required by applicable law. Common shares (including securities convertible into Common Stock) and other securities purchased pursuant to purchase rights granted pursuant to Other Stock Unit Awards may be purchased for such consideration as the Committee shall determine, which price shall not be less than the fair market value of such Common Stock or other securities on the date of grant, unless the Committee otherwise elects.

### ***Performance Standards***

The Committee may condition the grant or vesting of an Award upon the attainment of specified performance goals, including but not limited to, appreciation in the fair market value, book value or other measure of value of the shares; the performance of Cintas or groups within Cintas based on increase in sales, earnings (which may include an add back for taxes, interest, and/or depreciation and amortization), operating earnings, profit margins, earnings per share, cash flow, favorable comparison to established budgets, return on stockholders' equity, return on assets, attainment of strategic and operational initiatives, market share, comparisons with various stock market indices, reduction in costs or a combination of such factors; personal performance measures or such other similar factors or criteria as the Committee shall determine.

### **Termination and Acceleration of Awards**

Awards terminate immediately if employment is terminated for cause. Upon death, disability or retirement, options may be exercised to the extent vested for a period of one year after the date of death, or disability, or retirement. If a participant's employment or service is involuntarily terminated without cause (as determined by the Committee in its sole discretion) during the twenty-four month period following a Change in Control of Cintas, all awards will also become exercisable in full. A Change in Control is deemed to have occurred if anyone, other than a fiduciary holding securities under an employee benefit plan of Cintas and other than Richard T. Farmer and James J. Gardner and their respective heirs, lineal descendants, legatees and representatives and the trustee of any bona fide trust in which one or more of the foregoing are the sole beneficiaries or grantors, becomes the beneficial owner, as defined under the Securities Exchange Act of 1934, of 25% or more of the voting power of Cintas or if there is a change in a majority of the Board of Directors effected without the approval of two-thirds of the then current directors.

### **Amendment and Termination of the 2005 Equity Compensation Plan**

The Plan may be amended or terminated by the Board of Directors provided that no such action shall impair the rights of a participant without the participant's consent and provided that no amendment which shall increase the total number of Common Stock reserved for issuance under the Plan shall be made without shareholder approval.

### **Federal Income Tax Consequences**

The grant of an option or Stock Appreciation Right will create no tax consequences for an optionee or Cintas. Upon exercising a non-qualified stock option or SAR, the optionee must recognize ordinary income equal to the difference between the exercise price and the fair market value of Common Stock on the date of exercise and Cintas will be entitled to a tax deduction for the same amount. There is no regular income tax consequence for the optionee upon an exercise of an incentive stock option, and no deduction is available to Cintas unless the Common Stock is sold within two years of the grant of the option or one year from its exercise, in which case the tax treatment will be that accorded to the exercise of a non-qualified option.

With respect to other awards granted under the Plan that are settled either in cash or in Common Stock, or other property that is either transferable or not subject to substantial risk of forfeiture, the participant must recognize ordinary income equal to the cash or the fair market value of Common Stock or other property received and Cintas will be entitled to a tax deduction for the same amount. With respect to awards that are settled in Common Stock or other property that is restricted as to transferability and subject to substantial risk of forfeiture, the participant must recognize ordinary income equal to the fair market value of the Common Stock or other property received at the first time the Common Stock or other property became transferable or not subject to substantial risk of forfeiture, whichever occurs earlier; Cintas will be entitled to a tax deduction for the same amount.

### Shares Available for Award

The Board of Directors believes it appropriate for the 2005 Equity Compensation Plan to make available 14,000,000 shares of Common Stock for potential awards in any of the manners described above. If the 2005 Equity Compensation Plan is approved, it is the intention of the Board of Directors that no more shares would be granted under presently existing Option Plans. The per share closing price of Cintas' Common Stock on August 22, 2005 was \$42.05.

This description of the Plan is not complete and is qualified in its entirety to the Plan, which is available on our website, [www.cintas.com](http://www.cintas.com).

