

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-40887

Life Time Group Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

47-3481985

(I.R.S. Employer Identification No.)

2902 Corporate Place

Chanhasen, Minnesota 55317

(952) 947-0000

(Address of principal executive offices, including zip code and Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common stock, par value \$0.01 per share	LTH	The New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. X

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2025, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$3,795.1 million (based upon the closing sale price of the common stock on that date on the NYSE).

As of February 20, 2026, the registrant had 221,805,082 shares of common stock outstanding, par value \$0.01 per share.

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on April 30, 2026, are incorporated by reference into Part III, Items 10-14 of this Annual Report on Form 10-K. The Proxy Statement will be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

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Cautionary Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K (this “Annual Report”) includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which are subject to the “safe harbor” created by those sections. Forward-looking statements include all statements that are not historical facts, including statements reflecting our current views with respect to, among other things, our plans, strategies and prospects, both business and financial, including our financial outlook, growth, business initiatives, cost efficiencies and margin expansion, capital expenditures and free cash flow, improvements to our balance sheet, net debt and leverage, interest expense, consumer demand, industry and economic trends, tax rates and expense, rent expense, expected number and timing of new center openings and successful signings and closings of center takeovers and sale-leaseback transactions (including the amount, pricing and timing thereof), possible or assumed future actions, business strategies, events or results of operations. These forward-looking statements are included throughout this Annual Report, including in the sections entitled “Business,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors.” These statements may be preceded by, followed by or otherwise include the words “believes,” “assumes,” “expects,” “anticipates,” “intends,” “continues,” “projects,” “predicts,” “estimates,” “plans,” “potential,” “may increase,” “may result,” “will result,” “may fluctuate,” and similar expressions or future or conditional verbs such as “will,” “should,” “would,” “foreseeable,” “may,” and “could” as well as the negative version of these words or similar terms and phrases. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking.

The forward-looking statements contained in this Annual Report are based on management’s current beliefs and assumptions and are not guarantees of future performance. The forward-looking statements are subject to various risks, uncertainties, assumptions or changes in circumstances that are difficult to predict or quantify. Actual results may differ materially from these expectations due to numerous factors, many of which are beyond our control, including risks relating to our business operations and the growth of our business, risks relating to our brand, risks relating to our technological operations, risks relating to our capital structure and lease obligations, risks relating to our human capital, risks relating to legal compliance and risk management and risks relating to ownership of our common stock and as detailed under the section entitled “Risk Factors” in this Annual Report, as such risk factors may be updated from time to time in our periodic filings with the Securities and Exchange Commission, or SEC, and are accessible on the SEC’s website at www.sec.gov. Since it is not possible to foresee all such factors, these factors should not be considered as complete or exhaustive. Consequently, we caution investors not to place undue reliance on any forward-looking statements, as no forward-looking statement can be guaranteed, and actual results may vary materially.

Any forward-looking statements made by us in this Annual Report speak only as of the date of this Annual Report and are expressly qualified in their entirety by the cautionary statements included in this Annual Report. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, investments or other strategic transactions we may make. Except as required by law, we do not have any obligation to update or revise, or to publicly announce any update or revision to, any of the forward-looking statements, whether as a result of new information, future events or otherwise.

PART I

Item 1. BUSINESS

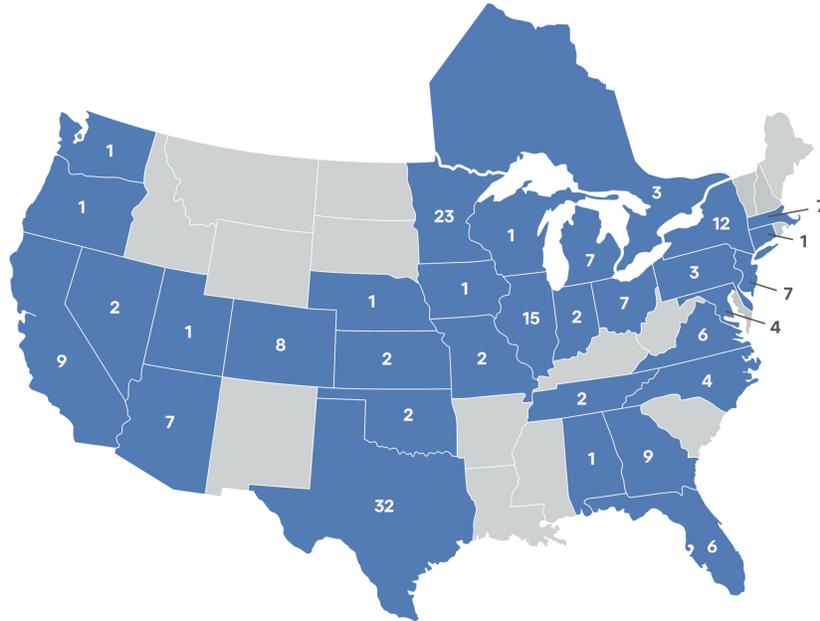
Life Time Group Holdings, Inc. (collectively with its direct and indirect subsidiaries, “Life Time,” “we,” “our,” “us,” or the “Company”) is a holding company incorporated in the state of Delaware. Life Time Group Holdings, Inc. completed its initial public offering (“IPO”) in October 2021 and its common stock trades on the New York Stock Exchange (“NYSE”) under the symbol “LTH.”

Who We Are

Life Time, the “Healthy Way of Life Company,” is a premier lifestyle and leisure brand offering premium health, fitness and wellness experiences to a community of nearly 1.6 million individual members, who together comprise nearly 873,000 memberships, as of December 31, 2025. We are a leading innovator in the industry having successfully created a leisure model that incorporates the country club wellness lifestyle within a fitness and active living community. We have earned the trust of our members for over 30 years to make their lives healthier and happier by offering them the best places, programs and performers. We believe that consumers equate our brand with the uncompromising quality, luxury and “Healthy Way of Life” experiences that Life Time offers. We have built our reputation and robust brand equity through our continuous focus on delivering high-quality experiences through our omni-channel physical and digital ecosystem that includes more than 185 centers—distinctive, resort-like athletic country club destinations—across 31 states in the United States and one province in Canada. Our continuous commitment to members has resulted in strong brand loyalty and fueled our strong, long-term financial performance.

Our centers serve communities in both suburban and urban markets across North America. Depending on the size and location of a center, we offer expansive fitness floors with top-of-the-line equipment, spacious locker rooms, group fitness studios and spaces, recovery spaces, indoor and outdoor pools and bistros, indoor and outdoor tennis courts, indoor and outdoor pickleball courts, basketball courts, LifeSpa, LifeCafe and our childcare and Kids Academy learning spaces. Our premium service offerings are delivered by over 44,000 Life Time team members, including over 11,100 certified fitness professionals, ranging from personal trainers to studio performers.

We have a model and scale that would be difficult to replicate. Our premium real estate portfolio of owned and leased athletic country clubs spans over 18 million of indoor square feet and over seven million of outdoor square feet in the aggregate. Our footprint of athletic country clubs as of December 31, 2025:



Our Membership Offering

We offer a variety of convenient month-to-month memberships with no long-term contracts, including:

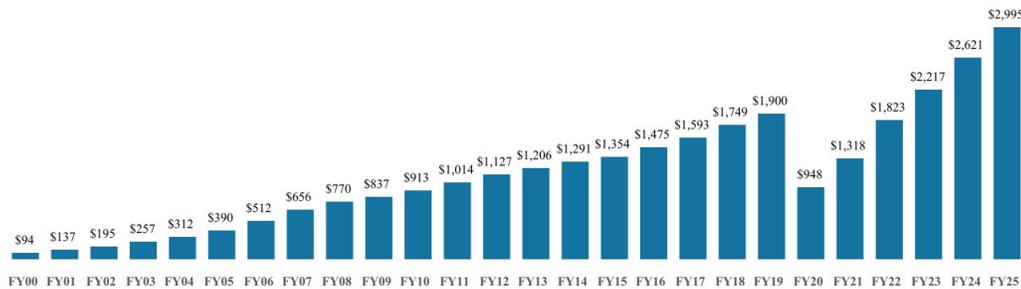
- base memberships that provide general access (with some amenities excluded) to a selected home center and all centers with the same or lower base monthly dues rate, with the option for a junior membership as an add-on. The junior membership add-on for children 13 years old and younger currently costs \$30-\$100 per month. We do not count junior memberships as incremental in our membership count since they are already part of our base membership;
- signature memberships that are base memberships plus access to certain products, services or spaces that would otherwise be accessible only upon payment of additional dues or fees such as small group training and court time for certain racquet sports at certain centers;
- qualified base memberships that can be purchased at a reduced rate and which may be subsidized through partnerships with third party administrators including certain medical insurance providers and which may have limited hours and have limited locations at which they are offered; and
- on-hold memberships for members who do not currently wish to access our centers, but still want to maintain certain member benefits, including the right to convert back to a Center membership without paying an enrollment fee. The majority of our on-hold memberships cost \$15 per month.

Our membership mix is notably shifting with couples and families comprising increasingly larger portions of total memberships. These memberships have historically been more engaged with higher retention and higher average monthly dues. With these membership dynamics and our premium, high-use model, our newer centers are typically reaching their desired utilization and revenue with fewer memberships and in certain centers we are limiting qualified memberships, which have significantly lower average membership dues.

Our Highly Predictable Subscription-Based Revenue Model

Our subscription-based membership model creates highly predictable and recurring revenue that has proven to be resilient for over 30 years and across economic cycles. Membership dues and enrollment fees comprise our largest source of revenue, representing over 70% of our total Center revenue. Our strategic shift to a more robust subscription offering coming out of the pandemic has resulted in our membership dues and enrollment fees now representing over 72% of our total Center revenue for the year ended December 31, 2025. We believe this recurring revenue stream, the strength of our brand and the effective execution of our operating and new center growth strategy have driven our long-term track record of growth. Except in 2020 due to the impact of COVID-19, we have grown our revenue each year since 2000 and, in 2025, we recognized the highest revenue in our history, as shown below.

Revenue (\$ in millions)



Our Engaged Members

The power of our lifestyle brand, attractive member demographics, breadth and desirability of amenities and services and high utilization of our centers allow us to build deeply meaningful connections with our members, which we believe are difficult for others in our industry to replicate fully.

Our members are highly engaged and draw inspiration from the experiences and community we have created. The value our members place on our community is reflected in the continued strength and growth of our average revenue per center membership, center usage and the visits per membership to our athletic country clubs. Our average revenue per center membership increased to \$3,531 in 2025 as compared to \$3,160 and \$2,810 in 2024 and 2023, respectively. Total visits to our clubs were over 122 million in 2025 as compared to over 114 million and over 103 million in 2024 and 2023, respectively. Average visits per membership to our centers remained strong at 149 for 2025.

We believe that no other company in the United States delivers the same quality and breadth of health, fitness and wellness experiences that we deliver, which has enabled us to consistently grow our annual membership dues and in-center revenue.

Our member engagement is driven by the vast array of amenities, services, products and activities that enable an entire family to grow and develop, regardless of where they are in their health and wellness journey. We support our existing and prospective members through a concierge service model that keeps our members’ interests first. We also recruit, hire and certify those whom we believe are the best professionals in our industry to empower, educate and entertain our members. We offer something for every generation, from young children attending our swim lessons and Kids Academy classes, teenagers and adults engaged in our state-of-the-art fitness equipment, Dynamic Personal Training and small group training and more senior adults engaged in our ARORA community, to members of all ages participating in pickleball, our iconic athletic events and a variety of our other in-center activities. The table below displays this wide assortment of physical and digital experiences:

Amenities	Services	Activities, Products and Events
Indoor and Outdoor Pools	Dynamic Personal Training	Athletic Leagues and Tournaments
Group Fitness Studios	Dynamic Stretch	Kids’ Birthday Parties
Cycle Studios	Small Group Training	Parents Night Out
Yoga & Pilates Studios	ARORA	Summer and Vacation Camps for Kids
Indoor and Outdoor Tennis Courts	MIORA	Sports Training Camps
Indoor and Outdoor Pickleball Courts	Weight Loss Coaching	Athletic Events
LifeCafe with Poolside Service	Nutrition Coaching	LT Games
Bar and Lounge	LifeSpa and Medi-spa	Social Events
Free Weight and Resistance Equipment	Physical Therapy and Chiropractic	Outdoor Group Runs
Cardiovascular Equipment	Assessments and Lab Testing	Outdoor Group Cycle Rides
Steam Room and Sauna	Sport Specific Coaching	Swim Meets
Cold Plunges	Endurance Coaching	Charity Events
Racquetball and Squash Spaces	Swim Lessons and Team Coaching	LTH Nutritional Supplements
Locker Rooms	Towel and Locker Service	Apparel
Child Center and Kids Academy	Experience Life	
Basketball/Volleyball Courts		

During 2025, we also organized approximately 51,800 events and served as a social and community hub for our members.

Our member base is primarily made up of members in affluent suburban and urban locations. We believe our membership base has a discretionary spending level that, on average, is less susceptible to adverse economic conditions. As of December 31, 2025, our members had a median household income of \$160,000, which is 1.4 times the median income in the respective trade areas, 73% owned a home, approximately 60% are part of a couples or family membership and these members typically engage more fully within our centers, and approximately 61% had at least a college education. Additionally, our gender mix is balanced and approximately 44% are under 35 years of age and approximately 77% are under 55 years of age.

Our Growth Strategies and Member Experience Initiatives

We have built a strong foundation with an engaged membership base in pursuit of a healthy way of living. We continue to build on that foundation by executing several strategies and initiatives to grow and expand our business, further engage our members, optimize our memberships and member experience, and increase revenue per center membership. We are expanding the number of our centers in an asset-light model that targets higher income members, higher average annual revenue per center membership and higher returns on invested capital. We are also elevating our member experiences through new and improved in-center service offerings, omni-channel offerings and wellness products.

Expand National Footprint in Affluent Metropolitan Statistical Areas

We believe we have significant opportunities to continue expanding our portfolio of premium centers in an asset-light manner. We are now targeting 12 to 14 new locations on average per year starting in 2026. We also expect a larger percentage of our new centers will be large format ground up construction builds as compared to 2024 and 2025.

Our new center expansion initiatives are focused on strategic locations in increasingly affluent markets with higher income members that we expect will generate higher average dues, higher in-center revenue per membership and higher revenue per square foot. We believe we have significant whitespace opportunity for our premium athletic country clubs across the United States and Canada, as well as internationally. Since 2015, we have introduced more strategic center formats that can be modified to accommodate various settings, including ground-up suburban builds, mall or retail locations, vertical residential and urban locations. The strength of our brand, paired with this flexibility, has allowed us to expand our footprint on the East and West coasts and increased our presence in premium urban and coastal areas such as Boston, Chicago, New York City, Florida and California.

We have developed a disciplined and sophisticated process to evaluate markets and specific sites in those markets where we may want to build, lease or acquire new centers. This dynamic process is based upon demographic, psychographic and competitive criteria generated from profiles of our most successful centers, and we continue to refine these criteria based upon the performance of our centers. We believe that the presence of a Life Time center benefits landlords and property developers by bringing our attractive membership base to their locations and increasing the value of the underlying property and surrounding neighborhoods. We seek to leverage this halo effect of our brand, as well as long-term relationships with landlords and property developers, to achieve favorable lease or development agreements and increased construction reimbursements to support our asset-light expansion.

Flexible Asset-light Real Estate Model

We have a diversified portfolio of 189 resort-like athletic country club destinations that are primarily located in affluent markets across 31 states and one Canadian province. Since 2015, we have expanded our center base using an asset-light strategy that has also allowed us to grow the number of centers in a more cost-effective manner and to enter attractive urban and coastal markets with premium centers, where the price of real estate had historically been a deterrent to entry. Our growth strategy is flexible and we can capitalize on a variety of opportunities including (i) ground-up suburban builds leveraging sale-leaseback proceeds as a mechanism to recycle capital and reduce our overall net invested capital; (ii) existing facilities that we can acquire at below market value and open more quickly; (iii) entering into or taking over leases with tenant improvement contributions from landlords; and (iv) adapting existing retail or office space with tenant improvement contributions.

Approximately 71% of our centers are now leased, including approximately 84% of our new centers opened since 2015, versus a predominantly owned real estate strategy prior to 2015.

We also benefit from our in-house architecture and design expertise that allows us to create operationally efficient centers and a consistent feel across our centers. This internal expertise has also helped us identify opportunities to better manage the cost of new centers as we balance our growth with any inflationary, labor or supply pressures.

We generally expect to have net invested capital, which we define as gross invested capital, net of construction reimbursements, less net proceeds from sale-leaseback transactions, of \$25-\$30 million per new location on average, with an average cash on cash return across our portfolio targeted at in excess of 30% after the three to four years it takes on average for our new centers to ramp to expected performance.

We have acquired, and expect to continue to acquire, centers as well as events and services that complement our offerings. Our acquisitions can be single assets or portfolios of assets. We take a disciplined approach to sourcing, acquiring and integrating high quality assets and/or locations and complementary businesses that can help us continue to expand into new geographic areas, acquire key talent and offer new services and experiences. Our post-acquisition integration process often involves significant investments in both the acquired physical assets and human capital to improve each acquired site and to rebrand the look and feel of the center to create the Life Time brand experience for our members.

Expand and Elevate In-Center Service Offerings

We continue to evolve our premium lifestyle brand in ways that elevate and broaden our member experiences and allow our members to integrate health, fitness and wellness into their lives with greater ease and frequency.

Over the past few years, we have been executing the following strategic initiatives, which are driving member engagement and participations in these areas:

- Pickleball. We now have over 800 dedicated pickleball courts and we had over 5.9 million participations during 2025. We believe pickleball is driving both new memberships and member engagement.
- Dynamic Personal Training. During 2025, we averaged over 220,000 Dynamic Personal Training sessions per month, an 18% increase in total sessions compared to 2024. After launching Dynamic Stretch in the third quarter of 2023, we averaged over 20,000 Dynamic Stretch sessions per month in 2025, a 34% increase in total sessions compared to 2024.
- Small Group Training. During 2025, we averaged over 42,000 small group training sessions per month, a 6% increase in total sessions compared to 2024, while also increasing total participation and average participants per session. Our small group training includes Alpha, GTX, Ultra Fit and MB360. We are also expanding our offering of CTR, a reformer-focused class where pilates meets athletic conditioning.
- ARORA. Our ARORA community is focused on members aged 55 years and older. We averaged over 9,000 classes per month in 2025, a 9% increase in total sessions compared to 2024. We believe we have opportunities to further grow our offerings to this community as the U.S. population continues to age.
- MIORA. Our MIORA performance and longevity health offering includes comprehensive assessments, proprietary therapies, supplements and recovery and rejuvenation tools. After launching a pilot location in 2024, we now have a total of eight locations.
- LT Games. We launched LT Games in 2025, which is a unique hybrid-athletic competition.

We have also been executing on enhanced offerings to accelerate growth beyond our centers, including selling our LTH nutritional products more broadly on e-commerce platforms.

Optimize Revenue per Center Membership

We expect to continue to elevate and expand our member experiences with a continued focus on increasing member engagement, while optimizing membership levels and membership dues in our centers. We believe that the pricing actions we have taken to better reflect our premier brand and the value our members receive has resulted in higher revenue and better member experiences. Our optimized pricing for a Center membership is determined center-by-center based on a variety of factors, including geography, market presence, demographic nature, population density, competition, initial investment in the center and available services and amenities. We expect to continually refine our strategy to optimize center performance including to strike the right balance between the number of members at any given center with the membership dues for that center.

We have grown our average revenue per center membership to \$3,531 in 2025, up from \$3,160 in 2024 and \$2,810 in 2023. We believe our total Center revenue will continue to grow as we open new centers in desirable locations across the country, new members join at higher membership dues rates, our new centers ramp to expected performance and we continue to execute on our strategic initiatives discussed above. Our new centers on average have taken three to four years to ramp to expected performance. As of December 31, 2025, we had 29 centers open for less than three years and 17 new centers under construction.

Continue to Expand Our Omni-Channel Offerings

We believe the importance of health, fitness and wellness coupled with the structural shift of consumer preferences toward experiential and proactive health and wellness spending creates new opportunities for us to leverage our “Healthy Way of Life” lifestyle and leisure brand. We expect to leverage our brand reputation and deep understanding of the member experience to add a growing portfolio of products and services to our omni-channel platform.

Our digital platform is delivering a true omni-channel experience through our integrated digital app, including live streaming fitness classes, remote goal-based personal training, nutrition and weight loss support and curated award-winning health, fitness and wellness content. We are continuing to invest in our digital capabilities, including artificial intelligence such as L•AI•C, our

first generative, artificial intelligence driven healthy way of life personal companion with personalized content and recommendations, to strengthen our relationships with our members, reach more people looking for a Healthy Way of Life and more comprehensively address their health, fitness and wellness needs so that they can engage and connect with Life Time at any time or place. We have offered a direct-to-consumer Life Time Digital membership for non-members. Our current strategy, however, is to focus on our member experience as we invest in our integrated digital app and L•AI•C.

We also continue to expand our “Healthy Way of Life” ecosystem in response to the desire of our members to holistically integrate health and wellness into every aspect of their daily lives. In 2018, we launched Life Time Work, an asset-light branded co-working model that offers premium work spaces in close proximity to our athletic country clubs and integrates ergonomic furnishings and promotes a healthy working environment. Life Time Work members also have the ability to receive access to all of our resort-like athletic country club destinations across the United States and Canada. We have also begun to dedicate space within many of our athletic country clubs for work lounges that have a design aesthetic similar to our Life Time Work locations. Additionally, our Life Time Living locations, which are also an asset-light model, offer luxury wellness-oriented residences in close proximity to our athletic country clubs. As of December 31, 2025, we had 15 Life Time Work and four Life Time Living locations open and operating. Our Life Time Living concept is generating interest from new property developers and presenting opportunities for new center development and deal terms that were not previously available to us.

Our omni-channel platform continues to grow as we expand our footprint with new centers and nearby work and living spaces, as well as strengthen our digital capabilities.

Impact of COVID-19 on Our Financial Performance

In March 2020, the World Health Organization declared the outbreak of COVID-19 as a pandemic, the United States declared a National Public Health Emergency and we closed all of our centers based on orders and advisories from federal, state and local governmental authorities regarding COVID-19. Throughout this Annual Report, including in this “Business” section and the sections entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors” when we refer to “COVID-19” or “the pandemic,” such as when we describe the “impact of COVID-19” on our operations, we mean the coronavirus-related orders issued by governmental authorities affecting our operations and/or the presence of coronavirus in our centers, including COVID-19 positive members or team members.

Human Capital

Our unwavering commitment to excellence and a “Healthy Way of Life” culture is driven by our passionate team members and strong leadership team that includes Bahram Akradi, our founder, Chairman and Chief Executive Officer. Life Time was founded by Mr. Akradi in 1992 to help people achieve their health, fitness and wellness goals by delivering entertaining, educational and innovative experiences with uncompromising quality and unparalleled service. Since our founding, we have believed that creating and sustaining a trusted community requires a high level of passion and commitment from our team. We therefore recruit, hire and certify those whom we believe are the best professionals in the industry to empower, educate and entertain our members. In addition, to enhance our member experience and drive consistency in our hospitality and services, we have a strong focus on team member culture, training and certification. We value a welcoming and inclusive culture where team members know they belong, they matter, and they make an impact. Our focus on engagement among team members attracts and fosters our diverse multi-generational member base.

By building a strong team, Life Time has continued to grow and consistently deliver exceptional experiences and financial results. As of December 31, 2025, we employed over 44,000 Life Time team members, including over 33,000 part-time employees and over 11,100 certified fitness professionals, ranging from personal trainers to studio performers. On average, our centers are generally staffed with approximately 220 to 260 full-time and part-time employees depending on center activity levels.

Our team members are at the heart of our Company. We have an entrepreneurial spirit that we believe makes us highly adaptable, reflects an ownership mentality and allows us to navigate shifts in the health, fitness and wellness landscape. Our team members are dedicated to providing the best programs and experiences in the best facilities, and we know this happens by hiring and inspiring the best people. By consistently delivering extraordinary experiences, we have built a highly trusted, premium lifestyle and leisure brand that embraces all aspects of healthy living, healthy aging and healthy entertainment. We call this collective approach and lens to physical, mental and social well-being “Healthy Way of Life” (“HWOL”).

To build our HWOL brand, we aim to recruit, train, develop and empower team members through our culture of care and such initiatives as the Life Time Inclusion Council and Life Time Education discussed below. Our culture of care encourages our team members to exemplify HWOL in their personal and professional lives. We believe in supporting our team members

throughout their journey from casting, onboarding, training, certification, career-path planning and employee resource or affinity groups. We also offer numerous supportive programs, including education, training and surveys.

Inclusion at Life Time

At Life Time, we are committed to inspiring healthy, happy lives for everyone in our communities. We aspire to create healthy environments and workspaces that recognize, empower and celebrate the unique talents, backgrounds and perspectives of individuals so team members feel welcomed, respected, supported and valued. We believe inclusion is at the heart of our team members' and members' sense of belonging, and so our efforts are focused on making Life Time "A Place for Everyone."

To continue to make Life Time "A Place for Everyone", we created the Life Time Inclusion Council, which is comprised of a group of core team members who govern in adherence to a charter with support from an executive sponsor, along with a larger network of ambassadors representing each of our center locations and many corporate divisions. Our Inclusion Council works through committees to identify and incubate areas for enhancing inclusion and cultural competency within our organization. Among other initiatives, Life Time has supported mentoring, coaching, engagement forums and inclusive leadership feedback and learning. Further, team members are encouraged to find support and resources in one or more of our five employee resource groups, which are open to all team members.

Development and Training

Our recruiting and talent acquisition teams seek diverse and highly skilled team members who promote a friendly and inviting environment and uphold consistency in performance and excellence in hospitality. Through this casting, we select team members whom we believe are the best fitness professionals in the industry to empower, educate and entertain our members. Additionally, all center team members are required to participate in a training and certification program that is specifically designed for their role and in education that promotes health and safety and reinforces our non-discrimination and anti-harassment policies. We also provide comprehensive training through our Learning Well platform that is comprised of both an externally licensed school branded as Life Time Academy ("LTA") and an internal team member education and certification division that we call Life Time Education ("LTE"). LTA offers a certification for entry-level professionals to prepare for a career with Life Time or within the health, fitness and wellness industry. LTE delivers certification, learning, education and development opportunities for all team members. Life Time Education supports the culture of Life Time through programs in service, inclusion and belonging and personal and professional growth. Team members may also engage in ongoing mentoring and continuing education. We require an annual re-certification before any team member is permitted to work or to advance to other positions within our Company.

Our personal trainers, registered dietitians, massage therapists and cosmetologists are required to maintain a professional license or one of their industry's top certifications.

Compensation and Benefits

We believe that supporting our team members to be successful in their roles enables them to provide extraordinary experiences to our members. We offer a wide range of benefits designed to holistically support our team members in all areas of their lives. In addition to paid time off, paid sick leave, parental leave, adoption assistance, subsidized medical, dental and vision insurance, company paid life insurance, short and long-term disability, and a center membership, we also provide:

- Employee Assistance Program: Offers confidential assistance with personal, legal, work, financial and other life issues on a 24-hours-a-day, 7-days-a-week basis; and
- Life Time Mind ("LT Mind"): LT Mind is a holistic performance coaching program proprietary to Life Time aimed at helping team members optimize their performance, achieve their goals and enhance their well-being. Offerings for team members include online training and virtual mental resiliency coaching.

We are not a party to a collective bargaining agreement with any of our employees. We believe we have created a positive environment where our employees can thrive while delivering an uncompromising member experience, and we believe relations with our employees are good.

Information Systems

In addition to our standard operating and administrative systems, we use an integrated and proprietary member management system to manage the flow of member information within and between each of our centers and our corporate office. We have designed and developed our proprietary system to allow us to easily collect and process information. Our system enables us to, among other things, enroll new members with a digital membership agreement, capture digital pictures of members for

identification purposes and capture and maintain specific member information, including usage. The system allows us to streamline the collection of membership dues digitally, thereby offering additional convenience for our members while at the same time reducing our corporate overhead and accounts receivable. In addition, we use a customer relationship management system to enhance our marketing campaigns and management oversight regarding daily sales and marketing activities.

Competition

We consider the following groups to be the primary participants in the health, fitness and wellness industry:

- health center operators, including, but not limited to, Equinox Holdings, Inc., The Bay Club Company, Invited (formerly ClubCorp), LA Fitness International, LLC, Powerhouse Gym and 24 Hour Fitness Worldwide, Inc.;
- the YMCA and similar non-profit organizations or community centers;
- physical fitness and recreational facilities established by local governments, hospitals and businesses;
- local salons, cafes and businesses offering similar ancillary services;
- small fitness clubs and studios and other boutique fitness offerings, including Anytime Fitness, Snap Fitness, Planet Fitness, Orange Theory, Barre3, StretchLab and others;
- racquet, tennis, pickleball and other athletic centers;
- rental unit and condominium amenity centers;
- country clubs;
- digital fitness, wellness and health services, including online or other technology-based personal training and fitness, wellness and nutrition coaching;
- the home-use fitness equipment industry;
- athletic event operators and related suppliers;
- providers of office co-working spaces and luxury apartments; and
- providers of wellness and other health and wellness-orientated products and services, including nutritional supplements.

While competition in the industry varies from market to market, it may be impacted by various factors, including the breadth and price of membership offerings and other products and services, the flexibility of membership options, the overall quality of the offering, name or brand recognition and economies of scale. We believe that our brand, our comprehensive product offering and focus on premium services and amenities and our value provide us with a distinct competitive advantage that positions us well in the health, fitness and wellness industry.

Intellectual Property

Our business depends on the quality and reputation of our brand. We file a substantial number of our trademarks and service marks with the United States Patent and Trademark Office, including for Life Time and many of our branded studio classes, service offerings and products. We consider our brand to be one of our most important assets and certain of our trademarks and service marks to be of material importance to our business and actively defend and enforce such trademarks and service marks. Examples include LIFE TIME®, ®, EXPERIENCE LIFE®, DPT DYNAMIC PERSONAL TRAINING, ARORA®, MIORA®, LIFECAFE®, LTH, , LIFESPA®, LIFE TIME HEALTHY WAY OF LIFE®, L•A•I•C, LIFE TIME WORK® and LIFE TIME LIVING®. Solely for convenience, our trademarks, service marks or tradenames may appear in this Annual Report without the corresponding ® or TM symbols, but such references are not intended to indicate in any way that we will not assert, to the fullest extent, our rights to such trademarks, service marks and tradenames.

Governmental Laws and Regulations

Our operations and business practices are subject to laws and regulations at federal, state, provincial and local levels, including consumer protection laws, health and safety regulations, licensing requirements and regulations related to our training, cafe and bistro, spa, aquatics, child care and ancillary health and fitness-related products and services, environmental laws and

regulations, including those related to the handling, use, investigation, remediation and storage of hazardous materials, the emission, release and discharge of hazardous materials into the environment, the health and safety of our employees and the disclosure of our environmental initiatives, fair housing laws, accessibility laws, regulations and laws related to the collection, use and security of personal information about our members, guests and other third parties, and wage and hour and other labor and employment laws.

In particular, within the health, fitness and wellness industry, federal and state statutes regulate the sale and terms of our membership contracts. State statutes often require that we:

- include certain terms in our membership contracts, including the right to cancel a membership, in most cases, within three to 10 days after joining, and receive a refund of enrollment fees paid;
- escrow funds received from pre-opening sales or post a bond or proof of financial responsibility; and
- adhere to price or financing limitations.

Seasonality of Business

Seasonal trends have an effect on our overall business. Generally, we have experienced greater membership growth at the beginning of the year. We also typically experience increased levels of membership in certain centers during the summer pool season. During the summer months, we also experience a slight increase in our in-center business activity with summer programming and operating expenses due to our outdoor aquatics operations and kids programming. We typically experience an increased level of membership attrition during the third and fourth quarters as the summer pool season ends and we enter the holiday season. This can lead to a sequential decline in memberships during those quarters.

Life Time Foundation

We believe in giving back to our communities in ways that empower people to live happy, healthy lives. In 2003, we formed the Life Time Foundation with a focus on inspiring healthier families. In 2010, we further focused on youth nutrition by helping schools serve wholesome, nourishing, minimally processed food to children. In 2022, we complemented these efforts with youth movement by helping increase physical activity and healthy movement in youth. Since 2010, the Life Time Foundation has provided more than \$12 million in support to communities nationwide and positively impacted millions of children. In 2023, we expanded the mission of the Life Time Foundation to promote a healthy planet, including supporting forestation and conservation efforts aimed at fostering long-term environmental well-being. The Life Time Foundation is committed to advancing Healthy People, a Healthy Planet, and a Healthy Way of Life.

Available Information

We file annual, quarterly and special reports and other information with the SEC. Our filings with the SEC are available to the public on the SEC's website at <http://www.sec.gov>. Those filings are also available to the public free of charge on, or accessible through, our investor relations website at <https://ir.lifetime.life> under the "SEC Filings" tab. The information we file with the SEC or contained on or accessible through our corporate website or any other website that we may maintain is not part of this Annual Report.

Item 1A. RISK FACTORS

Risks Relating to Our Business Operations and the Growth of our Business

We may be unable to attract and retain members and we may not effectively optimize memberships and increase revenue per center membership, either of which could have a negative effect on our business, results of operations and financial condition.

The success of our business depends on our ability to attract and retain members, optimize memberships and increase our revenue per center membership. There are numerous factors that could impact our ability to do these things, any of which could adversely impact our business, results of operations and financial condition. These factors include (i) our ability to deliver premium member experiences with strong member engagement, (ii) members valuing our offerings at the prices we charge including as we have shifted to a premium offering, (iii) changing desires, confidence, discretionary spending and behaviors of consumers and our ability to anticipate and respond to such shifts, (iv) introductions or terminations of products, services, memberships, benefits or technology, (v) general economic and environmental conditions, (vi) market or center maturity or saturation, (vii) direct and indirect competition in our trade areas and (viii) social fears such as terror or health threats.

All of our members are able to cancel their membership at any time upon providing advance notice. We must therefore continually engage existing members and attract new members. Our qualified membership programs, which are administered and often subsidized through third parties and provide significantly lower average membership dues, can also be canceled upon providing advance notice. Several qualified membership programs expire in 2026 if not renewed. As we limit the qualified membership program offerings and as some or all of the programs terminate or expire, we are seeking to optimize the memberships in our clubs and increase our revenue per center membership, which includes converting existing qualified members to other direct memberships with the Company. The factors outlined immediately above could impact our ability to do these things.

Elevating our member experiences to meet and exceed their expectations requires investment in our team members, programs, products, services and centers. These investments may impact our short-term results of operations and cash flows as our investments in our business may be made more quickly than we see the returns on our investments. Additionally, we cannot be certain that these strategies will attract and retain members or deliver higher revenue per center membership.

Our business, results of operations and prospects may be adversely affected by the environments in which we operate, including with respect to the macroeconomy, the political climate and social unrest, global pandemics or other health crises, severe weather, natural disasters and shifting climate patterns, hostilities and gun violence.

The macroeconomic environment in which we operate can adversely impact our business, results of operations and prospects, including with respect to inflation, interest rates, taxes or tariffs, labor and supply chain issues, and economic recession or low growth. While the inflation rate has improved and been more stable, the extended period of elevated inflation and overall higher costs has impacted our expenses and capital expenditures in several areas, including wages, construction costs, supply costs, utilities, rent and other operating expenses. These inflationary impacts pressure our margin performance and increase our capital expenditures, particularly for our cost to build new centers. Similarly, while interest rates have decreased and we have been able to secure interest rate swaps on the term loan portion of our variable rate credit facility, the comparatively higher interest rate environment has also increased the cost of our borrowings. The combined impact of inflation and higher interest rates, together with our focus on lowering our leverage ratio and generating positive free cash flow, caused us to temporarily slow down the start of new construction on our ground-up suburban builds, which impacted the centers we opened in 2024 and 2025. The macroeconomic environment can also adversely impact consumer sentiment and their ability or willingness to spend money to obtain or retain their membership with us or to engage with our in-center businesses.

The political climate in the United States and internationally is dynamic, with increased polarization and division, shifts in regulatory policies and enforcement, and social unrest and tensions. If we do not anticipate and manage the challenges relating to this environment, it could have a negative impact on our brand, revenue and profits.

Global pandemics or other health crises can also adversely impact our business, results of operations, financial condition and prospects. We experienced significant reductions in membership levels, revenue per center membership, center activity and new center growth related to the COVID-19 pandemic, including from the responses of diverse governmental authorities in closing or restarting our operations. Our business took time to recover from that pandemic. We cannot be certain that we will not need to close our centers, restrict operations within our centers or suspend or reduce the level of real estate or construction activities again related to another pandemic or health crisis.

