



XPONENTIALTM FITNESS

INVESTOR PRESENTATION

JANUARY 2022





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Market Data and Non-GAAP Financial Measures

This presentation includes statistical and other industry and market data that we obtained from industry publications and research, surveys, studies and other similar third-party sources, as well as our estimates based on such data and on our internal sources. Such data and estimates involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such data and estimates. We believe that the information from these third-party sources is reliable; however, we have not independently verified them, we make no representation as to their accuracy or completeness and we do not undertake to update the data from such sources after the date of this presentation. Further, our business and the industry in which we operate is subject to a high degree of risk and uncertainty, which could cause results to differ materially from those expressed in the estimates made by the third-party sources and by us.

We use certain non-GAAP financial information in this presentation, such as EBITDA, Adjusted EBITDA and Adjusted Net Loss, to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively with comparable GAAP financial measures, is helpful to investors because it provides consistency and comparability with past financial performance, and provides meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations or outlook. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. In addition, other companies, including companies in our industry, may calculate similarly titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measure as tools for comparison. We seek to compensate such limitations by providing a detailed reconciliation for the non-GAAP financial measures to the most directly comparable financial measures stated in accordance with GAAP in this presentation. You are encouraged to review the related GAAP financial measures and the reconciliation of the non-GAAP financial measures to their most directly comparable GAAP financial measures and not rely on any single financial measure to evaluate our business.



Xponential is the Dominant Player in the
\$20 Billion+ Boutique Fitness Industry

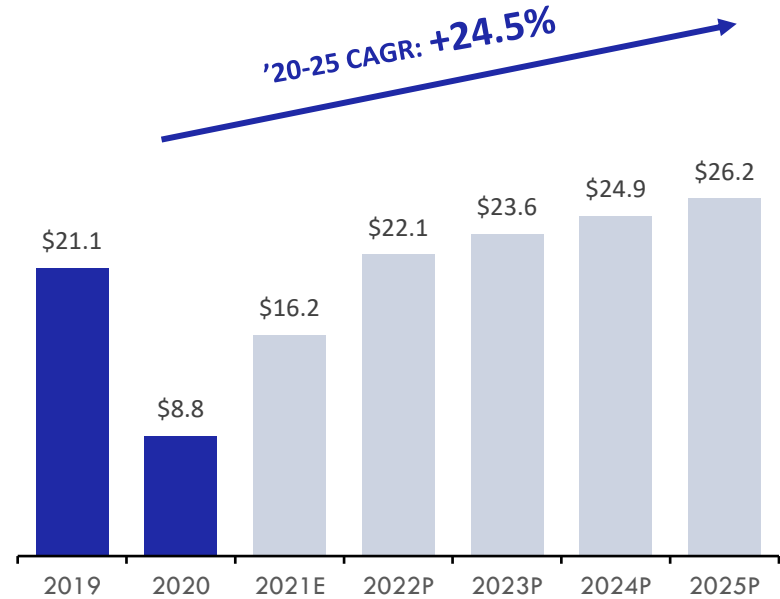
Our Mission is to Make Boutique Fitness
Accessible to Everyone



What is Boutique Fitness?

- **Small studio space** (~1,500-2,000 sqft)
- **Structured, class-based programming** in a specific fitness modality
- **Social, supportive community** of coaches and consumers
- **Affluent, engaged, loyal** consumer
- **Fastest growing segment of the \$97Bn** global health & fitness club industry⁽¹⁾
- **Xponential grew and gained share through COVID**, while industry contracted (27% of U.S. boutique studios closed permanently)⁽¹⁾

U.S. Boutique Fitness Industry Size (\$Bn)⁽²⁾



1) International Health, Racquet & Sports Association ("IHRSA") Research, "IHRSA Global Report," 2005 and 2020, and 2021 "IHRSA Media Report".

2) Third party study conducted by Frost & Sullivan.

Experienced Management Team With a Successful Track Record in Fitness Franchising



Anthony Geisler

Founder & CEO

6 Years at Xponential
19 Years of Industry Experience



John Meloun

CFO

3 Years at Xponential
22 Years of Industry Experience



Sarah Luna

President

6 Years at Xponential
13 Years of Industry Experience



Ryan Junk

COO

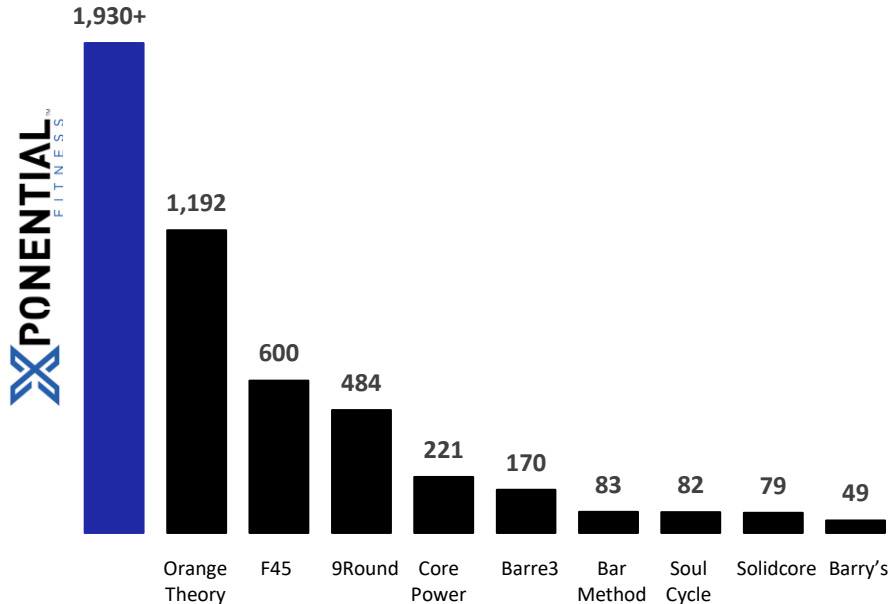
4 Years at Xponential
26 Years of Industry Experience



Franchised

Xponential is the Largest Global Franchisor in \$20Bn+ Boutique Fitness Industry

Total U.S. Studios Open⁽¹⁾



Xponential 2021 Highlights⁽²⁾

- **2,100+ global studios open** (1,930+ in US)
- **4,400+ global licenses sold**
- **\$708MM system-wide sales⁽³⁾, +60% vs. 2020**
- **449,000 total members, +49% vs. 2020**
- **29.7 million total visits, +54% vs. 2020**
- **\$446K Q4 2021 Run-Rate AUV⁽⁴⁾, +56% vs Q4 2020**

1) Source: Company websites accessed January 20, 2022, not including locations denoted "opening soon" or "coming soon" (or similar).

2) All data as per operating highlights published on January 11, 2022. With the exception of studios opened and licenses sold, operating highlights represent North America only, and do not include BFT.

3) System-wide sales represents gross sales by all studios. We receive approximately 7% and 2% of the sales by franchisees as royalty revenue and marketing fund revenue, respectively.

