

LIFE TIME GROUP HOLDINGS, INC.

CAPITAL ALLOCATION COMMITTEE CHARTER

I. PURPOSE

There shall be a Capital Allocation Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Life Time Group Holdings, Inc. (the “*Company*”). The Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities for the Company’s property development business plans and certain real estate-related and financial-related activities of the Company.

II. COMPOSITION

The Committee shall consist of three or more directors as the Board shall from time to time determine. Committee members must be appointed, and may be removed, with or without cause, by the Board.

III. MEETINGS, PROCEDURES AND AUTHORITY

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws or other organizational documents that are applicable to the Committee, or with applicable laws, regulations or listing standards.

The Committee will meet with such frequency and at such intervals as it deems necessary or advisable to carry out its duties and responsibilities. Unless the Board appoints a member of the Committee to serve as its chairperson, the Committee may designate a chairperson by majority vote of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any of its members. Notice of all meetings will be given, and waiver thereof determined, pursuant to the provisions contained in the Company’s bylaws. The chairperson of the Committee will preside, when present, at all meetings of the Committee. The Committee may meet in person or by telephone or video conference.

Each member of the Committee will have one vote. A majority of the members of the Committee will constitute a quorum. The Committee may act by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee has the authority to retain any advisors that the Committee believes necessary or advisable to carry out its duties and responsibilities. The Committee will be directly responsible for the appointment, compensation, and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this charter (this “*Charter*”), the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter and the purposes of the Committee.

The Committee has the authority to conduct or authorize reviews or investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee, or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. DUTIES AND RESPONSIBILITIES

1. *Property Development Business Plans.* The Committee has the power and authority to review and recommend to the Board individual property development business plans for (a) athletic country clubs where the gross invested capital for such business plan exceeds \$5 million but does not exceed \$75 million per location, (b) Life Time Work, Life Time Living, Life Time Stay or other property development business plans where the gross invested capital for such business plan exceeds \$5 million but does not exceed \$10 million per location and (c) any of the foregoing property development business plans that are below the \$5 million threshold once management has exceeded its \$25 million aggregate annual threshold.

Additionally, the Committee has the power and authority to review and approve any amendments to, or cost over-runs with respect to, individual property development business plans that have been previously approved where such amendment or cost over-run results in (a) the business plan exceeding management's \$5 million of authority for such individual business plan or (b) additional gross invested capital that exceeds the lesser of 10% of the originally approved gross invested capital for such individual business plan or \$5 million.

2. *Sale-Leaseback Transactions.* The Committee has the power and authority to review and recommend to the Board any sale-leaseback transactions by the Company that exceed \$5 million, or that are below the \$5 million threshold once management has exceeded its \$25 million aggregate annual threshold on the acquisition or disposition of assets.
3. *Capital Expenditures.* The Committee has the power and authority to review and recommend to the Board capital expenditures that were not part of the Company's Board-approved annual budget that exceed management's \$5 million of authority but do not exceed \$50 million.
4. *Acquisitions and Divestitures.* The Committee does not have the power and authority to review and recommend acquisitions or divestitures except with respect to the acquisition of real estate in connection with an individual property development business plan that the Committee has authority to review and recommend pursuant to this Charter, or when such divestiture is in connection with a sale-leaseback transaction that the Committee has authority to review and recommend pursuant to this Charter.
5. *Construction Litigation.* The Committee has the power and authority to review and recommend to the Board construction litigation settlements or claims (as applied to settlement dollars to the Company and to outside parties) that exceed \$5 million but do not exceed \$50 million. Management of the Company has authority to approve construction

litigation settlements or claims that are less than \$5 million in accordance with the Company's Delegation of Authority Policy.

6. *Related Person Transactions.* Notwithstanding the authority granted to the Committee pursuant to this Charter, the Audit Committee of the Board shall review and approve (if determined appropriate) any of the foregoing business plans or other transactions to the extent it would constitute a related person transaction, in addition to the Committee.
7. *Project Performance.* The Committee may request from time to time that management update the Committee on financial metrics and performance under previously approved property development business plans, including with respect to:
 - a. actual to planned capital expenditures;
 - b. business plan to actual performance;
 - c. ROIC performance;
 - d. weighted average cost of capital and corresponding discount rate to be used in financial analyses; and
 - e. rolling summary of business plans.
8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
9. *Committee Self-Evaluation.* The Committee should at least annually perform an evaluation of the performance of the Committee.
10. *Review of this Charter.* The Committee will periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee may also designate the officers and employees of the Company who can execute documents and act on behalf of the Company in connection with matters that the Committee approves.

VI. STOCKHOLDERS AGREEMENT

For so long as the stockholders agreement by and among the Company and the stockholders named therein is in effect, this Charter will be interpreted to be consistent with such agreement.