



THE
RMR
GROUP

INVESTOR PRESENTATION
May 2021

WARNING REGARDING FORWARD-LOOKING STATEMENTS AND DISCLAIMERS

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other securities laws. Our forward-looking statements reflect our current views, intents and expectations with respect to, among other things, our operations and financial performance. Our forward-looking statements can be identified by the use of words such as “outlook,” “believe,” “expect,” “potential,” “will,” “may,” “estimate,” “anticipate” and derivatives or negatives of such words or similar words. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there may be factors that could cause actual outcomes or results to differ materially from those stated or implied in these statements. We believe these factors include, but are not limited to the following: a) the duration and severity of the negative economic impact of COVID-19 and the resulting disruptions on us and our clients; b) substantially all of our revenues are derived from services to a limited number of clients; c) our revenues are highly variable; d) changing market conditions that may adversely impact our clients and our business with them; e) potential terminations of our management agreements with our clients; f) our ability to expand our business depends upon the growth and performance of our clients and our ability to obtain or create new clients for our business and is often dependent upon circumstances beyond our control; g) the ability of our clients to operate their businesses profitably and to grow and increase their market capitalizations and total shareholder returns; h) litigation risks; i) risks related to acquisitions, dispositions and other activities by or among our clients; j) allegations, even if untrue, of any conflicts of interest arising from our management activities; k) our ability to retain the services of our managing directors and other key personnel; and l) risks associated with and costs of compliance with laws and regulations, including securities regulations, exchange listing standards and other laws and regulations affecting public companies. We have based our forward-looking statements on our current expectations about future events that we believe may affect our business, financial condition and results of operations. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, our forward-looking statements should not be relied on as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected or implied in our forward-looking statements. The matters discussed in this warning should not be construed as exhaustive and should be read in conjunction with RMR’s filings with the Securities and Exchange Commission, or the SEC, including RMR’s Form 10-K filed on November 20, 2020, especially the sections entitled “Risk Factors” and “Warning Concerning Forward-Looking Statements”, for other reasons why our forward-looking statements may not occur. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law. This presentation also includes non-GAAP financial measures. You can find our presentations of the most directly comparable GAAP measures and our reconciliations in the appendix. In addition, this presentation contains certain annualized financial information, which is calculated using certain assumptions and estimates based on currently available information, and is not necessarily representative of what actual results would be for the period.

This presentation makes reference to the proposed merger between RMR Mortgage Trust (“RMRM”) and Tremont Mortgage Trust (“TRMT”). The merger is subject to the satisfaction or waiver of closing conditions, including the receipt of the requisite approvals by RMRM’s and TRMT’s shareholders. There can be no assurances that the requisite approvals will be obtained or that these conditions will be satisfied or waived. Accordingly, the merger may not close on the anticipated timeline, or at all, or the terms contemplated by the merger agreement may change. Investors are urged to read RMRM’s and TRMT’s filings with the SEC regarding the proposed merger and the joint proxy statement/prospectus (including all amendments and supplements thereto) if and when they become available and any other documents to be filed with the SEC in connection with the merger. These materials will contain important information about the proposed merger and related transactions. Investors may obtain free copies of the registration statements, the joint proxy statement/prospectus and other relevant documents filed by RMRM or TRMT with the SEC (if and when they become available) through the website maintained by the SEC at www.sec.gov. Copies of the documents filed by RMRM with the SEC are also available free of charge on RMRM’s website at www.rmrmortgagetrust.com. Copies of the documents filed by TRMT with the SEC are also available free of charge on TRMT’s website at www.trmtreit.com.

This presentation is for informational purposes only and is not intended to and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, or the solicitation of any vote or approval in any jurisdiction pursuant to or in connection with the proposed transaction or otherwise, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale of securities would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

RMRM, TRMT and their respective trustees and executive officers, and Tremont Realty Advisors LLC, The RMR Group LLC, The RMR Group Inc. and certain of their respective directors, officers and employees may be deemed to be participants in the solicitation of proxies from the shareholders of RMRM and TRMT in respect of the proposed merger. Information regarding RMRM’s trustees and executive officers can be found in RMRM’s proxy statement filed with the SEC on March 24, 2021. Information regarding TRMT’s trustees and executive officers can be found in TRMT’s proxy statement filed with the SEC on March 25, 2021. Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and other relevant documents filed with the SEC in connection with the proposed merger if and when they become available. These documents are available free of charge on the SEC’s website and from RMRM or TRMT, as applicable, using the sources indicated above.

RMR IS A DYNAMIC ALTERNATIVE ASSET MANAGER

The RMR Group Inc. (Nasdaq: RMR) is a holding company and substantially all of its business is conducted by its majority owned subsidiary, The RMR Group LLC. RMR is a leading U.S. alternative asset management company, unique for its focus on commercial real estate (CRE) and related businesses. RMR benefits from a scalable platform, a deep and experienced management team and a diversity of direct real estate strategies across its clients. RMR is headquartered in Newton, MA, and was founded in 1986.

- 35 years of experience with buying, selling, financing and operating CRE.
- Vertically integrated, nationwide operator of CRE across most real estate sectors.
- Scalable platform and a deep bench of experienced management.

Approx.
\$32B
OF AUM

Approx.
2,100
PROPERTIES

Over
600
PROFESSIONALS

More than
30
OFFICES

Note: All information throughout this presentation is as of March 31, 2021 except as noted.

INVESTMENT HIGHLIGHTS

1

Stable revenue base with over 80% of RMR service revenues generated from 20-year evergreen contracts **with fixed base management fees**.

2

Significant potential **upside to base and incentive fee revenues** assuming certain underlying client share prices recover.

3

With approximately \$376 million of cash and no debt, we have substantial capacity to actively **pursue growth opportunities** and/or **return capital to shareholders**.

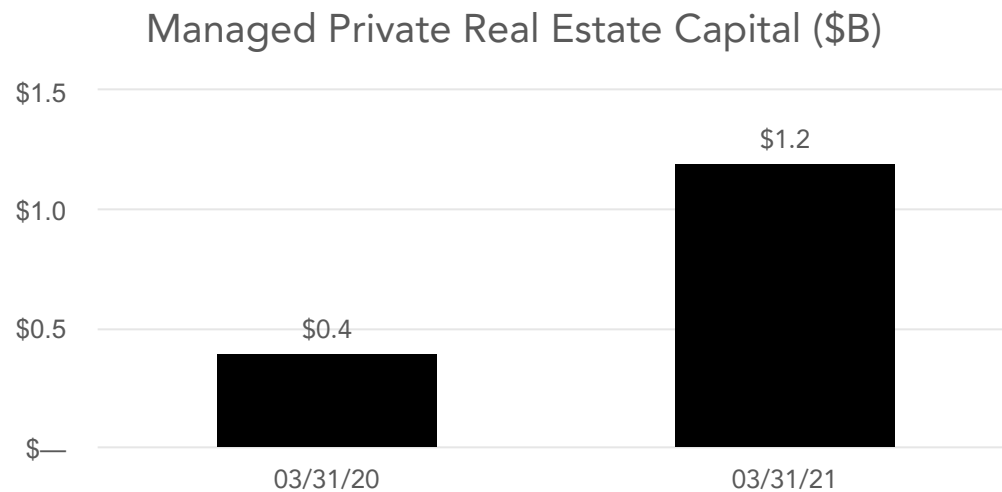


CLIENTS










440 First Street, NW, Washington, DC

RMR CLIENT SUMMARY

	AUM
Managed Public Real Estate Capital	\$28.7B
Managed Private Real Estate Capital	1.2B
Managed Operating Companies	1.9B
Total AUM	\$31.8B










