



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF
LIFESTANCE HEALTH GROUP, INC.

SECTION 1

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "Committee") is to carry out the responsibilities delegated by the Board of Directors (the "Board of Directors") of LifeStance Health Group, Inc. (the "Corporation") relating to the nominations process.

SECTION 2

COMPOSITION AND ORGANIZATION

The Committee shall consist of at least three directors appointed to the Committee by the Board of Directors. Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market ("Nasdaq"). The Board of Directors will appoint Committee members based on recommendations from the Committee. The members of the Committee shall serve for such term or terms as the Board of Directors may determine or until earlier resignation or death. The Board of Directors may at any time and in its discretion appoint or remove any member of the Committee with or without cause and may fill any vacancy on the Committee.

The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee and to officers of the Corporation such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with applicable listing standards.

SECTION 3

STRUCTURE AND OPERATIONS

The Board of Directors shall designate a member of the Committee as the chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board of Directors regarding its actions and make recommendations to the Board of Directors as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present.

The Committee shall review this charter at least annually and recommend any proposed changes to the Board of Directors for approval.

The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. The Committee chairperson shall report the Committee's conclusions to the Board of Directors.

SECTION 4

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- (a) Make recommendations to the Board of Directors regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board of Directors.
- (b) Recommend to the Board of Directors the classes on which such nominees should serve.
- (c) Recommend to the Board of Directors qualified individuals to serve as committee members on the various committees of the Board of Directors.
- (d) If a vacancy on the Board of Directors or any committee of the Board of Directors occurs, identify and recommend to the Board of Directors qualified candidates to fill such vacancy.
- (e) Review and recommend committee slates annually and recommend additional committee members to fill vacancies as needed.
- (f) Clearly articulate to each director what service on the Board of Directors entails, including directors' basic duties and responsibilities with respect to attendance at Board of Directors meetings and advance review of meeting materials.
- (g) Review the Corporation's practices and policies with respect to directors, including retirement policies, the size of the Board of Directors, service of non-employee directors, the meeting frequency of the Board of Directors and the structure of Board of Directors meetings and make recommendations to the Board of Directors with respect thereto.
- (h) Recommend to the Board of Directors or to the appropriate committee thereof processes for annual evaluations of the performance of the Board of Directors and appropriate committees of the Board of Directors.

(i) Review the functions, duties, and composition of the committees of the Board of Directors and make recommendations to the Board of Directors with respect thereto.

(j) Review the Corporation's policies with respect to significant issues of corporate public responsibility, including contributions.

(k) Consider and report to the Board of Directors any questions of possible conflicts of interest of members of the Board of Directors.

(l) Provide for new director orientation and continuing education for existing directors on a periodic basis.

(m) Oversee the maintenance and presentation to the Board of Directors of management's plans for succession to senior management positions in the Corporation.

(n) Develop and recommend to the full Board a set of corporate governance guidelines applicable to the Corporation that address, at a minimum, the following subjects: (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession and (vii) the annual performance evaluation of the Board.

(o) Review the corporate governance guidelines of the Corporation on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

(p) Carry out such other duties as the Board of Directors may direct from time to time.

SECTION 5

AUTHORITY AND RESOURCES OF THE COMMITTEE

In order to fulfill its role, the Committee shall have the authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting, or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors. The search firm and any other advisors retained by the Committee shall be independent in accordance with independence requirements of Nasdaq.

Effective: May 17, 2021