4) AUV ("average unit volume") is calculated by dividing sales during the applicable period for all studios being measured by the number of studios being measured. Quarterly run-rate AUV is calculated as the quarterly AUV multiplied by four, for studios that are at least 6 months old at the beginning of the respective quarter

Xponential's Boutique Offering at a Glance



Studio Storefronts

- Accessible retail locations
- Can create 'fitness rows'
- Avg size: 1,500-2,000 sqft
- Beginning in 2022, studios will start operating inside other gyms



Retail Operations

- Branded & third-party products
- Recurring revenue stream
- Create consumer brand experience outside of the studio



Class Sessions

- Small class sizes
- Flexible location (indoor/outdoor/digital)
- Community driven

Xponential's Evolution From One to Ten Brands in Key Boutique Fitness Verticals



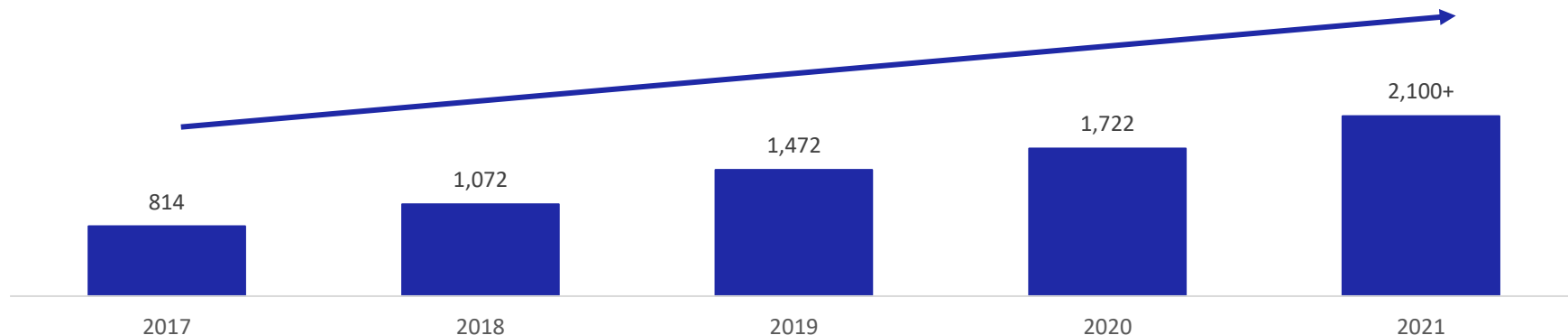
XPONENTIAL



| | | | | | | | | | | | | |
|-----------------------------------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------------|----------|----------|
| Acquired | Mar 2015 | Aug 2017 | Sep 2017 | Nov 2017 | Dec 2017 | Mar 2018 | Jul 2018 | Oct 2018 | Dec 2018 | Apr 2020 | Mar 2021 | Oct 2021 |
| Open Studios⁽²⁾ | 690 | Founded | 245 | 150 | 90 | 25 | 130 | 610 | 10 | Digital Launch | 14 | 150 |

Global Studios ⁽³⁾

CAGR: +27%



1) Xponential's boutique fitness verticals include Pilates, indoor cycling, barre, stretching, rowing, dancing, boxing, running, functional training and yoga.

2) Data rounded down to nearest five, other than Rumble.

3) Data as per operating highlights published on January 11, 2022. Historical figures are not pro forma for BFT.



Our Franchise Model

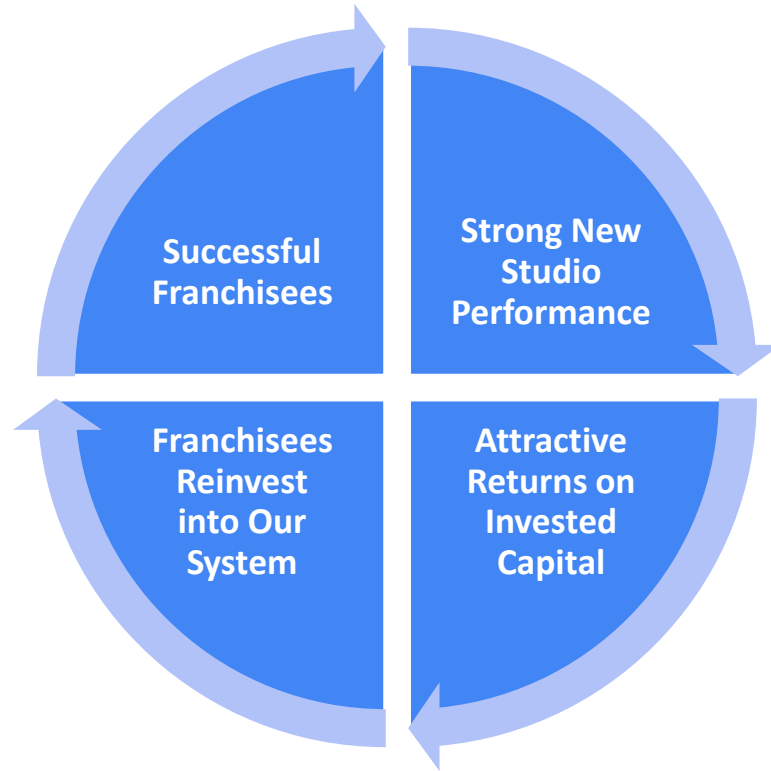
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Proven Model to Rapidly Scale Boutique Fitness Franchised Concepts

- **Screen and select franchisee** candidates
- Assist franchisees with **site selection, build out**
- Studio-level **instructor and management training**
- Support **member base build prior to studio opening**
- Ongoing monitoring, operational support using extensive **data analytics capabilities**

Platform Synergies for All Stakeholders



Strong Value Proposition for All Parties

- **Franchisor:** recurring revenue, asset-light model with strong free cashflow conversion
- **Franchisee:** strong studio economics, multi-brand opportunity, adaptable operating model
- **Customer:** 10 unique brands, premium value and consistency, expert instruction

Passionate, Growing and Loyal Consumer Base

Typical Consumer:

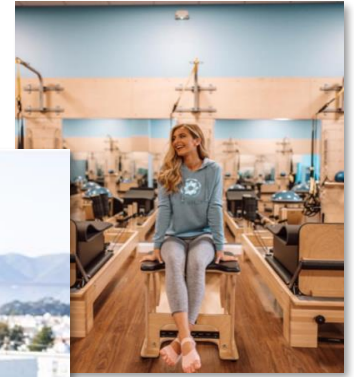
- Majority Female, 20 - 60 years old
- Bachelor's degree
- Household income > \$75k annually

Consumers can purchase:

- Recurring memberships, or walk-in classes
- 4x, 8x or unlimited classes/month memberships
- 8x membership: average price of \$12-\$25 per class⁽¹⁾
- XPASS and XPLUS multi-brand access membership⁽²⁾

Active membership base:

- ~450K growing membership base
- ~90% actively paying members on recurring memberships



1) Pricing is based on a minimum threshold that franchisees must charge to customers. Above average excludes StretchLab which typically prices between \$31-\$75 per session for an 8x per month recurring membership.
2) Rumble offering on XPASS is being launched shortly. BFT offering not available yet on XPASS. All other brands available.