MANAGED PUBLIC REAL ESTATE CAPITAL & MANAGED OPERATING COMPANIES

 SERVICE PROPERTIES TRUST	Nasdaq: SVC	Owens 310 hotels and 798 net lease service and necessity-based retail properties.	\$12.3 billion AUM
 DIVERSIFIED HEALTHCARE TRUST	Nasdaq: DHC	Owens 396 medical office and life science properties, senior living communities and wellness centers.	\$8.4 billion AUM
 OFFICE PROPERTIES INCOME TRUST	Nasdaq: OPI	Owens 180 office properties primarily leased to single tenants, including the government.	\$5.7 billion AUM
 INDUSTRIAL LOGISTICS PROPERTIES TRUST	Nasdaq: ILPT	Owens 289 industrial and logistics properties.	\$2.0 billion AUM
 RMR MORTGAGE TRUST	Nasdaq: RMRM	Originates and invests in first mortgage whole loans secured by middle market and transitional CRE.	\$149 million AUM ⁽¹⁾
 TREMONT MORTGAGE TRUST	Nasdaq: TRMT	Originates and invests in first mortgage whole loans secured by middle market and transitional CRE.	\$259 million AUM ⁽¹⁾
Managed Public Real Estate Capital			\$28.7B AUM
 TA	Nasdaq: TA	Operates or franchises 272 travel centers, standalone truck service facilities and standalone restaurants primarily along the U.S. interstate highway system.	\$1.6 billion AUM
 FIVE STAR SENIOR LIVING	Nasdaq: FVE	Operates more than 250 senior living residential communities throughout the U.S.	\$278 million AUM
 SONESTA	Private	Owens, manages and franchises close to 1,300 locations, more than 140,000 guest rooms and a diversified portfolio of 15 brands across multiple markets.	\$97 million AUM
Managed Operating Companies			\$1.9B AUM

(1) On April 26, 2021, RMRM and TRMT entered into a definitive merger agreement, subject to shareholder approval and other customary closing conditions.

RMR'S SIGNIFICANT CONTRACTUAL RELATIONSHIPS

	Client	Quarter Ended March 31, 2021			Contractual Relationship ⁽²⁾
		Base Business Mgmt. Fees	Property Mgmt. Fees	Total ⁽¹⁾	
MANAGED EQUITY REITS	 SERVICE PROPERTIES TRUST	\$10,478	\$803	\$11,281	<p>RMR earns fees pursuant to Business Management and Property Management Agreements that renew each year for successive 20 year terms.</p> <ul style="list-style-type: none"> Base business management revenues principally consist of monthly fees generally based on 50 bps per annum multiplied by the lower of: (1) the historical cost of real estate; or (2) average market capitalization. Property management revenues principally consist of monthly fees based on 3.0% of gross rents collected at managed properties. Incentive fees are equal to 12% of total shareholder returns in excess of benchmark index total returns per share, subject to caps. Total shareholder returns must be positive.
	 DIVERSIFIED HEALTHCARE TRUST	5,467	3,185	8,652	
	 OFFICE PROPERTIES INCOME TRUST	4,049	4,579	8,628	
	 INDUSTRIAL LOGISTICS PROPERTIES TRUST	2,579	1,594	4,173	
MANAGED OPERATING COMPANIES	 TA TravelCenters of America	2,935	--	2,935	Revenues consist of monthly fees based on 60 bps per annum multiplied by revenues (as defined in the applicable agreement).
	 FIVE STAR SENIOR LIVING	1,803	--	1,803	
	 SONESTA	636	--	636	

If our clients were entitled and elected to terminate our management agreements, gross potential termination fees could represent as much as \$1.9 billion in cash payments.⁽³⁾

(1) Past fees are not an indication of future fees.

(2) For additional information regarding the fee provisions in these management agreements, please see our Annual Report on Form 10-K for the fiscal year ended September 30, 2020.

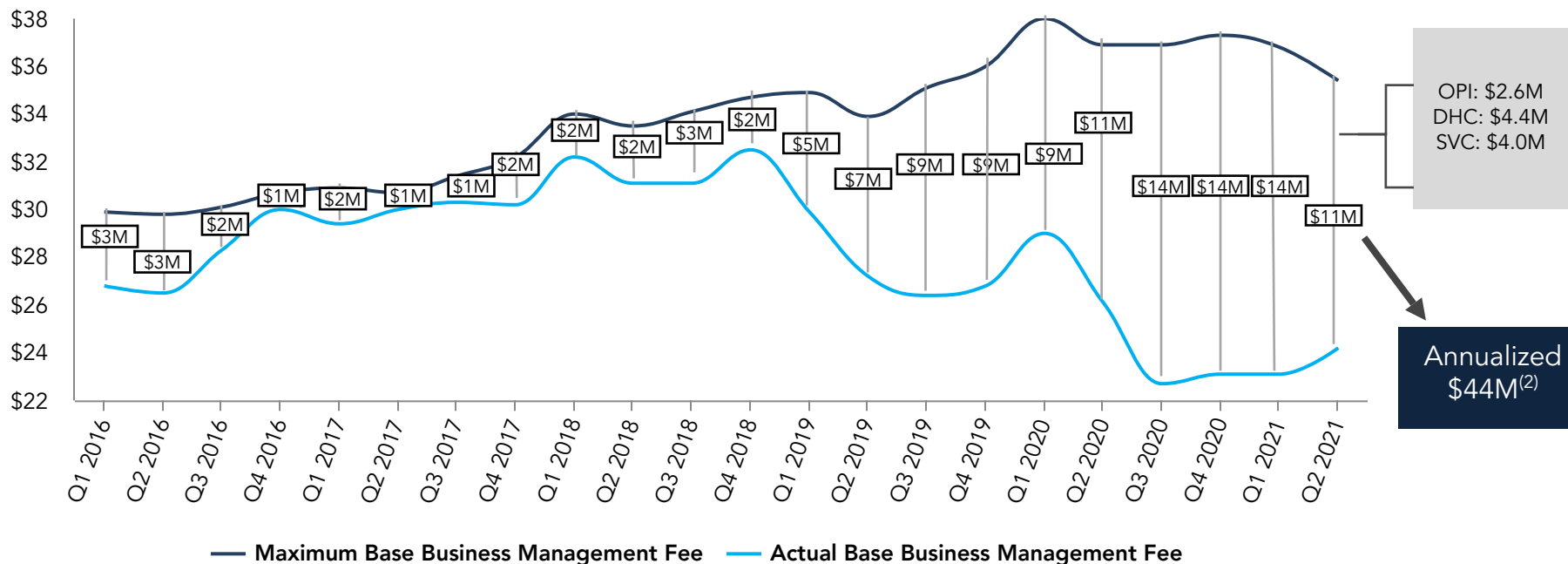
(3) See page 19 and "Definitions and Additional Notes" in Appendix for additional information on the termination fee calculation.

