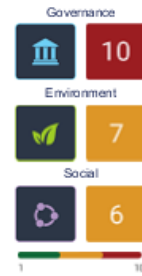


UniFirst Corporation

Key Takeaways

Raymond Zemlin serves as a non-independent member (per ISS' classification) of certain key board committees.

QualityScore



Meeting Type: Annual
Meeting Date: 14 January 2020
Record Date: 15 November 2019
Meeting ID: 1384275

New York Stock Exchange: UNF
Index: S&P 600
Sector: Diversified Support Services
GICS: 20201070

Primary Contact
 Rafael Rubio
[U.S. Research Help Center](#)

Agenda & Recommendations

Policy: United States
Incorporated: Massachusetts, USA

Item	Code	Proposal	Board Rec.	ISS Rec.
MANAGEMENT PROPOSALS				
1.1	M0201	Elect Director Thomas S. Postek	FOR	FOR
1.2	M0201	Elect Director Steven S. Sintros	FOR	FOR
1.3	M0201	Elect Director Raymond C. Zemlin	FOR	WITHHOLD
2	M0101	Ratify Ernst & Young LLP as Auditors	FOR	FOR

Shading indicates that ISS recommendation differs from Board recommendation

► Items deserving attention due to contentious issues or controversy

Report Contents

Financial Highlights	2	Vote Results	11
Corporate Governance Profile	3	Meeting Agenda and Proposals	12
Board Profile	5	Equity Ownership Profile	19
Compensation Profile	6	Additional Information	19
QualityScore	8		

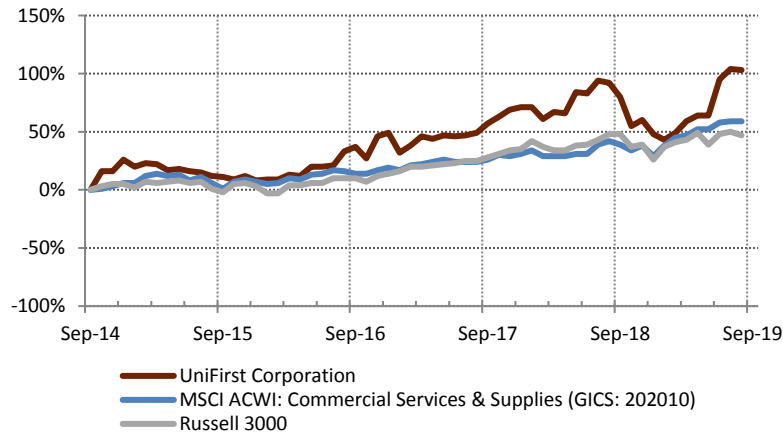
* ISS Environmental and Social QualityScore is newly introduced for 2018 and is based on company disclosure and transparency practices.

© 2019 Institutional Shareholder Services Inc. All Rights Reserved. This proxy analysis and the information herein may not be reproduced or disseminated in whole or in part without prior written permission from ISS.

Financial Highlights

Company Description: UniFirst Corporation provides workplace uniforms and protective work wear clothing in the United States, Europe, and Canada. The company operates through U.S. Rental and Cleaning, Canadian Rental and Cleaning, Manufacturing, Specialty Garments Rental and Cleaning, and First Aid segments.

STOCK PRICE PERFORMANCE



TOTAL SHAREHOLDER RETURNS

	1 Yr	3 Yr	5 Yr
Company TSR (%)	6.08	15.33	15.29
GICS 2020 TSR (%)	-3.13	11.68	9.09
Russell 3000 TSR (%)	1.31	12.24	9.60

Source: Compustat. As of last day of company FY end month: 08/31/2019

COMPANY SNAPSHOT

Market Cap (M)	3,890.2
Closing Price	205.69
Annual Dividend	0.45
52-Week High	211.63
52-Week Low	132.38
Shares Outstanding (M)	15.29
Average daily trading volume (prior mo)*	94.36

As of November 15, 2019 (All currency in USD)

