

G&K Services, Inc.

Board of Directors

Corporate Governance Guidelines

(Adopted February 2006)

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G &K SERVICES, INC.

Board of Directors Corporate Governance Guidelines

G&K Services, Inc. is one of North America's market leaders of Branded/Identity Apparel and Facility Services, and is recognized as an industry leader and a preferred choice for customers seeking a quality uniform rental, facility services or direct purchase program. G&K Services' products are used in a range of businesses and institutions helping customers achieve goals of cleanliness, worker safety, identification, enhanced image, product protection and employee morale. G&K operates in a complex, dynamic, highly competitive environment. These Corporate Governance Guidelines (the "Guidelines") have been adopted by the Board of Directors of G&K (the "Board") to assist it in the performance of its duties and the exercise of its responsibilities. The Board believes that good corporate governance is a source of competitive advantage for G&K. Good corporate governance will serve to drive superior performance and maximize the effectiveness of the Board and G&K's executive management team by efficiently bringing to bear the skills, experience and judgment of the Board.

These Guidelines are the current views of the Board concerning philosophy, style, and emphasis of governance and provide the framework for the governance of G&K. The Board views these Guidelines as guidelines – not rigid restraints – and believes they are evolutionary in nature. The Guidelines are neither intended to be, nor are they, rigid rules that govern the Board's activities. The Guidelines are subject to review annually and modification by the Board as deemed appropriate.

BOARD ROLES and RESPONSIBILITIES

Role of the Board

The business of G&K is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (the "CEO") and the oversight of the Board, to build long-term value for G&K shareholders. The Board is elected by G&K shareholders to oversee the actions and performance of management, and give direction to G&K. In discharging its responsibilities, the Board shall act in the best interest of G&K in order to advance long-term value for G&K shareholders. In the best interest of G&K, and as provided by law, the Board shall also consider the interests of various stakeholders, including employees, customers, suppliers, creditors, and the communities in which G&K operates in discharging its responsibilities.

Board Responsibilities

The Board is accountable to G&K's shareholders, and is responsible for decision-making concerning direction and control of G&K and the oversight of its management. In carrying out its responsibilities, the Board will exercise sound, informed, and independent business judgment. The Board recognizes that to do so requires individual preparation by each director, and group deliberation by the Board. Except as otherwise required under applicable law, or G&K's articles or bylaws, the Board may delegate certain decision-making and oversight responsibilities to its

committees, in which case the Board as a whole nevertheless shall consider all major decisions of G&K. In discharging these various obligations, directors are entitled to rely on the honesty and integrity of G&K's senior executives and its outside advisors and auditors. The directors shall also be entitled to have G&K purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and G&K's articles, by-laws and any indemnification agreements, and to exculpation as provided by state law and G&K's articles. The Board's responsibilities include both decision-making and oversight.

Decision-Making

Among other things, the Board's decision-making responsibilities include: (a) review and approval of G&K's mission, strategies, objectives and policies, as developed by its management; (b) the evaluation of G&K's CEO; (c) the determination of the terms of the CEO's employment, including his or her compensation package; (d) the compensation of senior executives of G&K; (e) the approval of material investments or divestitures, and strategic transactions; (f) other significant transactions that are not in the ordinary course of G&K's business; and (g) the approval of other actions as required under applicable law.

Oversight

Among other things, the Board's oversight responsibilities include monitoring: (a) G&K's compliance with legal requirements and ethical standards; (b) the performance of G&K (in relation to its mission, strategies, financial and non-financial objectives, and competitors); (c) G&K's success in developing leaders and ensuring a strong management team with sound succession plans; (d) the performance and effectiveness of the Board, the Board committees, the Board Chair, the CEO, and management; and (e) through the Audit Committee of the Board, G&K's financial reporting processes and internal controls. In addition, as appropriate, the Board should offer the CEO and management constructive advice and counsel.

Expectations of Individual Directors

Among other things, the Board expects each director to: (a) understand G&K's businesses and the marketplaces in which they operate; (b) regularly attend meetings of the Board and of the committees on which he or she serves, as well as the annual meetings of G&K's shareholders; (c) review and understand the materials provided in advance of meetings and any other materials provided to the Board from time to time; (d) monitor and keep abreast of general economic, business and management news and trends, developments in G&K's competitive environment, and G&K's performance; (e) actively, objectively and constructively participate in meetings and the strategic decision-making processes; (f) share his or her perspective, background, experience, knowledge and insights as they relate to the matters before the Board and its committees; (g) be reasonably available when requested to advise the CEO or management on specific issues not requiring the attention of the full Board but where an individual director's insights might be helpful; and (h) generally must not engage in conduct, or make any public statement, likely to prejudice the company's business or likely to harm, defame or otherwise bring discredit upon or denigrate G&K, fellow Directors or corporate staff.

