

|                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <div>Form 5500</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security<br/>Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div> | <div>OMB Nos. 1210-0110<br/>1210-0089</div> <div>2024</div> <div>This Form is Open to Public Inspection</div> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                               |
|--------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I                                                                                     | Annual Report Identification Information                                                                                                                                                                                                                                                                                                                                                                      |
| For calendar plan year 2024 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021 |                                                                                                                                                                                                                                                                                                                                                                                                               |
| A                                                                                          | This return/report is for: <div><div><input type="checkbox"/> a multiemployer plan</div><div><input type="checkbox"/> a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)</div><div><input checked="" type="checkbox"/> a single-employer plan</div><div><input type="checkbox"/> a DFE (specify) _____</div></div> |
| B                                                                                          | This return/report is: <div><div><input type="checkbox"/> the first return/report</div><div><input type="checkbox"/> the final return/report</div><div><input type="checkbox"/> an amended return/report</div><div><input type="checkbox"/> a short plan year return/report (less than 12 months)</div></div>                                                                                                 |
| C                                                                                          | If the plan is a collectively-bargained plan, check here. .... ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                     |
| D                                                                                          | Check box if filing under: <div><div><input checked="" type="checkbox"/> Form 5558</div><div><input type="checkbox"/> automatic extension</div><div><input checked="" type="checkbox"/> the DFVC program</div><div><input type="checkbox"/> special extension (enter description)</div></div>                                                                                                                 |
| E                                                                                          | If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. .... ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                      |

|         |                                                                                                                                                                                                                                                                                                                                     |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part II | Basic Plan Information—enter all requested information                                                                                                                                                                                                                                                                              |
| 1a      | Name of plan<br>XPONENTIAL FITNESS LLC 401(K) PROFIT SHARING PLAN AND TRUST                                                                                                                                                                                                                                                         |
| 1b      | Three-digit plan number (PN) ▶ 001                                                                                                                                                                                                                                                                                                  |
| 1c      | Effective date of plan<br>01/01/2014                                                                                                                                                                                                                                                                                                |
| 2a      | Plan sponsor's name (employer, if for a single-employer plan)<br>Mailing address (include room, apt., suite no. and street, or P.O. Box)<br>City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)<br>XPONENTIAL FITNESS LLC<br><br>17877 VON KARMAN SUITE 100<br>IRVINE, CA 92614 |
| 2b      | Employer Identification Number (EIN)<br>82-2858491                                                                                                                                                                                                                                                                                  |
| 2c      | Plan Sponsor's telephone number<br>949-565-7170                                                                                                                                                                                                                                                                                     |
| 2d      | Business code (see instructions)<br>713900                                                                                                                                                                                                                                                                                          |

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|           |                                                   |            |                                                              |
|-----------|---------------------------------------------------|------------|--------------------------------------------------------------|
| SIGN HERE | Filed with authorized/valid electronic signature. | 06/16/2025 | FABIENNE LOPEZ                                               |
|           | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN HERE |                                                   |            |                                                              |
|           | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE |                                                   |            |                                                              |
|           | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div>                                                                                    |
| <b>4</b> If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:<br><b>a</b> Sponsor's name<br><b>c</b> Plan Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>4b</b> EIN<br><br><b>4d</b> PN                                                                                                                                                                                                                   |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>5</b> 631                                                                                                                                                                                                                                        |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).<br><b>a(1)</b> Total number of active participants at the beginning of the plan year .....<br><b>a(2)</b> Total number of active participants at the end of the plan year .....<br><b>b</b> Retired or separated participants receiving benefits .....<br><b>c</b> Other retired or separated participants entitled to future benefits .....<br><b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....<br><b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....<br><b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....<br><b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) .....<br><b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....<br><b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested..... | <div style="background-color: #cccccc; height: 20px; width: 100%;"></div> <b>6a(1)</b> 560<br><b>6a(2)</b> 739<br><b>6b</b> 3<br><b>6c</b> 86<br><b>6d</b> 828<br><b>6e</b> 0<br><b>6f</b> 828<br><b>6g(1)</b><br><b>6g(2)</b> 246<br><b>6h</b> 654 |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>7</b>                                                                                                                                                                                                                                            |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

|                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached \_\_\_\_\_
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

**b General Schedules**

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☒ **A** (Insurance Information) – Number Attached 1
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

**Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)**

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

|                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                                |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div>SCHEDULE A</div> <div>(Form 5500)</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div> <div>Department of Labor</div> <div>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div> | <div>OMB No. 1210-0110</div> <div>2024</div> <div>This Form is Open to Public Inspection</div> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|

|                                                                                            |                                        |     |
|--------------------------------------------------------------------------------------------|----------------------------------------|-----|
| For calendar plan year 2024 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021 |                                        |     |
| A Name of plan                                                                             | B Three-digit plan number (PN)         | 001 |
| XPONENTIAL FITNESS LLC 401(K) PROFIT SHARING PLAN AND TRUST                                |                                        |     |
| C Plan sponsor's name as shown on line 2a of Form 5500                                     | D Employer Identification Number (EIN) |     |
| XPONENTIAL FITNESS LLC                                                                     | 82-2858491                             |     |

|        |                                                                           |                                                                                                                                                                    |
|--------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I | Information Concerning Insurance Contract Coverage, Fees, and Commissions | Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|--------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|

1 Coverage Information:

(a) Name of insurance carrier

GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 84-0467907 | 68322         | 505768-01                             | 32                                                                          | 01/01/2021              | 12/31/2021 |

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                      |                               |
|--------------------------------------|-------------------------------|
| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|                                      |                               |

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

---

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

---

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

---

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

---

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

---

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |        |
|--------------------------------------------------------------------------------------------------------|----------|--------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> | 189776 |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end.....    | <b>5</b> | 0      |

**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

|                                                        |           |        |
|--------------------------------------------------------|-----------|--------|
| <b>b</b> Balance at the end of the previous year ..... | <b>7b</b> | 126483 |
|--------------------------------------------------------|-----------|--------|

|                                                                       |              |       |  |
|-----------------------------------------------------------------------|--------------|-------|--|
| <b>c</b> Additions: (1) Contributions deposited during the year ..... | <b>7c(1)</b> | 32840 |  |
|                                                                       | <b>7c(2)</b> | 0     |  |
|                                                                       | <b>7c(3)</b> | 1435  |  |
|                                                                       | <b>7c(4)</b> | 23604 |  |
|                                                                       | <b>7c(5)</b> | 51158 |  |

