

CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
XPONENTIAL FITNESS, INC.

(Adopted June 24, 2021)

PURPOSE

The purpose of the Audit Committee (the “**Audit Committee**”) of the Board of Directors (the “**Board**”) of Xponential Fitness, Inc. (the “**Company**”) is to assist the Board in fulfilling its responsibilities for overseeing:

- The Company’s accounting and financial reporting processes and internal controls, as well as the audit and integrity of the Company’s financial statements.
- The qualifications, independence and performance of the Company’s registered public accounting firm (the “**independent auditor**”).
- The design and implementation of the Company’s internal audit function.
- The Company’s compliance with applicable law (including U.S. federal securities laws and other legal and regulatory requirements).
- The Company’s policies with respect to risk assessment and risk management pertaining to the financial, accounting and tax matters of the Company.
- The Audit Committee is also responsible for preparing the report required by Securities and Exchange Commission (“**SEC**”) rules to be included in the Company’s proxy statement for the annual meeting of stockholders, and for performing such other duties and responsibilities as are enumerated in or consistent with this charter.
- Any other matters that the Audit Committee deems appropriate or is requested to include by the Board.

This charter is not intended to create obligations of the Company or the Audit Committee or Board beyond those established by applicable laws or regulations. As a result, use of the word “shall,” “should” or “will” with respect to an activity or responsibility, shall be interpreted to create only the legal obligation that would have been imposed on the Company or Audit Committee or Board in the absence of this charter. To the extent that this charter might be interpreted to create any responsibility or obligation beyond that required by law or regulation (a “**Discretionary Responsibility**”), it will be interpreted to not create any material or legally enforceable obligation or responsibility, and any such Discretionary Responsibility may be waived or modified at the full discretion of the Audit Committee or the Board of Directors.

COMPOSITION

1. Membership and Appointment. The Audit Committee shall consist of at least three (3) members of the Board. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Members of the Audit Committee shall be appointed by the Board and may be removed by the Board in its discretion.

2. Qualifications. Members of the Audit Committee must meet the following criteria as well as any additional criteria required by applicable law or the rules and regulations of the SEC or the securities exchange on which the Company's securities are listed and such other qualification as are established by the Board from time to time; provided, however, that the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering:
 - Each member of the Audit Committee shall meet the independence standards established by the SEC and the securities exchange on which the Company's securities are listed.
 - Each member of the Audit Committee must be able to read and understand fundamental financial statements and otherwise must comply with all financial-literacy requirements of the securities exchange on which the Company's securities are listed.
 - At least one member of the Audit Committee shall be an "audit committee financial expert," as determined by the Board in accordance with SEC rules.
 - At least one member, who may also serve as the audit committee financial expert, shall have accounting or related financial management expertise, as determined by the Board in accordance with the New York Stock Exchange ("NYSE") listing standards.
 - No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the prior three (3) years.
 - Each member of the Audit Committee shall have such other qualifications as are established by the Board from time to time, or as required by the applicable law or the rules and regulations of the SEC or the securities exchange on which the Company's securities are listed.
 - No member of the Committee may serve on more than two other public company audit committees unless the Board determines that such simultaneous service will not impair the ability of the member to serve effectively on the Committee.
3. Chairperson. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate a chairperson of the Audit Committee. In the absence of that designation, the Audit Committee may designate a chairperson by majority vote of the Audit Committee members, provided that the Board may replace any chairperson designated by the Audit Committee at any time.

RESPONSIBILITIES AND AUTHORITY

The following are the principal recurring responsibilities and authority of the Audit Committee. The Audit Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request. In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Select and Hire the Independent Auditor. The Audit Committee shall be directly responsible for appointing, compensating, retaining, overseeing and, where appropriate, replacing the independent auditor. The independent auditor will report directly to the Audit Committee. The Audit Committee will have sole authority to approve the hiring and discharging of the independent auditor, all audit engagement fees and terms and all permissible non-audit engagements with the independent auditor. The Audit Committee will also appoint, retain, compensate, oversee and, where appropriate, replace any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Audit Committee shall establish policies for the Company's hiring of current or former employees of the independent auditor.

