

THE RMR GROUP INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

Adopted January 25, 2018

I. PURPOSE

The primary purposes of the Nominating and Governance Committee (the “Committee”) shall be to (1) to identify individuals qualified to become members of the Board of Directors (the “Board”) of The RMR Group Inc. (the “Company”) consistent with criteria approved by the Board, and to select, or recommend that the Board select, the director nominees for each annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected) or when vacancies occur; (2) to develop and recommend to the Board a set of governance principles applicable to the Company and (3) to oversee the evaluation of the Board and, to the extent not overseen by the Company’s Compensation Committee or a committee composed entirely of directors meeting the independence requirements of the rules of The Nasdaq Stock Market (“Nasdaq”), Company management.

II. COMPOSITION

Each member of the Committee shall meet any applicable requirements of the rules of Nasdaq and any other applicable laws and regulations.

The members of the Committee shall be appointed by the Board. The members of the Committee may be changed, 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 once each year or more frequently as the circumstances 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 purposes as described in this Charter (these purposes are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances):

1. The Committee shall actively seek individuals qualified to become members of the Board, consistent with criteria approved by the Board, and shall recommend director nominees for selection by the Board for nomination to fill expiring terms of directors or vacancies. The Committee shall consider candidates for nominees as directors of the Company which are recommended by shareholders in accordance with item IV.2 below.
2. The Committee shall review shareholder recommendations for a nominee consistent with such protocols as the Committee may establish and/or determine appropriate.
3. To the extent not overseen by the Company’s Compensation Committee or another committee, the Committee shall oversee the evaluation of Company management.

4. The Committee shall review and assess the governance principles of the Company and recommend any proposed changes to the Board for approval.
5. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.
6. The Committee shall 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 applicable Nasdaq rules.
7. The Committee shall review and assess the Board's leadership structure and recommend any proposed changes to the Board for its approval.
8. The Committee shall consider the Company's succession planning in the event of an emergency or the retirement, resignation or removal of the president and chief executive officer, the chief financial officer and treasurer or the managing directors, and report annually to the Board on the Company's succession planning. In the event of succession, the Committee shall work with the Board to nominate and evaluate potential successors.
9. Oversee the performance assessment of the Board and its committees
10. The Chair of the Committee is delegated the authority and responsibility to determine whether to approve requests of directors for reimbursement of their out of pocket costs for attending continuing education programs, provided that any such request for reimbursement made by the Chair must instead be approved by a member of the Committee other than the Chair. In addition, in instances 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 of attendance, including program enrollment fees, travel and lodging, as appropriate.
11. The Committee shall make regular reports to the Board.
12. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
13. The Committee shall annually review its own performance.
14. The Committee shall 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 or that the Committee deems necessary or appropriate consistent with its purpose.

V. GENERAL PROVISIONS

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.

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.

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