



K·BRO

notice of annual general meeting
& management information circular

ANNUAL GENERAL MEETING OF
SHAREHOLDERS TO BE HELD ON JUNE 18, 2013

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K·BRO

Dear Fellow Shareholders,

On behalf of K-Bro's Board of Directors, management and employees, I invite you to attend the 2013 Annual General Meeting of Shareholders. The event will be hosted at:

WHERE: Sheraton Centre Hotel
Kenora Room
123 Queen Street West
Toronto, Ontario

WHEN: Tuesday, June 18, 2013
1:00 p.m. (Eastern Time)

At the meeting, we will report on K-Bro's financial and operating performance in 2012, the first quarter of 2013 and discuss our plans for the remainder of the year. In addition, you will have an opportunity to meet with our Board of Directors and management to discuss items of interest to you.

The business items to be dealt with are described in the notice of meeting and management information circular. We value the views of our shareholders and appreciate the time you spend understanding and voting on the business of K-Bro's annual general meeting.

We are enclosing the Annual Report with the management information circular and related proxy materials. The annual report, along with additional documentation and information concerning K-Bro, is available on our website at www.k-brolinen.com. You will also find recently filed corporate disclosure documents under "Financial Documents" on our webpage.

If you are unable to attend the Annual General Meeting in person, or if you hold your shares in the name of a nominee, such as your brokerage firm, I encourage you to vote your proxy by any of the means available to you. We look forward to your continued support.

Sincerely,

Linda J. McCurdy

Director, President & Chief Executive Officer
K-Bro Linen Inc.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of shareholders (the “Shareholders”) of K-Bro Linen Inc. (the “Corporation” or “K-Bro”) will be held at the Sheraton Centre Hotel, Kenora Room, 123 Queen Street West, Toronto, Ontario on Tuesday, June, 18, 2013 at 1:00 p.m. (Eastern time) for the following purposes:

1. **TO RECEIVE AND CONSIDER** the audited consolidated financial statements for the year ended December 31, 2012, together with the report of the auditors thereon;
2. **TO FIX THE NUMBER OF DIRECTORS** to be elected by the Shareholders at five;
3. **TO ELECT** the directors of the Corporation for the ensuing year;
4. **TO APPOINT** PricewaterhouseCoopers LLP as the independent auditors of the Corporation and authorize the Board of Directors to fix their remuneration; and,
5. **TO TRANSACT** such other business as may properly come before the Meeting or any postponement or adjournment thereof.

As a Shareholder, you are entitled to attend the Meeting and to cast one vote for each Share of the Corporation that you own. The specific details of all matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting.

It is desirable that as many shares of the Corporation as possible be represented at the Meeting. If you cannot attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all proxies must be received by Valiant Trust Company, Suite 3000 – 10303 Jasper Avenue, Edmonton, Alberta, T5J 3X6, not later than 9:00 a.m. (Mountain Time) on June 14, 2013 or if the Meeting is adjourned, at least forty-eight (48) hours (excluding weekends and holidays), before the time set for the Meeting to resume. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

If you are a non-registered beneficial Shareholder, you must follow the instructions provided by your broker, securities dealer, bank, trust company or similar entity in order to vote your shares. The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

DATED at Calgary, Alberta this 9th day of May, 2013.

BY ORDER OF THE BOARD OF DIRECTORS



Christopher T.J. Burrows

Vice-President & Chief Financial Officer
K-Bro Linen Inc.

ABOUT THIS INFORMATION CIRCULAR AND RELATED PROXY MATERIALS

The management ("Management") of K-Bro Linen Inc. ("K-Bro", "we", "us", "our", the "Corporation" and other similar expressions) is providing this information circular ("Information Circular") and related proxy materials to you in connection with our annual general meeting scheduled to be held at the Sheraton Centre Hotel, Kenora Room, 123 Queen Street West, Toronto, Ontario, Canada, on Tuesday, June 18, 2013 at 1:00 p.m. (EDT) (the "Meeting"). Management is soliciting your proxy for use at the Meeting and any adjournment postponement thereof. All references to "K-Bro" in this Information Circular include K-Bro Linen Inc. and its subsidiaries, as applicable, together with the predecessor reporting issuer K-Bro Linen Income Fund, including the operations controlled and consolidated by them, unless otherwise indicated.

This Information Circular describes the business of the Meeting, resolutions to be voted upon and the voting process, and provides information about the members ("Directors") of K-Bro's board of directors (the "Board") and senior management, the Directors nominated by K-Bro for the 2013 year, our corporate governance practices and our executive compensation philosophy.

As a holder ("Shareholder") of common shares ("Shares"), you are invited to attend the Meeting. If you are unable to attend in person, you may still vote. Please see the "How Do I Vote?" section below for an explanation of how you can vote on the matters to be considered at the Meeting.

Unless otherwise indicated, the information contained herein is given as at May 9, 2013.

VOTING INFORMATION

What will I be voting on?

You will be voting on the following four matters at the Meeting:

1. To fix the number of Directors to be elected by Shareholders at five;
2. To elect five Directors to the Board;
3. To appoint our auditors and authorize the Directors to set their remuneration; and,
4. To transact such other business as may properly come before the Meeting;

Who can vote?

Shareholders of record on April 30, 2013 (the "Record Date") are entitled to vote at the Meeting. To vote any Shares you acquire subsequent to the Record Date, you must, not later than ten days before the Meeting:

- (a) Request through our transfer agent, Valiant Trust Company ("Valiant"), to the attention of Proxy Department at 780.441.2247, that we add your name to the voting list; and
- (b) Produce properly endorsed Share certificates or otherwise establish that you own the Shares.

How many votes are required to approve matters?

All matters to be addressed at the Meeting must be approved by a simple majority of the votes cast by Shareholders, either by proxy or in person at the Meeting.

How many votes do I have?

You have one vote for every Share that you are entitled to vote at the Meeting.

How many Shares can vote?

K-Bro is authorized to issue an unlimited number of common shares and such number of shares of one class designated as preferred shares which number shall not exceed 1/3 of the common shares issued and outstanding from time to time. As at the record date, K-Bro has 7,055,207 common shares issued and outstanding and no preferred shares issued and outstanding.

Each Share confers the right to one vote. To the knowledge of the directors and the executive officers of the Corporation, as at the Effective Date, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the votes attached to the Corporation's Common Shares except as set out in the following table:

Name	Type of Ownership	Number of Common Shares Owned or Controlled at the Effective Date	Percent of Common Shares Outstanding
Sentry Select Mutual Funds, Toronto, Ontario	Beneficial	1,373,423	19.47%

Who counts the votes?

Proxies and votes of Shareholders attending the Meeting are counted by Valiant, the transfer agent of K-Bro, who will act as scrutineer of the Meeting. Following the Meeting, a report on the voting results will be filed under K-Bro's profile on SEDAR at www.sedar.com.

What is the deadline for proxy voting?

We encourage you to submit your proxy as soon as possible to ensure that your vote is counted. Proxies must be received by Valiant not later than 9:00 a.m. (MDT) on Friday, June 14, 2013, or if the Meeting is adjourned or postponed, 48 hours before such adjourned or postponed Meeting is set to resume (excluding Saturdays, Sundays and holidays). The time limit for the deposit of proxies may be waived by the Board without notice. If you are a non-registered Shareholder exercising voting rights through a nominee, you should consult the voting instruction form from your nominee as they may have different and earlier deadlines.

HOW DO I VOTE?

You should first determine whether you are a registered Shareholder or a non-registered Shareholder.

- You are a registered Shareholder if your name appears on your Share certificate or if you hold your Shares under your name on the records of Valiant.
- You are a non-registered Shareholder if your Shares are not held in your name but are held in the name of a nominee or intermediary such as a bank, trust company, securities broker, trustee or other custodian.

I am a registered Shareholder. How do I vote by proxy?

You can use the enclosed instrument of proxy, or any other appropriate proxy form, to appoint your proxyholder and to indicate how you want your Shares voted. The persons named in the enclosed instrument of proxy are Directors or officers of K-Bro. However, you can choose another person to be your proxyholder, including someone who is not a Shareholder. If you choose this option, you should cross out the names printed on the instrument of proxy and insert another person's name in the blank space provided, or complete another appropriate proxy form. You may vote by proxy even if you plan to attend the Meeting.

Registered Shareholders have two ways to submit a completed proxy:

1. By fax, by completing and signing the enclosed instrument of proxy and forwarding it by fax to the attention of Proxy Department, Valiant Trust Company at 780.441.2247; or,
2. By mail, by completing and signing the enclosed instrument of proxy and mailing it in the envelope provided.

The Shares represented by your instrument of proxy will be voted or withheld from voting in accordance with your instructions indicated on the instrument of proxy.

I am a non-registered Shareholder. How do I vote?

Shareholders who hold their Shares through their nominee (brokers, intermediaries, trustees or other persons), or who otherwise do not hold their Shares in their own name (referred to in this Information Circular as "Non-registered Shareholders") should note that only proxies deposited by Shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of Shares will be recognized and acted upon at the Meeting.

You should have received the Information Circular from your nominee, together with a voting instruction form. Please contact your nominee if you did not receive a request for voting instructions in this package. Each nominee has its own signing and return instructions, which you should follow carefully to ensure that your votes are tabulated. Your nominee is required to seek your instructions as to the manner in which to vote your Shares. If you do not complete a voting instruction form, your nominee cannot vote your Shares.

If Shares are listed in an account statement provided to a Non-registered Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Non-registered Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Non-registered Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Non-registered Shareholder.

A Non-registered Shareholder who receives a voting instruction form from their nominee cannot use that form to vote Shares directly at the Meeting. The voting instruction form must be returned to the nominee well in advance of the Meeting in order to have the Shares voted. If you have any questions respecting the voting of Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

You can appoint a person other than the directors or officers of K-Bro named on the voting instruction form as your proxyholder. This person does not have to be a Shareholder. Indicate the name of the person you are appointing in the space provided on the voting instruction form. Complete your voting instructions, and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting. If you are a non-registered Shareholder who has voted and want to change your mind and vote in person, contact your nominee to obtain information on the procedure to follow, where possible.

I am a non-registered Shareholder. Can I vote in person?

