



COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (this “Charter”) was revised by the Board of Directors (the “Board”) of Tivity Health, Inc. (the “Company”) on April 10, 2017.

This Charter is intended to serve as guidelines and as a component of the flexible framework within which the Board, assisted by its committees, oversees the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company’s Charter and Bylaws, it is not intended to establish by its own force any legally binding obligations.

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board to discharge its responsibilities relating to the compensation of the Company’s executive officers. The Committee has the responsibility for: (i) evaluating and approving the appropriate compensation levels for the Company’s executive officers; (ii) evaluating and approving executive officer compensation plans, policies and programs; (iii) reviewing benefit plans for executive officers and other employees; and (iv) producing an annual report on executive compensation for inclusion in the Company’s annual meeting proxy statement.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities, and personnel of the Company.

Committee Membership

The Committee shall consist of three or more members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of the NASDAQ Stock Market. In addition, no director may serve unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162 (m) of the Internal Revenue Code.

The members of the Committee and the Committee’s Chairman shall be appointed by the Board on recommendation of the Nominating and Corporate Governance Committee and shall continue to serve until their successors are elected and qualified or until their earlier resignation or removal. The Board may remove any member of the Committee, and may remove the Chairman from the position as Chairman, with or without cause, at any time. The Chairman shall convene and chair all sessions of the Committee, set agendas for Committee meetings, determine the information needs of the Committee and be responsible for communicating all decisions and recommendations of the Committee to the Board in a timely manner.

Committee Meetings

The Committee shall meet on a regularly scheduled basis at least two times per year, or more frequently as circumstances dictate.

The Committee shall meet at least annually with the Company's Chief Executive Officer (the "CEO") and any other corporate officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of the executive officers. The CEO may not be present during voting or deliberations on his or her compensation.

Meetings of the Committee may be held telephonically so long as all who are participating can hear each other simultaneously during the meeting. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee. In lieu of a meeting, the Committee may also act by unanimous written consent resolution.

Compensation Consultants, Legal Counsel and Other Advisers

The Committee has the power, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel, or other adviser (an "Adviser"). The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to the Adviser retained by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the Adviser retained by the Committee.

The Committee may select or receive advice from any Adviser that it prefers, including Advisers that are not independent; provided, however, that prior to selecting or receiving advice from any Adviser (other than in-house legal counsel), and at least annually thereafter, the Committee shall take into consideration the following factors (as well as any other factors that may be required under the rules of the NASDAQ Stock Market or the Securities and Exchange Commission (the "SEC")): (i) the provision of other services to the Company by the person that employs the Adviser; (ii) the amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser; (iii) the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Adviser with a member of the Committee; (v) any stock of the Company owned by the Adviser; and (vi) any business or personal relationship of the Adviser or the person employing the Adviser with an executive officer of the Company. The Committee need not conduct the foregoing assessment for an Adviser acting in a role limited to those activities for which such assessment is not required under the rules of the NASDAQ Stock Market.

Responsibilities

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

The Committee may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely composed of one or more members of the Committee. The Committee may also delegate to one or more executive officers the authority to make grants of equity-based awards to eligible individuals who are not executive officers.

To fulfill its purposes, the Committee shall:

1. Review, evaluate, and approve at least annually the overall compensation philosophy of the Company;
2. Review annually and approve corporate goals and objectives relevant to CEO and other executive officers' compensation, including annual performance objectives;
3. Periodically review and select the companies used as comparables for competitive market comparisons based on criteria the Committee deems appropriate;
4. Evaluate annually the performance of the CEO and other executive officers, and determine the compensation level for each such person based on this evaluation;
5. Review on a periodic basis the Company's executive compensation programs to determine whether they are properly coordinated and achieve their intended purposes;
6. Review and assess the Company's risk relating to its compensation policies and practices and report its assessment to the Board;
7. Review and approve any changes in executive officer incentive compensation plans and equity-based compensation plans;
8. Review and approve all equity-based compensation plans of the Company (whether or not final approval rests with the Company's stockholders) and grant (or where appropriate delegate the authority to grant) equity-based awards pursuant to such plans, other than equity-based awards granted to outside directors which are under the authority of the Nominating and Corporate Governance Committee;
9. Review and approve employment agreements, severance agreements and change in control agreements and any special supplemental benefits or perquisites for executive officers;
10. Review broadly employee compensation strategies, including salary levels and ranges and employee fringe benefits;

11. Review annually with the CEO the succession plans of the Company for executive officers and other selected key executives and the overall succession planning process for the Company;

12. Review and discuss with the Company's management the Compensation Discussion and Analysis required by SEC Regulation S-K, Item 402; and based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K or proxy statement for the annual meeting of stockholders;

13. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes;

14. Oversee the stock ownership guidelines applicable to the Company's executive officers and directors;

15. Administer the Company's compensation recoupment policy;

16. Prepare a report to be included in the Company's annual proxy statement, in accordance with applicable rules and regulation of the NASDAQ Stock Market, SEC and other applicable regulatory bodies;

17. Review with the Chairman of the Nominating and Corporate Governance Committee an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;

18. Review and reassess this Charter annually, and recommend any proposed changes to the Board;

19. Report on a timely basis to the Board all Committee actions and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and

20. Undertake any other responsibilities expressly delegated to the Committee by the Board from time to time relating to compensation matters.