2. Supervise and Evaluate the Independent Auditor. The Audit Committee:
 - Shall discuss with the independent auditor its responsibilities under generally accepted auditing standards.
 - Will oversee and, at least annually, evaluate the work of the independent auditor or any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, which evaluation shall include a review and evaluation of the lead partner of the independent auditor as well as a confirmation and evaluation of the rotation of the audit partners on the audit engagement team as required by law. The Audit Committee shall review and approve, in consultation with the independent auditor, the annual audit plan and scope of audit activities and monitor such plan's progress.
 - Shall review and resolve any disagreements that arise between management and the independent auditor regarding internal controls or financial reporting.
 - Shall obtain the opinion of management and the Company personnel primarily responsible for the design and implementation of the internal audit function of the independent auditor's performance.
3. Evaluate the Independence of the Independent Auditor. The Audit Committee:
 - Will review and discuss with the independent auditor the written independence disclosures required by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") or other regulatory body.
 - Will review and discuss with the independent auditor at least annually relationships or services (including permissible non-audit services) that may affect its objectivity and independence.
 - Will oversee the rotation of the independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law.
 - May take such other appropriate actions as may be required or desirable by the Audit Committee to oversee the independence of the independent auditor.
4. Approve Audit and Non-Audit Services and Fees. The Audit Committee: (i) shall review and approve, in advance, the scope and plans for the audits and the audit fees and (ii) may approve in advance (or, where permitted under the rules and regulations of the SEC, subsequently) all non-audit and tax services to be performed by the independent auditor that are not otherwise prohibited by law or regulations and any associated fees. The Audit Committee may, in accordance with applicable law, establish pre-approval policies and procedures, including delegation to one or more members of the Audit Committee, for the engagement of independent accountants and any other registered public accounting firm to render services to the Company, provided that such designees present any such approvals to the full Committee at the next Committee meeting.
5. Review Financial Statements. The Audit Committee may review and discuss the following with management, the personnel responsible for the design and implementation of the internal audit function, and the independent auditor, as applicable:
 - The Company's annual audited and quarterly unaudited financial statements and annual and quarterly reports on Form 10-K and 10-Q, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations", and recommend to the Board whether the audited financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the Company's Form 10-K.
 - The results of the independent audit and the quarterly reviews of the Company's financial statements,

and the independent auditor's opinion on the annual financial statements.

- Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.
- Analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements.
- The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

6. Reports and Communications from the Independent Auditor. The Audit Committee may review and discuss quarterly reports from the independent auditor concerning the following:

- Critical accounting policies and practices to be used by the Company.
- The independent auditor's internal quality-control procedures.
- Any material issues raised by (i) the most recent internal quality-control review, peer review or PCAOB review, of the independent auditing firm, or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditing firm; and any steps taken to deal with any such issues.
- All relationships between the independent auditor and the Company that may impact the objectivity and independence of the auditor, consistent with applicable requirements of PCAOB regarding the independent auditor's communications with the Audit Committee concerning independence.
- Alternative treatments of financial information within GAAP that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor if different from that used by management.
- Any material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Any matters required to be communicated to the Audit Committee under generally accepted auditing standards and other legal or regulatory requirements, including any matters required to be communicated under applicable auditing standards.
- Any problems or difficulties the independent auditor encountered in the course of its audit work, such as 1) any restrictions on the scope of the independent auditor's activities or on access to requested information, and management's response; 2) any accounting adjustments that were noted or proposed by the independent auditor but were not adopted or reflected; 3) any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement; 4) any management or internal control letter issued, or proposed to be issued, by the independent auditor; and 5) any significant disagreements between management and the independent auditor.

7. Audit Committee Report. The Audit Committee will prepare the report of the Audit Committee that SEC rules require to be included in the Company's annual proxy statement.

8. Earnings Press Releases and Earnings Guidance. The Audit Committee, or the chairperson of the Audit Committee, shall review, in general, earnings press releases, and review and discuss with management and the independent auditors policies with respect to earnings press releases (with particular attention to any use of "pro forma" or "adjusted" non-GAAP information), financial information and earnings guidance provided to the public, analysts and ratings agencies.

9. Internal Controls. The Audit Committee shall review and discuss with management, the personnel responsible for the design and implementation of the internal audit function, and the independent auditor the adequacy and effectiveness of the Company's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor, the personnel responsible for the design and implementation of the internal audit function, or management which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any special audit steps adopted or changes required in light of any material control deficiencies, the reports and certifications regarding internal control over financial reporting and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls. The Audit Committee shall also review and discuss with management and the independent auditors, disclosure relating to the Company's internal controls, the independent auditor's report on the Company's internal control over financial reporting (if applicable) and required management certifications to be included in or attached as exhibits to the Corporation's Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q, as applicable.
10. Disclosure Controls and Procedures. The Audit Committee shall review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures and the reports and certifications over disclosure controls and procedures.
11. Internal Audit. In connection with the Company's internal audit, the Audit Committee shall:
- Review management's plans with respect to the responsibilities, budget and staffing of the internal audit function and its plans for the implementation of the internal audit function. The review shall include a discussion of those plans with the independent auditors.
12. Legal and Regulatory Compliance. The Audit Committee may:
- Review and discuss with management, the personnel responsible for the design and implementation of the internal audit function, and the independent auditor (i) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including the Company's Code of Business Conduct and Ethics, compliance with anti-bribery and anti-corruption laws and regulations, and compliance with export control regulations and (ii) reports regarding compliance with applicable laws, regulations and internal compliance programs.
 - Review and discuss with management and the independent auditor any correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.
 - Review and discuss, with a senior member of the Company's legal department and outside legal counsel, any legal and regulatory matters, including legal cases against or regulatory investigations of the Company and its subsidiaries, that may have a material impact on the financial statements or the Company's compliance procedures.
13. Complaints. The Audit Committee shall establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.
14. Risk Assessment and Risk Management. The Audit Committee shall review and discuss with management, the personnel responsible for the design and implementation of the internal audit function, and the independent auditor the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures, including the Company's guidelines and policies with respect to risk assessment and risk management pertaining to financial, accounting and tax matters. The Audit Committee may also review the Company's risk management framework and programs, as well as the framework by which management discusses the Company's risk profile and risk exposures with the Board and its

