

## **FIVE STAR SENIOR LIVING INC.**

### **CHARTER OF THE COMPENSATION COMMITTEE**

Adopted December 13, 2017

#### **I. PURPOSE**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Five Star Senior Living Inc. (the “Company”) is to discharge directly, or assist the Board in discharging, its responsibilities related to (1) the evaluation of the performance and compensation of the Chief Executive Officer, the Chief Financial Officer and any other executive officer of the Company, the Director of Internal Audit of the Company and the business management services provider to the Company (the “Manager”), (2) the compensation of the Directors and (3) the approval, evaluation and administration of any equity compensation plans of the Company.

The Committee is by this Charter delegated the powers of the Board necessary to carry out its purpose and responsibilities as provided in this Charter or reasonably related to such purpose and responsibilities.

#### **II. MEMBERSHIP**

The Committee shall be comprised of three or more members of the Board, each of whom meets any applicable independence or other qualification requirements of The Nasdaq Stock Market LLC (the “Nasdaq”), the Securities and Exchange Commission (the “SEC”) or the Company’s governing documents, and any other applicable laws and regulations. In addition, all Committee members must qualify as “non-employee” Directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and must meet the “outside director” requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

The Board shall appoint and may remove the members of the Committee, and vacancies shall be filled as provided in the Company’s Bylaws. Unless a Chair of the Committee is appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee may form and delegate authority to subcommittees of one or more members when appropriate. Any subcommittee shall be subject to this Charter. The decisions or other actions of any subcommittees to which authority is delegated under this paragraph shall be presented to the full Committee at its next regularly scheduled meeting.

#### **III. MEETINGS**

The Committee shall meet as often as it determines appropriate to carry out its responsibilities under this Charter; it is expected that the Committee will meet at least once per year. Meetings of the Committee shall be called and held, and the Committee may act by written consent in lieu of a meeting, as provided in the Company’s Bylaws.

## **IV. RESPONSIBILITIES AND AUTHORITY**

### **Executive Officers**

The Committee shall: (1) evaluate the performance of the Chief Executive Officer, the Chief Financial Officer and any other executive officer of the Company; (2) based on such evaluations, determine and approve any compensation, including equity based compensation, payable by the Company to the Chief Executive Officer, the Chief Financial Officer and any other senior executive of the Company who is also an officer of the Manager; and (3) based on such evaluations, determine and approve any equity based compensation, and determine and recommend to the Board any cash compensation, payable to any other senior executive of the Company. The Chief Executive Officer may not be present during the Committee's voting and deliberation of his or her compensation; however, the Committee may consult with the Chief Executive Officer, any other executive officer of the Company or the Managing Directors (as defined in the Company's Bylaws) about the compensation paid directly by the Company to the executive officers of the Company as the Committee deems appropriate. All decisions about compensation made by the Committee may be made with or without such advice.

### **Directors**

The Committee shall evaluate and recommend to the Board the cash compensation payable by the Company to the Directors for Board and committee service. The Committee shall determine and approve the equity based compensation payable to the Directors for Board and committee service.

### **Director of Internal Audit**

The Committee shall evaluate annually the performance of the Director of Internal Audit of the Company, determine his or her compensation and determine the Company's allocable share of internal audit costs pursuant to the Company's business management agreement.

### **Manager**

The Committee shall: (1) review annually any business management agreement of the Company with the Manager and evaluate the performance of the Manager; (2) propose and approve amendments to or termination of any business management agreement of the Company with the Manager; and (3) review amounts payable by the Company under any business management agreement of the Company with the Manager and approve internal audit costs and expenses paid or reimbursed by the Company to the Manager under such agreements and other reimbursements or charges in addition to contractually required amounts, if any.

### **Equity Compensation Plans**

The Committee shall administer any equity compensation plan of the Company that the Board delegates authority to the Committee to administer, and shall make, in its discretion, grants under such plans (or delegate that authority to a subcommittee composed solely of two or more "non-employee" Directors).

The Committee shall review and recommend to the Board all equity compensation plans, and any amendment to such plans, to be submitted for stockholder approval under the rules of the Nasdaq.

### **Other Responsibilities and Authority**

The Committee shall:

1. Review and discuss with management a draft of the Compensation Discussion and Analysis (“CD&A”) to be included in any annual proxy statement, annual report on Form 10-K, information statement, registration statement or similar document of the Company, and determine whether to recommend that such CD&A be included in the applicable document;
2. Review and consider incentives and risks associated with the Company’s compensation policies and practices and make, or recommend to the Board, any appropriate changes;
3. Oversee the Company’s compliance with the rules and regulations of the SEC relating to stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes;
4. Prepare any reports required to be prepared by compensation committees under the rules of the SEC or the Nasdaq, including the report of the Committee required to be included in the Company’s proxy statement for its annual meetings of stockholder;
5. Review and assess, at least annually, the adequacy of this Charter and the structure, processes and membership requirements of the Committee, and recommend any appropriate changes to the Board;
6. Review and assess, at least annually, the Committee’s own performance, and report that it has done so to the Board; and
7. Perform any other activities consistent with this Charter, the Company’s governing documents and applicable law as the Committee or the Board deems necessary or appropriate.

The Committee shall not approve or recommend for approval any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to any Director or executive officer of the Company.

The Committee shall have the authority to conduct investigations into any matters within the scope of its responsibilities.

### **V. ADVISERS**

The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain advice from) advisers to assist it in the performance of its responsibilities under this Charter, but only after taking into consideration factors relevant to any such adviser’s independence as

specified in the rules of the Nasdaq. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention.

The Committee shall have available appropriate funding from the Company for compensation of any adviser engaged by the Committee and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities.

## **VI. GENERAL PROVISIONS**

The responsibilities and authority set forth in this Charter are a guide with the understanding that the Committee may diverge from this guide in appropriate circumstances or as it otherwise determines appropriate.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained herein is intended to create, or should be construed as creating for the members of the Committee any responsibility or liability, except to the extent otherwise provided under applicable federal or state law.

This Charter amends in its entirety and replaces the charter of the Committee as heretofore in effect.