Compelling Studio-Level Franchisee Economics⁽¹⁾

~\$350k

Initial Investment⁽²⁾

25% - 30%

Operating Margin

~\$500k

Average Annual Revenue

2.5

Year Payback

6 - 12

Month Ramp to Base Maturity⁽³⁾

~40%

Cash-on-Cash Return

- 1) Represents designed studio-level economics of standalone studios as of Q3 2021; not inclusive or representative of studios within a LA Fitness and City Sports Club, or BFT.
- 2) Initial Investment is net of estimated tenant improvement benefit.
- 3) Base Maturity is achieved when a studio has annualized monthly revenue in the \$400k to \$600k range.



Key Strategies for Growth

1

Grow Franchised Studio Base Across All Brands in North America

2

Grow Brands and Studio Base Internationally

3

Drive System-Wide Same Store Sales and Grow Average Unit Volumes

4

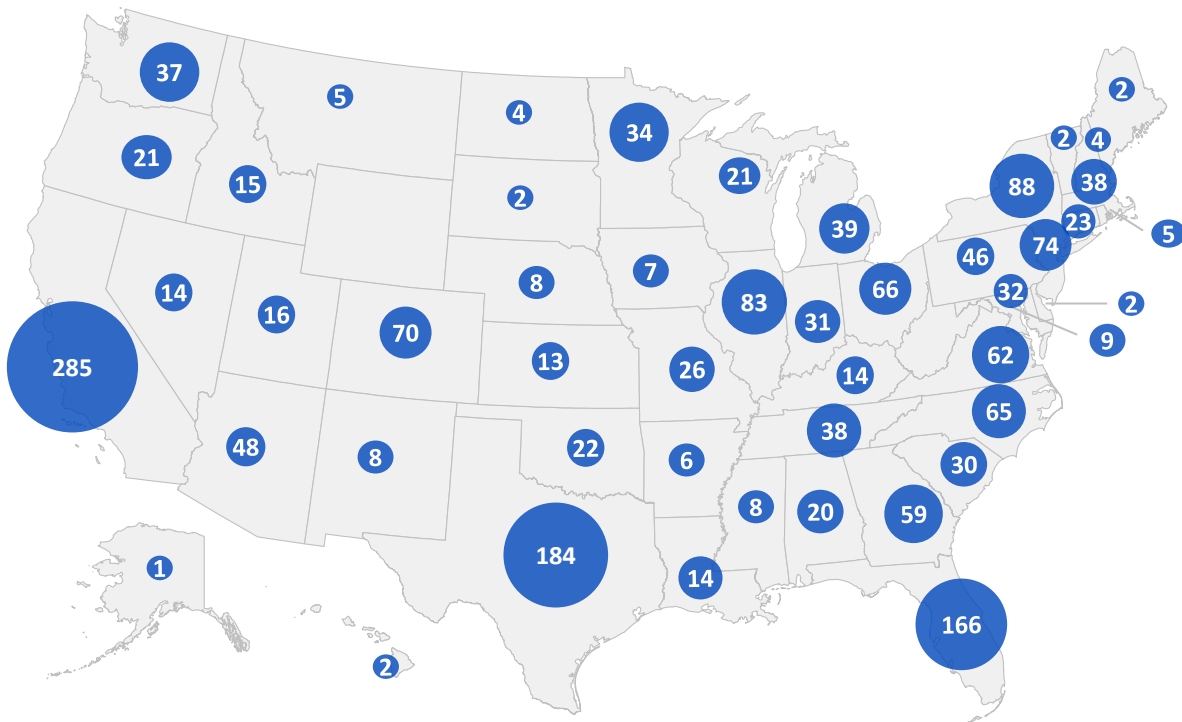
Expand Operating Margins and Drive Free Cash Flow Conversion



1

Key Strategies for Growth

Grow Franchised Studio Base Across All Brands in North America



- 1,889 North American studios as of Q3 2021⁽¹⁾
- **Geographic reach, national appeal**
- **60%+** of U.S. population lives within **10 miles** of an Xponential studio⁽²⁾
- Buxton estimates **potential for ~7,900 studios in US alone**⁽³⁾
- LA Fitness Agreement adds additional **500+ potential locations**

(1) U.S. studios open, as of September 30, 2021. Does not include BFT.

(2) U.S. population excluding Alaska and Hawaii per Buxton Company, as of March 31, 2021.

(3) Buxton estimated potential for 6,900 Xponential studios in the US prior the BFT acquisition. While no formal analysis has been conducted to assess the incremental gain of BFT, Buxton expects that the addition of BFT will add another ~1,000 independent studio opportunities to Xponential's US white space provided that Xponential and BFT continue to operate in a manner consistent with the rest of the portfolio brands.

Grow Brands and Footprint Internationally

- Xponential partners with experienced master franchisees to deploy an asset light global expansion strategy
- BFT acquisition accelerating global growth trajectory

Global Master Franchise Strategy

\$97Bn

Global Health and
Fitness Club Industry
in 2019⁽¹⁾

1,100+

International Studios Open or
Contractually Obligated to Be
Sold⁽²⁾

150+

International Studios Open
Outside of North America⁽²⁾

12

Total Countries with
Contracts in Place⁽³⁾



BFT Acquisition



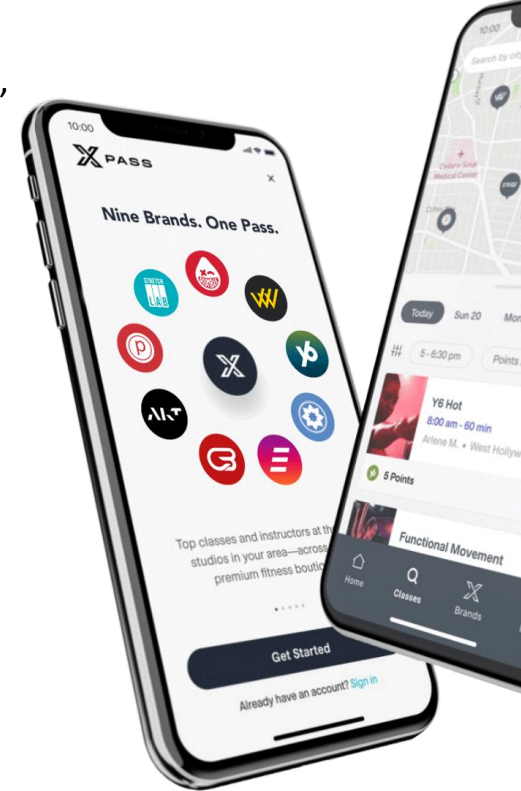
- Completed October 2021
- ~150 open studios in Australia, New Zealand, Singapore⁽²⁾
- ~150 additional studios obligated to open in next ~12 months⁽²⁾
- BFT Sellers became Xponential Master Franchisees and are leading BFT's global expansion

1) Source: IHRSA Research, "2020 IHRSA Global Report."
2) As of December 31, 2021.
3) As of December 31, 2021. Includes the United States and Canada.

