

CIVITAS SOLUTIONS, INC.

CORPORATE GOVERNANCE GUIDELINES

Civitas Solutions, Inc. (the “Company”) is committed to developing effective, transparent and accountable corporate governance practices. These Corporate Governance Guidelines (“Guidelines”) were approved by the Company’s Board of Directors (the “Board”) as a set of guiding principles by which the affairs of the Company will be governed. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations.

These Guidelines do not change or interpret the Company’s Bylaws, Certificate of Incorporation or any other governing documents, including, without limitation, the charters of any committee of the Board. These Guidelines are not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or rules and regulations of the New York Stock Exchange (the “NYSE”) or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

These Guidelines are subject to modification by the Board based on recommendations from the Nominating and Corporate Governance Committee.

1. BOARD RESPONSIBILITIES

(a) Responsibilities of the Board

The business of the Company is conducted by management under the direction of the Chief Executive Officer (the “CEO”). The Board’s responsibility is to oversee, on behalf of stockholders, the conduct of the Company’s business, to provide advice and counsel to the CEO and senior management, to protect the Company’s best interests and to foster the creation of long-term value for stockholders.

Among other things, the Board’s decision-making responsibilities include:

- (i) Review and approval of the Company’s plans and strategies, as developed by the CEO and senior management;
- (ii) Approval of director candidates recommended by the Nominating and Corporate Governance Committee for election by stockholders at the Company’s annual meeting of stockholders (the “Annual Meeting”); and
- (iii) Approval of material investments or divestitures, strategic transactions, related party transactions and other significant transactions not in the ordinary course of the Company’s business.

Among other things, the Board’s oversight responsibilities include monitoring and/or making inquiries concerning:

- (i) The Company's performance in relation to its plans, strategies, financial and non-financial objectives;
- (ii) The performance and effectiveness of the Company's management team;
- (iii) Succession and development plans for key Company executives, including the CEO;
- (iv) The various committees of the Board;
- (v) Through the Audit Committee, evaluating the integrity of the Company's accounting and financial reporting systems, including the audit of the Company's annual financial statements by the independent auditors, and that appropriate systems of control are in place. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit Committee, takes the actions that are necessary to ensure the integrity of the Company's accounting and financial reporting systems and that appropriate controls are in place; and
- (vi) The Company's compliance with legal and regulatory requirements.

In carrying out their responsibilities, Board members will exercise their business judgment and act in ways that they reasonably believe will serve the best interests of the Company and its stockholders. As appropriate, the Board may also consider the interests of other stakeholders, including employees, independent contractors, customers, lenders and the members of the communities in which the Company operates.

(b) Expectations of Board Members

Board members are expected to:

- (i) Become and remain informed about the Company, its business and its industry;
- (ii) Attend all meetings of the Board and of Board committees on which they serve, having read and considered any materials distributed in advance of the meeting; and
- (iii) Participate constructively in Board and committee meetings, drawing upon their individual experience, knowledge and background, as appropriate, to provide perspectives and insights.

2. BOARD OPERATIONS

(a) Board Size

Subject to the conditions outlined in the Company's Bylaws and Certificate of Incorporation, the number of directors which shall constitute the Board shall be fixed from time

to time by resolution adopted by the affirmative vote of a majority of the total number of directors then in office.

(b) Board Independence

So long as the Company is a controlled company, as defined in the listing standards of the NYSE, the Board is not required to be comprised of a majority of directors who are independent. The Board believes that as a matter of policy, at any time when the company is not a “controlled company,” and after all applicable permissible phase in periods, at least a majority of the members of the Board should be independent. The Board will determine the independence of a director according to the definitions of “independent director” included in pertinent listing standards of the NYSE and other relevant laws, rules and regulations.

In addition to the above independence requirements and subject to all applicable phase-in rules and exceptions, the members of the Audit Committee and Compensation Committee must satisfy additional independence requirements, as mandated in the rules codified in the NYSE Listed Company Manual.

(c) Non-Management Directors

The Board is willing to have members of senior management, in addition to the CEO, and other individuals who may not meet the above definition of independence, as directors. In addition, the Board believes that it may be beneficial to the discharge of their duties as directors for managers that do not serve on the Board to nonetheless attend board meetings on a regular basis.

