

CAPITAL SENIOR LIVING CORPORATION

Amended and Restated Compensation Committee Charter

Purpose

The function of the compensation committee (the “Committee”) of the Board of Directors (the “Board”) of Capital Senior Living Corporation (the “Company”) is to (a) review and approve corporate goals and objectives relating to executive compensation, (b) carry out various responsibilities relating to executive compensation, (c) produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement or annual report on Form 10-K, as applicable, and (d) review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable, and make a recommendation to the Board that the CD&A should be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable.

Composition

The Committee shall consist of two or more directors, each of whom is determined by the directors to be “independent” under the rules of The New York Stock Exchange and the Securities and Exchange Commission (“SEC”). Additionally, no director may serve unless that director (a) is a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (b) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

Appointment and Removal

The members of the Committee shall be appointed and serve for the terms set forth in the Bylaws of the Company.

Chairman

Unless a Chairman is elected by the Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. Any such subcommittee must have a charter.

Meetings

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Committee or any member of the Committee may call meetings of the Committee. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Review and approve on an annual basis the corporate goals and objectives relevant to the compensation of the chief executive officer of the Company (“CEO”), evaluate the CEO’s performance in light of these goals and objectives, and, either as a Committee or together with other independent directors (as directed by the Board), determine and approve the CEO’s compensation based on this evaluation (including salary, bonus, incentive and equity compensation).
- Review and approve on an annual basis the corporate goals and objectives relevant to the compensation of the other officers of the Company (“Other Officers”), and, either as a compensation committee or together with other independent directors (as directed by the Board), determine and approve the Other Officers’ compensation based on this evaluation (including salary, bonus, incentive and equity compensation).
- Review director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board. Non-employee director compensation will be set at a level that is consistent with market practice, taking into account the size and scope of the Company’s business and the responsibilities of its directors.
- Review the Company’s compensation, incentive compensation and equity-based plans and recommend changes in such plans to the Board as needed.
- Review and discuss the CD&A to be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable, make a recommendation to the Board as to whether the CD&A shall be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable, and prepare disclosure to be included in such report that the Committee has taken these actions.
- Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law as the Committee or the Board deem appropriate.

Advisors

The Committee shall have the authority to retain, at the Company’s expense, and terminate such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and other retention terms.

Reports and Performance Review

The Committee shall report its actions and any recommendations to the Board when requested and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Disclosure of Charter

This Charter will be made available in accordance with applicable rules and regulations. The Company's annual proxy statement or annual report on Form 10-K, as applicable, shall disclose that this Charter is available on the Company's website and provide the website address.

*Adopted by Resolution of the Board of Directors
on February 9, 2007*

*Amended by Resolution of the Board of Directors
on February 8, 2008*

*Amended by Resolution of the Board of Directors
on March 9, 2010*