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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**SCHEDULE 14A  
(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_)**

Filed by the Registrant       Filed by a Party other than the Registrant

Check the appropriate box:

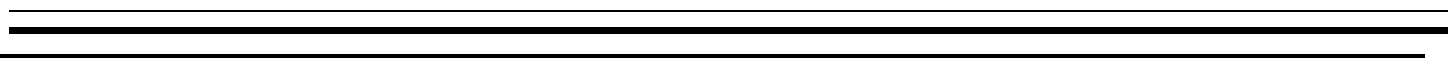
- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

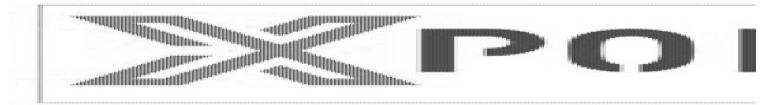
**Xponential Fitness, Inc.**  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials:
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



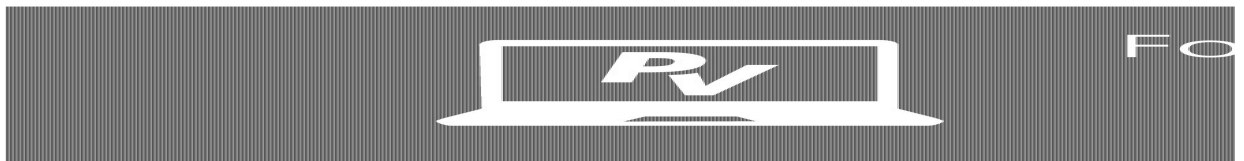


XPONENTIAL FITNESS, INC.  
17877 VON KARMAN AVE, SUITE 100  
IVINE, CA 92614

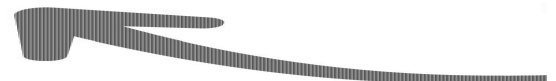
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**You invested in XPC**  
You have the right to vote on p  
**availability of proxy material**

**Get informed before**  
View the Notice & Proxy Statement  
prior to May 16, 2024. If you w  
visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) ca  
include your control number (in  
copy.



**Sn**  
Point y  
vote



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\*Please check the meeting materials for

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## THIS IS NOT A VOTE

This is an overview of the proposals for the upcoming stockholder meeting. It is not intended to be the reverse side to vote these items.

### Voting Items

- |     |   |
|-----|---|
| 1.  | To elect two Class III Directors who have been duly elected and qualified.<br><b>Nominees:</b>                            |
| 1a. | Anthony Geisler   |
| 1b. | Mark Grabowski  |
| 2.  | To ratify the appointment of the independent members of the audit committee for the fiscal year ending December 31, 2011. |

**NOTE:** Such other business as may properly come before the meeting.

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Prefer to receive an email notification of future meetings?