Drive System-Wide Same Store Sales and Grow Average Unit Volumes

XPASS: Nine Brands, One Subscription

- Consumer gets access to all of Xponential brands' class offerings on one platform⁽¹⁾, using a point system that prices classes based on inventory, availability, etc.
- Three packages available for purchase:
 - Xplore: \$49/month; 27 points
 - Xperience: \$79/month; 40 points
 - Xcel: \$139/month; 72 points
- **Introduces consumers to new brands & verticals, increases retention and generates free lead flow** for franchisees
- **Optimizes inventory** through dynamic pricing and assists in filling extra class spots
- **Attractive economics for franchisees & Xponential: ~70% Franchisee / 30% Xponential Split**
- **Full roll-out across all North America Xponential studios⁽¹⁾**



1) Rumble offering on XPASS is being launched shortly. BFT offering not available yet on XPASS. All other brands available.

Drive System-Wide Same Store Sales and Grow Average Unit Volumes (cont'd)

XPLUS



Digital Engagement: Increases Brand Reach

- **Virtual on-demand class offering** which includes all Xponential brands on one platform via the XPLUS mobile / desktop application⁽¹⁾
 - Individual or all-access pricing (\$19/month and \$29/month)
- **55,000+ total users**
- **Accommodates all schedules** – anywhere, anytime
- Access to brands not currently in members' regions – **2,800+ digital workouts** in our content library
- **Drives retention and engagement** – customers now interact with our brands even when they can't make it into the studio
- **Xponential controls user experience** - 90%+ class bookings through proprietary mobile app⁽²⁾

1) On-demand offering currently includes all brands other than Rumble and BFT.
2) Last 90 days as of December 31, 2021.

Expand Operating Margins and Drive Free Cash Flow Conversion

- **Asset-light franchise** model enables rapid system-wide growth
- Provide an **omni-channel offering** through studios, XPLUS and XPASS
- **B2B partnerships** / brand access
- **Cross-sell additional brands** to existing franchisees
- **Leverage centralized SG&A** across the portfolio
- **High free cash flow conversion** driven **by limited ongoing capital requirements**



Financial Overview

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Continued System-Wide Growth and Increased Member Engagement

| | 2021 | 2020 | 2019 | 2021 vs. 2020 % Change | 2021 vs. 2019 % Change |
|---|--------------|-------|-------|---------------------------|---------------------------|
| Total Members (<i>thousands</i>) | 449 | 300 | 348 | +49% | +29% |
| Total Visits (<i>million</i>) | 29.7 | 19.2 | 25.2 | +54% | +18% |
| System-wide Sales (<i>\$ million</i>) | \$708 | \$442 | \$560 | +60% | +26% |
| Same Store Sales | 41% | -34% | 9% | NA | NA |
| Q4 Run-Rate AUV (<i>thousands</i>) | \$446 | \$286 | \$477 | +56% | -6% |

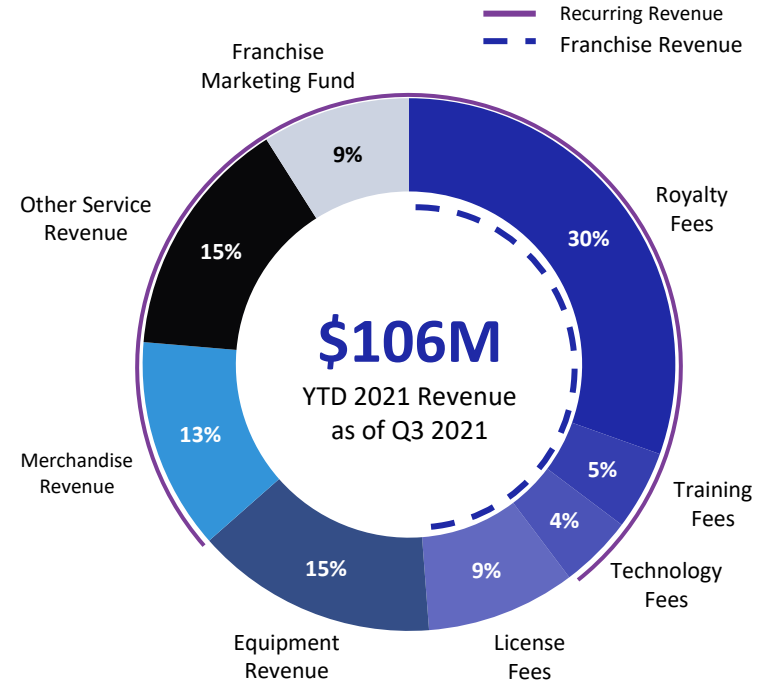
1) 2021 data as per operating highlights published on January 11, 2022. Data represents North America. Does not include BFT. 2020 represents height of COVID-19 pandemic.

Revenue Overview

Revenue Overview

- **Franchise Revenue** – Includes license fees, royalty fees, technology fees, transfer fees and instructor training
 - **Royalty Fees** – Typically 7% of the gross sales of each location operated by each franchisee recurring on a monthly basis
- **Equipment Revenue** – Sales of equipment to franchisees to be used in the franchised studios and related rebates
- **Merchandise Revenue** – Branded and non-branded merchandise sales to franchisees for retail sales to members at studios and related rebates
- **Marketing Fund Revenue** – Franchisees are required to pay marketing fees of 2% of their gross sales recurring on a monthly basis
- **Other Service Revenue** – Includes revenue from vendor rebates that are not affiliated with product and equipment, sales generated from company-owned studios and revenues from our digital platform

