



TIVITY HEALTH, INC. NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

This Charter of the Nominating & Corporate Governance Committee (“Committee”) was adopted by the Board of Directors (“Board”) of Tivity Health, Inc. (“Company”) on December 6, 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 certificate of incorporation and bylaws, it is not intended to establish by its own force any legally binding obligations.

Purpose

The Committee shall be appointed by the Board to (1) identify and recommend for nomination individuals qualified to become Board members, consistent with the criteria approved by the Board; (2) recommend to the Board members for each Board committee; (3) recommend and oversee the annual evaluation of the Board; (4) review and determine all elements of compensation of the Board and committee chairs and members, including equity-based awards under the Company’s compensation plans; (5) review and recommend governance policies and the Business Code of Conduct of the Company; and (6) 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.

The Committee shall perform such other duties as assigned by the Board, and shall make regular reports to the Board. The Committee shall have the authority to retain at the Company’s expense such consultants or advisors as it may deem necessary or appropriate.

The Committee may form, and delegate authority to, subcommittees when appropriate, as determined by the Committee.

Composition of the Committee

The Committee shall have no fewer than three (3) members, including a chairperson. The size of the Committee shall be designated annually by the Board.

Members of the Committee will meet the independence standards established by the listing standards of the NASDAQ Market and other applicable law or regulation.

The members of the Committee and the Committee’s chairperson shall be appointed by the Board 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 chairperson from the position of chairperson, with or without cause, at any time. The chairperson 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 as often as necessary or appropriate to fulfill its duties upon the notice provided for meetings of the Board but not less than two (2) times per year in regular sessions. A majority of the Committee shall constitute a quorum and the Committee shall act only on the affirmative vote of a majority of the members present at a meeting.

Recommendations for Membership on Other Committees

The Committee shall recommend to the Board the membership and chairs of the various other committees of the Board.

All members of the Board committees shall meet the standards of independence as required by the listing standards of the NASDAQ Market and other applicable law or regulation.

Review of Charter and Committee Evaluation

The Committee shall review the adequacy of this Charter annually and recommend changes, if necessary, to the Board.

The Committee shall review annually its performance and recommend changes, if appropriate.

Corporate Governance

The Committee shall at least annually review and reassess the adequacy of the Corporate Governance Guidelines and Business Code of Conduct of the Company and propose changes, if appropriate, to the Board for approval.

The Committee shall review periodically with the Company's counsel: (1) new legislation, regulations and other developments relating to corporate governance, and (2) the compliance process relating to executive officer and director compliance with the Corporate Governance Guidelines and Business Code of Conduct and recommend to the Board any remedial actions deemed necessary or appropriate.

Identification of Prospective Board Members and Nomination of Directors

The Committee shall recommend to the Board (1) nominees to fill any vacancies created on the Board; and (2) prior to the annual meeting of stockholders, a slate of nominees for election and reelection as directors by the stockholders of the Company at the annual meeting.

The Committee will review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if the suggestion is made in accordance with the Company's certificate of incorporation, bylaws and applicable law.

In considering possible candidates for nomination, the Committee shall be guided by the following: (1) the composition of the Board shall include a majority of independent directors as determined by the NASDAQ Market and other applicable law or regulation; (2) each candidate shall be considered without discrimination against them on the basis of their sex, race, religion, or national origin; (3) to achieve diversity in the makeup of the Board to allow it to better understand and meet needs and expectations of the Company's customers, employees, and

shareholders, the Committee shall be free to prefer attributes of gender and/or ethnicity among the most qualified candidates; (4) each candidate shall be of the highest character and integrity and possess an inquiring mind, vision, and the ability to work well with others; (5) each candidate shall be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director; (6) each candidate shall possess experience that would be of particular importance to the Company; (7) each candidate shall have sufficient time to devote to the affairs of the Company, including consistent attendance of Board and committee meetings and advance review of materials; and (8) each candidate shall understand his or her responsibility to act in the best interests of the Company and all of its stockholders.

Board Compensation and Evaluation

The Committee shall review and determine on an annual basis all elements of compensation of the Board and committee chairs and members.

The Committee shall, in conjunction with the Chairman of the Board, evaluate annually the structure of the Board and all committees to assure that the skills and experiences of the directors are being deployed in the best interests of the Company.

The Committee shall, in conjunction with the Chairman of the Board, annually evaluate the Board's and the committees' performance and recommend to the Board any changes which would improve the ability of the Board to oversee more effectively the business and affairs of the Company. This evaluation process will include a process that solicits from each Board member his or her assessment of the Board's performance.