

REFINITIV

# DELTA REPORT

## 10-Q

RMR - RMR GROUP INC.  
10-Q - MARCH 31, 2024 COMPARED TO 10-Q - DECEMBER 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	748
CHANGES	152
DELETIONS	390
ADDITIONS	206

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2023 March 31, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-37616

THE RMR GROUP INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State of Organization)

47-4122583  
(IRS Employer Identification No.)

Two Newton Place, 255 Washington Street, Suite 300, Newton, MA 02458-1634  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code 617-796-8230

Securities registered pursuant to Section 12(b) of the Act:

Title Of Each Class	Trading Symbol	Name Of Each Exchange On Which Registered
Class A common stock, \$0.001 par value per share	RMR	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided in Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of February 5, 2024 May 3, 2024, there were 15,708,723 15,730,629 shares of Class A common stock, par value \$0.001 per share, 1,000,000 shares of Class B-1 common stock, par value \$0.001 per share, and 15,000,000 shares of Class B-2 common stock, par value \$0.001 per share outstanding.

THE RMR GROUP INC.

FORM 10-Q

December March 31, 2023 2024

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**PART I. Financial Information**

**Item 1. Financial Statements**

The RMR Group Inc.  
Condensed Consolidated Balance Sheets  
(dollars in thousands, except per share amounts)  
(unaudited)

	December 31, 2023	September 30, 2023
	March 31, 2024	September 30, 2023
<b>Assets</b>		
Cash and cash equivalents		
Cash and cash equivalents		
Cash and cash equivalents		
Cash and cash equivalents held by The RMR Group Inc.		
Cash and cash equivalents held by The RMR Group Inc.		
Cash and cash equivalents held by The RMR Group Inc.		
Cash and cash equivalents held by The RMR Group LLC		
Due from related parties		
Prepaid and other current assets		

Total current assets
Property and equipment, net of accumulated depreciation of \$3,112 and \$3,212, respectively
Property and equipment, net of accumulated depreciation of \$3,328 and \$3,212, respectively
Property and equipment, net of accumulated depreciation of \$3,112 and \$3,212, respectively
Property and equipment, net of accumulated depreciation of \$3,328 and \$3,212, respectively
Property and equipment, net of accumulated depreciation of \$3,112 and \$3,212, respectively
Property and equipment, net of accumulated depreciation of \$3,328 and \$3,212, respectively
Due from related parties, net of current portion
Equity method investments
Equity method investments
Equity method investments
Goodwill
Goodwill
Goodwill
Intangible assets, net of accumulated amortization of \$1,113 and \$983, respectively
Intangible assets, net of accumulated amortization of \$1,991 and \$983, respectively
Operating lease right of use assets
Operating lease right of use assets
Operating lease right of use assets
Deferred tax asset
Other assets, net of accumulated amortization of \$80,678 and \$78,324, respectively
Other assets, net of accumulated amortization of \$83,032 and \$78,324, respectively
Total assets
Liabilities and Equity
Liabilities and Equity
Liabilities and Equity
Reimbursable accounts payable and accrued expenses
Reimbursable accounts payable and accrued expenses
Reimbursable accounts payable and accrued expenses
Accounts payable and accrued expenses
Accounts payable and accrued expenses
Accounts payable and accrued expenses
Operating lease liabilities
Total current liabilities
Operating lease liabilities, net of current portion
Operating lease liabilities, net of current portion
Operating lease liabilities, net of current portion
Amounts due pursuant to tax receivable agreement, net of current portion
Other liabilities
Other liabilities
Other liabilities
Mortgage note payable
Total liabilities
Commitments and contingencies
Commitments and contingencies
Commitments and contingencies
Equity:
Equity:
Equity:
Class A common stock, \$0.001 par value; 31,950,000 shares authorized; 15,710,555 and 15,712,007 shares issued and outstanding, respectively
Class A common stock, \$0.001 par value; 31,950,000 shares authorized; 15,710,555 and 15,712,007 shares issued and outstanding, respectively
Class A common stock, \$0.001 par value; 31,950,000 shares authorized; 15,710,555 and 15,712,007 shares issued and outstanding, respectively
Class A common stock, \$0.001 par value; 31,950,000 shares authorized; 15,731,049 and 15,712,007 shares issued and outstanding, respectively
Class A common stock, \$0.001 par value; 31,950,000 shares authorized; 15,731,049 and 15,712,007 shares issued and outstanding, respectively

Class A common stock, \$0.001 par value; 31,950,000 shares authorized; 15,731,049 and 15,712,007 shares issued and outstanding, respectively
Class B-1 common stock, \$0.001 par value; 1,000,000 shares authorized, issued and outstanding
Class B-2 common stock, \$0.001 par value; 15,000,000 shares authorized, issued and outstanding
Additional paid in capital
Retained earnings
Cumulative common distributions
Cumulative common distributions
Cumulative common distributions
Total shareholders' equity
Noncontrolling interest in The RMR Group LLC
Noncontrolling interest in consolidated entity
Total noncontrolling interests
Total equity
Total liabilities and equity

See accompanying notes.

<div> <div>The RMR Group Inc.</div> <div>Condensed Consolidated Statements of Income</div> <div>(amounts in thousands, except per share amounts)</div> <div>(unaudited)</div> </div>				
		Three Months Ended	Three Months Ended	Six Months Ended
		Three Months Ended		
		Three Months Ended		
		December 31,		
		December 31,		
		December 31,		
		2023		
		2023		
		2023		
Revenues:				
Revenues:				
		March 31,	March 31,	
		2024	2023	2024
				2023
Revenues:				
Management services				
Management services				
Management services				
Incentive fees				
Incentive fees				
Incentive fees				
Advisory services				
Advisory services				
Advisory services				
Total management, incentive and advisory services revenues				
Total management, incentive and advisory services revenues				
Total management, incentive and advisory services revenues				
Reimbursable compensation and benefits				
Reimbursable compensation and benefits				
Reimbursable compensation and benefits				
Reimbursable equity based compensation				
Reimbursable equity based compensation				

Reimbursable equity based compensation
Other reimbursable expenses
Other reimbursable expenses
Other reimbursable expenses
Total reimbursable costs
Total reimbursable costs
Total reimbursable costs
Total revenues
Total revenues
Total revenues
Expenses:
Expenses:
Expenses:
Compensation and benefits
Compensation and benefits
Compensation and benefits
Equity based compensation
Equity based compensation
Equity based compensation
Separation costs
Separation costs
Separation costs
Total compensation and benefits expense
Total compensation and benefits expense
Total compensation and benefits expense
General and administrative
General and administrative
General and administrative
Other reimbursable expenses
Other reimbursable expenses
Other reimbursable expenses
Transaction and acquisition related costs
Transaction and acquisition related costs
Transaction and acquisition related costs
Depreciation and amortization
Depreciation and amortization
Depreciation and amortization
Total expenses
Total expenses
Total expenses
Operating income
Operating income
Operating income
Interest income
Interest income
Interest income
Gain (loss) on equity method investments
Gain on equity method investments
Gain (loss) on equity method investments
Gain on equity method investments
Gain (loss) on equity method investments

Income before income tax expense
Income before income tax expense
Gain on equity method investments
Income before income tax expense
Income tax expense
Income tax expense
Income tax expense
Net income
Net income
Net income
Net income attributable to noncontrolling interest in The RMR Group LLC
Net income attributable to noncontrolling interest in The RMR Group LLC
Net income attributable to noncontrolling interest in The RMR Group LLC
Net loss attributable to noncontrolling interest in consolidated entity
Net loss attributable to noncontrolling interest in consolidated entity
Net loss attributable to noncontrolling interest in consolidated entity
Net income attributable to The RMR Group Inc.
Net income attributable to The RMR Group Inc.
Net income attributable to The RMR Group Inc.
Weighted average common shares outstanding - basic
Weighted average common shares outstanding - basic
Weighted average common shares outstanding - basic
Weighted average common shares outstanding - diluted
Weighted average common shares outstanding - diluted
Weighted average common shares outstanding - diluted
Net income attributable to The RMR Group Inc. per common share - basic
Net income attributable to The RMR Group Inc. per common share - basic
Net income attributable to The RMR Group Inc. per common share - basic
Net income attributable to The RMR Group Inc. per common share - diluted
Net income attributable to The RMR Group Inc. per common share - diluted
Net income attributable to The RMR Group Inc. per common share - diluted

Substantially all revenues are earned from related parties. See accompanying notes.

The RMR Group Inc.  
Condensed Consolidated Statements of Shareholders' Equity  
(dollars in thousands)  
(unaudited)

	Noncontrolling
	Interests in:
	Noncontrolling
	Interests in:
	Noncontrolling
	Interests in:
Class A	
Common	
Stock	
Class A	
Common	
Stock	

	Class A	Class B- 1	Class B- 2	Additional	Retained	Cumulative	Total	The			Class B- 1	Class B- 2	Additional	Retained	Cumulative	
	Common	Common	Common	Paid In	Earnings	Common	Shareholders'	RMR	Consolidated	Total	Common	Common	Paid In	Earnings	Common	Sh
	Stock	Stock	Stock	Capital		Distributions	Equity	Group	Entity	Equity	Stock	Stock	Capital		Distributions	
Balance at																
September 30,																
2023																
Share																
awards, net																
Share																
awards, net																
Share																
awards, net																
Net income																
Tax																
distributions																
to member																
Tax																
distributions																
to member																
Tax																
distributions																
to member																
Common																
share																
distributions																
Acquisition of																
MPC																
Partnership																
Holdings																
LLC																
Balance at																
December 31,																
2023																
Share																
awards, net																
Net income																
Tax																
distributions																
to member																
Common																
share																
distributions																
Balance at																
March 31,																
2024																
Balance at September 30, 2022																
Balance at September 30, 2022																
Balance at September 30, 2022																
Share awards, net																
Share awards, net																
Share awards, net																
Net income																
Net income																
Net income																
Tax distributions to member																
Tax distributions to member																



Tax distributions to member  
Common share distributions  
Common share distributions  
Common share distributions  
Balance at December 31, 2022  
Balance at December 31, 2022  
Balance at December 31, 2022  
Share awards, net  
Share awards, net  
Share awards, net  
Net income  
Net income  
Net income

Tax distributions to member  
Tax distributions to member  
Tax distributions to member

Common share distributions  
Balance at December 31, 2022  
Balance at December 31, 2022  
Balance at December 31, 2022  
Common share distributions  
Common share distributions  
Balance at March 31, 2023  
Balance at March 31, 2023  
Balance at March 31, 2023

See accompanying notes.

The RMR Group Inc.  
Condensed Consolidated Statements of Cash Flows  
(dollars in thousands)  
(unaudited)

	Three Months Ended December 31,	
	2023	2022
	Six Months Ended March 31,	
	2024	2023

Cash Flows from Operating Activities:

Net income
Net income
Net income
Adjustments to reconcile net income to net cash from operating activities:
Depreciation and amortization
Depreciation and amortization
Depreciation and amortization
Straight line office rent
Amortization expense related to other assets
Provision (benefit) for deferred income taxes
Provision for deferred income taxes
Operating expenses paid in The RMR Group Inc. common shares

Distributions from investments
Distributions from investments
Distributions from investments
(Gain) loss on equity method investments
Gain on equity method investments
Changes in assets and liabilities:
Changes in assets and liabilities:
Changes in assets and liabilities:
Due from related parties
Due from related parties
Due from related parties
Prepaid and other current assets
Prepaid and other current assets
Prepaid and other current assets
Reimbursable accounts payable and accrued expenses
Accounts payable and accrued expenses
Net cash from operating activities
<b>Cash Flows from Investing Activities:</b>
<b>Cash Flows from Investing Activities:</b>
<b>Cash Flows from Investing Activities:</b>
Acquisition of MPC Partnership Holdings LLC, net of cash acquired
Acquisition of MPC Partnership Holdings LLC, net of cash acquired
Acquisition of MPC Partnership Holdings LLC, net of cash acquired
Purchase of property and equipment
Net cash used in investing activities
Net cash used in investing activities
Net cash used in investing activities
<b>Cash Flows from Financing Activities:</b>
<b>Cash Flows from Financing Activities:</b>
<b>Cash Flows from Financing Activities:</b>
Distributions to noncontrolling interests
Distributions to noncontrolling interests
Distributions to noncontrolling interests
Distributions to common shareholders
Repurchase of common shares
Net cash used in financing activities
Net cash used in financing activities
Net cash used in financing activities
(Decrease) increase in cash and cash equivalents
(Decrease) increase in cash and cash equivalents
(Decrease) increase in cash and cash equivalents
Cash and cash equivalents at beginning of period
Cash and cash equivalents at end of period
<b>Supplemental Disclosures:</b>
<b>Supplemental Disclosures:</b>
<b>Supplemental Disclosures:</b>
Income taxes paid
Income taxes paid
Income taxes paid
<b>Non-cash investing and financing activities:</b>
<b>Non-cash investing and financing activities:</b>

**Non-cash investing and financing activities:**

Recognition of right of use assets and related lease liabilities  
Recognition of right of use assets and related lease liabilities  
Recognition of right of use assets and related lease liabilities

Recognition of earnout liability  
Recognition of earnout liability  
Recognition of earnout liability

Write-off of fully depreciated property and equipment

Assumption of mortgage note payable

**RMR Group Inc.**  
**Condensed Consolidated Statements of Cash Flows (Continued)**  
(dollars in thousands)  
(unaudited)

**Supplemental Reconciliation of Cash and Cash Equivalents:**

The following table provides a reconciliation of cash and cash equivalents reported within the consolidated balance sheets to the amounts shown in the consolidated statements of cash flows:

	March 31,	
	2024	2023
Cash and cash equivalents held by The RMR Group Inc.	\$ 25,918	\$ 22,052
Cash and cash equivalents held by The RMR Group LLC	166,190	175,927
Total cash and cash equivalents shown in the statements of cash flows	<u>\$ 192,108</u>	<u>\$ 197,979</u>

See accompanying notes.

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
(dollars in thousands, except per share amounts)

**Note 1. Organization**

The RMR Group Inc., or RMR Inc., is a holding company and substantially all of its business is conducted by its majority owned subsidiary, The RMR Group LLC, or RMR LLC. RMR Inc. is a Maryland corporation and RMR LLC is a Maryland limited liability company. RMR Inc. serves as the sole managing member of RMR LLC and, in that capacity, operates and controls the business and affairs of RMR LLC. In these condensed consolidated financial statements, unless otherwise indicated, “we”, “us” and “our” refer to RMR Inc. and its direct and indirect subsidiaries, including RMR LLC.

As of **December 31, 2023** **March 31, 2024**, RMR Inc. owned **15,710,555** **15,731,049** class A membership units of RMR LLC, or Class A Units, and 1,000,000 class B membership units of RMR LLC, or Class B Units. The aggregate RMR LLC membership units RMR Inc. owns represented 52.7% of the economic interest of RMR LLC as of **December 31, 2023** **March 31, 2024**. We refer to economic interest as the right of a holder of a Class A Unit or Class B Unit to share in distributions made by RMR LLC and, upon liquidation, dissolution or winding up of RMR LLC, to share in the assets of RMR LLC after payments to creditors. A wholly owned subsidiary of ABP Trust, a Maryland statutory trust, owns 15,000,000 redeemable Class A Units, representing 47.3% of the economic interest of RMR LLC as of **December 31, 2023** **March 31, 2024**, which is presented as noncontrolling interest in The RMR Group LLC within the condensed consolidated financial statements. Adam D. Portnoy, the Chair of our Board, one of our Managing Directors and our President and Chief Executive Officer, is the sole trustee of ABP Trust, and owns all of ABP Trust’s voting securities.

RMR LLC provides management services to four publicly traded equity real estate investment trusts, or REITs: Diversified Healthcare Trust, or DHC, which owns medical office and life science properties, senior living communities and other healthcare related properties; Industrial Logistics Properties Trust, or ILPT, which owns and leases industrial and logistics properties; Office Properties Income Trust, or OPI, which owns and leases office properties primarily to single tenants and those with high credit quality characteristics; and Service Properties Trust, or SVC, which owns a diverse portfolio of hotels and service-focused retail net lease properties. DHC, ILPT, OPI and SVC are collectively referred to as the Managed Equity REITs.

RMR LLC’s wholly owned subsidiary, Tremont Realty Capital LLC, or Tremont, an investment adviser registered with the Securities and Exchange Commission, or SEC, provides advisory services for Seven Hills Realty Trust, or SEVN. SEVN is a publicly traded mortgage REIT that focuses on originating and investing in first mortgage loans secured by middle market and transitional commercial real estate. Tremont may also act as a transaction broker for non-investment advisory clients for negotiated fees, which we refer to as the Tremont business.

RMR LLC also provided management services to TravelCenters of America Inc., or TA, until it was acquired by BP Products North America Inc., or BP, on May 15, 2023. TA, a publicly traded operating company until the time BP acquired it, operates and franchises travel centers primarily along the United States, or U.S., interstate highway system, many of which are owned by SVC, and standalone truck service facilities. The Managed Equity REITs, SEVN, and until May 15, 2023, TA, are collectively referred to as the Perpetual Capital clients.

RMR LLC provides management services to AlerisLife Inc., or AlerisLife, an operator of senior living communities, many of which are owned by DHC, and Sonesta International Hotels Corporation, or Sonesta, a privately owned franchisor and operator of hotels, resorts and cruise ships in the United States, Latin America, the Caribbean and the Middle East, and many of the U.S. hotels that Sonesta operates are owned by SVC.