A photograph of a modern outdoor lounge area at a resort. In the foreground, a curved, dark grey wicker sofa with white and pink patterned cushions is visible. Behind it, a large orange patio umbrella stands over a dining table with white chairs. The area is enclosed by a glass railing. In the background, there are palm trees and a building with a covered patio.

VALUE PROPOSITION

THERE IS SIGNIFICANT POTENTIAL REVENUE UPSIDE IF MANAGED EQUITY REIT SHARE PRICES IMPROVE

Managed Equity REITs Quarterly “Lost Revenue Opportunity”⁽¹⁾



Actions underway at the Managed Equity REITs to improve share prices include, but are not limited to:

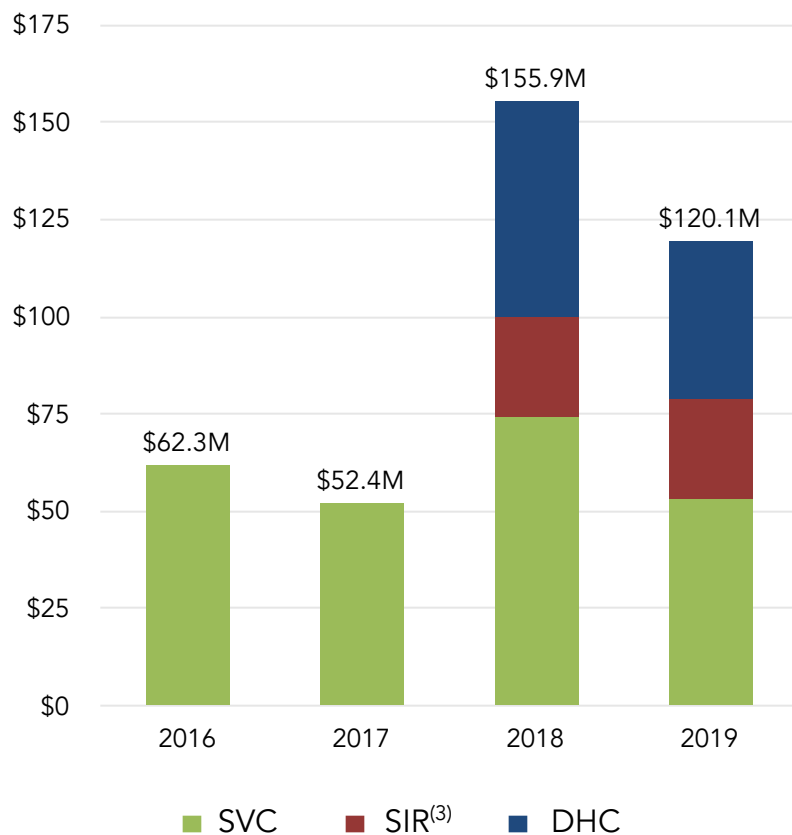
- Strategically pursuing capital recycling opportunities at OPI.
- Utilizing ILPT's liquidity and our institutional capital relationships to continue pursuing industrial acquisitions.
- Transitioning managed communities to a diverse group of best-in-class operators at DHC to capture the upside driven by vaccination clinic completions and the possible recovery within senior living fundamentals.
- Assisting SVC with the transfer of hotels to Sonesta and positioning the lodging portfolio to capitalize on a return of business and leisure travel.

(1) Difference between Maximum Base Business Management Fee and Actual Base Business Management Fee for the Managed Equity REITs. See “Definitions and Additional Notes” in Appendix.

(2) Fiscal 2Q21 represents actual results for the quarter ended March 31, 2021 annualized.

RMR'S EARNED BUSINESS MANAGEMENT INCENTIVE FEES⁽¹⁾

Annual Incentive Fees By Fiscal Year Since Our Public Listing⁽²⁾



- Annual incentive fees measured for each three year period ending December 31 by comparing:
 - The three year cumulative shareholder return for each Managed Equity REIT (share price increase (decrease) plus dividends).
 - Each REIT's SNL peer group three year cumulative return (peer group defined in each applicable agreement).
- Incentive fees only recorded when earned.
- No incentive fees were payable from the Managed Equity REITs in FY 2020 or FY 2021 for the calendar years ended December 31, 2019 and 2020.
- We recorded \$620k of incentive business management fees from TRMT in fiscal 2Q21.
- During the second fiscal quarter of 2021, OPI began accruing an incentive fee based on its total return per share out-performance relative to its peers.