K-Bro does not have access to the names of Non-registered Shareholders. Unless your nominee has appointed you as proxyholder, we have no record of your shareholdings or of your entitlement to vote. Therefore, if you are a non-registered Shareholder and wish to vote in person at the Meeting, please fill in your name in the space provided on the voting instruction form sent to you by your nominee. In so doing, you are instructing your nominee to appoint you as proxyholder. Then follow the execution and return instructions provided by your nominee. It is not necessary to otherwise complete the form, as you plan to vote at the Meeting. For further details, contact your nominee directly.

PROXY INFORMATION

How are proxies solicited?

Proxies are solicited primarily by mail or by any other means Management may deem necessary. Members of Management receive no additional compensation for these services, but are reimbursed for any expenses incurred by them in connection with these services. Arrangements may also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation material to the beneficial owners of Shares registered in the names of these persons, and K-Bro may reimburse them for their reasonable transaction and clerical expenses. Costs of solicitation of proxies are borne by K-Bro.

I have elected to vote by proxy. How are my voting rights exercised?

On the instrument of proxy, you have two choices: (a) you can indicate how you want your proxyholder to vote your Shares; or (b) you can let your proxyholder decide for you. If you have specified on the instrument of proxy how you want your Shares to be voted on a particular matter, then your proxyholder must vote your Shares accordingly in the case of either a vote by show of hands or a vote by ballot. If you have chosen to let your proxyholder decide for you, your proxyholder can then vote in accordance with his or her judgment.

Unless contrary instructions are provided, Shares represented by proxies received by Management will be voted FOR each matter to be presented at the Meeting.

What if there are amendments to the resolutions or if other matters are brought before the Meeting?

The instrument of proxy delivered in connection with the Meeting gives the persons named the authority to use their discretion and judgment in voting on amendments or variations to matters identified in the Notice of Meeting or any other matter duly brought before the Meeting.

As of the date of this Information Circular, Management is not aware of any amendments to the matters set out in the Notice of Meeting or of other matters to be presented at the Meeting. However, if other matters duly come before the Meeting, the persons named on the enclosed instrument of proxy will vote on them in accordance with their judgment, pursuant to the discretionary authority conferred by the instrument of proxy with respect to such matters.

Can I revoke my proxy if I change my mind?

You can revoke your proxy at any time before it is exercised. To do this if you are a registered Shareholder, clearly state in writing that you want to revoke your proxy and deliver this written statement to Valiant not later than the last business day before the Meeting, being Monday, June 17, 2013 at 5:00 p.m. (MDT), or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner prescribed by law.

If you are a Non-registered Shareholder who has voted and you want to change your mind or revoke your proxy, contact your nominee to obtain information on the procedure to follow, where possible.

If you are a registered Shareholder and have already submitted a proxy and you attend personally at the Meeting at which such proxy is to be voted, you may revoke the proxy at the Meeting and vote in person.

How do I revoke my proxy?

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

BUSINESS OF THE MEETING

1. Annual Report and Consolidated Financial Statements

The consolidated financial statements of K-Bro for the year ended December 31, 2012 and the auditor's report thereon have been delivered, either by mail or electronically, to all registered Shareholders and also to beneficial Shareholders who requested such documents. These financial statements will be presented to the Shareholders at the Meeting and no vote is required with respect to this matter. A copy of the audited consolidated financial statements is also available on our website at www.k-brolinen.com.

2. Number of Directors

According to its Articles of Incorporation, K-Bro may have between three and 11 Directors. There are presently 5 Directors of K-Bro. Each of the current Directors will retire from office at the Meeting.

At the Meeting Shareholders will be asked to consider and, if deemed advisable, to approve an ordinary resolution to fix the number of Directors to be elected by Shareholders from time to time at five. **Unless contrary instructions are indicated on the instrument of proxy or the voting instruction form, the persons designated in the accompanying instrument of proxy or voting instruction form intend to vote FOR fixing the number of Directors to be elected by Shareholders from time to time at five.**

3. Election of Directors

Management is not aware of any reason why any of the nominees named herein would be unable or unwilling to serve as a Director. However, if a nominee is not available to serve at the time of the Meeting, and unless otherwise specified (including by a Shareholder direction to withhold a vote), the persons designated in the instrument of proxy may vote in favour of a substitute nominee or nominees selected by the Board.

The following are the names of the five proposed nominees for election as Directors of K-Bro:

1. Matthew B. Hills
2. Steven E. Matyas
3. Linda J. McCurdy
4. Michael B. Percy
5. Ross S. Smith

As part of its ongoing review of corporate governance practices, the Board of Directors has adopted a policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" will tender his or her resignation to the Chairman of the Board of Directors promptly following the shareholders' meeting. The Compensation, Nominating and Corporate Governance Committee will consider the offer of resignation and will make a recommendation to the Board of Directors on whether to accept it. In considering whether or not to accept the resignation, the Compensation, Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of such Committee. The Compensation, Nominating and Corporate Governance Committee will be expected to accept the resignation except in situations where the considerations would warrant the applicable director continuing to serve on the Board of Directors. The Board of Directors will make its final decision and announce it in a press release within 90 days following the shareholders' meeting. A director who tenders his or her resignation pursuant to this policy will not participate in any meeting of the Board of Directors or the Compensation, Nominating and Corporate Governance Committee at which the resignation is considered.

Detailed information about these nominees is contained in this Information Circular under the heading "Information Concerning the Director Nominees" beginning on page 8. All nominees are currently Directors of K-Bro.

At the Meeting it is proposed that Shareholders elect each of the nominees listed above to serve as a Director of K-Bro and to hold such office until the earlier of our next annual meeting of Shareholders or until his or her successor is elected. **Unless contrary instructions are indicated on the instrument of proxy or the voting instruction form, the persons designated in the accompanying instrument of proxy or voting instruction form intend to vote FOR the election of each of the above-named nominees.**

4. Appointment of Independent Auditors

During the five previous financial years ended December 31, 2012, PricewaterhouseCoopers LLP has served as auditor to K-Bro Linen Inc., and previously to K-Bro Linen Income Fund, predecessor to the Corporation. Representatives of the auditor will be present at the Meeting and will be given the opportunity to speak and to answer any questions.

At the Meeting the Shareholders will be asked to consider and, if deemed advisable, to approve an ordinary resolution to reappoint PricewaterhouseCoopers LLP to serve as auditors of K-Bro until the next annual meeting of Shareholders and to authorize the Directors to fix their remuneration as such.

Fees payable for the years ended December 31, 2012 and December 31, 2011 to PricewaterhouseCoopers LLP were \$140,590 and \$269,023, respectively, as detailed in the following table:

Service	2012	2011
Audit fees	\$ 91,700	\$ 104,000
Audit-related fees ⁽¹⁾	\$ 36,000	\$ 40,500
Tax fees ⁽²⁾	\$ 4,390	\$ 23,214
All other fees ⁽³⁾	\$ 8,500	\$ 101,309

⁽¹⁾ Includes fees for quarterly interim reviews

⁽²⁾ Includes fees for tax advice and review of compliance returns

⁽³⁾ Includes fees for IFRS conversion, commodity tax advice and advisory services

Unless contrary instructions are indicated on the instrument of proxy or the voting instruction form, the persons designated in the accompanying instrument of proxy or voting instruction form intend to vote FOR the appointment of PricewaterhouseCoopers LLP, to serve as auditors of K-Bro until the next annual meeting of the Shareholders and to authorize the Directors to fix their remuneration as such.

INFORMATION CONCERNING THE DIRECTOR NOMINEES

The following information relating to the nominees as Directors is based partly on our records and partly on information received from each nominee. All information is presented as at May 9, 2013. All Directors have held the principal occupation identified below for not less than five years. Each Director elected at the Meeting will hold office until the earlier of our next annual meeting of Shareholders or until his or her successor is elected.

MATTHEW B. HILLS (Boston, Massachusetts)

Age: 53

Director since: 2004

Not independent⁽¹⁾

K-Bro Committees:

None

Total compensation for 2012:

\$173,900

Attendance record:

Board - 6 of 6

Ownership or Control of Shares:

5,348

Matt Hills is a Managing Director of LLM Capital Partners, a private equity firm. He was the senior partner at BG Affiliates, the private equity group that acquired the Corporation in 1997. Matt has also held positions at Signature Capital, LEK Partnership, Drexel Burnham Lambert and Bain & Company. He received an MBA from Harvard Business School and a BA (Economics and Politics) from Brandeis University.

Current directorships:

Funds managed by Basso Capital Management
Vology Inc.
Waythere Inc.

Previous directorships:

SMS Modern Cleaning Services
IXI Mobile Inc.
American Shared Hospital Services Inc.
Aspen Furniture LLC



⁽¹⁾ see *Interest of Informed Persons in Material Transactions*

INFORMATION CONCERNING THE DIRECTOR NOMINEES (continued)

STEVEN E. MATYAS (Toronto, Ontario)

Age: 59
Director since: 2004
Independent

K-Bro Committees:

Audit
Compensation (Chair)

Total compensation for 2012:

\$47,150

Attendance record:

Board - 6 of 6
Audit - 4 of 4
Compensation - 1 of 1

Ownership or Control of Shares:

24,048

Steven Matyas is President of Staples Canada Inc., where he has held various positions since 2000. He previously served as Executive Vice-President and Chief Operating Officer at Flertom Investments Inc., and SuperPharm Ltd. Steve is a director of the Ryerson University School of Retail Advisory Board and is a director of the University of Alberta School of Retail Advisor Board. He received a BSc (Genetics) from the University of Toronto.

Current directorships:

Ryerson University, School of Retail, Advisory Board
University of Alberta, School of Retail, Advisory Board

Previous directorships:

Epcor Utilities Inc.



LINDA J. MCCURDY (Toronto, Ontario)

Age: 44
Director since: 2004
Not Independent

K-Bro Committees:

Not eligible

Total compensation for 2012:

No compensation received for services as a director

Attendance record:

Board - 6 of 6
Linda is not a member of any Board committee, but regularly attends Committee meetings.

Ownership or Control of Shares:

115,266

Linda McCurdy joined K-Bro in May 1998 as Chief Financial Officer and became President & Chief Executive Officer in January 2000. Prior to joining K-Bro, Linda was Chief Financial Officer of Canadian Inovotech Inc. Her prior experience also includes six years at the Overwaitea Food Group where she held a number of financial positions. Linda is a Certified General Accountant and holds an MBA from the University of Western Ontario.

Current directorships:

None

Previous directorships:

None

Please see pages 15 through 19 for details on compensation received for 2012 as President and Chief Executive Officer.