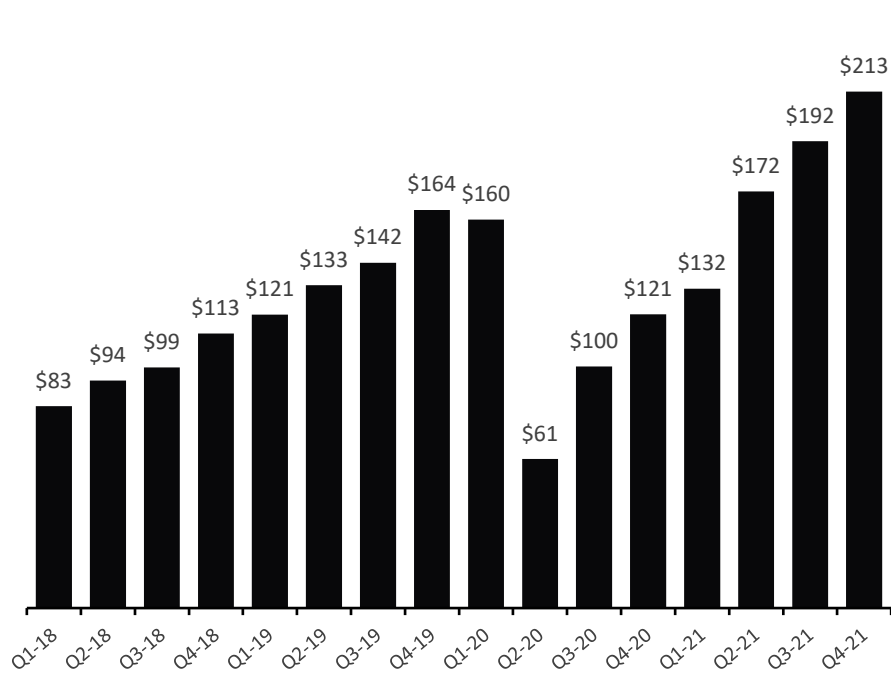
76% of YTD 2021 Revenue Recurring



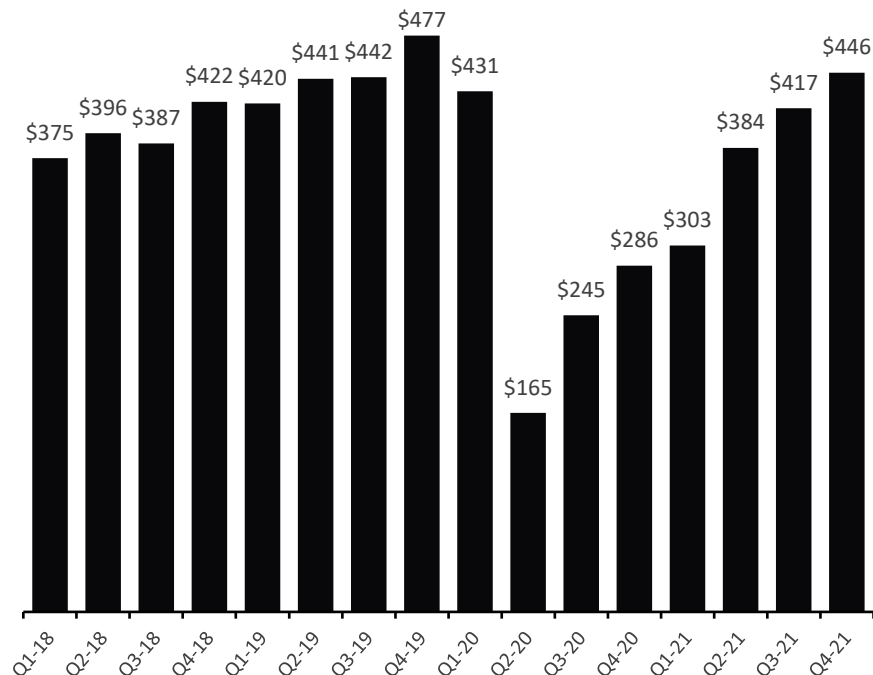
Data not pro forma for BFT.

System-Wide Sales and AUV Momentum Across the Xponential Platform

North America System-Wide Sales (\$M)



North America Run-Rate AUVs (\$000s)

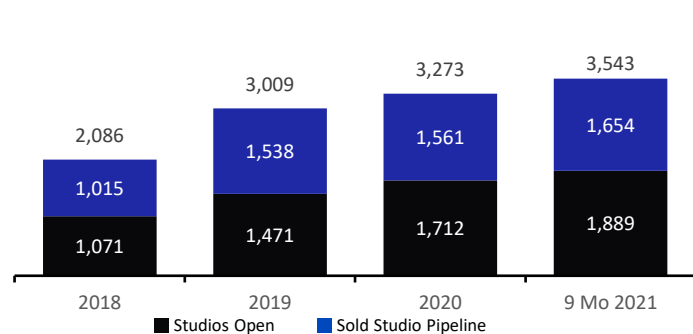


1) Data does not include BFT. Run-rate AUV represents run-rate average unit volumes for North American studios open for 6+ months.

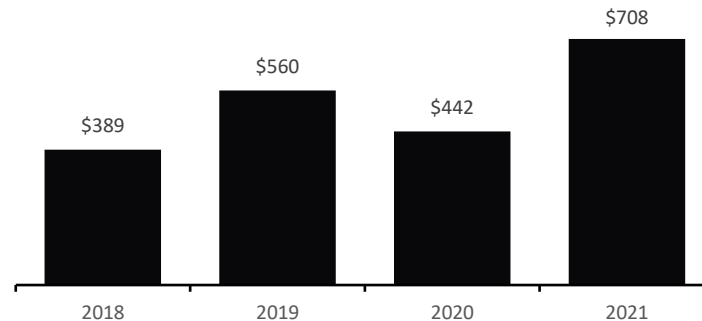


Financial Summary & 2021 Expectations

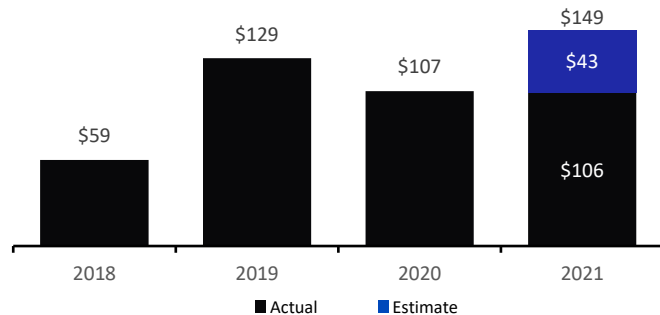
North American Studios Open⁽¹⁾



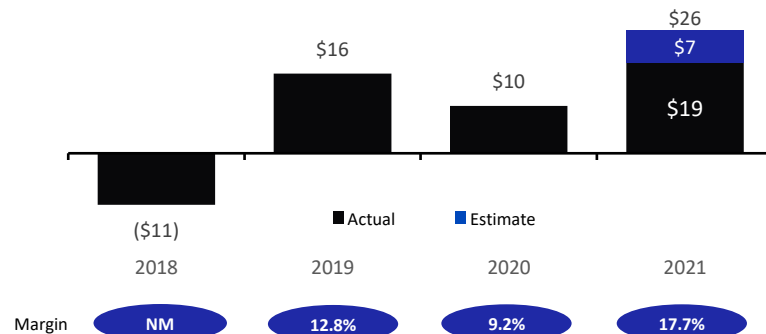
North American System-Wide Sales (\$M)⁽¹⁾⁽²⁾



Revenue (\$M)⁽²⁾



Adjusted EBITDA (\$M)⁽²⁾⁽³⁾



1) Licenses sold are gross of terminated licenses. Data does not include BFT. System-wide sales as of operating highlights published January 11, 2022.
 2) For 2021 numbers, actual (black bar) represents YTD actual results; estimate (blue bar) represents high-point of Q4 2021 guidance. Management expects to come in at high end or exceed Q4 2021 guidance.
 3) 2021 EBITDA includes a one-time add back for a \$3.7M forgiveness of a PPP loan funded in April 2020.