Directors' Code of Conduct

The Board shall establish, maintain and monitor a Directors' Code of Conduct for the G&K Board.

Board's Expectations of Management

Among other things, and in monitoring management's efforts to build long-term value for G&K shareholders under the direction of the CEO, the Board expects management to: (a) provide strong, informed and ethical leadership; (b) develop strategies that build businesses with strong sustainable marketplace positions and that build shareholder value over the long term; (c) develop appropriate strategic and operating plans; (d) maintain effective control of operations and report regularly on its programs to ensure compliance with the highest ethical standards, as well as with legal, regulatory and other requirements; (e) measure and report performance against peer enterprises; (f) provide sound succession planning and management development; (g) maintain a sound organizational structure; (h) inform the Board regularly of the status of key initiatives and changes in G&K's performance or the environment in which it operates; and (i) timely address and resolve issues discussed at Board and Board committee meetings. Management, acting through the CEO, will inform the Board of material developments as soon as practical, and not wait until regularly scheduled Board meetings.

2. BOARD SELECTION and COMPOSITION

Number of Directors

G&K's bylaws provide that the number of directors serving on the Board shall be no less than three (3) and no more than twelve (12). The Board at all times should have a sufficient number of directors to reflect a substantial diversity of perspectives, backgrounds and experiences, but not so many directors that the size of the Board hinders effective discussion or diminishes individual accountability. Since G&K has a classified Board, there should be a sufficient number of directors to assure an equal number of directors in each class. The Board will from time to time evaluate its size in light of changes in the size and complexity of G&K and its businesses and may change the specific number of directors constituting the Board by resolution, subject to certain restrictions set forth in G&K's bylaws.

Classified Board

The Board believes that a staggered system for electing directors provides enhanced continuity and stability in the Board's business strategies and policies. At all times, two-thirds of the directors should have had experience and familiarity with G&K's business and affairs. In addition, a classified board encourages long-term focus in the management of the business and affairs of a corporation. The Board believes continuity provides directors with a historical perspective of G&K that enhances their ability to make fundamental decisions that are best for G&K, such as decisions on strategic transactions, significant business commitments, and appropriate use of financial and other resources. In addition to providing experienced directors, a staggered board helps attract and retain highly qualified individuals willing to commit the time and resources necessary to understand the corporation, its operations and its competitive environment.

Number of Independent Directors

The majority of the directors will be Independent Directors as that term is defined below. Directors who are determined by the Board to have a material relationship with G&K that would preclude Independent Director status, may also make valuable contributions to the Board and to G&K by reason of their experience and judgment.

Definition of Independent Director

In order for a director to be considered an Independent Director, the Board must affirmatively determine, after consideration of all relevant facts and circumstances, that (a) the director has no relationship that would interfere with the exercise of independent judgment in carrying out his or her responsibilities, (b) has no material relationship with G&K (either directly or as a partner, shareholder or officer of an organization that has a relationship with G&K), (c) otherwise meets the definition of an “independent director” under the rules of The NASDAQ Stock Market, Inc., and (d) is considered independent under the applicable rules and regulations of the Securities Exchange Commission and other relevant regulatory bodies with jurisdiction over G&K. A director meeting these qualifications may be deemed an "Independent Director" by the Board. In addition, a person is not an Independent Director until three (3) years after the termination of any relationship with G&K whereby the director or an immediate family member of the director has been an: employee of G&K; an employee or affiliate of a present or former auditor of G&K; or an employee of any other business organization where a Company executive serves on that business organization's compensation committee. G&K will not make any personal loans or extensions of credit to directors or to management, other than consumer loans on credit card services on terms offered to the general public.

Nomination and Selection of Directors

The Board, as a whole, will be responsible for nominating individuals for election to the Board at each annual shareholders' meeting of G&K, and to fill vacancies on the Board that may arise between annual meetings. The Corporate Governance Committee, in consultation with the CEO, will be responsible for identifying, screening, personally interviewing and recommending candidates to the entire Board. In nominating candidates, the Board shall take into consideration recommendations of the Corporate Governance Committee and such other factors as it deems appropriate. These factors may include integrity, achievements, judgment, intelligence, personal character, the interplay of the candidate's relevant experience with the experience of other Board members, the willingness of the candidate to devote adequate time to Board duties, and likelihood that he or she will be willing and able to serve on the Board for a sustained period. In connection with the selection of nominees for Director, due consideration will be given to the Board's overall balance of diversity of perspectives, backgrounds and experiences in areas relevant to G&K's activities. The Corporate Governance Committee and will consider any suggestions offered by management, other directors or any shareholder with respect to potential directors.