MICHAEL B. PERCY (Edmonton, Alberta)

Age: 65

Director since: 2007

Independent

K-Bro Committees:

Audit

Compensation

Total compensation for 2012:

\$42,150

Attendance record:

Board - 6 of 6

Audit - 4 of 4

Compensation - 1 of 1

Ownership or Control of Shares:

1,023

Michael Percy is a Professor of Strategic Management in the School of Business at the University of Alberta. Previously Dr. Percy served as Dean, School of Business for three consecutive terms. Mike received a BA (Honours) from the University of Victoria, and an MA (Economics) and PhD (Economics) from Queen's University.

Current directorships:

Epcor Utilities Inc.

Alberta Treasury Branches

Sawridge Group of Companies

Previous directorships:

Timber Holdings

Alberta Economic Development Authority

Matrikon Inc.



ROSS S. SMITH (West Vancouver, British Columbia)

Age: 74

Director since: 2004

Independent

Board Chair

K-Bro Committees:

Audit (Chair)

Compensation

Total compensation for 2012:

\$63,150

Attendance record:

Board - 6 of 6

Audit - 4 of 4

Compensation - 1 of 1

Ownership or Control of Shares:

4,138

Ross Smith is a corporate director. Previously he served in numerous roles over a 35-year career at KPMG, including Senior Partner for British Columbia, prior to his retirement in 1998. Ross became a Chartered Accountant in 1962 and obtained his FCA designation from the Institute of Chartered Accountants of BC in 1990. In 2010, Ross was honoured with a Lifetime Achievement Award.

Current directorships:

Kal Tire Holdings Ltd.

N&T Properties Ltd.

Canfor Corporation (TSX: CFP)

Rotherham Holdings Ltd.

Marsh Canada Limited Advisory Board

Previous directorships:

HSBC Bank Canada

University of British Columbia



Cease Trade Orders, Bankruptcies, Penalties or Sanctions & Interlocking Service

Within the 10 years ended May 9, 2013, K-Bro is not aware of any proposed director of the Corporation who had been a director, chief executive officer or chief financial officer of any issuer which was subject to an order that was issued while the director was acting in such capacity, or that was issued after the director ceased to be acting in such capacity and which resulted from an event that occurred while the director was acting in such capacity.

Within the 10 years ended May 9, 2013, K-Bro is not aware of any proposed director of the Corporation who had been a director or executive officer of any issuer which, while that person was acting in that capacity or within a year of ceasing to act in that capacity, became bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such proposed director.

Currently there are no other interlocking relationships among K-Bro's directors.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Strategy and Objectives

The Corporation's executive compensation program is composed of base salaries and perquisites, short-term incentives in the form of cash bonuses, and long-term incentives in the form of participation in the Corporation's long-term incentive plan (the "LTI plan"). K-Bro's pay practices at the executive level are designed to be prudent and well-aligned with our culture and values.

The compensation strategy for K-Bro is intended to accomplish the following objectives:

- attract executive officers who have demonstrated superior leadership and management skills;
- retain the services of valued members of the executive team;
- link the interests of the executive officers with those of the Shareholders; and,
- motivate executive officers to achieve excellence within their respective areas of responsibility.

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. Fixed salary comprises a portion of the total cash compensation; however, annual cash bonuses and long-term Share-based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on achievement of applicable targets. No specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Board of Directors and the Compensation Nominating and Corporate Governance Committee (the "CNCG Committee") assign compensation based on a subjective assessment of Corporation and individual performance.

Base salaries are set at a level that is sustainable and rational even when cost pressures in the industry are high. K-Bro does not fund private clubs, pension plans or other expensive perquisites for its executives. Our compensation program provides for a significant portion of each executive's annual compensation in the form of awards under the LTI plan that vest over time. K-Bro expects the value of these grants to reflect its performance over the longer term and believes that the inclusion of equity elements in its compensation program motivates executives to set and achieve goals that drive K-Bro's long-term success.

Composition of the Compensation, Nominating and Corporate Governance Committee

The CNCG Committee is comprised of Messrs. Matyas (Chair), Percy and Smith. None of the members of the CNCG Committee were, during the most recently completed financial year, or since March 30, 2004, an officer or employee of the Corporation, K-Bro or any of its subsidiaries. None of the members of the CNCG Committee are or have been indebted to the Corporation or any of their respective subsidiaries nor had any interest in any material transaction involving K-Bro or its subsidiaries or was an executive officer of the Corporation and also served as a director or member of the compensation committee of another issuer, one of whose executive officers served either on the compensation committee of the Corporation or as a Director of the Corporation.

The mandate of the CNCG Committee is to review and make recommendations to the Board concerning the appointment of officers of K-Bro and the hiring, compensation, benefits and termination of senior executive officers and all other key employees of the Corporation.

Base Salary, Benefits and Perquisites

Base salaries for each Named Executive Officer ("NEO") are based on a subjective assessment of factors such as current competitive market conditions, comparable compensation levels and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual.

Base salary, benefits and perquisites for Ms. McCurdy are determined by the Corporation's Board of Directors on the recommendation of the CNCG Committee and have been targeted to reflect current market conditions. Base salary, benefits and perquisites for Messrs. Burrows and Curtis (the Chief Financial Officer, and Senior Vice-President and General Manager, respectively) are determined by the Board of Directors on the recommendation of the CNCG Committee, having regard to recommendations made by Ms. McCurdy based on market conditions. Salaries, benefits and perquisites are generally reviewed annually and adjustments are made when determined appropriate.

Base salary, benefits and perquisites for Messrs. Graham and Gannon (the General Managers of Vancouver and Calgary, respectively) are determined by the Corporation's Chief Executive Officer and are subject to the review of the CNCG Committee and the Board of Directors, and have been targeted to approximate compensation levels of executives with similar responsibilities at companies with a similar scope of operations as K-Bro. The CEO has made use of internal compensation studies to assist in her determination of the appropriate levels of compensation. Salaries, benefits and perquisites are generally reviewed annually and adjustments are made when appropriate.

Annual Cash Bonus

All NEOs, including the President and CEO, are eligible to receive a cash incentive bonus tied directly to the Corporation's achievement of financial, operational and strategic objectives and the executive's personal achievements.

For Ms. McCurdy, there are two cash bonus programs provided to her which are defined as follows:

1. Target bonus up to 60% of base salary, calculated as follows:
 - i. 35% of the target bonus is based on the achievement of a specified Distributable Income ("DI") target which is determined annually by the CNGC Committee;
 - ii. 35% of the target bonus is based on the achievement of a specified Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") target which is determined annually by the CNGC Committee; and,
 - iii. 30% of the target bonus is at the discretion of the CNGC Committee.

Fifty percent of the target bonus for DI and EBITDA is earned when 90% of the specified DI and EBITDA targets are achieved, increasing to 100% of the target bonus when 100% of the specified DI and EBITDA targets (calculated pro rata) are achieved.

2. Stretch bonus is limited to 70% of base salary, calculated as follows:
 - i. 50% of the stretch bonus is based on the Corporation exceeding a specified DI stretch target which is determined annually by the CNGC Committee. For each percentage by which the Corporation's DI exceeds the approved stretch target, 2.5% of the stretch bonus is earned, to a maximum of 30% of base salary;
 - ii. 50% of the stretch bonus is based on the Corporation exceeding a specified EBITDA stretch target which is determined annually by the CNGC Committee. For each percentage by which the Corporation's EBITDA exceeds the approved stretch target, 2.5% of the stretch bonus is earned, to a maximum of 30% of base salary.

For both the target and stretch bonuses the DI and EBITDA components are calculated independently. The stretch bonus component was increased to 70% from 60% commencing in fiscal 2013.

Notwithstanding the calculation of cash bonus amounts as described above, the CNGC Committee has the authority to recommend to the Board of Directors, an additional cash bonus award commensurate with the level of achievement of other non-financial goals and metrics during the fiscal year.

The CNGC Committee annually considers cash bonus awards for the other named executive officers based on the recommendation of the CEO. The CNGC Committee believes that executives' cash bonuses should reflect the near-term operating, strategic and financial performance and current decision-making that affect long-term shareholder value. In that regard, bonuses awarded are intended to be competitive with the market while rewarding named executive officers for:

- delivering near-term financial and operating results;
- developing long-term growth prospects;
- advancing internal talent;
- ensuring positive relationships with stakeholders;
- improving the efficiency and effectiveness of business processes on a continuous basis; and,
- building a culture of mutual respect and teamwork focused on creating long-term shareholder value.

To that end, in determining the appropriate bonus amounts, the CNGC Committee considers recent Corporation performance, each named executive officer's individual performance during the year, competitive market conditions, historical practices, incentive awards for others in the Corporation, and our compensation philosophy.

Long Term Incentive Plan

The officers and key employees of K-Bro are eligible to participate in K-Bro's LTI plan. The purpose of the LTI plan is to provide eligible participants with compensation opportunities that will enhance K-Bro's ability to attract, retain and motivate key personnel and reward officers and key employees for significant performance that results in the Corporation exceeding its financial targets.

Under the LTI plan, awards are granted annually in respect of the prior fiscal year to the eligible participants based on a percentage of annual salary. The amount of the award (net of withholding obligations) is satisfied by issuing treasury shares to be held in trust by the Trustee pursuant to the terms of the LTI plan text. All awards issued under the provisions of the LTI are recorded as compensation expense.

Subject to the discretion of the CNGC Committee, one-quarter of a participant's grant will vest on the Determination Date (defined as the first May 15th following the date that the Directors of the Corporation approve the audited consolidated financial statements of the Corporation for the prior year). The remaining three-quarters of the grant will vest on November 30th following the second anniversary of the Determination Date.

If a change of control occurs, all shares held by the Trustee in respect of unvested grants will vest immediately. LTI plan participants are entitled to receive dividends on all common shares granted under the LTI plan whether vested or unvested. In most circumstances, unvested common shares held by the LTI plan Trustee for a participant will be forfeited if the participant resigns or is terminated for cause prior to the applicable vesting date, and those shares will be cancelled by the Trustee for no consideration. If a participant is terminated without cause, retires (under certain circumstances) or resigns on a basis which constitutes constructive dismissal, the participant will be entitled to receive his or her unvested shares on the regular vesting schedule under the LTI plan.

The CNGC Committee has the authority to, among other things: (i) determine those individuals who will participate in the LTI plan; (ii) determine the level of participation of each participant; and (iii) the time or times when ownership of the Shares will vest for each participant.