On December 19, 2023, or the Acquisition Date, RMR LLC acquired MPC Partnership Holdings LLC, or MPC, including MPC's management agreements, or the Acquisition. In connection with the Acquisition, RMR LLC started providing management services through MPC and its subsidiaries to multiple private funds and the underlying residential real estate assets of the funds, funds, as well as property management services to third party owners. The residential real estate we manage through MPC and its subsidiaries are presented as RMR Residential in these condensed consolidated financial statements. For additional information regarding the Acquisition, see Note 3, Acquisition of MPC Partnership Holdings LLC.

In addition, RMR LLC provides management services to other private capital vehicles including ABP Trust and other private entities that own commercial real estate, of which certain of our Managed Equity REITs own minority equity interests. These other private clients, along with AlerisLife, Sonesta and clients of RMR Residential are collectively referred to as the Private Capital clients.

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
**(dollars in thousands, except per share amounts)**

**Note 2. Basis of Presentation**

The accompanying condensed consolidated financial statements are unaudited. Certain information and disclosures required by U.S. generally accepted accounting principles, or GAAP, for complete financial statements have been condensed or omitted. We believe the disclosures made are adequate to make the information presented not misleading. However, the accompanying condensed consolidated financial statements should be read in conjunction with the financial statements and notes contained in our Annual Report on Form 10-K for the fiscal year ended September 30, 2023, or our 2023 Annual Report. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement of results for the interim period have been included. All intercompany transactions and balances with or among our consolidated subsidiaries have been eliminated. Our operating results for interim periods are not necessarily indicative of the results that may be expected for the full year.

We report our results in a single reportable segment, which reflects how our chief operating decision maker, or the CODM, allocates resources and evaluates our financial results. Preparation of these financial statements in conformity with GAAP requires our management to make certain estimates and assumptions that may affect the amounts reported in these condensed consolidated financial statements and related notes. Significant estimates in the accompanying condensed consolidated financial statements include purchase price allocations, useful lives of intangibles and the fair value of certain assets and liabilities. The actual results could differ from these estimates.

**Recent Accounting Pronouncements**

**Segments.** On November 27, 2023, the Financial Accounting Standards Board, or the FASB, issued Accounting Standards Codification, Update, or ASU, No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, or ASU No. 2023-07, which requires public entities to: i) provide disclosures of significant segment expenses and other segment items if they are regularly provided to the CODM and included in each reported measure of segment profit or loss; ii) provide all annual disclosures about a reportable segment's profit or loss and assets currently required by Accounting Standards Codification, or ASC, 280, Segment Reporting, or ASC 280, in interim periods; and iii) disclose the CODM's title and position, as well as an explanation of how the CODM uses the reported measures and other disclosures. Public entities with a single reportable segment must apply all the disclosure requirements of ASU No. 2023-07, as well as all the existing segment disclosures under ASC 280. The amendments in ASU No. 2023-07 are incremental to the requirements in ASC 280 and do not change how a public entity identifies its operating segments, aggregates those operating segments, or applies the quantitative thresholds to determine its reportable segments. ASU No. 2023-07 should be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. We are currently evaluating the impact ASU No. 2023-07 will have on our consolidated financial statements and disclosures.

**Income Taxes.** On December 14, 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, or ASU No. 2023-09, which requires public entities to enhance its annual income tax disclosures by requiring: i) consistent categories and greater disaggregation of information in the rate reconciliation, and ii) income taxes paid disaggregated by jurisdiction. ASU No. 2023-09 should be applied prospectively but entities have the option to apply it retrospectively to all prior periods presented in the financial statements. ASU No. 2023-09 is effective for annual periods beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact ASU No. 2023-09 will have on our consolidated financial statements and disclosures.

**Note 3. Acquisition of MPC Partnership Holdings LLC**

On the Acquisition Date, RMR LLC acquired all of the issued and outstanding equity interests of MPC, excluding certain assets (including co-investment interests of legacy investment funds managed by MPC and the rights to future distributions and income allocations in respect of such interests) and liabilities (including liabilities related to such excluded assets), for \$80,000 in cash, subject to customary adjustments for cash, debt, transaction expenses and working capital at closing, which are expected to be finalized during this fiscal year, plus up to an additional \$20,000 subject to the deployment of remaining capital commitments in investment funds managed by MPC prior to the end of such funds' investment period, or the Earnout. As part of in addition to the purchase price, Earnout, we agreed to pay retention payments to certain employees of MPC in an aggregate amount of \$4,200 for their continued employment through December 31, 2025, or the Retention Payments. The Retention Payments are recognized as transaction and acquisition related costs and are forfeitable upon termination of employment prior to the end of the service period.

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
(dollars in thousands, except per share amounts)

The Earnout represents contingent consideration of the Acquisition. The fair value of the Earnout was determined using a Monte Carlo simulation model based on significant unobservable inputs (Level 3), including management's estimates of the deployment of capital remaining in investment funds managed by MPC, adjusted for historical volatility of similar transactions, and a discount rate based on credit ratings of companies similar to RMR LLC. For additional information, see Note 7, *Fair Value of Financial Instruments*.

The following table summarizes the consideration transferred as of the Acquisition Date, and excludes excluding transaction costs:

Cash consideration paid by RMR LLC	\$	84,474
Earnout		14,547
Total consideration	\$	99,021

The Acquisition was accounted for as a business combination under the FASB ASC Topic 805, *Business Combinations*. The purchase price has been allocated to the assets acquired and liabilities assumed based on estimates of fair values as of the Acquisition Date. We expect to finalize the purchase price allocation as soon as practicable, but no later than one year from the Acquisition Date.

Goodwill of \$69,762 has been recognized based on the amount that the purchase price exceeds the fair value of the net identifiable assets acquired less the amounts attributable to noncontrolling interests in consolidated entity. Goodwill is expected to be deductible for income tax purposes and is primarily attributable to the workforce of the acquired business and synergies that can be achieved subsequent to the Acquisition.

The following table summarizes the fair value amounts recognized for the assets acquired and liabilities assumed and resulting goodwill as of the Acquisition Date:

**Assets acquired:**

Cash and cash equivalents	\$	5,703
Real estate		8,460
Due from related parties		6,788
Prepaid and other current assets		1,373
Intangible assets:		
Property management and investment management agreements		13,694
Trade name		5,047
Investor relationships		1,874
Acquired leases		703
Total intangible assets		21,318
Total assets acquired		43,642

**Liabilities assumed:**

Mortgage note payable		4,726
Other liabilities		9,213
Total liabilities		13,939
Net identifiable assets acquired		29,703
Noncontrolling interests in consolidated entity		(444)
Goodwill		69,762
Total consideration	\$	99,021

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
(dollars in thousands, except per share amounts)

**Real estate, acquired leases and mortgage note payable**

We acquired a 90.0% economic ownership interest in 260 Woodstock Investor, LLC, a mixed-use apartment complex with 23 residential units and 8,620 square feet of fully occupied retail space located in Woodstock, GA, or the Woodstock Property. The allocation of the fair value of the Woodstock Property and related acquired leases as of the Acquisition Date is as follows:

Land	\$	1,400
Building and improvements		7,060
Acquired leases		703
Total real estate and acquired leases	\$	9,163

We determined the fair value of the Woodstock Property and related acquired leases using Level 3 inputs and standard industry valuation methods, including discounted cash flow analyses and sales comparisons. Building and improvements had a remaining useful life of 25 years and the weighted average amortization period for acquired leases was 2.9 years as of the Acquisition Date.

A mortgage note payable with an acquisition date fair value of \$4,726 and an aggregate principal amount outstanding of \$5,429 is secured by the Woodstock Property, bears interest at a fixed rate of 3.71% per annum and matures in August 2029. Interest only payments are due on a monthly basis until September 2025, at which time payments of principal and interest are due monthly until the loan matures in August 2029. We determined the fair value of the mortgage note payable by discounting the expected cash flows at a rate comparable with interest rates for similar debt as of the Acquisition Date (Level 3 inputs). Principal payments due during the next five fiscal years are: \$0 in 2024, \$8 in 2025, \$98 in 2026, \$102 in 2027 \$5,221 in 2028 and thereafter.

The Woodstock Property is consolidated in these condensed consolidated financial statements. The Woodstock Property is included in property and equipment, net, and the related acquired leases are included in goodwill and intangibles assets, net of amortization, in our condensed consolidated balance sheets. The Acquisition Date fair value of the noncontrolling interest in the Woodstock Property (10% ownership we did not acquire) of \$444 is reflected in noncontrolling interests in consolidated entity in our condensed consolidated balance sheets.

#### Property management and investment management agreements

As of the Acquisition Date, MPC managed 66 properties, including 14 in which MPC did not have an economic ownership interest in, or the Third Party Managed Properties, through its property management agreements and managed four funds through its investment management agreements. The property management agreements may be terminated upon written notice and generally provide for property management fees ranging from 2.5% to 3.5% of gross collected rents, construction management fees of 5.0% of construction costs and reimbursement of costs incurred to manage the properties. The investment management agreements generally provide for fees that are based on the lesser of a percentage of invested capital and a fixed fee ranging from \$100 to \$200 annually. The weighted average remaining useful life of these agreements was 5.6 years.

#### Trade name

MPC operates many of its residential properties under the trade name ARIUM. We concluded this asset has an indefinite life.

#### Investor relationships

MPC has relationships with institutional investors that have invested in, and may continue to invest in, the funds managed by MPC. The weighted average remaining useful life of these relationships was 5.0 years.

#### Managed funds

As of the Acquisition Date and pursuant to the Equity Purchase Agreement, dated as of July 29, 2023, by and among RMR LLC, MPC, and the sellers and seller owners set forth therein, we manage managed four funds that invest in residential real estate. Three of the four funds have no unfunded capital commitments remaining. As of the Acquisition Date, CARROLL Multifamily Venture VII, LP, or Fund VII, had \$208,026 in unfunded capital commitments remaining from total capital commitments of \$342,825. In the future, we will be eligible to participate in distributions and profits interests on investments from capital commitments we provide to Fund VII, or Investment Interest; however, we had no Investment Interest in Fund VII as of the

### The RMR Group Inc. Notes to Unaudited Condensed Consolidated Financial Statements (Continued) (dollars in thousands, except per share amounts)

commitments we provide to Fund VII, or Investment Interest; however, we had no Investment Interest in Fund VII as of the Acquisition Date, and as of the Acquisition Date, we had no obligations nor rights to any distributions or profits interests from investments of capital contributed on or prior to the Acquisition Date.

As of December 31, 2023 March 31, 2024, we have not contributed any capital to Fund VII or any of the other funds we manage. Accordingly, the results of such funds are not reflected in our condensed consolidated financial statements.

#### Pro Forma Financial Information

Unaudited pro forma financial information for the three and six months ended December 31, 2023 March 31, 2024 and 2022 2023, is presented below. Pro forma financial information presented does not include adjustments related to the Earnout or to reflect any potential synergies that may be achievable in connection with the Acquisition. The unaudited pro forma financial information is presented for informational purposes only and is not necessarily indicative of future operations or results had the Acquisition been completed as of October 1, 2022.

Three Months Ended December 31,		
Three Months Ended December 31,		
Three Months Ended December 31,		
	2023	2022
Three Months Ended March 31,		

	Three Months Ended March 31,		Six Months Ended March 31,	
	Three Months Ended March 31,		2024	2023
			2024	2023
Total revenues				
Net income				
Net income attributable to The RMR Group Inc.				

The amounts above reflect certain pro forma adjustments that were directly attributable to the Acquisition as follows:

- adjustments to eliminate the revenues and expenses attributable to certain assets and liabilities of MPC excluded from the Acquisition, including co-investment interests of investment funds owned by MPC and the rights to future distributions and income allocations of those co-investment interests, and the liabilities related to such assets;
- adjustments to amortize the intangible assets recognized as a result of the Acquisition;
- adjustments to the historical depreciation of MPC's property and equipment to reflect the depreciation resulting from the fair value measurement of such property and equipment;
- adjustments to interest expense resulting from the fair value measurement of the mortgage note payable; and
- adjustments to reflect the related transaction costs of **\$3,852** **\$5,962** as if they had occurred as of October 1, 2022.

#### Note 4. Revenue Recognition

Revenues from services we provide are recognized as earned over time as the services provided represent performance obligations that are satisfied over time.

#### Management Agreements with the Managed Equity REITs

We are party to a business management and a property management agreement with each Managed Equity REIT. The following is a summary of the fees we earn pursuant to our business management agreements with the Managed Equity REITs. For a summary of the fees we earn pursuant to our property management agreements with the Managed Equity REITs, see *Property Management Agreements*, below.

**Base Business Management Fees** — We earn annual base business management fees from the Managed Equity REITs by providing continuous services pursuant to business management agreements equal to the lesser of:

- the sum of (a) 0.5% of the historical cost of transferred real estate assets, if any, as defined in the applicable business management agreement, plus (b) 0.7% of the average invested capital (exclusive of the transferred real estate assets), as defined in the applicable business management agreement, up to \$250,000, plus (c) 0.5% of the average invested capital exceeding \$250,000; and

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
**(dollars in thousands, except per share amounts)**

- the sum of (a) 0.7% of the average market capitalization, as defined in the applicable business management agreement, up to \$250,000, plus (b) 0.5% of the average market capitalization exceeding \$250,000.

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
**(dollars in thousands, except per share amounts)**

The foregoing base business management fees are paid in cash monthly in arrears.

We earned aggregate base business management fees from the Managed Equity REITs of **\$21,550** **\$21,246** and **\$21,373** **\$21,484** for the three months ended **December 31, 2023** **March 31, 2024** and **2022**, **2023**, respectively, and **\$42,796** and **\$42,857** for the six months ended **March 31, 2024** and **2023**, respectively.

**Incentive Business Management Fees** — We also may earn annual incentive business management fees from the Managed Equity REITs under the business management agreements. The incentive business management fees, which are payable in cash, are contingent performance based fees recognized only when earned at the end of each respective measurement period. Incentive business management fees are excluded from the transaction price until it becomes probable that there will not be a significant reversal of cumulative revenue recognized.

The incentive business management fees are calculated for each Managed Equity REIT as 12.0% of the product of (a) the equity market capitalization of the Managed Equity REIT, as defined in the applicable business management agreement, on the last trading day of the year immediately prior to the relevant measurement period and (b) the amount, expressed as a percentage, by which the Managed Equity REIT's total return per share, as defined in the applicable business management agreement, exceeded the applicable benchmark total return per share, as defined in the applicable business management agreement, of a specified REIT index identified in the applicable business management agreement for the measurement period, as adjusted for net share issuances during the period and subject to caps on the values of the incentive fees. The measurement period for the annual incentive business management fees is defined as the three year period ending on December 31 of the year for which such fee is being calculated.

We did not earn incentive business management fees from the Managed Equity REITs for calendar years 2023 or 2022.

#### Other Management Agreements

We earn management fees by providing continuous services pursuant to the management agreements with ABP Trust regarding AlerisLife; with Sonesta and, until May 15, 2023, with TA; equal to 0.6% of: (i) in the case of AlerisLife, AlerisLife's revenues from all sources reportable under GAAP, less any revenues reportable by AlerisLife with respect to properties for which it provides management services, plus the gross revenues at those properties determined in accordance with GAAP; GAAP, payable in cash monthly in arrears; (ii) in the case of Sonesta, Sonesta's estimated revenues from all sources reportable under GAAP, less any estimated revenues reportable by Sonesta with respect to hotels for which it provides management services, plus the estimated gross revenues at those hotels determined in accordance with GAAP; GAAP, payable in cash monthly in advance; and (iii) in the case of TA, the sum of TA's gross fuel margin, as defined in the applicable agreement, plus TA's total nonfuel revenues. These management fees are estimated and revenues, payable in cash monthly in advance.

We also earn management fees from certain other Private Capital clients based on a percentage of average invested capital, as defined in the applicable management agreements. These management fees are payable in cash monthly in arrears.

We earned aggregate base business management fees from TA and the Private Capital clients of \$6,682 \$6,613 and \$10,578 \$10,162 for the three months ended December 31, 2023 March 31, 2024 and 2022, 2023, respectively, and \$13,295 and \$20,740 for the six months ended March 31, 2024 and 2023, respectively.

#### Property Management Agreements

We earn property management fees by providing continuous services pursuant to property management agreements with the Managed Equity REITs, SEVN, RMR Residential and certain Private Capital clients. We generally earn fees under these agreements between 2.5% to 3.5% of gross collected rents. Also, under the terms of the property management agreements, we receive additional fees for construction supervision services up to 5.0% of the cost of such construction. In addition, we earn fees under our RMR Residential property management agreements for providing certain marketing, information technology and other management services, as defined in the applicable management agreements, which and the related costs are included in management services revenue general and administrative expenses in our condensed consolidated financial statements. These management fees are payable in cash monthly in arrears.

#### The RMR Group Inc.

##### Notes to Unaudited Condensed Consolidated Financial Statements (Continued) (dollars in thousands, except per share amounts)

For the three months ended December 31, 2023 March 31, 2024 and 2022, 2023, we earned aggregate property management fees of \$16,862 \$20,601 and \$16,597, \$15,424, respectively, including construction supervision fees of \$5,271 \$3,611 and \$5,686, \$4,016, respectively. For the six months ended March 31, 2024 and 2023, we earned aggregate property management fees of \$37,463 and \$32,021, respectively, including construction supervision fees of \$8,882 and \$9,702, respectively.

