

Civitas Solutions, Inc.
Charter of the Nominating and Corporate Governance Committee
of the Board of Directors

Effective January 13, 2016

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board to discharge the Board’s responsibilities relating to:

- identifying individuals qualified to become Board members, consistent with criteria approved by the Board;
- recommending that the Board select the director nominees for the next annual meeting of stockholders;
- developing and recommending to the Board a set of corporate governance guidelines applicable to the Company; and
- overseeing the evaluation of the Board and committees of Board.

Committee Membership and Organization

The 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 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 Committee shall be “independent” within the meaning of the applicable listing rules of the New York Stock Exchange.

The members of the 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. The Chair of the Committee will be elected by the Board. Committee members shall serve until their successors shall be duly elected and qualified or until their earlier death, disability, resignation or removal. The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee.

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have the authority to retain, approve the services of, determine the fees and other retention terms of and terminate independent counsel or other advisors, as it deems necessary or appropriate to carry out its duties hereunder. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the search firm, independent counsel or other advisors retained by the

Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Meetings

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

The Committee may meet in executive session outside the presence of the Company's executive officers. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

Committee Duties and Responsibilities

To fulfill its purpose, the Committee's duties and responsibilities shall include the following, along with any other matters as the Board may delegate to the Committee from time to time, provided, however, that to the extent the Company's Certificate of Incorporation and Bylaws set forth procedures governing the nomination of directors to the Board and any committee thereof, the Committee shall act in accordance with any such provisions in selecting and nominating directors.

1. The Committee shall develop and recommend qualification standards and other criteria for selecting nominees for directors, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval. Notwithstanding the following, the Committee shall not be responsible for recommending directors to the Board for election or reelection or to fill any vacancy or recommending candidates for any committee of the Board to the extent the right to nominate a director to fill any position on the Board has been granted by the Company to another party, including pursuant to the Director Nominating Agreement by and between the Company and Vestar Capital Partners V, L.P.
2. The Committee shall screen and recommend to the Board nominees for election as directors of the Company and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders. The Committee shall consider director candidates timely submitted by the Company's stockholders in accordance with the notice provisions and procedures set forth in the Company's Bylaws, and shall apply the same criteria to the evaluation of those candidates as the Committee applies to other director candidates.
3. The Committee shall oversee the organization of the Board to discharge the Board's duties and responsibilities properly and efficiently. The Committee shall review periodically the

makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership.

4. The Committee shall propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's death, disability, resignation or removal, a change in Board or committee composition requirements, or the expansion of the Board or committee in accordance with the terms of the Company's Certificate of Incorporation and Bylaws.
5. The Committee shall identify best practices and recommend corporate governance principles to the Board.
6. The Committee shall oversee the Company's compliance with ethics policies and consider matters of corporate governance.
7. The Committee shall periodically review and assess the Company's Corporate Governance Guidelines, the Code of Conduct, the Code of Ethics for Senior Financial Officers, insider trading policies and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate.
8. The Committee shall evaluate and make recommendations to the Board regarding stockholder proposals.
9. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.
10. The Committee shall, on an annual basis, evaluate and discuss the Committee's performance relative to its purpose, duties and responsibilities, as described by this Charter.
11. The Committee shall establish procedures for, and administer, annual performance evaluations of the Board and its committees, which will include an annual performance review of this Committee by its members.
12. The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and applicable law, rules and regulation, as the Committee or the Board deems necessary or appropriate.