▶ **LOAN PAYMENTS**

|                           |              |        |
|---------------------------|--------------|--------|
| (6) Total additions ..... | <b>7c(6)</b> | 109037 |
|---------------------------|--------------|--------|

|                                                                                       |           |        |
|---------------------------------------------------------------------------------------|-----------|--------|
| <b>d</b> Total of balance and additions (add lines <b>7b</b> and <b>7c(6)</b> ) ..... | <b>7d</b> | 235520 |
|---------------------------------------------------------------------------------------|-----------|--------|

**e** Deductions:

|                                                                                 |              |       |  |
|---------------------------------------------------------------------------------|--------------|-------|--|
| (1) Disbursed from fund to pay benefits or purchase annuities during year ..... | <b>7e(1)</b> | 9806  |  |
| (2) Administration charge made by carrier .....                                 | <b>7e(2)</b> | 211   |  |
| (3) Transferred to separate account .....                                       | <b>7e(3)</b> | 35727 |  |
| (4) Other (specify below) .....                                                 | <b>7e(4)</b> |       |  |

|                            |              |       |
|----------------------------|--------------|-------|
| (5) Total deductions ..... | <b>7e(5)</b> | 45744 |
|----------------------------|--------------|-------|

|                                                                                                         |           |        |
|---------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>f</b> Balance at the end of the current year (subtract line <b>7e(5)</b> from line <b>7d</b> ) ..... | <b>7f</b> | 189776 |
|---------------------------------------------------------------------------------------------------------|-----------|--------|

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
**b** ☐ Dental     
**c** ☐ Vision     
**d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
**f** ☐ Long-term disability     
**g** ☐ Supplemental unemployment     
**h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
**j** ☐ HMO contract     
**k** ☐ PPO contract     
**l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                    |                 |                 |   |
|----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|---|
| <b>a</b> Premiums: (1) Amount received .....                                                                                                       | <b>9a(1)</b>    |                 |   |
| (2) Increase (decrease) in amount due but unpaid .....                                                                                             | <b>9a(2)</b>    |                 |   |
| (3) Increase (decrease) in unearned premium reserve .....                                                                                          | <b>9a(3)</b>    |                 |   |
| (4) Earned ((1) + (2) - (3)) .....                                                                                                                 |                 | <b>9a(4)</b>    | 0 |
| <b>b</b> Benefit charges (1) Claims paid .....                                                                                                     | <b>9b(1)</b>    |                 |   |
| (2) Increase (decrease) in claim reserves .....                                                                                                    | <b>9b(2)</b>    |                 |   |
| (3) Incurred claims (add (1) and (2)) .....                                                                                                        |                 | <b>9b(3)</b>    | 0 |
| (4) Claims charged .....                                                                                                                           |                 | <b>9b(4)</b>    |   |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                      |                 |                 |   |
| (A) Commissions .....                                                                                                                              | <b>9c(1)(A)</b> |                 |   |
| (B) Administrative service or other fees .....                                                                                                     | <b>9c(1)(B)</b> |                 |   |
| (C) Other specific acquisition costs .....                                                                                                         | <b>9c(1)(C)</b> |                 |   |
| (D) Other expenses .....                                                                                                                           | <b>9c(1)(D)</b> |                 |   |
| (E) Taxes .....                                                                                                                                    | <b>9c(1)(E)</b> |                 |   |
| (F) Charges for risks or other contingencies .....                                                                                                 | <b>9c(1)(F)</b> |                 |   |
| (G) Other retention charges .....                                                                                                                  | <b>9c(1)(G)</b> |                 |   |
| (H) Total retention .....                                                                                                                          |                 | <b>9c(1)(H)</b> | 0 |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.) ..... |                 | <b>9c(2)</b>    |   |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement .....                                |                 | <b>9d(1)</b>    |   |
| (2) Claim reserves .....                                                                                                                           |                 | <b>9d(2)</b>    |   |
| (3) Other reserves .....                                                                                                                           |                 | <b>9d(3)</b>    |   |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).) .....                                           |                 | <b>9e</b>       |   |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                                             |            |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier .....                                                                                                                                                                                       | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. ....<br>Specify nature of costs. | <b>10b</b> |  |

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2024                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2024 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021 |                                                      |     |
| A Name of plan<br>XPONENTIAL FITNESS LLC 401(K) PROFIT SHARING PLAN AND TRUST              | B Three-digit plan number (PN) ▶                     | 001 |
|                                                                                            |                                                      |     |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>XPONENTIAL FITNESS LLC           | D Employer Identification Number (EIN)<br>82-2858491 |     |

|        |                                                 |
|--------|-------------------------------------------------|
| Part I | Service Provider Information (see instructions) |
|--------|-------------------------------------------------|

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------|

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------|

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------|

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------|

---

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

---

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

---

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

---

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

---

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

---

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

---

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

---

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD  
GREENWOOD VILLAGE, CO 80111

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 64                     | RECORDKEEPER                                                                                      | 26639                                                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

(a) Enter name and EIN or address (see instructions)

ADVISED ASSETS GROUP, LLC

8515 EAST ORCHARD ROAD  
GREENWOOD VILLAGE, CO 80111

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28                     | INVESTMENT MGMT                                                                                   | 3723                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

(a) Enter name and EIN or address (see instructions)

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**Part I Service Provider Information (continued)**

**3.** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                   |                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| <div>SCHEDULE H</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Financial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                      |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                   | 2024                                   |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                   | This Form is Open to Public Inspection |