#### Management Agreements with Advisory Clients

Tremont is primarily compensated pursuant to its management agreement with SEVN at an annual rate of 1.5% of equity, as defined in the applicable agreement. Tremont may also earn an incentive fee under its management agreement with SEVN equal to the difference between: (a) the product of (i) 20% and (ii) the difference between (A) core earnings, as defined in the

#### The RMR Group Inc.

##### Notes to Unaudited Condensed Consolidated Financial Statements (Continued) (dollars in thousands, except per share amounts)

agreement, for the most recent 12 month period (or such lesser number of completed calendar quarters, if applicable), including the calendar quarter (or part thereof) for which the calculation of the incentive fee is being made, and (B) the product of (1) equity in the most recent 12 month period (or such lesser number of completed calendar quarters, if applicable), including the calendar quarter (or part thereof) for which the calculation of the incentive fee is being made, and (2) 7% per year and (b) the sum of any incentive fees paid to Tremont with respect to the first three calendar quarters of the most recent 12 month period (or such lesser number of completed calendar quarters preceding the applicable period, if applicable). No incentive fee shall be payable with respect to any calendar quarter unless core earnings for the 12 most recently completed calendar quarters in the aggregate is greater than zero. The incentive fee may not be less than zero. Tremont earned incentive fees from SEVN of \$299 \$60 and \$359 for the three and six months ended December 31, 2023, March 31, 2024, respectively. Tremont did not earn incentive fees from SEVN for the three or six months ended December 31, 2022 March 31, 2023.

We earned advisory services revenue of \$1,125 \$1,126 and \$1,091 \$1,139 for the three months ended December 31, 2023 March 31, 2024 and 2022, 2023, respectively, and \$2,251 and \$2,230 for the six months ended March 31, 2024 and 2023, respectively.

#### Reimbursable Costs

We determined we control the services provided by third parties for certain of our clients and therefore account for the cost of these services and the related reimbursement revenue on a gross basis.

**Reimbursable Compensation and Benefits** — Reimbursable compensation and benefits include reimbursements, at cost, that arise primarily from services our employees provide pursuant to our property management agreements at the properties of our clients. A significant portion of these compensation and benefits are charged or passed through to and paid by tenants of our clients. We recognize the revenue for reimbursements when we incur the related reimbursable compensation and benefits expense on behalf of our clients.



*Reimbursable Equity Based Compensation* — Reimbursable equity based compensation includes awards of common shares by our clients directly to certain of our officers and employees in connection with the provision of management services to those clients. The revenue in respect of each award is based on the fair value as of the award date for those shares that have vested, with subsequent changes in the fair value of the unvested awards being recognized in our condensed consolidated statements of income over the requisite service periods. We record an equal, offsetting amount as equity based compensation expense for the value of these awards.

*Other Reimbursable Expenses* — Other reimbursable expenses include reimbursements that arise from services we provide pursuant to our property management agreements, which include third party costs related to matters such as maintenance and repairs, development costs, security and cleaning services, a significant portion of which are charged or passed through to and paid by tenants of our clients.

**Note 5. Equity Method Investments**

**Seven Hills Realty Trust**

As of ~~December 31, 2023~~ March 31, 2024, Tremont owned 1,708,058, or approximately 11.5%, of SEVN's outstanding common shares. We account for our investment in SEVN using the equity method of accounting because we are deemed to exert significant influence, but not control, over SEVN's most significant activities. We elected the fair value option to account for our equity method investment in SEVN and determine fair value using the closing price of SEVN's common shares as of the end of the period, which is a Level 1 fair value input. The aggregate market value of our investment in SEVN as of ~~December 31, 2023~~ March 31, 2024 and September 30, 2023, based on quoted market prices, was ~~\$22,102~~ ~~\$22,068~~ and \$18,651, respectively. The unrealized gain in our condensed consolidated statements of income related to our investment in SEVN was ~~\$4,049~~ ~~\$563~~ and ~~\$376~~ ~~\$2,221~~ for the three months

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
**(dollars in thousands, except per share amounts)**

ended ~~December 31, 2023~~ March 31, 2024 and ~~2022~~, 2023, respectively, and \$4,612 and \$2,597 for the six months ended March 31, 2024 and 2023, respectively. We received distributions from SEVN of ~~\$598~~ ~~\$597~~ and ~~\$427~~ ~~\$598~~ for the three months ended ~~December 31, 2023~~ March 31, 2024 and ~~2022~~, 2023, respectively, and \$1,195 and \$1,025 for the six months ended March 31, 2024 and 2023, respectively.

**TravelCenters of America Inc.**

Until BP acquired TA on May 15, 2023, we owned 621,853, or approximately 4.1%, of TA's outstanding common shares, that had a cost of \$13,701. We previously accounted for our investment in TA using the equity method of accounting because we were deemed to exert significant influence, but not control, over TA's most significant activities. Under the fair value option, we determined fair value using the closing price of TA's common shares as of the end of the period, which was a Level 1 fair value input, and recorded changes in fair value in earnings in our condensed consolidated statements of income. We

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
**(dollars in thousands, except per share amounts)**

recorded ~~a loss~~ ~~gains~~ in our consolidated statements of income related to our investment in TA of ~~\$5,690~~ ~~\$25,943~~ and ~~\$20,253~~ for the three ~~and six~~ months ended ~~December 31, 2022~~, March 31, 2023, respectively.

**Note 6. Income Taxes**

We are the sole managing member of RMR LLC. We are a corporation subject to U.S. federal and state income tax with respect to our allocable share of any taxable income of RMR LLC and its tax consolidated subsidiaries. RMR LLC is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, RMR LLC is generally not subject to U.S. federal and most state income taxes. Any taxable income or loss generated by RMR LLC is passed through to and included in the taxable income or loss of its members, including RMR Inc. and ABP Trust, based on each member's respective ownership percentage.

For the three months ended ~~December 31, 2023~~ March 31, 2024 and ~~2022~~, 2023, we recognized estimated income tax expense of ~~\$2,638~~ ~~\$2,120~~ and ~~\$2,484~~, ~~\$6,883~~, respectively, which includes ~~\$1,701~~ ~~\$1,635~~ and ~~\$1,820~~, ~~\$5,043~~, respectively, of U.S. federal income tax and ~~\$937~~ ~~\$485~~ and ~~\$664~~, ~~\$1,840~~, respectively, of state income taxes. For the six months ended March 31, 2024 and 2023, we recognized estimated income tax expense of \$4,758 and \$9,367, respectively, which includes \$3,336 and \$6,863, respectively, of U.S. federal income tax and \$1,422 and \$2,504, respectively, of state income taxes.

A reconciliation of the statutory income tax rate to the effective tax rate is as follows:

Three Months Ended December	
31,	
Three Months Ended December	
31,	
Three Months Ended December	
31,	
2023	2023
2023	2023
2023	2023

		Three Months Ended March 31,				Six Months Ended March 31,			
		2024		2023		2024		2023	
Income taxes computed at the federal statutory rate	Income taxes computed at the federal statutory rate	21.0	%	21.0	%	21.0	%	21.0	%
Income taxes computed at the federal statutory rate									
Income taxes computed at the federal statutory rate									
State taxes, net of federal benefit									
State taxes, net of federal benefit	State taxes, net of federal benefit	2.5	%	3.1	%	2.6	%	3.0	%
Permanent items									
Permanent items									
Permanent items		0.5	%	0.2	%	0.6	%	0.3	%
Net income attributable to noncontrolling interest									
Net income attributable to noncontrolling interest									
Net income attributable to noncontrolling interest	Net income attributable to noncontrolling interest	(9.7)	%	(10.0)	%	(9.8)	%	(9.9)	%
Total									
Total									
Total		14.3	%	14.3	%	14.4	%	14.4	%

ASC 740, *Income Taxes*, provides a model for how a company should recognize, measure and present in its financial statements uncertain tax positions that have been taken or are expected to be taken with respect to all open years and in all significant jurisdictions. Pursuant to this topic, we recognize a tax benefit only if it is "more likely than not" that a particular tax position will be sustained upon examination or audit. To the extent the "more likely than not" standard has been satisfied, the benefit associated with a tax position is measured as the largest amount that is greater than 50.0% likely to be realized upon settlement. As of **December 31, 2023** **March 31, 2024** and **2022, 2023**, we had no uncertain tax positions.

#### Note 7. Fair Value of Financial Instruments

As of **December 31, 2023** **March 31, 2024** and September 30, 2023, the fair values of our financial instruments, which include cash and cash equivalents, amounts due from related parties, accounts payable and **accrued expenses and** reimbursable accounts payable, **and accrued expenses**, were not materially different from their carrying values due to the short term nature of these financial instruments. As of **December 31, 2023** **March 31, 2024**, our fixed rate mortgage note payable had a carrying value of \$4,759 and a fair value of \$4,824. We estimate the fair value of our fixed rate mortgage note payable approximated its fair value as of the Acquisition Date, using significant unobservable inputs (Level 3), including discounted cash flow analyses and prevailing market interest rates.

On a recurring basis, we measure certain financial assets and financial liabilities at fair value based upon quoted market prices. ASC 820, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques

#### The RMR Group Inc.

#### Notes to Unaudited Condensed Consolidated Financial Statements (Continued)

(dollars in thousands, except per share amounts)

used to measure fair value. The hierarchy gives the highest priority to inputs from unadjusted quoted prices in active markets for identical assets and liabilities, or Level 1, the lowest priority to unobservable inputs, or Level 3, and significant other observable inputs, or Level 2. A financial asset's or financial liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

#### The RMR Group Inc.

#### Notes to Unaudited Condensed Consolidated Financial Statements (Continued)

(dollars in thousands, except per share amounts)

The tables below presents our financial assets and liabilities measured at fair value on a recurring basis:

December 31, 2023
March 31, 2024
December 31, 2023

	March 31, 2024				December 31, 2023				March 31, 2024				
	Total				Total				Total				
Due from related parties related to share based payment awards													
Due from related parties related to share based payment awards													
Due from related parties related to share based payment awards													
Equity method investment in SEVN													
Employer compensation liability related to share based payment awards													
Employer compensation liability related to share based payment awards													
Employer compensation liability related to share based payment awards													
Earnout liability													
Earnout liability													
Earnout liability													

	September 30, 2023			
	Total	Level 1	Level 2	Level 3
Due from related parties related to share based payment awards	\$ 10,695	\$ 10,695	\$ —	\$ —
Equity method investment in SEVN	18,651	18,651	—	—
Employer compensation liability related to share based payment awards	10,695	10,695	—	—

The following table presents additional information about the valuation techniques and significant unobservable inputs for financial assets and liabilities that are measured at fair value and categorized within Level 3 as of **December 31, 2023** **March 31, 2024**:

	Fair Value	Fair Value	Valuation Technique	Unobservable Input	Range	Fair Value	Valuation Technique	Unobservable Input	Range
Earnout liability									
Earnout liability									
Earnout liability	14,547	Monte Carlo	Monte Carlo	Capital deployment volatility	15.00% \$14,847	Monte Carlo	Monte Carlo	Capital deployment volatility	15.00%
		Discount rate					Discount rate	5.80%	Discount rate 5.80%

The table below presents a summary of the changes in fair value for our Earnout liability measured on a recurring basis:

	Three Months Ended	
	12/31/2023	
Beginning balance	\$	—
Acquisition of MPC Partnership Holdings LLC		14,547
Ending Balance	\$	14,547

	Three Months Ended	Six Months Ended
	March 31, 2024	March 31, 2024
Beginning balance	\$ 14,547	\$ —
Acquisition of MPC Partnership Holdings LLC	—	14,547
Changes in fair value for our Earnout liability measured on a recurring basis	300	300
Ending balance	\$ 14,847	\$ 14,847

**Note 8. Related Person Transactions**

Adam D. Portnoy, Chair of our Board, one of our Managing Directors and our President and Chief Executive Officer, is the sole trustee, an officer and the controlling shareholder of our controlling shareholder, ABP Trust, and owns all of ABP Trust's voting securities and a majority of the economic interests of ABP Trust. RMR Inc.'s executive officers are officers and employees of RMR LLC, and Jennifer B. Clark, our other Managing Director, and Matthew P. Jordan, our Executive Vice President, Chief Financial Officer and Treasurer, are also officers of ABP Trust.

Mr. Portnoy is the chair of the board and a managing trustee of each of the Perpetual Capital clients, the controlling shareholder and a director of Sonesta (and its parent) and was the chair of the board and a managing director of AlerisLife until March 20, 2023 when AlerisLife was acquired by ABP Trust. Since March 20, 2023, Mr. Portnoy is the sole director of AlerisLife. Mr. Portnoy was the chair of the board and a managing director of TA until May 15, 2023 when TA was acquired by BP. Ms. Clark is a managing trustee of OPI and a director of Sonesta (and its parent), and she previously served as a managing director of AlerisLife until March 20, 2023. Ms. Clark also serves as the secretary of all the Perpetual Capital clients, Sonesta and AlerisLife.



	36,897
	35,371
Private Capital:	
Private Capital:	
Private Capital:	
AlerisLife <sup>(2)</sup>	
Sonesta	
RMR	
Residential	
Other private entities	
Other private entities	
Other private entities	
	9,621
	14,275
Total revenues	
Total revenues	
Total revenues	

- (1) On May 15, 2023, BP acquired TA and TA terminated its management agreement with us.
- (2) On March 20, 2023, AlerisLife merged with and into a subsidiary of ABP Trust and ceased to be a public company. As a result, the revenues earned with respect to AlerisLife are characterized as Private Capital for all periods presented. [For further information about this transaction please see "ABP Trust's Acquisition of AlerisLife" below.](#)

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
(dollars in thousands, except per share amounts)

For the six months ended March 31, 2024 and 2023, we recognized revenues from related parties as set forth in the following table:

	Six Months Ended March 31, 2024			Six Months Ended March 31, 2023		
	Total			Total		
	Management			Management		
	and Advisory			and Advisory		
	Services	Reimbursable	Total	Services	Reimbursable	Total
Revenues	Costs	Revenues	Revenues	Costs	Revenues	
Perpetual Capital:						
DHC	\$ 12,410	\$ 72,005	\$ 84,415	\$ 11,938	\$ 80,469	\$ 92,407
ILPT	18,330	19,615	37,945	18,264	19,951	38,215
OPI	16,187	116,291	132,478	20,085	178,984	199,069
SVC	22,713	133,938	156,651	19,738	40,825	60,563
Total Managed Equity REITs	69,640	341,849	411,489	70,025	320,229	390,254
SEVN	2,628	3,012	5,640	2,230	2,323	4,553
TA <sup>(1)</sup>	—	—	—	7,976	3,476	11,452
	72,268	344,861	417,129	80,231	326,028	406,259
Private Capital:						
AlerisLife <sup>(2)</sup>	2,833	—	2,833	2,633	97	2,730
Sonesta	4,223	—	4,223	4,158	544	4,702
RMR Residential	6,176	8,325	14,501			
Other private entities	10,664	30,070	40,734	10,826	34,642	45,468
	23,896	38,395	62,291	17,617	35,283	52,900
Total revenues	\$ 96,164	\$ 383,256	\$ 479,420	\$ 97,848	\$ 361,311	\$ 459,159

- (1) On May 15, 2023, BP acquired TA and TA terminated its management agreement with us.

(2) On March 20, 2023, AlerisLife merged with and into a subsidiary of ABP Trust and ceased to be a public company. As a result, the revenues earned with respect to AlerisLife are characterized as Private Capital for all periods presented. For further information about this transaction please see "*ABP Trust's Acquisition of AlerisLife*" below.

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
**(dollars in thousands, except per share amounts)**

#### Amounts Due From Related Parties

The following table presents amounts due from related parties as of the dates indicated:

	December 31, 2023	September 30, 2023
	March 31, 2024	September 30, 2023
	<div>Accounts</div> <div>Receivable</div> <div>Receivable</div> <div>Receivable</div> <div>Costs</div> <div>Total</div> <div>Receivable</div> <div>Costs</div> <div>Total</div> <div>Costs</div> <div>Total</div> <div>Receivable</div> <div>Costs</div> <div>Total</div>	
Perpetual Capital:		
DHC		
DHC		
DHC		
ILPT		
OPI		
SVC		
Total Managed Equity REITs		
SEVN		
	22,440	
	22,440	
	22,440	
	23,516	
	23,516	
	23,516	
Private Capital:		
Private Capital:		
Private Capital:		
AlerisLife <sup>(1)</sup>		
AlerisLife <sup>(1)</sup>		
AlerisLife <sup>(1)</sup>		
Sonesta		
RMR Residential		
RMR Residential		
RMR Residential		
Other private entities		
	10,037	
	10,692	
	\$	
	\$	
	\$	

(1) On March 20, 2023, AlerisLife merged with and into a subsidiary of ABP Trust and ceased to be a public company. As a result, the revenues earned amounts due with respect to AlerisLife are characterized as Private Capital for all periods presented. For further information about this transaction please see "ABP Trust's Acquisition of AlerisLife" below.

## Leases

As of December 31, 2023 March 31, 2024, RMR LLC leased from ABP Trust and certain Managed Equity REITs office space for use as our headquarters and local offices. We incurred rental expense under related party leases aggregating \$1,307 \$1,438 and \$1,433 \$1,398 for the three months ended December 31, 2023 March 31, 2024 and 2022, 2023, respectively, and \$2,745 and \$2,831 for the six months ended March 31, 2024 and 2023, respectively.

#### Tax-Related Payments

Pursuant to our tax receivable agreement with ABP Trust, RMR Inc. pays to ABP Trust 85.0% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that RMR Inc. realizes as a result of (a) the increases in tax basis attributable to RMR Inc.'s dealings with ABP Trust and (b) tax benefits related to imputed interest deemed to be paid by RMR Inc. as a result of the tax receivable agreement. As of December 31, 2023 March 31, 2024, our condensed consolidated balance sheet reflects a liability related to the tax receivable agreement of \$23,229, including \$2,343 classified as a current liability in accounts payable and accrued expenses that we expect to pay to ABP Trust during the fourth quarter of fiscal year 2024.