A participant will not be entitled to transfer or assign any rights he or she has in the LTI plan or the shares held by the LTI trustee.

The LTI plan provides that a maximum of 700,000 shares will be authorized for issuance under the LTI plan (such number representing approximately 10% of shares issued and outstanding as at the date hereof). The number of shares issued to insiders of the Corporation and its subsidiaries pursuant to the LTI plan, together with the number of shares issued to such persons pursuant to other compensation arrangements of the Corporation, within any one-year period, shall not exceed 10% of the then outstanding shares. The total number of shares issuable to any non-Director participant under the LTI plan together with any shares reserved for issuance to such participant under any other equity compensation plan of K-Bro shall not exceed 5.0% of the issued and outstanding shares at the date of the grant.

Notwithstanding the foregoing, no amount shall be granted to a Director if such grant would result in such Director being awarded a greater number of Shares hereunder than the lesser of (i) 1.0% of the shares outstanding at the date of grant; and (ii) within a calendar year, receiving a number of shares, which together with any awards to such Participant under any other equity compensation plan of K-Bro, would exceed \$100,000 in value based on the Fair Market Value of such shares at the grant date.

For Ms. McCurdy, there are two components of long-term incentive provided to her which are defined as follows:

1. Target LTI limited to 60% of base salary, calculated as follows:
 - i. 35% of the target LTI is based on the achievement of a specified DI target which is determined annually by the CNGC Committee;
 - ii. 35% of the target LTI is based on the achievement of a specified EBITDA target which is determined annually by the CNGC Committee; and,
 - iii. 30% of the target LTI is at the discretion of the CNGC Committee.

Fifty percent of the target LTI for DI and EBITDA is earned when 90% of the specified DI and EBITDA targets are achieved, increasing to 100% of the target LTI when 100% of the specified DI and EBITDA targets (calculated pro rata) are achieved.

2. Stretch LTI is limited to 70% of base salary, calculated as follows:
 - i. 50% of the stretch LTI is based on the Corporation exceeding a specified DI stretch target which is determined annually by the CNGC Committee. For each percentage by which the Corporation's DI exceeds the approved stretch target, 2.5% of the stretch LTI is earned, to a maximum of 30% of base salary;
 - ii. 50% of the stretch LTI is based on the Corporation exceeding a specified EBITDA stretch target which is determined annually by the CNGC Committee. For each percentage by which the Corporation's EBITDA exceeds the approved stretch target, 2.5% of the stretch LTI is earned, to a maximum of 30% of base salary.

For both the target and stretch LTI amounts the DI and EBITDA components are calculated independently. The stretch bonus component was increased to 70% from 60% commencing in fiscal 2013.

Notwithstanding the calculation of cash bonus amounts as described above, the CNGC Committee has the authority to recommend to the Board of Directors, an additional LTI award commensurate with the level of achievement of other non-financial goals and metrics during the fiscal year.

LTI plan grants made in the most recently completed fiscal year to the Named Executive Officers are set out in the following table:

Name	Value of LTI Grant (\$)	Period Until Maturation & Payout ⁽¹⁾
Linda J. McCurdy	444,960	30 months
Christopher T.J. Burrows	135,975	30 months
Sean P. Curtis	235,000	30 months
Ronald J. Graham	78,500	30 months
Jeffrey R. Gannon	66,500	30 months

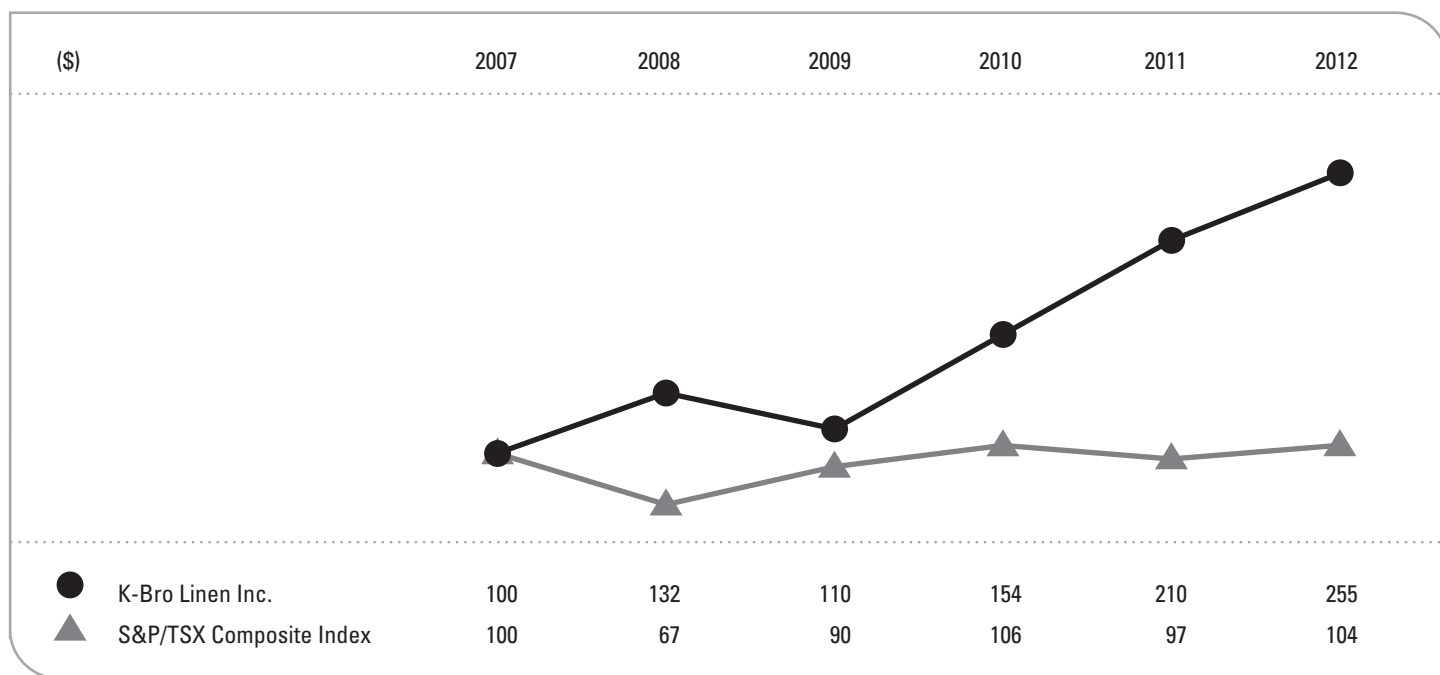
⁽¹⁾ Under the terms of the LTI, 25% of the LTI grant vests on the Determination Date defined as May 15, 2013 and the remaining 75% vest on the second November 30 subsequent to the Determination Date (in this case November 2015).

All Directors and executives of the Corporation are prohibited from entering into transactions that have the effect of hedging the economic value of any direct or indirect interests by the Director or executive in Common Shares.

Other Compensation

Executives receive other benefits that the CNGC Committee believes are reasonable and consistent with its overall executive compensation program. Benefits include participation in the Corporation's Registered Retirement Savings Plan and traditional health and welfare programs. In addition, the Corporation provides perquisites such as vehicle allowances to certain senior executives.

PERFORMANCE GRAPH⁽¹⁾⁽²⁾



⁽¹⁾ The graph reflects the total cumulative return, assuming reinvestment of all dividends, of \$100 invested on December 31, 2007 in each of the Common Shares of the Common Shares of the Corporation and the S&P/TSX Composite (TRIV) Index.

⁽²⁾ The year-end values of each investment shown on the graph are based on share price appreciation plus dividend reinvestment.

Compensation levels for the Named Executive Officers over the period 2007 to 2012 are generally consistent with the trend of total return on investment charted for K-Bro in the performance graph, reflecting the proportion of at-risk compensation for the Named Executive Officers. Total direct compensation for the Named Executive Officers consisting of base salary, annual cash incentive payment and the value of the annual LTI plan equity award is used for the comparison over the period.

A significant portion of compensation is equity-based and the value is directly related to share price performance in the current economic environment. The total direct compensation for the Named Executive Officers in 2012 totals \$3.13 million and represents 2.5% of revenue for 2012.

The CNCG Committee annually reviews the total compensation earned and accruing to the President and CEO since her appointment and relates it to the total shareholder return during the same period. In its last review, the CNCG Committee reviewed the total compensation earned by the President and CEO for the year ended December 31, 2012 and found it to be reasonable.

Named Executive Officers

K-Bro's named executive officers are the CEO, CFO and the next three highest paid officers. Their profiles provide a short biography.

Linda J. McCurdy, MBA

President and Chief Executive Officer

Ms. McCurdy joined K-Bro in May 1998 as Chief Financial Officer and became President & Chief Executive Officer in January 2000. Prior to joining K-Bro, she was Chief Financial Officer of Canadian Inovotech Inc., a biochemical products processor. Ms. McCurdy's prior experience also includes six years at the Overweitea Food Group where she held a number of financial positions. Ms. McCurdy is a Certified General Accountant and has an MBA from the University of Western Ontario.

Christopher T.J. Burrows, CA, CPA

Vice-President and Chief Financial Officer

Mr. Burrows joined K-Bro in June 2010. Prior to joining K-Bro, he was the VP Finance & Administration of The Churchill Corporation (TSX: CUQ), a commercial construction company. Mr. Burrows' experience also includes seven years with KPMG LLP. He is a Chartered Accountant, a Certified Public Accountant and a Certified Human Resource Professional. Mr. Burrows received a BSc (Genetics) and a BCom (Accounting) from the University of Alberta and holds a Masters in Accounting from the University of Saskatchewan.

Sean P. Curtis

Senior Vice-President and General Manager

Mr. Curtis joined K-Bro in 1984 and has over 29 years of experience in the laundry and linen services industry. As Senior Vice President, Mr. Curtis works directly with K-Bro's President & CEO in the areas of plant expansions, capital equipment installations and business development into new markets.

Ronald J. Graham

General Manager

Mr. Graham originally joined K-Bro in 1984 and has over 29 years of experience in the laundry and linen services industry. Prior to returning to K-Bro and being named General Manager (Vancouver) in 2002, Mr. Graham worked as an independent consultant for the laundry and linen services industry in North America and the United Kingdom. As General Manager (Vancouver), Mr. Graham is responsible for the overall management of K-Bro's original Vancouver operation.