Investment Highlights

- Proven and **experienced management** team
- **Diversified market leader** poised for **stability** and **scale**
- Passionate, **growing and loyal consumer base**
- **Established model that rapidly scales** boutique fitness concepts
- **Asset-light** franchise model and **predictable recurring revenue** streams support **strong free cash flow** conversion
- Highly **attractive** and predictable **studio-level economics**
- Large and **expanding franchisee base** with visible organic growth



Appendix

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Xponential Remained Resilient through Pandemic, Emerged Stronger

During COVID

**Competitors
Contracted**

58%

fitness industry revenue decline in 2020

8

major fitness bankruptcies



27%

U.S. boutique studios closed permanently

**Xponential
Resilient**

0

studios permanently closed

0

corporate layoffs

241

North American studios opened

Today

**Xponential Stronger in a
Better Market**

Increased Health Awareness

+49%

members, *Year on Year vs. 2020*

+54%

visits, *Year on Year vs. 2020*

1) Industry figures as per IHRSA research. Data does not include BFT.

Acquisitions and Partnerships

BFT Acquisition



- Acquisition completed October 2021 for US\$44MM, plus certain sale bonus payments
- ~150 open studios in Australia, New Zealand, Singapore⁽¹⁾
- ~150 additional studios obligated to open in next ~12 months⁽¹⁾
- BFT Sellers became Xponential Master Franchisees and are leading BFT's global expansion

LA Fitness Agreement

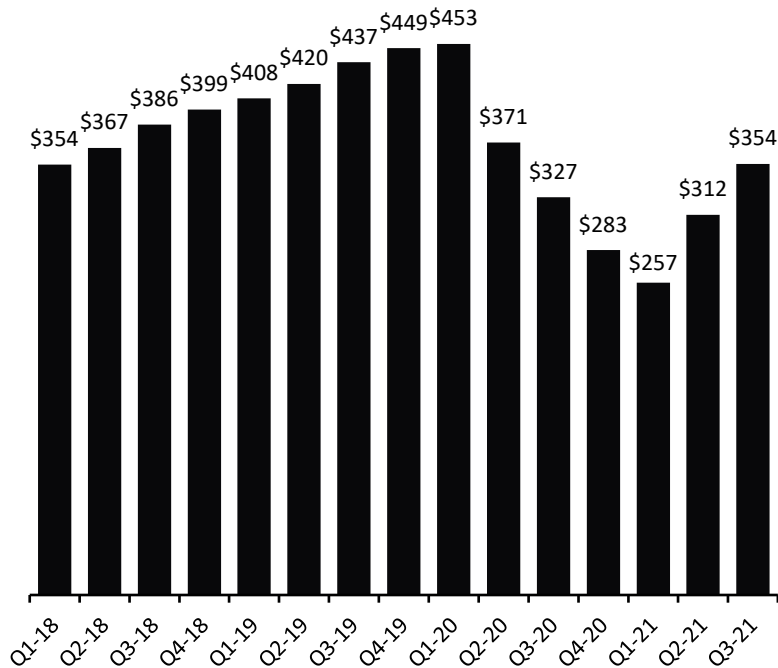


- Exclusive strategic development agreement with the operator of the LA Fitness and City Sports Club Brands
- Brings Xponential's brands to over 500 LA Fitness and City Sports Club locations across the US
- Minimum development of over 350 franchised locations over 5 years
- Development expected to begin in Q1 2022

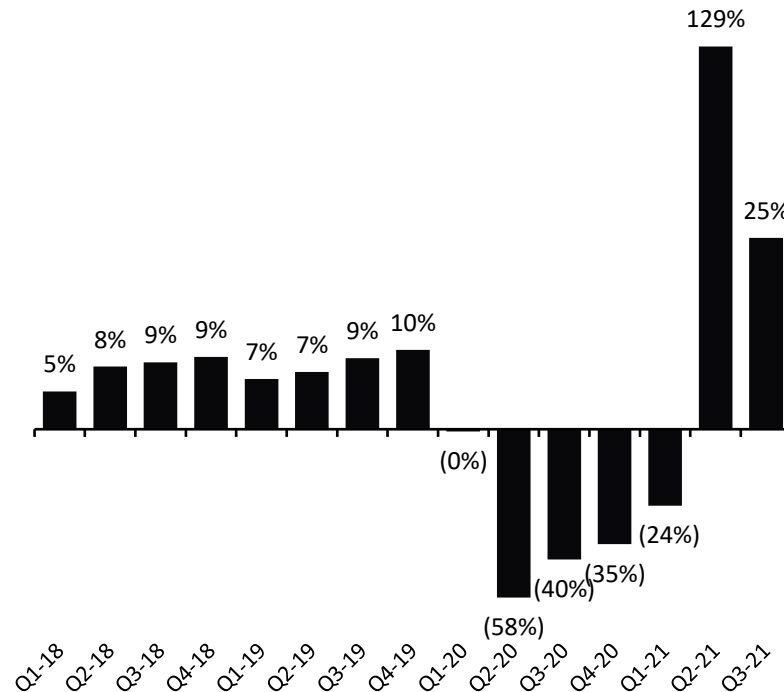
1) As of December 31, 2021.

Last 12 Month Average Unit Volumes (\$000s) and Same Store Sales (%)

North America Last 12 Month AUVs (\$000s)⁽¹⁾



North America Same Store Sales⁽¹⁾



1) Represents LTM AUVs and same store sales for North America-based studios open for 13+ months. Does not include BFT.



FY 2021 Guidance

Reconfirmed as of January 11, 2022 – Expect to Meet or Exceed High End of Guidance

| (\$ in millions) | Low | High | 2020 | % Change vs 2020 at High Point |
|--|---------|----------------|-------|--------------------------------|
| Revenue | \$147.0 | \$148.5 | \$107 | 39% |
| Adjusted EBITDA | \$25 | \$26 | \$10 | 165% |
| New Franchised Studio Openings | 230 | 250 | 250 | <i>Flat</i> |
| System-wide Sales⁽¹⁾ (North America) | \$690 | \$700 | \$442 | 58% |

1) Represents system-wide sales for North America. Does not include BFT. Actual figure achieved per Operating Highlights published on January 11, 2022 was \$708MM.



Continued Performance in Q3 2021

| | <i>(\$ in millions)</i> | Q3 2021 | Q3 2020 | % Change |
|--------------------------|--|---------|---------|----------|
| <u>Q3 2021</u> | Revenues | \$41 | \$26 | 60% |
| <i>Top line</i> | Adjusted EBITDA | \$7 | \$1 | 357% |
| <i>Performance</i> | New Studio Openings | 68 | 80 | -15% |
| <i>Driven by</i> | System-wide Sales ⁽¹⁾ (North America) | \$192 | \$100 | 93% |
| <i>Continued</i> | Same Store Sales ⁽¹⁾ (North America) | 65% | -40% | NA |
| <i>Improvement in</i> | Last 12 Month Avg. Unit Volumes ⁽²⁾ (North America) | \$354 | \$327 | 9% |
| <i>System-wide Sales</i> | | | | |

1) Represents system-wide sales and same store sales for North America based on studios open for 13+ months. Does not include BFT.

2) Represents last 12-month average unit volumes for North American studios open for 13+ months. Does not include BFT.