For calendar plan year 2024 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

|                                                                                                                |                                                                                    |
|----------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| <div>A</div> <div>Name of plan</div> <div>XPONENTIAL FITNESS LLC 401(K) PROFIT SHARING PLAN AND TRUST</div>    | <div>B</div> <div>Three-digit plan number (PN)</div> <div>001</div>                |
| <div>C</div> <div>Plan sponsor's name as shown on line 2a of Form 5500</div> <div>XPONENTIAL FITNESS LLC</div> | <div>D</div> <div>Employer Identification Number (EIN)</div> <div>82-2858491</div> |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement |                       |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-----------------------|-----------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                               |                       |                 |
| Assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                               | (a) Beginning of Year | (b) End of Year |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>                     | 0                     | 0               |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                               |                       |                 |
| <b>(1)</b> Employer contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b>                  | 0                     | 0               |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>                  | 0                     | 0               |
| <b>(3)</b> Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(3)</b>                  | 0                     | 0               |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(1)</b>                  | 0                     | 0               |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>                  | 0                     | 0               |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                               |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b>               | 0                     | 0               |
| <b>(B)</b> All other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(B)</b>               | 0                     | 0               |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b>               | 0                     | 0               |
| <b>(B)</b> Common .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(4)(B)</b>               | 0                     | 0               |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>                  | 0                     | 0               |
| <b>(6)</b> Real estate (other than employer real property) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(6)</b>                  | 0                     | 0               |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>                  | 0                     | 0               |
| <b>(8)</b> Participant loans .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(8)</b>                  | 181920                | 155350          |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>                  | 0                     | 0               |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>                 |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>                 | 0                     | 0               |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(12)</b>                 | 0                     | 0               |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(13)</b>                 | 3952156               | 6176095         |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>                 | 126483                | 189776          |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>                 | 0                     | 0               |

| <b>1d</b> Employer-related investments:                                   |              | (a) Beginning of Year | (b) End of Year |
|---------------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                             | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                          | <b>1d(2)</b> | 0                     | 0               |
| <b>e</b> Buildings and other property used in plan operation .....        | <b>1e</b>    | 0                     | 0               |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) .....      | <b>1f</b>    | 4260559               | 6521221         |
| <b>Liabilities</b>                                                        |              |                       |                 |
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b>    | 0                     | 0               |
| <b>h</b> Operating payables .....                                         | <b>1h</b>    |                       |                 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b>    | 0                     | 0               |
| <b>j</b> Other liabilities .....                                          | <b>1j</b>    | 0                     | 0               |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b>    | 0                     | 0               |
| <b>Net Assets</b>                                                         |              |                       |                 |
| <b>l</b> Net assets (subtract line 1k from line 1f) .....                 | <b>1l</b>    | 4260559               | 6521221         |

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| <b>Income</b>                                                                                              |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 593601     |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 1182932    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 177865     |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 1954398   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| <b>(1) Interest:</b>                                                                                       |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 0          |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> | 0          |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> | 0          |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> | 0          |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 7855       |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 1435       |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 9290      |
| <b>(2) Dividends:</b>                                                                                      |                 |            |           |
| <b>(A)</b> Preferred stock .....                                                                           | <b>2b(2)(A)</b> | 0          |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 0          |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 384700     |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 384700    |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            | 0         |
| <b>(4) Net gain (loss) on sale of assets:</b>                                                              |                 |            |           |
| <b>(A)</b> Aggregate proceeds .....                                                                        | <b>2b(4)(A)</b> | 0          |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 0          |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |
| <b>(5) Unrealized appreciation (depreciation) of assets:</b>                                               |                 |            |           |
| <b>(A)</b> Real estate .....                                                                               | <b>2b(5)(A)</b> | 0          |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> | 0          |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            |           |

|                                                                                                 |               | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|---------------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | <b>2b(6)</b>  |            | 0         |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | <b>2b(7)</b>  |            | 0         |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | <b>2b(8)</b>  |            | 0         |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | <b>2b(9)</b>  |            | 0         |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | <b>2b(10)</b> |            | 323883    |
| <b>c</b> Other income .....                                                                     | <b>2c</b>     |            | -1650     |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....        | <b>2d</b>     |            | 2670621   |

**Expenses**

|                                                                                             |               |        |        |
|---------------------------------------------------------------------------------------------|---------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                  |               |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....             | <b>2e(1)</b>  | 343888 |        |
| (2) To insurance carriers for the provision of benefits .....                               | <b>2e(2)</b>  | 0      |        |
| (3) Other .....                                                                             | <b>2e(3)</b>  | 0      |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                 | <b>2e(4)</b>  |        | 343888 |
| <b>f</b> Corrective distributions (see instructions) .....                                  | <b>2f</b>     |        | 5111   |
| <b>g</b> Certain deemed distributions of participant loans (see instructions) .....         | <b>2g</b>     |        | 30598  |
| <b>h</b> Interest expense .....                                                             | <b>2h</b>     |        | 0      |
| <b>i</b> Administrative expenses:                                                           |               |        |        |
| (1) Salaries and allowances .....                                                           | <b>2i(1)</b>  |        |        |
| (2) Contract administrator fees .....                                                       | <b>2i(2)</b>  | 26639  |        |
| (3) Recordkeeping fees .....                                                                | <b>2i(3)</b>  |        |        |
| (4) IQPA audit fees .....                                                                   | <b>2i(4)</b>  |        |        |
| (5) Investment advisory and investment management fees .....                                | <b>2i(5)</b>  | 3723   |        |
| (6) Bank or trust company trustee/custodial fees .....                                      | <b>2i(6)</b>  |        |        |
| (7) Actuarial fees .....                                                                    | <b>2i(7)</b>  |        |        |
| (8) Legal fees .....                                                                        | <b>2i(8)</b>  |        |        |
| (9) Valuation/appraisal fees .....                                                          | <b>2i(9)</b>  |        |        |
| (10) Other trustee fees and expenses .....                                                  | <b>2i(10)</b> |        |        |
| (11) Other expenses .....                                                                   | <b>2i(11)</b> | 0      |        |
| (12) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(11)</b> .....        | <b>2i(12)</b> |        | 30362  |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | <b>2j</b>     |        | 409959 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 2260662 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan .....                                                        | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

**b** Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **REDWITZ, INC.**

(2) EIN: **33-0850406**

**d** The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

|                                                                                                                                                                                                                                                                                                            | Yes                                 | No                                  | Amount  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|---------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)                 | <input checked="" type="checkbox"/> | <input type="checkbox"/>            | 1027353 |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)                                                                                                                             | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)                                                                                                                  | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>e</b> Was this plan covered by a fidelity bond?                                                                                                                                                                                                                                                         | <input checked="" type="checkbox"/> | <input type="checkbox"/>            | 1000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?                                                                                                                                                                          | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?                                                                                                                                       | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?                                                                                                                             | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)                                                                                                                                                   | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |         |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)                                                                                     | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?                                                                                                                                              | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?                                                                                                                                                                                                                               | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)                                                                                                                                                                                     | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |         |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.                                                                                                                        | <input type="checkbox"/>            | <input type="checkbox"/>            |         |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No  
If "Yes," enter the amount of any plan assets that reverted to the employer this year \_\_\_\_\_.

