

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
MINDBODY, INC.**

(Adopted on May 7, 2015; Effective as of June 18, 2015, as amended and restated on June 13, 2017)

**PURPOSE**

The purpose of the Compensation Committee (the "**Compensation Committee**") of the Board of Directors (the "**Board**") of MINDBODY, Inc. (the "**Company**") is to:

- Provide oversight of the compensation of the Company's Chief Executive Officer ("**CEO**") and other executive officers of the Company, including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**").
- Administer the Company's equity compensation plans and the granting of equity awards pursuant to such plans or outside of such plans.
- Provide oversight of the Company's compensation policies and plans and benefits programs, and overall compensation philosophy.
- Prepare the report of the Compensation Committee required by the rules and regulations of the Securities and Exchange Commission (the "**SEC**").

The Compensation Committee will seek to ensure that the Company structures its compensation plans, policies and programs in a manner designed to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company, to maintain appropriate levels of risk and reward, to support the achievement of the Company's goals and to promote the success of the Company's business. In reviewing and approving the Company's annual and long-term incentive compensation plans for executive officers and other senior executives, including equity incentive plans, the Compensation Committee will consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

**COMPOSITION**

1. Membership and Appointment. The Compensation Committee will consist of at least two (2) members of the Board. Members of the Compensation Committee will be appointed by the Board and may be removed by the Board in its discretion.
2. Qualifications. Members of the Compensation Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations of the SEC or the NASDAQ Stock Market LLC Marketplace Rules (the "**Nasdaq Rules**") or such other qualifications as are established by the Board from time to time:
  - Each member of the Compensation Committee will be an independent director in accordance with Nasdaq Rule 5605(a)(2), Nasdaq Rule 5605(d)(2) and Rule 10C-1(b)(1) under the Exchange Act.
  - Each member of the Compensation Committee will be a "non-employee director" as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act.

- Each member of the Compensation Committee will be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986 ("**IRC**"), as amended.

3. Chairperson. The Board may designate a chairperson of the Compensation Committee. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the members of the Compensation Committee.

## **RESPONSIBILITIES**

The following are the principal recurring responsibilities and duties of the Compensation Committee. The Compensation Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

### 1. Oversee Executive Compensation.

- Annually review and approve, or recommend to the Board for approval, the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO.
- Annually review and approve, or recommend to the Board for approval, all elements of the CEO's compensation, including base salary, short- and long-term incentive awards, and other benefits, compensation or similar arrangements, if any (including perquisites and any other form of compensation), based on the Compensation Committee's evaluation of the CEO performance and such other factors as the Compensation Committee deems appropriate. In consultation with the CEO, review annually and approve or recommend to the Board for approval all elements of compensation for the other individuals who are "officers" of the Company under Rule 16a-1(f) promulgated under the Exchange Act (the "**Executive Officers**") and for such other employees of the Company as the Compensation Committee shall determine, based on the performance evaluations undertaken by the CEO and reviewed by the Compensation Committee, and such other factors as the Compensation Committee deems appropriate. The Compensation Committee shall review market and industry data as it deems appropriate for evaluating any or all elements of CEO and Executive Officer compensation, which may include reviewing a peer group to be approved by the Compensation Committee for such purpose.
- Review and approve, or recommend to the Board for approval, any compensatory contracts or similar transactions or arrangements with current or former Executive Officers and such other employees as the Compensation Committee shall determine, including consulting arrangements, offer letters (including signing bonus or payment of relocation costs), employment contracts, severance or termination arrangements, which will include any benefits to be provided in connection with a change of control of the Company. In this regard, the Compensation Committee will have the power and authority to adopt or, if applicable, approve amendments to or the termination of such contracts, transactions or arrangements.

### 2. Oversee Compensation Plans and Programs. The Compensation Committee will:

- Oversee the Company's overall compensation philosophy and any compensation plans and benefits programs that the Compensation Committee deems appropriate, and make recommendations to the Board with respect to improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate.
- Review, approve and administer incentive compensation plans covering the CEO, the Executive Officers and other senior executives, including by adopting, amending and terminating such plans, subject to obtaining any required stockholder approval.