Board Leadership

G&K will have a Chair of the Board and a CEO, who may be the same person. The Board may, however, keep these two positions separate as it deems it to be in the best interests of G&K and the shareholders to do so. There shall also be a Presiding Director, who shall be an Independent Director, to be determined annually by a majority vote of the Board's Independent Directors.

Director Orientation and Continuing Education Program

The Board and management will provide an orientation program for new directors (and, as appropriate, recommend continuing education programs or seminars for returning directors) that includes, as advisable, management meetings, and informational materials, such as G&K's organizational and governance documents, recent Board and Committee minutes, strategic and operating plans, financial information, corporate structure and organizational charts, and information about G&K's businesses, products, services and the industries in which G&K operates.

Director Retirement

The Board will not normally nominate directors to stand for re-election to the Board if they will have reached age 70 prior to the mailing of the proxy statement for that year's annual shareholders' meeting. If a director reaches age 70 during his or her term of service, the director shall continue to serve the remaining portion of his or her term. Any member of management (including the CEO) who is a director will retire from the Board at the same time he or she discontinues active management responsibilities with G&K, or ceases to hold the position held at the time of the last annual shareholders' meeting, unless in either case requested by the Board to continue as a director. The Board does not believe that arbitrary term limits are appropriate, nor does it believe that directors should expect to be regularly renominated until they reach the mandatory retirement age.

Change of Position

Any non-employee director who retires or changes the position held when the director became a member of the Board will submit his or her resignation to the Board. The Corporate Governance Committee will consider whether or not such resignation should be accepted and make a recommendation to the Board. The Board may determine whether or not such director will continue as a member of the Board.

Service on Other Boards

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively. Directors should notify the Chair of the Corporate Governance Committee before accepting a seat on the board of directors of another business organization for consideration of, and to avoid, potential conflicts of interest.

Service on Boards of Competing or Interlocking Enterprises

A director will not serve as a director of any public company that is competitive with the businesses of G&K. Federal law regulates so-called "interlocking" directorates; and other restrictions are imposed where two or more directors of G&K serve together on another board or similar body. Directors should seek legal guidance concerning such memberships.

3. BOARD OPERATIONS

Number of Regular Meetings

The Board normally will hold four or five regular meetings each fiscal year, one in each fiscal quarter. Special meetings shall be held at such times as the Board deems necessary or

appropriate to properly discharge its responsibilities. Every effort shall be made to schedule meetings sufficiently in advance to ensure maximum attendance at each meeting, or to permit participation by all directors telephonically or other appropriate means.

Agendas and Materials

Company management will consult with the Chair and Presiding Director in proposing an agenda for each meeting. All directors shall have the opportunity to raise items for consideration to be placed on the agenda by contacting the Chair or CEO in advance. In advance of each Board meeting, G&K's Corporate Secretary will send the agenda for such meeting to each director together with: (a) written materials pertaining to the matters to be presented for Board decision at such meeting; (b) summary financial information needed to understand the performance of G&K; (c) minutes of the most recent Board meeting and of any Committee meetings held since the distribution of materials for the most recent Board meeting; and (d) other pertinent written materials that are available in advance of the meeting. Written materials should be designed to provide a foundation for the Board's discussion of key issues and allow the Board to make the most efficient use of its meeting time. Directors may request additional information or changes in the scope, amount or format of the information provided, and the CEO will make every effort to provide such additional information or make such changes.

Director Access to Management and Independent Advisors

Subject to their availability and unless otherwise determined by the Board, G&K's CEO, Chief Financial Officer, General Counsel and Corporate Secretary will attend all meetings of the Board other than executive sessions. The Board encourages the CEO to bring other members of management and other employees into Board meetings to: (a) make presentations to the Board regarding matters that involve the individual; (b) provide additional insight and perspective concerning matters under discussion by the Board; (c) expose the Board to individuals with high potential for significant leadership roles in G&K; or (d) otherwise assist the Board in its work. Additionally, directors may from time to time meet individually with members of management. The Board Chair and the CEO should be informed of such meetings in advance and, following such meetings, should be informed of the results of and matters discussed. Directors should use their access to management with care so as not to undermine normal lines of management authority or take too much of management's time. The Board shall have the authority to retain such outside professionals to act as advisors to the Board and/or management as may be deemed necessary or appropriate in the discharge of their duties. Board committees may hire their own outside counsel, consultants and other professionals to advise them in the discharge of their duties. The parameters for any such retention shall be set forth in the respective committee charters.