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| <b>5b(1)</b> Name of plan(s) | <b>5b(2)</b> EIN(s) | <b>5b(3)</b> PN(s) |
|------------------------------|---------------------|--------------------|
|                              |                     |                    |
|                              |                     |                    |
|                              |                     |                    |
|                              |                     |                    |

**5c** Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ..... ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year \_\_\_\_\_.



Independent Auditors' Report  
and Financial Statements for

**Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust**

December 31, 2021 and 2020

# Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust

## Contents

---

|                                           |             |
|-------------------------------------------|-------------|
| <b>Independent Auditors' Report .....</b> | <b>1- 4</b> |
|-------------------------------------------|-------------|

### **Financial Statements**

|                                                      |   |
|------------------------------------------------------|---|
| Statement of Net Assets Available for Benefits ..... | 5 |
|------------------------------------------------------|---|

|                                                                 |   |
|-----------------------------------------------------------------|---|
| Statement of Changes in Net Assets Available for Benefits ..... | 6 |
|-----------------------------------------------------------------|---|

|                                            |               |
|--------------------------------------------|---------------|
| <b>Notes to Financial Statements .....</b> | <b>7 - 14</b> |
|--------------------------------------------|---------------|

### **Supplemental Information**

|                                                                       |    |
|-----------------------------------------------------------------------|----|
| Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)..... | 15 |
|-----------------------------------------------------------------------|----|

|                                                                                |         |
|--------------------------------------------------------------------------------|---------|
| Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions ..... | 16 - 19 |
|--------------------------------------------------------------------------------|---------|



## INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of  
Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust  
Irvine, California

### Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust's 2021 financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

### Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the 2021 Financial Statements section:

- the amounts and disclosures in the accompanying 2021 financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the accompanying 2021 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

## **Basis for Opinion on the 2021 Financial Statements**

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 2021 Financial Statements section of our report. We are required to be independent of the Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

## **Responsibilities of Management for the 2021 Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

## **Auditors' Responsibilities for the Audit of the 2021 Financial Statements**

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2021 Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

## **Other Matters**

### *2021 Supplemental Schedules Required by ERISA*

The supplemental schedules of assets (held at end of year) and delinquent participant contributions are presented for purposes of additional analysis and is not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agree to, or are derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

*Auditors' Report on the 2020 Financial Statements*

We were engaged to audit the 2020 financial statements of Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 15, 2024, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

**Redwitz, Inc.**

A handwritten signature in black ink that reads "Redwitz". The signature is stylized with a large, flowing "R" and a cursive "edwitz".

Irvine, California  
February 12, 2024

## Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust

Statements of Net Assets Available for Benefits

December 31, 2021 and 2020

|                                                                     | 2021                | 2020                |
|---------------------------------------------------------------------|---------------------|---------------------|
| <b>ASSETS</b>                                                       |                     |                     |
| Investments, at fair value:                                         |                     |                     |
| Mutual funds                                                        | \$ 6,176,094        | \$ 3,952,156        |
| Fully benefit-responsive investment contract,<br>at contract value: |                     |                     |
| Fixed annuities                                                     | 189,776             | 126,482             |
| Total investments                                                   | 6,365,870           | 4,078,638           |
| Receivables:                                                        |                     |                     |
| Employee contributions receivable                                   | 4,203               | 56,299              |
| Employer contributions receivable                                   | 545,639             | 26,277              |
| Notes receivable from participants                                  | 202,296             | 198,013             |
| Total receivables                                                   | 752,138             | 280,589             |
| Total assets                                                        | 7,118,008           | 4,359,227           |
| <b>LIABILITIES</b>                                                  |                     |                     |
| Corrective distributions                                            | 466,505             | -                   |
| Total liabilities                                                   | 466,505             | -                   |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>                            | <b>\$ 6,651,503</b> | <b>\$ 4,359,227</b> |

## Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust

Statements of Changes in Net Assets Available for Benefits

December 31, 2021

---

### ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

|                                               |            |
|-----------------------------------------------|------------|
| Net appreciation in fair value of investments | \$ 323,882 |
|-----------------------------------------------|------------|

|                              |         |
|------------------------------|---------|
| Dividend and interest income | 397,657 |
|------------------------------|---------|

|                         |         |
|-------------------------|---------|
| Total investment income | 721,539 |
|-------------------------|---------|

|                                                |       |
|------------------------------------------------|-------|
| Interest on notes receivable from participants | 7,391 |
|------------------------------------------------|-------|

Contributions:

|                        |           |
|------------------------|-----------|
| Employee contributions | 1,130,836 |
|------------------------|-----------|

|                        |           |
|------------------------|-----------|
| Employer contributions | 1,101,441 |
|------------------------|-----------|

|                        |         |
|------------------------|---------|
| Rollover contributions | 177,865 |
|------------------------|---------|

|                     |           |
|---------------------|-----------|
| Total contributions | 2,410,142 |
|---------------------|-----------|

|                               |           |
|-------------------------------|-----------|
| Total additions to net assets | 3,139,072 |
|-------------------------------|-----------|

### DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

|                               |         |
|-------------------------------|---------|
| Benefits paid to participants | 817,884 |
|-------------------------------|---------|

|                         |        |
|-------------------------|--------|
| Administrative expenses | 28,912 |
|-------------------------|--------|

|                                  |         |
|----------------------------------|---------|
| Total deductions from net assets | 846,796 |
|----------------------------------|---------|

|                                               |           |
|-----------------------------------------------|-----------|
| Increase in net assets available for benefits | 2,292,276 |
|-----------------------------------------------|-----------|

|                                                      |           |
|------------------------------------------------------|-----------|
| Net assets available for benefits, beginning of year | 4,359,227 |
|------------------------------------------------------|-----------|

|                                                       |                     |
|-------------------------------------------------------|---------------------|
| <b>NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR</b> | <b>\$ 6,651,503</b> |
|-------------------------------------------------------|---------------------|

## **Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust**

Notes to Financial Statements

December 31, 2021 and 2020

---

### **NOTE 1. DESCRIPTION OF PLAN**

The following description of Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

#### **General**

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a defined contribution plan which covers all full-time employees of Xponential Fitness LLC (the "Company") and its participating employers. Participating employers include Club Pilates Franchise LLC, Row House Franchise LLC, Stretch Lab Franchise LLC, Cyclebar Franchising LLC, and AKT Franchise LLC. Employees become eligible for all types of deferrals at age eighteen (18) and after one (1) month of employment for elective and nonelective contributions. Eligibility for the employer discretionary matching contributions is attained after one year of service. Entry date is the first day of each month after attaining eligibility. Employees that are members of a collective bargaining agreement and non-resident aliens are excluded from participation in the Plan. The Plan's original effective date was January 1, 2014.