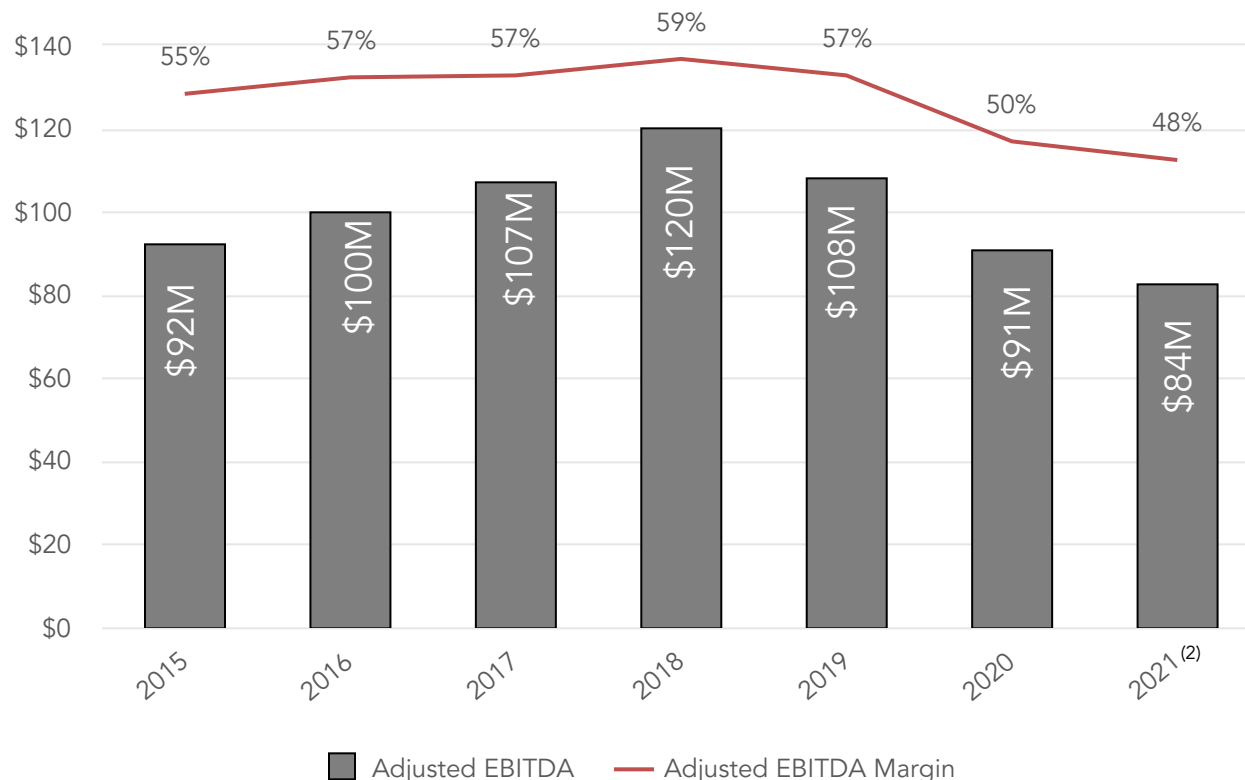
(1) Illustrative calculation of the incentive business management fee can be found in the Appendix.

(2) Incentive fees shown in the above chart are paid in respect of fees earned during the previous calendar year (i.e. the fees paid in FY 2019 were earned in calendar year 2018).

(3) Select Income REIT, or SIR, merged with and into a subsidiary of OPI on December 31, 2018.

RMR'S ADJUSTED EBITDA MARGIN REFLECTS ITS DEMONSTRATED OPERATING LEVERAGE

Adjusted EBITDA and Adjusted EBITDA Margin⁽¹⁾
(Based on Recurring Revenue Only, Excludes Incentive Fees)



- RMR's Annualized Adjusted EBITDA margins have ranged from 48 – 59% since 2015.
- If revenues from our Managed Equity REITs increase, the majority of any incremental revenue growth should result in increased Adjusted EBITDA.

(1) Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures. The GAAP financial measure that is most directly comparable to Adjusted EBITDA is net income, while the GAAP financial measure that is most directly comparable to Adjusted EBITDA Margin is Operating Margin, which represents operating income divided by total management and advisory services revenues. See Appendix for a reconciliation of Adjusted EBITDA to the most directly comparable financial measure calculated in accordance with GAAP as well as calculations of Operating Margin and Adjusted EBITDA Margin.

(2) Annualized second fiscal quarter ending March 31, 2021.

STRONG BALANCE SHEET & WELL COVERED DIVIDEND

Summary Balance Sheet

(\$ in 000s)	As of March 31, 2021
Cash and cash equivalents	\$ 376,252
Other assets	325,377
Total assets	<u>\$ 701,629</u>
Total debt	\$ —
Total liabilities	155,923
Total equity	545,706
Total liabilities and equity	<u>\$ 701,629</u>

Dividend Payout

(\$ in 000s)	Fiscal Q2 2021
Adjusted EBITDA ⁽¹⁾	\$ 21,048
Less: Tax distributions to members ⁽²⁾	(9,571)
Adjusted EBITDA less Cash Tax Obligation ⁽¹⁾	<u>\$ 11,477</u>
Common share distributions	<u>\$ 10,730</u>

- RMR has generated approximately \$19 – 30 million in Adjusted EBITDA per fiscal quarter since its public listing.
- RMR has earned average incentive fees of over \$65M per year between calendar years 2015 and 2020.
- RMR has no debt.
- RMR has flexibility to use debt and/or equity to finance expansion, including possible acquisitions and/or seeding new ventures.

(1) Adjusted EBITDA and Adjusted EBITDA less Cash Tax Obligation are non-GAAP financial measures. See Appendix for a reconciliation of these financial measures to the most directly comparable financial measures calculated in accordance with GAAP.

(2) Under the RMR LLC operating agreement, RMR LLC is required to make quarterly pro rata cash distributions to The RMR Group Inc. and its noncontrolling interest based on each's estimated tax liabilities and respective ownership percentages. For the three months ended March 31, 2021, RMR LLC made required quarterly tax distributions totaling \$9,571, of which \$5,112 was distributed to The RMR Group Inc. and \$4,459 was distributed to its noncontrolling interest, based on each membership unit holder's respective ownership percentage.

POTENTIAL FOR ROBUST GROWTH OPPORTUNITIES LEVERAGING THE RMR PLATFORM TO DRIVE SHAREHOLDER VALUE

GROWTH WITHIN MANAGED REITS

- Diverse client platform allows RMR to benefit from its Managed REITs capitalizing on strategic opportunities and weathering real estate cycles.
- Gross acquisition volume of approximately \$7 billion for our clients since our public listing.
- Commercial lending platform building scale (ex. RMRM & TRMT announced merger).
- Increases in Managed Equity REITs' share prices may generate increased base business management and incentive fees (ex. "Lost Revenue Opportunity" of \$44M).

EXPAND PRIVATE CAPITAL VEHICLES

- Increasing levels of investment allocations to alternatives and real estate.
- Leverage joint venture relationships to support future acquisitions.
- Strategic relationship building with private capital offers cross-selling opportunities and could facilitate future allocations to new product launches and new real estate sectors.

