

CAPITAL SENIOR LIVING CORPORATION

Amended and Restated Nominating Committee Charter

Organization

The nominating committee of the board of directors shall be comprised of at least three directors who are independent of management and the Company. Members of the nominating committee shall be considered independent if they have no relationship to the Company that may interfere with the exercise of their independence from management and the Company and are determined by the Board of Directors to be “independent” in accordance with the rules of the New York Stock Exchange and the Securities and Exchange Commission. The nominating committee members shall be appointed and serve for the term set forth in the Bylaws of the Company. Unless a Chairman is elected by the full Board of Directors, 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.

Statement of Policy

The nominating committee shall provide assistance to the directors in fulfilling their responsibility to the shareholders relating to nominations for the position of board of directors of the Company. In discharging this role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company, and to retain outside counsel or other advisors, as the committee determines to be appropriate for this purpose. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors pursuant to the rules of The New York Stock Exchange and the Securities and Exchange Commission.

Responsibilities

The primary responsibility of the nominating committee is to identify individuals qualified to become board members and to recommend to the Board of Directors director nominees for the purpose of: filling vacancies in the Board of Directors, filling any directorship to be filled by reason of an increase in the number of directors, filling director terms that expire at the annual meeting of shareholders. In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board, the class of directors in which the director-nominee should serve shall be determined pursuant to the Bylaws of the Company. The authority of the nominating committee set forth in this Charter is subject to the limitations set forth in the Bylaws of the Company.

In carrying out these responsibilities, the nominating committee will:

- Obtain the full Board of Directors’ approval of this Charter.
- Establish procedures for the selection of new directors to serve on the Board of Directors.

- Identify individuals believed to be qualified as candidates to serve on the Board of Directors and recommend that the Board of Directors select the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, the extent to which the candidate would fill a present need on the Board of Directors and any other criteria approved by the Board of Directors.
- Review and make recommendations to the full Board of Directors, or determine, whether members of the Board should stand for re-election.
- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. The Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.
- Consider questions of independence and possible conflicts of interest of members of the Board of Directors.
- Develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- Oversee the evaluation process for the Board of Directors, its committees and management.
- Report regularly to the Board of Directors (a) following meetings of the Committee, (b) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (c) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
- Maintain minutes or other records of meetings and activities of the Committee.
- Perform a review and evaluation, at least annually, of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

*Adopted by Resolutions of the Board of Directors
on March 1, 2004*