

FIVE STAR SENIOR LIVING INC.
CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE

Adopted March 20, 2018

I. PURPOSE

The principal purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Five Star Senior Living Inc. (the “Company”) are to: (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend candidates to the entire Board for nomination or selection as Board members for each annual meeting of stockholders (or special meeting of stockholders at which Directors are to be elected) or when vacancies occur; (2) perform certain assessments of the Board and Company management; and (3) develop and recommend to the Board a set of governance principles applicable to the Company.

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

II. MEMBERSHIP

The Committee shall be comprised of members of the Board who meet any applicable independence or other qualification requirements of The Nasdaq Stock Market LLC (the “Nasdaq”), the Securities and Exchange Commission (the “SEC”) and the Company’s governing documents, and any other applicable laws and regulations.

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

Director Nominees

The Committee shall seek individuals qualified to become members of the Board, consistent with criteria approved by the Board, and recommend that the Board nominate persons to fill expiring terms of Directors or appoint persons to fill vacancies.

The Committee shall, in its discretion, consider candidates for nominees as Directors that are recommended by stockholders. Stockholder recommendations for a Director nominee must be made by written notice to the Chair of the Committee and the Secretary of the Company and should contain or be accompanied by such information and documents relating to the recommended nominee and stockholder(s) that such stockholder(s) believe are relevant to the Committee's consideration. In considering such a stockholder recommendation, the Committee may request additional information concerning the recommended nominee or the applicable stockholder or stockholders. The foregoing applies only to recommendations made to the Committee; stockholders seeking to make nominations for election to the Board must do so in accordance with the Company's Bylaws and applicable law.

Assessments of the Board and Company Management

The Committee shall:

1. Review annually the composition of the Board as a whole and recommend to the Board, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the rules of the Nasdaq;
2. Assess the independence of the Directors and Director nominees under any applicable requirements of the Nasdaq, the SEC or the Company's governing documents, and any other applicable laws and regulations;
3. Review and assess the Board's leadership structure and recommend any proposed changes to the Board for its approval;
4. To the extent not overseen by the Compensation Committee of the Board or another committee of the Board, oversee the evaluation of Company management;
5. Oversee the performance assessment of the Board and its committees; and
6. Consider the Company's succession planning in the event of an emergency or the retirement, resignation or removal of the Chief Executive Officer, the Chief Financial Officer or the Managing Directors (as defined in the Company's Bylaws), or the business services provider to the Company, and report annually to the Board on such matters.

Continuing Education Programs

The Chair of the Committee shall have the authority and responsibility to determine whether to approve Director requests for reimbursement of out of pocket costs incurred in connection with attending continuing education programs, provided that any such request made by the Chair must be approved by a member of the Committee other than the Chair. In addition, where the Chair is unavailable, as determined in good faith by the other members of the Committee, any such approval may instead be made by another member of the Committee other than the Director who is requesting such reimbursement. Determinations as to whether to approve such a request for reimbursement shall be made in the discretion of the applicable Committee member authorized to make such determination pursuant to this item. The amount of such costs that may be approved for reimbursement for such programs shall be limited to the Director's out of pocket costs incurred in connection with such attendance, including program enrollment fees, travel and lodging, as appropriate.

Other Responsibilities and Authority

The Committee shall:

1. Review and assess the governance principles of the Company and recommend any proposed changes to the Board for approval;
2. 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;
3. Review and assess, at least annually, the Committee's own performance, and report that it has done so to the Board; and
4. 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.

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. 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, including search firms, if any, 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.