

**Civitas Solutions, Inc.**  
**Charter of the Compensation Committee**  
**of the Board of Directors**

Amended and Restated: Effective August 25, 2014

***Purpose***

The Compensation Committee is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's directors and executive officers. The Compensation Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company.

***Committee Membership and Organization***

The Compensation Committee shall consist of two or more members who shall be appointed by the Board. So long as the Company is a "controlled company" as defined in the listing standards of the New York Stock Exchange, the Compensation Committee is not required to be comprised solely of independent directors. At such time as the Company is no longer a "controlled company," and after any permissible phase-in period, each member of the Compensation Committee shall qualify as (i) an independent director and satisfy other requirements under the standards established by the New York Stock Exchange, (ii) to the extent required by the Board, a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (iii) to the extent required by the Board, an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), and, to the extent required by the Board, shall satisfy any other applicable standards of independence under the federal securities and tax laws. In the event that any member of the Committee does not qualify as a "non-employee director" for purposes of Section 16 of the Exchange Act, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as non-employee directors. In the event that any member of the Committee does not qualify as an "outside director" for purposes of Section 162(m) of the Code, then all compensation that is intended to be exempt from Section 162(m) of the Code shall also be approved by a subcommittee made up of members of the Board who qualify as outside directors.

The members of the Compensation Committee shall be elected by the Board annually at a meeting, when a vacancy exists or at such other time as the Board may determine, in accordance with the Company's Certificate of Incorporation and Bylaws. The Chair of the Compensation Committee will be elected by the Board. Compensation Committee members shall serve until their successors shall be duly elected and qualified or until their earlier death, disability, resignation or removal. The Compensation Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Compensation Committee.

The Compensation Committee shall have the authority to retain, appoint, compensate, oversee and terminate any compensation consultant to be used to assist in the evaluation of director, Chief Executive Officer or executive officer compensation and shall have authority to approve

the consultant's fees and other retention terms for such matters. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors, and shall have the direct responsibility to appoint, compensate and oversee such advisors. The Company shall pay such compensation consultant, legal counsel or other adviser retained by the Compensation Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Compensation Committee. The Company also shall pay such ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties. In selecting any compensation consultant, legal counsel or other advisor (other than in-house legal counsel), the Compensation Committee must take into consideration specific independence factors identified in the listing standards established by the New York Stock Exchange to the extent the Company is subject to such standards.

### ***Meetings***

The Compensation Committee shall meet periodically, either in person or by teleconference, as deemed necessary by the Chair of the Compensation Committee. A majority of the members of the Compensation Committee shall constitute a quorum for the transaction of business. The agenda of each Compensation Committee meeting shall be established by the Chair with the assistance of appropriate members of management. Each Compensation Committee member is free to suggest the inclusion of items on the agenda. Each Compensation Committee members is free to raise at any Compensation Committee meeting subjects that are not on the agenda for that meeting.

The Compensation Committee may meet in executive session outside the presence of the Company's executive officers. The Chief Executive Officer shall not be present during the Compensation Committee's voting or deliberations on the compensation of the Chief Executive Officer. The Compensation Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Compensation Committee, attend any meeting of the Compensation Committee to provide such information as the Compensation Committee requests.

### ***Committee Duties and Responsibilities***

1. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to executive officers' compensation and evaluate the executive officers' performance in light of those goals and objectives. Specifically as to the Chief Executive Officer, the Compensation Committee should review and approve the goals and objectives relevant to the Chief Executive Officer's compensation with input from the Board and evaluate the Chief Executive Officer's performance in light of those goals and objectives.
2. The Compensation Committee shall annually review and determine, either as a committee or together with the other independent directors (as directed by the Board), the compensation of the Chief Executive Officer and review and determine the compensation of the other executive officers of the Company, including (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment

agreements, severance arrangements and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits.

3. The Compensation Committee shall review and approve incentive-compensation plans that relate to executive officers and perform oversight of the administration of the Company's incentive-compensation plans with respect to payments to executive officers.
4. The Compensation Committee shall make recommendations to the Board of Directors with respect to the creation and/or amendment of equity-based plans of the Company and shall perform oversight of the administration of the Company's equity-based plans and discharge any responsibilities such plans may impose on the Compensation Committee.
5. The Compensation Committee shall, periodically as necessary, review and make recommendations to the Board with respect to the compensation of directors.
6. The Compensation Committee shall periodically approve the funding and investment policies and review performance of all pension/retirement benefit and deferred compensation plans of the Company and its subsidiaries.
7. The Compensation Committee shall review and discuss with management, prior to the filing of the Company's annual proxy statement or annual report on Form 10-K, the disclosure relating to executive compensation, including the Compensation Discussion and Analysis and executive and director compensation tables as required by Securities and Exchange Commission ("SEC") rules.
8. The Compensation Committee shall prepare the compensation committee report on executive compensation, as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
9. The Compensation Committee shall recommend to the Board for approval the overall compensation philosophy for the Company and shall periodically review the overall compensation philosophy for all employees to ensure that it is appropriate and does not incent unnecessary and excessive risk taking that would be reasonably likely to have a material adverse effect on the Company.
10. The Compensation Committee shall consider the results of the most recent say-on-pay vote in evaluating and determining executive compensation.
11. The Compensation Committee shall oversee and make recommendations to the Board regarding the retention and succession planning for the Chief Executive Officer and other key members of the Company's senior management team.
12. The Compensation Committee shall make regular reports to the Board on its activities to the Board and make such recommendations and findings as it deems appropriate.
13. The Compensation Committee shall, on an annual basis, evaluate and discuss the Compensation Committee's performance relative to its purpose, duties and responsibilities, as described by this Charter.

14. The Compensation Committee shall, on an annual basis, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
15. The Compensation Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and applicable law, rules and regulation, as the Compensation Committee or the Board deems necessary or appropriate.