Jeffrey Gannon

General Manager

Mr. Gannon joined K-Bro in 1992 and has over 24 years of experience in the laundry and linen services industry. Mr. Gannon has served as General Manager (Calgary) since 2003. As General Manager (Calgary), Mr. Gannon is responsible for the overall management of K-Bro's Calgary operation.

SUMMARY COMPENSATION TABLES

The following table sets forth all annual and long term compensation for the three (3) most recently completed financial years for services in all capacities to the Corporation and any subsidiaries, in respect of individuals who were acting as, or were acting in a capacity similar to, a Chief Executive Officer or Chief Financial Officer and the three most highly compensated executive officers in 2012 whose total compensation exceeded \$150,000 for the year (the "NEOs"):

Name and Principal Position	Year	Base Salary	Annual Incentive Cash Bonus ⁽¹⁾	Share-based Awards ⁽²⁾	All other Compensation ⁽³⁾	Total Compensation ⁽⁴⁾
Linda J. McCurdy <i>President & Chief Executive Officer</i>	2012	370,000	444,960	444,960	30,848	1,291,568
	2011	360,000	432,000	432,000	30,416	1,254,416
	2010	316,000	316,000	709,056	28,656	1,369,712
Christopher T.J. Burrows <i>Vice-President & Chief Financial Officer</i>	2012	210,000	38,850	135,975	14,396	399,221
	2011	204,000	38,964	111,384	14,156	368,504
	2010 ⁽⁵⁾	119,033	19,833	72,261	10,757	221,884
Sean P. Curtis <i>Sr. Vice-President & General Manager</i>	2012	235,000	141,000	235,000	22,468	633,468
	2011	210,500	126,000	210,000	21,468	567,468
	2010	180,500	100,000	379,368	20,288	680,156
Ronald J. Graham <i>General Manager</i>	2012	157,000	77,100	78,500	17,642	330,242
	2011	152,500	75,000	76,250	17,507	321,257
	2010	149,500	54,850	102,068	17,417	323,835
Jeffrey R. Gannon <i>General Manager</i>	2012	133,000	36,908	66,500	9,990	246,398
	2011	129,500	36,908	52,124	9,885	228,417
	2010	127,000	38,100	102,068	9,810	276,978

⁽¹⁾ Amount consists of annual cash bonuses awarded for the fiscal year noted, to be paid in the subsequent year.

⁽²⁾ These amounts are equity based awards made pursuant to the Corporation's long-term incentive plan; values noted are the total amount granted to the respective employees. The associated shares were acquired by the LTIP trust in April 2010 and issued from treasury for 2011 and 2012.

⁽³⁾ Represents contributions by the Corporation to the Registered Retirement Savings Plan that match executive contributions up to 4% for the plan, as well as contributions for car allowances, health plans and other fees.

⁽⁴⁾ The Corporation does not itself employ, pay or award compensation to any executive officers. During the year ended December 31, 2012, certain officers of K-Bro Linen Systems Inc. performed policy-making functions in respect of the business of the Corporation, whose securities constitute the only ultimate investment of the Corporation. Accordingly, they may be considered for the purposes of disclosure requirements to be executive officers of the Corporation and disclosure of compensation earned by them as officers of K-Bro.

⁽⁵⁾ Mr. Burrows joined the Corporation and was appointed as the Chief Financial Officer on June 7, 2010.

Long-Term Incentive Plan Awards - Outstanding at End of Year

The following table summarizes all cash and share-based awards outstanding at the end of December 31, 2012 for each NEO.

Name	Number of Shares	Vesting Date	Market Value of Unvested Share-Based Awards ⁽¹⁾
Linda J. McCurdy	13,432	November 30, 2014	387,648
Christopher T. J. Burrows	2,529	April 30, 2013	72,987
	3,463	November 30, 2014	99,942
Sean P. Curtis	6,529	November 30, 2014	188,427
Ronald J. Graham	2,371	November 30, 2014	68,427
Jeffrey R. Gannon	1,620	November 30, 2014	46,753

⁽¹⁾ Based on the closing price of the Common Shares on December 31, 2012 of \$28.86 per share.

Long-Term Incentive Plan Awards - Value Vested During the Year

The following table sets forth details of all LTI plan awards which vested during the most recently completed year.

Name	Number of Shares	Grant Date	Market Value of Share-Based Awards ⁽¹⁾
Linda J. McCurdy	27,866	April 30, 2010	645,098
	4,478	May 15, 2012	108,009
Christopher T. J. Burrows	1,155	May 15, 2012	27,859
Sean P. Curtis	15,737	April 30, 2010	364,312
	2,177	May 15, 2012	52,509
Ronald J. Graham	4,098	April 30, 2010	94,869
	791	May 15, 2012	19,079
Jeffrey R. Gannon	5,081	April 30, 2010	117,625
	541	May 15, 2012	13,049

⁽¹⁾ Market values of the LTI plan grants issued in 2010 are based on the closing price of \$23.15 per Common Share on April 30, 2012, the date when the grant vested. The market values of the LTI plan grants issued on April 30, 2012 are based on the volume weighted average price (VWAP) cost per Common Share of \$24.12 in the open market.

Retirement Benefit Plans

Each of the NEOs is eligible to participate in a self-directed group RRSP under which K-Bro matches contributions made by each individual up to a maximum of 4% of the individual's base salary. Amounts matched by K-Bro vest immediately. The Corporation does not have defined benefit or defined contribution pension plans.

Termination and Change of Control Benefits

In the event of termination for any reason other than cause, disability, death or conviction of a felony, Ms. McCurdy is entitled to a payment equal to 12 months of her base salary plus one month for every full year of completed service as the Chief Executive Officer (such calculation excluding the first year in the CEO role), to a maximum entitlement of 24 months plus the average annual bonus in the three preceding years multiplied by one-sixth further multiplied by the number of years of service in the role as the Chief Executive Officer (excluding the first year in the role). Ms. McCurdy is also entitled to the continuation of benefits for the minimum required statutory notice period.

Ms McCurdy's employment contract includes a one year non-competition clause as well as a three-year non-solicitation clause and confidentiality provisions. The non-competition and non-solicitation restrictions are subject to waiver upon the prior written consent of the Board of Directors, which consent may be unreasonably withheld but not exercised in bad faith.

In the event of termination for any reason other than cause, disability, death or conviction of a felony, Messrs. Burrows, Curtis, and Graham are entitled to a lump sum payment equal to 12 months of their base salary and continuation of benefits for the minimum required statutory notice period. Employment contracts for these individuals include a one year non-competition clause as well as a three-year non-solicitation clause and confidentiality provisions. The non-competition and non-solicitation restrictions are subject to waiver upon the prior written consent of the Board of Directors, which consent may be unreasonably withheld but not exercised in bad faith. No change of control benefits exist, other than the immediate vesting of a participant's rights under the Long-Term Incentive Plan.

Mr. Gannon does not have an employment contract but is subject to the restrictive covenants under the terms and conditions of the long-term incentive plan text.

Under the terms of the Long-Term Incentive Plan, any Shares awarded to or earned by the NEO under the LTI plan to the date of the triggering event shall immediately vest if there is:

- termination without cause, or
- retirement (as defined), or
- resignation on a basis which constitutes constructive dismissal, or
- termination due to death or disability, or
- change of control of the Corporation.

The following table provides details regarding the estimated incremental payments by the Corporation to each of the NEOs on a change of control or termination without cause, assuming a triggering event occurred on January 1, 2013.

Name	Lump Sum	Accelerated Value of of Unvested LTI ⁽²⁾	Total
Linda J. McCurdy	1,675,307	388,856	2,064,163
Christopher T. J. Burrows	220,000 ⁽¹⁾	173,468	393,468
Sean P. Curtis	255,000 ⁽¹⁾	189,015	444,015
Ronald J. Graham	165,000 ⁽¹⁾	68,640	233,640
Jeffrey R. Gannon	-	46,899	46,899

⁽¹⁾ Upon termination for reasons noted above, not upon change in control.

⁽²⁾ Based on the closing price of the Common Shares on January 1, 2013 of \$28.95 per share.

COMPENSATION OF DIRECTORS

Director compensation is designed to appropriately compensate independent Directors for their knowledge and contributions while maintaining a focus on the low-cost structure of the Corporation.

The Board approved the following compensation components for our directors, other than Ms. McCurdy, who is not entitled to director compensation. Each director is also entitled to reimbursement for all out-of-pocket expenses to attend Board and committee meetings. Directors are not compensated for return travel to attend Board meetings. Annual Board and Committee retainers are paid quarterly in arrears and pro-rated for partial service. The total cash earned in retainers and fees for these services by outside Directors in 2012 was \$188,350.

The following table sets out the retainers and fees for the years ended December 31, 2012 and 2011. For the 2013 fiscal year the Director Retainer to be paid in equity has been increased to \$27,500. There are no other changes to retainers or meeting fees.

(\$)	2012	2011
Board Chair Retainer	38,500	38,500
Director Retainer - Cash	27,500	27,500
Director Retainer - Equity ⁽¹⁾	7,500	7,500
Audit Committee Chair Retainer	10,000	10,000
Other Committee Chair Retainer	5,000	5,000
Committee Member Retainer	-	-
Board Meeting Fees	1,400	1,400
Committee Meeting Fees	1,250	1,250

⁽¹⁾ The Board Member Retainer is paid in treasury shares on an annual basis under the terms of the long-term incentive plan, subject to the discretion of the CNGC Committee.

Members of management of K-Bro who serve as Directors (currently only Ms. McCurdy) do not receive any additional remuneration for acting in the capacity of Director.

Directors' Summary Compensation Table

The following table provides information regarding compensation paid to the Directors of the Corporation for the year ended December 31, 2012 in respect of their services. All Directors are also reimbursed for the reasonable expenses in connection with all Board and committee meetings.

(\$)	Board Retainer	Committee Chair Retainer	Board and Committee Meeting Fees	Total Retainers and Fees Earned ⁽¹⁾	Other ⁽²⁾	Total
Ross S. Smith	38,500	10,000	14,650	63,150	-	63,150
Matthew B. Hills	27,500	-	8,400	35,900	138,000	173,900
Steven E. Matyas	27,500	5,000	14,650	47,150	-	47,150
Michael B. Percy	27,500	-	14,650	42,150	-	42,150
Total	121,000	15,000	52,350	188,350	138,000	326,350

⁽¹⁾ During fiscal 2012 the Directors were not issued shares in satisfaction of the equity retainer. The fiscal 2012 equity retainer will be paid during 2013.

