



## **COMPENSATION COMMITTEE CHARTER**

**OF**

**LIFESTANCE HEALTH GROUP, INC.**

### **SECTION 1**

#### **PURPOSE**

The purpose of the Compensation Committee (the "Committee") is to carry out the responsibilities delegated by the Board of Directors of LifeStance Health Group, Inc. (the "Corporation") relating to the review and determination of executive compensation.

### **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 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 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 management present. For purposes of this policy, “executive officers” means the Chief Executive Officer of the Corporation (“CEO”), the officers of the Company who report directly to the CEO and all officers who are subject to Section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”).

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:

Section 4.1 Executive and Non-Employee Director Compensation.

(a) Review and approve the goals and objectives applicable to the compensation of the CEO and other executive officers, evaluate the performance of the CEO and other executive officers in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the Board of Directors) and taking into consideration such other factors or information as it considers appropriate, approve or recommend to the Board of Directors for approval, the compensation of the CEO and other executive officers. In evaluating and determining executive officer compensation, the Committee shall consider, to the extent applicable, the results of the most recent stockholder advisory vote on executive compensation (“Say-on-Pay Vote”) required by Section 14A of the Exchange Act. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

(c) Review and make recommendations to the Board of Directors regarding the compensation of the non-employee members of the Board of Directors.

(d) If required, review and discuss with management the Corporation’s Compensation Discussion and Analysis (“CD&A”) and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Corporation’s annual report on Form 10-K and proxy statement, and, if required, produce the compensation committee report on executive officer compensation required to be included in the Corporation’s proxy statement or annual report on Form 10-K in accordance with Securities and Exchange Commission proxy and disclosure rules.

(e) Evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Section 4.3 Other Committee Responsibilities.

(a) Review the Corporation's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

(b) If required, review and recommend to the Board of Directors for approval the frequency with which the Corporation will conduct Say-on-Pay Votes, 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 Corporation's proxy statement.

(c) Review and approve, to the extent determined to be advisable, the group of companies used by the Corporation for peer comparisons of pay and/or performance for executive officers and/or non-employee directors.

(d) Review and approve (or recommend to the Board of Directors) any employment, severance, post-termination of employment, change-in-control and severance agreements, arrangements or terms related to the CEO and all other executive officers.

(e) Adopt (or recommend to the Board of Directors) any stock ownership guidelines for executive officers and non-employee directors of the Corporation, and periodically assess these guidelines and approve or recommend revisions as appropriate.

(e) Review and administer the Corporation's equity-based compensation plans, management incentive compensation plans, and deferred compensation plans, including to review and approve (or recommend to the Board of Directors) grants made thereunder, including to the CEO and other executive officers and members of the Board of Directors thereunder, and to make recommendations to the Board of Directors about amendments to such plans (or approve amendments to such plans, to the extent authority to approve such amendments is provided therein) and the adoption of any new equity or equity-based plans to the Board of Directors. In the event that any member of the Committee does not qualify as a "non-employee director" for purposes of Section 16 of the Exchange Act of 1934, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board of Directors or a sub-committee made up of members of the Committee who qualify as non-employee directors.

(f) Monitor the Corporation's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers.

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

## **SECTION 5**

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

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole

discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to its compensation consultants, outside legal counsel and other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in 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.

Before retaining or seeking advice from compensation consultants, outside counsel, and other advisors (other than the Corporation's in-house counsel), the Committee must take into consideration all factors relevant to the independence of such consultant, counsel, or other advisor from management, including the factors set forth in Nasdaq rules then in effect and any other applicable laws, rules or regulations.

*Effective: May 17, 2021*