#### **Contributions**

Participants may contribute up to 92% of their annual compensation (elective deferrals) to the Plan subject to certain limitations as defined by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company may make matching contributions to full-time employees at its discretion. The matching contribution is made on a per payroll period basis on a predetermined formula stipulated by the adoption agreement. Matching contributions made for the 2021 Plan year were \$649,859.

The Company may also make profit sharing contributions to the Plan. Discretionary profit sharing contributions were not made for 2021. For a participant to receive an allocation of Company discretionary contributions, the participant must be employed on the last day of the year.

#### **Rollover contributions**

The Plan provides for rollover contributions, which represent contributions by participants from other tax qualified retirement plans. The maximum amount of a participant's rollover contribution is not affected by the limits otherwise applicable to participant deferral contributions.

#### **Participant accounts**

Each participant's account is credited with an allocation of (a) the Company's discretionary contributions (b) Plan earnings (losses), and (c) forfeitures of terminated participants' nonvested accounts and charged with an allocation of any administrative expenses paid by the Plan. Allocations are based on participant earnings (losses) or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

# **Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust**

Notes to Financial Statements

December 31, 2021 and 2020

---

## **NOTE 1. DESCRIPTION OF PLAN (CONTINUED)**

### **Vesting**

Vesting in the Company's discretionary matching and profit sharing contributions is based on years of continuous service. A year of service is obtained upon completion of a twelve-month period from the date of hire. A vesting schedule with a 2 Year Cliff feature applies to all employees with regards to the matching contribution. Nonelective contributions will vest at the rate of 20% starting in year 2 and becoming fully vested at year 6. Participants will, however, always be 100% vested in their nonelective and matching contributions if they are employed on or after their normal retirement age or if they terminate employment on account of death or disability. Participants who transferred to this Plan from the Pure Barre LLC 401(k) Profit Sharing Plan and Trust will be 100% vested at all times in matching contributions.

### **Participant loans**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested interest in the Plan. A participant may only have one loan outstanding from the Plan at any time. The loans are secured by the vested balance in the participant's account and bear interest at a reasonable rate commensurate with local prevailing rates as determined by the plan administrator at the time the loan is made. Loan transactions are treated as transfers to (from) the investment funds from (to) a participant's loan receivable. Principal and interest are amortized and repaid through payroll deductions over the repayment term of five years.

### **Payment of benefits**

Benefits are payable to participants or designated beneficiaries upon retirement, termination, death, disability, or in-service if the participant has attained age 59 ½. Distributions may be paid in a lump-sum amount equal to the value of the participant's vested interest in his or her account.

The Plan allows for automatic distribution of participant accounts that have a vested balance of \$5,000 or less on date of separation. If the amount of the mandatory distribution exceeds \$1,000, including rollover contributions, and the participant has not attained age 62 or normal retirement age, it will be subject to the automatic rollover distribution.

### **Hardship withdrawals**

Participants may withdraw all contribution types in the event of hardship as defined in the Plan agreement.

### **Break in service**

A participant will incur a break in service during any Plan year in which the participant works less than 501 hours.

### **Administrative expenses**

The Plan's recordkeeper fees and all other administration costs are paid directly by the Plan.

# **Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust**

Notes to Financial Statements

December 31, 2021 and 2020

---

## **NOTE 1. DESCRIPTION OF PLAN (CONTINUED)**

### **Forfeitures**

Forfeitures are created when participants terminate employment prior to becoming 100% vested in their account balance with respect to employer contributions. Forfeitures are held in a guaranteed income annuity until they are used to pay for Plan expenses and to reduce employer contributions.

### **Basis of accounting**

The financial statements of the Plan are prepared using the accrual method of accounting which is in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

### **Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## **NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Investment valuation and income recognition**

Investments are reported at fair value except for the fully benefit-responsive investment contract which is recorded at contract value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

### **Payment of benefits**

Benefits are recorded when paid.

### **Notes receivable from participants**

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document. Plan management has evaluated the collectability of notes receivable from participants and, because they are secured by the participants' accounts, an allowance has not been recorded.

## **Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust**

Notes to Financial Statements

December 31, 2021 and 2020

---

### **NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

#### **Subsequent events**

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of events that affect the financial statements. Management believes there are no subsequent events for recording or disclosure in the financial statements for the year ended December 31, 2021. Subsequent events were evaluated through February 12, 2024, which is the date the financial statements were available to be issued.

### **NOTE 3. INFORMATION PREPARED AND CERTIFIED BY TRUSTEES AND CUSTODIANS**

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Empower Trust Company, LLC and Empower Annuity Insurance Company of America, the trustee and custodians of the Plan, have certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2021 and 2020.
- Net appreciation in fair value of investments, dividend and interest income, and interest on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2021.
- Investments reflected on the schedule of assets held at December 31, 2021.

### **NOTE 4. FAIR VALUE MEASUREMENTS**

The fair value measurements standard establishes a framework for measuring fair value. That framework provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under the standard are described below:

**Level 1** – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

**Level 2** – Inputs to the valuation methodology include:

- Quoted market prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

## Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2021 and 2020

### NOTE 4. FAIR VALUE MEASUREMENTS (CONTINUED)

**Level 3** – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2021 and 2020.

**Mutual funds:** Valued at the daily closing price, as reported by the fund. Funds held by the Plan are open-end funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The funds held by the Plan are deemed to be actively traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2021 and 2020:

|                           | 2021         |         |         |              |
|---------------------------|--------------|---------|---------|--------------|
|                           | Level 1      | Level 2 | Level 3 | Total        |
| Mutual funds              | \$ 6,176,094 | \$ -    | \$ -    | \$ 6,176,094 |
| Investments at fair value | \$ 6,176,094 | \$ -    | \$ -    | \$ 6,176,094 |

  

|                           | 2020         |         |         |              |
|---------------------------|--------------|---------|---------|--------------|
|                           | Level 1      | Level 2 | Level 3 | Total        |
| Mutual funds              | \$ 3,952,156 | \$ -    | \$ -    | \$ 3,952,156 |
| Investments at fair value | \$ 3,952,156 | \$ -    | \$ -    | \$ 3,952,156 |

## **Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust**

Notes to Financial Statements

December 31, 2021 and 2020

---

### **NOTE 5. FULLY BENEFIT RESPONSIVE INVESTMENT CONTRACT**

The Plan has entered into a group annuity contract issued by Empower Annuity Insurance Company of America ("Empower") which is a fully benefit-responsive investment, also known as the Key Guaranteed Portfolio Fund. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their account balance at contract value. Due to the nature of the guaranteed investment contract ("GIC"), fair value approximates contract value. The investment in the GIC has no maturity date. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the GIC represents

contributions plus earnings, less participant withdrawals and administrative expenses and is presented on the face of the statement of net assets available for benefits in arriving at net assets available for benefits. The issuer is contractually obligated to repay the principal at a specified interest rate that is guaranteed to the Plan.

Interest will be earned on the fund's value and compounded daily to the effective annual interest rate. The interest rate to be credited to the entire value of the Key Guaranteed Portfolio Fund will be determined by Great-West prior to the last day of each calendar quarter and will be in effect for the following calendar quarter. The effective annual interest rate will never be less than 0%.

The contract value of the Key Guaranteed Portfolio Fund at December 31, 2021 and 2020 was \$189,776 and \$126,482, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provision, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator believes that any events that would limit the Plan's ability to transact at contract value with participants are unlikely to occur.

### **NOTE 6. PLAN TERMINATION**

Although it has not expressed intent to do so, the Company has the right under the Plan to discontinue contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their Company contribution accounts.

### **NOTE 7. RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

## **Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust**

Notes to Financial Statements

December 31, 2021 and 2020

---

### **NOTE 8. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS**

Plan investments are shares of mutual funds and a fixed annuity under the custody of Empower Trust Company, LLC and Empower Annuity Insurance Company of America, the trustee and custodians as defined by the Plan. Certain investment management fees are paid from Plan assets and reflected as part of investment income or losses. Fees related to custodianship and recordkeeping services totaled \$28,912 for the year ended December 31, 2021. These transactions qualify as party-in-interest transactions and are exempt from the prohibited transaction rules of ERISA.

### **NOTE 9. INCOME TAX STATUS**

The IRS has advised the Plan Sponsor by a letter dated June 30, 2020, that the Non-Standardized Pre-Approved Profit Sharing/Money Purchase/Coda Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been restated since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated, in compliance with the applicable requirements of the IRC, and therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

### **NOTE 10. PROHIBITED TRANSACTIONS**

Participant contributions of \$381,900 were withheld from participants' pay on various pay dates in 2019 but were not remitted to the Plan's trust within the time required by the Department of Labor. Lost earnings on participant contributions were calculated based on interest rates determined by the Internal Revenue Code and will be remitted as soon as administratively possible.

Participant contributions of \$203,372 were withheld from participants' pay on various pay dates in 2020 but were not remitted to the Plan's trust within the time required by the Department of Labor. Lost earnings on participant contributions were calculated based on interest rates determined by the Internal Revenue Code and will be remitted as soon as administratively possible.

Participant contributions of \$442,081 were withheld from participants' pay on various pay dates in 2021 but were not remitted to the Plan's trust within the time required by the Department of Labor. Lost earnings on participant contributions were calculated based on interest rates determined by the Internal Revenue Code and will be remitted as soon as administratively possible.

### **NOTE 11. NONDISCRIMINATION TESTING**

Non-discrimination tests for the Plan year 2021 determined that a corrective distribution in the amount of \$466,505 was required in order for the Plan to be in compliance with the Actual Deferral Percentage (ADP) and Actual Contribution Percentage (ACP) contribution limits. The Plan failed to timely make the corrective distributions and is subject to an excise tax on the extra contributions. In addition, because the corrective distributions are being made more than a year from the correction due date, a Qualified Non-Elective Contribution (QNEC) of \$451,582 is being made by the Plan Sponsor. This QNEC is reflected in the employer contributions receivable balance in the Statement of Net Assets Available for Benefits.

## Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2021 and 2020

---

### NOTE 12. RECONCILIATION OF THE FINANCIAL STATEMENTS TO THE FORM 5500

The following is a reconciliation of the net assets available for benefits per the financial statements as of December 31, 2021 and 2020 to Schedule H of Form 5500:

|                                                                | 2021                | 2020                |
|----------------------------------------------------------------|---------------------|---------------------|
| Net assets available for benefits per the financial statements | \$ 6,651,503        | \$ 4,359,227        |
| Notes receivable from participants - deemed distributed        | (46,945)            | (16,093)            |
| Employee contributions receivable                              | (4,203)             | (56,299)            |
| Employer contributions receivable                              | (545,639)           | (26,277)            |
| Corrective distributions payable                               | 466,505             | -                   |
| Rounding                                                       | -                   | 1                   |
| Net assets per the Form 5500                                   | <u>\$ 6,521,221</u> | <u>\$ 4,260,559</u> |

The following is a reconciliation of the increase in net assets per the financial statements as of December 31, 2021 to Schedule H of Form 5500:

|                                                         |                     |
|---------------------------------------------------------|---------------------|
| Increase in net assets per the financial statements     | \$ 2,292,276        |
| Notes receivable from participants - deemed distributed | (30,852)            |
| Change in employee contributions receivable             | 52,096              |
| Change in employer contributions receivable             | (519,362)           |
| Change in corrective distributions payable              | 466,505             |
| Rounding                                                | (1)                 |
| Net income per Form 5500                                | <u>\$ 2,260,662</u> |

## **SUPPLEMENTAL INFORMATION**

# Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust

Form 5500 – Schedule H, Line 4(i)

Schedule of Assets (Held at End of Year)