YTD Performance as of Q3 2021

| <i>(\$ in millions)</i> | YTD Q3 2021 | YTD Q3 2020 | % Change |
|--|----------------|----------------|----------|
| Revenues | \$106 | \$79 | 34% |
| Adjusted EBITDA | \$19 | \$7 | 188% |
| New Franchised Studio Openings | 185 | 194 | -5% |
| System-wide Sales ⁽¹⁾ <i>(North America)</i> | \$496 | \$321 | 54% |
| Same Store Sales ⁽¹⁾ <i>(North America)</i> | 36% | -33% | NA |
| Last Twelve-Month Avg. Unit Volumes ⁽²⁾ <i>(North America)</i> | \$354 | \$327 | 9% |

1) Represents system-wide sales and same store sales for North America based on studios open for 13+ months. Does not include BFT.

2) Represents last 12-month average unit volumes for North American studios open for 13+ months. Does not include BFT.



Reconciliation of GAAP to Non-GAAP Measures: Adjusted Net Loss

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|----------------------------------|-------------------|---------------------------------|--------------------|
| | 2021 | 2020 | 2021 | 2020 |
| Net loss | \$ (8,904) | \$ (1,883) | \$ (21,655) | \$ (8,584) |
| Change in fair value of contingent consideration | \$ 2,880 | \$ (5,131) | \$ 3,220 | \$ (10,940) |
| TRA remeasurement | \$ 180 | - | \$ 180 | - |
| Adjusted net loss | <u>\$ (5,844)</u> | <u>\$ (7,014)</u> | <u>\$ (18,255)</u> | <u>\$ (19,524)</u> |
| Adjusted net loss attributable to noncontrolling interest | \$ (3,821) | N/A | \$ (15,692) | N/A |
| Adjusted net loss attributable to Xponential Fitness, Inc. | \$ (2,563) | N/A | \$ (2,563) | N/A |
| Adjusted net loss per share | \$ (0.31) | N/A | \$ (0.31) | N/A |
| Weighted average shares of Class A common stock outstanding | 22,146,011 | N/A | 22,146,011 | N/A |
| Adjusted net loss attributable to Xponential Fitness, Inc. | \$ (2,563) | N/A | \$ (2,563) | N/A |
| Dividends on preferred shares | \$ (1,216) | N/A | \$ (1,216) | N/A |
| Deemed dividend | \$ (3,172) | N/A | \$ (3,172) | N/A |
| EPS numerator | <u>\$ (6,951)</u> | N/A | <u>\$ (6,951)</u> | N/A |

Note: The above Adjusted Net Loss per share is computed by dividing the Adjusted Net Loss attributable to holders of Class A common stock by the weighted-average shares of Class A common stock outstanding during the period. Shares of Class B common stock do not participate in the earnings or losses of Xponential Fitness, Inc. As a result, the shares of Class B common stock are not considered participating securities and are not included in the weighted average shares outstanding for purposes of computing pro forma loss per share. As previously noted, total share count does not include potential future shares vested upon achieving certain earn-out thresholds. Net income, however, continues to take into account the non-cash contingent liability due to Rumble. Data is not adjusted for BFT acquisition.

Reconciliation of GAAP to Non-GAAP Measures: Adjusted EBITDA

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|----------------------------------|------------|---------------------------------|-------------|
| | 2021 | 2020 | 2021 | 2020 |
| Net loss | \$ (8,904) | \$ (1,883) | \$ (21,655) | \$ (8,584) |
| Interest expense, net | \$ 5,512 | \$ 4,475 | \$ 21,073 | \$ 16,650 |
| Income taxes | \$ 103 | \$ 130 | \$ 387 | \$ 292 |
| Depreciation and amortization | \$ 2,376 | \$ 1,956 | \$ 6,838 | \$ 5,653 |
| EBITDA | \$ (913) | \$ 4,678 | \$ 6,643 | \$ 14,011 |
| Equity-based compensation | \$ 3,530 | \$ 462 | \$ 4,201 | \$ 1,327 |
| Acquisition and transaction expenses (income) | \$ 2,880 | \$ (5,131) | \$ 3,527 | \$ (10,940) |
| Management fees and expenses | \$ 63 | \$ 201 | \$ 462 | \$ 615 |
| Integration and related expenses | \$ - | \$ 39 | \$ - | \$ 246 |
| Litigation expenses | \$ 1,089 | \$ 1,246 | \$ 3,707 | \$ 1,246 |
| TRA remeasurement | \$ 180 | \$ - | \$ 180 | \$ - |
| Adjusted EBITDA | \$ 6,829 | \$ 1,495 | \$ 18,720 | \$ 6,505 |

Note: We define adjusted EBITDA as EBITDA (net income/loss before interest, taxes, depreciation and amortization), adjusted for the impact of certain non-cash and other items that we do not consider in our evaluation of ongoing operating performance. These items include equity-based compensation, acquisition and transaction expenses (income) (including change in contingent consideration), management fees and expenses (that were discontinued after July 2021), integration and related expenses, litigation expenses (consisting of legal and related fees for specific proceedings that arise outside of the ordinary course of our business) and TRA remeasurement that we do not believe reflect our underlying business performance and affect comparability. EBITDA and adjusted EBITDA are also frequently used by analysts, investors and other interested parties to evaluate companies in our industry. We believe that adjusted EBITDA is an appropriate measure of operating performance because it eliminates the impact of expenses that we do not believe reflect our underlying business performance. We believe that adjusted EBITDA, viewed in addition to, and not in lieu of, our reported GAAP results, provides useful information to investors regarding our performance and overall results of operations because it eliminates the impact of other items that we believe reduce the comparability of our underlying core business performance from period to period and is therefore useful to our investors in comparing the core performance of our business from period to period. Data is not adjusted for BFT acquisition.

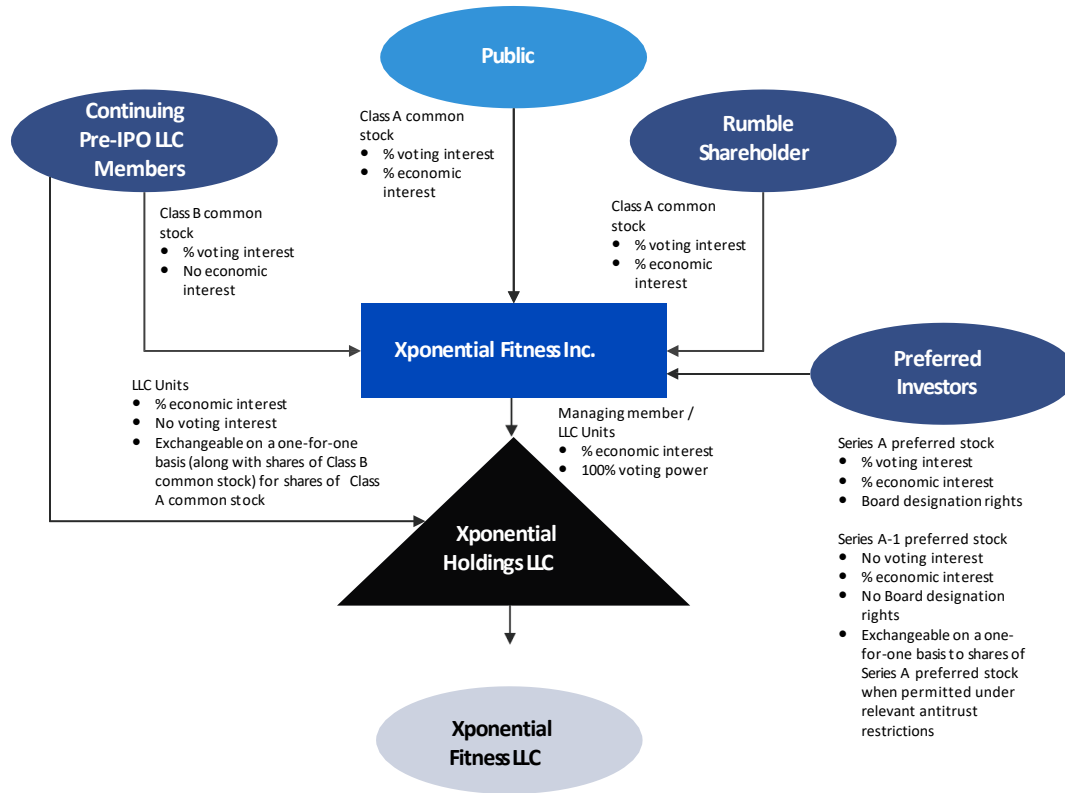
Capital Structure Supports Continued Growth

