

# **THE RMR GROUP INC.**

## **CHARTER OF THE COMPENSATION COMMITTEE**

Adopted September 12, 2018

### **I. PURPOSE**

The primary purpose and function of the Compensation Committee (the "Committee") is to discharge the responsibilities of the Board of Directors (the "Board") of The RMR Group Inc. and its subsidiaries (collectively, the "Company"), or to assist the Board in discharging its responsibilities related to: (i) the oversight of the Company's compensation and employee benefit programs as they apply to executive compensation; (ii) the evaluation of services provided by any individual who serves as an executive officer of the Company and qualifies as a "named executive officer" under the applicable rules of the Securities and Exchange Commission (such executive officers of the Company who qualify as "named executive officer" are referred to in this Charter as "named executive officers"); (iii) the determination of compensation paid by the Company to any named executive officer and the approval or ratification of the compensation paid by the Company to other executive officers; (iv) the evaluation of the services provided by the person serving as the director of internal audit for the Company; (v) the approval of compensation paid by the Company to the person serving as the director of internal audit for the Company; and (vi) the approval (subject to applicable shareholder approval), evaluation and administration of all equity compensation plans of the Company.

The Committee is also responsible for producing a report of the Committee for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations.

### **II. MEMBERSHIP**

Each member of the Committee shall meet any applicable qualification requirements of the rules of The Nasdaq Stock Market ("Nasdaq") and any other applicable laws and regulations.

The members of the Committee shall be appointed or removed by the Board or an authorized committee thereof with appropriate delegated authority, and vacancies on the Committee shall be filled as provided in the Company's Amended and Restated Bylaws, as such may be further amended from time to time (the "Bylaws"). Unless a Chair is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

### **III. MEETINGS**

It is expected that the Committee will generally meet at least one time each year or more frequently as the circumstances or law or regulation may require. 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 Bylaws. A quorum shall be constituted by a majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

### **IV. RESPONSIBILITIES AND DUTIES**

The following are activities of the Committee designed to promote the fulfillment of its functions as described in this Charter (these functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances):

1. To review at least annually the goals and objectives of the Company's executive compensation program and amend, or recommend that the Board amend, these goals and objectives if the Committee deems appropriate. To review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend that the Board adopt, new or amended executive compensation plans.
2. To review and approve annually the compensation paid by the Company to each named executive officer; except, in circumstances where a named executive officer is a member of the Committee, the

Committee shall delegate the determination of such named executive officer's compensation to a subcommittee composed solely of Directors who the Committee determines to be independent.

3. To consult with the chief executive officer with respect to the Committee's determination of any equity based awards, other than equity based awards for Directors of the Company in their capacities as such.
4. To annually review, consider reports from the chief executive officer regarding and approve or ratify compensation determinations made by the chief executive officer regarding executive officers of the Company who are not named executive officers and review and consider a budget for compensation of other Company officers and personnel as presented by the chief executive officer.
5. To administer the Company's equity based plans and make, in its discretion, grants under the Company's equity based plans other than grants to Directors of the Company (or delegate that authority to a subcommittee composed solely of two or more non-employee Directors) and to review and recommend to the Board all equity compensation plans to be submitted for shareholder approval under Nasdaq listing standards.
6. To review and recommend to the Board, any employment, severance, change-in-control, termination or similar arrangements to be made with any named executive officer.
7. To review and recommend to the Board perquisites or other personal benefits provided (or proposed to be provided) to the Company's named executive officers and Directors, to the extent not broadly offered to employees of the Company generally (subject to customary conditions), and any changes thereto.
8. To evaluate annually the performance of the person serving as the director of internal audit for the Company, determine his or her compensation and determine the allocation of the Company's share of internal audit costs.
9. To evaluate annually and recommend to the Board the appropriate level of compensation for Board and committee services by Directors.
10. 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.
11. If a Compensation Discussion and Analysis ("CD&A") is required to be included in any annual proxy statement, annual report on Form 10-K, information statement, registration statement or similar document of the Company, the Committee shall review and discuss with management a draft of the Company's CD&A and determine based on that review and discussion whether to recommend that the CD&A be included in the applicable document. In connection with such review, the Committee shall produce a report of the Committee as required by SEC rules.
12. To review and consider the incentives and risks associated with the Company's compensation policies and practices and make, or recommend to the Board, any appropriate changes.
13. To the extent applicable law requires a vote of the Company's shareholders to approve the Company's executive compensation program, the Committee may consider the frequency as to which such a vote should occur in accordance with law, taking into account the vote of the shareholders with respect to such frequency and shall consider the vote of the shareholders with respect to the executive compensation program generally in determining whether to maintain and/or change, or recommend to maintain and/or change, the executive compensation program.
14. To retain or obtain the advice of a compensation consultant, outside legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any compensation consultant, outside legal counsel or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for

payment of reasonable compensation to a compensation consultant, outside legal counsel or any other adviser retained by the Committee. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

15. To make regular reports to the Board.
16. To review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate its own performance and report that it has done so and the results of such evaluation to the Board.
17. To perform such other functions as assigned by applicable law, the Company's Charter and Bylaws and the rules and regulations of Nasdaq and the SEC, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board, as may be assigned under the terms of any Company compensation or other employee benefit plan or that the Committee deems necessary or appropriate consistent with its purpose.

## **V. GENERAL PROVISIONS**

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

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 of any subcommittees to which authority is delegated under this paragraph shall be presented to the full Committee at its next regularly scheduled meeting.

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.