### 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  $\boxtimes$ 

Filed by a Party other than the Registrant  $\square$ 

Check the appropriate box:

Preliminary Proxy Statement

 $\Box$  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:

 $\Box$  Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



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

# Your Vote Counts!

### **XPONENTIAL FITNESS, INC**

2025 Annual Meeting

Vote by May 20, 2025 11:59 PM ET. For shares held in a Plan, vote by May 18, 2025 11:59 PM ET.



## You invested in XPONENTIAL FITNESS, INC and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 21, 2025.

## Get informed before you vote

View the Notice & Proxy Statement, Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 07, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.

Pv	For complete information a Control #	nd to vote, vis	it www.ProxyVote.com
	Smartphone users oint your camera here and vote without entering a control number	Virtually at: www.virtualsha	Vote Virtually at the Meeting* May 21, 2025 10:00 AM PDT areholdermeeting.com/XPOF2025

\*Please check the meeting materials for any special requirements for meeting attendance.

# THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

ng Items	Board Recommends
To elect two Class I Directors to serve until the 2028 Annual Meeting of Stockholders, or until their successors have been duly elected and qualified. <b>Nominees:</b>	
Brenda Morris	For
Jeffrey Lawrence	For
To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025.	⊘For
	To elect two Class I Directors to serve until the 2028 Annual Meeting of Stockholders, or until their successors have been duly elected and qualified. Nominees: Brenda Morris Jeffrey Lawrence To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".