- The COVID-19 pandemic impacted our business for most of the last 12-month (LTM) period, negatively impacting Adj. EBITDA
- As our business continues to recover from the pandemic, growth in our Adj. EBITDA leads to significant reduction in our Net Leverage Ratio
- In conjunction with the IPO transaction, we completed a convertible preferred transaction with ~\$115M of proceeds used to pay down Net Debt
- Franchised business model with highly predictable and recurring revenue streams and limited on-going capital requirements creates visibility into cash available to service debt obligations

| <i>(\$ in millions)⁽¹⁾</i> | As of 30-Sep-21 |
|---|----------------------------|
| Cash & Cash Equivalents | \$26 |
| Total Debt | \$94 |
| Net Debt | \$68 |
| Q3'21 LTM Adj. EBITDA | \$22 |
| Net Debt / Q3'21 LTM Adj. EBITDA | 3.1x |

1) Cash & Cash Equivalents includes Restricted Cash of approximately \$2M. Data is not adjusted for BFT acquisition.

Up-C Structure Overview



✓ Purpose of the structure

- Preserves “flow-through” tax treatment for historic owners following the IPO
- Creates tax basis step-up when historic owners sell interest
 - ◆ Typical for historic owners to retain a portion of the value of the step-up via a tax receivable agreement

✓ Description of structure

- Historic owners typically hold their interest in the business through an LLC or other legal entity treated as a partnership for U.S. tax purposes (“OpCo LLC”)
- Newly created C-corporation (“PubCo”) raises IPO proceeds and uses proceeds to buy OpCo LLC units from OpCo LLC directly and/or from the historic owners
- Following the IPO, the historic owners continue to hold a direct interest in OpCo LLC
 - ◆ The OpCo LLC units are typically exchangeable on a one-for-one basis for PubCo shares
 - ◆ The historic owners also typically hold a non-economic voting interest in PubCo providing them with voting rights commensurate with their economic interest in OpCo LLC
- Public shareholders and LLC members have equal voting interests

Board of Directors



Mark Grabowski

Chairman

Mr. Grabowski has served as the Chairman of our board of directors since May 2017. Mr. Grabowski is a Managing Partner at Snapdragon Capital Partners, which he founded in 2018, where he focuses on health and wellness as a core vertical of investment. From August 2016 to June 2018, Mr. Grabowski was a partner at TPG Growth, where he oversaw the platform's consumer investments. From January 2007 to August 2016, Mr. Grabowski was a Managing Director at L Catterton, a middle market consumer-focused private equity firm. Mr. Grabowski has prior private equity experience at AEA Investors and American Capital Strategies. Mr. Grabowski holds an A.B. degree in Economics from Dartmouth College and an M.B.A. from The Wharton School of the University of Pennsylvania.



Anthony Geisler

Director

Mr. Geisler is our founder and has served as our Chief Executive Officer and on our board of directors since 2017. A fitness industry veteran with more than 18 years of experience, Mr. Geisler purchased LA Boxing in 2001. In 2004, he franchised that company and built LA Boxing into the largest boxing, kickboxing and mixed martial arts fitness franchise in the country. After identifying an opportunity in specialized workouts, in 2015, Mr. Geisler purchased Club Pilates where he served as CEO until 2017. He grew the Club Pilates brand from a small collection of boutique studios in California to over 900 licensed locations today and ultimately created the platform on which he founded Xponential Fitness LLC. Mr. Geisler holds a B.A. from University of Southern California.



Chelsea A. Grayson

Director

Ms. Grayson has served on our board of directors since October 2021. An experienced public company CEO and board member, Ms. Grayson has over 20 years of experience in business, corporate finance, governance, M&A and law. She currently serves as an Executive-in-Residence at Wunderkind (formerly BounceX), a leading marketing technologies provider. Prior to her current role, Ms. Grayson served as CEO and a member of the board of directors of True Religion, Inc. from October 2017 to June 2019, a formerly public denim company based in Los Angeles. Before True Religion, she was the CEO and a member of the board of directors (and before that, the General Counsel) at American Apparel Inc. from December 2014 to April 2017, a formerly public vertically integrated apparel manufacturer which she helped to successfully sell to Gildan Activewear Inc. She began her career in the legal space and was a partner in the M&A practice for Jones Day, where she ran the firm's M&A practice for the California region. Ms. Grayson currently serves on the board of directors of Spark Networks, Goodness Growth Holdings and iHerb, and is Chairperson of the Board of Directors of Lapmaster Group Holdings. She is a member of the UCLA Board of Visitors in the English Department and a Board Leadership Fellow with the National Association of Corporate Directors. Ms. Grayson received her JD from Loyola Law School and a BA from the University of California, Los Angeles.



Brenda Morris

Director

Ms. Morris has served on our board of directors since May 2019. Ms. Morris has over 35 years of experience in finance, accounting and operations roles concentrated in consumer products, food and beverage, retail and wholesale sectors. Ms. Morris is currently a Partner at CSuite Financial Partners, a financial executive services firm, which she joined in November 2015. Ms. Morris currently serves on the boards of directors of Boot Barn Holdings, Inc., Duluth Holdings Inc. and Asarasi Inc, a private sparkling tree water company. From 2016 to 2019, Ms. Morris served as Chief Financial Officer at Apex Parks Group, a privately held operating company of family entertainment centers, water parks and amusement parks. From 2015 to 2016, Ms. Morris served as Senior Vice President, Finance at Hot Topic, Inc., a specialty retailer. From 2013 to 2015, Ms. Morris served as Chief Financial Officer at 5.11 Tactical, a tactical gear and apparel wholesaler and retailer. Ms. Morris holds a B.A. from Pacific Lutheran University and an M.B.A. from Seattle University.

STRIDE

CLUB PILATES

STRETCH LAB

RUMBLE

YOGASIX

AKT

G CYCLEBAR

pure barre

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BFT



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