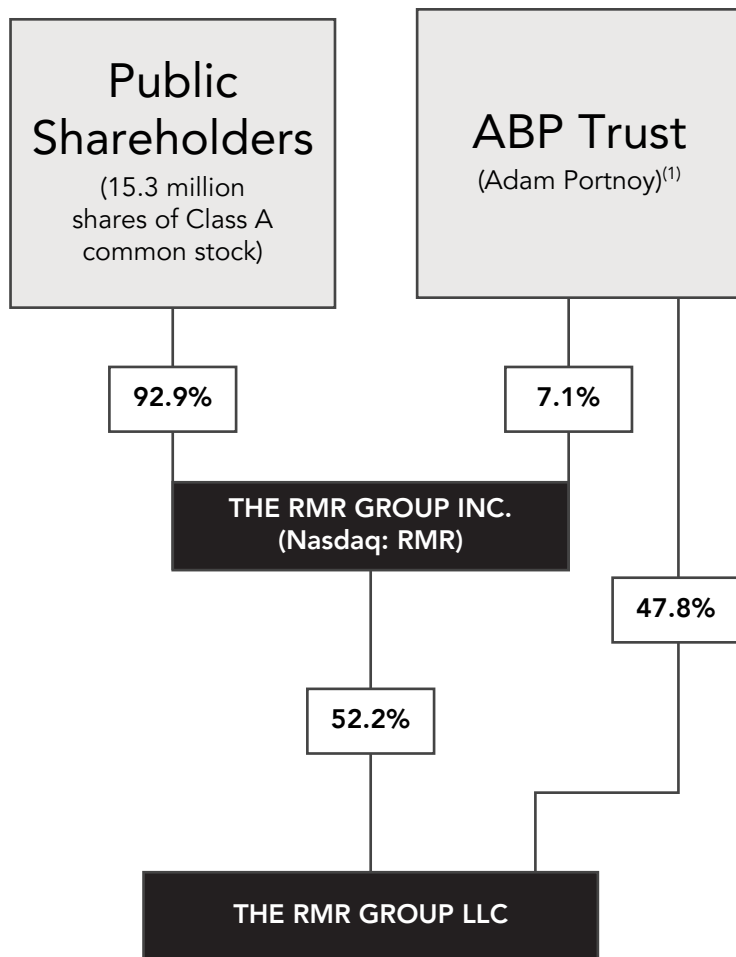
UTILIZE RMR'S BALANCE SHEET

- Deploy balance sheet to seed new ventures, which could expand our number of clients.
- Identify possible strategic acquisition targets in real estate private equity.
- Possible strategic partnerships and team lift-outs.

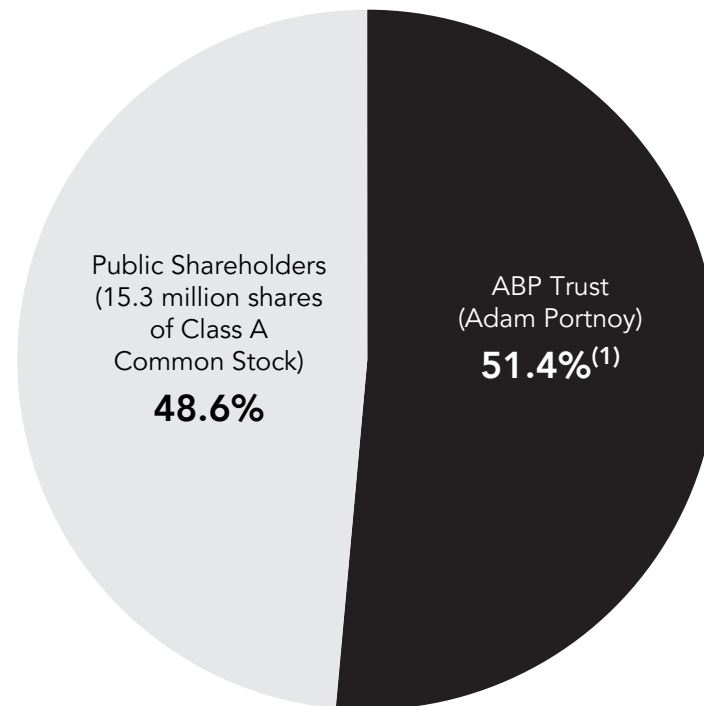
APPENDIX

4000 Principio Pkwy, North East, MD

CORPORATE STRUCTURE OVERVIEW



The RMR Group LLC Economic Interest⁽²⁾



Note: All ownership percentages represent economic interest, and not voting interest, as of March 31, 2021.

(1) Adam Portnoy is the sole trustee and an owner of ABP Trust. In addition to ownership of 1,000,000 shares of Class B-1 Common Stock, ABP Trust and Adam Portnoy collectively own 160,502 shares of Class A Common Stock of The RMR Group Inc. and 15,000,000 shares of Class B-2 Common Stock, which collectively provide them with 91.3% of the aggregate voting power of The RMR Group Inc.

(2) The indirect economic interest in The RMR Group LLC is held through The RMR Group Inc.

RMR BENEFITS FROM BOTH A DEEP BENCH OF EXPERIENCED SENIOR MANAGEMENT AND A SCALABLE PLATFORM

EXECUTIVE OPERATING COMMITTEE



Adam Portnoy
President &
Chief Executive Officer



Matt Jordan
Executive Vice President,
Chief Financial Officer
& Treasurer



Jennifer Clark
Executive Vice President,
General Counsel
& Secretary



Jennifer Francis
Executive
Vice President



John Murray
Executive
Vice President



Jonathan Pertchik
Executive
Vice President

SENIOR VICE PRESIDENTS

Christopher Bilotto	Carlos Flores
Timothy Bonang	Douglas Lanois
Matthew Brown	Jeffrey Leer
Dave Campoli	Katherine Potter
Gregory Carey	Richard Siedel
Peter Crage	Mark Young