Severe weather, shifting climate patterns and other physical climate-related risks, including drought, heat stress, storms, flooding and fires; natural disasters; and social unrest, hostilities and gun violence, including active threats or terrorist activities (or expectations about them), can adversely affect our members, consumer spending and confidence levels, supply availability and costs, as well as our operations in impacted markets, all of which could have an adverse effect on our business, results of operations, prospects and financial condition. We may also be forced to temporarily or permanently close centers due to any number of such circumstances. While the magnitude and timing of these impacts are uncertain and may vary across our members, suppliers, centers and markets, the severity and impact of center closures and center damage or destruction, and the cost to build or operate our centers, could increase as the climate, geopolitical and social environment changes, including as the frequency and severity of extreme weather increases, and with respect to our water usage in environments where water may be scarce or costly, the cost to cool our facilities in environments that experience higher temperatures. The severity and impact could also be greater in geographical locations across the country where we operate multiple centers and as we expand or continue to expand in potentially more challenging environmental locations. Our receipt of proceeds under any insurance we maintain with respect to some of these risks may be delayed or the proceeds may be insufficient to cover our losses fully. Our business could also be impacted by risks associated with transition to a lower-carbon economy, including market risks such as building performance requirements, shifts in insurance markets and carbon pricing. Additionally, while we have been a company focused on corporate responsibility from our formation, as we continue to develop and execute on our initiatives in these areas, we could incur additional costs or risks that adversely impact our business.

If we are unable to successfully execute our asset-light growth strategy, our results of operations, cash flow and return on invested capital may be negatively impacted. Our center profitability may decline as we open new centers.

We are executing on a strategy to grow our business in an asset-light manner as detailed in “Item 1—Business—Our Growth Strategies and Member Experience Initiatives” of this Annual Report. To successfully expand the number of our centers, we must identify and acquire or lease sites that meet the site selection criteria we have established. We may face competition for sites that meet our criteria, and as a result, we may lose those sites or we could be forced to pay higher prices for those sites. Additionally, we must engage and negotiate with numerous third parties, including landlords, developers, sellers, contractors and governmental authorities. Their timeline and ability to move forward may differ from ours. If we are unable to cost-effectively identify and acquire or lease sites for new centers, or if our analysis of the suitability of a site is incorrect, our revenue growth rate, profits, cash flow and return on invested capital may be negatively impacted. Additionally, if we do not adapt to or anticipate the challenges relating to expanding our operations, including more diverse locations, sizes and types of buildings, executing remodels and determining timelines in new markets and spaces, we may not be able to expand profitably at our targeted returns and on the timeline or at the rate we expected. Any of these results could have a negative impact on our revenue growth rate, profits, cash flow and returns.

Our focus for new centers continues to include wealthier demographic and coastal locations for ground-up suburban builds, mall or retail locations, vertical residential and urban locations. If we are unable to leverage our brand and what we bring to these markets and locations, we may be required to pay relatively higher costs for land or lease payments. Our construction and development costs are higher to offer more luxurious amenities and features within the new centers. We have also experienced escalating construction costs more generally due to inflation. Higher gross invested capital and higher occupancy costs at these centers require increases in the value of sale-leaseback transactions or higher operating profits per center to produce our targeted rate of return. Our center operating margins may also be lower while the new centers build membership base. An increase in pre-opening expenses and lower revenue volumes characteristic of newly opened centers affect our operating margins at these new centers.

Opening new centers in existing markets attracts some memberships away from other centers in those markets, which could lead to diminished revenue and profitability. In addition, as a result of new center openings in existing markets, and because older centers represent an increasing proportion of our center base over time, our same-center revenue increases will be lower than in the past.

Delays in new center openings could have an adverse effect on our growth.

A significant amount of time and capital expenditures is required to develop and construct or remodel our new centers. Our ability to open new centers on schedule and on budget or at all depends on a number of factors, many of which are beyond our control. These factors include:

- obtaining financing at acceptable rates, including executing sale-leaseback transactions to fund construction of new sites and negotiating tenant improvement contributions from developers and landlords;
- obtaining entitlements, permits and licenses necessary to complete construction of the new center on schedule and to operate the center;
- negotiating the terms of the acquisition or lease of new centers;
- securing access to centers and the costs of labor and materials necessary to develop and construct or remodel our centers;
- delays or cost increases due to inflation, material shortages, labor issues, design changes, weather conditions, acts of God, pandemics or epidemics, discovery of contaminants, accidents, deaths or injunctions;
- recruiting, training and retaining qualified employees; and
- general economic conditions, including inflation that has elevated new center construction costs.

Our growth and changes in the industry could place strains on our management, employees, information systems and internal controls, which may adversely impact our business.

Our plans for expansion and development, including an increase in the number of our new centers each year, development of existing and new businesses and memberships, expansion of our “Healthy Way of Life” ecosystem and acquisitions of other businesses, as well as changes in the industry, may place significant demands on our administrative, operational, financial, technological and other resources. Any failure to manage growth and development effectively could harm our business. To be successful, we will need to continue to develop technologically and implement management information systems and improve our operating, administrative, financial and accounting systems and controls. We will also need to train new employees and maintain close coordination among our executive, accounting, finance, legal, human resources, risk management and operations functions. These processes are time-consuming and expensive, increase management responsibilities and divert management attention.

We may incur significant costs in the development and implementation of new or re-imagined businesses or strategies with no guarantee of success.

In order to elevate and broaden member experiences, increase our revenue per center membership, remain competitive, respond to consumer demands and expand our business, we have developed, and expect to continue to develop and re-imagine, in-center, digital and ancillary businesses and strategies as well as co-working and living spaces. We may incur significant costs in the development or refinement of these businesses and strategies, some of which may be outside of our core competency. In addition, we cannot guarantee that these businesses or strategies will be successful and contribute to earnings or that we will be able to scale these businesses in an efficient manner or at all, and any of these businesses or strategies may lose money and have an adverse effect on our business, financial condition and operating results.

We may be unable to successfully acquire or invest in suitable businesses or, if we do acquire or invest in them, they may disrupt our existing business, we may be unable to successfully integrate the businesses into our existing business or the acquired assets may be subject to impairment, any of which may have an adverse effect on our results of operations and financial condition.

To remain competitive and expand our business, we acquire and invest in complementary businesses and centers. We may not be able to find suitable acquisition candidates or joint venture partners in the future. If we do find suitable candidates, we may not be in a financial position to pursue the transactions or we may not be able to conduct effective due diligence or execute the transactions on favorable terms or at all. We may also have to incur debt or issue equity securities to pay for any acquisition or investment, which could adversely affect our financial condition or dilute our stockholders.

If we do acquire other businesses, we cannot provide any assurances that we will be able to successfully integrate those businesses and integrating those businesses into our existing business may place significant demands on our administrative, operational, financial and other resources and may require significant management time, which may disrupt our other businesses. We may also need to invest significant capital into the acquired businesses or centers to deliver experiences consistent with the Life Time brand. Our ability to acquire and integrate larger or more significant companies is unproven. Any failure to integrate an acquired business or center into our existing business could have an adverse effect on our existing business, results of operations and financial condition.

Additionally, as we have acquired other businesses, we have recorded assets, liabilities and intangible assets at fair value at the time of acquisition. If the fair value of the long-lived assets or intangible assets were determined to be lower than the carrying value, the assets would be subject to impairment, which could adversely affect our financial results.

Our business could be adversely affected by competition in the competitive health, fitness and wellness industry.

We compete with numerous industry participants as detailed in “Item 1—Business—Competition” of this Annual Report. Competitors compete with us to attract members in our markets and digitally. Competitors also attempt to copy all or portions of our business model or services, which could erode our market share and brand recognition or impair our business and results of operations. It is also possible that competitors could introduce new products and services or new ways to provide those products and services that negatively impact consumer preference or willingness to pay for our products and services. Certain competitors have advantages over us, including non-profit and government organizations may be able to obtain land and construct centers at a lower cost and collect membership fees without paying taxes, thereby allowing them to charge lower prices. Additionally, consolidation in the health, fitness and wellness industry could result in increased competition among participants. This competition may limit our ability to attract and retain members or to optimize our revenue per center membership, each of which could materially and adversely affect our business, results of operations and financial condition.

Our dependence on third-party suppliers for equipment and certain products and services could result in disruptions to our business and could adversely affect our business, results of operations and financial condition.

Equipment and certain products and services needed for us to operate our business efficiently and to consistently meet our business requirements are sourced from third-party suppliers. The ability of these third-party suppliers to successfully provide reliable and high-quality products and services is subject to economic, political, trade, technical and operational uncertainties that are beyond our control. Any disruption to our suppliers' operations, or any inability by us to identify and enter into agreements with alternative suppliers on a timely basis and on acceptable terms, could impact our supply chain and our ability to service our centers and elevate and expand our brand. Transitioning to new suppliers could be time-consuming and expensive and may result in interruptions in our operations. If any of these events occurs, it could have a material adverse effect on our business, results of operations and financial condition.

Risks Relating to Our Brand

Our business depends on the quality and reputation of our brand, and any deterioration in the quality or reputation of our brand or in the health, fitness and wellness industry could materially adversely affect our market share, business, results of operations and financial condition.

Our brand and reputation are among our most important assets. Our ability to attract and retain members and expand our business is impacted by the external perceptions of Life Time as a leading lifestyle and leisure brand that consistently delivers premium experiences. Any operation of our centers or omni-channel ecosystem that does not meet expectations, any adverse incidents, including involving social matters, the safety of our members, guests or employees, physical or sexual abuse, or harm to a child at any of our children areas, or any negative events or publicity regarding us, our competitors or the health, fitness and wellness industry, may damage our brand and reputation, cause a loss of consumer confidence in Life Time and our industry and have an adverse effect on our market share, business, results of operations and financial condition.

Use of social media platforms, and email, text messaging, phone and social media marketing, may adversely impact our reputation, business, results of operations, and financial condition or subject us to fines or other penalties.

Negative commentary and videos about us or calls for collective action against us, such as boycotts, may be posted on social media platforms or similar at any time to a broad audience, which may harm our brand, reputation or business without affording us an opportunity for redress or correction in a timely manner or at all. Consumers value readily available information about health, fitness and wellness and often act on such information without further investigation and without regard to its accuracy.

We also use email, text messaging, phone and social medial platforms as marketing tools. As laws and regulations rapidly evolve to govern the use of these platforms and devices, the failure by us, our employees or third parties acting at our direction to abide by applicable laws and regulations in the use of these platforms and devices could adversely impact our business, results of operations and financial condition or subject us to fines or other penalties.

Our intellectual property rights may be inadequate to protect our business or may be infringed, misappropriated or challenged by others. We may also become involved in costly litigation or be required to pay royalties or fees.

We attempt to protect our intellectual property rights through a combination of patent, trademark, copyright and trade secret laws, as well as licensing agreements and third-party nondisclosure and assignment agreements. Our failure to obtain or maintain adequate protection of our intellectual property rights for any reason, whether in the United States or internationally, could have a material adverse effect on our business, results of operations and financial condition.

We rely on our trademarks, trade names and brand names to distinguish our products and services from the products and services of our competitors, and we have registered or applied to register many of these trademarks. There is no assurance that our trademark applications will be approved in the United States or internationally. Third parties may also oppose our trademark applications, or otherwise challenge our use of the trademarks. In the event that our trademarks are successfully challenged, we could be forced to rebrand our products or services, which could result in loss of brand recognition, and could require us to devote resources to advertising and marketing new brands and to replacing products. In particular, although we own a United States federal trademark registration for use of the LIFE TIME® mark in the field of health and fitness centers, we are aware of entities in certain locations around the country and internationally that use LIFE TIME FITNESS, LIFE TIME or other similar marks in connection with goods and services related to health, fitness and wellness. The rights of these entities in such marks may predate our rights. Accordingly, if we open any centers or otherwise operate in the areas in which these parties operate, we may be required to pay royalties or other fees or may be prevented from using the mark in such areas. Furthermore, if any third party were to successfully seek cancellation of our trademark registrations, we may be prevented from using such marks throughout the United States or internationally.

Further, there is no assurance that competitors or other businesses will not infringe on our intellectual property rights or that we will not have disputes with third parties to enforce our intellectual property rights, protect our trademarks, determine the validity and scope of the proprietary rights of others or defend ourselves from claims of infringement, invalidity, misappropriation or unenforceability. Our risk of infringement or misappropriation may increase with the increased use of generative artificial intelligence. In the event of any such infringement or claimed infringement or any misappropriation, the value of our brand may be harmed and we may be required to incur substantial costs and divert resources to pursue, or defend against, any claim. Additionally, any damage to our brand or reputation could cause membership levels to decline and make it more difficult to attract new members. If we were to fail to successfully defend a claim against us, we may have to pay significant fees (and fines and penalties) and enter into royalty or licensing agreements, we may be prevented from using the intellectual property within certain markets in connection with goods and services that are material to our business or we may be unable to prevent a third party from using our intellectual property. Any such failure to successfully protect our intellectual property rights, or to defend against any claims or infringement, invalidity, misappropriation or unenforceability, for any reason, could have an adverse effect on our business, results of operations and financial condition.

Risks Relating to Our Technological Operations

We rely on technology and if we are unable to adapt to significant and rapid technological change, including with respect to artificial intelligence, and deliver connected and digital experiences, we may not compete effectively and our business could be adversely affected.

Technology is a key component of our business model and we regard it as crucial to our success moving forward. We increasingly use electronic and digital means to interact with our members, provide services and products, support our business operations and collect, maintain and store individually identifiable information. We use an integrated and proprietary member management system to manage the flow of member information within each of our centers and between centers and our corporate office. We also continue to invest in our mobile application and systems, including artificial intelligence such as L•AI•C, our first generative, artificial intelligence driven healthy way of life personal companion with personalized content and recommendations. While we seek to offer our members best-in-class technology solutions, we operate in an environment of significant and rapid technological change, including with respect to artificial intelligence, and with industry participants who have greater resources and personnel dedicated to innovating and developing technology and artificial intelligence. To remain competitive, we must continue to maintain, enhance and improve the functionality, capacity, accessibility, reliability, use and features of our mobile application, automated member interfaces and other technology offerings as well as the use of technology and artificial intelligence in the corporate support of our business.

Our growth and success will depend, in part, on our ability to continue to elevate and broaden our member experiences and product and services offerings, including through developing our omni-channel ecosystem, licensing leading technologies, systems and use rights, enhancing our existing platforms and services and creating new platforms and services. We must also respond to member demands, technological advances and emerging industry standards and practices on a cost-effective and timely basis. The adoption of new technologies or market practices (including artificial intelligence) requires us to devote significant resources to improve and adapt our services and how we operate. We need to secure and maintain third party rights including to use music with our content, which can be costly depending on the method we use to provide our content and may involve many third parties and navigating complex and evolving legal issues. Keeping pace with these ever-increasing technological and use requirements can be expensive, and we may be unable to make these improvements to our technology infrastructure or obtain the necessary use rights in a timely manner or at all. If we are unable to anticipate and respond to the demand for new services, products and technologies on a timely and cost-effective basis, or to adapt to and leverage technological advancements and changing standards, our business, results of operations and financial condition could be materially and adversely affected. Furthermore, we may rely on the ability of our members to have the necessary hardware products (smartphones, tablets, watches, etc.) to support our new product offerings. To the extent our members are not prepared to invest or lack the necessary infrastructure, the success of any new initiatives may be compromised.

If we fail to properly maintain the operation, integrity and security of our systems and our data or the data of our members, guests and employees, to comply with applicable privacy or other laws, or to strategically implement, upgrade or consolidate existing information systems, our reputation and business could be adversely affected.

The operation, integrity and security of our systems and our data and the data of our members, guests and employees is critical to us. Despite the security measures we have in place and our continuous assessment and improvements, our systems, and those of our third-party service providers, may be vulnerable to security breaches, acts of cyber terrorism, malicious attacks, misinformation, demands for ransom, vandalism or theft, computer viruses, misplaced or lost data, programming and/or human errors or other similar events. Because such attacks and other events are increasing in sophistication and frequency and frequently change in nature, including due to artificial intelligence being used by bad actors, we, and our third-party service

providers, may be unable to anticipate such events or implement adequate preventative measures, and any compromise of our systems, or those of our third-party providers, may not be discovered and remediated promptly. Any such event or any changes in consumer behavior following such an event affecting us or a third party may materially and adversely affect our business, which in turn may materially and adversely affect our reputation, results of operations and financial condition. Our receipt of proceeds under any insurance we maintain with respect to some of these risks may be delayed or the proceeds may be insufficient to cover our losses fully, which could have a material adverse effect on our business, results of operations and financial condition.

Additionally, the collection, maintenance, use, disclosure and disposal of individually identifiable or other personal data by our businesses are regulated at the federal, state and foreign levels as well as by certain financial industry groups, such as the Payment Card Industry Security Standards Council, Nacha, Canadian Payments Association (Payments Canada) and individual credit card issuers. Some of this data is sensitive and could be an attractive target of a criminal attack by malicious third parties with a wide range of motives and expertise. Federal, state and foreign regulators and financial industry groups continue to adopt or consider new privacy and security requirements that may apply to our businesses. Similarly, federal, state and foreign regulators are considering laws and regulations for artificial intelligence. Compliance with evolving and fragmenting privacy, artificial intelligence and security laws, requirements and regulations results in time and cost increases due to necessary systems changes, new limitations or constraints on our business models and the development of new administrative processes. They also may impose further restrictions on our collection, disclosure and use of information that is housed in one or more of our databases. Noncompliance with privacy or artificial intelligence laws, financial industry group requirements or a security breach or other event involving the misappropriation, loss or other unauthorized disclosure of personal, sensitive and/or confidential information, whether by us or by one of our vendors, could have adverse effects on our business, operations, brand, reputation and financial condition, including decreased revenue, fines and penalties, increased financial processing fees, compensatory, statutory, punitive or other damages, adverse actions against our licenses to do business and injunctive relief.

Moreover, any failure or unforeseen issues, such as bugs, data inconsistencies, cloud concentration issues, outages, fires, floods, changes in business processes and other interruptions with our systems or the systems of third-party vendors could adversely impact our business and member experiences and cause us to lose members. Disruptions or failures that affect our billing and other administrative functions could also have an adverse effect on our results of operations. Correcting any disruptions or failures that affect our systems could be difficult, time-consuming and expensive. Additionally, if we need to move to different third-party systems, or otherwise significantly modify our systems, our operations and member experiences could be interrupted and negatively impacted.

Risks related to our acceptance of ACH, credit card, debit card and digital payments could harm our brand or our results of operations.

We accept payments through ACH, credit card, debit card and digital transactions. For such transactions, we pay interchange and other fees, which may increase over time. Additionally, if we or any of our processing vendors have problems with our billing software, or the billing software malfunctions, it could have an adverse effect on our member satisfaction and could cause one or more of the major companies to disallow our continued use of their payment products. If our billing software fails to work properly and, as a result, we do not automatically charge our members' credit cards, debit cards or bank accounts on a timely basis or at all, we could lose membership revenue, which would harm our results of operations.

If we fail to adequately control fraudulent ACH, credit card, debit card and digital transactions, we may face civil liability, diminished public perception of our security measures and significantly higher ACH, credit card and debit card related costs, each of which could adversely affect our business, results of operations and financial condition. The termination of our ability to process payments through ACH transactions or on any major credit or debit card would significantly impair our ability to operate our business.

Risks Relating to Our Capital Structure and Lease Obligations

Our indebtedness and lease obligations, and the restrictive covenants in the documents governing such indebtedness and lease obligations, could adversely affect our financial condition and impact our ability to grow our business, take certain actions or respond to changes in the economy or our industry.

As of December 31, 2025, we had total consolidated indebtedness outstanding of approximately \$1,525 million, as detailed in Note 9—Debt, to our consolidated financial statements included in Part II, Item 8 of this Annual Report. For the year ended December 31, 2025, our interest expense, net of interest income was \$82 million. Our annual debt service obligation for 2026 is expected to be approximately \$86 million for interest and \$22 million primarily for term loan and mortgage principal payments. We and our subsidiaries may still incur substantially more debt, including secured debt.

As of December 31, 2025, we had 185 leased properties, including 134 center leases and 11 ground leases and 17 centers under construction. For the year ended December 31, 2025, our rent expense was approximately \$339 million. In addition to minimum lease payments, some of our center leases provide for additional rental payments based on a percentage of net sales, or “percentage rent,” if sales at the respective centers exceed specified levels, as well as the payment of common area maintenance charges, real property insurance and real estate taxes. Many of our leases also have defined escalating rent provisions over the initial term and any extensions. As we continue to execute on our asset-light growth strategy, including sale-leaseback transactions, we expect to lease, rather than own, the majority of our new centers in the future. With our strategy to execute sale-leaseback transactions, we may also have an increasing number of leased locations with a small number of lessors. As of December 31, 2025, we had 55 properties subject to 15 master leases with 14 lessors.

The credit agreement governing our senior secured credit facility and the indenture governing our secured notes contain a number of covenants imposing restrictions on our business, including we are required to comply with a first lien net leverage ratio covenant under the revolving portion of our senior secured credit facility. These restrictions may affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities as they arise. Similarly, since as a lessee we do not completely control the land and improvements underlying our operations, we may not be able to take certain actions that we desire or the lessors could take certain actions to disrupt our rights in the centers we lease. Our ability to comply with these covenants may be affected by circumstances and events beyond our control, such as prevailing economic conditions, pandemics or epidemics and changes in regulations, and there is no assurance that we will be able to comply with such covenants.

Specifically, our indebtedness and lease obligations, and the restrictions imposed thereby, could have material consequences, including:

- limiting our ability to obtain or guarantee additional indebtedness or make certain investments, which could impact our ability to fund or execute on future working capital, capital expenditures, our growth strategy or other general corporate requirements or business opportunities;
- requiring a substantial amount of our cash flows to be dedicated to debt service and lease obligations, thereby reducing the amount of cash flows available for working capital, capital expenditures, our growth strategy and other general corporate purposes or business opportunities;
- restricting our ability to pay dividends or make distributions on our capital stock or repurchase our capital stock;
- limiting our ability to incur liens, to sell assets, to consolidate, merge, sell or otherwise dispose of all or substantially all of our assets or to enter into transactions with our affiliates;
- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our flexibility in planning for and reacting to changes in the industry in which we compete and to changing business and economic conditions;
- placing us at a disadvantage compared to other, less leveraged competitors; and
- increasing our cost of borrowing or limiting our ability to refinance indebtedness.

Additionally, failure to satisfy our obligations with respect to our indebtedness and lease obligations or a breach of any of the restrictive covenants could result in an event of default under the applicable indebtedness or lease. Such a default may allow the creditors to accelerate the related indebtedness and may result in the acceleration of any other indebtedness that is subject to an applicable cross-acceleration or cross-default provision. An event of default under the credit agreement governing our senior secured credit facility would permit the lenders thereunder to terminate all commitments to extend further credit under the facilities. Furthermore, if we were unable to repay the amounts due and payable under our secured indebtedness, those lenders or holders, as applicable, could proceed against the collateral granted to them, including our available cash, to secure that indebtedness, subject to the provisions of the applicable intercreditor agreement. In the event our lenders or holders of our secured notes accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. Similarly, a number of our leases, including those pursuant to sale-leaseback transactions, may be terminated in the event of a breach and certain other circumstances. The occurrence of any one of these events could have a material adverse effect on our business, financial condition, results of operations and ability to grow our business or satisfy our obligations.

We may not be able to generate sufficient cash to service all of our indebtedness and lease obligations and may be forced to take other actions to satisfy our obligations, which may not be successful.

We depend on cash flow from operations to pay our indebtedness and lease obligations. Our ability to make scheduled payments on our indebtedness and lease obligations, to refinance our debt obligations before maturity or to negotiate favorable terms on new or expiring leases depends on our financial condition and operating performance, and could be subject to prevailing economic and competitive conditions and to certain financial, business, market, legislative, regulatory, environmental and other factors beyond our control. Our inability to generate sufficient cash flows to satisfy our debt and lease obligations, or to refinance our indebtedness at comparable interest rates and on commercially reasonable terms or at all, or to renew our leasehold interests on their expiration or on terms that are as favorable as the current terms, would materially and adversely affect our business, financial position and results of operations. We could also face substantial liquidity problems and be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure our indebtedness. We may not be able to effect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our operating and growth needs or our scheduled debt service and lease obligations.

Our ability to raise capital in the future may be limited, which could impact our operations and ability to grow.

Our business requires capital to operate and grow. We have and may need or choose to raise additional funds through the issuance of new equity securities, debt or a combination of both. Additional financing may not be available on favorable terms, or at all. If we issue new debt securities, the debt holders would have rights senior to common stockholders to make claims on our assets, and the terms of any debt could further restrict our operations, including our ability to pay dividends on our common stock. If we issue additional equity securities, existing stockholders will experience dilution, and the new equity securities could have rights senior to those of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our stockholders bear the risk of our future securities offerings reducing the market price of our common stock and diluting their interest.

Risks Relating to Our Human Capital

If we cannot retain our key employees and hire additional qualified employees, we may not be able to successfully lead and run our businesses, achieve our growth targets and pursue our strategic objectives. We may also continue to face increased labor costs that could reduce our profitability.

We are highly dependent on the services of our senior management team and other key employees at both our corporate headquarters and our centers. Competition for such employees is intense and most of our executive officers have each been with the Company for over 20 years. Our inability to attract, retain, replace, train and motivate qualified employees in a timely and effective manner could reduce member satisfaction, harm our brand and reputation and adversely affect our operating efficiency and financial results.

Staffing shortages, including for our centers and for key corporate and technology resources, could also hinder our ability to implement our business and growth strategy. Payroll costs are a major component of the operating expenses at our centers. We have experienced and may continue to experience a labor market that requires higher wages and increased benefits, which places pressure on our profitability. Increases in minimum wage rates and mandatory benefits could also result in increased costs for us, which may adversely affect our results of operations and financial condition.

Attempts by labor organizations to organize groups of our employees or changes in labor laws could disrupt our operations or increase our labor costs.

Although none of our employees are currently covered under collective bargaining agreements, we may become subject to collective bargaining agreements, similar agreements or regulations enforced by governmental entities in the future. Changes in the federal regulatory scheme could make it easier for unions to organize groups of our employees. Unionization could hinder our ability to cross-train and cross-promote our employees due to prescribed work rules and job classifications. Labor regulations could also lead to higher wage and benefit costs, changes in work rules that raise operating expenses and legal costs, and limit our ability to take cost saving measures. If relationships with our employees or other personnel become adverse, our centers could experience labor disruptions such as strikes, lockouts and public demonstrations. These or similar agreements, legislation or changes in regulations could disrupt our operations, reduce our profitability or interfere with the ability of our management to focus on executing our business and operating strategies.

Risks Relating to Legal Compliance and Risk Management

We are subject to extensive governmental laws and regulations, and changes in these laws and regulations could have a negative effect on our results of operations and financial condition.

Our operations and business practices are subject to various United States and foreign national, federal, state, provincial and local laws and regulations, including but not limited to the following:

- consumer protection laws related to the advertising, marketing and sale of our products and services, including laws regulating recurring services;
- statutes that regulate the sale and terms of our membership contracts;
- health or safety regulations related to various center operations, whether operated directly, as a managed service provider or a business associate to third parties, such as MIORA, Life Clinic, our Dynamic Personal Training, LifeCafe, LifeSpa and medi-spa, Life Time Swim and Life Time Kids;
- regulation or licensing of ancillary health, fitness and wellness-related products and services;
- licensing or other regulation of our service providers, such as cosmetologists, massage therapists and registered dietitians;
- environmental and workplace safety laws and regulations;
- climate-related laws and regulations;
- laws and regulations on fair housing and accessibility;
- laws and regulations governing privacy and security of information; and
- wage and hour or other employment related laws and regulations.

Any changes in such laws or regulations or any failure by us to comply with such laws or regulations, including by any of our team members, could have an adverse effect on our results of operations and financial condition. We may also face increased burdens, expenses and challenges in administering our business in a climate of increasing political polarization and volatility and regulatory fragmentation. Additionally, as we expand our business and “Healthy Way of Life” ecosystem, including potentially offering our digital membership or other services internationally, we could be exposed to new or incremental regulatory, economic and political risks in addition to those we already face in the United States and Canada.

We defend against claims related to the development, construction or operation of our facilities and the use, condition or content of our premises, facilities, equipment, mobile application, services, activities or products, which could have a negative effect on our results of operations and financial condition.

Use of our premises, facilities, equipment, mobile applications, services, activities, events or products poses potential health or safety risks to members, guests and customers. Claims are asserted against us from time to time for loss, injury or death suffered by someone (including a minor child) using or visiting our premises, facilities, equipment, mobile applications, services, activities, events or products. We could also face claims in connection with the development, construction and remodel of our centers and other facilities, as well as claims related to environmental matters or remediation. While we carry insurance generally applicable to such claims, we face exposure for losses within any self-insured retention or for uninsured damages.

We also face claims for economic or other damages by members, guests, customers or employees, including consumer protection, wage and hour, membership or ancillary services contract, or other statutory or common law claims arising from our business operations. Such claims may be uninsured or the proceeds of our insurance coverages for such claims may be insufficient to cover our losses fully. Depending upon the outcome, these matters may have a material adverse effect on our business, results of operations and financial condition.

We defend claims related to our health, fitness and wellness-related offerings or other claims, and the value and reputation of our brand may suffer.

We offer directly or through third parties a variety of health, fitness and wellness-related products and services, such as nutritional and weight loss products, blood screenings and other assessments, anti-aging and longevity services, health, fitness and wellness content and services, chiropractic services and medi-spa services. Claims are asserted or governmental investigations are conducted from time to time against us or such third parties related to these products and services, including regarding the ingredients in, manufacture of or results of using our nutritional products, our provision of other health, fitness and wellness-related services or content or our relationships with third parties. There is no assurance that we will not be required to cease providing certain products or services or that any rights we have under indemnification provisions and/or insurance policies will be sufficient to cover any losses that might result from such claims. Any publicity surrounding such claims may negatively impact the value of our brand.

In the ordinary course of conducting our business, we are exposed to claims that can have significant adverse effects upon our financial position, results of operations and cash flows, including wage and hour claims and class action claims. See “Item 3—Legal Proceedings” in this Annual Report. At any given time, there may be one or more civil actions initiated against us. If one or more of these pending lawsuits, or any lawsuits in the future, are adjudicated in a manner adverse to our interests, or if a settlement of any lawsuit requires us to pay a significant amount, the result could have an adverse impact on our financial position, results of operations and cash flows. In addition, any litigation, regardless of the outcome, may distract our management from the operation of our business.

We may not be able to maintain the required type or level of insurance coverage on acceptable terms or at an acceptable cost.

We may not be able to maintain insurance, including general liability and property insurance, on acceptable terms or maintain a level of insurance that would provide adequate coverage, including against potential third-party liability, health and safety issues, property loss caused by severe or frequent extreme weather or otherwise and other claims. An increase in the number of claims against health and fitness center operators generally or against us in particular may cause the cost of insurance for the industry as a whole or us in particular to rise, and comprehensive insurance coverage may become more difficult to attain. For example, our level of insurance has decreased and the relative cost has increased for insuring parts of our business including our medi-spa services. Any gaps in insurance or any increase in the cost of insurance may have a material adverse effect on our business, results of operations and financial condition.

Adverse developments in applicable tax laws or tariffs could have a material and adverse effect on our business, financial condition and results of operations. Our effective tax rate could also change materially as a result of various evolving factors, including changes in income tax law or changes in the scope of our operations.

We are subject to taxation in the United States at the federal level and by certain states and municipalities and foreign jurisdictions because of the scope of our operations. Additionally, despite the vast majority of our operations being currently operated in the United States, our operations and new center growth could be subject to new or increased tariffs. While our existing operations have been implemented in a manner we believe is in compliance with current prevailing laws, one or more taxing jurisdictions could seek to impose, and certain jurisdictions are actively considering, incremental or new taxes on us. Any adverse developments in tax laws or regulations, including legislative changes, judicial holdings or administrative interpretations, or any new or increased tariffs that impact our operations or growth, could have a material and adverse effect on our business, financial condition and results of operations. Changes in the scope of our operations, including expansion to new products or new geographies, could also increase the amount and type of taxes and tariffs to which we are subject, and could increase our effective tax rate.

Risks Relating to Ownership of Our Common Stock

Our share price has and may change significantly, and stockholders may not be able to resell our common stock at or above the price per share paid or at all.

The trading price of our common stock has experienced volatility. Stock volatility often has been unrelated or disproportionate to the operating performance of particular companies. Additionally, how active and liquid the trading market on the NYSE for our common stock may be impacted by the fact that certain of our existing stockholders who were stockholders before the IPO, who we refer to as the “Voting Group,” collectively held as of December 31, 2025, approximately 38.3% of the voting power of our common stock (down from 62.7% as of December 31, 2024). Stockholders may not be able to resell our common stock at or above the price per share paid due to a number of factors, such as the amount of liquidity in the market for our shares, those listed in other portions of this “Risk Factors” section and the following:

- results of operations that vary from the expectations of securities analysts and investors or from our competitors;
- if securities analysts do not publish research or reports about our business, or if they downgrade our common stock or our industry;
- changes in expectations as to our future financial performance and growth, including financial estimates and investment recommendations by securities analysts and investors;
- investor perceptions of the investment opportunity associated with our common stock relative to other investment alternatives;
- the public’s response to press releases or other public announcements by us or third parties, including our filings with the SEC;
- guidance, if any, that we provide to the public, any changes in this guidance or our failure to meet this guidance; and
- changes in accounting principles.

These broad market and industry fluctuations may materially adversely affect the market price of our common stock, regardless of our actual operating performance.

In the past, following periods of market volatility, stockholders of companies have instituted securities class action litigation. If we were involved in securities litigation, it could have a substantial cost and divert resources and the attention of executive management from our business regardless of the outcome of such litigation.

Future sales, or the perception of future sales, by us or our existing stockholders in the public market could cause the market price for our common stock to decline.

The sale of our common stock in the public market, or the perception that such sales could occur, could harm the prevailing market price of our common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

As of December 31, 2025, we had a total of 221,076,666 shares of common stock outstanding and the Voting Group held approximately 38.3% of such shares (down from 62.7% as of December 31, 2024). The Voting Group includes investment funds affiliated with Leonard Green & Partners, L.P. and its affiliates (“LGP”) and TPG Inc. and its affiliates (“TPG”), which collectively held approximately 19.3% of our common stock as of December 31, 2025 (down from 42.5% as of December 31, 2024). Most of the shares of our common stock held by the Voting Group are “restricted securities” under Rule 144 of the Securities Act and subject to certain restrictions on resale. Restricted securities may be sold in the public market only if they are registered under the Securities Act or are sold pursuant to an exemption from registration such as Rule 144. The Voting Group has certain registration rights under the amended and restated stockholders agreement with the Company (the “Stockholders Agreement”). Registration of any of these outstanding shares of common stock would result in such shares becoming freely tradable without compliance with Rule 144 upon effectiveness of the registration statement. We currently have an automatic shelf registration statement on Form S-3 filed with the SEC under which we or the Voting Group could elect to register shares of our common stock as was done in 2024 and 2025.

If the Voting Group exercises its registration rights again, sells a significant number of shares pursuant to an exemption from registration or is perceived by the market as intending to sell them, the market price of our common stock could drop significantly. These factors could also make it more difficult for us to raise additional funds through future offerings of our common stock or other securities.

In addition, our shares of common stock subject to outstanding awards or reserved for future issuance under our 2015 Equity Incentive Plan, 2021 Incentive Award Plan and our 2021 Employee Stock Purchase Plan will become eligible for sale in the public market once those shares are issued, subject to provisions relating to any vesting agreements. We may also issue our securities in connection with investments or acquisitions. The amount of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding common stock. Any issuance of additional securities in connection with investments or acquisitions may result in additional dilution to our stockholders and the securities issued may have rights that are senior to our common stock.

The Voting Group owns a significant amount of our common stock and their interests may not be aligned with yours. We ceased being a “controlled company” within the meaning of the NYSE rules and the rules of the SEC in June 2025.

As long as the Voting Group continues to own a significant amount of our total outstanding shares of common stock, they will be able to strongly influence the outcome of corporate actions.

It is possible that members of the Voting Group may have interests that are different from other stockholders and may vote in a way with which other stockholders may disagree and that may be adverse to other stockholders' interests. Further, members of the Voting Group may have differing views from each other, none of which may align with other stockholders' interests. In addition, the Voting Group's concentration of ownership could have the effect of delaying or preventing a change in control or otherwise discouraging a potential acquirer from attempting to obtain control of us, which could cause the market price of our common stock to decline or prevent our stockholders from realizing a premium over the market price for their common stock.

Additionally, certain of the members of the Voting Group are in the business of making investments in companies and may from time to time acquire interests in businesses that directly or indirectly compete with certain portions of our business or supply us with goods and services. Such members of the Voting Group may also pursue acquisition opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us or may be more expensive for us to pursue.