⁽²⁾ Refer to *Interest of Informed Persons in Material Transactions*.

Directors' and Officers' Insurance

Under policies purchased by K-Bro, approximately \$10 million of insurance is in effect for the Directors and officers of K-Bro against liability for any actual or alleged error, misstatement, misleading statement, act, omission, neglect or breach of duty in discharging their duties, individually or collectively. K-Bro is also insured under these policies in the event it is permitted or required by law to indemnify individual directors and officers.

Indebtedness of Directors or Named Executive Officers

No Director or NEO, or former Director or NEO of the Corporation nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The Corporation incurred expenses in the normal course of business for advisory consulting services provided by Mr. Matthew Hills, a Director, relating to acquisitions. The amounts charged are recorded at their exchange amounts and are subject to normal trade terms. For the year ended December 31, 2012, the Corporation incurred such fees totalling \$138,000.

Other than as set forth above, or as previously disclosed, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any Director or executive officer, proposed nominee for election as a Director or any Shareholder holding more than 10% of the Common Shares or any associate or affiliate of any of the foregoing in any transaction in the preceding financial year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation.

REPORT OF THE AUDIT COMMITTEE

The primary mandate of the Audit Committee is to:

- supports the Board in fulfilling its over-sight responsibilities regarding the integrity of the Corporation's accounting and financial reporting, internal controls and disclosure controls,
- ensure the legal and regulatory compliance, including reporting and timeliness of filings with regulatory authorities,
- ensure the independence and performance of the Corporation's external auditors,
- oversee the Corporation's risks, creditworthiness, treasury plans and financial policy, and the whistleblower and complaint procedures.

For more information on the Audit Committee, including the text of its charter document, refer to the Audit Committee section in our Annual Information Form for the year ended December 31, 2012.

The Board has determined that each member of the Committee is independent and financially literate, and that Ross Smith is an audit committee financial expert and has accounting or related financial management expertise as defined by applicable securities laws. Information regarding the education and experience of the Committee members is contained in our Annual Information Form for the year ended December 31, 2012.

Audit Committee Work Plan

The Committee meets at least once each quarter and reports on its activities to the Board. Activities reviewed are based on its mandate and annual work plan. At each regularly scheduled quarterly meeting, the Committee has the opportunity to meet separately, in camera with each of the executive team and the external auditors.

The following sets forth highlights of the actions taken by the Committee in 2012.

Financial reporting

- received presentations from the Corporation’s CFO and made inquiries related to the quarterly and annual financial performance and operating results of the Company, including its reporting segments, relative to results in prior periods and to investor expectations
- reviewed, throughout the year, any changes or adoption of significant accounting policies and significant estimates impacting the current and future financial statements of the Corporation
- reviewed and discussed with the CEO and the CFO their readiness to certify the annual and interim financial statements and related disclosure materials, as required under Canadian securities legislation
- reviewed and recommended to the Board for approval the public release and filing of the annual audited consolidated financial statements and quarterly unaudited consolidated financial statements of the Corporation, including related news releases and Management’s discussion and analysis
- reviewed and recommended to the Board for approval key securities filings that contain financial information, including the Annual Information Form

External auditors

- oversaw the work of the external auditors
- reviewed and approved the annual audit plan
- monitored the progress of the external audit
- received reports on the external auditors’ internal quality control procedures, independence and confidentiality procedures
- met quarterly with the external auditors without management present
- recommended to shareholders the appointment of external auditors
- reviewed and set the compensation of the external auditors
- reviewed and pre-approved all audit, audit-related and non-audit services provided by the external auditors or their affiliates

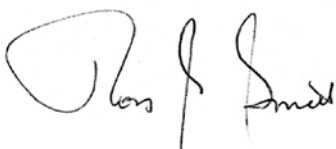
Accounting and financial management

- reviewed and approved the Corporation’s major accounting policies, including alternatives and potential key management estimates and judgments and the Corporation’s financial policies and compliance with such policies
- reviewed with management the Company’s financial policies and compliance with these policies
- reviewed reports regarding status of capital markets and implications for K-Bro and financing plans such as renewal and amendments to credit facilities
- received reports regarding taxation matters including any tax adjustments, status of existing and projected tax provisions
- reviewed and discussed with management at each regularly scheduled quarterly meeting the results of significant capital expenditures and recommended to the Board any capital project spending approvals in excess of previous budgetary authorizations

Audit Committee related governance

- reviewed and approved the Committee’s annual work plan
- received and reviewed with management updates throughout the year regarding changing governance-related laws, rules and emerging best practices and implications of the proposals of Canadian regulators with respect to the Committee
- reviewed expenses of the Chair and CEO

On behalf of the Audit Committee



Ross S. Smith, *Chair*



Steven E. Matyas



Michael B. Percy

REPORT OF THE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE ("CNCG") COMMITTEE

The primary mandate of the CNCG Committee is to:

- Develop the Corporation's compensation philosophy and guidelines on executive compensation;
- Oversee the succession planning for the executive team;
- Determine the goals and objectives for the CEO related to compensation;
- Evaluate the CEO performance and recommend compensation based upon the evaluation; and,
- Determine the compensation for the Senior Vice-President and Chief Financial Officer upon recommendation from the CEO.

The members of the CNCG as at the date of this Circular are the three independent Directors (Messrs. Smith, Matyas and Percy). Mr. Matyas serves as the Chair of the CNCG Committee.

The Board of Directors is of the view that the CNCG Committee collectively has the knowledge, experience and background to fulfill its mandate, and that each of the members of the CNCG Committee has direct experience relevant to his responsibilities regarding executive compensation.

In particular, Mr. Matyas is the President and CEO of Staples Canada Inc., a subsidiary company listed on the New York Stock Exchange, Mr. Smith has extensive experience with numerous public companies, and Mr. Percy is a seasoned economist and business leader. These collective skills and extensive experience enable the CNCG Committee to make decisions on the suitability of the Corporation's compensation policies and practices.

CNCG Committee Work Plan

The CNCG Committee held one meeting in 2012 and held an "in-camera" session without the presence of management of the Corporation at the end of the meeting.

The CNCG Committee retained the services of Mercer and PricewaterhouseCoopers, independent advisory firms, to assist in the valuation of LTI awards and provide recommendations to the Board regarding compensation. Total professional fees billed for these scopes of work were \$46,850 and \$76,759 in fiscal 2012 and 2011, respectively.

Managing Compensation Risk

The members of the CNCG committee also sit on the Audit Committee, which brings a useful perspective of risk assessment and management to our compensation philosophy and practices. While our compensation programs are not structured to encourage or reward excessive risk taking, we recognize that some level of risk taking is necessary to achieve outcomes that are in shareholders' best interests. The CNCG Committee has developed executive compensation policies and practices that encourage behaviour that aligns the long-term interests of our executives with our shareholders, while managing compensation risk.

We have a number of strategies to mitigate risk:

- putting significant weighting on long-term incentives with 2.5 year time vesting requirements to mitigate the risk of encouraging achievement of short-term goals at the expense of long-term sustainability and shareholder value;
- including financial measures (EBITDA and distributable cash flow) in the determination of the annual cash incentives to ensure sufficient funds are available to pay the compensation required under the program;
- capping annual incentives at 120% of target where individual participant awards can range from 0% to 120% of salary, depending on position and individual performance;
- using discretion when assessing individual and overall corporate performance to ensure payouts are competitive and not overly influenced by unusual results (positive or negative);
- placing members of the CNCG Committee on the Audit Committee, which develops guidelines and policies for the assessment and management of risk; and
- providing for a possibility to recover past incentive compensation in the event of an actual economic loss to the Corporation due to fraud, embezzlement or insider trading by any participants in the long-term incentive plan.

Every year, the CNCG Committee carries out a thorough review of our approach to managing compensation risk. Following the review this year, we are satisfied that K-Bro's compensation policies and practices do not encourage named executives or senior level employees to take inappropriate or excessive risks. After considering the overall compensation program and taking into account both its knowledge of the past performance of the K-Bro management team and the nature of the Corporation's business, the CNCG Committee is not aware of any risks arising from K-Bro's compensation policies and practices that would be reasonably likely to have a material adverse effect on the Corporation.

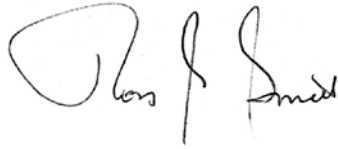
CNCG Committee Approval

The CNCG Committee has reviewed and discussed with management of the Corporation the compensation disclosure in this document, including the information in the Board of Directors section, the Executive Compensation section and the Directors Compensation section. It has recommended that the disclosure be included in the Circular.

On behalf of the Compensation, Nominating and Corporate Governance Committee



Steven E. Matyas, *Chair*



Ross S. Smith



Michael B. Percy

STATEMENT OF GOVERNANCE PRACTICES

The following describes the Corporation's governance practices with reference to NP58-201 – *Corporate Governance Guidelines* and NI58-101 – *Disclosure of Corporate Governance Practices* (collectively, the "Governance Guidelines"), which are initiatives of the Canadian Securities Administrators.

The Board of Directors and management of K-Bro recognize that effective corporate governance practices are fundamental to the long-term success of the Corporation. Sound corporate governance contributes to Shareholder value through increased confidence. In light of the Governance Guidelines and best practice standards in Canada, the Board of Directors and management have implemented a sophisticated set of governance policies and procedures and are committed to maintaining a high standard of corporate governance.

Composition of the Board of Directors

The Board of Directors is currently composed of five Directors. Assuming that the Shareholders of the Corporation vote in favour of the Director nominees, the number of members of the Board of Directors will remain at five. Ms. McCurdy is not independent as she is the Chief Executive Officer of K-Bro and Mr. Hills is not independent due to consulting fees in excess of \$75,000 received in the 12-month period prior to the date of this Circular. As such, the Board of Directors has a majority of Directors (3-of-5) who are independent.

The Board of Directors functions independently of the non independent Directors by holding in camera sessions without the non independent Directors present. Our policy is to hold an in camera session at each regularly scheduled meeting of the Board and each committee. From time to time, the Board or a committee may convene additional meetings to consider specific matters that arise before the next scheduled meeting, and in-camera sessions generally are not held during those additional meetings.

