

MINDBODY, INC.

**POLICIES AND PROCEDURES FOR
STOCKHOLDER COMMUNICATIONS TO INDEPENDENT DIRECTORS**

(Adopted on May 7, 2015; Effective as of June 18, 2015)

The Board of Directors (the "**Board**") of MINDBODY, Inc. (the "**Company**") believes that management speaks for the Company. Individual directors may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that directors would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with our non-management directors, messages can be sent to our General Counsel at MINDBODY, Inc., 4051 Broad Street, Suite 220, San Luis Obispo, CA 93401. Our General Counsel or Legal Department shall review all incoming stockholder communications (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material) and, if appropriate, route such communications to the appropriate director(s) or, if none is specified, to the Chairman of the Board.

Our General Counsel or Legal Department may decide in the exercise of his, her or its judgment whether a response to any stockholder communication is necessary and shall provide a report to the Nominating and Corporate Governance Committee of the Board (the "**Nominating Committee**") on a quarterly basis of any stockholder communications received for which the General Counsel or Legal Department has responded.

These policies and procedures for stockholder communications with the non-management directors are administered by the Nominating Committee. These policies and procedures do not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders, or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended.

Please note: Requests for investor relations materials should be made to Investor Relations at MINDBODY, Inc., 4051 Broad Street, Suite 220, San Luis Obispo, CA 93401.