We ceased to be a “controlled company” within the meaning of the corporate governance standards of the NYSE and the rules of the SEC effective as of June 5, 2025. Within one year of that date, we are required to have a nominating and corporate governance committee and compensation committee that consist entirely of independent directors. The independence standards are intended to ensure that directors who meet those standards are free of any conflicting interest that could influence their actions as directors. Accordingly, stockholders may not have the same protections afforded to stockholders of other companies that are subject to all of the corporate governance requirements of the NYSE until we meet such requirements during 2026.

Transactions undertaken in connection with the repurchase of our common stock may not occur, and if they do, may not realize the anticipated long-term stockholder value and could have adverse tax effects on us.

In February 2026, our board of directors authorized a share repurchase program for the repurchase of up to \$500 million of our common stock, as detailed in “Part II—Item 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities—Purchases of Equity Securities.” Our share repurchase program does not obligate us to repurchase any specific number of shares of common stock, has no expiration date and may be modified, terminated or suspended at any time without prior notice. The timing and amount of repurchases, if any, will be subject to our liquidity, leverage ratio, stock price, business and market conditions, and compliance with applicable legal and contractual obligations. Additionally, repurchases of our common stock could reduce our cash reserves, which may impact our ability to finance our growth and strategic acquisitions or opportunities. Repurchases of our common stock, or any decision to not utilize the full authorized amount, could affect the trading price of our common stock and could increase volatility. Although share repurchase programs are intended to enhance long-term stockholder value, there is no assurance that our program will do so. Additionally, the Inflation Reduction Act of 2022 (the “Inflation Reduction Act”) imposed a 1% excise tax on the fair market value of stock on certain repurchases (including redemptions) of stock by publicly traded corporations on or after January 1, 2023, subject to certain exceptions (including an exception that allows netting the amount of stock redemptions or repurchases against certain new issuances of stock). Subsequently, the U.S. Department of the Treasury issued final regulations providing additional rules about this excise tax. If we redeem or repurchase shares of our common stock in connection with the share repurchase program that we have announced, we could be subject to this excise tax unless we qualify for any of the exceptions that are provided in the Inflation Reduction Act, in the final regulations, or in other laws, regulations or rules. Any such excise tax would be our liability and could increase the amount of tax that we are required to pay.

Some provisions of our charter documents and Delaware law may have anti-takeover effects that could discourage an acquisition of us by others, even if an acquisition would be beneficial to our stockholders, and may prevent attempts by our stockholders to replace or remove our current management.

Provisions in our amended and restated certificate of incorporation and our amended and restated bylaws, as well as provisions of the Delaware General Corporation Law (the “DGCL”), could make it more difficult for a third party to acquire us or increase the cost of acquiring us, even if doing so would benefit our stockholders, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions include:

- establishing a classified board of directors such that not all members of the board are elected at one time;

- allowing the total number of directors to be determined exclusively (subject to the rights of holders of any series of preferred stock to elect additional directors) by resolution of our board of directors and granting to our board the sole power (subject to the rights of holders of any series of preferred stock or rights granted pursuant to the Stockholders Agreement) to fill any vacancy on the board;
- limiting the ability of stockholders to remove directors without cause;
- authorizing the issuance of “blank check” preferred stock by our board of directors, without further stockholder approval, to thwart a takeover attempt;
- prohibiting stockholder action by written consent (and, thus, requiring that all stockholder actions be taken at a meeting of our stockholders);
- eliminating the ability of stockholders to call a special meeting of stockholders;
- establishing advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted upon at annual stockholder meetings;
- requiring the approval of the holders of at least two-thirds of the voting power of all outstanding stock entitled to vote thereon, voting together as a single class, to amend or repeal our amended and restated certificate of incorporation or amended and restated bylaws; and
- electing not to be governed by Section 203 of the DGCL.

These provisions could discourage, delay or prevent a transaction involving a change in control of our Company. They could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and cause us to take corporate actions other than those which our stockholders desire.

Non-U.S. holders who own more than 5% of our common stock may be subject to U.S. federal income tax on gain realized on the sale or other taxable disposition of such stock.

Because we have significant ownership of real property located in the United States, we may be a “United States real property holding corporation” (“USRPHC”) for U.S. federal income tax purposes, but we have made no determination to that effect. There can be no assurance that we do not currently constitute or will not become a USRPHC. As a result, any beneficial owner of our common stock that is neither a “U.S. person” nor an entity treated as a partnership for U.S. federal income tax purposes (a “Non-U.S. Holder”) may be subject to U.S. federal income tax on gain realized on a sale or other taxable disposition of our common stock if such Non-U.S. Holder has owned, actually or constructively, more than 5% of our common stock at any time during the shorter of the five-year period ending on the date of the sale or other taxable disposition or the Non-U.S. Holder’s holding period in such stock.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 1C. CYBERSECURITY

The operation, integrity and security of our systems and the security of our data and the data of our members, guests and employees is critical to us. We have therefore developed and maintain a cybersecurity program designed to safeguard our systems from unauthorized access and to protect the confidentiality, integrity and availability of our data and the data of our members, guests and employees from external and internal threats.

Risk Management and Strategy

We take a risk-based approach with our cybersecurity program that has been designed in accordance with the National Institute of Standards and Technology (“NIST”) cybersecurity framework. Our program focuses on a variety of potential material risks including operational (including unauthorized access and business continuity), financial, reputational and compliance-related. We analyze these risks based on numerous factors and also weigh their likelihood and potential impact. This analysis is led by our Chief Digital Officer, Senior Vice President of Technology and Chief Information Security Officer as detailed below under “—Governance.” Additionally, we have identified cybersecurity as a credible technology-related risk under our enterprise risk management (“ERM”) program. Our Chief Digital Officer is the owner of our technology risks and is therefore charged with

executing controls to monitor and mitigate cybersecurity risks through people, processes and technology. Our ERM Committee is comprised of Company leaders who meet to consider, among other matters, the effectiveness of the risk monitoring and mitigating and the expected frequency, severity and trend of our credible risks including cybersecurity.

We seek to continuously improve and mature our program within the NIST framework based on our risk assessment, the threat landscape as well as our business needs and industry trends. We also apply administrative, operational and technical security controls to handle and process our data and the data of our members, guests and employees in a responsible and secure manner, including through various internal policies and standards governing information security. We leverage the expertise and advice of third parties to conduct audits, assessments, tabletop exercises, penetration testing and other reviews to assist us in identifying and implementing improvements to our cybersecurity program and aligning it with the NIST framework and our overall ERM program.

Our cybersecurity program includes ongoing vulnerability and risk management processes along with a managed security service provider that utilizes a detection and response solution to provide us with 24/7/365 monitoring and alerting. We have developed an incident response plan that is designed in accordance with the NIST framework to facilitate (1) identification and containment of any cybersecurity incidents; (2) remediation of identified vulnerabilities; (3) mitigation of disruption to critical information systems; and (4) assessment of what occurred, notification of affected individuals as necessary and mitigation of consequences that may arise from any unauthorized access. This plan also identifies and describes the roles and responsibilities of our incident response team, including investigation and escalation as appropriate up to and including our Audit Committee or Board of Directors.

Our cybersecurity program also addresses risks associated with third-party service providers who may access or integrate with our systems and data. Our processes include having such third parties complete a cybersecurity questionnaire, agree to appropriate contractual obligations and provide annual evidence of their compliance where applicable.

While we experience cybersecurity threats during the normal course of business, no risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected us and we do not believe are reasonably likely to materially affect us, including with respect to our business strategy, results of operations and financial condition.

Governance

Our Board of Directors oversees risk management of our business and accomplishes this oversight primarily through the Audit Committee. Our Audit Committee discusses the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled. As part of this process, our Audit Committee oversees our ERM program including risks related to privacy, data and information security, including cybersecurity. Management presents to the Audit Committee at least annually on our cybersecurity program and risks related thereto, and then the Audit Committee reports on that presentation to our Board of Directors. The presentations may address (1) the current cybersecurity landscape and emerging threats; (2) the status of ongoing cybersecurity initiatives and strategies; (3) incident reports and learnings from any cybersecurity incidents; and/or (4) compliance with regulatory requirements and industry standards. In addition, our executive team may report specific cybersecurity incidents to the Audit Committee or Board of Directors outside of a regularly scheduled meeting based on the impact of the incident. Our internal escalation process is set forth in our incident response plan.

Our Executive Vice President and Chief Digital Officer is our executive team member responsible for our cybersecurity program and our Chief Information Security Officer ("CISO") leads the program with the support of our Senior Vice President of Technology. Together they provide updates to the ERM Committee and present to our Audit Committee at least annually. In addition, we have established an incident response team comprised of a cross-functional group of team members who manage our response to any cybersecurity incident pursuant to our incident response plan.

Our CISO has an undergraduate degree in Management Information Systems, decades of cybersecurity and technology experience and broad industry-wide experience, including in hospitality, retail, medical, energy and government. Members of our cybersecurity team have over 100 years of combined cybersecurity experience and hold professional certifications from security organization such as ISC2 and SANS Institute that include Certified Information Systems Security Professional (CISSP), GIAC Web Application Penetration Tester (GWAPT), GIAC Penetration Tester (GPEN), GIAC Certified Intrusion Analyst (GCIA) and GIAC Certified Forensic Analyst (GCFA). Our cybersecurity team also stays informed on the latest developments in cybersecurity, including trends, risks, threat vectors, impacts and risks from artificial intelligence and attack mechanisms, through security and compliance-related seminars, conferences, continuing education training, news feeds and forums and our CISO sits on various CISO committees and roundtables. Our CISO's knowledge and experience, coupled with the expertise and advice we receive from third parties, are instrumental in assessing and managing our cybersecurity program,

including our strategy, security engineering, security operations, cybersecurity awareness and training, information technology governance and compliance, and cyber threat identification, assessment, management, mitigation and response.

Item 2. PROPERTIES

We operate distinctive, resort-like athletic country club destinations in both affluent suburban and urban locations centered around major metropolitan areas in the United States and Canada. As of December 31, 2025, we operated 189 centers in 31 states and one Canadian province, 55 of which were owned (including ground leases) and 134 of which were leased. During 2025, we opened 10 new centers. Our luxurious athletic country clubs total over 18 million of indoor square feet and over seven million of outdoor square feet in the aggregate and measure approximately 97,000 square feet on average. Depending on the size and location of a center, we offer expansive fitness floors with top-of-the-line equipment, spacious locker rooms, group fitness studios and spaces, recovery spaces, indoor and outdoor pools and bistros, indoor and outdoor tennis courts, indoor and outdoor pickleball courts, basketball courts, LifeSpa personal care services, LifeCafe healthy restaurants and child care and Kids Academy learning spaces. Excluding renewal options, the terms of our leased centers, including ground leases, expire at various dates from March 2027 through December 2054. Including renewal options, only nine of our 134 leases expire in the next 15 years. The majority of our leases have renewal options and a few grant us the right to purchase the property. Of our 55 owned properties, 21 are pledged as collateral under our Credit Facilities as well as our secured notes, and eight are pledged as collateral under our mortgage notes.

Our corporate headquarters, located in Chanhassen, Minnesota next to our Chanhassen center, is comprised of two 105,000 square foot, free-standing, three-story buildings that we own.

The table below contains information about our centers as of December 31, 2025:

	Number of Owned Centers	Number of Leased Centers	Total Number of Centers	Aggregate Indoor Square Feet
United States:				
Alabama	0	1	1	104,336
Arizona	0	7	7	681,917
California	5	4	9	780,404
Colorado	2	6	8	784,861
Connecticut	0	1	1	53,198
Florida	1	5	6	436,601
Georgia	3	6	9	841,618
Illinois	6	9	15	1,585,414
Indiana	2	0	2	127,512
Iowa	0	1	1	110,378
Kansas	1	1	2	222,712
Maryland	1	3	4	397,256
Massachusetts	0	7	7	749,394
Michigan	2	5	7	686,407
Minnesota	12	11	23	2,108,989
Missouri	0	2	2	238,287
Nebraska	0	1	1	116,409
Nevada	1	1	2	258,062
New Jersey	1	6	7	804,190
New York	2	10	12	808,693
North Carolina	1	3	4	378,804
Ohio	2	5	7	575,895
Oklahoma	0	2	2	232,206
Oregon	1	0	1	133,526
Pennsylvania	0	3	3	324,509
Tennessee	0	2	2	236,129
Texas	8	24	32	3,211,109
Utah	0	1	1	109,800
Virginia	1	5	6	601,008
Washington	0	1	1	34,385
Wisconsin	0	1	1	126,423
Canada:				
Ontario	3	0	3	397,853
Total Centers	55	134	189	18,258,285

In a few of our centers, we sublease space to third parties. The square footage figures above include those subleased areas. The center square footage figures exclude areas used for tennis courts, outdoor swimming pools, outdoor play areas and stand-alone Life Time Work, Life Time Sport and Life Time Swim locations.

In addition to the centers listed in the table above, as of December 31, 2025, we had 17 new centers under construction. We also operate 10 facilities that we classify as satellite locations. These include tennis-only facilities that we own in Oakdale, Minnesota; Centennial, Colorado; and Plano, Texas; a pickleball-only facility that we own in Chanhassen, Minnesota; a racquet club that we lease in Creve Coeur, Missouri; a racquet club that we own in Boise, Idaho; along with leased small centers in Austin, Texas; Battery Park, New York; 5th Avenue, New York; and Hackensack, New Jersey.

Other Property Data:

	December 31,		
	2025	2024	2023
	(Number of centers)		
Center age:			
Open 1 to 12 months	10	8	11
Open 13 to 37 months	22	21	17
Open 37+ months	157	150	143
Total centers	189	179	171
Center ownership:			
Own	35	37	33
Own/ground lease	11	11	11
Own/mortgaged outside of Credit Facilities	8	8	13
Joint venture	1	1	1
Leased	134	122	113
Total centers	189	179	171

Item 3. LEGAL PROCEEDINGS

Life Time, Inc. et al. v. Zurich American Insurance Company — On August 19, 2020, Life Time, Inc., several of its subsidiaries and a joint venture entity, Bloomingdale Life Time Fitness LLC (collectively, the “Life Time Parties”), filed a complaint against Zurich American Insurance Company (“Zurich”) in the Fourth Judicial District of the State of Minnesota, County of Hennepin (the “District Court”) (Case No. 27-CV-20-10599) (the “Action”), seeking declaratory relief and damages with respect to Zurich’s failure under a property/business interruption insurance policy to provide certain coverage to the Life Time Parties related to the closure or suspension by governmental authorities of their business activities due to the spread or threat of the spread of COVID-19. On March 15, 2021, certain of the Life Time Parties filed a First Amended Complaint in the Action adding claims against Zurich under a Builders’ Risk policy related to the suspension of multiple construction projects. The Court granted Zurich’s dispositive motions on July 25, 2024, dismissing the Life Time Parties’ claims with prejudice, and entered judgment on July 26, 2024. The Life Time Parties appealed from that judgment to the Minnesota Court of Appeals (the “Court of Appeals”). On August 11, 2025, the Court of Appeals reversed the District Court’s order granting summary judgment in favor of Zurich, holding that governmental closure orders were the causes of the Life Time Parties’ losses under the property/business interruption policy, and not the pandemic. The Court of Appeals concluded that the Life Time Parties have a coverage limit of \$1.0 million per occurrence and there were 29 occurrences, reflecting the 29 different jurisdictions that issued closure orders affecting the Life Time Parties’ 150 locations during that time. The Court of Appeals remanded the Action to the District Court for further proceedings. On September 8, 2025, Zurich petitioned the Minnesota Supreme Court for review of the decision of the Court of Appeals. On September 30, 2025, the Life Time Parties filed an opposition to Zurich’s petition for review. On October 29, 2025, the Minnesota Supreme Court denied Zurich’s petition for review. In November 2025, Zurich paid approximately \$40 million to Life Time in partial satisfaction of Life Time’s legal claims in this Action, representing payment of up to \$1.0 million plus interest for 26 occurrences of 29 total occurrences found by the Court of Appeals in its order dated August 11, 2025. The Action will be remanded to the District Court for further proceedings. The Action is subject to uncertainties, and the final outcome of the matter is not predictable with assurance.

Other Legal Proceedings—We are also engaged in other proceedings incidental to the normal course of business. Due to their nature, such legal proceedings involve inherent uncertainties, including but not limited to, court rulings, negotiations between affected parties and governmental intervention. We will establish reserves for matters that are probable and estimable in amounts we believe are adequate to cover reasonable adverse judgments. Based upon the information available to us and discussions with legal counsel, it is our opinion that the outcome of the various legal actions and claims that are incidental to our business will not have a material adverse impact on our consolidated financial position, results of operations or cash flows. Such matters are subject to many uncertainties, and the outcomes of individual matters are not predictable with assurance.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is listed on the NYSE under the symbol “LTH” and began trading on October 7, 2021.

Holders

As of February 20, 2026, there were 23 holders of record of our common stock. The number of holders of record is based upon the actual number of holders registered at such date and does not include holders of shares in “street name” or persons, partnerships, associates, corporations or other entities identified in security position listing maintained by depositories.

Dividends

We do not currently pay any cash dividends on our common stock and do not expect to pay any cash dividends on our common stock for the foreseeable future. We anticipate that our earnings in the foreseeable future will be focused towards supporting our operations, financing the growth and development of our business and returning capital to stockholders pursuant to our Share Repurchase Program (defined below). Any determination to declare or pay dividends in the future will be at the discretion of our board of directors and will depend upon our results of operations, cash requirements, financial condition, contractual restrictions, restrictions imposed by applicable laws and other factors that our board of directors may deem relevant. In addition, our business is conducted through our subsidiaries. Dividends, distributions and other payments from, and cash generated by, our subsidiaries will be our principal sources of cash. Accordingly, our ability to pay dividends to our stockholders is dependent on the earnings and distributions of funds from our subsidiaries. The covenants in the credit agreement governing our senior secured credit facility and the indenture governing our secured notes have restrictions, with exceptions and baskets, regarding the ability of our subsidiaries to pay dividends or otherwise transfer assets to us.

Purchases of Equity Securities

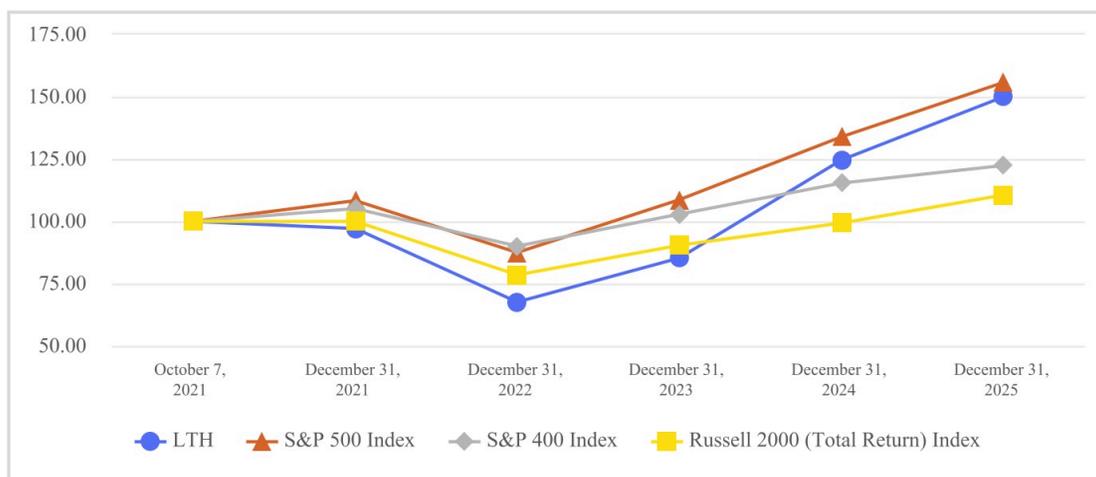
During the fourth quarter of the fiscal year ended December 31, 2025, we did not purchase any of our equity securities that are registered under Section 12(b) of the Exchange Act.

On February 19, 2026, our board of directors approved a share repurchase program of up to \$500 million of our outstanding common stock (the “Share Repurchase Program”). Repurchases under the Share Repurchase Program may be made from time to time at the discretion of management through open market purchases, block trades, accelerated or other structured share repurchase programs, privately negotiated transactions, Rule 10b5-1 plans or other means, and may include purchases from affiliates. The manner, timing, pricing and amount of any transactions will be subject to the discretion of management and may depend on a variety of factors, including business and market conditions, corporate and regulatory requirements, alternative investment opportunities, acquisition opportunities, and other factors.

Stock Performance Graph

The following graph compares the change in total cumulative stockholder return on our common stock for the period from the close of trading on October 7, 2021, which was the first day our common stock began to trade publicly on the NYSE, to the end of fiscal 2025 relative to the performance of the S&P 500 Index, the S&P 400 Index and the Russell 2000 (Total Return) Index. We include a comparison against the Russell 2000 (Total Return) Index because there is no published industry or line-of-business index for our industry, and we do not have a readily definable peer group that is publicly traded. The graph assumes \$100.00 is invested at the closing price of \$17.75 for our common stock on October 7, 2021.

The stock price performance shown below is not indicative of future performance. The performance graph shall not be deemed “soliciting material” or considered to be “filed” with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of the Company’s filings under the Securities Act or the Exchange Act.



Item 6. [RESERVED]

Item 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our consolidated financial statements and the related notes and other financial information included elsewhere in this Annual Report. Some of the information included in this discussion and analysis or set forth elsewhere in this Annual Report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should review the “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” sections of this Annual Report for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Refer to Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, in our Form 10-K for the year ended December 31, 2024 filed with the SEC on February 27, 2025, for discussion of the results of operations for the year ended December 31, 2024 compared to the year ended December 31, 2023.

Overview

Business and Strategy

Life Time, the “Healthy Way of Life Company,” is a premier lifestyle and leisure brand offering premium health, fitness and wellness experiences to a community of nearly 1.6 million individual members, who together comprise nearly 873,000 memberships, as of December 31, 2025. We are a leading innovator in the industry having successfully created a leisure model that incorporates the country club wellness lifestyle within a fitness and active living community. We have earned the trust of our members for over 30 years to make their lives healthier and happier by offering them the best places, programs and performers. We deliver high-quality experiences through our omni-channel physical and digital ecosystem that includes more than 185 centers—distinctive, resort-like athletic country club destinations—across 31 states in the United States and one province in Canada. Our continuous commitment to members has resulted in strong brand loyalty and fueled our strong, long-term financial performance.

Our luxurious athletic country clubs total over 18 million of indoor square feet and over seven million of outdoor square feet in the aggregate. Our centers are located in affluent suburban and urban locations. Depending on the size and location of a center, we offer expansive fitness floors with top-of-the-line equipment, spacious locker rooms, group fitness studios and spaces, recovery spaces, indoor and outdoor pools and bistros, indoor and outdoor tennis courts, indoor and outdoor pickleball courts, basketball courts, LifeSpa, LifeCafe and our childcare and Kids Academy learning spaces. Our premium service offerings are delivered by over 44,000 Life Time team members, including over 11,100 certified fitness professionals, ranging from personal trainers to studio performers.

Our members are highly engaged and draw inspiration from the experiences and community we have created. The value our members place on our community is reflected in the continued strength and growth of our average revenue per center membership, center usage and the visits to our athletic country clubs. Our average revenue per center membership increased to \$3,531 for the year ended December 31, 2025 as compared to \$3,160 for the year ended December 31, 2024 and \$2,810 for the year ended December 31, 2023. Total visits to our clubs were over 122 million in 2025 as compared to over 114 million in 2024 and over 103 million in 2023, and average visits per membership to our centers remained strong at 149 in 2025.

Our membership mix is notably shifting with couples and families comprising increasingly larger portions of total memberships. These memberships have historically been more engaged with higher retention and higher average monthly dues. With these membership dynamics and our premium, high-use model, our newer clubs are typically reaching their desired utilization and revenue with fewer memberships. Additionally, the number of our qualified memberships, which have significantly lower average membership dues, are decreasing as we limit their offering and certain third party administrated programs are terminated or expire.

We believe that no other company in the United States delivers the same quality and breadth of health, fitness and wellness experiences that we deliver, which has enabled us to consistently grow our annual membership dues and in-center revenues.

Our total Center revenue increased to \$2,909 million for the year ended December 31, 2025 as compared to \$2,547 million for the year ended December 31, 2024 and \$2,154 million for the year ended December 31, 2023. We believe it will continue to grow as we open new centers in desirable locations across the country, new members join at higher membership dues rates, our new centers ramp to expected performance and we continue to execute on our strategic initiatives discussed below. Our new centers on average have taken three to four years to ramp to expected performance. As of December 31, 2025, we had 29 centers open for less than three years and 17 new centers under construction. We are expanding the number of our centers using an asset-light model that targets affluent markets with higher income members, higher average revenue per center membership and higher returns on invested capital. As we open these new centers in more affluent markets, our average revenue per center membership should naturally increase.

We believe we have significant opportunities to continue expanding our portfolio of premium centers in an asset-light manner. We are now targeting 12 to 14 new locations on average per year starting in 2026. We also expect a larger percentage of our new centers will be large format ground up construction builds as compared to 2024 and 2025.

We also continue to execute several strategic initiatives that are driving revenue, engagement, membership optimization and expansion as we elevate and broaden our member experiences and allow members to integrate health, fitness and wellness into their lives with greater ease and frequency. These strategic initiatives include pickleball, Dynamic Personal Training, Dynamic Stretch, small group training such as Alpha, GTX, Ultra Fit, MB360 and CTR, our ARORA community focused on members aged 55 years and older, and most recently LT Games, a unique hybrid-athletic competition. Our MIORA performance and longevity health offering is performing to our expectations and we now have a total of eight locations.

We have also been executing on enhanced offerings to accelerate growth beyond our centers. We are selling our LTH nutritional products more broadly on e-commerce platforms. Additionally, our digital platform is delivering a true omni-channel experience through our integrated digital app, including live streaming fitness classes, remote goal-based personal training, nutrition and weight loss support and curated award-winning health, fitness and wellness content. We are continuing to invest in our digital capabilities, including artificial intelligence such as L•AI•C, our first generative, artificial intelligence driven healthy way of life personal companion with personalized content and recommendations, to strengthen our relationships with our members, reach more people looking for a Healthy Way of Life and more comprehensively address their health, fitness and wellness needs so that they can engage and connect with Life Time at any time or place.

We also continue to expand our “Healthy Way of Life” ecosystem in response to the desire of our members to holistically integrate health and wellness into every aspect of their daily lives. In 2018, we launched Life Time Work, an asset-light branded co-working model that offers premium work spaces in close proximity to our athletic country clubs and integrates ergonomic furnishings and promotes a healthy working environment. Life Time Work members also have the ability to receive access to all of our resort-like athletic country club destinations across the United States and Canada. We have also begun to dedicate space within many of our athletic country clubs for work lounges that have a design aesthetic similar to our Life Time Work locations. Additionally, our Life Time Living locations, which are also an asset-light model, offer luxury wellness-oriented residences in close proximity to our athletic country clubs. As of December 31, 2025, we had 15 Life Time Work and four Life Time Living locations open and operating. Our Life Time Living concept is generating interest from new property developers and presenting opportunities for new center development and deal terms that were not previously available to us. Our omni-channel platform continues to grow as we expand our footprint with new centers and nearby work and living spaces, as well as strengthen our digital capabilities.

Macroeconomy and Policy Environment

We continue to monitor the macroeconomic and policy environment and its impact on our business, including with respect to tariffs, inflation, interest rates, taxes and labor, as well as a potential economic recession or low growth and general economic and political conditions. There continues to be macroeconomic and geopolitical uncertainty in many markets around the world, including as a result of international unrest and trade policy, and new or elevated tariffs, which have increased certain of our expenses and capital expenditures, but have not had a material impact on our business. We continue to analyze the potential impact of these events and any resulting downstream impacts, including higher inflation. Despite these headwinds, we have experienced growth in our revenue and expanded our operating margins. We will continue to monitor the macroeconomic and policy environment and while any future uncertainty or volatility, a decline in the U.S. or global economy, or the public perception that any of these events may occur, could adversely affect our business and results of operations, we believe that our business is resilient and has performed well historically during different economic cycles including during a recession.

Components of Our Results of Operations

Total revenue

Total revenue consists of Center revenue and Other revenue (each defined below).

Center revenue

Center revenue consists of membership dues, enrollment fees and revenue generated within a center, which we refer to as in-center revenue. In-center revenue includes fees for Dynamic Personal Training, aquatics and kids programming and other member services, as well as sales of products at our cafés, and sales of products and services offered at our spas and tennis and pickleball programs.

Other revenue

Other revenue includes revenue generated from our businesses outside our centers, which are primarily media, athletic events and related services. Our media revenue includes our magazine, Experience Life®, our athletic events revenue includes endurance activities such as running and cycling, and our related services revenue includes revenue from our race registration and timing businesses. Other revenue also includes revenue generated from our Life Time Work and Life Time Living locations.

Center operations expenses

Center operations expenses consist of direct expenses related to the operation of our centers, such as salaries, commissions, payroll taxes, benefits, real estate taxes and other occupancy costs (excluding rent), utilities, repairs and maintenance, supplies and pre-opening expenses.

Rent expense

Rent expense consists of both cash and non-cash expense related to our operating leases booked on a straight-line basis over the lease term in accordance with generally accepted accounting principles in the United States (“GAAP”).

Non-cash rent expense

Non-cash rent expense reflects the non-cash portion of our annual GAAP operating lease expense that is greater or less than the cash operating lease payments. Non-cash rent expense for our open properties represents non-cash expense associated with properties that were operating at the end of each period presented. Non-cash rent expense for our properties under development represents non-cash expense associated with properties that are still under development at the end of each period presented.

General, administrative and marketing expenses

General, administrative and marketing expenses include:

- Costs relating to our centralized support functions, such as accounting, information systems, procurement, real estate and development and member relations, as well as share-based compensation expense;
- Marketing expenses, which primarily consist of marketing department costs and media and advertising costs to support and grow Center membership levels, in-center businesses, new center openings and our businesses outside of our centers; and
- Indirect support costs related to the operation of our centers, including payroll-related expenses associated with our regional center management structure and in-center business support.

Depreciation and amortization expense

Depreciation and amortization expense consists of depreciation and amortization for our depreciable long-lived assets, including assets related to our owned centers.

Other operating expense (income)

Other operating expense (income) consists primarily of expenses (income) related to our Other revenue, which is generated from our businesses outside of our centers. In addition, we record other non-recurring operating expenses (income) that we believe are not indicative of our core operating performance, as a component of other operating expense (income).

Interest expense, net of interest income

Interest expense, net of interest income consists primarily of cash interest expense on borrowings and non-cash interest expense, which includes the amortization of debt issuance costs, partially offset by interest earned.

Equity in earnings (loss) of affiliates

Equity in earnings (loss) of affiliates includes investments in unconsolidated subsidiaries, which we account for using the equity method of accounting.

Provision for income taxes

The provision for income taxes consists of an estimate for U.S. federal, state and foreign income taxes based on enacted rates, as adjusted for allowable credits, deductions, uncertain tax positions, changes in deferred tax assets and liabilities and changes in the tax law.

Net income

Net income consists of our total revenue, less our total operating expenses, and then adjusted for other (income) expenses and provision for income taxes, as set forth on our consolidated statements of operations.

Non-GAAP Financial Measures

This discussion and analysis includes certain financial measures that are not presented in accordance with GAAP, including Adjusted net income, Adjusted net income per common share, Adjusted EBITDA, free cash flow and ratios related thereto. These non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles and should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. In addition, these non-GAAP financial measures should be read in conjunction with our financial statements prepared in accordance with GAAP. The reconciliations of the Company's non-GAAP financial measures to the corresponding GAAP measures should be carefully evaluated.

Adjusted net income

We define Adjusted net income as net income excluding the impact of share-based compensation expense as well as (gain) loss on sale-leaseback transactions, capital transaction costs, legal settlements, asset impairment, severance and other items that are not indicative of our ongoing operations, less the tax effect of these adjustments.

Adjusted EBITDA

We define Adjusted EBITDA as net income before interest expense, net, provision for income taxes and depreciation and amortization, excluding the impact of share-based compensation expense as well as (gain) loss on sale-leaseback transactions, capital transaction costs, legal settlements, asset impairment, severance and other items that are not indicative of our ongoing operations.

Management uses Adjusted net income and Adjusted EBITDA to evaluate the Company's performance. We believe that Adjusted net income and Adjusted EBITDA are important metrics for management, investors and analysts as they remove the impact of items that we do not believe are indicative of our core operating performance and allow for consistent comparison of our operating results over time and relative to our peers. We use Adjusted net income and Adjusted EBITDA to supplement GAAP measures of performance in evaluating the effectiveness of our business strategies and to establish annual budgets and forecasts. We also use Adjusted EBITDA or variations thereof to establish incentive compensation for management.

Free Cash Flow

We define free cash flow as net cash provided by operating activities less capital expenditures, net of construction reimbursements, plus net proceeds from sale-leaseback transactions and land sales. We believe free cash flow assists investors and analysts in evaluating our liquidity and cash flows, including our ability to make principal payments on our indebtedness and to fund our capital expenditures and working capital requirements. Our management considers free cash flow to be a key indicator of our liquidity and we present this metric to our board of directors. Additionally, we believe free cash flow is frequently used by analysts, investors and other interested parties in the evaluation of companies in our industry.

Adjusted net income, Adjusted EBITDA and free cash flow should be considered in addition to, and not as a substitute for or superior to, financial measures calculated in accordance with GAAP. These are not measurements of our financial performance under GAAP and should not be considered as alternatives to net income or any other performance measures derived in accordance with GAAP or as an alternative to net cash provided by operating activities as a measure of our liquidity and may not be comparable to other similarly titled measures of other businesses. Adjusted net income, Adjusted EBITDA and free cash flow have limitations as analytical tools, and you should not consider these measures in isolation or as a substitute for analysis of our operating results or cash flows as reported under GAAP. Furthermore, we compensate for the limitations described above by relying primarily on our GAAP results and using Adjusted net income, Adjusted EBITDA and free cash flow only for supplemental purposes. See our consolidated financial statements included elsewhere in this Annual Report for our GAAP results.

Non-GAAP Measurements and Key Performance Indicators

We prepare and analyze various non-GAAP performance metrics and key performance indicators to assess the performance of our business and allocate resources. For more information regarding our non-GAAP performance metrics, see "—Non-GAAP Financial Measures" above. These are not measurements of our financial performance under GAAP and should not be considered as alternatives to any other performance measures derived in accordance with GAAP.

Set forth below are certain GAAP and non-GAAP measurements and key performance indicators for the years ended December 31, 2025, 2024 and 2023. The following information has been presented consistently for all periods presented.

	Year Ended December 31,		
	2025	2024	2023
(\$ in thousands, except for Average Center revenue per center membership data)			
Membership Data			
Center memberships	822,380	812,062	763,216
On-hold memberships	50,556	54,023	51,720
Total memberships	<u>872,936</u>	<u>866,085</u>	<u>814,936</u>
Revenue Data			
Membership dues and enrollment fees	72.6%	72.8%	72.3%
In-center revenue	27.4%	27.2%	27.7%
Total Center revenue	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
Membership dues and enrollment fees	\$ 2,111,370	\$ 1,853,963	\$ 1,557,289
In-center revenue	797,337	692,688	597,040
Total Center revenue	<u>\$ 2,908,707</u>	<u>\$ 2,546,651</u>	<u>\$ 2,154,329</u>
Average Center revenue per center membership ⁽¹⁾	\$ 3,531	\$ 3,160	\$ 2,810
Comparable center revenue ⁽²⁾	11.1%	12.2%	15.3%
Center Data			
Net new center openings ⁽³⁾	10	8	10
Total centers (end of period) ⁽³⁾	189	179	171
Total center square footage (end of period) ⁽⁴⁾	18,300,000	17,600,000	16,800,000
GAAP and Non-GAAP Financial Measures			
Net income	\$ 373,671	\$ 156,240	\$ 76,063
Net income margin ⁽⁵⁾	12.5%	6.0%	3.4%
Adjusted net income ⁽⁶⁾	\$ 325,522	\$ 200,451	\$ 129,704
Adjusted net income margin ⁽⁶⁾	10.9%	7.6%	5.9%
Adjusted EBITDA ⁽⁷⁾	\$ 825,175	\$ 676,780	\$ 536,831
Adjusted EBITDA margin ⁽⁷⁾	27.5%	25.8%	24.2%
Center operations expense	\$ 1,568,611	\$ 1,392,421	\$ 1,184,370
Pre-opening expenses ⁽⁸⁾	\$ 5,030	\$ 6,003	\$ 7,280
Rent	\$ 339,170	\$ 304,945	\$ 275,122
Non-cash rent expense (open properties) ⁽⁹⁾	\$ 26,525	\$ 31,034	\$ 33,626
Non-cash rent expense (properties under development) ⁽⁹⁾	\$ 5,972	\$ 2,705	\$ 3,918
Net cash provided by operating activities	\$ 870,525	\$ 575,117	\$ 463,004
Free cash flow ⁽¹⁰⁾	\$ 206,466	\$ 273,580	\$ (108,989)

- (1) We define Average Center revenue per center membership as Center revenue less On-hold revenue, divided by the average number of Center memberships for the period, where the average number of Center memberships for the period is an average derived from dividing the sum of the total Center memberships outstanding at the beginning of the period and at the end of each month during the period by one plus the number of months in each period.

- (2) We measure the results of our centers based on how long each center has been open as of the most recent measurement period. We include a center, for comparable center revenue purposes, beginning on the first day of the 13th full calendar month of the center’s operation, in order to assess the center’s growth rate after one year of operation.
- (3) Net new center openings is calculated as the number of centers that opened for the first time to members during the period, less any centers that closed during the period. Total centers (end of period) is the number of centers operational as of the last day of the period. During 2025, we opened 10 centers.
- (4) Total center square footage (end of period) reflects the aggregate square footage excluding areas used for tennis courts, outdoor swimming pools, outdoor play areas and stand-alone Work, Sport and Swim locations. We use this metric for evaluating the efficiencies of a center as of the end of the period. These figures are approximations.
- (5) Net income margin is calculated as net income divided by total revenue.
- (6) We present Adjusted net income as a supplemental measure of our performance. We define Adjusted net income as net income excluding the impact of share-based compensation expense as well as (gain) loss on sale-leaseback transactions, capital transaction costs, legal settlements, asset impairment, severance and other items that are not indicative of our ongoing operations, less the tax effect of these adjustments.

Adjusted net income margin is calculated as Adjusted net income divided by total revenue.

The following table provides a reconciliation of net income and income per common share, the most directly comparable GAAP measures, to Adjusted net income and Adjusted net income per common share:

(\$ in thousands, except per share data)	Year Ended December 31,		
	2025	2024	2023
Net income	\$ 373,671	\$ 156,240	\$ 76,063
Share-based compensation expense ^(a)	51,750	51,034	50,144
(Gain) loss on sale-leaseback transactions ^(b)	(12,785)	(2,618)	13,624
Capital transaction costs ^(c)	1,531	—	—
Legal settlements ^(d)	(38,629)	1,815	787
Asset impairments ^(e)	5,791	—	6,620
Employee retention credits ^(f)	(54,572)	—	—
Other ^(g)	(22)	8,844	(4,328)
Taxes ^(h)	(1,213)	(14,864)	(13,206)
Adjusted net income	\$ 325,522	\$ 200,451	\$ 129,704
Income per common share:			
Basic	\$ 1.71	\$ 0.77	\$ 0.39
Diluted	\$ 1.66	\$ 0.74	\$ 0.37
Adjusted income per common share:			
Basic	\$ 1.49	\$ 0.99	\$ 0.66
Diluted	\$ 1.44	\$ 0.95	\$ 0.64
Weighted-average common shares outstanding:			
Basic	218,031	201,640	195,671
Diluted	225,495	211,164	204,005

- (a) Share-based compensation expense recognized during the year ended December 31, 2025 was associated with stock options, restricted stock units, performance stock units, our employee stock purchase plan (“ESPP”) and liability-classified awards related to our 2025 short-term incentive plan. Share-based compensation expense recognized during the year ended December 31, 2024 was associated with stock options, restricted stock units, performance stock units, our ESPP and liability-classified awards related to our 2024 short-term incentive plan. Share-based compensation expense recognized during the year ended December 31, 2023 was associated with stock options, restricted stock units, our ESPP and liability-classified awards related to our 2023 short-term incentive plan.

- (b) We adjust for the impact of gains and losses on the sale-leaseback of our properties as they do not reflect costs associated with our ongoing operations. For details on the (gain) loss on the sale-leaseback transactions that we recognized during the years ended December 31, 2025, 2024 and 2023, see “Sale-Leaseback Transactions” within Note 10, Leases, to our consolidated financial statements in Part II, Item 8 of this Annual Report.
 - (c) Represents one-time costs related to capital transactions, including debt and equity offerings that are non-recurring in nature.
 - (d) We adjust for the impact of unusual legal settlements or judgments as these costs and proceeds are non-recurring in nature and do not reflect costs or proceeds associated with our normal ongoing operations. Nearly all of the adjustment for the year ended December 31, 2025 is payment of approximately \$40 million by Zurich in partial satisfaction of legal claims against Zurich for its failure to provide certain business interruption insurance coverage related to the government-ordered suspensions of our club operations in 2020 during the COVID-19 pandemic, representing payment of up to \$1.0 million plus interest for 26 occurrences of 29 total occurrences found by the Minnesota Court of Appeals in an order dated August 11, 2025. This payment is offset by legal-related expenses in pursuit of our claim against Zurich of \$1.0 million, \$0.6 million and \$0.8 million for the years ended December 31, 2025, 2024 and 2023, respectively. This adjustment also includes \$1.3 million of other costs related to unusual legal settlements or judgments for the year ended December 31, 2024.
 - (e) Represents non-cash asset impairments of our long-lived assets related to non-club businesses, excluding impairments on development costs that are part of our normal course of business.
 - (f) Represents refundable payroll tax credits for employee retention under the CARES Act.
 - (g) Includes (i) a \$13.8 million write-off of the unamortized debt discounts and issuance costs associated with the extinguishment of our former term loan facility and Construction Loan and the loss on the satisfaction and discharge of our 5.750% Senior Secured Notes and 8.000% Senior Unsecured Notes for the year ended December 31, 2024, (ii) (gain) loss on sales of land of \$(5.0) million and \$0.4 million for the years ended December 31, 2024 and 2023, respectively, (iii) gain on sales of the Company’s triathlons and certain other assets of \$(4.9) million for the year ended December 31, 2023, (iv) executive level severance of \$0.5 million for the year ended December 31, 2023, and (v) other immaterial transactions that are unusual or non-recurring in nature of \$(0.3) million for the year ended December 31, 2023.
 - (h) Represents the estimated tax effect of the total adjustments made to arrive at Adjusted net income using the effective income tax rates for the respective periods. Taxes for the year ended December 31, 2025 include \$12.6 million in income tax benefits due to a significant exercise of stock options by our Chief Executive Officer that were set to expire in 2025.
- (7) We present Adjusted EBITDA as a supplemental measure of our performance. We define Adjusted EBITDA as net income before interest expense, net, provision for income taxes and depreciation and amortization, excluding the impact of share-based compensation expense as well as (gain) loss on sale-leaseback transactions, capital transaction costs, legal settlements, asset impairment, severance and other items that are not indicative of our ongoing operations.

Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by total revenue.

The following table provides a reconciliation of net income, the most directly comparable GAAP measure, to Adjusted EBITDA:

(\$ in thousands)	Year Ended December 31,		
	2025	2024	2023
Net income	\$ 373,671	\$ 156,240	\$ 76,063
Interest expense, net of interest income ^(g)	82,263	148,095	130,797
Provision for income taxes	119,832	52,528	18,727
Depreciation and amortization	296,345	274,681	244,397
Share-based compensation expense ^(a)	51,750	51,034	50,144
(Gain) loss on sale-leaseback transactions ^(b)	(12,785)	(2,618)	13,624
Capital transaction costs ^(c)	1,531	—	—
Legal settlements ^(d)	(38,629)	1,815	787
Asset impairments ^(e)	5,791	—	6,620
Employee retention credits ^(f)	(54,572)	—	—
Other ^(h)	(22)	(4,995)	(4,328)
Adjusted EBITDA	\$ 825,175	\$ 676,780	\$ 536,831

(a) – (f) See the corresponding footnotes to the table in footnote 6 immediately above.

(g) Includes (i) a \$13.8 million write-off of the unamortized debt discounts and issuance costs associated with the extinguishment of our former term loan facility and Construction Loan and the loss on the satisfaction and discharge of our 5.750% Senior Secured Notes and 8.000% Senior Unsecured Notes for the year ended December 31, 2024.

(h) Includes (i) (gain) loss on sales of land of \$(5.0) million and \$0.4 million for the years ended December 31, 2024 and 2023, respectively, (ii) gain on sales of the Company's triathlons and certain other assets of \$(4.9) million for the year ended December 31, 2023, (iii) executive level severance of \$0.5 million for the year ended December 31, 2023, and (iv) other immaterial transactions that are unusual or non-recurring in nature of \$(0.3) million for the year ended December 31, 2023.

- (8) Represents non-capital expenditures associated with opening new centers that are incurred prior to the commencement of a new center opening. The number of centers under construction or development, the types of centers and our costs associated with any particular center opening can vary significantly from period to period.
- (9) Reflects the non-cash portion of our annual GAAP operating lease expense that is greater or less than the cash operating lease payments. Non-cash rent expense for our open properties represents non-cash expense associated with properties that were operating at the end of each period presented. Non-cash rent expense for our properties under development represents non-cash expense associated with properties that are still under development at the end of each period presented.
- (10) Free cash flow, a non-GAAP financial measure, is calculated as net cash provided by operating activities less capital expenditures, net of construction reimbursements, plus net proceeds from sale-leaseback transactions and land sales.

The following table provides a reconciliation from net cash provided by operating activities to free cash flow:

(\$ in thousands)	Year Ended December 31,		
	2025	2024	2023
Net cash provided by operating activities	\$ 870,525	\$ 575,117	\$ 463,004
Capital expenditures, net of construction reimbursements	(891,483)	(524,535)	(697,993)
Proceeds from sale-leaseback transactions	227,424	207,421	121,831
Proceeds from land sales	—	15,577	4,169
Free cash flow	\$ 206,466	\$ 273,580	\$ (108,989)

Factors Affecting the Comparability of our Results of Operations

Impact of Our Asset-light, Flexible Real Estate Strategy on Rent Expense

Our asset-light, flexible real estate strategy has allowed us to expand our business by leveraging operating leases and sale-leaseback transactions, among other asset-light opportunities. Approximately 71% of our centers are now leased, including approximately 84% of our new centers opened since 2015, versus a predominantly owned real estate strategy prior to 2015. Rent expense, which includes both cash and non-cash rent expense, will continue to increase as we lease more centers and will therefore impact the comparability of our results of operations. The impact of these increases is dependent upon the timing of our centers under development and the center openings, the timing of sale-leaseback transactions and terms of the leases for the new centers or sale-leaseback transactions.

Macroeconomic and Policy Trends

We have been monitoring the macroeconomic and policy environment and its impact on our business, including with respect to tariffs, inflation, interest rates, taxes and labor, as well as a potential economic recession or low growth and general economic and political conditions. See “—Overview—Macroeconomy and Policy Environment” for additional information.

Share-Based Compensation

During the year ended December 31, 2025, we recognized share-based compensation expense associated with stock options, restricted stock units, performance stock units, our ESPP and liability-classified awards related to our 2025 short-term incentive plan, totaling approximately \$51.8 million. During the year ended December 31, 2024, we recognized share-based compensation expense associated with stock options, restricted stock units, performance stock units, our ESPP and liability-classified awards related to our 2024 short-term incentive plan, totaling approximately \$51.0 million. During the year ended December 31, 2023, we recognized share-based compensation expense associated with stock options, restricted stock units, our ESPP and liability-classified awards related to our 2023 short-term incentive plan, totaling approximately \$50.1 million. For more information on our share-based compensation arrangements, see Note 11, Stockholders’ Equity, to our consolidated financial statements included in Part II, Item 8 of this Annual Report.

Critical Accounting Estimates

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Ultimate results could differ from those estimates. In recording transactions and balances resulting from business operations, we use estimates based on the best information available. We revise the recorded estimates when better information is available, facts change, or we can determine actual amounts. These revisions can affect operating results. We have identified below the following accounting policies and estimates that we consider to be critical.

Impairment of Goodwill and Indefinite-Lived Intangible Assets

We assess the recoverability of goodwill and indefinite-lived intangible assets, such as our Life Time trade name, on an annual basis, or more often if circumstances warrant. We assess the recoverability of goodwill by estimating the fair value of the reporting unit to which the goodwill relates and comparing this fair value to the net book value of the reporting unit. We assess the recoverability of the Life Time trade name through the use of the relief from royalty valuation method. If the fair value of goodwill or indefinite-lived intangible assets is less than net book value, we reduce the book value accordingly and record a corresponding impairment loss. Our policy is to test goodwill and indefinite-lived intangible assets for impairment on October 1 of each year. The valuation of goodwill and indefinite-lived intangible assets requires assumptions and estimates of many critical factors, including revenue and market growth, operating margins, membership trends, strategic initiatives, royalty rates and discount rates. A significant change in the factors noted above could cause us to reduce the estimated fair value of some or all of our reporting units or indefinite-lived intangible assets and recognize a corresponding impairment of our goodwill and indefinite-lived intangible assets in connection with a future impairment test. Adverse changes in strategy, market conditions or assumed market capitalization may result in an impairment of goodwill. Based upon our review and analysis, no material impairments of goodwill or indefinite-lived intangible assets were deemed to have occurred during any of the periods presented.

Impairment of Long-Lived Assets

We test long-lived asset groups for impairment when events or circumstances indicate that the net book value of the asset group may not be recoverable. A long-lived asset group may include property and equipment, finite-lived intangible assets and/or operating lease right-of-use assets. We consider a history of consistent and significant operating losses, or the inability to recover net book value over the remaining useful life, to be our primary indicators of potential impairment. Judgments regarding existence of impairment indicators are based on factors such as operational performance (including revenue and expense growth rates), market conditions and expected holding period of the primary asset associated with each asset group. We evaluate long-lived asset groups for impairment at the lowest levels for which there are identifiable cash flows, which is generally at an individual asset group level. The determination of whether impairment has occurred is based on an estimate of undiscounted future cash flows directly related to that asset group, compared to the carrying value of the related assets. If an impairment has occurred, the amount of impairment recognized is determined by estimating the fair value of these assets and recording a loss if the carrying value is greater than the fair value. Worsening operational performance, market conditions or change in expected holding periods of each asset may cause us to re-evaluate the assumptions used in management's analysis. We recognized impairment charges of \$9.4 million, \$11.0 million and \$14.5 million associated with long-lived assets during the years ended December 31, 2025, 2024 and 2023, respectively.

Sale-Leaseback Arrangements

We assess each of our sale-leaseback arrangements to determine whether a sale has occurred under Accounting Standards Codification ("ASC") Topic 606: *Revenue from Contracts with Customers* ("ASC 606"), as well as assess whether the classification of the lease and/or the payment terms associated with the renewal options preclude sale accounting under ASC 842, *Leases* ("ASC 842"). These assessments involve a determination of whether or not control of the underlying property has been transferred to the buyer. If we determine control of the underlying property has been transferred to the buyer, we account for the arrangement as a sale and leaseback transaction. If we determine control of the underlying property has not been transferred to the buyer, we account for the arrangement as a financing transaction. Since our adoption of ASC 842, we have accounted for each of our sale-leaseback arrangements as a sale and leaseback transaction.

For each sale-leaseback arrangement we have entered into with an unrelated third party since our adoption of ASC 842, the measurements associated with the gain or loss recognized on the sale and the lease-related right-of-use assets and liabilities have been adjusted for off-market terms. These off-market adjustments are based on the difference between the sale price of the property and its fair value. The determination of the fair value of the property related to our sale-leaseback arrangements requires subjectivity and estimates, including the use of multiple valuation techniques and uncertain inputs, such as market price per square foot and assumed capitalization rates or the replacement cost of the assets, where applicable. Where real estate valuation expertise is required, we obtain independent third-party appraisals to determine the fair value of the underlying asset. While determining fair value requires a variety of input assumptions and judgment, we believe our estimates of fair value are reasonable.

Results of Operations

Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

The following table sets forth our consolidated statements of operations data (amounts in thousands) and data as a percentage of total revenue for the periods indicated:

	Year Ended December 31,			
			As a Percentage of Total Revenue	
	2025	2024	2025	2024
Revenue:				
Center revenue	\$ 2,908,707	\$ 2,546,651	97.1 %	97.2 %
Other revenue	86,548	74,344	2.9 %	2.8 %
Total revenue	2,995,255	2,620,995	100.0 %	100.0 %
Operating expenses:				
Center operations	1,568,611	1,392,421	52.4 %	53.1 %
Rent	339,170	304,945	11.3 %	11.6 %
General, administrative and marketing	244,611	221,047	8.2 %	8.4 %
Depreciation and amortization	296,345	274,681	9.9 %	10.5 %
Other operating expense	65,225	70,418	2.2 %	2.7 %
Total operating expenses	2,513,962	2,263,512	84.0 %	86.3 %
Income from operations	481,293	357,483	16.0 %	13.7 %
Other income (expense):				
Interest expense, net of interest income	(82,263)	(148,095)	(2.7)%	(5.7)%
Equity in earnings (loss) of affiliates	232	(620)	— %	— %
Other income	94,241	—	3.1 %	— %
Total other income (expense)	12,210	(148,715)	0.4 %	(5.7)%
Income before income taxes	493,503	208,768	16.4 %	8.0 %
Provision for income taxes	119,832	52,528	4.0 %	2.0 %
Net income	\$ 373,671	\$ 156,240	12.4 %	6.0 %

Total revenue. The \$374.3 million increase in Total revenue for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was due to continued strong growth in membership dues and in-center revenue, including higher average dues, membership growth in our new and ramping centers and higher member utilization of our in-center offerings, particularly in Dynamic Personal Training.

With respect to the \$362.1 million increase in Center revenue for the year ended December 31, 2025 as compared to the year ended December 31, 2024:

- 71.1% was from membership dues and enrollment fees, which increased \$257.4 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024. This increase reflects the growth in our new and ramping centers, as well as higher average monthly dues per Center membership during the year ended December 31, 2025 as compared to the year ended December 31, 2024; and
- 28.9% was from in-center revenue, which increased \$104.7 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024. This increase was recognized across all of our primary in-center businesses and reflects the higher utilization of our offerings by our members, particularly Dynamic Personal Training, during the year ended December 31, 2025 as compared to the year ended December 31, 2024.

The \$12.2 million increase in Other revenue for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was primarily driven by the improved performance of our media and events business and Life Time Work locations.

Center operations expenses. The \$176.2 million increase in Center operations expenses for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was primarily due to operating costs related to our new and ramping centers, additional center operating expenses related to increased club utilization in our mature centers, as well as costs to support in-center business revenue growth.

Rent expense. The \$34.2 million increase in Rent expense for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was primarily driven by sale-leaseback transactions, taking possession of other leased properties, as well as the recognition of a higher level of contingent rent expense, which is generally determined based on a percentage of center-specific revenue and/or other center-specific financial metrics over contractually specified levels, during the year ended December 31, 2025 as compared to the year ended December 31, 2024.

General, administrative and marketing expenses. The \$23.6 million increase in General, administrative and marketing expenses for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was primarily due to increased incentive and benefit-related expenses, center support overhead to enhance and broaden our member services and experiences, marketing, general corporate overhead, information technology costs and costs attributable to the secondary offering of our common stock completed in February and June 2025.

Depreciation and amortization expenses. The \$21.7 million increase in Depreciation and amortization expenses for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was primarily due to new center openings and capitalized software development costs.

Other operating expense. The \$5.2 million decrease in Other operating expense for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was primarily due to a \$12.8 million net gain on sale-leaseback transactions during the year ended December 31, 2025 as compared to a \$2.6 million net gain on sale-leaseback transactions during the year ended December 31, 2024 and \$5.8 million of impairment charges related to non-club businesses during the year ended December 31, 2025 as compared to \$11.0 million of impairment charges associated with property development cost write-offs during the year ended December 31, 2024, partially offset by the recognition of a \$5.0 million gain on sales of outparcels of land during the year ended December 31, 2024 and increased costs to support other revenue growth during the year ended December 31, 2025.

Interest expense, net of interest income. The \$65.8 million decrease in Interest expense, net of interest income for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was driven by lower average levels of outstanding borrowings and a lower interest rate largely as a result of interest rate swaps entered into in April 2025, increased capitalized interest, as well as the write-off of unamortized debt discounts and issuance costs associated with the extinguishment of our former term loan facility and Construction Loan and the loss on the satisfaction and discharge of our 5.750% Senior Secured Notes and 8.000% Senior Unsecured Notes during the year ended December 31, 2024.

Other income. The \$94.2 million increase in Other income for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was related to \$54.6 million in net cash proceeds received in connection with employee retention credits under the CARES Act to provide certain relief as a result of the COVID-19 pandemic and a \$39.6 million payment by Zurich in partial satisfaction of legal claims.

Provision for income taxes. The \$67.3 million increase in provision for income taxes for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was primarily driven by an increase in earnings before taxes and a change in the valuation allowance in the prior year associated with certain of our deferred tax assets, partially offset by the excess tax deduction associated with share-based compensation. The effective tax rate was 24.3% and 25.2% for those same periods, respectively. The effective tax rate applied to our pre-tax income for the year ended December 31, 2025 was higher than our statutory federal rate of 21% primarily due to the state income tax provisions and deductibility limitations associated with executive compensation, partially offset by the excess tax deduction associated with share-based compensation.

Net income. As a result of the factors described above, net income was \$373.7 million for the year ended December 31, 2025 as compared to \$156.2 million for the year ended December 31, 2024.

Liquidity and Capital Resources***Liquidity***

Our principal liquidity needs include the acquisition and development of new centers, lease requirements and debt service, investments in our business and technology and expenditures necessary to maintain and update or enhance our centers and associated equipment and member experiences. We have primarily satisfied our historical liquidity needs with cash flow from operations, drawing on the Revolving Credit Facility, construction reimbursements and through sale-leaseback transactions.

As the opportunity arises or as our business needs require, we may seek to raise capital through additional debt or equity financing. There can be no assurance that any such financing would be available on commercially acceptable terms, or at all. Volatility in these markets may increase costs associated with issuing debt instruments or affect our ability to access those markets, which could have an adverse impact on our ability to raise additional capital, to refinance existing debt and/or to react to changing economic and business conditions. In addition, it is possible that our ability to access the credit and capital markets could be limited at a time when we would like or need to do so.

As of December 31, 2025, there were no outstanding borrowings under our Revolving Credit Facility and there were \$31.8 million of outstanding letters of credit, resulting in total availability under our Revolving Credit Facility of \$618.2 million. Total cash and cash equivalents at December 31, 2025 was \$204.8 million, resulting in total cash and availability under our Revolving Credit Facility of \$823.0 million.

The following table sets forth our consolidated statements of cash flows data (amounts in thousands):

	Year Ended December 31,		
	2025	2024	2023
Net cash provided by operating activities	\$ 870,525	\$ 575,117	\$ 463,004
Net cash used in investing activities	(685,735)	(292,744)	(574,160)
Net cash provided by (used in) financing activities	19,388	(284,385)	115,552
Effect of exchange rate on cash and cash equivalents and restricted cash and cash equivalents	113	(76)	61
Increase (decrease) in cash and cash equivalents and restricted cash and cash equivalents	<u>\$ 204,291</u>	<u>\$ (2,088)</u>	<u>\$ 4,457</u>

Operating Activities

The \$295.4 million increase in net cash provided by operating activities for the year December 31, 2025 as compared to the year ended December 31, 2024 was primarily the result of increased business performance and profitability.

The \$112.1 million increase in net cash provided by operating activities for the year December 31, 2024 as compared to the year ended December 31, 2023 was primarily the result of increased business performance and profitability.

Investing Activities

Investing activities consist primarily of the acquisition and development of new centers, expenditures necessary to maintain and update or enhance our centers and associated equipment and investments in our business and technology. We fund the purchase of our property, centers and equipment through operating cash flows, proceeds from sale-leaseback transactions, construction reimbursements and draws on our Revolving Credit Facility.

The \$393.0 million increase in net cash used in investing activities for the year December 31, 2025 as compared to the year ended December 31, 2024 was primarily driven by a \$366.9 million increase in capital expenditures, \$15.6 million in lower proceeds from land sales and a \$9.5 million acquisition of a trade name and related intangible assets associated with our LTH nutritional products, partially offset by \$20.0 million in higher proceeds from sale-leaseback transactions.

The \$281.4 million decrease in net cash used in investing activities for the year December 31, 2024 as compared to the year ended December 31, 2023 was primarily driven by a \$173.5 million decrease in capital expenditures, a \$85.6 million increase in proceeds that we received from sale-leaseback transactions, and a \$11.4 million increase in proceeds from the sale of land during the year ended December 31, 2024 as compared to the year ended December 31, 2023.

The following table reflects capital expenditures by type of expenditure (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Growth capital expenditures ⁽¹⁾	\$ 656,485	\$ 334,479	\$ 467,895
Maintenance capital expenditures ⁽²⁾	125,801	108,635	102,880
Modernization and technology capital expenditures ⁽³⁾	109,197	81,421	127,218
Total capital expenditures	<u>\$ 891,483</u>	<u>\$ 524,535</u>	<u>\$ 697,993</u>

(1) Consist of new center land and construction, initial major remodels of acquired centers, major remodels of existing centers that expand existing square footage, asset acquisitions including the purchase of previously leased centers and other growth initiatives.

(2) Consist of capital expenditures required to maintain the operating condition of our existing centers.

(3) Consist of capital expenditures related to updates and enhancements to our existing centers, technology investments and corporate infrastructure.

The increase in total capital expenditures for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was primarily driven by an increase in new center construction as we expand our new center openings to 12 to 14 centers per year, most of which will be large format ground up builds in 2026 and 2027, the acquisition of existing health club and racquet facilities, higher maintenance expenditures for member experiences and operational efficiencies, and higher modernization and technology expenditures for fitness floor reconfigurations, CTR expansion, center remodels and digital and artificial intelligence initiatives.

The decrease in total capital expenditures for the year ended December 31, 2024 as compared to the year ended December 31, 2023 was primarily driven by the amount, timing and type of new center construction activity and higher modernization expenditures during the year ended December 31, 2023 as part of our pickleball expansion and studio and fitness floor conversions.

Financing Activities

The \$303.8 million increase in net cash provided by financing activities for the year ended December 31, 2025 as compared to the year ended December 31, 2024 was primarily driven by the purchase of U.S. government obligations in connection with the satisfaction and discharge of debt and the payoff of our former term loan facility and Construction Loan during the year ended December 31, 2024, lower repayments of debts and lower net repayments under our Revolving Credit Facility during the year ended December 31, 2025 as compared to the year ended December 31, 2024, partially offset by proceeds from our Term Loan Facility, 6.000% Senior Secured Notes and equity offering during the year ended December 31, 2024.

The \$399.9 million increase in net cash used in financing activities for the year ended December 31, 2024 as compared to the year ended December 31, 2023 was primarily driven by the purchase of U.S. government obligations in connection with the satisfaction and discharge of debt, the payoff of our former term loan facility and Construction Loan, lower net borrowings under our Revolving Credit Facility and payments of our mortgage notes, partially offset by the proceeds from our Term Loan Facility, 6.000% Senior Secured Notes and equity offering during the year ended December 31, 2024.

Cash Requirements

Our cash requirements within the next twelve months include accounts payable, construction accounts payable, accrued expenses and other current liabilities.

Our cash requirements greater than twelve months from various contractual obligations and commitments include:

Debt Obligations and Interest Payments

Refer to Note 9, Debt, to our consolidated financial statements included in Part II, Item 8 of this Annual Report for further detail of our debt and the timing of expected future principal payments. We expect to pay approximately \$85.6 million of interest in the next 12 months and approximately \$402.8 million of interest beyond 12 months.

Operating and Finance Leases

Refer to Note 10, Leases, to our consolidated financial statements included in Part II, Item 8 of this Annual Report for further detail of our lease obligations and the timing of expected future payments.

Deferred Compensation Obligations

Refer to Note 15, Executive Nonqualified Plan, to our consolidated financial statements included in Part II, Item 8 of this Annual Report for further detail of our deferred compensation plans.

Contracted Services

Contracted services include agreements with third-party service providers for software licenses and support, and marketing services. We expect to pay approximately \$10.0 million for contracted services in the next 12 months and approximately \$9.1 million beyond 12 months.

Capital Expenditures

Our primary capital expenditure requirements include growth capital expenditures, which include new center land and construction, initial major remodels of acquired centers, major remodels of existing centers that expand existing square footage, asset acquisitions including the purchase of previously leased centers and other growth initiatives, maintenance capital expenditures to keep our centers operational and meeting our standards, and capital expenditures for the modernization of existing centers and technology.

We believe we will generate adequate amounts of cash to meet our requirements and plans for cash in the short-term and long-term and expect to satisfy our short-term and long-term obligations through a combination of cash on hand, funds generated from operations, sale-leaseback transactions, the borrowing capacity available under our Revolving Credit Facility and additional debt and equity financing as needed.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks in the ordinary course of our business that include changes in interest rates and changes in foreign currency exchange rates. Information relating to quantitative and qualitative disclosures about these market risks is set forth below.

Interest rate risk

Our cash consists primarily of an interest-bearing account at a large United States bank with limited interest rate risk. At December 31, 2025, we held no investments in marketable securities.

We incur interest at variable rates under our Revolving Credit Facility. At December 31, 2025, there were no outstanding borrowings under the Revolving Credit Facility and \$31.8 million of outstanding letters of credit, resulting in total revolver availability of \$618.2 million, which was available at intervals ranging from 30 to 180 days at interest rates of Term Secured Overnight Financing Rate (“SOFR”) plus 2.00% or base rate plus 1.00%.

Until April 8, 2025, our Term Loan Facility bore interest at a rate per annum of SOFR plus an applicable margin of 2.50%. Effective April 8, 2025, we entered into interest rate swap agreements for our entire Term Loan Facility notional amount of \$997.5 million, which converted the variable interest rate of our Term Loan Facility to a fixed interest rate of 3.409%, plus the applicable margin that is now 2.00% (after the ratings-based step down of 0.25% effective June 19, 2025 and the reduction in the interest rate margin by an additional 0.25% with the amendment to our Term Loan Facility effective August 18, 2025). Our Term Loan Facility had an outstanding balance of \$992.5 million at December 31, 2025. See Note 8, Derivative Instruments and Hedging Activities, to our consolidated financial statements included in Part II, Item 8 of this Annual Report for more information on our interest rate swaps.

Assuming the Revolving Credit Facility is fully drawn, each one percentage point change in interest rates would result in an approximately \$6.5 million change in annual interest expense on the indebtedness under the Credit Facilities as of December 31, 2025.

Foreign currency exchange risk

We operate primarily in the United States with three centers operating in Canada. Given our limited operations outside of the United States, fluctuations due to changes in foreign currency exchange rates would not have a material impact on our business.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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Management’s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with United States generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2025, utilizing criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—2013 Integrated Framework. Based on our assessment, our management concluded that, as of December 31, 2025, our internal control over financial reporting was effective based on those criteria.

Management’s internal control over financial reporting as of December 31, 2025 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing on the following page, in which they expressed an unqualified opinion.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Life Time Group Holdings, Inc. and subsidiaries

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Life Time Group Holdings, Inc. and subsidiaries (the “Company”) as of December 31, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2025, of the Company and our report dated February 24, 2026, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota
February 24, 2026

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Life Time Group Holdings, Inc. and subsidiaries

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Life Time Group Holdings, Inc. and subsidiaries (the “Company”) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income (loss), stockholders’ equity, and cash flows, for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 24, 2026, expressed an unqualified opinion on the Company’s internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Sale-Leaseback Transactions – Refer to Notes 2, 10 and 14 to the financial statements

Critical Audit Matter Description

As described in Notes 2, 10 and 14 to the Company’s consolidated financial statements, the Company entered into and consummated sale-leaseback transactions involving seven properties with three unrelated third parties during the year ended December 31, 2025. The Company determined that the transactions qualified as sale-leaseback transactions in accordance with Accounting Standards Codification (“ASC”) Topic 842, Leases.