committees.

15. Investments. The Audit Committee shall review and assess, on an annual basis, the Company's investment policy and guidelines as well as the composition and performance of the Company's investment portfolio.
16. Related Party Transactions. The Audit Committee may (i) review and oversee all transactions between the Company and a related person (as defined in Item 404 of Regulation S-K) for which review or oversight is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings and (ii) develop and maintain policies and procedures for the Audit Committee's review, approval and/or ratification of such transactions.
17. Conflicts of Interest. The Audit Committee may:
 - Review and monitor compliance with the Company's Code of Business Conduct and Ethics.
 - Consider questions of actual or possible conflicts of interest of Board members and of corporate officers and approve or prohibit applicable transactions or matters.
18. Expense Accounts and Perquisites. The Audit Committee will periodically review with management the policies and procedures with respect to officer expense accounts and perquisites, including the use of corporate assets, and consider the results of any reviews by internal or external auditors.
19. Committee Charter Review. The Audit Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
20. Performance Review. The Audit Committee will review and assess the performance of the Audit Committee on an annual basis and report to the Board on such evaluation.

The function of the Audit Committee is primarily one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. The Audit Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor. The Audit Committee is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor's work. It is recognized that the members of the Audit Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Audit Committee receives information and (ii) the accuracy of the financial and other information provided to the Audit Committee, in either instance absent actual knowledge to the contrary.

MEETINGS AND PROCEDURES

1. Meetings.
 - The Audit Committee will meet at least once each fiscal quarter at such times and places as the Audit Committee determines. The chairperson of the Audit Committee shall preside at each meeting. The chairperson may approve the agenda for the Audit Committee's meetings and any member may suggest items for consideration. The chairperson of the Audit Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter. If a chairperson is not designated or present, an acting chair may be designated by the Audit Committee members present. The Audit Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
 - The Audit Committee may cause to be kept written minutes of its proceedings and actions by written

consent, which minutes and actions may be filed with the minutes of the meetings of the Board.

- The Audit Committee may meet periodically with members of management as deemed appropriate, personnel responsible for the design and implementation of the internal audit function, and the independent auditor in separate executive sessions. Each regularly scheduled meeting of the Audit Committee may conclude with an executive session of the Audit Committee absent members of management.
 - The Audit Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Audit Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Audit Committee.
2. Reporting to the Board of Directors. The Audit Committee shall report regularly to the Board with respect to the Audit Committee's activities and recommendations, including any significant issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the design and implementation of the internal audit function or the qualifications, performance and independence of the Company's independent auditor, as applicable, and any other matters that the Audit Committee deems appropriate or is requested to include by the Board.
 3. Authority to Retain Advisors. The Audit Committee, without seeking Board approval, shall have the authority to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Audit Committee shall set the compensation, and oversee the work of, any independent counsel or other advisors retained by it. The Company will provide appropriate funding, as determined by the Audit Committee, to pay the independent auditor, any other registered public accounting firm and any independent counsel and any other outside advisors hired by the Audit Committee and any administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its activities.
 4. Subcommittees. The Audit Committee may form subcommittees for any purpose that the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit Committee deems appropriate and in the best interest of the Company. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Audit Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Audit Committee as a whole.
 5. Access. The Audit Committee may be given full access to the chairperson of the Board, management, the independent auditor and the personnel responsible for the design and implementation of the internal audit function, as well as the Company's books, records, facilities and other personnel.
 6. Compensation. Members of the Audit Committee may receive such fees, if any for their service as Audit Committee members as may be determined by the Board in its sole discretion. Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.
 7. Authority to Investigate. In the course of its duties, the Audit Committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.
 8. Limitations in Role. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. This is the responsibility of management and the independent auditor.