- Administer the Company's equity incentive plans and adopt, approve, amend, interpret or ratify the terms of, and terminate such plans and any awards made under such plans, including approving changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval.
- Adopt, approve, amend and administer the Company's Equity Award Grant Policy, and oversee the Equity Grant Committee in accordance with the terms and the delegation of authority set forth in such policy.
- Review, approve and administer any of the Company's employee benefit plans that the Compensation Committee deems appropriate, including by adopting, amending and terminating such plans.
- If applicable, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (any such vote, a "**Say-on-Pay Vote**"), taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- Evaluate director compensation, including equity compensation, and make recommendations to the Board regarding director compensation.
- Review and discuss annually with management the risks arising from the Company's compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.
- If the Board adopts stock ownership guidelines applicable to members of the Board and/or Executive Officers, periodically reviewing such guidelines and recommending any proposed changes to the Board.
- Provide oversight of the Company's 401(k) plan (the "**401(k) Plan**"), including by adopting amendments to the 401(k) Plan, facilitating major 401(k) Plan changes, ensuring continued compliance with applicable laws and regulations and, as needed, replacing the 401(k) Plan.

3. Compliance and Governance. The Compensation Committee will:

- Review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company. The Compensation Committee will also review and recommend the final CD&A to the Board for inclusion in the Company's annual report on Form 10-K or proxy statement, to the extent required of the Company.
- Prepare a report of the Compensation Committee required by the rules and regulations of the SEC to be included with the Company's annual report on Form 10-K or proxy statement.
- Oversee the Company's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under the Nasdaq Rules) and, in conjunction with the Nominating and Corporate Governance Committee of the Board (or its designees), engagement with proxy advisory firms and other stockholder groups on executive compensation matters.

4. Committee Charter Review. The Compensation Committee will review and reassess the adequacy of this charter annually and will submit any recommended changes to this charter to the Board for approval.

5. Performance Review. The Compensation Committee will review and assess the performance of the Compensation Committee on an annual basis.

## **MEETINGS AND PROCEDURES**

1. Meetings.

- The Compensation Committee will meet as often as it deems necessary or appropriate. Meetings will be held at such times and places as the Compensation Committee determines. The chairperson of the Compensation Committee will preside at each meeting. If the chairperson of the Compensation Committee is not present, an acting chair may be designated by the Compensation Committee by a majority of the members present. The Compensation Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
- The Compensation Committee will maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meeting of the Board.
- The Compensation Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-employee directors who are not members of the Compensation Committee. No Executive Officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

2. Reporting to the Board of Directors. The Compensation Committee will report regularly to the Board regarding its activities and recommendations.

3. Authority to Retain Advisors.

- The Compensation Committee will have the authority, in its sole discretion, to select and retain any compensation consultant, outside legal counsel and such other advisors (each, an "**Advisor**") as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this charter, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Compensation Committee. The Company will provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such Advisor hired by the Compensation Committee and any administrative expenses of the Compensation Committee that the Compensation Committee determines are necessary or appropriate in carrying out its activities. The Compensation Committee will also have the authority, in its sole discretion, to terminate any Advisor.
- Prior to selecting, retaining and receiving advice from an Advisor (other than the Company's in-house legal counsel), the Compensation Committee must take into consideration the independence factors set forth in the Nasdaq Rules and the applicable rules of the SEC, as in effect from time to time, including the following:
  - the provision of other services to the Company by the person or entity that employs the Advisor (such person or entity, the "**Advisor Firm**");
  - the amount of fees received from the Company by the Advisor Firm, as a percentage of the total revenue of the Advisor Firm;
  - the policies and procedures of the Advisor Firm that are designed to prevent conflicts of interest;

- any business or personal relationship of the Advisor Firm or its representative with a member of the Compensation Committee;
- any stock of the Company owned by the Advisor Firm or its representative; and
- any business or personal relationship of the Advisor Firm or its representative with an Executive Officer.
- The Compensation Committee may retain, or receive advice from, any Advisor it prefers, including Advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Compensation Committee is not required to assess the independence of any Advisor that acts in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees and/or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor and about which the Advisor does not provide advice.
- The Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisor, and the authority granted to the Compensation Committee pursuant to this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.
- The Compensation Committee will evaluate whether any Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

4. Delegation of Authority.

- The Compensation Committee may (i) create a subcommittee of the Compensation Committee consisting of one or more directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee and (ii) may delegate any of its duties and responsibilities, including the administration of equity incentive or employee benefit plans and approval of awards under such plans, to one or more directors on the Committee, another director or other person(s) (including senior management of the Company), in each case, except to the extent such delegation would violate an applicable tax, corporate or securities law, regulation or rule of any exchange upon which the Company's securities are then listed. The Compensation Committee may terminate any such subcommittee and revoke any such delegation at any time.
- If designated, any subcommittee, director, or other person(s), as applicable, will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- Any subcommittee, director or other person(s) will report regularly to the Compensation Committee regarding its activities and recommendations.

5. Compensation. Members of the Compensation Committee will receive such compensation, including equity and/or fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion.