February 8, 2023

Xponential Fitness, Inc. Announces Pricing of Secondary Offering of Class A Common Stock by Selling Stockholders

IRVINE, Calif.--(BUSINESS WIRE)-- Xponential Fitness, Inc. (NYSE: XPOF) (the "Company", "Xponential Fitness" or "we"), the largest global franchisor of boutique fitness brands, today announced the pricing of the previously announced underwritten public offering of 5,000,000 shares of the Company's Class A common stock (the "Offering") by certain of the Company's existing stockholders, affiliates of Snapdragon Capital Partners and Anthony Geisler (the "Selling Stockholders") at a public offering price of $24.50 per share. In connection with the Offering, certain of the Selling Stockholders have granted the underwriters a 30-day option to purchase up to an additional 750,000 shares of the Company's Class A common stock at the public offering price, less the underwriting discount. The Offering is expected to close on February 10, 2023, subject to customary closing conditions. The Company will not receive any proceeds from the Offering.

BofA Securities and Jefferies are acting as the joint book-running managers and underwriters for the Offering, and Morgan Stanley is also acting as a joint book-running manager. Guggenheim Securities, Piper Sandler, Baird and Raymond James are acting as bookrunners for the Offering. Roth Capital Partners and R. Seelaus & Co., LLC are acting as co-managers for the Offering.

The Offering is being made pursuant to a shelf registration statement on Form S-3, including a base prospectus, that was filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") on January 20, 2023 and was declared effective on February 3, 2023. A preliminary prospectus supplement and accompanying prospectus relating to and describing the terms of the Offering was filed with the SEC and is available free of charge by visiting EDGAR on the SEC's website at www.sec.gov. Copies of the final prospectus supplement, when available, and the accompanying prospectus may also be obtained free of charge 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; or Jefferies LLC, Attn: Equity Syndicate Prospectus Department, 520 Madison Avenue, New York, NY 10022, telephone: (877) 821-7388, email: Prospectus_Department@Jefferies.com.

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.

Xponential Fitness, Inc. (NYSE: XPOF) is the largest global franchisor of boutique fitness brands. Through its mission to make boutique fitness accessible to everyone, the Company

operates a diversified platform of ten brands spanning across verticals including Pilates, indoor cycling, barre, stretching, rowing, dancing, boxing, running, functional training 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 Canada, and through master franchise or international expansion agreements in 14 additional countries. Xponential Fitness' portfolio of brands includes Club Pilates, the largest Pilates brand in the United States; CycleBar, the largest indoor cycling brand in the United States; StretchLab, a concept offering one-on-one and group stretching services; Row House, the largest franchised indoor rowing brand in the United States; AKT, a dance-based cardio workout combining toning, interval and circuit training; YogaSix, the largest franchised yoga brand in the United States; Pure Barre, a total body workout that uses the ballet barre to perform small isometric movements, and the largest Barre brand in the United States; STRIDE, a treadmill-based cardio and strength training concept; Rumble, a boxing-inspired full-body workout; and BFT, a functional training and strength-based program.

Forward-Looking Statements

This press release includes statements that may constitute “forward-looking” statements, usually containing the words “believe,” “estimate,” “project,” “expect”, “intend”, “will” or similar expressions. These forward-looking statements include, without limitation, references to the completion, timing and size of the public offering. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to, risks and uncertainties related to the satisfaction of customary closing conditions related to the public offering. Applicable risks also include those identified under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2021, as updated by our subsequent Quarterly Reports on Form 10-Q or under the heading “Risk Factors” included in the prospectus supplement and in any subsequent filings with the SEC. Additional information will be made available by our annual and quarterly reports and other filings that we make from time to time with the SEC. These forward-looking statements speak only as of the date of this press release. 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 undertake no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable law.

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