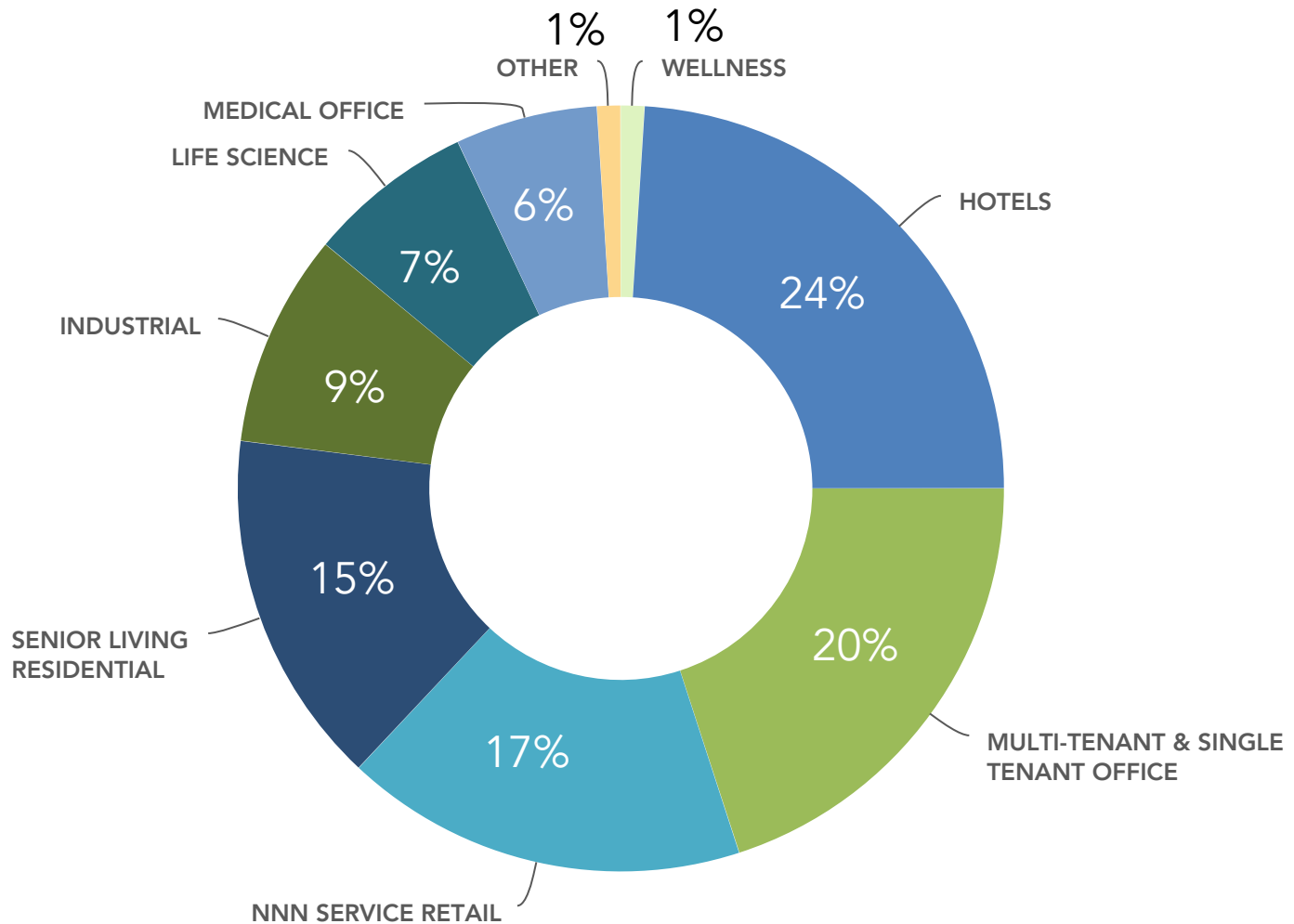
RMR SHARED SERVICES

- Accounting
- Acquisitions/Dispositions
- Administration
- Asset Management
- Building Operations
- Compliance/Internal Audit
- Credit Analysis
- Development
- Engineering
- Finance
- Financial Planning
- Human Resources
- Information Services
- Investor Relations
- Leasing
- Legal
- Marketing
- Market Research
- Risk Management
- Tax

NATIONAL VERTICALLY INTEGRATED OPERATING PLATFORM IS A DIFFERENTIATOR & COMPETITIVE ADVANTAGE











DIVERSITY OF DIRECT REAL ESTATE STRATEGIES HELPS WEATHER DIFFERENT REAL ESTATE CYCLES



Note: Based on AUM as of March 31, 2021. See "Definitions and Additional Notes" in Appendix.

CONTRACTUAL TERMINATION PROVISIONS

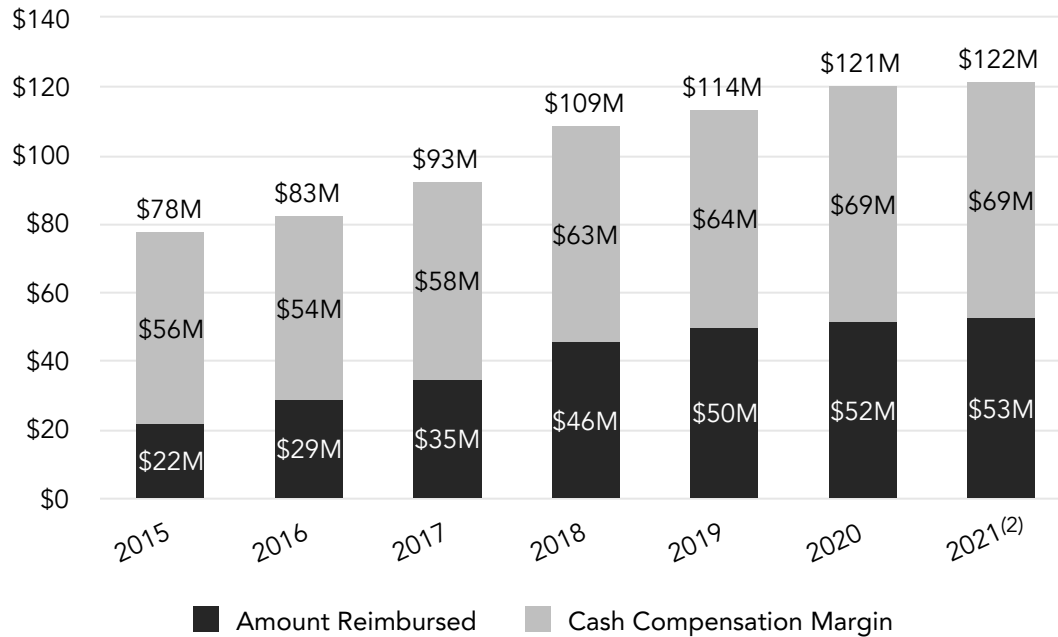
	COMPANY	TERMINATION FEE CALCULATION
MANAGED EQUITY REITS	 SERVICE PROPERTIES TRUST	If a management agreement is terminated by a Managed Equity REIT for convenience or by RMR LLC for good reason, the REIT is obligated to pay a termination fee equal to the sum of the present values of the monthly future fees, as defined in the agreement, payable for the remaining contractual term. Monthly future fees are determined based on the base management fees payable during the twelve months prior to termination, plus internal audit cost reimbursements.
	 DIVERSIFIED HEALTHCARE TRUST	
	 OFFICE PROPERTIES INCOME TRUST	
	 INDUSTRIAL LOGISTICS PROPERTIES TRUST	
MANAGED PUBLIC REAL ESTATE CAPITAL	 RMR MORTGAGE TRUST	If the management agreement is terminated by TRMT or RMRM without cause or by Tremont Realty Advisors LLC for a material breach, TRMT and/or RMRM is obligated to pay a termination fee equal to three times the sum of (i) the average annual base management fee and (ii) the average annual incentive fee, in each case paid or payable during the 24 month period immediately preceding the most recently completed calendar quarter prior to the date of termination. ⁽¹⁾
	 TREMONT MORTGAGE TRUST	
MANAGED OPERATING COMPANIES	 FIVE STAR SENIOR LIVING	If a Managed Operator terminates or does not renew its management agreement other than for cause, as defined, it is obligated to pay a termination fee equal to 2.875 times the sum of the annual base business management fees, including internal audit cost reimbursements. Annual base business management fees are determined based on average fees payable during the 24 months prior to termination.
		

Note: Sonesta International Hotels Corporation does not have a termination fee provision.

(1) On April 26, 2021, RMRM and TRMT entered into a definitive merger agreement, subject to shareholder approval and other customary closing conditions.