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

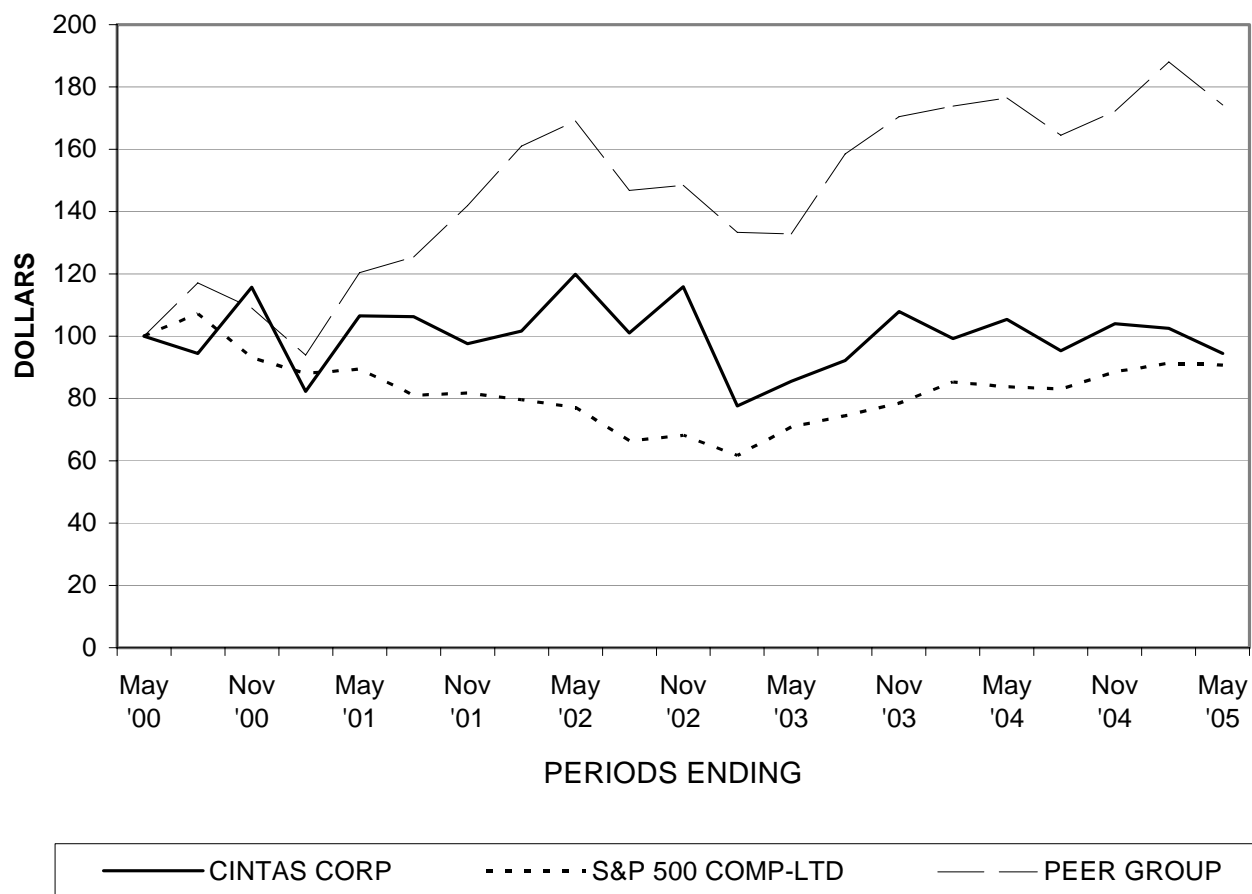
Although not required, the Board is seeking shareholder ratification of the selection by the Audit Committee of Ernst & Young LLP as Cintas' independent registered public accounting firm for fiscal 2006. If shareholders do not ratify this selection, the Audit Committee intends to continue the employment of Ernst & Young LLP at least through fiscal 2006, as the new fiscal year has already commenced. However, the Audit Committee will take the vote into account in selecting the independent registered public accounting firm for fiscal 2007. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting and will have an opportunity to make a statement, if they desire to do so, and to respond to appropriate questions that may be asked by shareholders.

## COMMON STOCK PERFORMANCE GRAPH

The following graph summarizes the cumulative return on \$100 invested in Cintas' Common Stock, the S&P 500 Stock Index and the common stocks of the three largest publicly traded companies engaged primarily in the uniform related industry determined by net assets at year end (the "Peer Index"). The companies included in the Peer Index are Aramark Corporation, G & K Services, Inc. and UniFirst Corporation.

Total shareholder return was based on the increase in the price of the stock and assumed reinvestment of all dividends. Further, total return was weighted according to market capitalization of each company. The companies in the Peer Index are not the same as those considered by the Compensation Committee.

### TOTAL SHAREHOLDER RETURNS COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN



## COMMON STOCK PERFORMANCE GRAPH

The following graph summarizes the cumulative return on \$100 invested in Cintas' Common Stock, the S&P 500 Stock Index and the common stocks of the three largest publicly traded companies engaged primarily in the uniform related industry determined by net assets at year end (the "Peer Index"). The companies included in the Peer Index are Aramark Corporation, G & K Services, Inc. and UniFirst Corporation.

Total shareholder return was based on the increase in the price of the stock and assumed reinvestment of all dividends. Further, total return was weighted according to market capitalization of each company. The companies in the Peer Index are not the same as those considered by the Compensation Committee.