Under the RMR LLC operating agreement, RMR LLC is also required to make certain pro rata distributions to each member of RMR LLC quarterly on the basis of the estimated tax liabilities of its members, estimated quarterly, subject to future adjustment based on actual results. For the three six months ended December 31, 2023 March 31, 2024 and 2022, 2023, RMR LLC made required quarterly tax distributions to holders of its membership units totaling \$8,662 \$15,253 and \$8,094, \$17,755, respectively, of which \$4,560 \$8,092 and \$4,255, \$9,371, respectively, was distributed to us and \$4,102 \$7,161 and \$3,839, \$8,384, respectively, was distributed to ABP Trust. The amounts distributed to us were eliminated in our condensed consolidated financial statements, and the amounts distributed to ABP Trust were recorded as a reduction of its noncontrolling interest. We used funds from these distributions to pay certain of our U.S. federal and state income tax liabilities and to pay part of our obligations under the tax receivable agreement.

#### The RMR Group Inc.

#### Notes to Unaudited Condensed Consolidated Financial Statements (Continued) (dollars in thousands, except per share amounts)

#### ABP Trust's Acquisition of AlerisLife

On March 20, 2023, ABP Trust acquired AlerisLife, or the AlerisLife Acquisition. In connection with the AlerisLife Acquisition, AlerisLife terminated its management agreement with RMR LLC and RMR LLC waived its right to receive payment of the termination fee that would have otherwise resulted due to such termination. In consideration of this waiver, RMR LLC and ABP Trust amended and restated their management agreement to provide that (i) RMR LLC will also provide services to AlerisLife at ABP Trust's request, (ii) ABP Trust will pay to RMR LLC management fees with respect to AlerisLife, which fees are calculated based upon AlerisLife's revenues in the same manner as such fees would have been calculated under AlerisLife's terminated management agreement with RMR LLC, and (iii) AlerisLife's properties will not be subject to ABP Trust's property management agreement with RMR LLC.

#### Separation Arrangements

We enter into retirement agreements with certain of our former executive officers. Pursuant to these agreements, we make various cash payments and accelerate the vesting of unvested shares of RMR Inc. previously awarded to these retiring officers.

#### The RMR Group Inc.

#### Notes to Unaudited Condensed Consolidated Financial Statements (Continued) (dollars in thousands, except per share amounts)

We also enter into separation arrangements from time to time with executive and nonexecutive officers and employees of ours. All costs associated with separation arrangements, for which there remain no substantive performance obligations, are recorded in our condensed consolidated statements of income as separation costs.

RMR LLC entered into a letter agreement, or the Retirement Agreement, dated November 15, 2023, with Jennifer Francis, a former Executive Vice President of RMR LLC. Ms. Francis also served as president and chief executive officer and was a managing trustee of DHC. Ms. Francis resigned as our Executive Vice President, effective December 31, 2023, and will continue to serve as a managing trustee of DHC until the earlier of (i) the DHC 2024 annual meeting of shareholders, (ii) July 1, 2024 or (iii) as requested by RMR LLC or the board of trustees of DHC. In addition, Ms. Francis will continue to serve as an employee of RMR LLC until July 1, 2024, or the Retirement Date. Pursuant to the Retirement Agreement, RMR LLC paid Ms. Francis her then current cash salary compensation through December 31, 2023 and is paying her \$10 per month from January 1, 2024 until the Retirement Date. In addition, RMR LLC agreed to pay Ms. Francis a combined cash payment in the amount of \$2,250 with half of that amount paid on January 31, 2024 and the other half expected to be paid on or about August 1, 2024, subject to her execution of a customary release. Pursuant to the Retirement Agreement, RMR LLC agreed to recommend recommended that the Company's Compensation Committee approve the acceleration of vesting of Ms. Francis' unvested shares of the Company, effective as of the Retirement Date. We recorded approximately \$176 of equity based separation costs related to the acceleration of these shares for the three months ended March 31, 2024. The Retirement Agreement contains other customary terms and conditions, including confidentiality, non-solicitation, and other covenants and a waiver and release.

For the three months ended December 31, 2023 March 31, 2024 and 2022, 2023, we recognized separation costs of \$3,544 \$410 and \$438, \$500, respectively, including equity based separation costs of \$410 and \$68, respectively, and cash separation costs of \$0 and \$432, respectively. For the six months ended March 31, 2024 and 2023, we recognized separation costs of \$3,954 and \$938, respectively, including equity based separation costs of \$508 and \$126, respectively, and, cash separation costs of \$3,446 and \$380, respectively, and equity based separation costs of \$98 and \$58, \$812, respectively.

#### Note 9. Shareholders' Equity

We award our Class A common stock, or Class A Common Shares, to our Directors, officers and employees under the Amended and Restated 2016 Omnibus Equity Plan, or the 2016 Plan. Director share awards vest immediately. Officer and employee share awards vest in five equal, consecutive, annual installments, with the first installment vesting on the date of award. We recognize forfeitures as they occur. Compensation expense related to share awards is determined based on the market value of our shares on the date of award, with the aggregate value of the awarded shares amortized to expense over the related vesting period. Expense recognized for Director share awards are included in general

and administrative expenses and expense recognized for officer and employee share awards are included in equity based compensation in our condensed consolidated statements of income.

On March 27, 2024, we awarded 4,219 of our Class A Common Shares, valued at \$23.70 per share, the closing price of our Class A Common Shares on The Nasdaq Stock Market LLC, or Nasdaq, on that day, to each of our Directors as part of his or her annual compensation for serving as a Director. For the six months ended March 31, 2024, we recorded general and administrative expense of \$600 for these awards.

Equity based compensation expense related to shares awarded to certain officers and employees was \$502 \$458 and \$561 \$537 for the three months ended December 31, 2023 March 31, 2024 and 2022, 2023, respectively, and \$960 and \$1,098 for the six months ended March 31, 2024 and

The RMR Group Inc.  
Notes to Unaudited Condensed Consolidated Financial Statements (Continued)  
(dollars in thousands, except per share amounts)

2023, respectively. As of December 31, 2023 March 31, 2024, we had 199,460 189,800 unvested shares outstanding which are scheduled to vest as follows: 71,620 76,280 shares in 2024, 59,140 51,960 shares in 2025, 44,760 39,840 shares in 2026 and 23,940 21,720 in 2027.

In connection with the vesting and issuance of awards of our Class A Common Shares to our Directors, officers and employees, we provide for the ability to repurchase our Class A Common Shares to satisfy tax withholding and payment obligations for those eligible to do so. The repurchase price is based on the closing price of our Class A Common Shares on the date of repurchase. The aggregate value of 492 4,892 Class A Common Shares repurchased during the three six months ended December 31, 2023 March 31, 2024 was \$12, \$124, which is recorded as a decrease to additional paid in capital included in shareholders' equity in our condensed consolidated balance sheets.

In connection with the issuances and repurchases of our Class A Common Shares, and as required by the RMR LLC operating agreement, RMR LLC concurrently issues or acquires an identical number of Class A Units from RMR Inc.

The RMR Group Inc.  
Notes to Unaudited Condensed Consolidated Financial Statements (Continued)  
(dollars in thousands, except per share amounts)

Distributions

During the three six months ended December 31, 2023 March 31, 2024 and 2022, 2023, we declared and paid dividends on our Class A Common Shares and Class B-1 common stock, or Class B-1 Common Shares, as follows:

Declaration	Declaration	Record	Paid	Distributions	Total	Declaration	Record	Paid	Distributions	Total
Date	Date	Date	Per Common	Distributions	Date	Date	Per Common	Distributions	Date	Distributions
Three Months Ended December 31, 2023										
Six Months Ended March 31, 2024										
10/12/2023										
10/12/2023										
10/12/2023										
1/11/2024										
Three Months Ended December 31, 2022										
Six Months Ended March 31, 2023										
10/13/2022										
10/13/2022										
10/13/2022										
1/12/2023										



\$

These dividends were funded in part by distributions from RMR LLC to holders of its membership units as follows:

Declaration	Distributions				RMR LLC	Distributions				Total	RMR LLC				Distribution
	Declaration	Record	Per	Paid		Per	Declaration	Record	Paid		Per	Declaration	Record	Paid	
Date	Date	Date	Membership Unit	Distributions	to RMR Inc.	to ABP Trust	Date	Date	Membership Unit	Distributions	to RMR Inc.	Date	Date	Membership Unit	Distributions
Three Months Ended December 31, 2023															
Six Months Ended March 31, 2024															
10/12/2023															
10/12/2023															
10/12/2023															
1/11/2024															
Three Months Ended December 31, 2022															
Six Months Ended March 31, 2023															
10/13/2022															
10/13/2022															
10/13/2022															
1/12/2023															

The remainder of the dividends noted above were funded with cash accumulated at RMR Inc.

On January 11, 2024 April 11, 2024, we declared a quarterly dividend on our Class A Common Shares and Class B-1 Common Shares to our shareholders of record as of January 22, 2024 April 22, 2024, in the amount of \$0.40 \$0.45 per Class A Common Share and Class B-1 Common Share, or \$6,683 \$7,529. This dividend will be partially funded by a distribution from RMR LLC to holders of its membership units in the amount of \$0.32 per unit, or \$10,147 \$10,154, of which \$5,347 \$5,354 will be distributed to us based on our aggregate ownership of 16,708,723 16,730,629 membership units of RMR LLC and \$4,800 will be distributed to ABP Trust based on its ownership of 15,000,000 membership units of RMR LLC. The remainder of this dividend will be funded with cash accumulated at held by RMR Inc. We expect to pay this dividend on or about February 15, 2024 May 16, 2024.

The RMR Group Inc.

Notes to Unaudited Condensed Consolidated Financial Statements (Continued)  
(dollars in thousands, except per share amounts)

Note 10. Per Common Share Amounts

We calculate basic earnings per share using the two-class method. Unvested Class A Common Shares awarded to our employees are deemed participating securities for purposes of calculating basic earnings per common share because they have dividend rights. Under the two-class method, we allocate earnings proportionately to vested Class A Common Shares and Class B-1 Common Shares outstanding and unvested Class A Common Shares outstanding for the period. Accordingly, earnings attributable to unvested Class A Common Shares are excluded from basic earnings per share under the two-class method. Our Class B-2 common stock of RMR Inc., or Class B-2 Common Shares, which are paired with ABP Trust's Class A Units, have no independent economic interest in RMR Inc. and thus are not included as common shares outstanding for purposes of calculating basic earnings per common share.

Diluted earnings per share is calculated using the treasury stock method for unvested Class A Common Shares and the if-converted method for Class B-2 Common Shares. The 15,000,000 Class A Units that we do not own may be redeemed for our Class A Common Shares on a one-for-one basis, or upon such redemption, we may elect to pay cash instead of issuing Class A Common Shares. Upon redemption of a Class A Unit, the Class B-2 Common Share "paired" with such unit is canceled for no additional consideration. In computing the dilutive effect, if any, the assumed redemption would have on earnings per share, we considered net income available to holders of our Class A Common Shares would increase due to elimination of the noncontrolling interest offset by any tax effect, which may be dilutive. For the three months and six months ended March 31, 2024 and 2023, the assumed redemption is dilutive to earnings per share as presented in the table below.

The RMR Group Inc.  
Notes to Unaudited Condensed Consolidated Financial Statements (Continued)  
(dollars in thousands, except per share amounts)

noncontrolling interest offset by any tax effect, which may be dilutive. For the three months ended December 31, 2023 and 2022, the assumed redemption is dilutive to earnings per share as presented in the table below.

The calculation of basic and diluted earnings per share for the three and six months ended December 31, 2023 March 31, 2024 and 2022 2023, is as follows (amounts in thousands, except per share amounts):

Numerators:	Numerators:	Three Months Ended December 31,	Three Months Ended December 31,	Three Months Ended December 31,	2023	2023	2023																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																					
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Add back: income tax expense
Add back: income tax expense
Add back: income tax expense
Less: income tax expense assuming redemption of noncontrolling interest's Class A Units for Class A Common Shares <sup>(2)</sup>
Less: income tax expense assuming redemption of noncontrolling interest's Class A Units for Class A Common Shares <sup>(2)</sup>
Less: income tax expense assuming redemption of noncontrolling interest's Class A Units for Class A Common Shares <sup>(2)</sup>
Net income used in calculating diluted EPS
Net income used in calculating diluted EPS
Net income used in calculating diluted EPS

**Denominators:**

**Denominators:**

**Denominators:**

Common shares outstanding
Common shares outstanding
Common shares outstanding
Less: unvested participating securities and incremental impact of weighted average
Less: unvested participating securities and incremental impact of weighted average
Less: unvested participating securities and incremental impact of weighted average
Weighted average common shares outstanding - basic
Weighted average common shares outstanding - basic
Weighted average common shares outstanding - basic
Effect of dilutive securities:
Effect of dilutive securities:
Effect of dilutive securities:
Add: assumed redemption of noncontrolling interest's Class A Units for Class A Common Shares
Add: assumed redemption of noncontrolling interest's Class A Units for Class A Common Shares
Add: assumed redemption of noncontrolling interest's Class A Units for Class A Common Shares
Add: incremental unvested shares
Add: incremental unvested shares
Add: incremental unvested shares
Weighted average common shares outstanding - diluted
Weighted average common shares outstanding - diluted
Weighted average common shares outstanding - diluted
Net income attributable to The RMR Group Inc. per common share - basic
Net income attributable to The RMR Group Inc. per common share - basic
Net income attributable to The RMR Group Inc. per common share - basic
Net income attributable to The RMR Group Inc. per common share - diluted
Net income attributable to The RMR Group Inc. per common share - diluted
Net income attributable to The RMR Group Inc. per common share - diluted

(1) Net loss attributable to noncontrolling interest in consolidated entity is not adjusted when calculating diluted earnings per share.

(2) Income tax expense assumes the hypothetical conversion of the noncontrolling interest in The RMR Group LLC, which results in estimated tax rates of 28.5% 28.7% and 29.8% 27.6% for the three months ended December 31, 2023 March 31, 2024 and 2022, 2023, respectively, and 28.5% and 28.2% for the six months ended March 31, 2024 and 2023, respectively.

**The RMR Group Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (Continued)**  
(dollars in thousands, except per share amounts)

**Note 11. Net Income Attributable to RMR Inc.**

Net income attributable to RMR Inc. for the three and six months ended December 31, 2023 March 31, 2024 and 2022, 2023, is calculated as follows:

Three Months Ended December 31,
Three Months Ended December 31,

Three Months Ended December 31,				
		Three Months Ended March 31,		Six Months Ended March 31,
		2023		
		2023		
		2023		
		2024		
		2024		
		2024	2023	2024
				2023
Income before income tax expense				
Income before income tax expense				
Income before income tax expense				
RMR Inc. franchise tax expense and interest income				
RMR Inc. franchise tax expense and interest income				
RMR Inc. franchise tax expense and interest income				
Net income before noncontrolling interest				
Net income before noncontrolling interest				
Net income before noncontrolling interest				
Net income attributable to noncontrolling interest in The RMR Group LLC				
Net income attributable to noncontrolling interest in The RMR Group LLC				
Net income attributable to noncontrolling interest in The RMR Group LLC				
Net income attributable to noncontrolling interest in consolidated entity				
Net income attributable to noncontrolling interest in consolidated entity				
Net income attributable to noncontrolling interest in consolidated entity				
Net income attributable to RMR Inc. before income tax expense				
Net income attributable to RMR Inc. before income tax expense				
Net income attributable to RMR Inc. before income tax expense				
Income tax expense attributable to RMR Inc.				
Income tax expense attributable to RMR Inc.				
Income tax expense attributable to RMR Inc.				
RMR Inc. franchise tax expense and interest income				
RMR Inc. franchise tax expense and interest income				
RMR Inc. franchise tax expense and interest income				
Net income attributable to RMR Inc.				
Net income attributable to RMR Inc.				
Net income attributable to RMR Inc.				

Note 12. Subsequent Events

In April 2024, we accepted a loan application from a prospective borrower for a floating rate first mortgage loan secured by a hotel property in Revere, MA for a total commitment of \$40,000. We also plan to make additional commitments for similar type loans in the coming months and we plan to finance these loan investments through a repurchase facility with a bank. These activities are part of a strategic initiative to expand our private capital business. Our plan is to amass a small portfolio of loans over the coming months and bring in third party investors to invest in a Tremont managed investment vehicle that holds these loans and to continue growing the vehicle by making additional loans in the future.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following information should be read in conjunction with our condensed consolidated financial statements and accompanying notes included in Part I, Item 1 of this Quarterly Report on Form 10-Q and with our 2023 Annual Report.

OVERVIEW (dollars in thousands)

RMR Inc. is a holding company and substantially all of its business is conducted by RMR LLC. RMR Inc. has no employees, and the personnel and various services it requires to operate are provided by RMR LLC. RMR LLC manages a diverse portfolio of real estate and real estate related businesses.

