

YOGAWORKS, INC.
POLICY REGARDING SHAREHOLDER COMMUNICATIONS
WITH THE BOARD OF DIRECTORS

Adopted July 10, 2017

- I.** The Board values the input and insights of the shareholders of YogaWorks, Inc. (the “Company”) and believes that effective Board-shareholder engagement strengthens the Board’s role as an informed and engaged fiduciary. The purpose of this policy is to further the Board’s commitment to transparency and to facilitate communication and engagement with the Company's shareholders.
- II.** The Company’s shareholders may communicate directly with the Company’s executive management, its General Counsel, the independent members of the Board of Directors (the “Board”) or any chairman of a Board committee, including the chairman of executive sessions of independent directors, by addressing any communications to the intended recipient by name or position in care of: Kurt Donnell, 5780 Uplander Way, Culver City, CA 90230 or kurt@d@yogaworks.com. Shareholder communications related to director candidate recommendations should be addressed to the Chairman of the Board. In addition, if any shareholder or employee has any concerns related to the Company’s financial or accounting practices, the Company encourages communicating those concerns directly to the chairman of the Audit Committee by addressing the communication to the Audit Committee.
- III.** All communications must be accompanied by the following information regarding the person submitting the communication:
 - A.** if the person is a shareholder, a statement of the type and amount of the securities of the Company that the person holds; and
 - B.** the address, telephone number and e-mail address, if any, of the person.

The Corporate Secretary shall initially receive all shareholder communications and shall review the same for compliance with this policy before forwarding to the Board or the relevant committee or directors. Communications that fail to adhere to this policy will be returned to the sender unless, in the sole discretion of the Corporate Secretary or its designated agent, the Corporate Secretary (or its designated agent) allows the shareholder communication to be forwarded to the Board or the relevant committee or directors notwithstanding non-compliance with this policy.
- IV.** The following types of communications are considered appropriate for delivery to directors: matters relating to the Board’s structure, leadership and performance of management, succession planning, executive compensation, corporate governance practices and public disclosure.
- V.** The Board will consider using the following the means of communication as part of its shareholder engagement policy: annual meeting presentations, press releases and announcements on the Company’s website.
- VI.** The Board reserves the right to communicate with shareholders, as well as the means of such communication, at its absolute discretion. Factors that the Board may consider in

determining the timing and nature of any communication, as well as the directors involved in such communication, would include: nature of shareholders' concerns relative to the nature of directors' responsibilities; the identity of a shareholder and the size and duration of its holding(s) in the Company; the proposed topic of discussion; utilization of Board resources in the context of multiple demands from investors; and prioritizing meeting requests based on the interests of all shareholders.

- VII.** The Board will restrict all communications and interactions as necessary to avoid any selective disclosure of material information in accordance with Regulation FD. The Board further reserves the right to request the presence of the Company's General Counsel, outside counsel, or investor relations personnel at any in-person or telephonic meeting to ensure adherence to policy and to intervene in the event that Regulation FD are triggered.