MEASUREMENT PERIOD ( <u>QUARTER END</u> )	<b>CINTAS CORP</b>	<b>S&amp;P 500 INDEX</b>	<b>PEER GROUP</b>
MAY, 00	100	100	100
AUG, 00	94	107	117
NOV, 00	116	93	109
FEB, 01	82	88	94
MAY, 01	107	89	120
AUG, 01	106	81	125
NOV, 01	98	82	142
FEB, 02	102	80	161
MAY, 02	120	77	169
AUG, 02	101	66	147
NOV, 02	116	68	148
FEB, 03	78	62	133
MAY, 03	86	71	133
AUG, 03	92	74	159
NOV, 03	108	79	170
FEB, 04	99	85	174
MAY, 04	105	83	176
AUG, 04	95	83	165
NOV, 04	104	89	172
FEB, 05	103	91	188
MAY, 05	94	91	174

## OTHER ITEMS TO BE VOTED ON BY SHAREHOLDERS

### ***First Shareholder Proposal*** **(Item 4 on the Proxy Card)**

The Laborers' Local Union and District Council Pension Fund has advised us that it intends to present the following proposal:

RESOLVED, that stockholders of the Cintas Corporation ("Cintas") urge the Board of Directors to take the necessary steps to amend the by-laws to require that, subject to any presently existing contractual obligations of the Company, the Chairman of the Board of Directors be an independent director who has not previously served as an executive officer of Cintas. The policy should also specify (a) how to select a new independent chairman if a current chairman ceases to be independent during the time between annual meetings of shareholders, and (b) that compliance with the policy is excused if no independent director is available and willing to serve as chairman.

#### Supporting Statement

The Board of Directors is elected by shareholders to oversee management and its Chairman provides leadership for the Board.

We believe that to be effective, a board of directors must be led by a Chairman who is independent of management, for, in our opinion, having the same individual serve as both Chairman and CEO necessarily impairs the Chairman's ability to hold the CEO accountable.

The Conference Board recently issued a report on corporate governance. The Commission's members include John Snow, U.S. Treasury Secretary and Former Chairman of CSX Corporation; John Bogle, the Founder and former Chairman of Vanguard Group; Arthur Levitt Jr., former SEC Chairman; and former Federal Reserve System Chairman Paul Volcker. Its report stated:

The Commission is profoundly troubled by the corporate scandals of the recent past. The primary concern in many of these situations is that strong CEOs appear to have exerted a dominant influence over their boards, often stifling the efforts of directors to play the central oversight role needed to ensure a healthy system of corporate governance....

The Conference Board Commission on Public Trust and Private Enterprise, Findings and Recommendations, Jan. 9, 2003.

The Report discussed three principal approaches to provide the appropriate balance between board and CEO functions, including:

The roles of Chairman and CEO would be performed by two separate individuals, and the Chairman would be one of the independent directors. The Commission recommends that each corporation give careful consideration, based on its particular circumstances, to separating the offices of the Chairman and Chief Executive Officer. The Commission believes that separating the positions of Chairman and CEO is fully consistent with the objectives of the Sarbanes-Oxley Act, the proposed New York Stock Exchange listing requirements, and the proposed Nasdaq requirements, and that separating the roles of Chairman and CEO enhances implementation of the Act and stock exchange reforms.

We urge your support FOR this proposal to require that the Chairman of the Board of Directors be an independent director.

**The Board of Directors recommends a vote AGAINST this proposal for the following reasons:**

The composition of Cintas' Board of Directors is governed by Nasdaq rules requiring that a majority of directors meet independence standards established by Nasdaq. Cintas' Board meets those standards. The Nasdaq standards are not concerned with the identity of the Chairman of the Board.

Traditionally, corporations have utilized the experience gained in their operations by current and former executive officers when filling the Chairman's position. If the proponent's policy were adopted, Cintas' Board would not have the option to turn to persons experienced at the executive level in Cintas' operations when choosing a Chairman. For example, if Cintas followed the policy urged by this proposal, its present Chairman, Richard Farmer, who served as Chief Executive Officer until August 1995 and is a founder of the Company, would not be eligible to serve as Chairman.

The Board believes that it is extremely important for the Chairman of the Board to have a deep knowledge of the company and the industry in which it operates and that having an outsider serve in this position would not be in the best interests of the shareholders. Therefore, it sees no benefit to the proposal, but rather believes that it could work to Cintas' detriment in depriving it of the ability to choose experienced leadership to head the Board of Directors.

Accordingly, the Board requests a vote AGAINST this proposal.

***Second Shareholder Proposal  
(Item 5 on the Proxy Card)***

The United Brotherhood of Carpenters Pension Fund has advised us that it intends to present the following proposal:

RESOLVED, that the shareholders of Cintas Corporation ("Company") hereby request that the Board of Directors initiate the appropriate process to amend the Company's governance documents (certificate of incorporation or bylaws) to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders.