Acquisition of MPC Partnership Holdings LLC

## Business Environment and Outlook

Beyond general real estate industry trends, we also take into account general economic factors impacting our clients. More specifically, in the U.S., the Federal Reserve has increased the federal funds rate multiple times since the beginning of calendar 2022 in an attempt to slow inflation, contributing to macroeconomic uncertainty and market volatility in the U.S. and in the commercial real estate markets. Increased borrowing costs and concerns of a possible or pending economic recession have resulted in an overall decline in commercial real estate transactions. Additionally, concerns about the capital adequacy and liquidity of the banking sector caused by the bank failures in 2023, as well as stricter lending standards, have resulted in decreased lending activity from traditional sources such as banks and life insurance companies and may negatively impact the businesses of our clients and our clients' tenants. Rising or sustained high interest rates also adversely impact our clients with floating rate debt, which they, in some instances, attempt to address with interest rate caps and other strategic actions to reduce leverage. Further, while the Federal Reserve is looking to slow inflation, its efforts may not be successful or fully achieve targeted results and they may take longer to achieve. The impact of rising costs, both for goods and services, insurance and human capital, are impacting us and our clients and we and our clients are continuing to implement mitigation strategies to minimize the impact of increased costs on our and our clients' earnings, where possible.

### Managed Equity REITs

The following table presents for each Managed Equity REIT a summary of its primary strategy and the lesser of the historical cost of its assets under management and its market capitalization as of December 31, 2023, March 31, 2024 and 2022, 2023, as applicable:

A Managed Equity REIT's historical cost of assets under management includes the real estate it owns and its consolidated assets invested directly or indirectly in equity interests in or loans secured by real estate and personal property owned in connection with such real estate (including acquisition related costs which may be allocated to intangibles or are unallocated), all before reserves for depreciation, amortization, impairment charges or bad debts or other similar non-cash reserves. A Managed Equity REIT's average market capitalization includes the average value of the Managed Equity REIT's outstanding common equity value during the period, plus the daily weighted average of each of the aggregate liquidation preference of preferred shares and the principal amount of consolidated indebtedness during the period. The table above presents for each Managed Equity REIT, the lesser of the historical cost of its assets under management and its market capitalization as of the end of each period.

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The fee revenues we earned from the Managed Equity REITs for the three and six months ended December 31, 2023 March 31, 2024 and 2022 2023 are set forth in the following tables:

### Other Clients

In addition, we also provide management services to certain other Private Capital clients, including high-quality institutional investors relationships we assumed as part of our MPC acquisition, and earn fees based on a percentage of average invested capital, as defined in the applicable agreements, property management fees based on a percentage of rents collected from managed properties and construction supervision fees based on a percentage of the cost of construction activities. The recent MPC acquisition also provides us the potential to generate promote fees on any new co-investments in the future.

Our management fee revenues from services to these clients for the three and six months ended December 31, 2023 March 31, 2024 and 2022, 2023, are set forth in the following tables:

	Three Months Ended December 31, 2023							
	Three Months Ended December 31, 2023							
	Three Months Ended December 31, 2023				Three Months Ended December 31, 2022			
	Three Months Ended March 31, 2024							
	Three Months Ended March 31, 2024							
	Three Months Ended March 31, 2024				Three Months Ended March 31, 2023			
	Base							
	Business							
	Business							
	Business							
	Management							
	Management							
	Management							
	Revenues							
	Revenues							
	Revenues	Revenues	Total		Revenues	Total	Revenues	Total
AlerisLife								
Sonesta								
RMR Residential								
Other private entities								
SEVN								
SEVN								
SEVN								
TA								
	\$							
	Six Months Ended March 31, 2024				Six Months Ended March 31, 2023			
	Base	Base			Base	Base		
	Business	Property	Construction		Business	Property	Construction	
	Management	Management	Supervision		Management	Management	Supervision	
	Revenues	Revenues	Revenues	Total	Revenues	Revenues	Revenues	Total
AlerisLife	\$ 2,833	\$ —	\$ —	\$ 2,833	\$ 2,633	\$ —	\$ —	\$ 2,633
Sonesta	4,223	—	—	4,223	4,143	—	15	4,158
RMR Residential	175	5,528	473	6,176	—	—	—	—
Other private entities	6,064	4,325	275	10,664	5,988	4,198	640	10,826
SEVN	—	18	—	18	—	—	—	—
TA	—	—	—	—	7,976	—	—	7,976
	\$ 13,295	\$ 9,871	\$ 748	\$ 23,914	\$ 20,740	\$ 4,198	\$ 655	\$ 25,593

#### Advisory Business

Tremont provides advisory services to SEVN, a publicly traded mortgage REIT that focuses on originating and investing in first mortgage loans secured by middle market and transitional commercial real estate. Tremont is primarily compensated pursuant to its management agreement with SEVN based on a percentage of equity, as defined in the applicable agreement.

Tremont earned advisory services revenue of \$1,125 \$1,126 and \$1,091 \$1,139 for the three months ended December 31, 2023 March 31, 2024 and 2022, 2023, respectively, and \$2,251 and \$2,230 for the six months ended March 31, 2024 and 2023, respectively. Tremont also earned incentive fees from SEVN of \$299 \$60 and \$359 for the three and six months ended December 31, 2023 March 31, 2024, respectively. Tremont did not earn incentive fees from SEVN for the three or six months ended December 31, 2022 March 31, 2023.

## RESULTS OF OPERATIONS (dollars in thousands)

Three Months Ended December 31, 2023 March 31, 2024, Compared to the Three Months Ended December 31, 2022 March 31, 2023

The following table presents the changes in our operating results for the three months ended December 31, 2023 March 31, 2024 compared to the three months ended December 31, 2022 March 31, 2023:

		Three Months Ended December 31,											
		2023		2022		\$		Change		% Change			
		Three Months Ended March 31,											
		2024		2023		\$		Change		% Change			
Revenues:													
Management services													
Management services													
Management services		\$ 45,094	\$	\$ 48,548	\$	\$(3,454)	(7.1)%	(7.1)%		\$ 48,460	\$	\$	4
Incentive fees													
Incentive fees													
Incentive fees		299	—	—	299	299	n/m	n/m		60	—		
Advisory services	Advisory services	1,125	1,091	1,091	34	34	3.1%	3.1%		Advisory services	1,126		1,139
Total management, incentive and advisory services revenues	Total management, incentive and advisory services revenues	46,518	49,639	49,639	(3,121)	(3,121)	(6.3)%	(6.3)%		Total management, incentive and advisory services revenues	49,646		48,209
Reimbursable compensation and benefits	Reimbursable compensation and benefits	16,828	14,323	14,323	2,505	2,505	17.5%	17.5%		Reimbursable compensation and benefits	22,629		14,883
Reimbursable equity based compensation	Reimbursable equity based compensation	2,327	2,289	2,289	38	38	1.7%	1.7%		Reimbursable equity based compensation	242		3,232
Other reimbursable expenses	Other reimbursable expenses	195,998	184,489	184,489	11,509	11,509	6.2%	6.2%		Other reimbursable expenses	145,232		142,095
Total reimbursable costs	Total reimbursable costs	215,153	201,101	201,101	14,052	14,052	7.0%	7.0%		Total reimbursable costs	168,103		160,210
Total revenues	Total revenues	261,671	250,740	250,740	10,931	10,931	4.4%	4.4%		Total revenues	217,749		208,419
Expenses:													
Compensation and benefits													
Compensation and benefits													
Compensation and benefits		34,772	33,264	33,264	1,508	1,508	4.5%	4.5%		44,168	34,536		
Equity based compensation	Equity based compensation	2,829	2,850	2,850	(21)	(21)	(0.7)%	(0.7)%		Equity based compensation	700		3,769
Separation costs	Separation costs	3,544	438	438	3,106	3,106	n/m	n/m		Separation costs	410		500



Total compensation and benefits expense	Total compensation and benefits expense	41,145	36,552	36,552	4,593	4,593	12.6%	12.6%	Total compensation and benefits expense	45,278	38,805
General and administrative	General and administrative	9,511	9,163	9,163	348	348	3.8%	3.8%	General and administrative	11,641	9,460
Other reimbursable expenses	Other reimbursable expenses	195,998	184,489	184,489	11,509	11,509	6.2%	6.2%	Other reimbursable expenses	145,232	142,095
Transaction and acquisition related costs	Transaction and acquisition related costs	3,987	—	—	3,987	3,987	n/m	n/m	Transaction and acquisition related costs	2,628	—
Depreciation and amortization	Depreciation and amortization	423	268	268	155	155	57.8%	57.8%	Depreciation and amortization	1,223	272
Total expenses	Total expenses	251,064	230,472	230,472	20,592	20,592	8.9%	8.9%	Total expenses	206,002	190,632
Operating income	Operating income	10,607	20,268	20,268	(9,661)	(9,661)	(47.7)%	(47.7)%	Operating income	11,747	17,787
Interest income	Interest income	3,508	1,770	1,770	1,738	1,738	98.2%	98.2%	Interest income	2,523	2,234
Gain (loss) on equity method investments											
Gain (loss) on equity method investments											
Gain (loss) on equity method investments		4,049		(5,314)		9,363		176.2%			
Gain on equity method investments											
Gain on equity method investments											
Gain on equity method investments		563		28,164		(27,601)		(98.0)%			
Income before income tax expense	Income before income tax expense	18,164	16,724	16,724	1,440	1,440	8.6%	8.6%	Income before income tax expense	14,833	48,185
Income tax expense	Income tax expense	(2,638)	(2,484)	(2,484)	(154)	(154)	(6.2)%	(6.2)%	Income tax expense	(2,120)	(6,883)
Net income	Net income	15,526	14,240	14,240	1,286	1,286	9.0%	9.0%	Net income	12,713	41,302
Net income attributable to noncontrolling interest in The RMR Group LLC											
Net income attributable to noncontrolling interest in The RMR Group LLC											
Net income attributable to noncontrolling interest in The RMR Group LLC		(8,531)	(7,903)	(7,903)	(628)	(628)	(7.9)%	(7.9)%		(6,863)	(22,829)
Net loss attributable to noncontrolling interest in consolidated entity	Net loss attributable to noncontrolling interest in consolidated entity	2	—	—	2	2	n/m	n/m	Net loss attributable to noncontrolling interest in consolidated entity	12	—
Net income attributable to The RMR Group Inc.	Net income attributable to The RMR Group Inc.	\$ 6,997	\$	\$ 6,337	\$	\$ 660	10.4%	10.4%	Net income attributable to The RMR Group Inc.	\$5,862	\$

n/m - not meaningful

**Management services revenue.** Management services revenue decreased \$3,454 increased \$1,390 primarily due to growth in management services revenue of \$5,462 related to our acquisition of MPC in December 2023, partially offset by declines in management fees earned from TA of \$4,191 \$3,785 as a result of the termination of its business

management agreement with us on May 15, 2023, partially offset by growth in management services revenue of \$714 related to our acquisition of MPC in the current period.

**Incentive fees revenue.** Incentive fees for the 2024 fiscal period include an incentive fee of \$299 earned by Tremont from SEVN. For further information about these fees, see Note 4, *Revenue Recognition*, and Note 8, *Related Person Transactions*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

**Advisory services revenue.** Advisory services revenue was relatively unchanged from the prior period.

**Reimbursable compensation and benefits.** Reimbursable compensation and benefits include reimbursements, at cost, that arise primarily from services our employees provide pursuant to our property management agreements at the properties of our clients. A significant portion of these compensation and benefits are charged or passed through to and paid by tenants of our clients. Reimbursable compensation and benefits increased \$2,505 \$7,746 primarily due to the impact of our acquisition of MPC and annual merit increases that were effective October 1, 2023.

**Reimbursable equity based compensation.** Reimbursable equity based compensation includes awards of common shares by our clients directly to certain of our officers and employees in connection with the provision of management services to those clients. We record an equal, offsetting amount as equity based compensation expense for the value of these awards. Reimbursable equity based compensation revenue increased \$38 decreased \$2,990 primarily as a result of increases decreases in certain of our clients' respective share prices.

**Other reimbursable expenses.** For further information about these reimbursements, see Note 4, *Revenue Recognition*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

**Compensation and benefits.** Compensation and benefits consist of employee salaries and other employment related costs, including health insurance expenses and contributions related to our employee retirement plan. Compensation and benefits expense increased \$1,508 \$9,632 primarily due to annual merit increases the impact of our acquisition of MPC, which was partially offset by cost containment measures that were effective October 1, 2023, reduced headcount.

**Equity based compensation.** Equity based compensation consists of the value of vested shares awarded to certain of our employees under our and our clients' equity compensation plans. Equity based compensation was relatively unchanged from the prior period, decreased \$3,069 primarily as a result of decreases in certain of our clients' respective share prices.

**Separation costs.** Separation costs consist of employment termination costs. For further information about these costs, see Note 8, *Related Person Transactions*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

**General and administrative.** General and administrative expenses consist of office related expenses, information technology related expenses, employee training, travel, professional services expenses, director compensation and other administrative expenses. General and administrative costs increased \$348 \$2,181 primarily due to the impact of our acquisition of MPC and increases in third party costs related to our expanded role in construction oversight, oversight at hotel and senior living properties.

**Transaction and acquisition related costs.** Transaction and acquisition related costs in the 2024 fiscal period primarily represent costs associated with integration expenses related to our acquisition of MPC on December 19, 2023. MPC.

**Depreciation and amortization.** Depreciation and amortization increased \$155 \$951 primarily due to amortization of acquisition MPC related intangible assets of \$122 in the current period.

**Interest income.** Interest income increased \$1,738 primarily \$289 due to higher interest earned during the 2024 fiscal period primarily as a result of higher interest rates and higher average cash balances invested compared to the prior period, rates.

**Gain (loss) on equity method investments.** Gain (loss) Gain on equity method investments represents the unrealized and realized gains or losses on our investments in SEVN and TA common shares. For further information, see Note 5, *Investments*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

**Income tax expense.** The increase decrease in income tax expense of \$154 \$4,763 is primarily attributable to lower taxable income for the 2024 fiscal period compared to the same period in the prior fiscal year.

#### Six Months Ended March 31, 2024, Compared to the Six Months Ended March 31, 2023

The following table presents the changes in our operating results for the six months ended March 31, 2024 compared to the six months ended March 31, 2023:

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	Six Months Ended March 31,			
	2024	2023	\$ Change	% Change
<b>Revenues:</b>				
Management services	\$ 93,554	\$ 95,618	\$ (2,064)	(2.2)%
Incentive fees	359	—	359	n/m
Advisory services	2,251	2,230	21	0.9%
Total management, incentive and advisory services revenues	96,164	97,848	(1,684)	(1.7)%
Reimbursable compensation and benefits	39,457	29,206	10,251	35.1%
Reimbursable equity based compensation	2,569	5,521	(2,952)	(53.5)%
Other reimbursable expenses	341,230	326,584	14,646	4.5%
Total reimbursable costs	383,256	361,311	21,945	6.1%
Total revenues	479,420	459,159	20,261	4.4%
<b>Expenses:</b>				
Compensation and benefits	78,940	67,800	11,140	16.4%
Equity based compensation	3,529	6,619	(3,090)	(46.7)%
Separation costs	3,954	938	3,016	n/m
Total compensation and benefits expense	86,423	75,357	11,066	14.7%
General and administrative	21,152	18,623	2,529	13.6%
Other reimbursable expenses	341,230	326,584	14,646	4.5%
Transaction and acquisition related costs	6,615	—	6,615	n/m
Depreciation and amortization	1,646	540	1,106	n/m
Total expenses	457,066	421,104	35,962	8.5%
Operating income	22,354	38,055	(15,701)	(41.3)%
Interest income	6,031	4,004	2,027	50.6%
Gain on equity method investments	4,612	22,850	(18,238)	(79.8)%
Income before income tax expense	32,997	64,909	(31,912)	(49.2)%
Income tax expense	(4,758)	(9,367)	4,609	49.2%
Net income	28,239	55,542	(27,303)	(49.2)%
Net income attributable to noncontrolling interest in The RMR Group LLC	(15,394)	(30,732)	15,338	49.9%
Net loss attributable to noncontrolling interest in consolidated entity	14	—	14	n/m
Net income attributable to The RMR Group Inc.	\$ 12,859	\$ 24,810	\$ (11,951)	(48.2)%

n/m - not meaningful

**Management services revenue.** Management services revenue decreased \$2,064 primarily due to declines in management fees earned from TA of \$7,976 as a result of the termination of its business management agreement with us on May 15, 2023, partially offset by growth in management services revenue of \$6,176 related to our acquisition of MPC in the current period.

**Reimbursable compensation and benefits.** Reimbursable compensation and benefits increased \$10,251 primarily due to the impact of our acquisition of MPC and annual merit increases that were effective October 1, 2023.

**Reimbursable equity based compensation.** Reimbursable equity based compensation decreased \$2,952 primarily as a result of our clients' annual employee share awards and decreases in certain of our clients' respective share prices.

**Other reimbursable expenses.** For further information about these reimbursements, see Note 4, *Revenue Recognition*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

**Compensation and benefits.** Compensation and benefits expense increased \$11,140 primarily due to the impact of our acquisition of MPC and annual merit and benefit increases.

**Equity based compensation.** Equity based compensation decreased \$3,090 primarily as a result of decreases in certain of our clients' respective share prices.

**Separation costs.** For further information about these costs, see Note 8, *Related Person Transactions*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

**General and administrative.** General and administrative costs increased \$2,529 primarily due to the impact of our acquisition of MPC, strategic technology investments and increases in third party costs related to our expanded role in construction oversight.

**Transaction and acquisition related costs.** Transaction and acquisition related costs in the 2024 fiscal period primarily represent costs associated with our acquisition of MPC and related integration expenses.

**Depreciation and amortization.** Depreciation and amortization increased \$1,106 primarily due to amortization of MPC acquisition related intangible assets in the current period.

**Interest income.** Interest income increased \$2,027 primarily due to higher interest earned during the 2024 fiscal period primarily as a result of higher interest rates and higher average cash balances invested compared to the prior period.