The Board retains the right to exercise its discretion in combining or separating the offices of Chairman of the Board and CEO. This determination is made depending on what is in the best interest of the Company in light of all circumstances.

In the event that the Company has an executive Chairman, the Board may designate one of the independent directors to serve in a lead capacity to coordinate the activities of the other outside directors and to perform the duties and responsibilities as the Board may determine from time to time. The determination of whether to appoint such a director is made depending on what is in the best interest of the Company in light of all circumstances.

(d) Board Meetings

The Board holds at least four regular meetings each year and may hold additional or special meetings whenever necessary. Regular Board meetings are generally held in person, although Board members may participate by conference call. Special meetings may be held either in person or by conference call. The Board may also act by unanimous written consent.

(e) Board Agendas

In preparation for meetings of the Board, the Chairman (in consultation with the CEO, to the extent such positions are held separately), with support from the Chief Legal Officer of the Company and such other officers as the CEO or Chief Legal Officer shall designate, shall

disseminate to directors on a timely basis briefing materials regarding matters to be included in the meeting agenda, as well as minutes from prior meetings and any written reports by committees. Each Board member may suggest inclusion of items on the agenda and raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

(f) Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable and appropriate, be distributed sufficiently in advance of the meeting to permit prior review by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

(g) Board Committees

The Board currently has four standing committees: Audit Committee, Nominating and Corporate Governance Committee, Quality and Risk Management Committee and Compensation Committee. The committees' charters are posted on the Company's website. From time to time the Board may form a new committee or disband a current committee depending on the circumstances. Each committee will comply with any independence and other requirements established by applicable law and regulations, including Securities and Exchange Commission and NYSE rules, within any required timeframes.

The Nominating and Corporate Governance Committee may make recommendations to the Board relative to committee members and chairmen consistent with the membership criteria outlined in the applicable committee charter. Committee appointments are subject to approval of the majority of the full Board. The Board may replace any committee chairs or members or add additional members to a Board committee at any time during the year.

Members of all standing committees are appointed by the Board. The Board determines the exact number of members and can at any time remove or replace a committee member. The chair of each committee of the Board will, in consultation with appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda.

(h) Separate Sessions of Non-Management Directors

NYSE rules require independent Board members to meet in regularly scheduled executive sessions without management directors. The Board's policy is to hold executive sessions with non-management directors (i.e., without the presence of management) in connection with each regularly scheduled Board meeting or as otherwise required by NYSE rule or regulation, and at other times as necessary. Committees of the Board may also meet in executive session as deemed appropriate.

3. DIRECTOR QUALIFICATIONS AND BOARD COMPOSITION

(a) Director Criteria

The Company seeks to align Board composition with the Company's strategic direction so that Board members bring skills, experience and backgrounds that are relevant to the key strategic and operational issues that they will oversee and approve. Director candidates are typically selected based on their integrity and character, sound, independent judgment, track record of accomplishment in leadership roles, as well as their professional and corporate expertise, skills and experience. Criteria that are typically considered by the Board in the selection of directors include:

- (i) the independence, judgment, strength of character, reputation in the business community, ethics and integrity of the individual;
- (ii) the business or other relevant experience, skills and knowledge that the individual may have that will enable him/her to provide effective oversight of the Company's business;
- (iii) the fit of the individual's skill set and personality with those of the other Board members so as to build a Board that works together effectively and constructively; and
- (iv) the individual's ability to devote sufficient time to carry out his or her responsibilities as a director in light of his/her occupation and the number of boards of directors of other public companies on which he or she serves.

(b) Regulatory Requirements

The Nominating and Corporate Governance Committee reviews Board and committee composition at least annually to ensure that the Company complies with NYSE and any other regulatory requirements. In so doing, the Nominating and Corporate Governance Committee conducts a review of the independence of all members of the Board for the purposes of determining whether Board members are "independent" under applicable NYSE rules and regulations. Board members must notify the Chairman of the Nominating and Corporate Governance Committee, as soon as practicable, in the event that their circumstances change in a manner that may impact the committee's view of their independence.

