

CAPITAL SENIOR LIVING CORPORATION
COMPENSATION COMMITTEE CHARTER

Purpose

The function of the compensation committee is to review and approve corporate goals and objectives relating to executive compensation, to carry out various responsibilities relating to executive compensation and to produce an annual report on executive compensation for inclusion in the Company's annual proxy statement or annual report on Form 10-K.

Composition

The compensation 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 (1) is a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) 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 compensation 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 of Directors of the Company ("Board"), the members of the compensation committee shall designate a Chairman by majority vote of the full compensation committee membership. The Chairman will chair all regular sessions of the compensation committee and set the agendas for compensation committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the compensation committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the compensation committee.

Meetings

The compensation committee shall meet as frequently as circumstances dictate. The Chairman of the compensation committee or any member of the compensation committee may call meetings of the compensation committee. The compensation 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 compensation 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 compensation 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.
- Review the Company’s compensation, incentive compensation and equity-based plans and recommend changes in such plans to the Board as needed.
- Prepare and publish an annual executive compensation report to be included in the Company’s proxy statement or annual report on Form 10-K.
- Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law as the compensation committee or the Board deem appropriate.

Advisors

The compensation committee shall have the authority to retain such compensation consultants, outside counsel and other advisors as the compensation committee may deem appropriate in its sole discretion. The compensation committee shall have sole authority to approve related fees and other retention terms.

Reports and Performance Review

The compensation 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 compensation committee. The compensation 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.

*Adopted by Resolution of the Board of Directors
on March 22, 2004*