**Gain on equity method investments.** Gain on equity method investments represents the unrealized and realized gains or losses on our investments in SEVN and TA common shares. For further information, see Note 5, *Investments*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

**Income tax expense.** The decrease in income tax expense of \$4,609 is primarily attributable to lower taxable income for the 2024 fiscal period compared to the same period in the prior fiscal year.

#### LIQUIDITY AND CAPITAL RESOURCES (dollars in thousands, except per share amounts)

Our current assets have historically been comprised predominantly of cash, cash equivalents and receivables for business management, property management and advisory services fees. As of December 31, 2023, March 31, 2024 and September 30, 2023, we had cash and cash equivalents of \$202,428, \$192,108 and \$267,989, respectively, of which \$30,260, \$25,918 and \$26,802, respectively, was held by RMR Inc., with the remainder being held at RMR LLC. Cash and cash equivalents include all short term, highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less from the date of purchase. As of December 31, 2023, March 31, 2024 and September 30, 2023, \$191,486, \$180,444 and \$265,800, respectively, of our cash and cash equivalents were invested in money market bank accounts. We believe that our cash and cash equivalents leave us well positioned to pursue a range of capital allocation strategies, with a focus on the growth of our private capital business, to fund our operations and enhance our technology infrastructure, in the next twelve months.

On December 19, 2023, we completed our acquisition of MPC for total cash consideration of \$84,474. We are also obligated to pay the Earnout, if earned, which we currently estimate at \$14,547, \$14,847 and which will be payable over the next three years, based on our current expectations for the deployment of capital remaining in investment funds managed by MPC prior to the end of such fund's investment period. In addition to the Earnout, we agreed to pay Retention Payments to certain employees of MPC in an aggregate amount of \$4,200 for their continued employment through December 31, 2025.

Our liquidity is highly dependent upon our receipt of fees from the businesses that we manage. Historically, we have funded our working capital needs with cash generated from our operating activities and we currently do not maintain any credit facilities. We expect that our future working capital needs will relate largely to our operating expenses, primarily consisting of employee compensation and benefits costs, our obligation to make quarterly tax distributions to the members of RMR LLC, our plan to make quarterly distributions on our Class A Common Shares and Class B-1 Common Shares and our plan to pay quarterly distributions to the members of RMR LLC in connection with the quarterly dividends to RMR Inc. shareholders. Our management fees are typically payable

We believe that our cash and cash equivalents leave us well positioned to us within 30 days pursue a range of capital allocation strategies, with a focus on the end of each month or, in the case of annual incentive business management fees earned from the Managed Equity REITs, if any, within 30 days following each calendar year end. Quarterly incentive fees earned from SEVN, if any, are payable generally within 30 days following the end of the applicable quarter. Historically, we have not experienced losses on collection growth of our fees and have not recorded any allowances for bad debts.

During the three months ended December 31, 2023, we paid cash distributions to the holders of our Class A Common Shares, Class B-1 Common Shares and to the other owner of RMR LLC membership units in the aggregate amount of \$11,484. On January 11, 2024, we declared a quarterly dividend on our Class A Common Shares and Class B-1 Common Shares to our shareholders of record as of January 22, 2024 in the amount of \$0.40 per Class A Common Share and Class B-1 Common Share, or \$6,683. This dividend will be partially funded by a distribution from RMR LLC to holders of its membership units in the amount of \$0.32 per unit, or \$10,147, of which \$5,347 will be distributed to us based on our aggregate ownership of 16,708,723 membership units of RMR LLC and \$4,800 will be distributed to ABP Trust based on its ownership of 15,000,000 membership units of RMR LLC. The remainder of this dividend will be funded with cash accumulated at RMR Inc. We expect the total dividend will amount to approximately \$11,483 and we expect to pay this dividend on or about February 15, 2024. See Note 9, *Shareholders' Equity*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information regarding these distributions.

For the three months ended December 31, 2023, pursuant to the RMR LLC operating agreement, RMR LLC made required quarterly tax distributions to its holders of its membership units totaling \$8,662, of which \$4,560 was distributed to us and \$4,102 was distributed to ABP Trust, based on each membership unit holder's then respective ownership percentage in RMR LLC. The \$4,560 distributed to us was eliminated in our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, and the \$4,102 distributed to ABP Trust was recorded as a reduction of its noncontrolling interest. We expect to use a portion of these funds distributed to us to pay our tax liabilities and amounts due under the tax receivable agreement described in Note 8, *Related Person Transactions*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q. We expect to use the remaining funds distributed to us private capital business, to fund our long-term tax liabilities operations and pay dividends. enhance our technology infrastructure, in the next twelve months. Our experienced platform and existing relationships with institutional investors has provided us with significant opportunities to continue expanding our private capital business. We intend to diversify and further grow our private capital revenues by sponsoring and managing new real estate related investment funds that may invest in the equity of real estate or provide commercial mortgage loans secured by middle market and transitional real estate in the U.S. We anticipate that using our capital for possible formation costs and co-investment in these funds will diversify our revenues and generate management fees, incentive fees and potential promote income.

In April 2024, we accepted a loan application from a prospective borrower for a floating rate first mortgage loan secured by a hotel property in Revere, MA for a total commitment of \$40,000. We also plan to make additional commitments for similar type loans in the coming months and we plan to finance these loan investments through a repurchase facility with a bank. These activities are part of a strategic initiative to expand our private capital business. Our plan is to amass a small portfolio of loans over the coming months and bring in third party investors to invest in a Tremont managed investment vehicle that holds these loans and to continue growing the vehicle by making additional loans in the future.

#### Cash Flows

The \$1,831 increase \$7,099 decrease in net cash from operating activities for the three six months ended December 31, 2023 March 31, 2024 compared to the prior period reflects a decrease in net income partially offset by favorable changes in working capital and increases in net income, capital. The \$78,977 \$78,766 increase in net cash used in investing activities for the three six months ended December 31, 2023 March 31, 2024 compared to the prior period was due to our acquisition of MPC in the current fiscal period. Net cash used in financing activities for the three six months ended December 31, 2023 March 31, 2024 was relatively unchanged compared to the prior period.

As of December 31, 2023 March 31, 2024, we had no off-balance sheet arrangements that have had or that we expect would be reasonably likely to have a material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

#### Tax Receivable Agreement

We are party to a tax receivable agreement which provides for the payment by RMR Inc. to ABP Trust of 85.0% of the amount of savings, if any, in U.S. federal, state and local income tax or franchise tax that RMR Inc. realizes as a result of (a) the increases in tax basis attributable to RMR Inc.'s dealings with ABP Trust and (b) tax benefits related to imputed interest deemed to be paid by it as a result of the tax receivable agreement. See Note 8, *Related Person Transactions*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q and "Business—Our Organizational Structure—tax receivable agreement" in our Annual Report on Form 10-K for the fiscal year ended September

30, 2019, September 30, 2019. As of December 31, 2023 March 31, 2024, our condensed consolidated balance sheet reflects a liability related to the tax receivable agreement of \$23,229, of which we expect to pay \$2,343 to ABP Trust during the fourth quarter of fiscal year 2024.

#### Market Risk and Credit Risk

We have not invested in derivative instruments, borrowed through issuing debt securities or transacted in foreign currencies. As a result, we are not subject to significant direct market risk related to interest rate changes, changes to the market standard for determining interest rates, commodity price changes or credit risks; however, if any of these risks were to negatively impact our clients' businesses or market capitalization, our revenues would likely decline. To the extent we change our approach on the foregoing activities, or engage in other activities, our market and credit risks could change. See Part I, Item 1A "Risk Factors" of our 2023 Annual Report for the risks to us and our clients.

#### Risks Related to Cash and Short Term Investments

Our cash and cash equivalents include short term, highly liquid investments readily convertible to known amounts of cash that have original maturities of three months or less from the date of purchase. We invest a substantial amount of our cash in money market bank accounts. The majority of our cash is maintained in U.S. bank accounts. Some U.S. bank account balances exceed the Federal Deposit Insurance Corporation insurance limit. We believe our cash and short term investments are not subject to any material interest rate risk, equity price risk, credit risk or other market risk.

#### Related Person Transactions

We have relationships and historical and continuing transactions with Adam D. Portnoy, the Chair of our Board and one of our Managing Directors, as well as our clients. For further information about these and other such relationships and related person transactions, please see Note 8, *Related Person Transactions*, to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, our 2023 Annual Report, our definitive Proxy Statement for our 2024 Annual Meeting of Shareholders and our other filings with the SEC. In addition, see the section captioned "Risk Factors" in our 2023 Annual Report for a description of risks that may arise as a result of these and other related person transactions and relationships. We may engage in additional transactions with related persons, including businesses to which RMR LLC or its subsidiaries provide management services.

#### Critical Accounting Estimates

The preparation of our condensed consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect reported amounts. Actual results could differ from those estimates. A discussion of our critical accounting estimates is included in our 2023 Annual Report. In addition to the critical accounting estimates identified in our 2023 Annual Report, the estimation of fair values represents a critical accounting estimate in these condensed consolidated financial statements. The estimation of fair value involves a significant level of judgment and estimation uncertainty, and actual results could be materially different and have a material impact on our financial condition and results of operations.

We accounted for the Acquisition as a business combination. We used estimates and assumptions to assign fair values to assets acquired and liabilities assumed, including intangible assets. Determining the fair value of intangible assets requires us to use estimates and assumptions including, but not limited to, expected future cash inflows and outflows, useful lives, discount rates and income tax rates. Fair values were determined based on estimates and assumptions we believe to be reasonable, but that are unpredictable and inherently uncertain. Unanticipated events and circumstances may occur that could materially affect the accuracy of such estimates, assumptions or actual results.

The fair value of our Earnout liability was determined using a Monte Carlo simulation model and is inherently uncertain. Inputs into the model require estimates and assumptions regarding the timing and deployment of future capital, the historical volatility of similar market transactions, and discount rates and credit ratings for companies similar to ours. The Earnout liability is remeasured on a quarterly basis and changes to our estimates and assumptions are likely to have a significant impact on the fair value estimate of the Earnout liability. In addition, actual payments required under the Earnout may differ significantly from our estimates and could have a material impact to our results of operations and financial condition.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Quantitative and Qualitative disclosures about market risk are set forth above in "Item 2—Management's Discussion and Analysis of Financial Condition and Results of Operation—Market Risk and Credit Risk."

### Item 4. Controls and Procedures

As of the end of the period covered by this report, our management carried out an evaluation, under the supervision and with the participation of our President and Chief Executive Officer and our Executive Vice President, Chief Financial Officer and Treasurer, of the effectiveness of our disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our President and Chief Executive Officer and our Executive Vice President, Chief Financial Officer and Treasurer concluded that our disclosure controls and procedures are effective.

On December 19, 2023, we completed the acquisition of MPC. We are in the process of integrating MPC into our systems and control environment as of September 30, 2024. For further information regarding this acquisition, see Note 3. *Acquisition of MPC Partnership Holdings LLC*, to the condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q. Subject to the foregoing, no changes in our internal control over financial reporting during the quarter ended **December 31, 2023** **March 31, 2024** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### WARNING CONCERNING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other securities laws that are subject to risks and uncertainties. These statements may include words such as "believe", "expect", "anticipate", "intend", "plan", "estimate", "will", "may" and negatives or derivatives of these or similar expressions. These forward-looking statements include, among others, statements about: our business strategy; economic and industry conditions; the impact and opportunities for our and our clients' businesses from business cycles in the U.S. real estate industry as well as economic and industry conditions; our belief that it is possible to grow real estate based businesses in selected property types or geographic areas despite general national trends; our cash and cash equivalents, including their sufficiency to pursue a range of capital allocation strategies and fund our operations and enhance our technology infrastructure and risk exposure; and our sustainability practices.

Forward-looking statements reflect our current expectations, are based on judgments and assumptions, are inherently uncertain and are subject to risks, uncertainties and other factors, which could cause our actual results, performance or achievements to differ materially from expected future results, performance or achievements expressed or implied in those forward-looking statements. Some of the risks, uncertainties and other factors that may cause actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, but are not limited to, the following:

- The dependence of our revenues on a limited number of clients,
- The variability of our revenues,
- Risks related to supply chain constraints, commodity pricing and inflation, including inflation impacting wages and employee benefits,
- Changing market conditions, practices and trends, which may adversely impact our clients and the fees we receive from them,
- Potential terminations of the management agreements with our clients,
- Increases in or sustained high market interest rates, which may significantly reduce our revenues or impede our growth,
- Our dependence on the growth and performance of our clients,
- Our ability to obtain or create new clients for our business and other circumstances beyond our control,
- The ability of our clients to operate their businesses profitably, optimize their capital structures and to grow and increase their market capitalizations and total shareholder returns,
- Our ability to successfully provide management services to our clients,
- Our ability to maintain or increase the distributions we pay to our shareholders,

- Our ability to successfully pursue and execute capital allocation and new business strategies,
- Our ability to prudently invest in our business to enhance our operations, services and competitive positioning,
- Our ability to successfully integrate acquired businesses and realize our expected returns on our investments,
- Risk that cost savings and synergies anticipated to be realized by the MPC acquisition may not be fully realized or may take longer to realize than expected,
- Changes to our operating leverage or client diversity,
- Litigation risks,
- Risks related to acquisitions, dispositions and other activities by or among our clients,
- Allegations, even if untrue, of any conflicts of interest arising from our management activities,
- Our ability to retain the services of our managing directors and other key personnel,
- Our and our clients' risks associated with our and our clients' costs of compliance with laws and regulations, including securities regulations, exchange listing standards and other laws and regulations affecting public companies, and
- Other matters.

These risks, uncertainties and other factors are not exhaustive and should be read in conjunction with other cautionary statements that are included in our periodic filings. The information contained in our filings with the SEC, including under the caption "Risk Factors" in our periodic reports, or incorporated therein, identifies important factors that could cause differences from the forward-looking statements in this Quarterly Report on Form 10-Q. Our filings with the SEC are available on the SEC's website at [www.sec.gov](http://www.sec.gov).

You should not place undue reliance upon our forward-looking statements.

Except as required by law, we do not intend to update or change any forward-looking statements as a result of new information, future events or otherwise.

Part II. Other Information

Item 1A. Risk Factors

There have been no material changes to the risk factors from those we previously provided in our 2023 Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer purchases of equity securities.

The following table provides information about our purchases of our equity securities during the quarter ended December 31, 2023 March 31, 2024:

		Total Number of Shares Purchased										
		Number of Shares	Number of Shares	Average Price Paid or Programs	as Part of Publicly Announced Plans	Yr Purc the						
Calendar Month	Calendar Month	Purchased (1)	per Share		Programs	Calendar Month						
November 1 - November 30, 2023		492	\$ 23.82		N/A							
January 1 - January 31, 2024		1,832	\$ 27.53		N/A							
March 1 - March 31, 2024		2,568	24.21		N/A							
Total	Total	4,400	\$ 25.59	N/A		N/A						



Total				
Total	492	\$	23.82	N/A

- (1) These Class A Common Share withholdings and purchases were made to satisfy tax withholding and payment obligations in connection with the vesting of awards of our Class A Common Shares. We withheld and purchased these shares at their fair market values based upon the trading prices of our Class A Common Shares at the close of trading on Nasdaq on the purchase dates.

## Item 6. Exhibits

Exhibit Number	Description
3.1	<a href="#">Articles of Amendment and Restatement of the Registrant Registrant. (Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-207423) filed with the SEC on October 14, 2015.)</a>
3.2	<a href="#">Articles of Amendment, filed July 30, 2015. (Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-207423) filed with the SEC on October 14, 2015.)</a>
3.3	<a href="#">Articles of Amendment, filed September 11, 2015. (Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-207423) filed with the SEC on October 14, 2015.)</a>
3.4	<a href="#">Articles of Amendment, filed March 9, 2016. (Incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 001-37616) filed with the SEC on March 11, 2016.)</a>
3.5	<a href="#">Articles of Amendment, filed November 14, 2022. (Incorporated by reference to the Registrant's Annual Report on Form 10-K (File No. 001-37616) filed with the SEC on November 14, 2022.)</a>
3.6	<a href="#">Fourth Amended and Restated Bylaws of the Registrant adopted September 13, 2017. (Incorporated by reference to the Registrant's Current report on Form 8-K (File No. 001-37616) filed with the SEC on September 15, 2017.)</a>
4.1	<a href="#">Form of The RMR Group Inc. Share Certificate for Class A Common Stock, Stock. (Incorporated by reference to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-207423) filed with the SEC on November 2, 2015.)</a>
4.2	<a href="#">Registration Rights Agreement, dated as of June 5, 2015, by and between the Registrant and ABP Trust (formerly known as Reit Management and Research Trust). (Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-207423) filed with the SEC on October 14, 2015.)</a>
31.1	<a href="#">Rule 13a-14(a) Certification. (Filed herewith.)</a>
31.2	<a href="#">Rule 13a-14(a) Certification. (Filed herewith.)</a>
32.1	<a href="#">Section 1350 Certification. (Furnished herewith.)</a>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document. (Filed herewith.)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document. (Filed herewith.)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document. (Filed herewith.)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document. (Filed herewith.)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document. (Filed herewith.)
104	Cover Page Interactive Data File. (formatted as Inline XBRL and contained in Exhibit 101.)

