

TOWN SPORTS INTERNATIONAL HOLDINGS, INC.

EXECUTIVE COMMITTEE CHARTER

Purpose

The primary purpose of the Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Town Sports International Holdings, Inc. (the “Company”) when the Board is not in session, by the limited exercise of all the powers and authority of the Board and to act on behalf of the Board during intervals between meetings of the Board in order to provide a degree of flexibility and ability to respond to time-sensitive business and legal matters.

Committee Membership

The Committee shall be comprised of at least two members elected by the Board upon consideration of the recommendation of its Nominating and Corporate Governance Committee. Committee members shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by resolution of the Board.

Unless a Chairperson is appointed by the Board, the members of the Committee may designate a Chairperson by the vote of a majority of the Committee. The Chairperson shall be entitled to cast a vote to resolve any ties, subject to applicable law, the Company’s certificate of incorporation and by-laws and the rules of the NASDAQ Stock Market (“Nasdaq”). The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Committee Administration

The Committee shall meet as circumstances require. The Secretary of the Company shall keep the minutes of all meetings and such minutes will be distributed to the Board. The Committee may ask members of Company management or others to attend meetings of the Committee (or to meet with any member of, or advisors to, the Committee) and provide pertinent information as necessary or desirable. The Committee may adopt such procedures as it deems appropriate and necessary to carry out its duties and responsibilities.

At all meetings of the Committee, a majority of the total number of members of the Committee shall constitute a quorum for the transaction of business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Except in extraordinary circumstances as determined by the Chairperson of the Committee, notice shall be delivered to all Committee members at least 48 hours in advance of the scheduled meeting. Notice may be by overnight mail, facsimile, electronic mail or any other reasonable means selected by the Chairperson of the Committee.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or Nasdaq rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth

the action to be so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

Committee Responsibilities

When the Board is not in session, the Committee may exercise all the powers and authority of the Board in the management of the business and affairs of the Company, except as such powers and authority are limited by applicable law or regulation, any Nasdaq market rule, the Company's certificate of incorporation or by-laws, and except as such powers and authority are limited from time to time by resolution of the Board.

The Committee shall report to the Board as requested by the Board or as the Committee deems appropriate.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed change to the Board for its approval.

The Committee shall review its own performance annually.

This Charter is in all respects subject and subordinate to the Company's certificate of incorporation and by-laws and the applicable provisions of the General Corporation Law of the State of Delaware. This Charter may be amended from time to time by the Board.

Date of adoption: July 27, 2010