

MAC-GRAY CORPORATION

EXECUTIVE COMMITTEE CHARTER

Purpose

The Board of Directors (the "Board") of Mac-Gray Corporation (the "Company") has established an Executive Committee (the "Committee"), the principal purpose of which will be to provide an efficient means to meet and communicate with the Chief Executive Officer of the Company, to discuss, consider and address Board-level issues affecting the Company and to use the Chief Executive Officer as a liaison to senior management.

Composition

The Committee shall consist of four members, which will include the Chairperson of the Board and the Chair of each of the Compensation Committee, the Audit Committee and the Governance and Nominating Committee of the Board. All members shall be "independent directors" as defined in the New York Stock Exchange listing standards, and so affirmed by the Board. The Board shall appoint the members of the Committee and may replace or remove any such member with or without cause. The Committee Chair will be the Chairperson of the Board.

Duties and Responsibilities

The Committee will have responsibility for meeting and communicating with the Chief Executive Officer of the Company on an as-needed basis to discuss, consider and address Board-level issues affecting the Company and to use the Chief Executive Officer as a liaison to senior management. The Committee will have such other duties and responsibilities as the Board may delegate to the Committee from time to time.

The Committee will meet as frequently as it deems necessary. A majority of the members of the Committee shall constitute a quorum for such meeting, and the Committee may act by majority vote of the members present. The Committee may invite any consultant, officer of the Company or such other person it considers necessary or appropriate to attend meetings. The Committee may delegate its authority to person(s) and/or subcommittee(s) as appropriate.

The Committee will report Committee actions and recommendations to the Board. The Committee will review this charter annually and recommend changes, when appropriate, to the Board.

The Committee has authority to retain and terminate, in its sole discretion, outside advisors (including, without limitation, legal and other consultants and experts), including the authority to approve fees and other contract terms.

Adopted June 8, 2009