



**COMPLIANCE COMMITTEE CHARTER**  
**OF**  
**LIFESTANCE HEALTH GROUP, INC.**

**SECTION 1**

**PURPOSE**

The purpose of the Compliance Committee (the “Committee”) shall be to monitor and supervise management in the development and operation of an effective Compliance Program (“Compliance Program”).

**SECTION 2**

**COMPOSITION AND ORGANIZATION**

The Committee shall consist of at least two board members appointed to the Committee by the Board of Directors of the Corporation. The Board of Directors will appoint Committee members based on recommendations from the Nominating and Corporate Governance Committee of the Board of Directors. 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

**SECTION 3**

**STRUCTURE AND OPERATIONS**

The Board of Directors shall designate a member of the Committee as the chairperson. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. 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.

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**

4.1 **Responsibilities of the Compliance Committee.** The function of the Committee is oversight. While the Committee has the responsibilities set forth in this charter, it is not the responsibility of the Committee to develop and implement a Compliance Program or to assure compliance with laws, regulations or any internal rules or policies of the Corporation. This is the responsibility of management. The Committee's responsibilities are to develop general parameters and guidelines it may consider appropriate and desirable, provide general guidance to management of the Corporation, obtain a general understanding of the nature and effectiveness of the Corporation's compliance program, and report periodically to the full Board of Directors.

4.2 **Duties and Proceedings of the Compliance Committee.** The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities by accomplishing the following the duties:

- (a) Receive and review periodic compliance reports from management;
- (b) Understand and analyze current legal requirements and compliance risk areas applicable to the Corporation;
- (c) Work with management to identify and address compliance issues specific to individual departments;
- (d) Recommend and oversee the development of internal controls to monitor the effectiveness of the Compliance Program;
- (e) Review regularly the Compliance Program, consider changes to the Compliance Program as may be from time to time recommended by management, or others, and to recommend to the Board any amendments to the Compliance Program that the Committee may deem appropriate;
- (f) Review reports of violations of the Compliance Program;

- (g) Review regularly the Corporation's compliance with the terms of any regulatory orders or settlements that impose any conditions relating to the operations of the Corporation; and
- (h) Perform such other duties as may from time to time be assigned to it by the Board of Directors.

## SECTION 5

### **AUTHORITY AND RESOURCES OF THE COMMITTEE**

The Committee has the authority to retain legal, investment or other experts that it determines to be necessary to carry out its duties. It also has authority to determine compensation for such advisors. The Committee may determine appropriate funding needs for its own ordinary administrative expenses that are necessary and appropriate to carrying out its duties.

*Effective: May 17, 2021*