* Trading Volume in thousands of shares

FINANCIAL & OPERATIONAL PERFORMANCE

All currency in USD	Historical Performance (FY ending)					Compared to Peers (Compustat FY*) – 2019				
	8/2015	8/2016	8/2017	8/2018	8/2019	HCSG -FY18	KFY -FY18	CVA -FY18	RBA -FY18	SRCL -FY18
Earnings						Healthcare Services Group, Inc.	Korn Ferry	Covanta Holding Corporation	Ritchie Bros. Auctioneers Incorporated	Stericycle, Inc.
Revenue (M)	1,457	1,468	1,591	1,696	1,809	2,009	1,974	1,868	1,170	3,486
Net Income (M)	124	125	70	164	179	84	103	152	121	-245
EBITDA (M)	279	268	262	288	313	113	301	334	254	610
EPS (USD)	6.19	6.20	3.46	8.27	9.39	1.13	1.84	1.17	1.12	-2.91
EPS Y/Y Growth (%)	3	0	-44	139	14	-6	-23	166	60	N/A
Profitability										
Pretax Net Margin (%)	14	14	7	11	13	5	7	7	13	-8
EBITDA Margin (%)	19	18	17	17	17	6	15	18	22	18
Return on Equity (%)	10	9	5	11	11	19	8	31	15	-10
Return on Assets (%)	8	7	4	9	9	12	4	4	6	-4
ROIC (%)	10	9	5	11	11	19	7	5	8	-5
Leverage										
Debt/Assets	0	0	0	0	0	4	10	65	36	43
Debt/Equity	0	0	0	0	0	7	18	512	89	108
Cash Flows										
Operating (M)	227	208	218	230	282	80	259	238	144	166
Investing (M)	-124	-115	-233	-154	-124	-10	-69	-139	-31	-148
Financing (M)	-6	-6	-2	-153	-41	-54	-65	-189	-134	-26
Net Change (M)	85	87	-14	-79	115	16	106	-89	-26	-8
Valuation & Performance										
Price/Earnings	17.50	20.70	41.50	22.40	20.90	35.60	25.60	11.50	29.20	N/A
Annual TSR (%)	11.97	18.59	11.97	29.14	6.08	-22.38	-11.30	-15.19	11.54	-46.04

Source: Compustat. *Note: Compustat standardizes financial data and fiscal year designations to allow for meaningful comparison across companies. Compustat data may differ from companies' disclosed financials and does not incorporate non-trading equity units. Peers shown here represent closest industry peers drawn from those peers used in ISS' pay-for-performance analysis. See www.issgovernance.com/policy-gateway/company-financials-faq/ for more information.

Corporate Governance Profile

BOARD SUMMARY

Chairman classification	Non-Independent
Separate chair/CEO	Yes
Independent lead director	N/A
Voting standard	Plurality
Plurality carveout for contested elections	N/A
Resignation policy	No
Total director ownership (000 shares)	57
Total director ownership (%)	< 1
Percentage of directors owning stock	85.7%
Number of directors attending < 75% of meetings	0
Average director age	67 years
Average director tenure	12 years
Percentage of women on board	29%

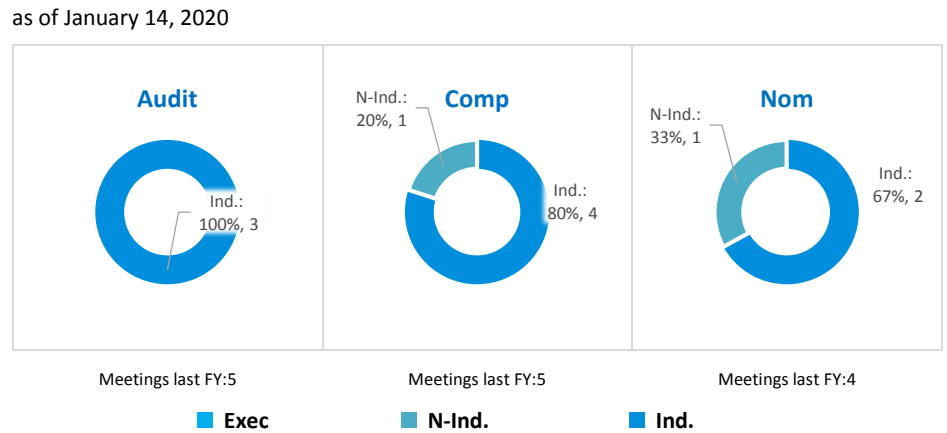
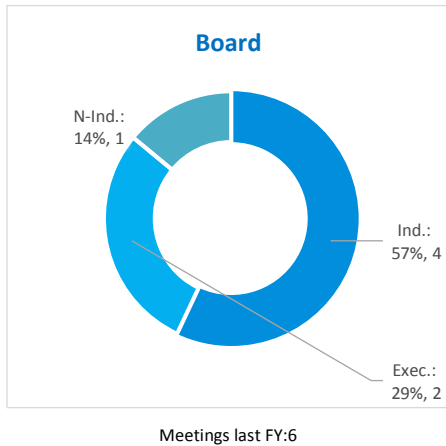
SHAREHOLDER RIGHTS SUMMARY

Controlled company	No
Classified board	Yes
Dual-class stock	Yes
Vote standard for mergers/acquisitions	66.67%
Vote standard for charter amendment	80%
Vote standard for bylaw amendment	Majority
Shareholder right to call special meetings	Yes, 66.67%
Material restrictions on right to call special meetings	No
Shareholder right to act by written consent	Unanimous
Cumulative voting	No
Board authorized to issue blank-check preferred stock	Yes
Poison pill	No
Proxy Access	No

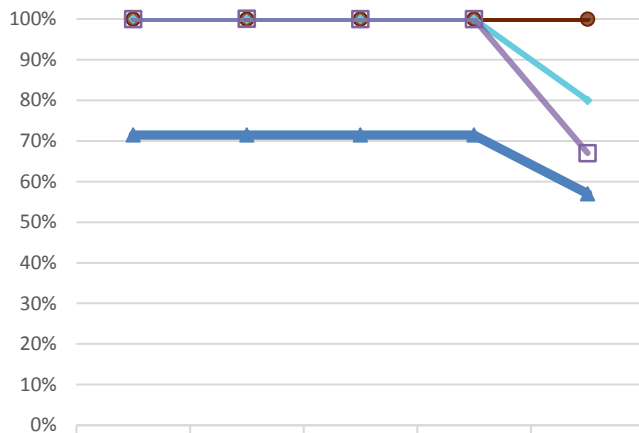
Board & Committee Composition

The information provided in the charts and tables below is based on ISS data records, which rely on disclosures in proxy materials and other public sources available as of the date set forth below (for the general meeting under review) and, with respect to information from prior years, information that was available ahead of each year's annual general meeting at the time of ISS' report for that meeting. As such, these charts and tables might not reflect changes to the board composition and/or other covered elements subsequently disclosed by the issuer after ISS' publications or between general meetings.

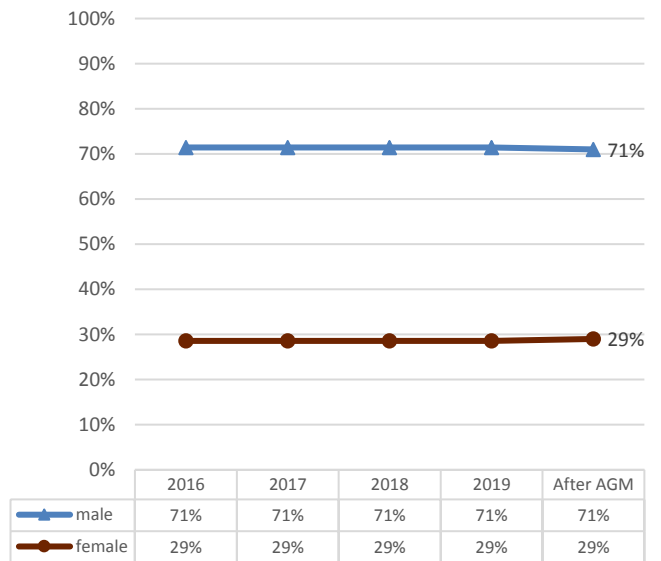
Independence values refer to ISS Independence classifications ("Exec": Executive Director; "N-Ind.": Non-Independent Director; "Ind.": Independent Director).



