

**Report of Organizational Actions
Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name LIFE TIME GROUP HOLDINGS, INC. (F/K/A LTF HOLDINGS, INC)		2 Issuer's employer identification number (EIN) 47-3481985	
3 Name of contact for additional information STEVE KERZMAN	4 Telephone No. of contact 952-229-7486	5 Email address of contact SKERZMAN@LT.LIFE	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2902 CORPORATE PLACE		7 City, town, or post office, state, and ZIP code of contact CHANHASSEN, MN 55317	
8 Date of action OCTOBER 12, 2021		9 Classification and description CONVERSION OF PREFERRED STOCK TO COMMON STOCK	
10 CUSIP number 53190C102	11 Serial number(s)	12 Ticker symbol LTH	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **SEE STATEMENT ATTACHED**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **SEE STATEMENT ATTACHED**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **SEE STATEMENT ATTACHED**

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SEE STATEMENT ATTACHED

18 Can any resulting loss be recognized? ▶ SEE STATEMENT ATTACHED

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE STATEMENT ATTACHED

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ *Steve Kerzman* Date ▶ 11/18/2021
Print your name ▶ Steve Kerzman Title ▶ Sr. Tax Director

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

LIFE TIME GROUP HOLDINGS, INC.
EIN: 47-3481985
Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Conversion (as defined below) on certain securities. The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. You are encouraged to consult your own tax advisor regarding the applicability and effect of all United States ("U.S.") federal, state, local and foreign tax laws.

LIFE TIME GROUP HOLDINGS, INC.
EIN: 47-3481985
Attachment to Form 8937
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Form 8937, Part II, Line 14 – Describe the organizational action and, if applicable, the date of the action or the date against which shareholder’s ownership is measured for the action.

In connection with the closing of the initial public offering (“IPO”) of Life Time Group Holdings, Inc. each share of Series A convertible participating preferred stock, par value \$0.01 per share, (“Preferred Stock”) was automatically converted into Life Time Group Holdings, Inc.. common stock, par value \$0.01 per share, (“Common Stock”) (the “Conversion”). No additional consideration was issued in accordance with the certificate of designations pertaining to such Preferred Stock.

Form 8937, Part II, Line 15 – Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

To the extent the Conversion satisfies the requirements of Section 368(a)(1)(E), under section 354(a), a holder of the Preferred Stock should recognize no gain or loss as a result of the conversion of the Preferred Stock for Common Stock.

Further, a holder’s basis in the Common Stock received in the Conversion of the Preferred Stock would be determined under Section 358(a). Generally, the shareholders’ aggregate tax basis in the Common Stock received pursuant to the Conversion will equal the aggregate tax basis in the Preferred Stock surrendered in the Conversion. Shareholders having differing tax basis among their shares of Preferred Stock surrendered should consult with their tax advisor in order to identify the tax basis of the particular share or shares of Common Stock received pursuant to the exchange.

The holding period of the Common Stock received by a shareholder will include the holding period of the Preferred Stock exchanged by such shareholder if such shareholder held such Preferred Stock as a capital asset.

Form 8937, Part II, Line 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

See Line 15 above; to the extent the exchange satisfies the requirements of Section 368(a)(1)(E) the shareholders’ aggregate tax basis in the Common Stock received will equal the aggregate tax basis in the Preferred Stock surrendered.

Form 8937, Part II, Line 17 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Sections 368; 354; 358; and 1223.

Form 8937, Part II, Line 18 – Can any resulting loss be recognized?

To the extent the Conversion satisfies the requirements of sections 368(a)(1)(E) and 354(a), loss is generally not permitted to be recognized.

Form 8937, Part II, Line 19 – Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The stock basis adjustments are taken into account in the tax year of the shareholder during which exchange occurred. For example, in the case of any shareholders who are calendar year taxpayers, the exchange is reportable in the tax year ending December 31, 2021. Please consult your independent tax advisor for further information.