We identified management’s evaluation of whether the sale-leaseback transactions transferred control, were recognized timely, and at fair value, as a critical audit matter. Management applies judgment in assessing relevant lease terms, provisions, and other conditions included in the Company’s sale and lease agreements to determine whether or not the control of the real estate property has transferred from the Company, the timing of the transaction, and the determination of fair value. Auditing these assessments made by management involved challenging auditor judgment due to the extent of specialized skills or knowledge required.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to sale-leaseback transactions included the following, among others:

- We tested the effectiveness of controls over the accounting for sale-leaseback transactions, including controls over (a) management’s determination of fair value of the property and (b) the application of ASC 606 to determine whether a sale has occurred and ASC 842 to determine the classification of the lease.
- We selected a sample of sale-leaseback transactions and performed the following:
 - Assessed management’s application of ASC Topic 842 and evaluated relevant lease terms, provisions and other conditions included in the Company’s sale-leaseback agreements to assess the appropriateness of the conclusion that a transfer of control has occurred.
 - Evaluated whether the Company appropriately accounted for the sale by recognizing the transaction price for the sale at the time control is transferred, derecognizing the carrying amount of the asset, and accounting for the lease in accordance with ASC 842.
 - Utilized professionals with specialized skills and knowledge in valuation to assist, for certain transactions, with assessing whether the overall transaction was at fair value.
 - Recalculated the operating lease right-of-use asset and liability based on the terms of the agreement and calculated incremental borrowing rate.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota
February 24, 2026

We have served as the Company’s auditor since 2002.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)

	December 31,	
	2025	2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 204,807	\$ 10,879
Restricted cash and cash equivalents	27,362	16,999
Accounts receivable, net	24,092	25,087
Center operating supplies and inventories	67,618	60,266
Prepaid expenses and other current assets	61,881	52,826
Income tax receivable	—	4,918
Total current assets	385,760	170,975
Property and equipment, net	3,633,229	3,193,671
Goodwill	1,235,359	1,235,359
Operating lease right-of-use assets	2,479,804	2,313,311
Intangible assets, net	180,810	171,643
Other assets	92,989	67,578
Total assets	\$ 8,007,951	\$ 7,152,537
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 90,249	\$ 87,810
Construction accounts payable	143,545	101,551
Deferred revenue	60,309	58,252
Accrued expenses and other current liabilities	214,351	179,444
Current maturities of debt	21,848	22,584
Current maturities of operating lease liabilities	79,208	70,462
Total current liabilities	609,510	520,103
Long-term debt, net of current portion	1,485,939	1,513,157
Operating lease liabilities, net of current portion	2,555,513	2,381,094
Deferred income taxes, net	172,217	85,255
Other liabilities	58,561	42,578
Total liabilities	4,881,740	4,542,187
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Common stock, \$0.01 par value per share, 500,000 shares authorized, 221,077 and 207,495 shares issued and outstanding, respectively	2,211	2,075
Additional paid-in capital	3,183,032	3,041,645
Accumulated deficit	(46,902)	(420,573)
Accumulated other comprehensive loss	(12,130)	(12,797)
Total stockholders' equity	3,126,211	2,610,350
Total liabilities and stockholders' equity	\$ 8,007,951	\$ 7,152,537

See notes to consolidated financial statements.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year Ended December 31,		
	2025	2024	2023
Revenue:			
Center revenue	\$ 2,908,707	\$ 2,546,651	\$ 2,154,329
Other revenue	86,548	74,344	62,264
Total revenue	2,995,255	2,620,995	2,216,593
Operating expenses:			
Center operations	1,568,611	1,392,421	1,184,370
Rent	339,170	304,945	275,122
General, administrative and marketing	244,611	221,047	201,131
Depreciation and amortization	296,345	274,681	244,397
Other operating expense	65,225	70,418	86,363
Total operating expenses	2,513,962	2,263,512	1,991,383
Income from operations	481,293	357,483	225,210
Other income (expense):			
Interest expense, net of interest income	(82,263)	(148,095)	(130,797)
Equity in earnings (loss) of affiliates	232	(620)	377
Other income	94,241	—	—
Total other income (expense)	12,210	(148,715)	(130,420)
Income before income taxes	493,503	208,768	94,790
Provision for income taxes	119,832	52,528	18,727
Net income	\$ 373,671	\$ 156,240	\$ 76,063
Income per common share:			
Basic	\$ 1.71	\$ 0.77	\$ 0.39
Diluted	\$ 1.66	\$ 0.74	\$ 0.37
Weighted-average common shares outstanding:			
Basic	218,031	201,640	195,671
Diluted	225,495	211,164	204,005

See notes to consolidated financial statements.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Net income	\$ 373,671	\$ 156,240	\$ 76,063
Other comprehensive income (loss):			
Foreign currency translation adjustments, net of tax of \$0	2,720	(5,872)	2,297
Derivative instruments:			
Unrealized gain, net of tax of \$773, \$0 and \$0, respectively	2,414	—	—
Realized gain reclassified from accumulated other comprehensive loss to earnings, net of tax of \$(1,430), \$0 and \$0, respectively	(4,467)	—	—
Other comprehensive income (loss)	667	(5,872)	2,297
Comprehensive income	<u>\$ 374,338</u>	<u>\$ 150,368</u>	<u>\$ 78,360</u>

See notes to consolidated financial statements.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Equity
	Shares	Amount				
Balance at December 31, 2022	194,271	\$ 1,943	\$ 2,784,416	\$ (652,876)	\$ (9,222)	\$ 2,124,261
Net income	—	—	—	76,063	—	76,063
Other comprehensive income	—	—	—	—	2,297	2,297
Share-based compensation	—	—	31,151	—	—	31,151
Stock option exercises	1,441	14	15,756	—	—	15,770
Issuance of common shares in connection with the vesting of restricted stock units	597	6	(387)	—	—	(381)
Issuances of common stock in connection with the employee stock purchase plan	272	3	3,476	—	—	3,479
Issuances of common stock in connection with business acquisitions	90	1	1,471	—	—	1,472
Balance at December 31, 2023	196,671	1,967	2,835,883	(576,813)	(6,925)	2,254,112
Net income	—	—	—	156,240	—	156,240
Other comprehensive loss	—	—	—	—	(5,872)	(5,872)
Share-based compensation	—	—	36,685	—	—	36,685
Stock option exercises	2,220	22	25,911	—	—	25,933
Issuance of common stock in connection with the Offering (Note 11), net of issuance costs	6,000	60	123,904	—	—	123,964
Issuance of common shares in connection with the vesting of restricted stock units	966	9	(1,597)	—	—	(1,588)
Issuances of common stock in connection with the employee stock purchase plan	191	2	2,816	—	—	2,818
Settlement of accrued compensation liabilities through the issuance of common stock	1,447	15	18,043	—	—	18,058
Balance at December 31, 2024	207,495	2,075	3,041,645	(420,573)	(12,797)	2,610,350
Net income	—	—	—	373,671	—	373,671
Other comprehensive income	—	—	—	—	667	667
Share-based compensation	—	—	46,100	—	—	46,100
Stock option exercises	10,073	101	42,386	—	—	42,487
Issuance of common stock in connection with the vesting of restricted stock units	1,519	15	(4,858)	—	—	(4,843)
Issuances of common stock in connection with the employee stock purchase plan	183	2	4,288	—	—	4,290
Issuance of common stock in connection with an asset acquisition	1,355	13	39,717	—	—	39,730
Settlement of accrued compensation liabilities through the issuance of common stock	452	5	13,754	—	—	13,759
Balance at December 31, 2025	221,077	\$ 2,211	\$ 3,183,032	\$ (46,902)	\$ (12,130)	\$ 3,126,211

See notes to consolidated financial statements.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net income	\$ 373,671	\$ 156,240	\$ 76,063
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	296,345	274,681	244,397
Deferred income taxes	87,492	29,457	14,577
Share-based compensation	51,750	51,034	50,144
Non-cash rent expense	32,497	33,739	37,544
Impairment charges associated with long-lived assets	9,352	11,018	14,466
(Gain) loss on disposal of property and equipment, net	(12,165)	(6,794)	14,089
Loss on debt extinguishment	—	13,839	—
Amortization of debt discounts and issuance costs	3,659	7,002	7,821
Changes in operating assets and liabilities	29,487	2,387	6,465
Other	(1,563)	2,514	(2,562)
Net cash provided by operating activities	870,525	575,117	463,004
Cash flows from investing activities:			
Capital expenditures	(891,483)	(524,535)	(697,993)
Acquisitions, net of cash acquired	—	—	(1,616)
Proceeds from sale-leaseback transactions	227,424	207,421	121,831
Proceeds from the sale of land	—	15,577	4,169
Other	(21,676)	8,793	(551)
Net cash used in investing activities	(685,735)	(292,744)	(574,160)
Cash flows from financing activities:			
Proceeds from borrowings	—	1,500,000	44,291
Repayments of debt	(20,080)	(411,766)	(15,026)
Proceeds from revolving credit facility	220,000	1,225,000	1,376,000
Repayments of revolving credit facility	(230,000)	(1,305,000)	(1,306,000)
Purchase of U.S. government obligations for the satisfaction and discharge of debt	—	(1,424,467)	—
Repayments of finance lease liabilities	(2,006)	(926)	(1,031)
Proceeds from financing obligations	10,300	4,300	1,500
Payments of debt discounts and issuance costs	(628)	(22,325)	(3,050)
Proceeds from the issuance of common stock, net of issuance costs	—	123,964	—
Proceeds from stock option exercises	42,487	25,933	15,770
Proceeds from issuances of common stock in connection with the employee stock purchase plan	4,290	2,818	3,479
Other	(4,975)	(1,916)	(381)
Net cash provided by (used in) financing activities	19,388	(284,385)	115,552
Effect of exchange rate on cash and cash equivalents and restricted cash and cash equivalents	113	(76)	61
Increase (decrease) in cash and cash equivalents and restricted cash and cash equivalents	204,291	(2,088)	4,457
Cash and cash equivalents and restricted cash and cash equivalents – beginning of period	27,878	29,966	25,509
Cash and cash equivalents and restricted cash and cash equivalents – end of period	\$ 232,169	\$ 27,878	\$ 29,966

See notes to consolidated financial statements.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Table amounts in thousands except per share data)

1. Nature of Business and Basis of Presentation

Nature of Business

Life Time Group Holdings, Inc. (collectively with its direct and indirect subsidiaries, “Life Time,” “we,” “our,” or “the Company”) is a holding company incorporated in the state of Delaware. As a holding company, Life Time Group Holdings, Inc. does not have its own independent assets or business operations, and all of our assets and business operations are through Life Time, Inc. and its direct and indirect subsidiaries. We are primarily dedicated to providing premium health, fitness and wellness experiences at our athletic country club destinations and via our comprehensive digital platform and portfolio of iconic athletic events – all with the objective of inspiring healthier, happier lives. We design, build and operate our athletic country club destinations that are distinctive and large, multi-use sports and athletic, professional fitness, family recreation and spa centers in a resort-like environment. As of December 31, 2025, we operated 189 centers in 31 states and one Canadian province.

Basis of Presentation

The consolidated financial statements include the accounts of Life Time Group Holdings, Inc. and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

We account for all of our investments in unconsolidated subsidiaries using the equity method of accounting. We apply this method of accounting to our investments when we have the ability to exercise significant influence over the operating and financial policies of the investee. Our share of the investee’s earnings (losses) associated with our investments in unconsolidated subsidiaries is included in Equity in earnings (loss) of affiliates in our consolidated statements of operations. See “Other Assets” within Note 2 below for additional information regarding our investments in unconsolidated subsidiaries.

2. Summary of Significant Accounting Policies

Segment Reporting

We have one operating segment and one reportable segment. Our segment derives revenues from customers by providing premium health, fitness and wellness experiences and products at our athletic country club destinations and via our comprehensive digital platform and portfolio of iconic athletic events – all with the objective of inspiring healthier, happier lives. We manage our business activities on a consolidated basis.

The Company’s chief operating decision maker (“CODM”) is the Chief Executive Officer (“CEO”). The CODM assesses performance for the segment and allocates resources based on consolidated net income. The measure of segment assets is reported on the balance sheet as total consolidated assets. Our CODM does not review segment assets at a different asset level and is regularly provided with only the consolidated expenses as noted on the face of the consolidated statements of operations.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (“GAAP”) requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In recording transactions and balances resulting from business operations, we use estimates based on the best information available. We revise the recorded estimates when better information is available, facts change or we can determine actual amounts. These revisions can affect our consolidated operating results.

Recently Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, to enhance transparency of income tax disclosures. The updated guidance requires additional disclosures on income tax rate reconciliation and income taxes paid, among other things. We adopted the accounting guidance for this Annual Report. The adoption of the updated standard did not have a material impact on our financial statements, but we have increased our disclosures on rate reconciliation and income taxes paid by jurisdiction.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Table amounts in thousands except per share data)

New Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires public entities to disclose the amounts of purchases of inventory, employee compensation, depreciation, intangible asset amortization and depletion, as applicable, included in each relevant expense caption presented in its income statement. We expect to adopt this accounting guidance for our Annual Report on Form 10-K for the year ended December 31, 2027. We are currently evaluating the impact that the updated standard will have on our financial statement disclosures.

In September 2025, the FASB issued ASU 2025-06, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software, which removes all references to software development project stages and requires that an entity capitalize software costs when both (1) management has authorized and committed to funding the software project and (2) it is probable that the project will be completed and the software will be used to perform the function intended (referred to as the “probable-to-complete recognition threshold”). We expect to adopt this accounting guidance for our Annual Report on Form 10-K for the year ended December 31, 2028. We are currently evaluating the impact that the updated standard will have on our financial statements.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements, which clarifies interim disclosure requirements and the applicability of Topic 270 and includes a disclosure principle that requires disclosure of events since the end of the last annual reporting period that have a material impact on the entity. We expect to adopt this accounting guidance for our Quarterly Report on Form 10-Q for the period ended March 31, 2028. We are currently evaluating the impact that the updated standard will have on our disclosures.

In December 2025, the FASB issued ASU 2025-12, Codification Improvements, to clarify, correct errors, or make minor improvements to the Codification to make the Codification easier to understand and apply. We expect to adopt this accounting guidance for our Annual Report on Form 10-K for the year ended December 31, 2027. We are currently evaluating the impact that the updated standard will have on our financial statements.

Revenue Recognition

Revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the transaction price consideration that we expect to receive in exchange for those goods or services. We defer the revenue associated with any unsatisfied performance obligation until the obligation is satisfied (i.e., when control of the product is transferred to the customer or a service has been completed).

Center Revenue

Center revenue consists of center membership and on-hold membership dues, enrollment fees and revenue generated within a center, which we refer to as in-center revenue. In-center revenue includes fees for Dynamic Personal Training, aquatics and kids programming and other member services, as well as sales of products at our cafés, and sales of products and services offered at our spas and tennis and pickleball programs.

Revenue from product sales is generally recognized at the point of sale to the customer; however, revenue from our various service offerings received in advance of service delivery is deferred and subsequently recognized when the services are provided. Dynamic Personal Training revenue received in advance of training sessions, as well as the related sales commissions, are initially deferred and subsequently recognized when the sessions are delivered. Upon recognition, sales commissions associated with Dynamic Personal Training sessions are included in Center operations in our consolidated statements of operations. Throughout the estimated redemption period associated with prepaid sessions, we also recognize Dynamic Personal Training breakage revenue and the related commissions, using a method that is proportionate to the pattern of redemptions. We estimate breakage based on historical redemption patterns.

We may receive a one-time enrollment fee at the time a member joins. The enrollment fees are generally non-refundable after seven days. Enrollment fees and related direct expenses are deferred and recognized on a straight-line basis over an estimated average membership life, which is based on historical membership experience. If the direct expenses related to the enrollment fees exceed the enrollment fees for any center in a month, the amount of direct expenses in excess of the enrollment fees are expensed in the current period instead of deferred over the estimated average membership life.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Table amounts in thousands except per share data)

Other Revenue

Other revenue includes revenue generated from our businesses outside of our centers, which are primarily media, athletic events and related services. Our media revenue includes our magazine, Experience Life[®], and the related advertising revenue is recognized over the duration of the advertising placement. Our athletic events revenue includes endurance activities such as running and cycling, and our related services revenue includes revenue from our race registration and timing businesses. Athletic event revenue and race registration revenue is recognized upon the completion of the event. Other revenue also includes revenue generated from our Life Time Work and Life Time Living locations.

For more information regarding revenue, see Note 6, Revenue.

Cash and Cash Equivalents

We classify all unrestricted cash accounts and highly liquid debt instruments purchased with original maturities of three months or less as cash and cash equivalents.

Restricted Cash and Cash Equivalents

Restricted cash is used for our self-insured workers' compensation and general liabilities, and a portion of our self-insured medical claims under our captive insurance policy.

Accounts Receivable

Accounts receivable is presented net of allowance for doubtful accounts. The allowance for doubtful accounts was \$0.9 million and \$1.9 million at December 31, 2025 and 2024, respectively.

Inventories

Inventories are stated at the lower of cost or net realizable value and are removed from the balance on a first-in-first-out basis. The reserve for obsolescence was approximately \$3.3 million and \$1.2 million at December 31, 2025 and 2024, respectively.

Property and Equipment

Property, equipment and leasehold improvements are recorded at cost. Improvements are capitalized while repair and maintenance costs are charged to operations when incurred.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or the estimated useful life of the improvement. Accelerated depreciation methods are used for tax reporting purposes.

Site development capitalization commences when acquisition or development of a particular property is deemed probable by management. Should a specific project be subsequently deemed not viable, any capitalized costs related to that project are recognized as an impairment charge at the time of that determination. Upon completion of a project, site development costs are classified as property and depreciated over the useful life of the asset. We capitalize interest during the construction period of our centers and this capitalized interest is included in the cost of the building. Unpaid construction costs are included in Construction accounts payable on our consolidated balance sheets.

Business Combinations and Asset Acquisitions

We account for business combinations in accordance with Accounting Standards Codification ("ASC") 805, "Business Combinations" ("ASC 805"). ASC 805 requires the acquiring entity in a business combination to recognize all the assets acquired and liabilities assumed in the transaction and establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. The total consideration transferred in a business combination is allocated to the assets acquired and liabilities assumed, including amounts attributable to non-controlling interests, when applicable, based on their respective estimated fair values as of the date of acquisition. Goodwill recognized in a business combination represents the excess of consideration transferred over the estimated fair value of the net assets acquired in a business combination. Certain provisions within ASC 805 prescribe, among other things, the determination of acquisition-date fair value of consideration paid in a business combination (including contingent consideration) and the exclusion of transaction and acquisition-related restructuring costs from acquisition accounting.

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When an acquisition does not meet the definition of a business combination because either: (i) substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset, or group of similar identified assets, or (ii) the acquired entity does not have an input and a substantive process that together significantly contribute to the ability to create outputs, we account for the acquisition as an asset acquisition. In an asset acquisition, goodwill is not recognized. Instead, any excess purchase consideration over the fair value of the net assets acquired is allocated on a relative fair value basis to the identifiable net assets as of the acquisition date and any direct acquisition-related transaction costs are capitalized as part of the purchase consideration. For information on the acquisitions that we completed during the years ended December 31, 2025 and 2024 that we accounted for as asset acquisitions, see Note 4, Property and Equipment.

Impairment of Long-Lived Assets

We test long-lived asset groups for impairment when events or circumstances indicate that the net book value of the asset group may not be recoverable. As it relates to our asset groups, we consider a history of consistent and significant operating losses, or the inability to recover net book value over the remaining useful life, to be our primary indicators of potential impairment. Assets are grouped and evaluated for impairment at the lowest level for which there are identifiable cash flows, which is generally at an individual asset group level. The determination of whether impairment has occurred is based on an estimate of undiscounted future cash flows directly related to that asset group, compared to the carrying value of the related assets. If an impairment has occurred, the amount of impairment recognized is determined by estimating the fair value of these assets and recording a loss if the carrying value is greater than the fair value.

As it relates to our site development projects, we test the carrying value of capitalized development costs associated with a particular project for impairment when we determine that all or a portion of the development project is no longer deemed viable. We generally recognize an impairment charge associated with a site development project or a portion of a site development project that we deem not viable in an amount equal to the related development costs that we previously capitalized.

We recognized total impairment charges of \$9.4 million, \$11.0 million and \$14.5 million during the years ended December 31, 2025, 2024 and 2023, respectively, which are included in Other operating expense in our consolidated statements of operations. Of the \$9.4 million total impairment charges we recognized during the year ended December 31, 2025, \$5.8 million was associated with certain non-center businesses and \$3.6 million was associated with certain site development projects that we deemed not viable. The impairment charges we recognized during the year ended December 31, 2024 were associated with certain site development projects that we deemed not viable. Of the \$14.5 million total impairment charges we recognized during the year ended December 31, 2023, \$9.2 million was associated with certain site development projects that we deemed not viable and \$5.3 million was associated with the sale of an outparcel of land.

Goodwill

We test goodwill for impairment on an annual basis, or more often if circumstances warrant, by estimating the fair value of the reporting unit to which the goodwill relates and comparing this fair value to the net book value of the reporting unit. Our policy is to test goodwill for impairment on October 1 of each year. If the fair value of a reporting unit is less than its carrying value, we reduce the carrying value accordingly and record a corresponding impairment loss. We have two reporting units: Centers and Corporate Businesses. At both December 31, 2025 and 2024, the total goodwill balance recognized on our consolidated balance sheets was \$1,235.4 million, of which \$1,233.1 million has been allocated to our Centers reporting unit and \$2.3 million has been allocated to our Corporate Businesses reporting unit. At December 31, 2025, the estimated fair value of our reporting units were in excess of their carrying value.

Based upon our review and analysis, no goodwill impairments were deemed to have occurred during the years ended December 31, 2025, 2024, and 2023. For more information on goodwill, see Note 5, Goodwill and Intangibles.

Leases

We lease many of our centers, as well as certain of our offices, other facilities, and equipment. Excluding renewal options that are not reasonably certain to be exercised, our leases have remaining contractual terms that primarily range from one year to 29 years. Most of the leases contain renewal options and escalation clauses, and certain of them include contingent rental payments, determined based on a percentage of center-specific revenue and/or other center-specific financial metrics over contractually specified levels. Our property leases require payment of real estate taxes, insurance and common area maintenance, in addition to rent. Our lease agreements do not contain any material residual value guarantees.

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Lease Cost

Lease cost associated with operating leases and short-term leases is recognized on a straight-line basis from the date we take possession of the property through the end of the lease term. With the exception of leases containing a purchase option that we are reasonably certain to exercise, finance lease right-of-use assets are amortized on a straight-line basis over the shorter of the estimated useful life of the underlying assets or the lease term. Finance lease right-of-use assets associated with leases that do contain a purchase option that we are reasonably certain to exercise are amortized on a straight-line basis over the estimated useful life of the underlying assets. Interest associated with finance lease liabilities is recognized using the effective interest rate method. Variable lease payments not recognized in the measurement of operating and finance lease liabilities are expensed as incurred. For more information regarding lease cost included in our consolidated statements of operations for the years ended December 31, 2025, 2024 and 2023, see Note 10, Leases.

Operating Lease Right-of-Use Assets and Liabilities

The measurement of each of our operating lease liabilities represents the present value of the remaining lease payments over the remaining lease term, discounted using an appropriate incremental borrowing rate. The measurement of each of our operating lease right-of-use assets represents the related operating lease liability measurement increased by, if applicable, prepaid rent, the fair value associated with the acquisition of a leasehold right and/or the fair value associated with the acquisition of a favorable lease, and decreased by, if applicable, lease incentives, impairment charges and/or the fair value associated with the acquisition of an unfavorable lease.

For more information regarding the operating lease right-of-use assets and liabilities that are recognized on our December 31, 2025 and 2024 consolidated balance sheets, see Note 10, Leases.

Finance Lease Right-of-Use Assets and Liabilities

The measurement of each of our finance lease right-of-use assets and liabilities represents the present value of the remaining lease payments associated with the arrangement over the remaining lease term, discounted using an appropriate incremental borrowing rate.

Finance lease right-of-use assets are included in Other assets on our consolidated balance sheets. The current and long-term portions of our finance lease liabilities are included in Accrued expenses and other current liabilities and Other liabilities, respectively, on our consolidated balance sheets. For more information regarding the finance lease right-of-use assets and liabilities that are recognized on our December 31, 2025 and 2024 consolidated balance sheets, see Note 10, Leases.

Sale-Leaseback Arrangements

We assess each of our sale-leaseback arrangements to determine whether a sale has occurred under ASC Topic 606: *Revenue from Contracts with Customers* (“ASC 606”), and we assess whether the classification of the lease and/or the payment terms associated with the renewal options preclude sale accounting under ASC 842, *Leases* (“ASC 842”). These assessments involve a determination of whether control of the underlying property has been transferred to the buyer. If we determine control of the underlying property has been transferred to the buyer, we account for the arrangement as a sale and leaseback transaction. If we determine control of the underlying property has not been transferred to the buyer, we account for the arrangement as a financing transaction. Since our adoption of ASC 842, we have accounted for each of our sale-leaseback arrangements as a sale and leaseback transaction.

For each sale-leaseback arrangement we have entered into with an unrelated third party since our adoption of ASC 842, the measurements associated with the gain or loss recognized on the sale and the lease-related right-of-use assets and liabilities have been adjusted for any off-market terms. These off-market adjustments are based on the difference between the sales price of the property and its fair value. When the sales price is less than the underlying property’s fair value, we recognize the difference as an increase to the sales price and as an increase in the operating lease right-of-use asset. When the sales price is greater than the underlying property’s fair value, we recognize the difference as a reduction to the sales price and as a financing obligation that is separate from the operating lease liability. We then allocate the payments due under the lease between those associated with the operating lease liability and those associated with the financing obligation, in a manner that results in a zero balance at the end of the initial lease term for both liabilities. The financing obligation is amortized using the effective interest method, and interest is calculated using the same incremental borrowing rate as that used for purposes of measuring the related operating lease liability.

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We account for sale-leaseback arrangements with related parties at their contractually stated terms. Accordingly, under these arrangements, the measurements associated with the gain or loss recognized on the sale and the lease-related right-of-use assets and liabilities are not adjusted for off-market terms.

The determination of the fair value of the property related to our sale-leaseback arrangements is subjective and requires estimates, including the use of multiple valuation techniques and uncertain inputs, such as market price per square foot and assumed capitalization rates or the replacement cost of the assets, where applicable. Where real estate valuation expertise is required, we obtain independent third-party appraisals to determine the fair value of the underlying asset. While determining fair value requires a variety of input assumptions and judgment, we believe our estimates of fair value are reasonable.

For more information regarding sale-leaseback transactions that were consummated during the years ended December 31, 2025, 2024 and 2023, see Note 10, Leases.

Build-to-Suit Lease Arrangements

For some of our centers, we enter into build-to-suit lease arrangements related to the design and construction of a new center on the property. We evaluate build-to-suit lease arrangements by first determining whether or not we control the underlying asset being constructed prior to the commencement date of the lease. If we determine that we do not control the underlying asset during the construction period, we account for the arrangement as either an operating lease or a finance lease. If we determine that we control the underlying asset during the construction period, we initially account for the arrangement as a financing transaction. For each of our build-to-suit arrangements, we have determined that we either: (1) do not control the underlying asset currently under construction as of December 31, 2025; or (2) we did not control the underlying constructed asset prior to the commencement date of the lease. Accordingly, we have accounted for each of our build-to-suit arrangements as an operating lease.

Intangible Assets

Intangible assets at December 31, 2025 and 2024 include trade names and a facility license. For more information on intangible assets, see Note 5, Goodwill and Intangibles.

Indefinite-Lived Intangible Assets

Intangible assets that are determined to have an indefinite useful life, such as trade names, are not amortized but instead tested for impairment at least annually. Our policy is to test indefinite-lived intangible assets for impairment on October 1 of each year. We also evaluate these assets for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of an indefinite-lived intangible asset below its carrying amount. If such a review should indicate that the carrying amount of indefinite-lived intangible assets is not recoverable, we reduce the carrying amount of such assets to fair value. Based upon our review and analysis, no indefinite-lived intangible asset impairments were deemed to have occurred during any of the periods presented.

Finite-Lived Intangible Assets

Finite-lived intangible assets are stated at cost, net of accumulated amortization, which is recorded on a straight-line or accelerated basis over the life of the asset. We review finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If such a review should indicate that the carrying amount of finite-lived intangible assets is not recoverable, we reduce the carrying amount of such assets to fair value. Based upon our review and analysis, no finite-lived intangible asset impairments were deemed to have occurred during any of the periods presented.

Other Assets

Other assets at December 31, 2025 and 2024 primarily consists of our executive nonqualified plan assets, our investments in unconsolidated subsidiaries, rent deposits and unamortized debt issuance costs associated with the revolving portion of our senior secured credit facility.

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Investments in Unconsolidated Subsidiaries

In 1999, we, together with two unrelated organizations, formed an Illinois limited liability company named Bloomingdale LIFE TIME Fitness L.L.C. (“Bloomingdale LLC”) for the purpose of constructing and operating a center in Bloomingdale, Illinois. We currently account for our investment in Bloomingdale LLC using the equity method of accounting.

In December 2019, we formed both a Delaware limited liability company named Dallas-Montfort Holdings, LLC (“D-M Holdings”) and a Delaware limited liability company named Dallas-Montfort Property, LLC, which is a wholly owned subsidiary of D-M Holdings. Also in December 2019, we and an unrelated organization each became a holder of 50% of the membership interests in D-M Holdings in exchange for a cash capital contribution. These capital contributions were made in connection with the acquisition of a property in Texas. There was no operating activity associated with D-M Holdings during the years ended December 31, 2025, 2024 and 2023. We currently account for our investment in D-M Holdings using the equity method of accounting.

In addition to our investments in Bloomingdale LLC and D-M Holdings, we also have investments in various other unconsolidated subsidiaries. The amounts we have currently invested in each of these unconsolidated subsidiaries is not material. We currently account for each of these investments using the equity method of accounting.

Debt Discounts and Issuance Costs

Debt discounts and issuance costs are amortized over the periods of the related debt financing. We recognize and present issuance costs associated with revolving debt arrangements as an asset and include the unamortized costs in Other assets on our consolidated balance sheets. We recognize and present unamortized discounts and issuance costs associated with non-revolving debt as a deduction from the face amount of related indebtedness. For more information on debt discounts and issuance costs, see Note 9, Debt.

Derivative Instruments and Hedging Activities

We are exposed to interest rate risk on our variable rate debt (see Note 9, Debt). As a result, we utilize derivative instruments from time to time, including interest rate swap agreements, to manage our exposure. We only hold derivative instruments for economic hedging purposes, not for speculative or trading purposes. Derivative instruments expose us to credit risk to the extent that the counterparties are unable to meet the terms of the arrangements. To minimize our exposure to such credit risk, we transact only with highly-rated banks and financial institutions.

For each derivative instrument that qualifies for and is designated as a cash flow hedge of interest rate risk, the unrealized gain or loss associated with changes in the fair value of the instrument is initially recognized as a component of accumulated other comprehensive loss (“AOCL”) on our consolidated balance sheet. This gain or loss is subsequently reclassified into earnings in the same period that the forecasted hedged transaction affects earnings.

We assess hedge effectiveness using the dollar-offset method on a cumulative basis at inception and on an ongoing basis. We would prospectively discontinue hedge accounting for a cash flow hedge derivative instrument if and when the applicable criteria are no longer met, the instrument expires, is sold, terminated or exercised or we remove the hedge designation. In that circumstance, the net unrealized gain or loss that is then recognized in AOCL would be reclassified into earnings in the same period or periods during which the hedged forecasted transaction affects earnings, unless the forecasted transaction is no longer probable in which case the net gain or loss would be reclassified into earnings immediately. For more information on amounts reclassified from AOCL to earnings, see Note 8, Derivative Instruments and Hedging Activities.

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Fair Value Measurements

The accounting guidance establishes a framework for measuring fair value and expanded disclosures about fair value measurements. The guidance applies to all assets and liabilities that are measured and reported on a fair value basis. This enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The guidance requires that each asset and liability carried at fair value be classified into one of the following categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The carrying amounts related to cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, income tax receivable, accounts payable and accrued liabilities approximate fair value.

Fair Value Measurements on a Recurring Basis. As of December 31, 2025 and 2024, assets and liabilities that are measured at fair value on a recurring basis were as follows:

	December 31, 2025			
	Level 1	Level 2	Level 3	Total
Assets:				
Interest rate swaps ⁽¹⁾	\$ —	\$ 397	\$ —	\$ 397
Cash surrender value of life insurance policies ⁽²⁾	—	17,963	—	17,963
Total assets	<u>\$ —</u>	<u>\$ 18,360</u>	<u>\$ —</u>	<u>\$ 18,360</u>
Liabilities:				
Interest rate swaps ⁽¹⁾	\$ —	2,917	\$ —	2,917
Deferred compensation ⁽³⁾	16,379	—	—	16,379
Total liabilities	<u>\$ 16,379</u>	<u>\$ 2,917</u>	<u>\$ —</u>	<u>\$ 19,296</u>
	December 31, 2024			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash surrender value of life insurance policies ⁽²⁾	\$ —	15,979	\$ —	15,979
Liabilities:				
Deferred compensation ⁽³⁾	\$ 13,575	\$ —	\$ —	13,575

(1) Interest rate swaps are valued using pricing models that incorporate market interest rate curves that are observable at commonly quoted intervals for the full term of the swaps.

(2) The life insurance policies are valued based on the underlying investment assets, which are priced using observable market data.

(3) Deferred compensation liabilities are valued based on the quoted market prices associated with the underlying assumed investments that have been selected by the plan participants.

For more information regarding our interest rate swaps, see Note 8, Derivative Instruments and Hedging Activities.

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Long-term debt. At December 31, 2025 and December 31, 2024, the carrying value and fair value of our outstanding long-term debt was as follows:

	December 31, 2025		December 31, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term debt ⁽¹⁾	\$ 1,525,363	\$ 1,539,085	\$ 1,555,597	\$ 1,551,222

(1) Excludes unamortized debt discounts and issuance costs.

The fair value of our debt is based on the amount of future cash flows discounted using rates we would currently be able to realize for similar instruments of comparable maturity. If our long-term debt were recorded at fair value, it would be classified as Level 2 in the fair value hierarchy. For more information regarding our debt, see Note 9, Debt.

Fair Value Measurements on a Nonrecurring Basis. Assets and liabilities that are measured at fair value on a nonrecurring basis primarily relate to our goodwill, intangible assets and other long-lived assets, which are remeasured when the derived fair value is below carrying value on our consolidated balance sheets. For these assets, we do not periodically adjust carrying value to fair value except in the event of impairment. If we determine that impairment has occurred, the carrying value of the asset would be reduced to fair value and the difference would be recorded as a loss within operating income in our consolidated statements of operations. For information regarding impairment charges associated with our long-lived assets that we recognized during each of the periods presented, see the Impairment of Long-Lived Assets section within this footnote.

Marketing Expenses

Marketing expenses, which are included in General, administrative and marketing in our consolidated statements of operations, primarily consist of marketing department costs and media and advertising costs to support and grow our Center membership levels, in-center businesses, new center openings and our ancillary businesses. Marketing expenses are recognized as incurred. Marketing expenses for the years ended December 31, 2025, 2024 and 2023 were \$38.0 million, \$35.1 million and \$32.9 million, respectively.

Litigation

We have been engaged in a material litigation matter with an insurance provider involving a complaint we filed seeking declaratory relief and damages associated with a property/business interruption insurance claim. We are also engaged in various other legal matters incidental to the normal course of business. Due to their nature, such legal proceedings involve inherent uncertainties, including but not limited to court rulings, negotiations between affected parties and governmental intervention. We establish reserves for matters that are probable and estimable in amounts we believe are adequate to cover reasonable adverse outcomes. A gain contingency is an uncertain situation that will be resolved in the future, possibly resulting in a gain. We do not allow the recognition of a gain contingency prior to settlement of the underlying event. If we were to have a gain contingency, we would disclose it in the notes to the financial statements. Based upon the information available to us and discussions with legal counsel, it is our opinion that the outcome of the various legal actions and claims that are incidental to our business will not have a material adverse impact on our consolidated financial position, results of operations or cash flows. Such matters are subject to many uncertainties, and the outcomes of individual matters are not predictable with assurance. For more information on our legal matters, see Note 13, Commitments and Contingencies.

Employee Retention Credits

On March 27, 2020, Congress enacted the CARES Act to provide certain relief as a result of the COVID-19 pandemic. The CARES Act, among other things, provided for refundable payroll tax credits for employee retention, or employee retention credits. During the year ended December 31, 2025, the Company received \$54.6 million in net cash proceeds from these employee retention credits, including interest income and net of fees and expenses. These credits were recognized in the period in which the cash was received and are included in Other income in our consolidated statement of operations for the year ended December 31, 2025.

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Income Taxes

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In the event we were to determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount, we would decrease the valuation allowance, which would reduce the provision for income taxes.

Our income tax returns are periodically audited by U.S. federal, state and local and Canadian tax authorities. At any given time, multiple tax years may be subject to audit by various tax authorities. In evaluating the exposures associated with our various tax filing positions, we may record a liability for such exposures. We recognize, measure, present and disclose a liability for unrecognized tax benefits related to certain tax positions that we have taken or expect to take in our income tax returns. We recognize a tax position when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. We adjust our liability for unrecognized tax benefits in the period in which an uncertain tax position is effectively settled, that statute of limitations expires for the relevant taxing authority to examine the tax position or when more information becomes available. Our liability for unrecognized tax benefits, including penalties and interest, is included in Other liabilities on our consolidated balance sheets. We recognize adjustments to our liability for unrecognized tax benefits, including penalties and interest, within Provision for income taxes in our consolidated statements of operations. For more information on income taxes, see Note 7, Income Taxes.

One Big Beautiful Bill Act

The United States Congress passed budget reconciliation bill H.R. 1, referred to as the One Big Beautiful Bill Act (“the OBBB Act”), into law on July 4, 2025. The OBBB Act provides for, among other things, the reinstatement of full expensing for qualified business property acquired and placed in service after January 19, 2025, immediate expensing of domestic research and experimental expenditures and modification of the limitation on the business interest deduction. The OBBB Act has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027. The provisions that are effective in 2025 increase the deferred tax liability and increase the current tax receivable but do not have an impact on the effective tax rate or the provision for income taxes.

Share-Based Compensation

We account for share-based compensation related to instruments issued to employees and non-employees in accordance with ASC 718, “Compensation – Stock Compensation” (“ASC 718”). We recognize compensation expense associated with each share-based award over the requisite service period based on the estimated grant-date fair value of the award. We estimate the fair value of stock options to purchase shares of the Company’s common stock using the Black-Scholes option pricing model. This pricing model requires management to make assumptions and to apply judgment to determine the fair value of equity awards. These assumptions and judgments include the expected term of stock options, expected stock price volatility and future stock option exercise behaviors. Share-based compensation expense related to restricted stock units and performance stock units is recorded based on the market value of our common stock on the date of grant. We account for share-based payment awards that represent a fixed dollar amount that, if payable, will be settled in a variable number of shares of the Company’s common stock as liability-classified awards. We have elected to account for forfeitures as they occur. For more information on share-based compensation, see Note 11, Stockholders’ Equity.

Income per Share

Basic income per share is computed by dividing income available to common stockholders by the weighted average number of shares of common stock outstanding during the period. The numerator in the diluted income per share calculation is derived by adding the effect of assumed common stock conversions to income available to common stockholders. The denominator in the diluted income per share calculation is derived by adding shares of common stock deemed to be potentially dilutive to the

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weighted average number of shares of common stock outstanding during the period. Potentially dilutive securities that are subject to performance or market conditions are considered contingently issuable shares for purposes of calculating diluted income per share. Accordingly, these contingently issuable shares are excluded from the computation of diluted income per share until the performance or market conditions have been met. Other potentially dilutive securities that do not involve contingently issuable shares are also excluded from the computation of diluted income per share if their effect is antidilutive.

For more information on the basic and diluted income per share calculations for the years ended December 31, 2025, 2024 and 2023, see Note 12, Income Per Share.

Changes in Accumulated Other Comprehensive Loss

The changes in accumulated other comprehensive loss during the years ended December 31, 2025, 2024 and 2023 is related to foreign currency translation adjustments associated with our Canadian operations and derivative instruments related to our interest rate swaps.

3. Supplemental Balance Sheet and Cash Flow Information

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

	December 31,	
	2025	2024
Property held for sale	\$ 2,471	\$ 1,866
Construction contract receivables	12,231	8,513
Interest rate swap assets	397	—
Prepaid insurance	2,082	2,351
Prepaid commissions	7,569	6,476
Prepaid rent	4,053	3,927
Prepaid software licenses and maintenance	7,306	5,199
Prepaid payroll	13,155	11,883
Other	12,617	12,611
Prepaid expenses and other current assets	<u>\$ 61,881</u>	<u>\$ 52,826</u>

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	December 31,	
	2025	2024
Real estate taxes	\$ 38,147	\$ 34,779
Accrued interest	7,637	10,170
Payroll liabilities	53,050	44,347
Accrued variable rent	16,693	13,903
Self-insurance accruals	35,549	29,437
Goods and services received but not invoiced	42,099	35,653
Current maturities of finance lease liabilities	12,099	1,108
Other	9,077	10,047
Accrued expenses and other current liabilities	<u>\$ 214,351</u>	<u>\$ 179,444</u>

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Supplemental Cash Flow Information

(Increases) decreases in operating assets and increases (decreases) in operating liabilities are as follows:

	Year Ended December 31,		
	2025	2024	2023
Accounts receivable	\$ 872	\$ (2,475)	\$ (12,857)
Center operating supplies and inventories	(7,318)	(7,524)	(7,131)
Prepaid expenses and other current assets	(883)	(20,706)	7,967
Income tax receivable	4,918	5,183	(9,352)
Other assets	(312)	2,360	5,160
Accounts payable	3,513	7,055	7,145
Accrued expenses and other current liabilities	26,765	12,469	8,334
Deferred revenue	1,944	8,566	10,977
Other liabilities	(12)	(2,541)	(3,778)
Changes in operating assets and liabilities	<u>\$ 29,487</u>	<u>\$ 2,387</u>	<u>\$ 6,465</u>

Supplemental cash flow information, excluding information associated with our lease arrangements, which is detailed in Note 10, Leases, is as follows:

	Year Ended December 31,		
	2025	2024	2023
Net cash paid for income taxes, net of refunds received	\$ 27,231	\$ 18,182	\$ 14,051
Net cash paid for interest (including cash settlements associated with interest rate swaps), net of capitalized interest	85,393	136,860	122,154
Capitalized interest	17,736	6,180	18,692
Non-cash activities:			
Common stock issuance in connection with an asset acquisition	39,730	—	—
Settlement of accrued compensation liabilities through the issuance of common stock	13,759	18,058	—
U.S. government obligations deposited with a trustee in connection with the satisfaction and discharge of the 5.750% Senior Secured Notes and 8.000% Senior Unsecured Notes (as defined in Note 9, Debt) ⁽¹⁾	—	1,424,467	—
Principal and related accrued and unpaid interest obligations derecognized in connection with the satisfaction and discharge of the 5.750% Senior Secured Notes and 8.000% Senior Unsecured Notes (as defined in Note 9, Debt) ⁽¹⁾	—	1,420,115	—
Common stock issuance in connection with a business acquisition	—	—	1,472
Acquisition of property and equipment through the assumption of a mortgage	—	—	10,600

(1) See Note 9, Debt, for more information on the satisfaction and discharge of our 5.750% Senior Secured Notes and the 8.000% Senior Unsecured Notes for the year ended December 31, 2024.