(+) Contract with management or compensatory plan or arrangement.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /s/ Matthew P. Jordan  
Matthew P. Jordan  
Executive Vice President, Chief Financial Officer and Treasurer (principal financial officer and principal accounting officer)  
Dated: February 7, 2024 May 7, 2024



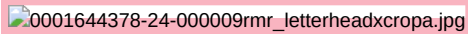


Exhibit 10.1

**EXECUTION VERSION**

November 15, 2023

Ms. Jennifer Francis  
[ADDRESS OMITTED]

Dear Jennifer:

You and The RMR Group LLC ("RMR") are entering into this letter agreement (this "Agreement") to confirm the terms and conditions of your retirement from RMR on July 1, 2024 (the "Retirement Date").

#### **I. TRANSITION PERIOD AND RETIREMENT**

(A) **Resignations.** You will continue to serve as an Executive Vice President of RMR and President and Chief Executive Officer of Diversified Healthcare Trust ("DHC") until December 31, 2023, as of which date you will resign from such offices and from any other officer or related positions you hold within RMR, DHC and any other RMR managed company. You will resign as a Managing Trustee of DHC and any other board positions on the earliest of: (1) the 2024 annual meeting of shareholders; (2) July 1, 2024; or (3) as requested by RMR or the applicable board of trustees. You will continue to serve as an employee of RMR until the Retirement Date in order to transition your duties and responsibilities to your successor(s). After December 31, 2023, you will work remotely from the address shown above, or other locations from time to time.

(B) **Payments until the Retirement Date.** Until December 31, 2023, you will continue to receive the same cash salary compensation as you currently receive, payable consistent with past practices. From January 1, 2024 until the Retirement Date, RMR will pay your base salary at a rate of \$10,000 per month. Subject to any contribution required by you consistent with past practices, RMR will maintain and provide all your current insurance and employee benefits through July 31, 2024. All of your existing share grants will continue to vest through the Retirement Date pursuant to the existing vesting schedule (as set forth in the applicable equity agreements).

(C) **Retirement and Transition Responsibilities.** From January 1, 2024 until the Retirement Date, you will work towards the orderly transition of your responsibilities and use all reasonable efforts to assist in training your successor(s). It is understood that you will be working remotely from the address above during this transition period, but will be available by telephone or video conference.

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Jennifer Francis  
November 15, 2023  
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(D) **Licensing.** As soon as practicable after this Agreement is executed, RMR will take all reasonable steps and work with its managed companies to the best of its ability to remove you from any lender or other applicable licenses. You agree to cooperate with all such efforts.

(E) **Payments and Benefits on the Retirement Date.** On the Retirement Date, RMR will pay your unpaid wages for the period through the Retirement Date, subject to all usual and applicable taxes and deductions. Your health insurance on our group plan will terminate on July 31, 2024. To continue any health insurance beyond that date, you must complete a continuation of coverage (COBRA) election form and make timely payments for

coverage. Information regarding COBRA will be mailed to you. Any group life and disability insurance on our group plan will terminate on July 31, 2024, as will your participation in the RMR 401(k) plan.

(F) **Retirement Benefits.** Provided you sign and do not revoke this Agreement and the Waivers and Releases of Claims attached as Exhibit A and Exhibit B and you satisfactorily perform your transition responsibilities, you will receive the following additional retirement payments and benefits:

(1) **Cash Payments.** RMR will pay you a cash payment in the amount of \$1,125,000, less applicable deductions, on the later of January 31, 2024 or ten (10) days after your execution of Exhibit A, and a second lump sum payment of \$1,125,000, subject to applicable deductions, on the later of August 1, 2024 or ten (10) days after your execution of Exhibit B.

(2) **RMR and RMR Public Company Share Grants.**

(a) Prior to the Retirement Date, RMR will recommend to the Boards of Directors and Boards of Trustees of The RMR Group Inc. ("RMR Inc."), DHC, Service Properties Trust, Office Properties Income Trust, Industrial Logistics Properties Trust and Seven Hills Realty Trust (together, the "RMR Public Companies") that all of your existing share grants vest (which vesting includes the lifting of any restrictions) immediately in full upon the Retirement Date and that you be permitted to settle any resulting tax liability with vesting shares, commonly referred to as "net share settlement," on a company-by-company basis. RMR will cooperate with you in removing any restrictive legends from your vested shares in the RMR Public Companies.

(b) You agree for the benefit of the applicable RMR Public Company that, as long as you own the shares referenced above in 2(a) in the RMR Public Companies, your shares shall be voted at any meeting of the shareholders of the RMR Public Companies or in connection with any consent solicitation or other action by shareholders in favor of all nominees for director and all proposals recommended by the Board of Directors or Trustees in the proxy statement for such meeting or materials for such written consent or other action. This obligation does not apply to your estate. If your shares are not voted in accordance with this covenant and such failure continues after notice, you agree to pay liquidated damages to the applicable RMR Public Company in an amount equal to the market value of the shares not so voted. For the avoidance of doubt, this provision is for the benefit of each RMR Public Company only with respect to your shares in such company and is not an agreement with RMR.

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Jennifer Francis

November 15, 2023

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(c) You understand and agree that, although the RMR Code of Business Conduct and Ethics will no longer apply to you after the Retirement Date, you are subject to all laws and regulations with respect to all of your shares in the RMR Public Companies, including, but not limited to, those applicable to the purchase or sale of securities while in possession of material, non-public information concerning the RMR Public Companies.

(G) **Mobile Phone Number.** RMR agrees to consent to and cooperate with you in the transfer to you of your mobile phone number, and to pay for any costs associated with such transfer (except that you will be responsible for the cost of replacement service). You agree to be responsible for all cell phone payments for service after the Retirement Date.

## II. RELEASE

You, your heirs, executors, legal representatives, successors and assigns, individually and in their beneficial capacity, hereby unconditionally and irrevocably release and forever discharge RMR, the RMR Public Companies, AlerisLife Inc., Sonesta International Hotels Corporation and any companies managed by RMR from time to time (the "RMR Companies"), and their past, present and future officers, directors, trustees, employees, representatives, shareholders, attorneys, agents, consultants, contractors, successors, and affiliates -hereinafter referred to as the "Releasees" -or any of them of and from any and all suits, claims, demands, interest, costs (including attorneys' fees and costs actually incurred), expenses, actions and causes of action, rights, liabilities, obligations, promises, agreements, controversies, losses and debts of any nature whatsoever related to or arising out of your employment or termination thereof, which you, your heirs, executors, legal representatives, successors and assigns, individually and/or in their beneficial capacity, now have, own or hold, or at any time heretofore ever had, owned or held, or could have owned or held, whether known or unknown, suspected or unsuspected, from the beginning of the world to the date of execution of this Agreement including, without limitation, any claims arising at law or in equity or in a court, administrative, arbitration, or other tribunal of any state or country arising out of or in connection with your employment by RMR; any claims against the Releasees based on statute, regulation, ordinance, contract, or tort; any claims

against the Releasees relating to wages, compensation, benefits, retaliation, negligence, or wrongful discharge; any claims arising under Title VII of the Civil Rights Act of 1964, as amended, the Age Discrimination in Employment Act, as amended, the Older Workers' Benefit Protection Act, as amended, the Equal Pay Act, as amended, the Fair Labor Standards Act, as amended, the Employment Retirement Income Security Act, as amended, the Americans with Disabilities Act of 1990 ("ADA"), as amended, The ADA Amendments Act, the Lilly Ledbetter Fair Pay Act, the Worker Adjustment and Retraining Notification Act, the Genetic Information NonDiscrimination Act, the Civil Rights Act of 1991, as amended, the Family Medical Leave Act of 1993, as amended, and the Rehabilitation Act, as amended; The Massachusetts Fair Employment Practices Act (Massachusetts General Laws Chapter 151B), The Massachusetts Equal Rights Act, The Massachusetts Equal Pay Act, the Massachusetts Privacy Statute, The Massachusetts Civil Rights Act, the Massachusetts Payment of Wages Act (Massachusetts General Laws Chapter 149 sections 148 and 150), the Massachusetts Overtime regulations (Massachusetts General Laws Chapter 151 sections 1A and 1B), and the Massachusetts Meal Break regulations

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Jennifer Francis  
November 15, 2023  
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(Massachusetts General Laws Chapter 149 sections 100 and 101); and any other claims under any federal or state law for unpaid or delayed payment of wages, overtime, bonuses, commissions, incentive payments or severance, missed or interrupted meal periods, interest, attorneys' fees, costs, expenses, liquidated damages, treble damages or damages of any kind to the maximum extent permitted by law and any claims against the Releasees arising under any and all applicable state, federal, or local ordinances, statutory, common law, or other claims of any nature whatsoever except for claims that cannot be released by law.

Nothing in this Agreement shall affect the EEOC's rights and responsibilities to enforce the Civil Rights Act of 1964, as amended, the Age Discrimination in Employment Act of 1967, as amended, the National Labor Relations Act or any other applicable law, nor shall anything in this Agreement be construed as a basis for interfering with your protected right to file a timely charge with, or participate in an investigation or proceeding conducted by, the EEOC, the National Labor Relations Board (the "NLRB"), or any other state, federal or local government entity; provided, however, if the EEOC, the NLRB, or any other state, federal or local government entity commences an investigation on your behalf, you specifically waive and release your right, if any, to recover any monetary or other benefits of any sort whatsoever arising from any such investigation or otherwise, nor will you seek or accept reinstatement to your former position with RMR. Further, notwithstanding anything to the contrary in this Agreement, you are not releasing any rights or claims to vested benefits.

### **III. TAX PROVISIONS**

You agree that you shall be responsible and will pay your own tax obligations and/or liabilities created under state or federal tax laws by this Agreement.

### **IV. INTERNAL ANNOUNCEMENT AND LETTER OF REFERENCE**

You and Adam Portnoy, RMR's President and Chief Executive Officer, will agree on the timing and content of internal emails and communications to employees of RMR, and external announcements, regarding your retirement. Mr. Portnoy will provide you with a letter of reference which shall be in form and substance mutually acceptable to you and Mr. Portnoy.

### **V. CONFIDENTIALITY**

You agree that, unless otherwise agreed, on or before the Retirement Date, you will return to RMR all property of RMR or any RMR Company including, but not limited, to all documents, records, materials, software, equipment, building keys or entry cards, and other physical property that have come into your possession or been produced by you in connection with your employment; it being agreed, however, that you may retain any home technology issued to you by RMR, including your cell phone, iPad, desktop and laptop. You agree to cooperate with RMR's IT group in effectuating the deletion of all information related to RMR or any RMR Company from this technology immediately after the Retirement Date.

In addition, you shall not at any time reveal to any person or entity, except to employees of RMR or any RMR Company who need to know such information for purposes of their

employment or as otherwise authorized by RMR or the applicable RMR Company in writing, any confidential information of RMR or any RMR Company. Confidential information includes, without limitation, information regarding (i) the marketing, business, operational, and financial activities and/or strategies of RMR or any RMR Company (ii) the costs, sources of supply, financial performance, projects, plans, branding, acquisition or dispositions, proposals and strategic plans of RMR or any RMR Company (iii) any non-public financial information or practices of RMR or any RMR Company and (iv) information and discussions concerning any past or present lawsuits, investigations, arbitrations or other pending or threatened disputes in which RMR or any RMR Company is or was a party.

Nothing in this Agreement prohibits you from reporting possible violations of federal law or regulation, or disclosing any information, to any government agency or entity, including, but not limited, to the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of applicable law. You do not need prior authorization of RMR to make any such reports or disclosures and you are not required to notify RMR that you have made such reports or disclosures. Further, nothing in this Agreement is intended to interfere with your rights to disclose any information which an employer cannot prohibit you from disclosing pursuant to applicable law.

#### **VI. NON-DISPARAGEMENT**

You agree not to make harmful or disparaging remarks, written or oral, concerning RMR or any RMR Company or any of its or their respective directors, officers, trustees, employees, agents or service providers. RMR agrees to instruct its executive officers not to make any harmful or disparaging remarks, written or oral, concerning you. Nothing in this provision shall prevent you from testifying truthfully in connection with any litigation, arbitration or administrative proceeding when compelled by subpoena, regulation or court order.

#### **VII. NON-SOLICITATION**

You agree that for five (5) years following the Retirement Date, you will not, directly or indirectly, without the prior written consent of RMR, solicit, attempt to solicit, assist others to solicit, hire, or assist others to hire for employment any person who is, or within the preceding six (6) months was, an employee of RMR or any RMR Company.

#### **VIII. BREACH OF SECTIONS V, VI OR VII**

The parties agree that any breach of Sections V, VI or VII of this Agreement will cause irreparable damage to the non-breaching party and that, in the event of such a breach or threatened breach, the non-breaching party shall have, in addition to any and all remedies at law, the right to an injunction, specific performance or other equitable relief to prevent the violation of any obligations hereunder. The parties agree that, in the event that any provision of Section V, VI, or VII shall be determined by any court of competent jurisdiction or arbitration panel to be unenforceable, such provision shall be deemed to be modified to permit its enforcement to the maximum extent permitted by law.

#### **IX. CONSULTING AND COOPERATION**

After the Retirement Date and until December 31, 2024, RMR may request additional transitional services from you at a rate of \$250 per hour, plus reimbursement of any approved out-of-pocket expenses. Any such services shall be deemed a consultancy and you shall perform such services as an independent contractor, assuming all applicable tax obligations. You acknowledge that as an independent contractor you will not be eligible for any benefits afforded employees of RMR.

Without limitation as to time, you agree to cooperate with RMR and any RMR Company, at reasonable, mutually agreed-upon times and places, with respect to all matters arising during or related to your continuing or past employment, including but not limited to all formal or informal matters in connection with any government investigation, internal investigation, litigation, regulatory or other proceeding which may have arisen or which may arise. RMR or such RMR Company will reimburse you for all reasonable out-of-pocket expenses (not including lost time or opportunity). RMR or such RMR Company will provide appropriate legal representation for you in a manner reasonably determined by RMR or such RMR Company.

#### **X. NON-WAIVER**

Any waiver by a party of a material breach of any provision of this Agreement shall not operate or be construed as a waiver of any subsequent breach of such provision or any other provision hereof.

#### **XI. NON-ADMISSION**

The parties agree and acknowledge that the considerations exchanged herein do not constitute and shall be not construed as constituting an admission of any sort on the part of either party.

#### **XII. NON-USE IN SUBSEQUENT PROCEEDINGS**

The parties agree that this Agreement may not be used as evidence in any subsequent proceeding of any kind except one in which one of the parties alleges a breach of the terms of this Agreement or the Waivers and Releases of Claims or one in which one of the parties elects to use this Agreement as a defense to any claim.

#### **XIII. ADEA ACKNOWLEDGMENT**

You acknowledge that you have carefully read and fully understand this Agreement. You acknowledge that you have not relied on any statement, written or oral, which is not set forth in this Agreement. You further acknowledge that you are hereby advised in writing to consult with an attorney prior to executing this Agreement; that you are not waiving or releasing any rights or claims that may arise after the date of execution of this Agreement; that you are releasing claims under the Age Discrimination in Employment Act (ADEA); that you execute this Agreement in exchange for monies in addition to those to which you are already entitled; that you were

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Jennifer Francis

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provided a period of at least twenty-one (21) days within which to consider this Agreement and a period of seven (7) days following your execution of this Agreement to revoke your ADEA waiver as provided below; that if you voluntarily execute this Agreement prior to the expiration of the 21<sup>st</sup> day, you will voluntarily waive the remainder of the 21 day consideration period; that any changes to this Agreement by you once it has been presented to you will not restart the 21 day consideration period; and you enter into this Agreement knowingly, willingly and voluntarily in exchange for the retirement payments and benefits. To receive the retirement payments and benefits provided in this Agreement, this Agreement must be signed and returned to Diane Proctor, at, if by physical delivery, RMR, Two Newton Place, Suite 300, 255 Washington Street, Newton, MA 02458, or at, if by email delivery, [dproctor@rmrgroup.com](mailto:dproctor@rmrgroup.com).

You may revoke your release of your ADEA claims up to seven (7) days following your signing this Agreement. Notice of revocation must be received in writing by Diane Proctor, at, if by physical delivery, RMR, Two Newton Place, Suite 300, 255 Washington Street, Newton, MA 02458, or at, if by email delivery, [dproctor@rmrgroup.com](mailto:dproctor@rmrgroup.com), no later than the seventh day (excluding the date of execution) following the execution of this Agreement. The ADEA release is not effective or enforceable until expiration of the seven day period. However, the ADEA release becomes fully effective, valid and irrevocable if it has not been revoked within the seven day period immediately following your execution of this Agreement. The parties agree that if you exercise your right to revoke this Agreement, then you are not entitled to the retirement payments set forth in Section I.F. of this Agreement. This Agreement shall become effective eight (8) days after your execution if you have not revoked your signature as herein provided.

#### **XIV. INDEMNIFICATION AND DEFENSE**

Any and all indemnification agreements you have from RMR and any RMR Companies continue to provide for the respective parties' rights and obligations with respect to the matters set forth therein. Further, you will maintain any rights you have to indemnification and defense under any bylaws or insurance policies by RMR as well as any rights you have under the common law.

#### **XV. ENTIRE AGREEMENT**

This Agreement, together with the Waivers and Releases of Claims, constitutes the entire agreement between the parties concerning the terms and conditions of your separation of employment from RMR and supersedes all prior and contemporaneous agreements, understandings, negotiations, and discussions, whether oral or written, between the parties, except for the Mutual Agreement to Resolve Disputes and Arbitrate Claims, which remains in full force and effect. You agree that RMR has not made any warranties, representations, or promises to you regarding the meaning or implication of any provision of this Agreement other than as stated herein.

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Jennifer Francis

November 15, 2023

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#### **XVI. NO ORAL MODIFICATION**

Any amendments to this Agreement shall be in writing and signed by you and an authorized representative of RMR.