To facilitate its own effectiveness, the Board has identified certain key expectations for its members. Directors are expected to attend all meetings of the Board and any committees of which they are a member and are also expected to prepare thoroughly in advance of each meeting in order to actively participate in the discussions and decision-making. In addition, each Director is expected to develop and maintain a thorough knowledge of K-Bro's strategy, business, operations, financial position, industry and markets and be an effective ambassador and representative of the Corporation.

Board Chair

The Board Chair is a duly elected member of the Board of Directors and is appointed by the Board of Directors each year for a one year term, with such appointment being (except when a vacancy is being filled) at the first meeting of the Board of Directors following the annual general meeting of Shareholders. The Board Chair is independent as such term is defined in the Governance Guidelines.

The responsibilities of the Board Chair are set out in a detailed position description that affirms that the Board Chair is expected to provide leadership to the Directors in discharging their mandate as set out in the Mandate of the Board of Directors. Among other things, the Board Chair generally oversees meetings of the Board of Directors and presides over meetings of the Shareholders. The Board Chair is the liaison between the Directors and management and is responsible for promoting the proper flow of information to the Directors to keep them fully apprised of all material matters.

Board Mandate

The Board of Directors adopted a written mandate (the "Mandate of the Board of Directors") to confirm the Board of Directors' ongoing duties and responsibility for stewardship of the Corporation. A copy of the Mandate of the Board of Directors is attached to this Circular as Schedule "A". The Board of Directors is responsible for supervising the activities and managing the investments and affairs of the Corporation. The Board of Directors discharges certain responsibilities either directly or through the Audit Committee, the Compensation, Nominating and Corporate Governance Committee and the Disclosure Committee, made up of the Chief Executive Officer and Chief Financial Officer. Please see "Statement of Governance Practices – Disclosure Committee".

Position Descriptions

The Board of Directors has developed and approved detailed position descriptions for the Chair of the Board of Directors, Chair of the Compensation, Nominating and Corporate Governance Committee, Chair of the Audit Committee and the Chief Executive Officer of K-Bro. The Chairs of the Audit Committee and the Compensation, Nominating and Corporate Governance Committee are appointed pursuant to the respective charters for those committees and are responsible for ensuring the responsibilities set out in those charters are fulfilled. The Compensation, Nominating and Corporate Governance Committee is responsible for reviewing and making recommendations to the Board of Directors regarding the position descriptions for the Chair of the Board of Directors, the Chair of each Committee and the Chief Executive Officer.

The Chair of the Board of Directors is responsible for, among other things, overseeing the Board of Directors' discharge of its duties, governing the conduct of the Board of Directors, assisting Committees and acting as a liaison between the Board of Directors and management. Chairs of Committees of the Board of Directors are responsible for, among other things, scheduling, setting agendas for and presiding over committee meetings, and acting as a liaison between the respective Committee and the Board of Directors. The Chief Executive Officer is responsible for, among other things, overseeing the day-to-day operation of the business of K-Bro in accordance with K-Bro's strategic plan and annual budget.

Orientation and Continuing Education

All new Directors receive a comprehensive orientation as soon as practical after their appointment. They are briefed on the role of the Board of Directors, its Committees, the contribution individual Directors are expected to make, and on the nature and operation of the Corporation and K-Bro, including visits to K-Bro's facilities. This is consistent with the Governance Guidelines and enables a new Director to better understand the Corporation and his or her role and responsibilities. Given that the Board of Directors of the Corporation has not changed since Mr. Percy joined the Board in 2007, the Board has not been required to take any measures to orient new directors. If and when a new director is appointed to the Board, the board will consider what additional orientation measures are appropriate at such time.

Directors also participate in a continuing education program that, among other things, assists Directors in maintaining or enhancing their skills and abilities as Directors and to ensure that their knowledge and understanding of the Corporation and K-Bro remains current. The Corporation has a continuing education program for its directors that was developed to help directors maintain or enhance their skills and abilities, and update their knowledge and understanding of the Corporation and its industry. The key components of the program include:

Regular briefings. Directors are briefed regularly (and at least on a quarterly basis) on strategic issues affecting the Corporation, and these briefings include reviews of the competitive environment, K-Bro's performance relative to its peers, and any other developments that could materially affect the Corporation's business. The briefings are conducted by the CEO, CFO and other members of the executive management team, as well as external advisors to the company.

Internal educational seminars. The Board also plans training activities to be held at certain meetings, in addition to regular education sessions and presentations made to the board. For example, recent presentations have been made to the Board relating to proposed new accounting standards.

Communication with Shareholders

The Board and Management welcome engagement with Shareholders and encourage Shareholders to express their views. To allow Shareholders to provide timely and meaningful feedback, K-Bro has developed practices appropriate for its Shareholder base to facilitate constructive engagement. Examples of such practices include meetings with institutional investors and with organizations representing a significant number of Shareholders, maintenance of the investor relations information provided on K-Bro's website and establishing methods of hearing from shareholders on an ongoing basis. The Directors review and approve the contents of major disclosure documents, including K-Bro's annual financial statements, annual information form (AIF), management's discussion and analysis, and information circular.

The Directors review annually and approve K-Bro's Confidentiality, Disclosure and Trading Policy, which addresses how K-Bro interacts with analysts, investors and the public, and contains measures to avoid selective disclosure in accordance with the Corporation's policies and procedures and legal disclosure requirements. Procedures are in place to provide timely information to current and potential investors and respond to their inquiries. K-Bro's Chief Financial Officer is responsible for maintaining communications with the investing public. It is K-Bro's intention that every Shareholder inquiry should receive a prompt response. Corporate staff is available to Shareholders by telephone, email and fax, and significant financial disclosure documents are available on K-Bro's website at www.k-brolinen.com and under K-Bro's profile on SEDAR at www.sedar.com.

Code of Business Conduct and Ethics

The Corporation has adopted a Code of Business Conduct and Ethics (the "Code") that sets out the principles that should guide the behaviour of Directors, officers and employees of K-Bro. The Code addresses, among other things, the following issues:

- a) conflicts of interest, including transactions and agreements in respect of which a Director or executive officer has a material interest;
- b) protection and proper use of corporate assets and opportunities;
- c) confidentiality of corporate information;
- d) fair dealing with the issuer's security holders, customers, suppliers, competitors and employees;
- e) compliance with laws, rules and regulations; and,
- f) reporting of any illegal or unethical behaviour.

Monitoring of accounting, internal controls and auditing matters, as well as violations of law, the Code and other policies or directives of the Corporation and K-Bro, occurs primarily through the monitoring of complaints and concerns reported pursuant to the Corporation's Whistleblowing Policy. Any person can report complaints or concerns, which may be on an anonymous basis, by contacting the Chair of the Audit Committee. Confidentiality of complaints received by the Chairman will be maintained to the fullest extent possible, consistent with the need to conduct an appropriate review. When possible, the Chairman will acknowledge receipt of a complaint, although it is not the intention to communicate to the person making the complaint the status of its review or resolution. Upon receipt of a complaint, the Chairman will determine whether the complaint relates to a questionable accounting or auditing matter. Any complaints that relate to such matters will be immediately brought to the attention of, and reviewed under the direction of, the Audit Committee of the Corporation. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee. The Chairman will maintain a log of all complaints that are received, tracking their receipt, investigation and resolution.

The Board of Directors (or any Committee to whom that authority has been delegated) can grant waivers of compliance with the Code for the benefit of Directors or senior officers in appropriate circumstances. No such waiver has been granted since the adoption of the Code and consequently, the Corporation filed no material change report during the last fiscal year pertaining to any conduct of a Director or executive officer that constitutes a departure from the Code.

A Director or senior officer of K-Bro must disclose, in writing to the Corporation, as applicable, the nature and extent of any interest they have in an actual or proposed material contract or material transaction. A Director or senior officer of K-Bro required to make such disclosures shall not vote on any resolution to approve the contract or transaction unless it relates primarily to their remuneration as a Director, officer, employee or agent of the Corporation or K-Bro, as applicable, or is for indemnity or insurance.

In addition to the Code, the Mandate of the Board of Directors provides that the Board of Directors is specifically responsible for satisfying itself as to the integrity of the Chief Executive Officer and senior officers of K-Bro and that the Chief Executive Officer and other senior officers create a culture of integrity throughout the organization.

The Code is available under the Corporation's profile on SEDAR at www.sedar.com or the Corporation's website at www.k-brolinen.com.

Audit Committee

Information concerning, among other things, the composition of the Audit Committee and the Audit Committee's Charter, can be found in the Corporation's Annual Information Form under the heading "Audit Committee Information" available on SEDAR at www.sedar.com.

Disclosure Committee

The Chief Executive Officer and Chief Financial Officer of K-Bro have responsibility for reviewing and updating the Corporation's disclosure policy (the "Disclosure Policy") and in doing so function as a disclosure policy committee ("Disclosure Committee").

The responsibilities of the Disclosure Committee include:

- developing and implementing the Disclosure Policy;
- monitoring the effectiveness of and compliance with the Disclosure Policy;
- ensuring that the Corporation and its subsidiaries' Directors, officers and certain employees are educated with respect to disclosure issues and the Disclosure Policy;
- reviewing and authorizing disclosure of (including electronic, written and oral disclosure) in advance of its public release; and
- monitoring the Corporation's website on a regular basis to ensure that: the website is up to date and accurate; all material information is dated when posted or modified; outdated information is moved to an archive; the archived material is retained for six years; all documents filed on SEDAR are concurrently posted to the website; and all material supplemental information given to analysts, investors and other market professionals are also posted on the website.

This policy may not cover all circumstances and exceptions may be justified from time to time. Any questions and all requests for exceptions from this policy should be made to the Chief Executive Officer and the Chief Financial Officer of K-Bro who will determine whether or not it is appropriate to vary the policy in such circumstances.

Assessments

The CNGC Committee is responsible for developing and recommending to the Board of Directors a process for reviewing the competencies, skills and effectiveness of the Board of Directors as a whole, the Committees and the contributions of individual Directors on a regular basis. The CNGC Committee is also responsible for overseeing the execution of the review process approved by the Board of Directors and management. During the review process the CNGC Committee considers: (i) input from Directors, where appropriate; (ii) attendance of Directors at meetings of the Board of Directors and any Committee; (iii) the Board of Directors' written mandate; (iv) the charter of each Committee; (v) applicable position descriptions for each individual Director and for the Chairs of the Board of Directors and each Committee; and (vi) the competencies and skills each individual Director is expected to bring to the Board of Directors and each Committee.