Executive Sessions of Independent Directors

G&K's Independent Directors shall hold regular executive sessions at which management is not represented. To the extent practicable, these sessions shall be scheduled to coincide with regularly scheduled meetings of the Board. The Presiding Director shall preside over any meetings of the Independent Directors. In order that interested parties may be able to make their concerns known to G&K's Independent Directors, G&K has established and disclosed a means for stockholders, employees and other interested parties to communicate with the appropriate Independent Director or with all Independent Directors of G&K as a group, and the Board's policy on communications is summarized in Section 8 of these Guidelines.

CEO Evaluation

Each year the Corporate Governance Committee, in consultation with the Presiding Director and the Independent Directors, shall develop and approve criteria to be used to evaluate the CEO's performance. These criteria will include, among other things, G&K's performance against its strategic and operating plans, as well as achievements in management development and succession planning. After discussion and approval by the Board, the Board Chair (if not the CEO) and the Chairs of the Corporate Governance Committee and the Compensation Committee of the Board will meet with the CEO to discuss the evaluation.

Corporate Strategy

It is management's responsibility to formulate, propose and implement strategy and the Board's role to approve strategic direction and to evaluate strategic results. Board approval will be required for changes in long-range strategy (including resource allocation) and changes in long-term capital structure (including borrowing long-term indebtedness) as well as the entry into a new substantial line of business, business acquisitions or divestitures and material capital expenditures, or other matters required to be approved by the Board under applicable law.

Management Development and Succession Planning

On an annual basis, the CEO will present a report on management development and succession planning for key management positions in all corporate and business units, together with a proposed succession plan to the Board for its consideration.

Board Self-Evaluation

The Board, acting through the Corporate Governance Committee, shall conduct a self-evaluation at least annually to determine whether it and its Committees are functioning effectively.

4. BOARD COMMITTEES

Committee Structure

The Board will normally have three standing Committees - Audit Committee, Compensation Committee, and Corporate Governance Committee. The Board may, from time to time, expand or reduce the number of standing committees. In general, and unless otherwise required by applicable law, the Committees should function to identify, focus and review issues for discussion by the full Board. Each Committee Chair shall report regularly to the Board on Committee meetings and other Committee activities.

Committee Composition and Rotation

The Board will determine the size, membership, and chairs of each Committee. The membership and Chairs of the Committees may be rotated from time to time by the Board, pursuant to the recommendation of the Corporate Governance Committee, to allow directors to serve on various committees during their tenure, while remaining mindful of the need for continuity of membership and leadership on each Committee. All committees of the Board shall always be comprised exclusively of Independent Directors. The CEO shall serve as an ad hoc member of each committee. A director may participate in any Committee meeting except when

such participation would present a conflict of interest or, in the case of directors who also are a part of management, the meeting is an executive session of the Independent Directors of the Committee.

Annual Committee Schedule

At the beginning of each year, the Chair of each Committee, in consultation with the Board Chair and the CEO, will prepare a schedule for the Committee for the year. Copies of each Committee's schedule will be distributed to all directors.

Committee Meeting Materials

The Chair of each Committee will oversee the preparation of an agenda for each meeting. The agenda, together with: (a) written materials pertaining to the matters to be presented for consideration at such meeting; and (b) the minutes of the most recent meeting of the Committee, will be provided to each Committee member in advance. Copies of all Committee meeting materials will also be provided to G&K's Corporate Secretary for inclusion in G&K's records on a regular basis and such materials shall be available for review by the Board.

Management Attendance at Committee Meetings

The Chair of each Committee in consultation with the CEO will determine which members of management will attend each Committee meeting. The CEO shall be permitted to attend any Committee meeting as an ad hoc member, except meetings designated for executive session of Independent Directors, Compensation Committee meetings at which the CEO's compensation is being considered, or when such participation would otherwise present a conflict of interest.

Committee Reports to the Board

At least once per year, the Chair of each Committee will make a presentation to the Board regarding the activities and policies and practices of the Committee. The purpose of such presentation is to inform directors of the activities, policies and practices of Committees on which they do not serve.

5. DIRECTORS' COMPENSATION

The Board will determine directors' compensation after considering recommendations of the Corporate Governance Committee. Members of management who are also directors will not receive additional compensation for their service as directors. Management will report at least annually to the Corporate Governance Committee on the amount and composition of the compensation of G&K's directors in relation to the compensation of directors of comparable enterprises. The Board believes that it is important to align the interests of Directors with those of G&K's shareholders. Accordingly, the Board believes that a significant portion of Directors' compensation should be paid in stock, stock options or other forms of compensation that correlate with the market value of G&K. The Corporate Governance Committee will recommend changes in Directors' compensation to the Board.