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4. Property and Equipment

Property and equipment, net consisted of the following:

	Depreciable Lives	December 31,	
		2025	2024
Land		\$ 431,467	\$ 368,245
Buildings and related fixtures	3-44 years	2,107,227	2,174,729
Leasehold improvements	1-30 years	1,187,954	1,012,124
Construction in progress		555,090	224,108
Equipment and other	1-15 years	1,281,711	1,150,430
Property and equipment, gross		5,563,449	4,929,636
Less accumulated depreciation		(1,930,220)	(1,735,965)
Property and equipment, net		<u>\$ 3,633,229</u>	<u>\$ 3,193,671</u>

Included in the construction in progress balances are site development costs which consist of legal, engineering, architectural, environmental, feasibility, other direct expenditures incurred for certain new projects and capitalized interest.

Equipment and other includes exercise equipment, capitalized software, computers, audio visual equipment, furniture and fixtures, decor and signage, as well as café, spa, playground and laundry equipment.

Depreciation expense, which is included in Depreciation and amortization in our consolidated statements of operations, for the years ended December 31, 2025, 2024 and 2023 was \$292.7 million, \$272.7 million and \$242.0 million, respectively.

Asset Acquisitions

During the year ended December 31, 2025, we acquired existing health club and racquet facilities for a total purchase price of \$59.7 million, of which \$19.3 million was paid in cash, \$39.7 million was paid through the issuance of unregistered shares of the Company's common stock and \$0.7 million represents liabilities we assumed. The entire purchase price was allocated to property and equipment. Accordingly, the \$19.3 million we paid in cash in connection with this acquisition is included in Capital expenditures in our consolidated statements of cash flows.

During the year ended December 31, 2024, we acquired two health club facilities for a total purchase price of \$21.9 million, all of which was paid in cash. The entire purchase price was allocated to property and equipment and is included in Capital expenditures in our consolidated statements of cash flows.

During the year ended December 31, 2023, we acquired a health club facility for a total purchase price of \$15.8 million. As part of this acquisition, we paid cash of \$4.0 million and assumed an existing mortgage note and related accrued interest liability of \$10.6 million and \$1.2 million, respectively. The mortgage note matured in June 2024. The entire purchase price was allocated to property and equipment. Accordingly, the \$4.0 million we paid in cash in connection with this acquisition is included in Capital expenditures in our consolidated statements of cash flows.

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5. Goodwill and Intangibles

Goodwill

The goodwill balance was \$1,235.4 million at both December 31, 2025 and December 31, 2024.

Intangibles

Intangible assets consisted of the following:

	December 31, 2025		
	Gross	Accumulated Amortization	Net
Intangible Assets:			
Trade names	\$ 173,000	\$ —	\$ 173,000
Other	12,731	(4,921)	7,810
Total intangible assets	<u>\$ 185,731</u>	<u>\$ (4,921)</u>	<u>\$ 180,810</u>
	December 31, 2024		
	Gross	Accumulated Amortization	Net
Intangible Assets:			
Trade name	\$ 163,000	\$ —	\$ 163,000
Other	12,450	(3,807)	8,643
Total intangible assets	<u>\$ 175,450</u>	<u>\$ (3,807)</u>	<u>\$ 171,643</u>

During the year ended December 31, 2025, we acquired a trade name and related intangible assets associated with our LTH nutritional products for a total purchase price of \$10.0 million, of which \$9.5 million was paid in cash at closing and \$0.5 million was held back until July 2026 for potential indemnification claims. The \$9.5 million we paid at closing is included in Other within investing activities in our consolidated statement of cash flows.

Other intangible assets at both December 31, 2025 and 2024 includes a facility license associated with our race registration and timing businesses.

Amortization expense associated with intangible assets for the years ended December 31, 2025, 2024 and 2023 was \$1.1 million, \$1.1 million and \$1.4 million, respectively. Amortization of intangible assets is included in Depreciation and amortization in our consolidated statements of operations.

As of December 31, 2025, the expected remaining amortization associated with intangible assets for the next five years was as follows:

2026	\$	1,114
2027		1,114
2028		1,114
2029		1,114
2030		1,114

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6. Revenue

Revenue associated with our membership dues, enrollment fees, and certain services from our in-center businesses is recognized over time as earned. Revenue associated with products and services offered in our cafes and spas, as well as through e-commerce, is recognized at a point in time. The following is a summary of revenue, by major revenue stream, that we recognized during the years ended December 31, 2025, 2024, and 2023:

	Year Ended December 31,		
	2025	2024	2023
Membership dues and enrollment fees	\$ 2,111,370	\$ 1,853,963	\$ 1,557,289
In-center revenue	797,337	692,688	597,040
Total center revenue	2,908,707	2,546,651	2,154,329
Other revenue	86,548	74,344	62,264
Total revenue	<u>\$ 2,995,255</u>	<u>\$ 2,620,995</u>	<u>\$ 2,216,593</u>

The timing associated with the revenue we recognized during the years ended December 31, 2025, 2024, and 2023 is as follows:

	Year Ended December 31,								
	2025			2024			2023		
	Center Revenue	Other Revenue	Total Revenue	Center Revenue	Other Revenue	Total Revenue	Center Revenue	Other Revenue	Total Revenue
Services transferred over time	\$ 2,594,259	\$ 85,224	\$ 2,679,483	\$ 2,262,373	\$ 73,607	\$ 2,335,980	\$ 1,904,061	\$ 62,264	\$ 1,966,325
Goods and services transferred at a point in time	314,448	1,324	315,772	284,278	737	285,015	250,268	—	250,268
Total revenue	<u>\$ 2,908,707</u>	<u>\$ 86,548</u>	<u>\$ 2,995,255</u>	<u>\$ 2,546,651</u>	<u>\$ 74,344</u>	<u>\$ 2,620,995</u>	<u>\$ 2,154,329</u>	<u>\$ 62,264</u>	<u>\$ 2,216,593</u>

Contract liabilities

Contract liabilities, which represent payments or consideration received in advance for goods or services that we have not yet transferred to the customer, consisted of the following:

	Year Ended December 31,		Classification in Consolidated Balance Sheets
	2025	2024	
Contract liabilities - current	\$ 60,309	\$ 58,252	Deferred revenue
Contract liabilities - long-term	41	139	Other liabilities
Total contract liabilities	<u>\$ 60,350</u>	<u>\$ 58,391</u>	

Contract liabilities consist primarily of deferred revenue for fees collected in advance for Dynamic Personal Training, media and athletic events, enrollment fees, other in-center service offerings and membership dues. The following table reflects the change in contract liabilities for the year ended December 31, 2025:

	Amount
Total contract liabilities balance at December 31, 2024	\$ 58,391
Revenue recognized that was included in contract liabilities at the beginning of the year	(53,692)
Increase, excluding amounts recognized as revenue during the period	55,651
Total contract liabilities balance at December 31, 2025	<u>\$ 60,350</u>

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7. Income Taxes

Income from continuing operations before income taxes is comprised of:

	Year Ended December 31,		
	2025	2024	2023
Domestic	\$ 488,578	\$ 200,691	\$ 92,057
Foreign	4,925	8,077	2,733
Income from continuing operations before taxes	<u>\$ 493,503</u>	<u>\$ 208,768</u>	<u>\$ 94,790</u>

The provision for income taxes is comprised of:

	Year Ended December 31,		
	2025	2024	2023
Current tax expense (benefit)			
Federal	\$ 12,330	\$ 5,913	\$ (2,497)
State and local	20,010	17,158	6,649
Foreign	—	—	(2)
Total current tax expense	<u>32,340</u>	<u>23,071</u>	<u>4,150</u>
Deferred tax expense (benefit)			
Federal	73,271	35,464	25,341
State and local	13,006	(40)	(11,491)
Foreign	1,215	(5,967)	727
Total deferred tax expense	<u>87,492</u>	<u>29,457</u>	<u>14,577</u>
Provision for income taxes	<u>\$ 119,832</u>	<u>\$ 52,528</u>	<u>\$ 18,727</u>

The amount of deferred tax expense differs from the change in the year-end deferred tax balances due to the tax effect of other comprehensive income, additional paid-in capital items or change in foreign currency exchange rates.

The reconciliation between our effective tax rate on income before income taxes and the statutory tax rate is as follows:

	Year Ended December 31,					
	2025		2024		2023	
	Amount	Percent	Amount	Percent	Amount	Percent
U.S. federal statutory tax rate	\$ 103,636	21.0 %	\$ 43,841	21.0 %	\$ 19,906	21.0 %
State and local income taxes, net of federal income tax effect ⁽¹⁾	29,594	6.0 %	13,719	6.6 %	(6,667)	(7.0)%
Foreign tax effects						
Canada						
Change in valuation allowance	—	— %	(7,516)	(3.6)%	(157)	(0.2)%
Other	180	— %	(148)	(0.1)%	308	0.3 %
Effects of changes in tax laws/rates enacted in the current period	51	— %	—	— %	—	— %
Tax credits	(2,100)	(0.4)%	(1,183)	(0.6)%	(2,485)	(2.6)%
Changes in valuation allowance	—	— %	(950)	(0.4)%	—	— %
Share-based payment awards	(11,900)	(2.4)%	6,020	2.9 %	6,190	6.5 %
Other	594	0.1 %	433	0.2 %	741	0.8 %
Other adjustments	(223)	— %	(1,688)	(0.8)%	891	1.0 %
Effective tax rate	<u>\$ 119,832</u>	<u>24.3 %</u>	<u>\$ 52,528</u>	<u>25.2 %</u>	<u>\$ 18,727</u>	<u>19.8 %</u>

(1) The states that make up the majority (greater than 50 percent) of the effect of the state and local income taxes category are Minnesota, New Jersey, Illinois and New York for the year ended December 31, 2025. The states that make up the majority (greater than 50 percent) of the effect of the state and local income taxes category are Minnesota, Texas, Illinois and New Jersey for the year ended

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December 31, 2024. The states that make up the majority (greater than 50 percent) of the effect of the state and local income taxes category are Illinois, Minnesota, California and New Jersey for the year ended December 31, 2023.

Income taxes paid were as follows:

	Year Ended December 31,		
	2025	2024	2023
Federal taxes paid	\$ 11,800	\$ 1,000	\$ 6,800
State and local taxes paid	15,431	17,182	7,251
Total	\$ 27,231	\$ 18,182	\$ 14,051

Income taxes paid (net of refunds) exceeded 5% of total income taxes paid (net of refunds) in the following jurisdictions:

	Year Ended December 31,		
	2025	2024	2023
State			
Illinois	*	2,940	2,390
Massachusetts	*	1,360	*
Minnesota	*	1,900	*
New Jersey	1,520	2,110	*
New York	1,526	2,524	*
Texas	2,300	1,550	1,957
	<u>5,346</u>	<u>12,384</u>	<u>4,347</u>

*Jurisdiction below the threshold for the period presented

The net deferred tax liabilities as of December 31, 2025 and 2024 consisted of the following:

	Year Ended December 31,		Classification in Consolidated Balance Sheets
	2025	2024	
U.S. deferred tax liability	\$ (172,217)	\$ (85,255)	Deferred income taxes, net
Canadian deferred tax asset	291	—	Other assets
Total net deferred tax liability	\$ (171,926)	\$ (85,255)	

Deferred income taxes are the result of provisions of the tax laws that either require or permit certain items of income or expense to be reported for tax purposes in different periods than they are reported for financial reporting. The tax effect of temporary differences that gives rise to the net deferred tax liability are as follows:

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	December 31,	
	2025	2024
Deferred tax assets:		
Lease-related liabilities	\$ 692,974	\$ 640,039
Share-based compensation	20,708	69,082
Accrued expenses	24,725	21,129
Deferred revenue	182	907
Net operating loss	7,097	47,827
Business interest	30,116	66,333
Other	6,403	4,644
Valuation allowance	(532)	(440)
Total deferred tax assets	<u>781,673</u>	<u>849,521</u>
Deferred tax liabilities:		
Property and equipment	(250,903)	(280,481)
Intangibles	(48,299)	(46,547)
Operating and finance lease right-of-use assets	(639,799)	(594,519)
Partnership interest	(1,958)	(1,869)
Prepaid expenses	(11,517)	(10,393)
Costs related to deferred revenue	(6)	(38)
Other	(1,117)	(929)
Total deferred tax liabilities	<u>(953,599)</u>	<u>(934,776)</u>
Net deferred tax liability	<u>\$ (171,926)</u>	<u>\$ (85,255)</u>

We recognize a tax position when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. We adjust our liability for unrecognized tax benefits in the period in which an uncertain tax position is effectively settled, that statute of limitations expires for the relevant taxing authority to examine the tax position or when more information becomes available. No unrecognized tax benefits were recorded in any of the periods presented.

We are subject to taxation in the U.S., Canada and various states. Our tax years 2025, 2024, 2023 and 2022 are subject to examination by the tax authorities. With few exceptions, we are no longer subject to U.S. federal, state or local examinations by tax authorities for years before 2022.

As of December 31, 2025, we had state net operating loss carryforwards totaling approximately \$105.2 million (\$6.3 million tax effected), of which approximately \$83.5 million (\$5.2 million tax effected) expires between 2030 and 2046 and approximately \$21.6 million (\$1.1 million tax effected) can be carried forward indefinitely. As it relates to our Canada operations, we had an income tax net operating loss carryforward of approximately \$3.0 million (\$0.8 million tax effected) as of December 31, 2025, which is subject to expiration in 2042.

As of December 31, 2024, we had a federal income tax net operating loss carryforward related to our U.S. operations of approximately \$170.7 million (\$35.9 million tax effected), that could be carried forward indefinitely. As of December 31, 2024, we also had state net operating loss carryforwards totaling approximately \$155.5 million (\$8.8 million tax effected), of which approximately \$121.9 million (\$7.0 million tax effected) was to expire between 2027 and 2045 and approximately \$33.6 million (\$1.8 million tax effected) could be carried forward indefinitely. As it relates to our Canada operations, we had an income tax net operating loss carryforward of approximately \$11.9 million (\$3.2 million tax effected) as of December 31, 2024, which was subject to expiration between tax years 2037 and 2042.

As of December 31, 2025 and 2024, we had a business interest carryforward of approximately \$119.0 million (\$30.1 million tax effected) and \$264.2 million (\$66.3 million tax effected), respectively, that can be carried forward indefinitely.

We considered all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations to determine the extent to which we believe net

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deferred tax assets will more likely than not be realized. Based on this assessment, as of December 31, 2025, a valuation allowance of \$0.5 million has been recorded to reduce the deferred tax asset associated with certain state net operating loss carryforwards.

As of December 31, 2024, a valuation allowance of \$0.4 million was recorded to reduce the deferred tax asset associated with the state net operating loss carryforwards and other deferred tax assets.

We consider the earnings of certain non-U.S. subsidiaries to be indefinitely invested outside the United States on the basis of estimates that future domestic cash generation will be sufficient to meet future domestic cash needs and our specific plans for reinvestment of those subsidiary earnings. We have not recorded a deferred tax liability related to the U.S. federal and state income taxes and foreign withholding taxes on undistributed earnings of foreign subsidiaries indefinitely invested outside the United States.

8. Derivative Instruments and Hedging Activities

Interest Rate Swaps

During the year ended December 31, 2025, we entered into receive-variable, pay-fixed interest rate swap agreements with five high-quality institutional banks, each of which had an effective date of April 8, 2025 and is set to expire on April 5, 2028. On the effective date, the initial aggregate notional amount associated with these interest rate swaps was \$997.5 million, the then-outstanding variable rate borrowings under our Term Loan Facility. The aggregate notional amount associated with these interest rate swaps decreases over time in a manner that is aligned with the timing and amount of scheduled principal payments due with respect to the outstanding borrowings under our Term Loan Facility. At December 31, 2025, the aggregate notional amount associated with these interest rate swaps was \$992.5 million. Pursuant to these interest rate swaps, we make fixed interest payments at 3.409% in exchange for receiving variable interest payments based on Term Secured Overnight Financing Rate (“SOFR”).

Because the fair value of interest rate swap arrangements is derived from market-based rates, they are classified as derivative financial instruments. We recognize all of our interest rate swap assets and liabilities at fair value (see “Fair Value Measurements” within Note 2, Summary of Significant Accounting Policies).

Each of our interest rate swaps qualifies for and has been designated as a cash flow hedge. As of December 31, 2025, we have determined that each of our interest rate swaps is highly effective in achieving offsetting changes in the fair value of the expected future variable cash flows associated with the outstanding borrowings under our Term Loan Facility. Accordingly, unrealized gains or losses associated with changes in the fair value of our interest rate swaps are recognized as a component of AOCL on our consolidated balance sheets. Realized gains or losses associated with the monthly cash settlements we receive or pay, respectively, in connection with our interest rate swaps are reclassified out of AOCL and recognized in Interest expense, net of interest income in our consolidated statements of operations in the same period during which interest expense associated with the hedged variable interest rate payments is recognized.

The monthly cash settlements we receive or pay in connection with these interest rate swaps are reported within operating activities in our consolidated statements of cash flows.

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The fair value of our outstanding designated interest rate swap assets and liabilities is reported in our consolidated balance sheet as follows:

	December 31, 2025	Classification on Consolidated Balance Sheet
Interest rate swap assets	\$ 397	Prepaid expenses and other current assets
Interest rate swap liabilities	\$ 2,917	Other liabilities

The unrealized gain (loss) associated with our interest rate swaps that was recognized in AOCL, as well as the realized gain that was reclassified out of AOCL to earnings, during the year ended December 31, 2025 were as follows:

	December 31, 2025	Affected Line Item on Consolidated Statements of Operations
Balance in AOCL at December 31, 2024	\$ —	
Unrealized gain:		
Pretax unrealized gain (effective portion)	3,187	
Less: Tax expense	(773)	
Unrealized gain, net of tax (effective portion)	2,414	
Realized gain reclassified to earnings:		
Pretax realized gain reclassified to earnings (effective portion)	(5,897)	Interest expense, net of interest income
Less: Tax expense	1,430	Provision for income taxes
Realized gain reclassified to earnings, net of tax (effective portion)	(4,467)	
Balance in AOCL at December 31, 2025	\$ (2,053)	

At December 31, 2025, we expect approximately \$0.1 million of after-tax realized loss on interest rate swaps to be reclassified out of AOCL to earnings within the next 12 months. The remaining maturity of our interest rate swaps at December 31, 2025 was 2.3 years.

9. Debt

Debt consisted of the following:

	December 31,	
	2025	2024
Term Loan Facility, maturing November 2031	\$ 992,512	\$ 1,000,000
Revolving Credit Facility, maturing September 2029	—	10,000
6.000% Senior Secured Notes, maturing November 2031	500,000	500,000
Mortgage Notes, various maturities	29,423	41,865
Other debt	3,298	3,448
Fair value adjustment	130	284
Total debt	1,525,363	1,555,597
Less unamortized debt discounts and issuance costs	(17,576)	(19,856)
Total debt less unamortized debt discounts and issuance costs	1,507,787	1,535,741
Less current maturities	(21,848)	(22,584)
Long-term debt, less current maturities	\$ 1,485,939	\$ 1,513,157

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Refinancing Transactions

Senior Secured Credit Facility

In June 2015, Life Time, Inc. and certain of our other wholly-owned subsidiaries entered into a senior secured credit facility (the “Credit Facilities”) with a group of lenders led by Deutsche Bank AG as the administrative agent. During 2024 and 2025, we entered into the following amendments to the credit agreement governing our Credit Facilities (the “Credit Agreement”):

- Twelfth amendment in June 2024 pursuant to which we replaced the Canadian Dollar Offered Rate (CDOR), which ceased at the end of June 2024, with the Canadian Overnight Repo Rate Average (CORRA). We do not have any outstanding borrowings in Canadian dollars under our Revolving Credit Facility.
- Thirteenth amendment in September 2024 pursuant to which we, among other things, (i) increased the commitments under the Revolving Credit Facility to \$650.0 million, (ii) reduced the floating interest rate per annum to, at our option, SOFR plus an applicable margin of 2.50% or a base rate plus 1.50%, and reduced the undrawn commitment fee rate from 50 basis points to 25 basis points, and (iii) extended the maturity of the revolving credit facility to September 20, 2029. The applicable margins have now decreased 50 basis points upon our achieving a certain first lien net leverage ratio and public corporate family ratings of Ba3 or BB- from any two of Moody’s, S&P and Fitch.
- Fourteenth amendment in November 2024 pursuant to which we incurred new term loans maturing in November 2031 in an aggregate principal amount of \$1,000 million (the “Term Loan Facility”). The term loans under the Term Loan Facility bore interest at a rate per annum of equal to SOFR plus an applicable margin of 2.50%, which applicable margin decreased by 25 basis points to 2.25% upon achieving the public corporate family ratings noted above.
- Fifteenth amendment in August 2025 pursuant to which we refinanced the Term Loan Facility to reduce the interest rate margin by an additional 0.25% to 2.00%. Loans under this amendment were issued at par with no original issue discount.

6.000% Senior Secured Notes

In November 2024, Life Time, Inc. completed the issuance of \$500.0 million in aggregate principal amount of 6.000% Senior Secured Notes due 2031 (the “6.000% Senior Secured Notes”).

Satisfaction and Discharge of 5.750% Senior Secured Notes and 8.000% Senior Unsecured Notes

In November 2024, pursuant to the terms of the indentures governing the 5.750% Senior Secured Notes and the 8.000% Senior Unsecured Notes, Life Time, Inc. issued a notice of full redemption and used a portion of the proceeds from the Term Loan Facility and 6.000% Senior Secured Notes to purchase \$1,424.5 million of U.S. government obligations, which were deposited with the trustee and were sufficient to fund the payment at par of (1) the \$925.0 million outstanding principal amount and the accrued and unpaid interest associated with the 5.750% Senior Secured Notes on the scheduled redemption date of January 15, 2025, and (2) the \$475.0 million outstanding principal amount and the accrued and unpaid interest associated with the 8.000% Senior Unsecured Notes on the scheduled redemption date of February 1, 2025. The \$1,424.5 million of cash we paid to purchase the U.S. government obligations during the year ended December 31, 2024 is reported within financing activities in our consolidated statement of cash flows.

After the irrevocable deposit of such U.S. government obligations with the trustee, our obligations under the indentures were satisfied and discharged and the transactions were accounted for as debt extinguishments.

Upon extinguishment of the 5.750% Senior Secured Notes and the 8.000% Senior Unsecured Notes, we derecognized (1) the \$1,424.5 million of U.S. government obligations we deposited with the trustee, (2) the \$1,420.1 million aggregate outstanding principal and related accrued and unpaid interest obligations associated with the notes, and (3) \$6.7 million of unamortized debt discounts and issuance costs associated with the notes. Accordingly, we recognized a loss of \$11.1 million on the extinguishment of the 5.750% Senior Secured Notes and the 8.000% Senior Unsecured Notes during the year ended December 31, 2024, which is included in Interest expense, net of interest income in our consolidated statement of operations. The non-cash financing activities associated with the \$1,424.5 million of U.S. government obligations we deposited with the trustee, as well as the \$1,420.1 million aggregate principal and related accrued and unpaid interest obligations that we derecognized in connection with the satisfaction and discharge of the 5.750% Senior Secured Notes and the 8.000% Senior Unsecured Notes are disclosed as supplemental non-cash financing activities in Note 3, Supplemental Balance Sheet and Cash Flow Information.

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Term Loan Facilities

We retired our former term loan facility in September 2024 when we paid the remaining aggregate principal amount of \$200.0 million in connection with the thirteenth amendment to our Credit Agreement. We had previously used a portion of the net proceeds we received from an equity offering (see Note 11, Stockholders' Equity) in August 2024 to pay down an aggregate principal amount of \$110.0 million. Loans under the former term loan facility had a floating interest rate per annum of, at our option, SOFR plus an applicable credit adjustment spread ranging from 0.11448% to 0.42826% depending on the duration of borrowing plus the continued applicable margin of 4.00% or a base rate plus 3.00%.

Effective April 8, 2025, we entered into interest rate swap agreements for our entire Term Loan Facility notional amount of \$997.5 million, which converted the variable interest rate of our Term Loan Facility to a fixed interest rate of 3.409%, plus the applicable margin. With the upgrade of our issuer credit rating by S&P Global Ratings on June 18, 2025, our applicable margin was reduced by 0.25% to 2.25% effective on June 19, 2025, and with the amendment to our Term Loan Facility on August 18, 2025, our applicable margin was reduced by an additional 0.25% to 2.00%. As a result, the effective fixed interest rate associated with our outstanding Term Loan Facility borrowings at December 31, 2025 was 5.409%. We are required to make quarterly principal payments of 0.25% of the outstanding balance on the Term Loan Facility. See Note 8, Derivative Instruments and Hedging Activities for more information regarding our interest rate swaps.

Revolving Credit Facility

Our Revolving Credit Facility provides for a \$650.0 million revolver and matures in September 2029. At December 31, 2025, there were no outstanding borrowings on the Revolving Credit Facility and there were \$31.8 million of outstanding letters of credit, resulting in total revolver availability of \$618.2 million, which was available at intervals ranging from 30 to 180 days at interest rates of SOFR plus 2.00% or base rate plus 1.00%.

The weighted average interest rate and debt outstanding under the Revolving Credit Facility for the year ended December 31, 2025 was 7.26% and \$3.8 million, respectively. The highest balance during the year was \$60.0 million.

Upon the exercise of an accordion feature and subject to certain conditions, borrowings under the Credit Facilities may be increased subject, in certain cases, to meeting a first lien net leverage ratio. The Credit Facilities are secured by a first priority lien (on a pari-passu basis with the 6.000% Senior Secured Notes) on substantially all of our assets.

6.000% Senior Secured Notes

On November 5, 2024, Life Time, Inc. (the "Issuer") completed the issuance of the 6.000% Senior Secured Notes. The terms of the 6.000% Senior Secured Notes are governed by an indenture dated as of November 5, 2024 (the "Indenture"), among the Issuer, the guarantors party thereto and Wilmington Savings Fund Society, FSB, as trustee and notes collateral agent. The 6.000% Senior Secured Notes mature on November 15, 2031 and bear interest at a rate of 6.00% per annum payable semi-annually in arrears on May 15 and November 15 of each year, commencing May 15, 2025. The 6.000% Senior Secured Notes are guaranteed on a senior secured basis by LTF Intermediate Holdings, Inc., the direct parent of the Issuer, and each of the Issuer's existing and future wholly owned domestic restricted subsidiaries that guarantees its Term Loan Facility, subject to certain exceptions.

At any time prior to November 15, 2027, we may redeem some or all of the 6.000% Senior Secured Notes at a redemption price equal to 100% of the principal amount of the 6.000% Senior Secured Notes redeemed plus a "make-whole" premium plus accrued and unpaid interest, if any, to, but not including, the applicable redemption date, as described in the Indenture. At any time prior to November 15, 2027, we may redeem up to 10% of the original aggregate principal amount of the 6.000% Senior Secured Notes during each calendar year at a redemption price equal to 103% of the principal amount of the 6.000% Senior Secured Notes redeemed, plus accrued and unpaid interest, if any, to, but not including, the redemption date; provided that in any given calendar year, any amount not utilized pursuant to this provision may be carried forward to subsequent calendar years. In addition, at any time and from time to time on or prior to November 15, 2027, we may choose to redeem up to 40.0% of the aggregate principal amount of the 6.000% Senior Secured Notes outstanding with the proceeds of certain equity offerings at a redemption price equal to 106% of the principal amount plus accrued and unpaid interest, if any, to, but not including, the applicable redemption date, so long as the lesser of 50% of the aggregate amount of the 6.000% Senior Secured Notes then outstanding and \$150 million remains outstanding immediately after such redemption. Beginning on November 15, 2027, we may redeem some or all of the 6.000% Senior Secured Notes at any time, and from time to time, at the redemption prices set forth in the Indenture, plus accrued and unpaid interest, if any, to, but not including, the applicable redemption date.

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5.750% Senior Secured Notes

On January 22, 2021, Life Time, Inc. issued senior secured notes (the “5.750% Senior Secured Notes”) in an aggregate principal amount of \$925.0 million. These notes were originally scheduled to mature in January 2026 and interest only payments were due semi-annually in arrears at 5.750%. As noted in the Satisfaction and Discharge of 5.750% Senior Secured Notes and 8.000% Senior Unsecured Notes section within this footnote, in November 2024, we issued a notice of full redemption and deposited a portion of the proceeds from the Term Loan Facility and the 6.000% Senior Secured Notes with the trustee of the 5.750% Senior Secured Notes to satisfy and discharge them. Following such satisfaction and discharge, the trustee used such proceeds to pay in full at 100% of the principal amount, plus accrued and unpaid interest, the 5.750% Senior Secured Notes in January 2025.

8.000% Senior Unsecured Notes

On February 5, 2021, Life Time, Inc. issued senior unsecured notes (the “8.000% Senior Unsecured Notes”) in the original principal amount of \$475.0 million. The 8.000% Senior Unsecured Notes were originally scheduled to mature in April 2026 and interest only payments were due semi-annually in arrears at 8.00%. As noted in the Satisfaction and Discharge of 5.750% Senior Secured Notes and 8.000% Senior Unsecured Notes section within this footnote, in November 2024, we issued a notice of full redemption and deposited a portion of the proceeds from the Term Loan Facility and the 6.000% Senior Secured Notes with the trustee of the 8.000% Senior Unsecured Notes to satisfy and discharge them. Following such satisfaction and discharge, the trustee used such proceeds to pay in full at 100% of the principal amount, plus accrued and unpaid interest, the 8.000% Senior Unsecured Notes in February 2025.

Construction Loan

On January 22, 2021, we closed on a construction loan (the “Construction Loan”) providing up to \$28.0 million to partially finance the construction of a Life Time Living location. The Construction Loan was originally scheduled to mature on February 15, 2026 and was collateralized by the property. Borrowings under the Construction Loan bore interest at a variable annual rate of no less than 4.80%. Interest only payments were due monthly beginning April 15, 2022 and continuing through February 15, 2024. Beginning March 15, 2024, based on the principal balance due as of February 15, 2024, monthly principal and interest installment payments were due in an amount sufficient to fully amortize the principal balance at maturity. On August 15, 2024, we fully paid the remaining principal balance and accrued interest associated with our Construction Loan totaling \$28.2 million.

Mortgage Notes

Certain of our subsidiaries have entered into mortgage facilities with various financial institutions (collectively, the “Mortgage Notes”), which are collateralized by certain of our related real estate and buildings, including one of our corporate headquarters properties. The Mortgage Notes have varying maturity dates from September 2026 through August 2027 and carried a weighted average interest rate of 5.47% and 5.56% at December 31, 2025 and 2024, respectively. Payments of principal and interest on each of the Mortgage Notes are payable monthly on the first business day of each month.

During the year ended December 31, 2024, we fully paid at maturity the principal balance and remaining accrued interest associated with two of our Mortgage Notes totaling \$62.9 million.

Debt Discounts and Issuance Costs

Unamortized debt discounts and issuance costs associated with the Term Loan Facility and 6.000% Senior Secured Notes of \$17.6 million and \$19.9 million at December 31, 2025 and 2024, respectively, are included in Long-term debt, net of current portion on our consolidated balance sheets.

Unamortized revolver-related debt issuance costs of \$2.8 million and \$3.6 million are included in Other assets on our consolidated balance sheets at December 31, 2025 and 2024, respectively.

During the year ended December 31, 2024, in connection with the pay down in full of each of our former term loan facility and Construction Loan, and the satisfaction and discharge of each of our 5.750% Senior Secured Notes and 8.000% Senior Unsecured Notes, we recognized \$9.4 million of debt discounts and issuance cost write-offs, which are included in Interest expense, net of interest income in our consolidated statement of operations.

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Debt Covenants

We are required to comply with certain affirmative and restrictive covenants under our Credit Facilities, 6.000% Senior Secured Notes and Mortgages Notes. We are also required to comply with a first lien net leverage ratio covenant under the Revolving Credit Facility, which requires us to maintain a first lien net leverage ratio, if 30.00% or more of the Revolving Credit Facility commitments are outstanding shortly after the end of any fiscal quarter (excluding all cash collateralized undrawn letters of credit and other undrawn letters of credit up to \$90.0 million).

As of December 31, 2025, we were either in compliance in all material respects with the covenants or the covenants were not applicable.

Future Maturities of Long-Term Debt

Aggregate annual future maturities of long-term debt, excluding unamortized debt discounts, issuance costs and fair value adjustments, at December 31, 2025 were as follows:

2026	\$	21,848
2027		27,812
2028		10,139
2029		10,149
2030		10,167
Thereafter		1,445,118
Total future maturities of long-term debt	\$	1,525,233

10. Leases

Lease Cost

Lease cost included in our consolidated statements of operations for the years ended December 31, 2025, 2024 and 2023 consisted of the following:

	Year Ended December 31,			Classification in Consolidated Statements of Operations
	2025	2024	2023	
Lease cost:				
Operating lease cost	\$ 311,887	\$ 282,271	\$ 261,144	Rent
Short-term lease cost	2,611	4,328	4,105	Rent
Variable lease cost	24,672	18,346	9,873	Rent
Variable lease cost	84,224	72,763	66,007	Center operations
Finance lease and financing obligations cost:				
Amortization of right-of-use assets	2,517	905	1,024	Depreciation and amortization
Interest on lease liabilities	983	160	98	Interest expense, net of interest income
Interest on financing obligations	3,784	2,818	2,401	Interest expense, net of interest income
Total lease cost	\$ 430,678	\$ 381,591	\$ 344,652	

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Sale-Leaseback Transactions

Sale-Leaseback Transactions with Unrelated Third Parties

During the year ended December 31, 2025, we entered into and consummated sale-leaseback transactions with three unrelated third parties. Under these transactions, we sold seven properties with a combined net book value of \$239.5 million for an aggregate gross sales price of \$249.9 million, of which \$239.0 million was received in cash and \$10.9 million was received in the form of non-cash consideration. The non-cash consideration represented property conveyed to us by a buyer in lieu of cash, measured at \$11.8 million fair value, net of \$0.9 million of cash paid back to the buyer. The aggregate gross sales price of \$249.9 million was reduced by transaction costs of \$1.3 million, resulting in a net aggregate sales price of \$248.6 million. The estimated fair value of the property sold was \$253.6 million. Of the \$237.7 million net cash we received in connection with these sale-leaseback transactions, \$227.4 million and \$10.3 million is reported within investing activities and financing activities, respectively, on our consolidated statement of cash flows for the year ended December 31, 2025. We recognized a net gain of \$12.8 million on these sale-leaseback transactions during the year ended December 31, 2025, which is included in Other operating expense in our consolidated statement of operations.

During the year ended December 31, 2024, we entered into and consummated sale-leaseback transactions with three unrelated third parties. Under these transactions, we sold five properties for gross proceeds of \$173.2 million, which was reduced by transaction costs of \$1.2 million, for net cash proceeds of \$172.0 million. The estimated fair value of the property sold was \$182.2 million. Of the \$172.0 million net cash we received in connection with these sale-leaseback transactions, \$167.7 million and \$4.3 million is reported within investing activities and financing activities, respectively, on our consolidated statement of cash flows for the year ended December 31, 2024. During the year ended December 31, 2024, we recognized a net gain of \$19.8 million on sale-leaseback transactions, which is included in Other operating expense in our consolidated statement of operations.

