



TIVITY HEALTH, INC. STRATEGIC REVIEW COMMITTEE CHARTER

This Strategic Review Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Tivity Health, Inc. (the “Company”) on June 9, 2014.

While this Charter 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 and Authority

The purpose of the Strategic Review Committee (the “Committee”) shall be to review, evaluate and make recommendations to the Board regarding the Company’s business strategy. The Committee shall be advisory in nature and shall not have the power to direct or approve the day-to-day management and operations of the Company, such power being vested in the Company’s executive management, subject to the oversight and approval of the Board.

Committee Membership; Chairman

The Committee shall consist of four members. 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 appointed or until their earlier resignation or removal. The members of the Committee shall be “independent” in accordance with applicable rules of the NASDAQ Stock Market.

The Committee’s 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 any recommendations of the Committee to the Board in a timely manner. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to the members of the Committee prior to the meeting.

Committee Meetings

The Committee shall meet as often as it deems necessary to carry out its responsibilities. Meetings shall be held on at least five (5) business day’s prior notice. The Committee, in its discretion, may ask other directors, members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

Three (3) Committee members shall constitute a quorum. Each Committee member shall have one vote, and actions at meetings require the approval of all of the members present.

Meetings of the Committee may be held telephonically so long as all who are participating can hear each other simultaneously during the meeting. In lieu of a meeting, the Committee may also act by unanimous written consent resolution.

The Committee shall maintain minutes of all its meetings to document its activities and recommendations. At the Board meeting following each Committee meeting, or more often, if requested by the Chairman of the Board, the Committee's Chairman (or the Chairman's designee) shall report to the full Board on the Committee's actions.

Committee Resources

To assist the Committee in fulfilling its responsibilities, the Committee may retain and terminate independent consultants and advisors, in each case, subject to the Board's approval of all such consultants and advisors and the terms of their engagement. The Company will bear the expense of consultants and advisors engaged with the Board's approval.

Committee members shall be reimbursed for all of their reasonable out of pocket expenses, and shall receive such fees and compensation as may be determined by the Board.