Our Company is incorporated in Washington. Among other issues, Washington corporate law addresses the issue of the level of voting support necessary for a specific action, such as the election of corporate directors. Washington law provides that unless otherwise provided in the articles of incorporation, the plurality vote standard will be in effect regarding the election of directors. (Revised Code of Washington, Section 23B.07.280, Voting for directors – Cumulative voting). Section 4.3.2 Election of the Company's Restated Bylaws states that at each election of directors, the persons receiving the greatest number of votes shall be the directors.

We feel that it is appropriate and timely for the Board to initiate a change in the Company's director election vote standard. Specifically, this shareholder proposal urges that the Board of Directors initiate a change to the director election vote standard to provide that in director elections a majority vote standard will be used in lieu of the Company's current plurality vote standard. Specifically, the new standard should provide that nominees for the board of directors must receive a majority of the vote cast in order to be elected or reelected to the Board.

Under the Company's current plurality vote standard, a director nominee in a director election can be elected or re-elected with as little as a single affirmative vote, even while a substantial majority of the votes cast are "withheld" from that director nominee. So even if 99.99% of the shares "withhold" authority to vote for a candidate or all the candidates, a 0.01% "for" vote results in the candidate's election or re-election to the board. The proposed majority vote standard would require that a director receive a majority of the vote cast in order to be elected to the Board.

It is our contention that the proposed majority vote standard for corporate board elections is a fair standard that will strengthen the Company's governance and the Board. Our proposal is not intended to limit the judgment of the Board in crafting the requested governance change. For instance, the Board

should address the status of incumbent directors who fail to receive a majority vote when standing for re-election under a majority vote standard or whether a plurality director election standard is appropriate in contested elections.

We urge your support of this important director election reform.

**The Board of Directors recommends a vote AGAINST this proposal for the following reasons:**

The Board of Directors believes it is vital that Cintas always have a full Board of Directors composed of the required number of individuals qualified to meet the various independence requirements of Nasdaq and federal securities laws and also to provide overall guidance for the Company's business operations. Cintas' directors are now elected under the plurality voting system authorized by its state of incorporation, Washington. This system guarantees that there will always be a full complement of directors because those nominees who receive the greatest number of votes win the election.

The Board believes that the majority voting system could be disruptive to the Board and its functions. If one or more directors were not elected in an uncontested election, a question would arise as to the status of those persons. Would they stay on until their successors are elected and qualified or would the Company have to have a special shareholders' meeting with all of the expense and time that that involves or would those persons resign with the remaining Board members filling a vacancy? In a contested election, in which there would be more nominees than seats, it is possible that no one would win a majority thereby leaving the incumbent Board in place. These possibilities and other reasons led the legislatures of most states to establish plurality voting in the election of directors. Some states, like Ohio, in which Cintas is headquartered, provide only for plurality voting. Other states, such as Washington, establish the plurality voting system as a standard, subject to change by shareholders when circumstances warrant.

The Board sees no reason to depart from the plurality voting system, which has served Cintas well and which it believes will continue to provide a Board of Directors able to function effectively for Cintas.

Accordingly, the Board requests a vote AGAINST the proposal.

Upon oral or written request to Tom Frooman, Secretary, 6800 Cintas Boulevard, Cincinnati, OH 45262, Cintas will provide the name, address and number of voting securities held by the proponents of Items 4 and 5.

**PROPOSALS FOR NEXT YEAR**

Shareholders who desire to have proposals included in the Notice for the 2006 Shareholders' Meeting must submit their proposals in writing to Cintas at its offices on or before May 4, 2006.

The form of Proxy for Cintas' Annual Meeting of Shareholders grants authority to the designated proxies to vote in their discretion on any matters that come before the meeting except those set forth in Cintas' Proxy Statement and except for matters as to which adequate notice is received. In order for a notice to be deemed adequate for the 2006 Shareholders' Meeting, it must be received prior to July 18, 2006.

Cintas' Bylaws requires that items of new business and nominees for director be presented at least 15 days prior to the date of the meeting.

**OTHER MATTERS**

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

**QUESTIONS?**

If you have questions or need more information about the annual meeting, write to:

Thomas E. Frooman  
Vice President and Secretary – General Counsel  
6800 Cintas Boulevard  
P. O. Box 625737  
Cincinnati, Ohio 45262-5737

or call (513) 459-1200.

For information about your record holding, call Computershare Investor Services at 1-888-294-8217. We also invite you to visit Cintas' Internet site at [www.cintas.com](http://www.cintas.com). Internet site materials are for your general information and are not part of this proxy solicitation.