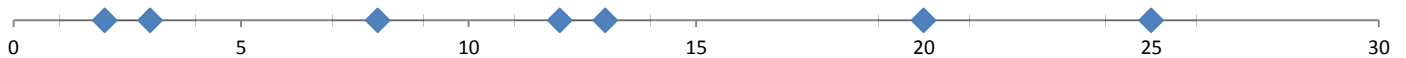
Independence History



Gender Diversity Trend



Director tenure



ISS' experienced research team provides comprehensive proxy analyses and complete vote recommendations for approximately 40,000 meetings annually in around 117 markets worldwide. With a team of more than 370 research and/or data professionals, fluent in 25 languages, ISS covers every holding within a client's portfolio in both developed and emerging markets.

Our Research Analysts are located in financial centers worldwide, offering local insight and global breadth. Research office locations include Berlin, Brussels, London, Manila, Paris, San Francisco, Sydney, Singapore, Tokyo, Toronto, and Rockville, Maryland.

ISS has long been committed to engagement and transparency. For information on the policies applied in this research report, please see our [Policy Gateway](#). Please use the [ISS Help Center](#) for questions on research reports, policy, and for requests for engagements.



The issuer that is the subject of this analysis may have purchased self-assessment tools and publications from ISS Corporate Solutions, Inc. (formerly known as ISS Corporate Services, Inc. and referred to as "ICS"), a wholly-owned subsidiary of ISS, or ICS may have provided advisory or analytical services to the issuer in connection with the proxies described in this report. These tools and services may have utilized preliminary peer groups generated by ISS' institutional research group. No employee of ICS played a role in the preparation of this report. If you are an ISS institutional client, you may inquire about any issuer's use of products and services from ICS by emailing disclosure@issgovernance.com.

This proxy analysis and vote recommendation has not been submitted to, nor received approval from, the United States Securities and Exchange Commission or any other regulatory body. While ISS exercised due care in compiling this analysis, it makes no warranty, express or implied, regarding the accuracy, completeness or usefulness of this information and assumes no liability with respect to the consequences of relying on this information for investment or other purposes. In particular, the research and voting recommendations provided are not intended to constitute an offer, solicitation or advice to buy or sell securities nor are they intended to solicit votes or proxies.

ISS is an independent company owned by entities affiliated with Genstar Capital ("Genstar"). ISS and Genstar have established policies and procedures to restrict the involvement of Genstar and any of Genstar's employees in the content of ISS' analyses. Neither Genstar nor their employees are informed of the contents of any of ISS' analyses or recommendations prior to their publication or dissemination.

The issuer that is the subject of this proxy analysis may be a client of ISS or ICS, or the parent of, or affiliated with, a client of ISS or ICS.

One or more of the proponents of a shareholder proposal at an upcoming meeting may be a client of ISS or ICS, or the parent of, or affiliated with, a client of ISS or ICS. None of the sponsors of any shareholder proposal(s) played a role in preparing this report.

ISS may in some circumstances afford issuers, whether or not they are clients of ICS, the right to review draft research analyses so that factual inaccuracies may be corrected before the report and recommendations are finalized. Control of research analyses and voting recommendations remains, at all times, with ISS.

ISS makes its proxy voting policy formation process and summary proxy voting policies readily available to issuers, investors and others on its public website: <http://www.issgovernance.com/policy>.

Copyright © 2019 Institutional Shareholder Services Inc. All Rights Reserved. This proxy analysis and the information herein may not be reproduced or disseminated in whole or in part without prior written permission from ISS.