

**G&K SERVICES, INC.**  
**CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF**  
**DIRECTORS**

**CHARTER**

**I. PURPOSE**

The purpose of the Corporate Governance Committee (the “Committee”) is to monitor the effectiveness of the Board of Directors (the “Board”) of G&K Services, Inc. (the “Corporation”) in carrying out its responsibilities to:

- Represent and protect the interests of shareholders.
- Assure appropriate Board composition.
- Choose a Chief Executive Officer and regularly assess his/her performance.
- Assure that succession plans for senior management are developed and implemented.
- Provide general advice and counsel to management of the Corporation.
- Review and approve strategic plans.
- Have Board meetings that are well organized, focus on strategic issues, encourage open and frank discussion, and provide useful contributions from the Board members.

**II. COMPOSITION**

The Committee shall be comprised of two or more directors, each of whom shall be independent directors (as defined by applicable rules and regulations of the Securities Exchange Commission, NASDAQ and other relevant regulatory bodies), and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Committee shall have at least one member in common with the Compensation Committee. The Chair and members shall be appointed annually by the Board at the annual organizational meeting of the Board or until their successors shall be duly elected and qualified.

**III. MEETINGS**

The Committee shall formally meet at least three times annually, or more frequently as circumstances dictate. Reports of meetings of the Committee will be made to the Board at the next regularly scheduled Board meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

#### IV. RESPONSIBILITIES AND DUTIES

The duties of the Committee shall include:

1. Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, and otherwise take a leadership role in shaping the governance of the Corporation.
2. Review and recommend changes to the structure and operation of the Board's committees.
3. Administer annual performance review of the Chief Executive Officer of the Corporation in light of Corporation goals and objectives, and advise the Compensation Committee of performance evaluation.
4. Administer an annual review of the operation and effectiveness of the Board, Board committees, the Board Chair, and succession plans for senior management, and provide suggestions for improvement. The Board evaluation will include a review of committee charters with respect to changes and to assure overall consistency and relevance with appropriate corporate governance, and compare Board operations with the requirements of the committee charters, Corporation articles and by-laws, the Strategic Plan approved by the Board, and best practices of publicly traded companies.
5. Administer an annual review of the operation and effectiveness of the Committee and this Charter, and set forth Committee goals and objectives for the upcoming year.
6. Present qualified director candidates to the Board for final selection, and consider matters relating to the qualifications and retirement of directors.
7. Develop and maintain an orientation program for new directors, and a continuing education program for all directors.
8. Recommend to the Board qualified directors for membership and service as Chair on Committees, and as Chair of the Board.
9. Upon review and advice of the Compensation Committee, approve compensation for independent, non-management directors, the Board Chair if a separate position from that of chief executive officer, and committee chairs.
10. Perform such other functions as required of the Committee by law, Corporation articles and by-laws, or by the Board.
11. The Chair of the Committee shall preside over any meetings of the outside directors.

V. RESOURCES and DIRECTOR RECRUITMENT

The Committee shall have the authority to obtain advice and seek assistance from any advisors it deems appropriate, who may be internal or external to the Corporation. The Committee shall have the sole authority, in consultation with the CEO, to retain and terminate any search firm used to identify director candidates, including sole authority to approve such search firm's fees and terms of retention. In consultation with the Board Chair and CEO, the Committee shall establish the search criteria to be employed for director candidates, and determine a process to receive and review the qualifications of director candidates.

*G&K Services Corporate Governance Committee of the Board of Directors Charter*  
*Most Recent Date of Revisions and Approval May 2007*