OTHER BUSINESS

As at the date hereof, the Directors are not aware of any matter intended to come before the Meeting other than those items of business set forth in the attached Notice of Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named in the Form of Proxy to vote in respect of those matters in accordance with their judgment.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found at www.sedar.com or our website at www.k-brolinen.com. Additional financial information is contained in the Corporation's audited consolidated financial statements for the years ended December 31, 2012 and 2011, and the Corporation's annual management's discussion and analysis of financial condition and results of operations for fiscal 2012.

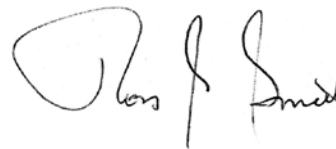
Copies of the Annual Information Form, the Corporation's Annual Report (including management's discussion and analysis), consolidated financial statements and this Circular may be obtained by request to K-Bro Linen Systems Inc., 103, 15023 – 123 Avenue, Edmonton, Alberta, T5V 1J7, Attention: Chief Financial Officer. The Corporation may require the payment of a reasonable charge if the request is made by a person that is not a Shareholder.

BOARD OF DIRECTORS APPROVAL

The contents and the sending of this Circular to the Shareholders of the Corporation have been approved by the Board of Directors.

DATED at Calgary, Alberta this 9th day of May, 2013.

ON BEHALF OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "Ross S. Smith". The signature is written in a cursive style with a large initial "R" and "S".

Ross S. Smith
Chair of the Board of Directors
K-Bro Linen Inc.

SCHEDULE “A”

Mandate of the Board of Directors

The purpose of this Mandate is to set out the mandate and responsibilities of the board of directors (the “**Board**”) of K-Bro Linen Inc. (the “**Corporation**”), subject to the provisions of applicable statutes.

1 Composition

The Board shall be constituted with a majority of individuals who qualify as “independent” as defined in National Policy 58-201 – *Corporate Governance Guidelines*.

2 Responsibilities of the Board of Directors

The Board is responsible for the stewardship of the Corporation and in that regard shall be specifically responsible for:

- a) adopting a strategic planning process and approving, on at least an annual basis, a budget, and evaluating and discussing a strategic plan for the upcoming year which takes into account, among other things, the opportunities and risks of the Corporation’s business and investments;
- b) supervising the activities and managing the investments and affairs of the Corporation;
- c) approving major decisions regarding the Corporation;
- d) defining the roles and responsibilities of management;
- e) reviewing and approving the business and investment objectives to be met by management;
- f) overseeing management;
- g) reviewing the Corporation’s debt strategy;
- h) identifying and managing risk exposure;
- i) ensuring the integrity and adequacy of the Corporation’s internal controls and management information systems;
- j) succession planning;
- k) establishing committees of the Board, where required or prudent, and defining their respective mandates;
- l) receiving and evaluating reports and recommendations from the committees of the Board from time to time;
- m) maintaining records and providing reports to shareholders;
- n) ensuring effective and adequate communication with shareholders, other stakeholders and the public;
- o) determining the amount and timing of dividends or distributions to shareholders;
- p) to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and senior officers of K-Bro Linen Systems Inc. (“**K-Bro**”) and that the Chief Executive Officer and other senior officers create a culture of integrity throughout the organization;
- q) adopting a communications policy which enables the Corporation to communicate effectively and addresses how the Corporation interacts with all of its stakeholders, including analysts and the public, contains measures for the Corporation to avoid selective disclosure and is reviewed at such intervals or times as the Board deems appropriate; and
- r) developing the Corporation’s approach to governance, including developing a set of governance principles and guidelines that are specifically applicable to the Corporation.

It is recognized that every director in exercising powers and discharging duties must act honestly and in good faith with a view to the best interest of the Corporation. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In this regard, they will comply with their duties of honesty, loyalty, care, diligence, skill and prudence.

In addition, directors are expected to carry out their duties in accordance with policies adopted by the Board from time to time.

It is expected that management will co-operate in all ways to facilitate compliance by the Board with its legal duties by causing the Corporation and any subsidiaries of the Corporation to take such actions as may be necessary in that regard and by promptly reporting any data or information to the Board that may affect such compliance.

3 Meetings

The Board will meet not less than four (4) times per year: at least three (3) meetings to review quarterly results, and one (1) prior to the issuance of the annual financial results of the Corporation. The Board shall have an independent Chair and shall meet periodically without management present to ensure that the Board functions independently of management. At each Board meeting, unless otherwise determined by the Board, an in camera meeting of independent directors will take place. Individual directors shall be permitted to engage outside advisors at the cost of the Corporation, subject to the prior approval of the CNCG Committee.

The Board appreciates having certain members of senior management attend each Board meeting to provide information and opinion to assist the directors in their deliberations. Management attendees will be excused for any agenda items which are reserved for discussion among directors only.

4 Board Meeting Agendas and Information

The Chair, in consultation with management, will develop the agenda for each Board meeting. Agendas will be distributed to the directors before each meeting, and all Board members shall be free to suggest additions to the agenda in advance of the meeting.

Whenever practicable, information and reports pertaining to Board meeting agenda items will be circulated to the directors in advance of the meeting. Reports may be presented during the meeting by members of the Board, management and/or staff, or by invited outside advisors. It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it will not be prudent or appropriate to distribute written materials in advance.

5 Measures for Receiving Shareholder Feedback

All publicly disseminated materials of the Corporation shall provide for a mechanism for feedback of shareholders.

6 Telephone Board Meetings

A director may participate in a meeting of the Board or in a committee meeting by means of telephone, electronic or such other communications facilities as permit all persons participating in the meeting to communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

While it is the intent of the Board to follow an agreed meeting schedule as closely as possible, it is felt that, from time to time, with respect to time sensitive matters, telephone Board meetings may be required to be called in order for directors to be in a position to better fulfill their legal obligations. Alternatively, management may request the Board to approve certain matters by unanimous consent.

7 Expectations of Management

Management shall be required to report to the Board at the request of the Board on the performance of the Corporation, new and proposed initiatives, the Corporation's business and investments, management concerns and any other matter the Board or its Chair may deem appropriate. In addition, the Board expects management to promptly report to the Chair any significant developments, changes, transactions or proposals respecting the Corporation or any of its subsidiaries.

8 Communications Policy

The Board approves the content of the Corporation's major communications to shareholders and the investing public including the Annual Report, Circular, the Annual Information Form and any prospectuses which may be issued. The Audit Committee shall review and recommend to the Board the approval of the quarterly and annual financial statements (including the Management Discussion & Analysis) and press releases relating to financial matters. The Board also has responsibility for monitoring all of the Corporation's external communications. However, the Board believes that it is the function of management to speak for the Corporation in its communications with the investment community, the media, customers, suppliers, employees, governments and the general public.

The Board shall have responsibility for reviewing the Corporation's policies and practices with respect to disclosure of financial and other information including insider reporting and trading. The Board shall approve and monitor the disclosure policies designed to assist the Corporation in meeting its objective of providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities law. The Board shall review the Corporation's policies relating to communications and disclosure on an annual basis.

Generally, communications from shareholders and the investment community will be directed to the Chief Executive Officer, who will coordinate an appropriate response depending on the nature of the communication. It is expected, if communications from stakeholders are made to the Chair or to other individual directors, management will be informed and consulted to determine any appropriate response.

9 Internal Control and Management Information Systems

The Board has responsibility for the integrity of the Corporation's internal control and management information systems, and all material matters relating to the Corporation and its business. Management is authorized to act, without Board approval, on all ordinary course matters relating to the Corporation's business.

The Audit Committee has responsibility for ensuring internal controls are appropriately designed, implemented and monitored and for ensuring that management and financial reporting is complete and accurate, even though management may be charged with developing and implementing the necessary procedures.

Policy of Practices for Directors

Attendance at Meetings

Each Director is expected to have a very high record of attendance at meetings of the board of Directors, and at meetings of each committee on which the Director sits. A Director is expected to:

- i. advise the Chair as to planned attendance at board and committee meetings shortly after meeting schedules for the year have distributed;
- ii. advise the Chair as soon as possible after becoming aware that he or she will not be able to attend a meeting; and
- iii. attend a meeting by conference telephone if unable to attend in person.

Preparation for Meetings

Directors are expected to carefully review and consider the materials distributed in advance of a meeting of the board of Directors or a committee of the board of Directors. Directors are also encouraged to contact the Chair, the Chief Executive Officer of K-Bro Linen Systems Inc. and any other appropriate officers to ask questions and discuss agenda items prior to meetings.

Conduct at Meetings

Directors are expected to ask questions and participate in discussions at meetings, and to contribute relevant insights and experience. In discussions at meetings, a Director should:

- i. be candid and forthright;
- ii. not be reluctant to express views contrary to those of the majority;
- iii. be concise and, in most circumstances, respect the time constraints of a meeting; and
- iv. be courteous to and respectful of other directors/Directors and guests in attendance.

Knowledge of the Corporation's Business

Directors are expected to be knowledgeable with respect to the various fields and divisions of business. Although management has a duty to keep the board of Directors informed about developments in the Corporation's business, Directors have a primary duty of care and diligence, which includes a duty of inquiry. Directors should:

- ask questions of management and other directors/Directors, at meetings and otherwise, to increase their knowledge of the business of the Corporation;
- familiarize themselves with the risks and challenges facing the business of the Corporation;
- read all internal memoranda and other documents circulated to the directors, and all reports and other documents issued by the Corporation for external purposes;
- insist on receiving adequate information from management with respect to a proposal before board approval is requested;
- familiarize themselves with the Corporation's competitors by, among other things, reading relevant news, magazine and trade journal articles; and
- familiarize themselves with the legal and regulatory framework within which the Corporation carries on its business.

Personal Conduct

Directors are expected to:

- i. exhibit high standards of personal integrity, honesty and loyalty to the Corporation;
- ii. project a positive image of the Corporation to news media, the financial community, governments and their agencies, shareholders and employees;
- iii. be willing to contribute extra efforts, from time to time as may be necessary including, among other things, being willing to serve on committees of the board; and
- iv. disclose any potential conflict of interest that may arise with the business or affairs of the Corporation and, generally, avoid entering into situations where such conflicts could arise or could reasonably be perceived to arise.

NOTES

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K-Bro Linen Inc.