6. DIRECTORS' AND OFFICERS' SHARE OWNERSHIP

The Board believes that directors and officers of G&K should be shareholders and, based on recommendation of the Compensation Committee, may establish guidelines for stock ownership by Board members and officers. Directors are expected to own a minimum number of shares equal to three times the prevailing annual retainer amount, within three (3) years of election to the Board and that this be maintained, at a minimum, throughout the director's term. There are no specific enforcement mechanisms, and the Corporate Governance Committee will annually review each director's progress towards achievement of the minimum ownership levels. Shares held by a director at the time of election will be counted towards this goal, and stock acquired through the exercise of options as well as other equity share grants, also will count towards this goal. The minimum stock ownership requirement is subject to exception, with approval of the Presiding Director, as follows:

- Personal financial planning, in the form of a financial crisis or scheduled plan of transactions to meet a personal financial objective;
- Hardship;
- Change of control of G&K; and
- Stock buy-backs by G&K.

7. MANAGEMENT SERVICE ON OTHER BOARDS

The Board believes that, in general, management should devote its full attention to the business and to the operation and management of G&K. The Board recognizes that members of management, particularly the CEO, and G&K will benefit from service on the boards of directors (or other similar governance bodies) of other business enterprises. It is the Board's policy to encourage such membership in appropriate cases. If the CEO desires to join the board of directors, or similar governance body, of another business enterprise, he or she should advise the chair of the Corporate Governance Committee and the chair, in consultation with other directors, will determine whether the CEO and G&K will benefit from the service and whether it may interfere with or detract the CEO's responsibilities to G&K.

8. COMMUNICATIONS

Management speaks for G&K. Inquiries from investors, analysts, the press, customers, suppliers, or others should be referred to the CEO or other appropriate members of management. Individual directors may, from time to time, meet with various constituencies of G&K, at the request of or with the concurrence of management. Directors are free to meet with or address the public or special groups concerning board practices generally, and other matters of interest to the directors not directly related to activities of G&K, and these contacts will not require management consultation.

G&K's Board of Directors has established means for shareholders and others to communicate with G&K's Board of Directors. If the shareholder has a concern regarding G&K's financial statements, accounting practices or internal controls, the concern should be submitted in writing to the Chair of G&K's audit committee in care of G&K's Secretary at G&K's headquarter address. If the concern relates to G&K's governance practices, business ethics or corporate

conduct, the concern should be submitted in writing to the Chair of the Board in care of G&K's Secretary at G&K's headquarter address. If a shareholder is unsure as to which category the concern relates, the shareholder may communicate it to any one of the independent directors in care of G&K's Secretary at G&K's headquarter address. All shareholder communications will be sent by the Secretary to the appropriate director(s).

9. DIRECTOR REMOVAL

In the event that there is a complaint about an alleged breach of ethics or a code of conduct by a director it shall be referred to the chair of the Corporate Governance Committee. If the chair of the Corporate Governance Committee considers that the complaint has merit, he or she, in consultation with the chair of the Board, and, when appropriate, through a duly appointed delegate of the Board, will investigate the complaint to determine whether or not it has merit and, if so, the appropriate sanctions to be applied in the circumstances.

When the chair of the Corporate Governance Committee (or delegate) is considering whether there has been a breach of ethics or a code of conduct by a director, or the appropriateness of sanctions, the chair (or delegate) will notify the director whose conduct is in question and give him or her a right to be heard by the chair (or the delegate). If a breach has been alleged, the chair (or delegate) will:

1. give consideration to the serious consequences of a finding that there has been a breach of ethics or code of conduct by a director; and
2. make a finding that a breach has occurred on the basis of the balance of probabilities.

The findings and report of the chair of the Corporate Governance Committee shall be referred to the full Board for consideration. In undertaking its consideration, the Board should consider how serious the seriousness of the contravention and may then impose such sanctions as it considers warranted. The sanctions which may be imposed include (but are not limited to) the following:

1. suspension from membership of any committee or committees of which the director is a member, and termination of payment of fees to that director in respect of services on the committee or committees for the period of suspension;
2. removal of the director from such committee or committees of which he or she is a member as the Board considers appropriate and termination of payment of fees payable in respect of the services involved;
3. referral to appropriate regulatory authority of a complaint in respect of the conduct where the conduct may have involved a breach of the director's general law or statutory duties or the matter requires further investigation;
4. court action in respect of alleged breaches of any of the general law or statutory duties owed by the director;
5. giving notice of intention to move a motion for the removal of the director from his or her office as director of G&K and calling a meeting for consideration of such a motion.