EMPLOYMENT COSTS AND CLIENT REIMBURSEMENT

Cash Compensation & Recoverable Costs



- Compensation and benefits of property management personnel are reimbursable from our clients.
 - For fiscal Q2 2021, RMR was reimbursed for 43% of cash compensation costs.
- Historical headcount increases over time, the costs for the majority of which were reimbursable, were typically the result of portfolio acquisitions at certain of our Managed Equity REITs.

Headcount ⁽¹⁾	2015	2016	2017	2018	2019	2020	2021 FQ2
Reimbursable (Field)	232	278	292	367	380	378	373
Non-Reimbursable (Corporate)	174	198	202	218	225	240	240
Total	406	476	494	585	605	618	613

(1) Information as of March 31, 2021 unless otherwise noted.

(2) Amounts reflect Fiscal 2Q21 data, annualized.

DEFINITIONS AND ADDITIONAL NOTES

Actual Base Business Management Fee: Actual base business management fees paid, which was based on the average market capitalization for each Managed Equity REIT when the average market capitalization was lower than the historical cost of real estate assets for the applicable month.

AUM: The calculation of assets under management primarily includes: (i) the gross book value of real estate and related assets, excluding depreciation, amortization, impairment charges or other non-cash reserves, of the Managed Equity REITs and the Managed Private Real Estate Capital clients plus (ii) the gross book value of real estate assets, property and equipment of the Managed Operating Companies, excluding depreciation, amortization, impairment charges or other non-cash reserves, plus (iii) the managed assets of RMRM and TRMT. This calculation of assets under management may include amounts that are higher than the calculations of assets under management used for purposes of calculating fees under the terms of the business management agreements.

Maximum Base Business Management Fee: The base business management fee calculated on the basis of historical cost of real estate assets.

Continued on next page.

DEFINITIONS AND ADDITIONAL NOTES CONT.

Non-GAAP Measures: Several non-GAAP measures are referenced in this presentation, including EBITDA, Adjusted EBITDA, Adjusted EBITDA less Cash Tax Obligation and Adjusted EBITDA Margin. The RMR Group Inc. considers EBITDA, Adjusted EBITDA, Adjusted EBITDA less Cash Tax Obligation and Adjusted EBITDA Margin to be appropriate supplemental measures of its operating performance, along with net income, net income attributable to The RMR Group Inc, operating income and operating margin. These measures should be considered in conjunction with net income, net income attributable to The RMR Group Inc. and operating income as presented in The RMR Group Inc.'s condensed consolidated statements of income.

- EBITDA is defined as net income, plus income tax expense, depreciation and amortization.
- Adjusted EBITDA is calculated as EBITDA, adjusted for other asset amortization, operating expenses paid in the form of The RMR Group Inc.'s common shares, separation costs, transaction and acquisition related costs, straight-line office rent, the unrealized gain/loss on equity method investment accounted for under the fair value option, equity in earnings of investees, distributions from equity method investment and incentive business management fees earned.
- Adjusted EBITDA margin is the ratio of Adjusted EBITDA to our contractual management and advisory fees, excluding any incentive business management fees.
- Adjusted EBITDA less Cash Tax Obligation is calculated as Adjusted EBITDA less amounts payable for tax obligations.

Termination Fee Calculation: The \$1.9 billion total estimated termination fee is the sum of the termination fees calculated under each of the applicable business and property management agreements based on the following assumptions: (a) assumed termination date of March 31, 2021; (b) for the Managed Equity REITs, monthly future fees were based on actual fees earned by RMR over the 12 months preceding the assumed termination date divided by twelve and, for purposes of determining present value, the monthly future fees were discounted using a rate equal to 1/12th of the sum of the applicable Treasury Rate for that future month plus 300bps; and (c) for TA, Five Star, TRMT and RMRM average annual fees are generally based on actual fees earned over the 24 months preceding the assumed termination date divided by two. Additionally, TRMT's termination fee includes an amount equal to the costs of TRMT's initial public offering and related expenses which were paid by Tremont Realty Advisor, or TRA, TRMT's manager and a subsidiary of RMR. In connection with the proposed merger between TRMT and RMRM, TRA has agreed to waive its right to receive a termination fee and RMRM has agreed to include the costs of TRMT's initial public offering and related expenses in the calculation of the termination fee payable under the RMRM management agreement.

The estimated termination fee is presented for illustrative purposes only based on the assumptions described. Any actual termination fee may be higher or lower than the estimate depending on the actual calculation at the time, including then applicable fees, the then applicable discount rate and other factors.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(dollars in 000s)

	For the Three Months Ended March 31, 2021	For the Six Months Ended March 31, 2021
Reconciliation of EBITDA and Adjusted EBITDA from Net Income:⁽¹⁾		
Net income	\$ 11,480	\$ 31,233
Plus: income tax expense	1,992	4,748
Plus: depreciation and amortization	251	489
EBITDA	13,723	36,470
Plus: other asset amortization	2,354	4,708
Plus: operating expenses paid in the form of The RMR Group Inc.'s common shares	1,317	1,875
Plus: separation costs	—	4,159
Plus: transaction and acquisition related costs	296	413
Plus: straight line office rent	32	47
Plus / (less): unrealized loss (gain) on equity method investment accounted for under the fair value option	3,402	(4,720)
Less: equity in earnings of investees	(303)	(727)
Plus: distributions from equity method investment	847	864
Less: incentive business management fees earned	(620)	(620)
Adjusted EBITDA	<u>\$ 21,048</u>	<u>\$ 42,469</u>
Calculation of Operating Margin:⁽¹⁾		
Total management and advisory services revenues	\$ 41,991	\$ 83,324
Operating Income	\$ 16,367	\$ 30,099
Operating Margin	39.0 %	36.1 %
Calculation of Adjusted EBITDA Margin:⁽¹⁾		
Contractual management and advisory fees (excluding incentive business management fees, if any) ⁽²⁾	\$ 43,725	\$ 87,412
Adjusted EBITDA	\$ 21,048	\$ 42,469
Adjusted EBITDA Margin	48.1 %	48.6 %
Calculation of Adjusted EBITDA less Cash Tax Obligation:⁽³⁾		
Adjusted EBITDA	\$ 21,048	\$ 42,469
Less: Tax distributions to members ⁽⁴⁾	(9,571)	(15,426)
Adjusted EBITDA less Cash Tax Obligation	<u>\$ 11,477</u>	<u>\$ 27,043</u>
Common share distributions	<u>\$ 10,730</u>	<u>\$ 21,460</u>

See footnotes on following pages.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES CONT.