During the year ended December 31, 2023, we entered into and consummated sale-leaseback transactions with unrelated third parties. Under these transactions, we sold three properties for gross proceeds of \$124.0 million, which was reduced by transaction costs of \$0.7 million, for net cash proceeds of \$123.3 million. The estimated fair value of the property sold was \$128.4 million. Of the \$123.3 million net cash we received in connection with these sale-leaseback transactions, \$121.8 million and \$1.5 million is reported within investing activities and financing activities, respectively, on our consolidated statement of cash flows for the year ended December 31, 2023. During the year ended December 31, 2023, we recognized a loss of \$13.6 million on sale-leaseback transactions, which is included in Other operating expense in our consolidated statement of operations.

Related Party Sale-Leaseback Transactions and Leases

For information on sale-leaseback transactions with related parties, as well as other related party leases not associated with sale-leaseback transactions, see Note 14, Related Party Transactions.

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Operating and Finance Lease Right-of-Use Assets and Lease-Related Liabilities

Operating and finance lease right-of-use assets and lease-related liabilities were as follows:

	December 31,		Classification on Consolidated Balance Sheets
	2025	2024	
Lease right-of-use assets:			
Operating leases	\$ 2,479,804	\$ 2,313,311	Operating lease right-of-use assets
Finance leases ⁽¹⁾	12,283	2,406	Other assets
Total lease right-of-use assets	\$ 2,492,087	\$ 2,315,717	
Lease-related liabilities:			
Current			
Operating leases	\$ 79,208	\$ 70,462	Current maturities of operating lease liabilities
Finance leases	12,099	1,108	Accrued expenses and other current liabilities
Financing obligations	15	10	Accrued expenses and other current liabilities
Non-current			
Operating leases	2,555,513	2,381,094	Operating lease liabilities, net of current portion
Finance leases	1,253	1,324	Other liabilities
Financing obligations	37,973	27,539	Other liabilities
Total lease-related liabilities	\$ 2,686,061	\$ 2,481,537	

(1) Finance lease right-of-use assets were reported net of accumulated amortization of \$3.3 million and \$1.2 million at December 31, 2025 and 2024, respectively.

Remaining Lease Terms and Discount Rates

The weighted-average remaining lease terms and discount rates associated with our lease-related liabilities at December 31, 2025 were as follows:

	December 31, 2025
Weighted-average remaining lease term ⁽¹⁾	
Operating leases	16.5 years
Finance leases	1.0 years
Financing obligations	22.5 years
Weighted-average discount rate	
Operating leases	9.28 %
Finance leases	7.34 %
Financing obligations	11.63 %

(1) The weighted-average remaining lease term associated with our operating and finance lease liabilities does not include all of the optional renewal periods available to us under our current lease arrangements. Rather, the weighted-average remaining lease term only includes periods covered by an option to extend a lease if we are reasonably certain to exercise that option.

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Supplemental Cash Flow Information

Supplemental cash flow information associated with our leases is as follows:

	Year Ended December 31,		
	2025	2024	2023
Cash paid for amounts included in the measurement of lease-related liabilities:			
Operating cash flows from operating leases	\$ 282,263	\$ 254,128	\$ 226,896
Operating cash flows from finance leases	253	160	98
Financing cash flows from finance leases	2,006	926	1,031
Operating cash flows from financing obligations	3,635	2,716	2,307
Financing cash flows from financing obligations	10	4	—
Non-cash information:			
Right-of-use assets obtained in exchange for initial lease liabilities:			
Operating leases	222,856	172,106	140,614
Finance leases	12,200	1,942	1,347
Right-of-use asset adjustments recognized as a result of the remeasurement of existing lease liabilities:			
Operating leases	20,003	7,241	17,364
Non-cash increase in operating lease right-of-use assets associated with below-market sale-leaseback transactions	14,000	13,350	5,900
Fair value of non-cash consideration received in connection with a sale-leaseback transaction	10,900	—	—
Non-cash increase in financing obligations as a result of interest accretion	149	102	94

Maturities of Operating Lease Liabilities, Finance Lease Liabilities and Financing Obligations

The maturities associated with our lease-related liabilities at December 31, 2025 are as follows:

	Operating Leases	Finance Leases	Financing Obligations	Total
2026	\$ 23,168	\$ 13,078	\$ 4,279	\$ 40,525
2027	309,416	1,103	4,338	314,857
2028	312,727	208	4,398	317,333
2029	306,732	—	4,461	311,193
2030	309,483	—	4,527	314,010
Thereafter	3,860,439	—	91,301	3,951,740
Total lease payments	5,121,965	14,389	113,304	5,249,658
Less: Imputed interest	2,487,244	1,037	75,316	2,563,597
Present value of lease-related liabilities	\$ 2,634,721	\$ 13,352	\$ 37,988	\$ 2,686,061

Leases Not Yet Commenced

As of December 31, 2025, we had entered into several leases associated with future centers that were executed, but for which we did not yet have control of the underlying assets. Accordingly, as of December 31, 2025, we did not recognize any right-of-use assets or lease liabilities associated with these leased locations on our consolidated balance sheet. These arrangements contain undiscounted lease payments that are payable during the initial lease terms, which range from seven to 20 years, totaling approximately \$545.8 million.

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11. Stockholders' Equity

Equity Offering

On August 14, 2024, we consummated a registered offering, issuance and sale of 6.0 million shares of our common stock by the Company (the "Primary Shares") and a registered offering and sale of 7.8 million shares of our common stock by certain of our stockholders (the "Secondary Shares") at an offering price of \$21.75 per share, less underwriting discounts and commissions (collectively, the "Offering"). We received total gross proceeds from the Primary Shares of \$130.5 million, which was reduced by underwriting discounts and commissions and other expenses of \$6.5 million, for net proceeds of \$124.0 million. We did not receive any proceeds from the sale of the Secondary Shares. We used a portion of the net proceeds we received from the Offering to pay down \$110.0 million of our former term loan facility on August 19, 2024 (see Note 9, Debt).

Equity Incentive Plans

2015 Equity Plan

On October 6, 2015, our board of directors adopted the LTF Holdings, Inc. 2015 Equity Incentive Plan (as amended, the "2015 Equity Plan"). Effective with our initial public offering ("IPO") in October 2021, no further grants have been or will be made under the 2015 Equity Plan. Approximately 1.0 million shares that were reserved and available for issuance under the 2015 Equity Plan are now available for issuance under the 2021 Equity Plan as detailed below.

2021 Equity Plan

In connection with the IPO and effective October 6, 2021, we adopted the 2021 Incentive Award Plan (the "2021 Equity Plan"), under which we may grant cash and equity-based incentive awards to our employees, consultants and directors. The maximum number of shares of our common stock available for issuance under the 2021 Equity Plan is equal to the sum of (i) approximately 14.5 million shares of our common stock, (ii) an annual increase on the first day of each year beginning in 2022 and ending in and including 2031, equal to the lesser of (A) 4% of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year and (B) such lesser amount as determined by our board of directors, and (iii) the approximately 1.0 million shares of our common stock that were available for issuance under the 2015 Equity Plan as of October 6, 2021; provided, however, no more than 14.5 million shares may be issued upon the exercise of incentive stock options. Our board of directors determined that no additional shares would become available under the 2021 Equity Plan as of January 1, 2025, 2024 and 2023 pursuant to the evergreen feature described in part (ii) of the immediately preceding sentence. Effective January 1, 2022, the number of shares of our common stock available for issuance under the 2021 Equity Plan increased by approximately 7.7 million shares pursuant to such evergreen feature. Additionally, the number of shares of our common stock available for issuance under the 2021 Equity Plan increases with respect to awards under the 2015 Equity Plan which are forfeited or lapse unexercised and which following the effective date of the 2021 Equity Plan are not issued under such prior plan. The share reserve formula under the 2021 Equity Plan is intended to provide us with the continuing ability to grant equity awards to eligible employees, directors and consultants for the 10-year term of the 2021 Equity Plan.

As of December 31, 2025, approximately 10.5 million shares were available for future awards to employees and other eligible participants under the 2021 Equity Plan.

2021 Employee Stock Purchase Plan

In connection with the IPO and effective October 6, 2021, we adopted the 2021 Employee Stock Purchase Plan (the "ESPP"). The ESPP is designed to allow our eligible employees to purchase shares of our common stock, at periodic intervals, with their accumulated payroll deductions. The ESPP consists of two components: an Internal Revenue Service ("IRS") Code section 423 ("Section 423") component, which is intended to qualify under Section 423 of the IRS Code and a non-Section 423 component, which need not qualify under Section 423 of the IRS Code. The aggregate number of shares of our common stock that has initially been reserved for issuance under the ESPP is equal to (i) approximately 2.9 million shares of our common stock, and (ii) an annual increase on the first day of each year beginning in 2022 and ending in and including 2031, equal to the lesser of (A) 1% of the aggregate number of shares of our common stock outstanding on the final day of the immediately preceding calendar year and (B) such smaller number of our shares of common stock as determined by our board of directors; provided that in no event will more than 29.0 million shares of our common stock be available for issuance under the Section 423 component of the ESPP. Our board of directors determined each year that no additional shares would become available under the ESPP pursuant to the evergreen feature described in part (ii) of the immediately preceding sentence. Our board of directors or the compensation committee will have authority to interpret the terms of the ESPP and determine eligibility of participants.

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We launched the first offering period under the ESPP on December 1, 2022. The ESPP permits participants to purchase common stock through payroll deductions of up to 15% of their eligible compensation, which includes a participant's gross base compensation for services to us. On the first trading day of each offering period, each participant is automatically granted an option to purchase shares of our common stock. The purchase option expires at the end of the applicable offering period and will be exercised on each purchase date during such offering period to the extent of the payroll deductions accumulated during the offering period. We have consecutive offering periods of approximately six months in length commencing on each January 1 and July 1 during the term of the ESPP. The purchase price for a share of our common stock is 90% of the fair market value of a share on the enrollment date for such offering period or on the purchase date, whichever is lower, and subject to adjustment by our board of directors or compensation committee. Participants may voluntarily end their participation in the ESPP prior to the end of the applicable offering period and are paid their accrued payroll deductions that have not yet been used to purchase shares of common stock. Upon exercise, the participant purchases the number of whole shares that his or her accumulated payroll deductions will buy at the purchase option price, subject to the certain participation limitations. Participation ends automatically upon a participant's termination of employment. During the year ended December 31, 2025, 2024 and 2023, 0.2 million, 0.2 million and 0.3 million shares, respectively, were issued under the ESPP. We recognized \$1.0 million, \$0.7 million and \$1.2 million of share-based compensation expense for the discount received by participants during the years ended December 31, 2025, 2024 and 2023, respectively, all of which is included in General, administrative and marketing in our consolidated statements of operations. As of December 31, 2025, there was no unrecognized share-based compensation expense associated with the ESPP.

Restricted Stock Units

Restricted Stock Unit Activity

Activity associated with restricted stock units during the year ended December 31, 2025 is as follows:

Restricted Stock Units	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2024	3,145	\$ 14.95
Granted	1,292	27.52
Vested	(1,628)	14.83
Forfeited	(93)	18.11
Nonvested at December 31, 2025	2,716	\$ 20.90

Restricted Stock Units Granted

During the year ended December 31, 2025, the Company granted approximately 1.3 million restricted stock unit awards under the 2021 Equity Plan, of which approximately 1.0 million were time-based vesting awards, the vast majority of which vest in ratable installments ranging from one to three years, and approximately 0.3 million were performance-based vesting awards granted to our executives in connection with our short-term incentive compensation program, in each case subject to continuous employment or service from the grant date through the applicable vesting date unless otherwise agreed with the award recipient. We determine the grant date fair value of restricted stock unit awards by multiplying the number of restricted stock unit awards by the closing trading price of our common stock on the grant date.

During the year ended December 31, 2024, the Company granted approximately 1.9 million restricted stock unit awards under the 2021 Equity Plan, of which approximately 1.2 million were time-based vesting awards that vest in three ratable annual installments, approximately 0.5 million were performance-based vesting awards granted to our executives in connection with our short-term incentive compensation program that have now vested and less than 0.2 million vest in ratable annual installments ranging from one to four years, in each case subject to continuous employment or service from the grant date through the applicable vesting date unless otherwise agreed with the award recipient. The weighted average grant date fair value associated with the approximately 1.9 million restricted stock unit awards granted during the year ended December 31, 2024 was \$14.13.

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During the year ended December 31, 2023, the Company granted approximately 1.1 million restricted stock unit awards under the 2021 Equity Plan, of which approximately 0.4 million were time-based vesting awards, approximately 0.4 million were time-based vesting awards with a performance qualifier and approximately 0.3 million were performance-based vesting awards granted to our executives in connection with our short-term incentive compensation program. Of the 1.1 million restricted stock unit awards that were granted during the year ended December 31, 2023, approximately 0.8 million vest in four ratable annual installments (subject to meeting a performance qualifier for approximately 0.4 million of such awards, which performance qualifier was met), approximately 0.3 million vested based on meeting certain performance metrics under our short-term incentive compensation plan with performance above the target metric resulting in the issuance of additional fully-vested shares of our common stock as detailed under “—Other Share-Based Payment Awards” below and less than 0.1 million vest in two ratable annual installment, in each case subject to continuous employment or service from the grant date through the applicable vesting date unless otherwise agreed with the award recipient. The weighted average grant date fair value associated with the approximately 1.1 million restricted stock unit awards granted during the year ended December 31, 2023 was \$17.41.

Fair Value of Vested Restricted Stock Units

The total fair value of restricted stock units that vested during the years ended December 31, 2025, 2024 and 2023 was approximately \$47.8 million, \$17.9 million and \$10.2 million respectively, which represents the aggregate of the fair value of the each of the underlying shares measured as of the vesting date.

Share-Based Compensation Expense Associated with Restricted Stock Units

Share-based compensation expense associated with restricted stock units for the year ended December 31, 2025 was \$30.6 million, of which \$4.4 million, \$25.3 million and \$0.9 million is included in Center operations, General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations. Share-based compensation expense associated with restricted stock units for the year ended December 31, 2024 was \$24.1 million, of which \$2.9 million, \$20.4 million and \$0.8 million is included in Center operations, General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations. Share-based compensation expense associated with restricted stock units for the year ended December 31, 2023 was \$18.1 million, of which \$2.1 million, \$15.5 million and \$0.5 million is included in Center operations, General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations.

As of December 31, 2025, unrecognized share-based compensation expense related to restricted stock units was approximately \$30.2 million, which is expected to be recognized over a weighted average remaining period of 1.8 years.

Performance Stock Units

Performance Stock Unit Activity

Activity associated with performance stock units during the year ended December 31, 2025 is as follows:

Performance Stock Units	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2024	505	\$ 13.28
Granted	306	23.61
Vested	(56)	13.28
Nonvested at December 31, 2025	755	\$ 17.47

Performance Stock Units Granted

During the year ended December 31, 2025, the Company granted approximately 0.3 million three-year performance stock unit awards under the 2021 Equity Plan, all of which were granted to our executives in connection with our long-term incentive compensation program. The performance stock unit awards are based on our Adjusted EBITDA with performance determined each year for one-third of such award but the entire award does not vest until the end of the three-year period. We determine the grant date fair value of performance stock unit awards by multiplying the number of performance stock unit awards by the closing trading price of our common stock on the grant date.

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During the year ended December 31, 2024, the Company granted approximately 0.5 million three-year performance stock unit awards under the 2021 Equity Plan, all of which were granted to our executives in connection with our long-term incentive compensation program. Approximately 0.3 million of the performance stock unit awards are based on our Adjusted EBITDA with performance determined each year for one-third of such award but the entire award does not vest until the end of the three-year period and approximately 0.2 million of the performance stock unit awards are based on our leverage ratio at the end of each year with one-third vesting each year dependent on achieving the leverage ratio target for such year. The weighted average grant date fair value associated with the approximately 0.5 million performance stock unit awards granted during the year ended December 31, 2024 was \$13.28.

Share-Based Compensation Expense Associated with Performance Stock Units

Share-based compensation expense associated with performance stock units for the year ended December 31, 2025 and 2024 was \$8.8 million and \$4.4 million, respectively, all of which is included in General, administrative and marketing in our consolidated statements of operations. No share-based compensation expense associated with performance stock units was recognized during the year ended December 31, 2023.

As of December 31, 2025, unrecognized share-based compensation expense related to performance stock units was approximately \$14.7 million, which is expected to be recognized over a weighted average remaining period of 1.9 years.

Stock Options

Stock Option Activity

Activity associated with stock options during the year ended December 31, 2025 is as follows:

Stock Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2024	22,222	\$ 12.52		
Exercised	(13,084)	10.45		
Forfeited or cancelled	(13)	18.25		
Outstanding at December 31, 2025	9,125	\$ 15.45	3.8	\$ 101,517
Exercisable as of December 31, 2025	8,284	\$ 15.35	3.5	\$ 93,005

Options Granted

The Company did not grant any stock option awards during the years ended December 31, 2025 and 2024. During the year ended December 31, 2023, the Company granted approximately 1.4 million stock option awards under the 2021 Equity Plan. These options have a 10-year contractual term from the date of grant and vest in four ratable annual installments on each of the first four anniversaries of the grant date, subject to continuous employment or service from the grant date through the applicable vesting date unless otherwise agreed with the award recipient. The exercise price associated with each of these awards was not less than the fair market value per share of our common stock at the time of grant.

Intrinsic Value and Income Tax Benefits Associated with Option Exercises

The total intrinsic value of stock options exercised during the years ended December 31, 2025, 2024 and 2023 was approximately \$265.8 million, \$25.0 million and \$12.2 million, respectively. In connection with the stock option exercises during the year ended December 31, 2025, including a significant exercise by our Chief Executive Officer of stock options that were set to expire in 2025, we recognized an aggregate income tax benefit of approximately \$15.5 million. In connection with the stock option exercises during the year ended December 31, 2024 and 2023, we recognized an aggregate income tax deficiency of approximately \$1.9 million and \$2.2 million, respectively.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
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Fair Value of Stock Option Awards Granted

The fair value of the options granted during the year ended December 31, 2023 was calculated using the Black-Scholes option pricing model. The following weighted average assumptions were used in determining the fair value of stock options granted:

	Year Ended December 31, 2023
Dividend yield	0.00 %
Risk-free interest rate ⁽¹⁾	3.88 %
Expected volatility ⁽²⁾	52.50 %
Expected term of options (in years) ⁽³⁾	6.3
Fair Value	\$ 9.63

(1) The risk-free rate is based on the U.S. treasury yields, in effect at the time of grant or modification, corresponding with the expected term of the options.

(2) Expected volatility is based on historical volatilities for a time period similar to that of the expected term of the options.

(3) Expected term of the options is based on probability and expected timing of market events leading to option exercise.

Share-Based Compensation Expense Associated with Stock Options

Share-based compensation expense associated with stock options for the year ended December 31, 2025 was \$5.7 million, of which \$0.7 million, \$4.9 million and \$0.1 million is included in Center operations, General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations. Share-based compensation expense associated with stock options for the year ended December 31, 2024 was \$7.5 million, of which \$0.2 million, \$7.1 million and \$0.2 million is included in Center operations, General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations. Share-based compensation expense associated with stock options for the year ended December 31, 2023 was \$11.8 million, of which \$0.5 million, \$11.0 million and \$0.3 million is included in Center operations, General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations.

As of December 31, 2025, unrecognized share-based compensation expense related to stock options was approximately \$3.8 million, which is expected to be recognized over a weighted average remaining period of 1.1 years.

Other Share-Based Payment Awards*2025 Short-Term Incentive Program*

During the year ended December 31, 2025, the Company adopted a short-term incentive compensation program for eligible team members who are not executive officers. Pursuant to this program, awards will be paid out in cash and/or through the issuance of fully-vested shares of the Company's common stock at or around the time of determining the Company's performance under such program in early 2026 if the Company's performance exceeds the tranche one performance metric. As of December 31, 2025, we expect that approximately 42% of the dollar value of these awards will be settled in fully-vested shares of the Company's common stock and the other 58% of these awards will be settled in cash. As it relates to the portion of these awards we expect to settle in fully-vested shares of the Company's common stock, we are accounting for the potential issuance of these shares of common stock as share-based payment awards granted under this program. Share-based compensation expense associated with the portion of these awards that we expect to settle in shares of the Company's common stock for the year ended December 31, 2025 was \$6.3 million, of which \$5.8 million and \$0.5 million is included in General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations. Because the incentive compensation associated with these awards represents a fixed dollar amount that, if payable, will be settled in a variable number of shares of the Company's common stock, we are currently accounting for these awards as liability-classified share-based payment awards. Accordingly, the offset to the share-based compensation expense we have recognized in connection with these awards during the year ended December 31, 2025 is included in Accrued expenses and other current liabilities on our consolidated balance sheet at December 31, 2025.

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2024 Short-Term Incentive Program

During the year ended December 31, 2024, the Company adopted a short-term incentive compensation program for team members who are not executive officers, pursuant to which fully-vested shares of the Company's common stock would be issued at or around the time of determining the Company's performance under such program in early 2025 if the Company's performance exceeded the tranche one performance metric. We accounted for the potential issuance of these shares of common stock as share-based payment awards granted under this program. Share-based compensation expense associated with these awards for the year ended December 31, 2025 was \$(0.6) million, all of which is included in General, administrative and marketing in our consolidated statement of operations. Share-based compensation expense associated with these awards for the year ended December 31, 2024 was \$14.6 million, of which \$0.1 million, \$13.0 million, and \$1.5 million is included in Center operations, General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations. Because the incentive compensation associated with these awards represented a fixed dollar amount that settled in a variable number of shares of the Company's common stock, we accounted for these awards as liability-classified share-based payment awards. Accordingly, the offset to the share-based compensation expense we recognized in connection with these awards during the year ended December 31, 2024 is included in Accrued expenses and other current liabilities on our consolidated balance sheet at December 31, 2024.

In February 2025, our board of directors determined that our 2024 performance exceeded the tranche three performance metric under our 2024 short-term incentive compensation program and issued corresponding shares of common stock to our eligible employees. Effective as of the determination date, the \$13.8 million then-outstanding liability we had recognized in connection with these liability-classified share-based payment awards was reclassified out of Accrued expenses and other current liabilities and into Common stock and Additional paid-in capital on our consolidated balance sheet during the year ended December 31, 2025.

2023 Short-Term Incentive Program

During the year ended December 31, 2023, the Company adopted a short-term incentive compensation program pursuant to which fully-vested shares of the Company's common stock would be issued at or around the time of determining the Company's performance under such program in early 2024 if the Company's performance exceeded the target performance metric for executives and if the Company's performance exceeded the threshold performance metric for non-executives. We accounted for the potential issuance of these shares of common stock as share-based payment awards granted under this program. Share-based compensation expense associated with these awards for the year ended December 31, 2024 was \$(0.2) million, of which \$0.1 million and \$(0.3) million is included in General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations. Share-based compensation expense associated with these awards for the year ended December 31, 2023 was \$19.0 million, of which \$17.1 million and \$1.9 million is included in General, administrative and marketing and Other operating expense, respectively, in our consolidated statement of operations. Because the incentive compensation associated with these awards represented a fixed dollar amount that settled in a variable number of shares of the Company's common stock, we accounted for these awards as liability-classified awards.

In February 2024, our board of directors determined that our 2023 performance exceeded the maximum performance metric under our 2023 short-term incentive compensation program and issued corresponding shares of common stock to our eligible employees. Effective as of the determination date, the \$18.1 million then-outstanding liability we had recognized in connection with these share-based payment awards was reclassified out of Accrued expenses and other current liabilities and into Common stock and Additional paid-in capital on our consolidated balance sheet.

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Accumulated Other Comprehensive Loss

Changes in the AOCL balances for the years ended December 31, 2025, 2024 and 2023 were as follows (all amounts are reported net of tax):

	Foreign Currency Translation Adjustments	Unrealized Loss on Derivative Instruments	Total
AOCL balance at December 31, 2022	\$ (9,222)	\$ —	\$ (9,222)
Other comprehensive income before reclassifications	2,297	—	2,297
Amounts reclassified from AOCL to earnings	—	—	—
AOCL balance at December 31, 2023	(6,925)	—	(6,925)
Other comprehensive loss before reclassifications	(5,872)	—	(5,872)
Amounts reclassified from AOCL to earnings	—	—	—
AOCL balance at December 31, 2024	(12,797)	—	(12,797)
Other comprehensive income before reclassifications	2,720	2,414	5,134
Amounts reclassified from AOCL to earnings	—	(4,467)	(4,467)
AOCL balance at December 31, 2025	<u>\$ (10,077)</u>	<u>\$ (2,053)</u>	<u>\$ (12,130)</u>

12. Income Per Share

For the years ended December 31, 2025 and December 31, 2024, our potentially dilutive securities included stock options, restricted stock units, performance stock units, shares to be issued under our ESPP and contingently issuable shares related to our short-term incentive compensation program.

For the year ended December 31, 2023, our potentially dilutive securities included stock options, restricted stock units, shares to be issued under our ESPP and contingently issuable shares related to our short-term incentive compensation program.

The following table sets forth the calculation of basic and diluted income per share for the years ended December 31, 2025, 2024 and 2023:

	Year Ended December 31,		
	2025	2024	2023
Net income	\$ 373,671	\$ 156,240	\$ 76,063
Weighted-average common shares outstanding – basic	218,031	201,640	195,671
Dilutive effect of stock-based compensation awards	7,464	9,524	8,334
Weighted-average common shares outstanding – diluted	<u>225,495</u>	<u>211,164</u>	<u>204,005</u>
Income per common share – basic	\$ 1.71	\$ 0.77	\$ 0.39
Income per common share – diluted	\$ 1.66	\$ 0.74	\$ 0.37

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The following is a summary of potential shares of common stock that were antidilutive and excluded from the weighted average share computations for the years ended December 31, 2025, 2024 and 2023:

	Year Ended December 31,		
	2025	2024	2023
Stock options	7	1,428	6,476
Restricted stock units	376	—	193
ESPP shares	—	84	—
Potential common shares excluded from the weighted average share calculation	<u>383</u>	<u>1,512</u>	<u>6,669</u>

For more information regarding stock options, restricted stock units and ESPP shares, see Note 11, Stockholders' Equity.

13. Commitments and Contingencies

Purchase Commitments

We have entered into various unconditional purchase obligations that primarily include software licenses and support, and marketing services. As of December 31, 2025, these purchase obligations totaled approximately \$19.2 million, the majority of which are expected to be settled within the next year. These unconditional purchase obligations are in addition to the current and long-term liabilities recorded on our December 31, 2025 consolidated balance sheet and exclude agreements that are cancellable at any time without penalty.

Legal Matters

Life Time, Inc. et al. v. Zurich American Insurance Company

On August 19, 2020, Life Time, Inc., several of its subsidiaries, and a joint venture entity, Bloomingdale Life Time Fitness LLC (collectively, the "Life Time Parties") filed a complaint against Zurich American Insurance Company ("Zurich") in the Fourth Judicial District of the State of Minnesota, County of Hennepin (the "District Court") (Case No. 27-CV-20-10599) (the "Action") seeking declaratory relief and damages with respect to Zurich's failure under a property/business interruption insurance policy to provide certain coverage to the Life Time Parties related to the closure or suspension by governmental authorities of their business activities due to the spread or threat of the spread of COVID-19. On March 15, 2021, certain of the Life Time Parties filed a First Amended Complaint in the Action adding claims against Zurich under a Builders' Risk policy related to the suspension of multiple construction projects. The Court granted Zurich's dispositive motions on July 25, 2024, dismissing the Life Time Parties' claims with prejudice, and entered judgment on July 26, 2024. The Life Time Parties appealed from that judgment to the Minnesota Court of Appeals (the "Court of Appeals"). On August 11, 2025, the Court of Appeals reversed the District Court's order granting summary judgment in favor of Zurich, holding that governmental closure orders were the causes of the Life Time Parties' losses under the property/business interruption policy, and not the pandemic. The Court of Appeals concluded that the Life Time Parties have a coverage limit of \$1.0 million per occurrence and there were 29 occurrences, reflecting the 29 different jurisdictions that issued closure orders affecting the Life Time Parties' 150 locations during that time. The Court of Appeals remanded the Action to the District Court for further proceedings. On September 8, 2025, Zurich petitioned the Minnesota Supreme Court for review of the decision of the Court of Appeals. On September 30, 2025, the Life Time Parties filed an opposition to Zurich's petition for review. On October 29, 2025, the Minnesota Supreme Court denied Zurich's petition for review. In November 2025, Zurich paid approximately \$40 million to Life Time in partial satisfaction of Life Time's legal claims in this Action, which is included in Other income in our consolidated statement of operations for the year ended December 31, 2025. This payment represents up to \$1.0 million plus interest for 26 occurrences of 29 total occurrences found by the Court of Appeals in its order dated August 11, 2025. The Action will be remanded to the District Court for further proceedings. The Action is subject to uncertainties, and the final outcome of the matter is not predictable with assurance.

Other

We are also engaged in other proceedings incidental to the normal course of business. Due to their nature, such legal proceedings involve inherent uncertainties, including but not limited to court rulings, negotiations between affected parties and governmental intervention. We establish reserves for matters that are probable and estimable in amounts we believe are

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
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adequate to cover reasonable adverse judgments. Based upon the information available to us and discussions with legal counsel, it is our opinion that the outcome of the various legal actions and claims that are incidental to our business will not have a material adverse impact on our consolidated financial position, results of operations or cash flows. Such matters are subject to many uncertainties, and the outcomes of individual matters are not predictable with assurance.

401(k) Savings and Investment Plan

We offer a 401(k) savings and investment plan (the “401(k) Plan”) to substantially all full-time employees who are at least 21 years of age. The cost associated with the Company’s discretionary contributions to the 401(k) Plan was \$8.9 million for the year ended December 31, 2025 and was not material for the years ended December 31, 2024 and 2023.

Letters of Credit and Posted Bonds

As of December 31, 2025 and 2024, we had \$31.8 million and \$31.2 million, respectively, in irrevocable standby letters of credit outstanding, which were issued primarily to municipalities, for sites under construction, as well as certain insurance carriers to guarantee payments of deductibles for various insurance programs, such as workers’ compensation and commercial liability insurance. Such letters of credit are secured by the collateral under our senior secured credit facility. As of both December 31, 2025 and 2024, no amounts had been drawn on any of these irrevocable standby letters of credit.

As of December 31, 2025 and 2024, we had posted bonds totaling \$25.9 million and \$34.0 million, respectively, related to construction activities and operational licensing.

14. Related Party Transactions

Related Party Leases

We did not enter into any new related party leases, including related party sale-leaseback arrangements, during the years ended December 31, 2025 or 2023. We entered into and consummated a sale-leaseback transaction involving one property with a related party during the year ended December 31, 2024.

Sale-Leaseback Transactions

During the year ended December 31, 2024, we entered into and consummated a sale-leaseback transaction involving one property with a third party in which our CEO and a member of our board of directors own a minority interest. Under this transaction, we sold one property for gross proceeds of \$40.0 million, which was reduced by transaction costs of \$0.3 million, for net cash proceeds of \$39.7 million, which is reported within investing activities on our consolidated statement of cash flows for the year ended December 31, 2024. The estimated fair value of the property sold was \$40.3 million. During the year ended December 31, 2024, we recognized a loss of \$17.2 million on this sale-leaseback transaction, which is included in Other operating expense in our consolidated statement of operations. The right-of-use asset and lease liability recognized in connection with this sale-leaseback transaction was \$25.1 million and \$24.9 million, respectively. During the year ended December 31, 2025 and 2024, we paid rent associated with this lease of \$2.9 million and \$0.8 million, respectively, and rent expense associated with this lease was \$3.5 million and \$1.2 million, respectively.

During the year ended December 31, 2020, we consummated a sale-leaseback transaction involving one property with a subsidiary of a limited liability company jointly owned by our CEO, a former executive of the Company, and another member of our board of directors, among other investors (“LTRE”). During the years ended December 31, 2025, 2024 and 2023, we paid rent associated with this lease of \$2.7 million, \$2.6 million and \$2.6 million, respectively, and rent expense associated with this lease was \$3.0 million, \$3.0 million and \$3.0 million, respectively.

During the year ended December 31, 2019, we entered into a sale-leaseback transaction involving one property with a limited liability company jointly owned by our CEO and another member of our board of directors. During the years ended December 31, 2025, 2024 and 2023, we paid rent associated with this lease of \$2.4 million, \$2.3 million and \$2.3 million, respectively, and rent expense associated with this lease was \$2.6 million, \$2.6 million and \$2.6 million, respectively.

During the year ended December 31, 2018, we entered into a sale-leaseback transaction involving one property with a limited liability company in which our CEO owns a 33% interest. During the years ended December 31, 2025, 2024 and 2023, we paid rent associated with this lease of \$1.3 million, \$1.3 million and \$1.3 million, respectively, and rent expense associated with this lease was \$1.4 million, \$1.4 million and \$1.4 million, respectively.

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During the year ended December 31, 2017, we entered into sale-leaseback transactions involving two properties with a limited liability company that is a related party to one of our existing stockholders. During the years ended December 31, 2025, 2024 and 2023, we paid rent associated with these leases of \$6.6 million, \$6.6 million and \$6.6 million, respectively, and rent expense associated with these leases was \$7.4 million, \$7.4 million and \$7.4 million, respectively.

Other Property Leases

In September 2015, our CEO, through two limited liability companies in which he had a 100% interest, acquired the Woodbury, Minnesota facility that we have occupied and operated as a tenant since 1995. The terms of the existing lease were unchanged upon the change in ownership. On September 29, 2020, our CEO contributed his ownership of our center in Woodbury, Minnesota to LTRE. Following this contribution, we terminated our existing lease with the entities owned by our CEO and entered into a new lease for the Woodbury center with subsidiaries of LTRE. We are currently accounting for the new Woodbury lease as an operating lease.

During the years ended December 31, 2025, 2024 and 2023, rent payments associated with the new Woodbury lease were \$1.2 million, \$1.2 million and \$1.2 million, respectively, and rent expense associated with the new Woodbury lease was \$1.3 million, \$1.3 million and \$1.3 million, respectively.

In October 2003, we leased a center located within a shopping center that is owned by a general partnership in which our CEO has a 100% interest. During 2023, we amended this lease to reflect the expanded square footage that the Company is using at this location and make a corresponding adjustment to the rental payments. During the years ended December 31, 2025, 2024 and 2023, we paid rent associated with this lease of \$1.0 million, \$1.0 million and \$0.9 million, respectively, and rent expense associated with this lease was \$1.0 million, \$1.0 million and \$0.9 million, respectively.

Other

The daughter of our CEO currently serves as a vice president of real estate development for Life Time, Inc. During the years ended December 31, 2025, 2024 and 2023, we paid total compensation of approximately \$0.5 million, \$0.4 million and \$0.2 million, respectively, for her services.

15. Executive Nonqualified Plan

During 2006, we implemented the Executive Nonqualified Excess Plan of Life Time Fitness, a non-qualified deferred compensation plan. This plan was established for the benefit of our highly compensated employees, which our plan defines as our employees whose projected compensation for the upcoming plan year would meet or exceed the IRS limit for determining highly compensated employees. This unfunded, non-qualified deferred compensation plan allows participants the ability to defer and grow income for retirement and significant expenses in addition to contributions made to our 401(k) Plan.

All highly compensated employees eligible to participate in the Executive Nonqualified Excess Plan of Life Time Fitness, including but not limited to our executives, may elect to defer up to 50% of their annual base salary and/or annual bonus earnings to be paid in any coming year. The investment choices available to participants under the non-qualified deferred compensation plan are of the same type and risk categories as those offered under our 401(k) Plan and may be modified or changed by the participant or us at any time. Distributions can be paid out as in-service payments or at retirement. Retirement benefits can be paid out as a lump sum or in annual installments over a term of up to 10 years. We did not make a matching contribution to this plan during the years ended December 31, 2025, 2024 and 2023. Any contributions to this plan vest to each participant according to their years of service with us. At December 31, 2025 and 2024, \$16.4 million and \$13.6 million, respectively, had been deferred and is being held on behalf of the employees. These amounts are included in Other liabilities on our consolidated balance sheets.

16. Subsequent Events

We have evaluated all subsequent events through the date of the consolidated financial statements were issued and determined that other than the \$500 million share repurchase program approved by our board of directors on February 19, 2026, there have been no other events or transactions which would have a material effect on the consolidated financial statements and therefore would require recognition or disclosure.

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
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17. Condensed Financial Information of Registrant (Parent Company Only)

Life Time Group Holdings, Inc. is a holding company with no material operations of its own that conducts substantially all of its activities through its subsidiaries. Life Time Group Holdings, Inc. has no cash and, as a result, all expenditures and obligations of the Company are allocated to and paid by its subsidiaries. Life Time, Inc. is the borrower under our senior secured credit facility and the indenture governing our 6.000% Senior Secured Notes, the terms and conditions of which limit Life Time, Inc.'s ability to declare dividends or make any payment on equity to, directly or indirectly, fund a dividend or other distribution to Life Time Group Holdings, Inc. in connection with those borrowings. Dividends, redemptions and other payments on equity (restricted payments) are limited to those permitted under the senior secured credit facility and the indenture governing our 6.000% Senior Secured Notes. Due to the aforementioned restrictions, substantially all of the net assets of our subsidiaries are restricted. For information regarding our senior secured credit facility and 6.000% Senior Secured Notes, see Note 9, Debt.