#### **XVII. SEVERABILITY**

In the event that any provision hereof becomes or is declared by a court of competent jurisdiction or an arbitrator or arbitration panel to be illegal, unenforceable, or void, this Agreement shall continue in full force and effect without said provision.

#### **XVIII. GOVERNING LAW, JURISDICTION AND SUCCESSOR AND ASSIGNS**

This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts without reference to any conflict of law principles, and shall be binding upon and inure to the benefit of you and your heirs, successors, and beneficiaries, and RMR and its agents, affiliates, representatives, successors, and assigns. If you die before receiving the payments stated herein, the remaining payments will be made to your spouse. If your spouse is not alive at the time, the remaining payments will be made to your estate. If you die or are incapacitated prior to executing the Waivers and Releases of Claims attached as Exhibit A and Exhibit B, your legal representative may sign on your behalf.

The parties irrevocably agree that any dispute regarding this Agreement shall be settled by binding arbitration in accordance with the Mutual Agreement to Resolve Disputes and Arbitrate Claims.

#### **XIX. VOLUNTARY ACT**

By signing this Agreement, you acknowledge and agree that you are doing so knowingly and voluntarily in order to receive the payments and benefits provided for herein. By signing this Agreement, you represent that you fully understand your right to review all aspects of this Agreement, that you have carefully read and fully understand all the provisions of this Agreement, that you had an opportunity to ask questions and consult with an attorney of your choice before signing this Agreement; and that you are freely, knowingly, and voluntarily entering into this Agreement.

If you determine to accept this Agreement, understand it, and consent to it, please sign in the space provided below and return a copy so signed to us.

Very truly yours,

/s/ Diane Proctor

Diane Proctor

Vice President, Human Resources

AGREED TO AND ACCEPTED:

/s/ Jennifer Francis  
\_\_\_\_\_  
Jennifer Francis

Dated: November 15, 2023

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**EXHIBIT A**  
**WAIVER AND RELEASE OF CLAIMS**

You, your heirs, executors, legal representatives, successors and assigns, individually and in their beneficial capacity, hereby unconditionally and irrevocably release and forever discharge The RMR Group Inc. and The RMR Group LLC (together, "RMR"), Service Properties Trust, Diversified Healthcare Trust, Office Properties Income Trust, Industrial Logistics Properties Trust, Seven Hills Realty Trust, AlerisLife Inc., Sonesta International Hotels Corporation and any companies managed by RMR from time to time (the "RMR Companies"), and its and their past, present and future officers, directors, trustees, employees, representatives, shareholders, attorneys, agents, consultants, contractors, successors, and affiliates -hereinafter referred to as the "Releasees" -or any of them of and from any and all suits, claims, demands, interest, costs (including attorneys' fees and costs actually incurred), expenses, actions and causes of action, rights, liabilities, obligations, promises, agreements, controversies, losses and debts of any nature whatsoever related to or arising out of your employment or termination thereof, which you, your heirs, executors, legal representatives, successors and assigns, individually and/or in their beneficial capacity, now have, own or hold, or at any time heretofore ever had, owned or held, or could have owned or held, whether known or unknown, suspected or unsuspected, from the beginning of the world to the date of execution of this Waiver and Release of Claims including, without limitation, any claims arising at law or in equity or in a court, administrative, arbitration, or other tribunal of any state or country arising out of or in connection with your employment by RMR or any RMR Company; any claims against the Releasees based on statute, regulation, ordinance, contract, or tort; any claims against the Releasees relating to wages, compensation, benefits, retaliation, negligence, or wrongful discharge; any claims arising under Title VII of the Civil Rights Act of 1964, as amended, the Age Discrimination in Employment Act, as amended, the Older Workers' Benefit Protection Act, as amended, the Equal Pay Act, as amended, the Fair Labor Standards Act, as amended, the Employment Retirement Income Security Act, as amended, the Americans with Disabilities Act of 1990 ("ADA"), as amended, The ADA Amendments Act, the Lilly Ledbetter Fair Pay Act, the Worker Adjustment and Retraining Notification Act, the Genetic Information NonDiscrimination Act, the Civil Rights Act of 1991, as amended, the Family Medical Leave Act of 1993, as amended, and the Rehabilitation Act, as amended; The Massachusetts Fair Employment Practices Act (Massachusetts General Laws Chapter 151B), The Massachusetts Equal Rights Act, The Massachusetts Equal Pay Act, the Massachusetts Privacy Statute, The Massachusetts Civil Rights Act, the Massachusetts Payment of Wages Act (Massachusetts General Laws Chapter 149 sections 148 and 150), the Massachusetts Overtime regulations (Massachusetts General Laws Chapter 151 sections 1A and 1B), and the Massachusetts Meal Break regulations (Massachusetts General Laws Chapter 149 sections 100 and 101); and any other claims under any federal or state law for unpaid or delayed payment of wages, overtime, bonuses, commissions, incentive payments or severance, missed or interrupted meal periods, interest, attorneys' fees, costs, expenses, liquidated damages, treble damages or damages of any kind to the maximum extent permitted by law and any



claims against the Releasees arising under any and all applicable state, federal, or local ordinances, statutory, common law, or other claims of any nature whatsoever except for claims that cannot be released by law.

Nothing in this Waiver and Release of Claims shall affect the EEOC's rights and responsibilities to enforce the Civil Rights Act of 1964, as amended, the Age Discrimination in Employment Act of 1967, as amended, the National Labor Relations Act or any other applicable law, nor shall anything in this Waiver and Release of Claims be construed as a basis for interfering with your protected right to file a timely charge with, or participate in an investigation or proceeding conducted by, the EEOC, the National Labor Relations Board (the "NLRB"), or any other state, federal or local government entity; provided, however, if the EEOC, the NLRB, or any other state, federal or local government entity commences an investigation on your behalf, you specifically waive and release your right, if any, to recover any monetary or other benefits of any sort whatsoever arising from any such investigation or otherwise, nor will you seek or accept reinstatement to your former position with RMR.

Nothing in this Waiver and Release of Claims prohibits you from reporting possible violations of federal law or regulation, or disclosing any information, to any government agency or entity, including, but not limited to, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of applicable law. You do not need prior authorization of RMR to make any such reports or disclosures and you are not required to notify RMR that you have made such reports or disclosures.

You acknowledge that you have carefully read and fully understand this Waiver and Release of Claims. You acknowledge that you have not relied on any statement, written or oral, which is not set forth in this Waiver and Release of Claims. You further acknowledge that you are hereby advised in writing to consult with an attorney prior to executing this Waiver and Release of Claims; that you are not waiving or releasing any rights or claims that may arise after the date of execution of this Waiver and Release of Claims; that you are releasing claims under the Age Discrimination in Employment Act (ADEA); that you execute this Waiver and Release of Claims in exchange for monies in addition to those to which you are already entitled; that RMR gave you a period of at least twenty-one (21) days within which to consider this Waiver and Release of Claims and a period of seven (7) days following your execution of this Waiver and Release of Claims to revoke your ADEA waiver as provided below; that if you voluntarily execute this Waiver and Release of Claims prior to the expiration of the 21st day, you will voluntarily waive the remainder of the 21 day consideration period; that any changes to this Waiver and Release of Claims by you once it has been presented to you will not restart the 21 day consideration period; and you enter into this Waiver and Release of Claims knowingly, willingly and voluntarily in exchange for the retirement payments and benefits. To receive the retirement payments and benefits provided in the Agreement, this Waiver and Release of Claims must be signed and returned to Diane Proctor, at, if by physical delivery, RMR, Two Newton Place, Suite 300, 255 Washington Street, Newton, MA 02458, or at, if by email delivery, [dproctor@rmrgroup.com](mailto:dproctor@rmrgroup.com), on any date between December 31, 2023 and January 31, 2024.

You may revoke your release of your ADEA claims up to seven (7) days following your signing this Waiver and Release of Claims. Notice of revocation must be received in writing by Diane Proctor, at, if by physical delivery, RMR, Two Newton Place, Suite 300, 255

Washington Street, Newton, MA 02458, or at, if by email delivery, [dproctor@rmrgroup.com](mailto:dproctor@rmrgroup.com), no later than the seventh day (excluding the date of execution) following the execution of this Waiver and Release of Claims. The ADEA release is not effective or enforceable until expiration of the seven day period. However, the ADEA release becomes fully effective, valid and irrevocable if it has not been revoked within the seven day period immediately following your execution of this Waiver and Release of Claims. The parties agree that if you exercise your right to revoke this Waiver and Release of Claims, then you are not entitled to any of the retirement payments set forth in Section I.F. of the Agreement. This Waiver and Release of Claims shall become effective eight (8) days after your execution if you have not revoked your signature as herein provided.

*I hereby provide this Waiver and Release of Claims as of the date indicated below and acknowledge that the execution of this Waiver and Release of Claims is in further consideration of the payments set forth in Section I.F. of the Agreement, to which I acknowledge I would not be entitled if I did not sign this Waiver and Release of Claims. I intend that this Waiver and Release of Claims become a binding agreement by and between me and RMR if I do not revoke my acceptance within seven (7) days.*

/s/ Jennifer Francis

Jennifer Francis

Dated: November 15, 2023

**EXHIBIT B**  
**WAIVER AND RELEASE OF CLAIMS**



You, your heirs, executors, legal representatives, successors and assigns, individually and in their beneficial capacity, hereby unconditionally and irrevocably release and forever discharge The RMR Group Inc. and The RMR Group LLC (together, "RMR"), Service Properties Trust, Diversified Healthcare Trust, Office Properties Income Trust, Industrial Logistics Properties Trust, Seven Hills Realty Trust, AlerisLife Inc., Sonesta International Hotels Corporation and any companies managed by RMR from time to time (the "RMR Companies"), and its and their past, present and future officers, directors, trustees, employees, representatives, shareholders, attorneys, agents, consultants, contractors, successors, and affiliates -hereinafter referred to as the "Releasees" -or any of them of and from any and all suits, claims, demands, interest, costs (including attorneys' fees and costs actually incurred), expenses, actions and causes of action, rights, liabilities, obligations, promises, agreements, controversies, losses and debts of any nature whatsoever related to or arising out of your employment or termination thereof, which you, your heirs, executors, legal representatives, successors and assigns, individually and/or in their beneficial capacity, now have, own or hold, or at any time heretofore ever had, owned or held, or could have owned or held, whether known or unknown, suspected or unsuspected, from the beginning of the world to the date of execution of this Waiver and Release of Claims including, without limitation, any claims arising at law or in equity or in a court, administrative, arbitration, or other tribunal of any state or country arising out of or in connection with your employment by RMR or any RMR Company; any claims against the Releasees based on statute, regulation, ordinance, contract, or tort; any claims against the Releasees relating to wages, compensation, benefits, retaliation, negligence, or wrongful discharge; any claims arising under Title VII of the Civil Rights Act of 1964, as amended, the Age Discrimination in Employment Act, as amended, the Older Workers' Benefit Protection Act, as amended, the Equal Pay Act, as amended, the Fair Labor Standards Act, as amended, the Employment Retirement Income Security Act, as amended, the Americans with Disabilities Act of 1990 ("ADA"), as amended, The ADA Amendments Act, the Lilly Ledbetter Fair Pay Act, the Worker Adjustment and Retraining Notification Act, the Genetic Information NonDiscrimination Act, the Civil Rights Act of 1991, as amended, the Family Medical Leave Act of 1993, as amended, and the Rehabilitation Act, as amended; The Massachusetts Fair Employment Practices Act (Massachusetts General Laws Chapter 151B), The Massachusetts Equal Rights Act, The Massachusetts Equal Pay Act, the Massachusetts Privacy Statute, The Massachusetts Civil Rights Act, the Massachusetts Payment of Wages Act (Massachusetts General Laws Chapter 149 sections 148 and 150), the Massachusetts Overtime regulations (Massachusetts General Laws Chapter 151 sections 1A and 1B), and the Massachusetts Meal Break regulations (Massachusetts General Laws Chapter 149 sections 100 and 101); and any other claims under any federal or state law for unpaid or delayed payment of wages, overtime, bonuses, commissions, incentive payments or severance, missed or interrupted meal periods, interest, attorneys' fees, costs, expenses, liquidated damages, treble damages or damages of any kind to the maximum extent permitted by law and any claims against the Releasees arising under any and all applicable state, federal, or local ordinances, statutory, common law, or other claims of any nature whatsoever except for claims that cannot be released by law.

Nothing in this Waiver and Release of Claims shall affect the EEOC's rights and responsibilities to enforce the Civil Rights Act of 1964, as amended, the Age Discrimination in Employment Act of 1967, as amended, the National Labor Relations Act or any other applicable law, nor shall anything in this Waiver and Release of Claims be construed as a basis for interfering with your protected right to file a timely charge with, or participate in an investigation or proceeding conducted by, the EEOC, the National Labor Relations Board (the "NLRB"), or any other state, federal or local government entity; provided, however, if the EEOC, the NLRB, or any other state, federal or local government entity commences an investigation on your behalf, you specifically waive and release your right, if any, to recover any monetary or other benefits of any sort whatsoever arising from any such investigation or otherwise, nor will you seek or accept reinstatement to your former position with RMR.

Nothing in this Waiver and Release of Claims prohibits you from reporting possible violations of federal law or regulation, or disclosing any information, to any government agency or entity, including, but not limited to, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of applicable law. You do not need prior authorization of RMR to make any such reports or disclosures and you are not required to notify RMR that you have made such reports or disclosures.

You acknowledge that you have carefully read and fully understand this Waiver and Release of Claims. You acknowledge that you have not relied on any statement, written or oral, which is not set forth in this Waiver and Release of Claims. You further acknowledge that you are hereby advised in writing to consult with an attorney prior to executing this Waiver and Release of Claims; that you are not waiving or releasing any rights or claims that may arise after the date of execution of this Waiver and Release of Claims; that you are releasing claims under the Age Discrimination in Employment Act (ADEA); that you execute this Waiver and Release of Claims in exchange for monies in addition to those to which you are already entitled; that RMR gave you a period of at least twenty-one (21) days within which to consider this Waiver and Release of Claims and a period of seven (7) days following your execution of this Waiver and Release of Claims to revoke your ADEA waiver as provided below; that if you voluntarily execute this Waiver and Release of Claims prior to the expiration of the 21st day, you will voluntarily waive the remainder of the 21 day consideration period; that any changes to this Waiver and Release of Claims by you once it has been presented to you will not restart the 21 day consideration period; and you enter into this Waiver and Release of Claims knowingly, willingly and voluntarily in exchange for the release payments and benefits. To receive the release payments and benefits provided in the Agreement, this Waiver and Release of Claims must be signed and returned to Diane Proctor, at, if by physical delivery, RMR, Two Newton Place, Suite 300, 255 Washington Street, Newton, MA 02458, or at, if by email delivery, [dproctor@rmrgroup.com](mailto:dproctor@rmrgroup.com), **on any date between July 1, 2024 and August 1, 2024.**

You may revoke your release of your ADEA claims up to seven (7) days following your signing this Waiver and Release of Claims. Notice of revocation must be received in writing by Diane Proctor, at, if by physical delivery, RMR, Two Newton Place, Suite 300, 255

Washington Street, Newton, MA 02458, or at, if by email delivery, dproctor@rmrgroup.com, no later than the seventh day (excluding the date of execution) following the execution of this Waiver and Release of Claims. The ADEA release is not effective or enforceable until expiration of the seven day period. However, the ADEA release becomes fully effective, valid and irrevocable if it has not been revoked within the seven day period immediately following your execution of this Waiver and Release of Claims. The parties agree that if you exercise your right to revoke this Waiver and Release of Claims, then you are not entitled to any of the release payment set forth in Section I.F. of the Agreement. This Waiver and Release of Claims shall become effective eight (8) days after your execution if you have not revoked your signature as herein provided.

*I hereby provide this Waiver and Release of Claims as of the date indicated below and acknowledge that the execution of this Waiver and Release of Claims is in further consideration of the payment set forth in Section I.F. of the Agreement, to which I acknowledge I would not be entitled if I did not sign this Waiver and Release of Claims. I intend that this Waiver and Release of Claims become a binding agreement by and between me and RMR if I do not revoke my acceptance within seven (7) days.*

/s/ Jennifer Francis

Jennifer Francis

Dated: November 15, 2023

B-338

Exhibit 31.1

#### CERTIFICATION PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)

I, Adam D. Portnoy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The RMR Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2024 May 7, 2024

/s/ Adam D. Portnoy

Adam D. Portnoy

Managing Director, President and Chief Executive Officer (principal executive officer)

Exhibit 31.2

**CERTIFICATION PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)**

I, Matthew P. Jordan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The RMR Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2024 May 7, 2024

/s/ Matthew P. Jordan

Matthew P. Jordan

Executive Vice President, Chief Financial Officer and Treasurer (principal financial officer and principal accounting officer)

## Certification Pursuant to 18 U.S.C. Sec. 1350

In connection with the filing by The RMR Group Inc. (the "Company") of the Quarterly Report on Form 10-Q for the period ended December 31, 2023 March 31, 2024 (the "Report"), each of the undersigned hereby certifies, to the best of his knowledge:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Adam D. Portnoy

Adam D. Portnoy

*Managing Director, President and Chief Executive Officer (principal executive officer)*

/s/ Matthew P. Jordan

Matthew P. Jordan

*Executive Vice President, Chief Financial Officer and Treasurer (principal financial officer and principal accounting officer)*

Date: February 7, 2024 May 7, 2024

#### DISCLAIMER

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