- (1) EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures calculated as presented in the tables above. The RMR Group Inc. considers EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin to be appropriate supplemental measures of its operating performance, along with net income, net income attributable to The RMR Group Inc., operating income and operating margin. The RMR Group Inc. believes that EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin provide useful information to investors because by excluding the effects of certain amounts, such as those outlined in the tables above, EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin may facilitate a comparison of current operating performance with The RMR Group Inc.'s historical operating performance and with the performance of other asset management businesses. In addition, The RMR Group Inc. believes that providing Adjusted EBITDA Margin may help investors assess The RMR Group Inc.'s performance of its business by providing the margin that Adjusted EBITDA represents to its contractual management and advisory fees (excluding incentive business management fees, if any). EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin do not represent cash generated by operating activities in accordance with GAAP and should not be considered as alternatives to net income, net income attributable to The RMR Group Inc., operating income or operating margin as an indicator of The RMR Group Inc.'s financial performance or as a measure of The RMR Group Inc.'s liquidity. Other asset management businesses may calculate EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin differently than The RMR Group Inc. does.
- (2) Contractual management and advisory fees are the base business management fees, property management fees and advisory fees The RMR Group Inc. or its subsidiaries earns pursuant to its management agreements with its clients. These amounts are calculated pursuant to the contractual formulas and do not deduct other asset amortization required to be recognized as a reduction to management services revenues in accordance with GAAP and do not include the incentive business management fees that are recognized under GAAP.

Continued on next page.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES CONT.

- (3) Adjusted EBITDA less Cash Tax Obligation is a non-GAAP financial measure calculated as presented in the table above. The RMR Group Inc. considers Adjusted EBITDA less Cash Tax Obligation to be an appropriate measure of its operating performance, along with net income attributable to The RMR Group Inc. The RMR Group Inc. believes that Adjusted EBITDA less Cash Tax Obligation provides useful information to investors because by excluding amounts payable for tax obligations, it increases comparability between periods and more accurately reflects earnings that may be available for distribution to shareholders. Adjusted EBITDA less Cash Tax Obligation is among the factors The RMR Group Inc.'s Board of Directors considers when determining the amount of dividends to its shareholders. Other asset management businesses may calculate Adjusted EBITDA less Cash Tax Obligation differently than The RMR Group Inc. does.
- (4) Under the RMR LLC operating agreement, RMR LLC is required to make quarterly pro rata cash distributions to The RMR Group Inc. and its noncontrolling interest based on each's estimated tax liabilities and respective ownership percentages. Estimated tax liabilities are determined quarterly on a cumulative basis. As such, there may be fluctuations from quarter to quarter to account for prior periods where pro rata cash distributions were more or less than amounts determined cumulatively through a particular quarter. For the three and six months ended March 31, 2021 and 2020, RMR LLC made required quarterly tax distributions as follows:

	Three Months Ended March 31, 2021	Six Months Ended March 31, 2021
RMR LLC tax distributions to The RMR Group Inc.	\$ 5,112	\$ 8,147
RMR LLC tax distributions to non-controlling interest	4,459	7,279
Total RMR LLC tax distributions to members	<u>\$ 9,571</u>	<u>\$ 15,426</u>

ILLUSTRATIVE CALCULATION OF INCENTIVE FEES FROM MANAGED EQUITY REITS

The incentive fee is equal to twelve percent (12%) of the product of the Equity Market Capitalization (as defined in the applicable agreement) and the amount by which the Total Return per share exceeds the Benchmark Return per share for each Managed Equity REIT, and the return of the Managed Equity REIT must be positive. This incentive fee is subject to a cap. For example, the calculation of the 2018 annual incentive fee earned from SVC in fiscal Q1 2019 was calculated as follows (amounts in 000s, except share and per share data):

Measurement Period:

Begin Date	1/1/2016
End Date	12/31/2018

Incentive fee calculation:

Weighted shares outstanding ⁽¹⁾	161,611,989
Weighted share price at beginning of measurement period ⁽¹⁾	\$ 26.44
Equity Market Capitalization	\$ 4,273,021
Total return % in excess of benchmark return % or adjusted benchmark return %	10.46 %
Product	\$ 446,958
Contractual percentage	12.00 %
Incentive fee calculation	\$ 53,635

Total return in excess of benchmark return calculation:

Weighted share price at beginning of measurement period ⁽¹⁾	\$ 26.44
Final share price at end of measurement period ⁽²⁾	26.49
Change	0.05
Weighted dividends declared during the measurement period ⁽¹⁾	6.11
Total return per share	\$ 6.16
Weighted total return % ⁽¹⁾	23.58%
Weighted SNL U.S. REIT Hotel Index total return % (benchmark) ⁽¹⁾	13.12%
Total return % in excess of benchmark return %	10.46%

Maximum incentive fee calculation:

Total shares at end of measurement period	164,441,709
Percentage	1.50 %
Subtotal	\$ 2,466,626
Final share price at end of measurement period ⁽²⁾	\$ 26.49
Incentive Fee cap	\$ 65,341
Incentive fee payable (lessor of calculated amount or maximum fee)	\$ 53,635

(1) Weighted amounts are adjusted for net additional common shares issued during the Measurement Period.

(2) The average closing price for the 10 consecutive trading days having the highest average closing prices during the final 30 trading days of the Measurement Period.

EXPLANATION OF RMR INC.'S GAAP EFFECTIVE TAX RATE

RMR LLC is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, RMR LLC is generally not subject to U.S. federal and most state income taxes. Any taxable income or loss generated by RMR LLC is passed through to and included in the taxable income or loss of its members, including RMR Inc. and ABP Trust. RMR Inc. is a corporation subject to U.S. federal and state income tax with respect to our allocatable share of any taxable income of RMR LLC.

The following is an illustration calculating RMR Inc.'s effective tax rate as of March 31, 2021:

Federal Statutory Rate	21.0 %
Blended State Statutory Rate	5.6 %
Effective Tax Rate	26.6 %
RMR Inc. Ownership Percentage in RMR LLC	52.2 %
RMR Inc.'s Effective Tax Rate, on Consolidated Taxable Income	13.9 %
Permanent difference related to executive compensation limits	0.9 %
Total	14.8 %



ILLUSTRATIVE CALCULATION OF NONCONTROLLING INTEREST

ABP Trust owns 15,000,000 redeemable Class A Units of RMR LLC, representing 47.8% of the economic interest of RMR LLC as of March 31, 2021, which is presented as a noncontrolling interest in RMR Inc.'s consolidated financial statements.

	Three Months Ended March 31, 2021
Income before income tax expense	\$ 13,472
Add: RMR Inc. franchise tax expense and interest income	217
Net income before noncontrolling interest	13,689
Less: noncontrolling interest	(6,539)
Net income attributable to RMR Inc. before income tax expense	7,150
Less: income tax expense attributed to RMR Inc.	(1,992)
Less: RMR Inc. franchise tax expense and interest income	(217)
Net income attributable to RMR Inc.	<u>\$ 4,941</u>





THE
RMR
GROUP

INVESTOR PRESENTATION

May 2021