The following condensed financial statements have been presented on a "parent-only" basis. Under a parent-only presentation, our investment in our subsidiaries is presented under the equity method of accounting. During the year ended December 31, 2025, we recognized share-based compensation expense related to stock options, restricted stock units, performance stock units, our ESPP and liability-classified awards related to our 2025 short-term incentive compensation plan of \$51.8 million, of which \$5.7 million, \$44.5 million and \$1.6 million is included in Center operations, General, administrative and marketing and Other operating, respectively, in our parent-only condensed statement of operations. During the year ended December 31, 2024, we recognized share-based compensation expense related to stock options, restricted stock units, performance stock units, our ESPP and liability-classified awards related to our 2024 short-term incentive compensation plan of \$51.0 million, of which \$3.4 million, \$45.4 million and \$2.2 million is included in Center operations, General, administrative and marketing and Other operating, respectively, in our parent-only condensed statement of operations. During the year ended December 31, 2023, we recognized share-based compensation expense related to stock options, restricted stock units, our ESPP and liability-classified awards related to our 2023 short-term incentive compensation plan of \$50.1 million, of which \$2.6 million, \$44.8 million and \$2.7 million is included in Center operations, General, administrative and marketing and Other operating, respectively, in our parent-only condensed statement of operations.

The cash flow activities associated with the proceeds we received from the issuance of our common stock, stock options exercised and issuance of common stock in connection with the ESPP during the years ended December 31, 2025, 2024 and 2023 were non-cash transactions for Life Time Group Holdings, Inc., as the cash inflows and outflows associated with those transactions occurred at our subsidiary, Life Time, Inc. and were accounted for as our equity contributions to Life Time, Inc. For more information regarding these transactions, see Note 11, Stockholders' Equity.

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(Table amounts in thousands except per share data)

LIFE TIME GROUP HOLDINGS, INC.
(PARENT COMPANY ONLY)
CONDENSED BALANCE SHEETS
(In thousands, except per share data)

	December 31,	
	2025	2024
ASSETS		
Current assets	\$ —	\$ —
Noncurrent assets:		
Investment in subsidiaries	3,126,211	2,610,350
Total noncurrent assets	3,126,211	2,610,350
Total assets	\$ 3,126,211	\$ 2,610,350
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities	\$ —	\$ —
Noncurrent liabilities	—	—
Total liabilities	—	—
Stockholders' equity:		
Common stock, \$0.01 par value per share, 500,000 shares authorized, 221,077 and 207,495 shares issued and outstanding, respectively	2,211	2,075
Additional paid-in capital	3,183,032	3,041,645
Accumulated deficit	(59,032)	(433,370)
Total stockholders' equity	3,126,211	2,610,350
Total liabilities and stockholders' equity	\$ 3,126,211	\$ 2,610,350

LIFE TIME GROUP HOLDINGS, INC. AND SUBSIDIARIES
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(In thousands except per share data)

LIFE TIME GROUP HOLDINGS, INC.
(PARENT COMPANY ONLY)
CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Total Revenue	\$ —	\$ —	\$ —
Operating expenses:			
Center operations	5,697	3,452	2,660
General, administrative and marketing	44,489	45,411	44,776
Other operating expense	1,564	2,171	2,708
Total operating expenses	51,750	51,034	50,144
Loss before income taxes	(51,750)	(51,034)	(50,144)
Benefit from income taxes	(12,834)	(12,605)	(12,335)
Net loss before equity in net income of subsidiaries	(38,916)	(38,429)	(37,809)
Equity in net income of subsidiaries	412,587	194,669	113,872
Net income	373,671	156,240	76,063
Other comprehensive income (loss)	667	(5,872)	2,297
Comprehensive income	\$ 374,338	\$ 150,368	\$ 78,360

LIFE TIME GROUP HOLDINGS, INC.
(PARENT COMPANY ONLY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net income	\$ 373,671	\$ 156,240	\$ 76,063
Adjustments to reconcile net income to net cash provided by operating activities:			
Share-based compensation	51,750	51,034	50,144
Equity in net income of subsidiaries	(412,587)	(194,669)	(113,872)
Benefit from income taxes	(12,834)	(12,605)	(12,335)
Net cash provided by operating activities	—	—	—
Cash flows from investing activities	—	—	—
Cash flows from financing activities	—	—	—
Effect of exchange rate on cash and cash equivalents	—	—	—
Increase in cash and cash equivalents	—	—	—
Cash and cash equivalents – beginning of period	—	—	—
Cash and cash equivalents – end of period	\$ —	\$ —	\$ —

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this Annual Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act during the fourth quarter of the year ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management’s Annual Report on Internal Control Over Financial Reporting

Management’s annual report on our internal control over financial reporting is included in Part II, Item 8 of this Annual Report.

Attestation Report of the Independent Registered Public Accounting Firm

The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by Deloitte & Touche LLP, our independent registered public accounting firm, as stated in its attestation report, which is included in Part II, Item 8 of this Annual Report.

Item 9B. OTHER INFORMATION

During the three months ended December 31, 2025, no director or officer of the Company adopted, modified or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item will be included in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A in connection with our 2026 Annual Meeting of Stockholders and is incorporated herein by reference.

Item 11. EXECUTIVE COMPENSATION

The information required by this item will be included in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A in connection with our 2026 Annual Meeting of Stockholders and is incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item will be included in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A in connection with our 2026 Annual Meeting of Stockholders and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item will be included in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A in connection with our 2026 Annual Meeting of Stockholders and is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item will be included in our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A in connection with our 2026 Annual Meeting of Stockholders and is incorporated herein by reference.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this Annual Report on Form 10-K:

1. Consolidated Financial Statements (included in Item 8 of this Annual Report on Form 10-K):

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2025 and 2024

Consolidated Statements of Operations for the years ended December 31, 2025, 2024 and 2023

Consolidated Statements of Comprehensive Income for the years ended December 31, 2025, 2024 and 2023

Consolidated Statements of Stockholders' Equity for the years ended December 31, 2025, 2024 and 2023

Consolidated Statements of Cash Flows for the years ended December 31, 2025, 2024 and 2023

Notes to Consolidated Financial Statements

2. Exhibits

All exhibits as set forth on the Exhibit Index.

Exhibit Index

Exhibit Number	Description of Exhibit	Form	File No.	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation.	8-K	001-40887	3.1	10/12/2021
3.2	Third Amended and Restated Bylaws.	8-K	001-40887	3.2	10/12/2021
4.1	Indenture, dated as of January 22, 2021, by and between Life Time, Inc., as issuer, the guarantors party thereto and Wilmington Savings Fund Society, FSB, as trustee and notes collateral agent.	S-1	333-259495	4.1	9/13/2021
4.2	Indenture, dated as of February 5, 2021, by and between Life Time, Inc., as issuer, the guarantors party thereto and Wilmington Savings Fund Society, FSB, as trustee.	S-1	333-259495	4.2	9/13/2021

Exhibit Number	Description of Exhibit	Form	File No.	Exhibit	Filing Date
4.3	Indenture, dated November 5, 2024, by and among Life Time, Inc., the guarantors party thereto and Wilmington Savings Fund Society, FSB, as trustee and notes collateral agent.	8-K	001-40887	4.1	11/06/2024
4.4	Description of Capital Stock.				Filed herewith
10.1 #	The Executive Nonqualified Excess Plan.	S-1	333-259495	10.10	9/13/2021
10.2 #	LTF Holdings, Inc. 2015 Equity Incentive Plan, as amended.	S-1	333-259495	10.11	9/13/2021
10.3 #	Forms of Non-Qualified Stock Option Agreements of LTF Holdings, Inc. under the LTF Holdings, Inc. 2015 Equity Incentive Plan.	S-1	333-259495	10.12	9/13/2021
10.4 #	Form of Restricted Stock Unit Award Agreement under LTF Holdings, Inc. 2015 Equity Incentive Plan.	S-1	333-259495	10.13	9/13/2021
10.5 #	LTF Holdings, Inc. Non-Qualified Stock Option Agreement, dated October 6, 2015, by and between Bahram Akradi and LTF Holdings, Inc.	S-1	333-259495	10.14	9/13/2021
10.6 †#	LTF Holdings, Inc. Preferred Restricted Stock Agreement, dated May 3, 2021, by and between Bahram Akradi and LTF Holdings, Inc.	S-1	333-259495	10.17	9/13/2021
10.7 #	Life Time Group Holdings, Inc. 2021 Employee Stock Purchase Plan.	S-1	333-259495	10.18	9/29/2021
10.8 #	Life Time Group Holdings, Inc. 2021 Incentive Award Plan.	S-1	333-259495	10.19	9/29/2021
10.9 #	Form of Stock Option Agreement under the Life Time Group Holdings, Inc. 2021 Incentive Award Plan.	S-1	333-259495	10.20	9/29/2021
10.10 #	Form of Restricted Stock Unit Award Agreement under the Life Time Group Holdings, Inc. 2021 Incentive Award Plan.	S-1	333-259495	10.21	9/29/2021
10.11 #	Form of Restricted Stock Unit Award Agreement under the Life Time Group Holdings, Inc. 2021 Incentive Award Plan.	10-Q	001-40887	10.1	5/1/2023
10.12 #	Form of Performance Stock Unit Award Agreement under the Life Time Group Holdings, Inc. 2021 Incentive Award.	10-K	001-40887	10.13	2/28/2024
10.13 #	Life Time Group Holdings, Inc. Non-Employee Director Compensation Policy, as amended.				Filed herewith
10.14 #	Offer Letter, dated as of August 18, 2021, by and between Bahram Akradi and Life Time, Inc.	S-1	333-259495	10.27	9/13/2021
10.15 †#	Employee Non-Competition Agreement, dated as of August 18, 2021, by and between Bahram Akradi and Life Time, Inc.	S-1	333-259495	10.32	9/13/2021
10.16 #	Employment Agreement by and between Thomas E. Bergmann and Life Time Group Holdings, Inc., effective as October 12, 2021.	S-1	333-259495	10.28	9/13/2021
10.17 #	Agreement and General Release by and between Thomas E. Bergmann and Life Time Group Holdings, Inc., effective as of December 30, 2022.	10-K	001-40887	10.16	3/8/2023
10.18 #	Consulting Agreement by and between Thomas E. Bergmann and Life Time, Inc., effective as of December 30, 2022.	10-K	001-40887	10.17	3/8/2023
10.19 #	Employment Agreement by and between Eric J. Buss and Life Time Group Holdings, Inc., effective as of October 12, 2021.	S-1	333-259495	10.29	9/13/2021
10.20 #	Employment Agreement by and between Jeffrey G. Zwiefel and Life Time Group Holdings, Inc., effective as of October 12, 2021.	S-1	333-259495	10.30	9/13/2021
10.21 #	Agreement and General Release by and between Jeffrey G. Zwiefel and Life Time Group Holdings, Inc., effective as of December 31, 2023.	10-K	001-40887	10.22	2/28/2024

Exhibit Number	Description of Exhibit	Form	File No.	Exhibit	Filing Date
10.22 #	Consulting Agreement by and between Jeffrey G. Zwiefel and Life Time, Inc., effective as of December 31, 2023.	10-K	001-40887	10.23	2/28/2024
10.23 #	Employment Agreement by and between RJ Singh and Life Time Group Holdings, Inc., effective as of October 12, 2021.	S-1	333-259495	10.31	9/13/2021
10.24 #	Employment Agreement by and between Parham Javaheri and Life Time Group Holdings, Inc., effective as of October 12, 2021.	10-Q	001-40887	10.1	5/11/2022
10.25 #	Employment Agreement by and between Robert Houghton and Life Time Group Holdings, Inc., effective as of August 28, 2022.	8-K	001-40887	10.1	8/29/2022
10.26 #	Separation Agreement and General Release by and between Robert Houghton and Life Time, Inc., effective as of January 5, 2024.	8-K	001-40887	10.1	12/26/2023
10.27	Form of Director and Officer Indemnification and Advancement Agreement.	S-1	333-259495	10.33	9/13/2021
10.28	Third Amended and Restated Stockholders Agreement, dated October 6, 2021, among the Company and certain of its stockholders.	8-K	001-40887	10.1	10/12/2021
10.29	Eleventh Amendment to the Credit Agreement, dated as of December 6, 2023, by and among LTF Intermediate Holdings, Inc., Life Time, Inc., the subsidiary guarantors party thereto, the lenders party thereto, and Deutsche Bank AG New York Branch, as administrative agent.	8-K	001-40887	10.1	12/6/2023
10.30	Thirteenth Amendment to the Credit Agreement, dated as of September 20, 2024, by and among LTF Intermediate Holdings, Inc., Life Time, Inc., the subsidiary guarantors party thereto, the lenders party thereto, and Deutsche Bank AG New York Branch, as administrative agent.	8-K	001-40887	10.1	9/23/2024
10.31	Fourteenth Amendment to the Credit Agreement, dated as of November 5, 2024, by and among LTF Intermediate Holdings, Inc., Life Time, Inc., the subsidiary guarantors party thereto, the lenders party thereto, and Deutsche Bank AG New York Branch, as administrative agent.	8-K	001-40887	10.1	11/06/2024
10.32	Fifteenth Amendment to the Credit Agreement, dated as of August 18, 2025, by and among LTF Intermediate Holdings, Inc., Life Time, Inc., the subsidiary guarantors party thereto, the lenders party thereto, and Deutsche Bank AG New York Branch, as administrative agent.	8-K	001-40887	10.1	8/18/2025
19.1	Life Time Group Holdings, Inc. Insider Trading Compliance Policy and Procedures.	10-K	001-40887	19.1	2/27/2025
21.1	Subsidiaries of the Registrant.				Filed herewith
23.1	Consent of Deloitte & Touche LLP.				Filed herewith
24.1	Power of Attorney (included in the signature page to the Annual Report).				
31.1	Certificate of the Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				Filed herewith
31.2	Certification of the Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				Filed herewith
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act 2002.				Furnished herewith
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act 2002.				Furnished herewith

Exhibit Number	Description of Exhibit	Form	File No.	Exhibit	Filing Date
97.1	Life Time Group Holdings, Inc. Executive Incentive Compensation Recovery Policy	10-K	001-40887	97.1	2/28/2024
101.INS	Inline XBRL Instance Document — the Instance Document does not appear in the interactive data file because its XBRL tags are Embedded within the Inline XBRL Document.				Filed herewith
101.SCH	Inline XBRL Schema Document.				Filed herewith
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				Filed herewith
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.				Filed herewith
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.				Filed herewith
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				Filed herewith
104	Cover Page Interactive Data File — the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				Filed herewith

† Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The Registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.

Management contract, plan, or arrangement.

Item 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Life Time Group Holdings, Inc.

Date: February 24, 2026

By: /s/ Erik Weaver
Erik Weaver
Executive Vice President & Chief Financial Officer

The undersigned directors and officers of Life Time Group Holdings, Inc. hereby constitute and appoint Bahram Akradi and Erik Weaver, and each of them, as the individual's true and lawful attorney in fact and agent, with full power of substitution and resubstitution, for the person and in his name, place and stead, in any and all capacities, to sign this report and any or all amendments, and all other documents in connection therewith to be filed with the SEC, granting unto said attorney in fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact as agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereto.

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Bahram Akradi</u> Bahram Akradi	Founder, Chairman & Chief Executive Officer (Principal Executive Officer)	February 24, 2026
<u>/s/ Erik Weaver</u> Erik Weaver	Executive Vice President & Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 24, 2026
<u>/s/ Jimena Almendares</u> Jimena Almendares	Director	February 24, 2026
<u>/s/ Joel Alsfine</u> Joel Alsfine	Director	February 24, 2026
<u>/s/ Donna Coallier</u> Donna Coallier	Director	February 24, 2026
<u>/s/ Jonathan Coslet</u> Jonathan Coslet	Director	February 24, 2026
<u>/s/ John G. Danhaki</u> John G. Danhaki	Director	February 24, 2026
<u>/s/ J. Kristofer Galashan</u> J. Kristofer Galashan	Director	February 24, 2026
<u>/s/ Paul Hackwell</u> Paul Hackwell	Director	February 24, 2026
<u>/s/ David A. Landau</u> David A. Landau	Director	February 24, 2026
<u>/s/ Stuart Lasher</u> Stuart Lasher	Director	February 24, 2026
<u>/s/ Jennifer Pomerantz</u> Jennifer Pomerantz	Director	February 24, 2026
<u>/s/ Alejandro Santo Domingo</u> Alejandro Santo Domingo	Director	February 24, 2026
<u>/s/ Andres Small</u> Andres Small	Director	February 24, 2026

DESCRIPTION OF CAPITAL STOCK

The following descriptions of our capital stock and provisions of our amended and restated certificate of incorporation and our amended and restated bylaws are summaries and are qualified by reference to the amended and restated certificate of incorporation and the amended and restated bylaws, which are filed as exhibits to our annual reports on Form 10-K.

General

Our authorized capital stock consists of 500,000,000 shares of common stock, par value \$0.01 per share, and 10,000,000 shares of preferred stock, par value \$0.01 per share.

Common Stock

Holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. An election of directors by our stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote on the election. Holders of common stock are entitled to receive proportionately any dividends as may be declared by our board of directors, subject to any preferential dividend rights of any series of preferred stock that we may designate and issue in the future.

In the event of our liquidation, dissolution, or winding up, the holders of common stock are entitled to receive proportionately our net assets available for distribution to stockholders after the payment in full of all debts and other liabilities and subject to the prior rights of any outstanding preferred stock. Holders of common stock have no preemptive, subscription, redemption or conversion rights. There are no sinking fund provisions applicable to our common stock. The rights, preferences and privileges of holders of common stock are subject to and may be adversely affected by the rights, preferences and privileges of the holders of shares of any series of preferred stock that we may designate and issue in the future.

Preferred Stock

Under the terms of our amended and restated certificate of incorporation, our board of directors is authorized to direct us to issue shares of preferred stock in one or more series without stockholder approval. Our board of directors has the discretion to determine the rights, preferences, privileges and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, of each series of preferred stock.

Authorized but Unissued Shares

The authorized but unissued shares of our common stock and our preferred stock are available for future issuance without stockholder approval, subject to any limitations imposed by the listing standards of the New York Stock Exchange (the "NYSE").

Anti-Takeover Effects of Provisions of Our Amended and Restated Certificate of Incorporation, Our Amended and Restated Bylaws and Delaware Law

Provisions in our amended and restated certificate of incorporation and our amended and restated bylaws, as well as provisions of the Delaware General Corporation Law (the "DGCL"), could make it more difficult for a third party to acquire us or increase the cost of acquiring us, even if doing so would benefit our stockholders, including transactions in which stockholders might otherwise receive a premium for their shares.

Classified Board of Directors

Our amended and restated certificate of incorporation provides that our board of directors is divided into three classes, with the classes as nearly equal in number as possible and, following the expiration of specified initial

terms for each class, each class serving three-year staggered terms. As a result, approximately one-third of our directors are expected to be elected each year. Pursuant to the terms of the Third Amended and Restated Stockholders Agreement among us and certain of our stockholders, dated October 6, 2021, directors designated by members of certain of our stockholders party thereto (which we refer to as the “Voting Group”) may only be removed with or without cause by the request of the party entitled to designate such director. In all other cases, our amended and restated certificate of incorporation provides that directors may only be removed from our board of directors for cause by the affirmative vote of at least two-thirds of the voting power of the then outstanding shares of voting stock.

Special Meetings of Stockholders

Our amended and restated certificate of incorporation provides that special meetings of the stockholders may be called only by the chairman of the board or a resolution adopted by the affirmative vote of the majority of the directors then in office and not by our stockholders or any other person or persons. Our amended and restated bylaws prohibit the conduct of any business at a special meeting other than as specified in the notice for such meeting.

Stockholder Action by Written Consent

Pursuant to Section 228 of the DGCL, any action required to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of our stock entitled to vote thereon were present and voted, unless our amended and restated certificate of incorporation provides otherwise. Our amended and restated certificate of incorporation prohibits stockholder action by written consent (and, thus, requires that all stockholder actions be taken at a meeting of our stockholders).

Requirements for Advance Notification of Stockholder Meetings, Nominations and Proposals

Our amended and restated bylaws require that any stockholder who wishes to bring business before an annual meeting or nominate directors must comply with the advance notice requirements set forth therein.

Approval for Amendment of Certificate of Incorporation and Bylaws

The DGCL provides generally that the affirmative vote of holders of a majority in voting power of outstanding shares entitled to vote on the matter is required to amend a corporation’s certificate of incorporation, unless a corporation’s certificate of incorporation requires a greater percentage. Our amended and restated certificate of incorporation provides that the affirmative vote of holders of at least two-thirds of the voting power of all of the then outstanding shares of voting stock, voting as a single class, is required to amend certain provisions of our amended and restated certificate of incorporation, including provisions relating to the size of the board, removal of directors, special meetings, actions by written consent and cumulative voting. The affirmative vote of holders of at least two-thirds of the voting power of all of the then outstanding shares of voting stock, voting as a single class, is required to amend or repeal our amended and restated bylaws, although our amended and restated bylaws may be amended by a simple majority vote of our board of directors.

Business Combinations

We have opted out of Section 203 of the DGCL.

Exclusive Venue

Our amended and restated certificate of incorporation and our amended and restated bylaws require, to the fullest extent permitted by law, that (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, (iii) any action asserting a claim against us arising pursuant to any provision of the DGCL or our

amended and restated certificate of incorporation or our amended and restated bylaws, or (iv) any action asserting a claim against us governed by the internal affairs doctrine must be brought only in the Court of Chancery in the State of Delaware (or the federal district court for the District of Delaware or other state courts of the State of Delaware if the Court of Chancery in the State of Delaware does not have jurisdiction). Our amended and restated certificate of incorporation and amended and restated bylaws also require that the federal district courts of the United States of America is the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. These provisions do not apply to any suits brought to enforce any liability or duty created by the Securities Exchange Act of 1934 or any other claim for which the federal courts of the United States have exclusive jurisdiction.

Conflicts of Interest

Delaware law permits corporations to adopt provisions renouncing any interest or expectancy in certain opportunities that are presented to the corporation or its officers, directors or stockholders. Our amended and restated certificate of incorporation renounces, to the maximum extent permitted from time to time by Delaware law, any interest or expectancy that we have in, or right to be offered an opportunity to participate in, specified business opportunities that are from time to time presented to our officers, directors or stockholders or their respective affiliates, other than those officers, directors, stockholders or affiliates who are our or our subsidiaries' employees. Our amended and restated certificate of incorporation provides that, to the fullest extent permitted by law, none of the members of the Voting Group or any of their affiliates or any director who is not employed by us (including any non-employee director who serves as one of our officers in both his director and officer capacities) or his or her affiliates has any duty to refrain from (i) engaging in a corporate opportunity in the same or similar lines of business in which we or our affiliates now engage or propose to engage or (ii) otherwise competing with us or our affiliates. In addition, to the fullest extent permitted by law, in the event that a member of the Voting Group or any non-employee director acquires knowledge of a potential transaction or other business opportunity which may be a corporate opportunity for itself or himself or herself or its or his or her affiliates or for us or our affiliates, such person has no duty to communicate or offer such transaction or business opportunity to us or any of our affiliates and they may take any such opportunity for themselves or offer it to another person or entity. Our amended and restated certificate of incorporation does not renounce our interest in any business opportunity that is expressly offered to a non-employee director solely in his or her capacity as a director or officer of the Company. To the fullest extent permitted by law, no business opportunity will be deemed to be a potential corporate opportunity for us unless we would be permitted to undertake the opportunity under our amended and restated certificate of incorporation, we have sufficient financial resources to undertake the opportunity and the opportunity would be in line with our business (or is under development and projected to grow into a material business for us) or is of at least some practical advantage to us.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Equiniti Trust Company, LLC.

Stock Exchange Listing

Our common stock is listed on the NYSE under the symbol "LTH."

LIFE TIME GROUP HOLDINGS, INC.
NON-EMPLOYEE DIRECTOR COMPENSATION POLICY

Non-employee members of the board of directors (the “**Board**”) of Life Time Group Holdings, Inc. (the “**Company**”) shall be eligible to receive cash and equity compensation as set forth in this Non-Employee Director Compensation Policy (this “**Policy**”). The cash and equity compensation described in this Policy shall be paid or be made, as applicable, automatically and without further action of the Board, to each member of the Board who is not an employee of the Company or any parent or subsidiary of the Company or an affiliate of Leonard Green & Partners, L.P., TPG Global, LLC, LNK Partners, LifeCo LLC or Partners Group (USA) Inc. or who is set forth on Exhibit A (each, a “**Non-Employee Director**”) who may be eligible to receive such cash or equity compensation, unless such Non-Employee Director declines the receipt of such cash or equity compensation by written notice to the Company. This Policy shall remain in effect until it is revised or rescinded by further action of the Board. This Policy may be amended, modified or terminated by the Board at any time in its sole discretion. The terms and conditions of this Policy shall supersede any prior cash and/or equity compensation arrangements for service as a member of the Board between the Company and any of its Non-Employee Directors and between any subsidiary of the Company and any of its non-employee directors.

Cash Compensation.

(a) Annual Retainers. Each Non-Employee Director shall receive an annual retainer of \$95,000 for service on the Board.

(b) Additional Annual Retainers. In addition, a Non-Employee Director shall receive the following annual retainers:

(i) Lead Independent Director. A Non-Employee Director serving as Lead Independent Director of the Board shall receive an additional annual retainer of \$55,000 for such service.

(ii) Audit Committee. A Non-Employee Director serving as Chairperson of the Audit Committee shall receive an additional annual retainer of \$40,000 for such service. A Non-Employee Director serving as a member of the Audit Committee (other than the Chairperson) shall receive an additional annual retainer of \$15,000 for such service.

(iii) Compensation Committee. A Non-Employee Director serving as Chairperson of the Compensation Committee shall receive an additional annual retainer of \$35,000 for such service. A Non-Employee Director serving as a member of the Compensation Committee (other than the Chairperson) shall receive an additional annual retainer of \$10,000 for such service.

(iv) Nominating and Corporate Governance Committee. A Non-Employee Director serving as Chairperson of the Nominating and Corporate Governance Committee shall receive an additional annual retainer of \$25,000 for such service. A Non-Employee Director serving as a member of the Nominating and Corporate Governance

Committee (other than the Chairperson) shall receive an additional annual retainer of \$10,000 for such service.

(c) Payment of Retainers. The annual retainers described in Sections 1(a) and 1(b) shall be earned on a quarterly basis based on a calendar quarter and shall be paid by the Company in arrears not later than the fifteenth day following the end of each calendar quarter. In the event a Non-Employee Director does not serve as a Non-Employee Director, or in the applicable positions described in Section 1(b), for an entire calendar quarter, such Non-Employee Director shall receive a prorated portion of the retainer(s) otherwise payable to such Non-Employee Director for such calendar quarter pursuant to Sections 1(a) and 1(b), with such prorated portion determined by multiplying such otherwise payable retainer(s) by a fraction, the numerator of which is the number of days during which the Non-Employee Director serves as a Non-Employee Director or in the applicable positions described in Section 1(b) during the applicable calendar quarter and the denominator of which is the number of days in the applicable calendar quarter.

Equity Compensation. Non-Employee Directors shall be granted the equity awards described below. The awards described below shall be granted under and shall be subject to the terms and provisions of the Company's 2021 Incentive Award Plan or any other applicable Company equity incentive plan then-maintained by the Company (such plan, as may be amended from time to time, the "**Equity Plan**") and shall be granted subject to the execution and delivery of award agreements, including attached exhibits, in substantially the forms previously approved by the Board. All applicable terms of the Equity Plan apply to this Policy as if fully set forth herein, and all equity grants hereunder are subject in all respects to the terms of the Equity Plan.

(a) Annual Awards. Each Non-Employee Director who (i) serves on the Board as of the date of any annual meeting of the Company's stockholders (an "**Annual Meeting**") and (ii) will continue to serve as a Non-Employee Director immediately following such Annual Meeting shall be automatically granted, on the date of such Annual Meeting, an award of restricted stock units that have an aggregate fair value on the date of such Annual Meeting of \$195,000 (as determined in accordance with ASC 718 and with the number of shares of common stock underlying such award subject to adjustment as provided in the Equity Plan). The awards described in this Section 2(a) shall be referred to as the "**Annual Awards**." For the avoidance of doubt, a Non-Employee Director elected for the first time to the Board at an Annual Meeting shall receive only an Annual Award in connection with such election, and shall not receive any Initial Award on the date of such Annual Meeting as well.

(b) Initial Awards. Except as otherwise determined by the Board, each Non-Employee Director who is initially elected or appointed to the Board on any date other than the date of an Annual Meeting shall be automatically granted, on the date of such Non-Employee Director's initial election or appointment (such Non-Employee Director's "**Start Date**"), an award of restricted stock units that have an aggregate fair value on such Non-Employee Director's Start Date equal to the product of (i) \$195,000 (as determined in accordance with ASC 718) and (ii) a fraction, the numerator of which is (x) 365 minus (y) the number of days in the period beginning on the date of the Annual Meeting immediately preceding such Non-Employee

Director's Start Date and ending on such Non-Employee Director's Start Date and the denominator of which is 365 (with the number of shares of common stock underlying each such award subject to adjustment as provided in the Equity Plan). The awards described in this Section 2(b) shall be referred to as "**Initial Awards**." For the avoidance of doubt, no Non-Employee Director shall be granted more than one Initial Award.

(c) Termination of Employment of Employee Directors. Members of the Board who are employees of the Company or any parent or subsidiary of the Company who subsequently terminate their employment with the Company and any parent or subsidiary of the Company and remain on the Board will not receive an Initial Award pursuant to Section 2(b) above, but to the extent that they are otherwise eligible, will be eligible to receive, after termination from employment with the Company and any parent or subsidiary of the Company, Annual Awards as described in Section 2(a) above.

(d) Vesting of Awards Granted to Non-Employee Directors. Each Annual Award and Initial Award shall vest and become exercisable on the earlier of (i) the day immediately preceding the date of the first Annual Meeting following the date of grant and (ii) the first anniversary of the date of grant, subject to the Non-Employee Director continuing in service on the Board through the applicable vesting date. No portion of an Annual Award or Initial Award that is unvested or unexercisable at the time of a Non-Employee Director's termination of service on the Board shall become vested and exercisable thereafter. All of a Non-Employee Director's Annual Awards and Initial Awards shall vest in full immediately prior to the occurrence of a Change in Control (as defined in the Equity Plan), to the extent outstanding at such time.

* * * * *

Exhibit A

1. None

Subsidiary	Jurisdiction of Organization
Athlinks Inc.	Delaware
ChronoTrack Administrator LLC	Delaware
ChronoTrack Holdings LLC	Delaware
ChronoTrack Mexico, S. DE R.I. DE C.V.	Mexico
ChronoTrack Systems Europe B.V.	Netherlands
Healthy Way of Life I, LLC	Delaware
Healthy Way of Life II, LLC	Delaware
Healthy Way of Life III, LLC	Delaware
Healthy Way of Life IV, LLC	Delaware
Healthy Way of Life V, LLC	Delaware
Healthy Way of Life VI, LLC	Delaware
Healthy Way of Life VII, LLC	Delaware
Healthy Way of Life VIII, LLC	Delaware
Healthy Way of Life IX, LLC	Delaware
Healthy Way of Life X, LLC	Delaware
Healthy Way of Life XI, LLC	Delaware
Healthy Way of Life XII, LLC	Delaware
Healthy Way of Life XIII, LLC	Delaware
Healthy Way of Life XIV, LLC	Delaware
Healthy Way of Life XV, LLC	Delaware
Healthy Way of Life XVI, LLC	Delaware
Healthy Way of Life XVII, LLC	Delaware
Healthy Way of Life XVIII, LLC	Delaware
Healthy Way of Life XIX, LLC	Delaware
Healthy Way of Life XX, LLC	Delaware
Healthy Way of Life XXI, LLC	Delaware
Healthy Way of Life XXII, LLC	Delaware
Healthy Way of Life XXIII, LLC	Delaware
Healthy Way of Life XXIV, LLC	Delaware
Healthy Way of Life XXV, LLC	Delaware
Healthy Way of Life XXVI, LLC	Delaware
Life Time, Inc.	Minnesota
Life Time Captive Insurance Company	Vermont
Life Time Digital, LLC	Delaware
Life Time LL, LLC	Delaware
Life Time Mixed Use Management Services Company, LLC	Delaware
Life Time Mixed Use Real Estate Company, LLC	Delaware
Life Time Real Estate Development & Construction, LLC	Delaware
LT Canada Co-Borrower GP Inc.	Ontario, Canada
LT Canada Co-Borrower Holdco, LP	Ontario, Canada
LT Canada Co-Borrower, LP	Ontario, Canada
LT Co-Borrower, LLC	Delaware
LT Co-Borrower Holdco, LLC	Delaware
LT Headquarters 2, LLC	Delaware

LT Living (Dallas) Managing Member, LLC	Delaware
LT Living (Dallas) Property, LLC	Delaware
LT Mixed Use (Bethesda), LLC	Delaware
LT Mixed Use (Brooklyn-Gowanus), LLC	Delaware
LT Mixed Use (Burlington), LLC	Delaware
LT Mixed Use (Dallas-Central), LLC	Delaware
LT Mixed Use (Dallas-Montfort), LLC	Delaware
LT Mixed Use (Edina), LLC	Delaware
LT Mixed Use (Frisco), LLC	Delaware
LT Mixed Use (Raleigh), LLC	Delaware
LT Mixed Use (Richmond Heights), LLC	Delaware
LT Mixed Use (Stevens Creek), LLC	Delaware
LT Mixed Use ReCo (Henderson), LLC	Delaware
LT MRS Holdings, LLC	Delaware
LT (Arizona) Property Management Company, LLC	Delaware
LT (Connecticut) Property Management Company, LLC	Delaware
LT (Florida) Property Management Company, LLC	Delaware
LT (Illinois) Property Management Company, LLC	Delaware
LT (Massachusetts) Property Management Company, LLC	Delaware
LT (Missouri) Property Management Company, LLC	Delaware
LT (Nevada) Management Services Company, LLC	Delaware
LT (Nevada) Property Management Company, LLC	Delaware
LT (Pennsylvania) Property Management Company, LLC	Delaware
LT Urban Renewal (Parsippany), LLC	New Jersey
LTF Architecture, LLC	Delaware
LTF Intermediate Holdings, Inc.	Delaware
LTF Club Management Company, LLC	Delaware
LTF Club Operations Company, Inc.	Minnesota
LTF Club Operations Company Canada Inc.	Ontario, Canada
LTF Club Operations Company Kansas, Inc.	Kansas
LTF Construction Company, LLC	Delaware
LTF Educational Programs, LLC	Delaware
LTF Ground Lease Company, LLC	Delaware
LTF Lease Company, LLC	Delaware
LTF Lease Company (Manhattan Four), LLC	Delaware
LTF Management Services, LLC	Delaware
LTF Maryland Liquor, LLC	Maryland
LTF Operations Holdings, Inc.	Minnesota
LTF Real Estate CMBS II, LLC	Delaware
LTF Real Estate Company, Inc.	Minnesota
LTF Real Estate Holdings, LLC	Delaware
LTF Real Estate MP I, LLC	Delaware
LTF Real Estate MP II, LLC	Delaware
LTF Real Estate MP III, LLC	Delaware
LTF Restaurant Company, LLC	Delaware
LTF Triathlon Series, LLC	Delaware
LTF Yoga Company, LLC	Delaware

Massage Retreat & Spa, Inc.
Massage Retreat & Spa Franchise Company L.L.C.

Delaware
Minnesota

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-281465 on Form S-3, and Registration Statement Nos. 333-260197 and 333-263581 on Form S-8 of our reports dated February 24, 2026, relating to the financial statements of Life Time Group Holdings, Inc. and the effectiveness of Life Time Group Holdings, Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota
February 24, 2026

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bahram Akradi, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2025 of Life Time Group Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2026

By:

/s/ Bahram Akradi

Bahram Akradi
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Erik Weaver, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2025 of Life Time Group Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2026

By:

/s/ Erik Weaver

Erik Weaver
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Annual Report on Form 10-K of Life Time Group Holdings, Inc. (the "Company") for the year ended December 31, 2025 with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: February 24, 2026

By:

/s/ Bahram Akradi

Bahram Akradi

*Chief Executive Officer
(Principal Executive Officer)*

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Annual Report on Form 10-K of Life Time Group Holdings, Inc. (the "Company") for the year ended December 31, 2025 with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: February 24, 2026

By:

/s/ Erik Weaver

Erik Weaver

Chief Financial Officer
(Principal Financial Officer)