

August 24, 2021



# Xponential Fitness, Inc. Announces Underwriters Exercise of Option to Purchase Additional Shares

IRVINE, Calif.--(BUSINESS WIRE)-- Xponential Fitness, Inc. (NYSE: XPOF), a curator of leading boutique fitness brands, today announced that the underwriters of its previously completed initial public offering of Class A common stock have exercised in part their option to purchase additional shares, electing to purchase 904,000 shares resulting in net proceeds to the Company of approximately \$10.1 million, after deducting underwriting discounts and commissions. Xponential intends to use \$9.0 million of such net proceeds to purchase 750,000 LLC Units from the Company's Chief Executive Officer and the remaining proceeds for working capital.

The shares of Class A common stock are expected to be delivered on or about August 24, 2021, subject to customary closing conditions.

BofA Securities, Jefferies and Morgan Stanley are acting as joint lead bookrunners for the offering. Guggenheim Securities, Citigroup and Piper Sandler are acting as bookrunners for the offering. Baird and Raymond James are acting as co-managers for the offering.

A registration statement relating to the shares being sold in this offering was filed with the Securities and Exchange Commission and became effective on July 22, 2021. The offering of these securities is being made only by means of a prospectus. Copies of the prospectus related to the offering may be obtained from: BofA Securities, Attn: Prospectus Department, NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte, NC 28255, email: [dg.prospectus\\_requests@bofa.com](mailto:dg.prospectus_requests@bofa.com); Jefferies LLC, Attn: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, telephone: (877) 821-7388, email: [Prospectus\\_Department@Jefferies.com](mailto:Prospectus_Department@Jefferies.com); or Morgan Stanley & Co. LLC, Attn: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014.

A registration statement relating to these securities has been filed with, and declared effective by, the Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

## About Xponential Fitness, Inc.

Founded in 2017 and headquartered in Irvine, California, Xponential Fitness, Inc. (NYSE: XPOF) is a curator of leading boutique fitness brands across multiple verticals. Through its mission to make boutique fitness accessible to everyone, the Company has built and curated a diversified platform of nine boutique fitness brands spanning across verticals including Pilates, indoor cycling, barre, stretching, rowing, dancing, boxing, running and

yoga. In partnership with its franchisees, Xponential Fitness offers energetic, accessible, and personalized workout experiences led by highly-qualified instructors in studio locations across 48 U.S. states and through master franchise or international expansion agreements in 10 additional countries as of June 30, 2021. Xponential Fitness' portfolio of brands includes Club Pilates, the nation's largest Pilates brand; CycleBar, the nation's largest indoor cycling brand; StretchLab, a concept offering one-on-one and group stretching services; Row House, a high-energy, low-impact indoor rowing workout; AKT, a dance-based cardio workout combining toning, interval and circuit training; YogaSix, the largest franchised yoga brand; Pure Barre, a total body workout that uses the ballet barre to perform small isometric movements; STRIDE, a treadmill-based cardio and strength training concept; and Rumble, a boxing-inspired full-body workout.

## **Forward-Looking Statements**

This press release contains forward-looking statements that are based on current expectations, estimates, forecasts and projections of future performance based on management's judgment, beliefs, current trends, and anticipated financial performance. These forward-looking statements include, without limitation, statements relating to the exercise of underwriters' option to purchase additional shares and the use of proceeds. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those contained in the forward-looking statements. These factors include, but are not limited to, the impact of COVID-19 pandemic on our business and franchisees; difficulties and challenges in opening studios by franchisees; the ability of franchisees to generate sufficient revenues; risks relating to expansion into international market; and loss or reputation and brand awareness; and other risks as described in the filings of Xponential with the Securities and Exchange Commission. Other unknown or unpredictable factors or underlying assumptions subsequently proving to be incorrect could cause actual results to differ materially from those in the forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance, or achievements. You should not place undue reliance on these forward-looking statements. All information provided in this press release is as of today's date, unless otherwise stated, and Xponential undertakes no duty to update such information, except as required under applicable law.

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