(c) Nominating Process

The nominating process outlined herein applies only with respect to the nomination of director candidates who will be presented to the Company's stockholders for election at the Annual Meeting, if any. Where a third party has the right to propose for nomination one or more directors to the Company's Board, the selection and nomination of such directors need not be subject to this process.

- (i) The Nominating and Corporate Governance Committee is responsible for screening and recommending to the Board nominees for election as

directors of the Company, including nominees recommended by stockholders of the Company. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee will consider advice and recommendations from stockholders, management, and others as it deems appropriate, and will also take into account the performance of incumbent directors in determining whether to recommend them to stand for reelection at the Annual Meeting.

- (ii) After the completion of interviews (including, as appropriate, with other Board members, the CEO and other members of senior management) and reference checks of identified candidates, the Nominating and Corporate Governance Committee will meet in person or by conference call to discuss and make recommendations to the Board with respect to the candidates. The full Board will then vote on the committee's recommendations. Those candidates approved by a majority of the Board shall be nominated for election by the Company's stockholders at the next Annual Meeting.

The Chairman and CEO of the Company will contact any candidate(s) so approved, invite them to attend the Company's Annual Meeting and to join the Board at its first meeting thereafter, if they are elected by the Company's stockholders at the Annual Meeting. In the case of a Board candidate appointed between Annual Meetings, the same nominating process will generally apply except that the approved candidate will be invited to join the Board at its next meeting after his/her approval by the Board and will stand for election by stockholders at the first Annual Meeting thereafter.

(d) Director Terms

Directors will be elected every three years and shall serve for a term of three years. Directors will be subject to re-nomination on the recommendation of the Nominating and Corporate Governance Committee and approval by the majority of the Board. Directors who are appointed by third parties having the right to appoint one or more Board members shall be subject to the terms of appointment established by such third party pursuant to its legal rights with the Company.

(e) Change of Position

The Board does not believe that directors who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Promptly following such event, the director must notify the Nominating and Corporate Governance Committee, which shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation following such review.

(f) Limitations on Board Service

The Board does not believe that its members should generally be prohibited from serving on boards and/or committees of other organizations, and the Board has not adopted any guidelines limiting such activities. However, prior to becoming a director of another public company, a director shall notify the Chairman of the Nominating and Corporate Governance Committee and the Chairman of the Board and CEO to address whether the aggregate number of directorships held by such director would interfere with his or her ability to carry out his or her responsibilities as a director of the Company. (Additionally, the Audit Committee will be informed if there is concern that any directorship with another company might create a conflict of interest.) In the event that the Board determines that the additional directorship constitutes a conflict of interest or interferes with such director's ability to carry out his or her responsibilities as a director of the Company, such director, upon the request of the Board, shall either offer his or her resignation or not accept the other directorship.

4. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

(a) Access to Management

Directors shall have full and unrestricted access to any relevant Company records and may request that any officer or other employee of the Company or the Company's outside counsel or accountants meet with any members of, or consultants to the Board or any committee. As a courtesy, directors will exercise their judgment to ensure that this access does not impede or interfere with the conduct of the Company's business and is coordinated, where possible, through the CEO so as not to undermine normal lines of management authority.

(b) Access to Independent Advisors

In their sole discretion, the Board and each of its committees shall have the sole authority and responsibility to select, employ, retain and terminate any financial, legal, executive search, consulting and other professional advisors as they deem necessary or appropriate to assist in the discharge of their responsibilities. The Company shall pay the professional fees and reasonable expenses of any such independent advisors retained by the Board or any of its committees.

5. DIRECTOR COMPENSATION

The Compensation Committee shall recommend to the Board the amount and form of compensation to be paid to Company directors. In making its recommendations, the Compensation Committee shall consider the director compensation policies at the Company's competitors and other comparable companies to ensure that the total compensation the Company pays to its directors is reasonable. The Board shall review its directors' compensation policy annually. Members of management who are also members of the Board shall not receive any additional compensation for their service as directors, committee members or committee chairmen.

6. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

(a) Director Orientation

New directors shall review such material as is provided by the Company and participate in an orientation session designed jointly by the Nominating and Governance Committee, the Chairman and the CEO and the Company's senior management in order to become familiar with the Company, specifically including its:

- Existing operations and financial performance;
- Strategic plans and businesses;
- Financial plans, goals and projections;
- Core values, including its Code of Conduct for Employees and Code of Ethics for Senior Financial Officers; and
- Corporate governance practices, procedures and policies.

(b) Continuing Education

The Nominating and Governance Committee shall endeavor to assure that all directors' continuing education is adequate to permit them to fulfill their responsibilities. Management shall make presentations to or arrange educational programs for the Board on different aspects of the business of the Company, which may include business strategy, risk management, financial reporting, products and services, industry trends and developments, corporate governance and other relevant topics. Such presentations or sessions may be provided by management on its own initiative or at the request of, or in conjunction with, the Nominating and Governance Committee. Directors are also encouraged to take advantage of any other available educational opportunities that would further their understanding of the business of the Company and enhance their performance on the Board.

7. EXECUTIVE SUCCESSION PLANNING AND RETENTION

The Board will receive updates and recommendations from the Compensation Committee regarding retention and succession planning for the CEO and other key members of the Company's senior management team. The plan of succession includes an assessment of the experience, performance, skills and planned career paths for possible successors for the CEO position and other key executive roles as necessary to respond in the event of an emergency or retirement. The Compensation Committee leads the annual review of CEO performance, in which all Board members provide input, and oversees the CEO's performance review of senior executives for purposes of compensation decisions, succession planning and leadership development. The CEO shall also provide the Board with an assessment of potential successors to key executive positions within the Company.

8. ANNUAL SELF-EVALUATION

The Board and each Committee thereof shall perform an annual self-evaluation of its performance, with a particular focus on overall effectiveness. The Nominating and Governance

Committee is responsible for overseeing the self-evaluation process and for proposing any modifications or alterations in Board or Committee practices, procedures or charters. The self-evaluation results and any recommendations made by the Nominating and Governance Committee to enhance the Board's functioning will be discussed by the full Board.

9. STOCKHOLDER ACCESS TO THE BOARD

(a) Communications to the Board of Directors

Stockholders and other interested parties may contact any member (or all members) of the Board by U.S. mail. Such correspondence should be sent c/o Chief Legal Officer, Civitas Solutions, Inc., 313 Congress Street, Boston, Massachusetts 02210. The Company's telephone number is (617) 790-4800, and the main website is *www.civitas-solutions.com*.

All communications received as set forth in the preceding paragraph will be opened by the Chief Legal Officer for the sole purpose of determining whether the contents represent a message to the Company's directors. The Chief Legal Officer will forward copies of all correspondence that, in the opinion of the Chief Legal Officer, deals with the functions of the Board or its committees or that he or she otherwise determines requires the attention of any member, group or committee of the Board. The Chief Legal Officer will not forward other correspondence.

(b) Stockholder Recommendations for Board Candidates

Stockholders wishing to recommend candidates to serve on the Company's Board may do so by sending to the attention of the Chairman of the Nominating and Corporate Governance Committee at the above address the following: The candidate's name, a detailed biography outlining the candidate's relevant background, professional and business experience and other significant accomplishments, an acknowledgement from the candidate that he or she would be willing to serve on the Board, if elected, a statement by the stockholder outlining the reasons why this candidate's skills, experience and background would make a valuable contribution to the Board and a minimum of two references from individuals that have either worked with the candidate, served on a board of directors or board of trustees with the candidate, or can otherwise provide relevant perspective on the candidate's capabilities as a potential Board member.

The number of seats that are subject to stockholder election and the deadline by which such recommendations must be received by the Chairman of the Nominating and Corporate Governance Committee will be published in the Company's annual proxy statement each year. Stockholder recommendations provided to the Chairman of the Nominating and Corporate Governance Committee within this timeframe will be reviewed using the nominating process outlined in by the Nominating and Corporate Governance Committee charter.

Adopted effective as of September 17, 2014.