December 31, 2021

EIN: 82-2858491

PN: 001

| (a) | (b)                                                   | (c)                                                                                                                          | (e)                 |
|-----|-------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|---------------------|
|     | Identity of issue, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value                       | Current value       |
|     | American Century One Choice 2025                      | Mutual fund                                                                                                                  | \$ 4,462            |
|     | American Century One Choice 2030                      | Mutual fund                                                                                                                  | 182,849             |
|     | American Century One Choice 2035                      | Mutual fund                                                                                                                  | 120,812             |
|     | American Century One Choice 2040                      | Mutual fund                                                                                                                  | 650,545             |
|     | American Century One Choice 2045                      | Mutual fund                                                                                                                  | 785,468             |
|     | American Century One Choice 2050                      | Mutual fund                                                                                                                  | 937,227             |
|     | American Century One Choice 2055                      | Mutual fund                                                                                                                  | 479,555             |
|     | American Century One Choice 2060                      | Mutual fund                                                                                                                  | 171,125             |
|     | American Century One Choice In Retirement             | Mutual fund                                                                                                                  | 46,154              |
|     | American Funds New World                              | Mutual fund                                                                                                                  | 59,480              |
|     | Blackrock Mid-Cap Growth Equity K                     | Mutual fund                                                                                                                  | 153,942             |
|     | Clearbridge Small Cap Growth IS                       | Mutual fund                                                                                                                  | 50,886              |
|     | Fidelity 500 Index                                    | Mutual fund                                                                                                                  | 1,069,640           |
|     | Fidelity International Index                          | Mutual fund                                                                                                                  | 495,827             |
|     | Fidelity Mid Cap Index                                | Mutual fund                                                                                                                  | 269,984             |
|     | Fidelity Small Cap Index                              | Mutual fund                                                                                                                  | 182,199             |
|     | JPMorgan Equity Income                                | Mutual fund                                                                                                                  | 169,011             |
|     | Lord Abbet Bond Debenture                             | Mutual fund                                                                                                                  | 45,375              |
|     | MFS Growth                                            | Mutual fund                                                                                                                  | 90,531              |
|     | MFS International Growth                              | Mutual fund                                                                                                                  | 62,992              |
|     | Wells Fargo SPE SM CAP Value                          | Mutual fund                                                                                                                  | 5,407               |
|     | American Century Mid Cap Value                        | Mutual fund                                                                                                                  | 8,774               |
|     | PGIM Total Return Bond                                | Mutual fund                                                                                                                  | 133,849             |
| *   | Key Guaranteed Portfolio Fund                         | Fixed annuities                                                                                                              | 65,777              |
| *   | Key Guaranteed Portfolio Fund                         | Fixed annuities                                                                                                              | 123,999             |
| *   | Participant loans                                     | Interest rates at 4.25% to 4.50%, collateral is vested interest in participants' accounts and latest maturity is April 2026. | 202,296             |
|     |                                                       |                                                                                                                              | <u>\$ 6,568,166</u> |

A " \* " in column (a) indicates a party-in-interest as defined by ERISA.

Column (d) has been omitted because all investments are participant directed.

**Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust**

Form 5500 - Schedule H, Line 4(a)

Schedule of Delinquent Participant Contributions

December 31, 2021

EIN: 82-2858491

PN: 001

| Participant Contributions Transferred Late to the Plan |               |               | Check Here if Late Participant Loan Repayments are Included | Total that Constitutes Nonexempt Prohibited Transactions |                                      |                                          | Total Fully Corrected Under VFCP and PTE 2002-51 |
|--------------------------------------------------------|---------------|---------------|-------------------------------------------------------------|----------------------------------------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
|                                                        |               |               |                                                             | Contributions Not Corrected                              | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP |                                                  |
| Amount Withheld                                        | Date Withheld | Date Remitted |                                                             |                                                          |                                      |                                          |                                                  |
| \$ 4,353                                               | 1/1/2019      | 1/28/2019     |                                                             | \$ 4,353                                                 | \$ -                                 | \$ -                                     | \$ -                                             |
| 35,926                                                 | 1/1/2019      | 1/29/2019     |                                                             | 35,926                                                   | -                                    | -                                        | -                                                |
| 19,665                                                 | 1/1/2019      | 1/31/2019     |                                                             | 19,665                                                   | -                                    | -                                        | -                                                |
| 26,814                                                 | 1/1/2019      | 2/25/2019     |                                                             | 26,814                                                   | -                                    | -                                        | -                                                |
| 11,513                                                 | 1/1/2019      | 2/26/2019     |                                                             | 11,513                                                   | -                                    | -                                        | -                                                |
| 9,270                                                  | 1/1/2019      | 2/27/2019     |                                                             | 9,270                                                    | -                                    | -                                        | -                                                |
| 14,283                                                 | 1/1/2019      | 2/26/2019     |                                                             | 14,283                                                   | -                                    | -                                        | -                                                |
| 18,313                                                 | 1/1/2019      | 3/12/2019     |                                                             | 18,313                                                   | -                                    | -                                        | -                                                |
| 21,217                                                 | 1/1/2019      | 3/26/2019     |                                                             | 21,217                                                   | -                                    | -                                        | -                                                |
| 18,439                                                 | 4/5/2019      | 5/22/2019     |                                                             | 18,439                                                   | -                                    | -                                        | -                                                |
| 27,041                                                 | 4/19/2019     | 5/17/2019     |                                                             | 27,041                                                   | -                                    | -                                        | -                                                |
| 19,768                                                 | 5/3/2019      | 5/17/2019     |                                                             | 19,768                                                   | -                                    | -                                        | -                                                |
| 133                                                    | 6/10/2019     | 6/18/2019     |                                                             | 133                                                      | -                                    | -                                        | -                                                |
| 253                                                    | 7/3/2019      | 7/11/2019     |                                                             | 253                                                      | -                                    | -                                        | -                                                |
| 28,506                                                 | 7/26/2019     | 8/5/2019      |                                                             | 28,506                                                   | -                                    | -                                        | -                                                |
| 197                                                    | 8/15/2019     | 8/29/2019     |                                                             | 197                                                      | -                                    | -                                        | -                                                |
| 226                                                    | 8/16/2019     | 8/29/2019     |                                                             | 226                                                      | -                                    | -                                        | -                                                |
| 28,861                                                 | 9/20/2019     | 10/10/2019    |                                                             | 28,861                                                   | -                                    | -                                        | -                                                |
| 85                                                     | 9/30/2019     | 10/10/2019    |                                                             | 85                                                       | -                                    | -                                        | -                                                |
| 33,965                                                 | 10/18/2019    | 11/5/2019     |                                                             | 33,965                                                   | -                                    | -                                        | -                                                |
| 19,846                                                 | 11/1/2019     | 11/11/2019    |                                                             | 19,846                                                   | -                                    | -                                        | -                                                |
| 22,111                                                 | 11/15/2019    | 12/3/2019     |                                                             | 22,111                                                   | -                                    | -                                        | -                                                |
| 292                                                    | 12/5/2019     | 12/30/2019    |                                                             | 292                                                      | -                                    | -                                        | -                                                |
| 20,409                                                 | 12/13/2019    | 12/30/2019    |                                                             | 20,409                                                   | -                                    | -                                        | -                                                |
| 414                                                    | 12/20/2019    | 12/30/2019    |                                                             | 414                                                      | -                                    | -                                        | -                                                |
| 8,983                                                  | 1/24/2020     | 1/31/2020     |                                                             | 8,983                                                    | -                                    | -                                        | -                                                |
| 3,570                                                  | 1/24/2020     | 1/31/2020     |                                                             | 3,570                                                    | -                                    | -                                        | -                                                |
| 7,621                                                  | 1/24/2020     | 1/31/2020     |                                                             | 7,621                                                    | -                                    | -                                        | -                                                |
| 73                                                     | 1/24/2020     | 1/31/2020     |                                                             | 73                                                       | -                                    | -                                        | -                                                |
| 2,624                                                  | 1/24/2020     | 1/31/2020     |                                                             | 2,624                                                    | -                                    | -                                        | -                                                |
| 6,867                                                  | 1/24/2020     | 1/31/2020     |                                                             | 6,867                                                    | -                                    | -                                        | -                                                |

# Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust

Form 5500 - Schedule H, Line 4(a)

Schedule of Delinquent Participant Contributions

December 31, 2021

EIN: 82-2858491

PN: 001

| Participant Contributions Transferred Late to the Plan |               |               | Check Here if Late Participant Loan Repayments are Included | Total that Constitutes Nonexempt Prohibited Transactions |                                      |                                          | Total Fully Corrected Under VFCP and PTE 2002-51 |
|--------------------------------------------------------|---------------|---------------|-------------------------------------------------------------|----------------------------------------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
|                                                        |               |               |                                                             | Contributions Not Corrected                              | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP |                                                  |
| Amount Withheld                                        | Date Withheld | Date Remitted |                                                             |                                                          |                                      |                                          |                                                  |
| \$ 1,322                                               | 1/24/2020     | 1/31/2020     |                                                             | \$ 1,322                                                 | \$ -                                 | \$ -                                     | \$ -                                             |
| 3,200                                                  | 1/24/2020     | 1/31/2020     |                                                             | 3,200                                                    | -                                    | -                                        | -                                                |
| 30                                                     | 1/31/2020     | 2/10/2020     |                                                             | 30                                                       | -                                    | -                                        | -                                                |
| 30                                                     | 1/31/2020     | 2/10/2020     |                                                             | 30                                                       | -                                    | -                                        | -                                                |
| 1,070                                                  | 4/3/2020      | 4/21/2020     |                                                             | 1,070                                                    | -                                    | -                                        | -                                                |
| 29                                                     | 5/22/2020     | 6/3/2020      |                                                             | 29                                                       | -                                    | -                                        | -                                                |
| 582                                                    | 6/19/2020     | 6/26/2020     |                                                             | 582                                                      | -                                    | -                                        | -                                                |
| 35                                                     | 7/20/2020     | 7/28/2020     |                                                             | 35                                                       | -                                    | -                                        | -                                                |
| 2                                                      | 8/14/2020     | 8/27/2020     |                                                             | 2                                                        | -                                    | -                                        | -                                                |
| 24                                                     | 8/14/2020     | 8/27/2020     |                                                             | 24                                                       | -                                    | -                                        | -                                                |
| 119                                                    | 8/20/2020     | 8/27/2020     |                                                             | 119                                                      | -                                    | -                                        | -                                                |
| 1,728                                                  | 9/4/2020      | 4/1/2021      |                                                             | 1,728                                                    | -                                    | -                                        | -                                                |
| 2,498                                                  | 9/18/2020     | 11/16/2020    |                                                             | 2,498                                                    | -                                    | -                                        | -                                                |
| 2,365                                                  | 9/18/2020     | 11/16/2020    |                                                             | 2,365                                                    | -                                    | -                                        | -                                                |
| 3,791                                                  | 9/18/2020     | 11/16/2020    |                                                             | 3,791                                                    | -                                    | -                                        | -                                                |
| 2,313                                                  | 9/18/2020     | 11/16/2020    |                                                             | 2,313                                                    | -                                    | -                                        | -                                                |
| 14,941                                                 | 9/18/2020     | 11/16/2020    |                                                             | 14,941                                                   | -                                    | -                                        | -                                                |
| 7,213                                                  | 9/18/2020     | 11/16/2020    | x                                                           | 7,213                                                    | -                                    | -                                        | -                                                |
| 1,866                                                  | 9/18/2020     | 11/16/2020    | x                                                           | 1,866                                                    | -                                    | -                                        | -                                                |
| 796                                                    | 9/18/2020     | 11/16/2020    |                                                             | 796                                                      | -                                    | -                                        | -                                                |
| 465                                                    | 9/18/2020     | 11/16/2020    |                                                             | 465                                                      | -                                    | -                                        | -                                                |
| 2,160                                                  | 9/21/2020     | 11/16/2020    |                                                             | 2,160                                                    | -                                    | -                                        | -                                                |
| 258                                                    | 9/21/2020     | 11/16/2020    |                                                             | 258                                                      | -                                    | -                                        | -                                                |
| 31                                                     | 9/21/2020     | 11/16/2020    |                                                             | 31                                                       | -                                    | -                                        | -                                                |
| 3,390                                                  | 10/2/2020     | 11/16/2020    |                                                             | 3,390                                                    | -                                    | -                                        | -                                                |
| 1,874                                                  | 10/2/2020     | 11/16/2020    |                                                             | 1,874                                                    | -                                    | -                                        | -                                                |
| 1,577                                                  | 10/2/2020     | 11/16/2020    |                                                             | 1,577                                                    | -                                    | -                                        | -                                                |
| 10,194                                                 | 10/2/2020     | 11/16/2020    |                                                             | 10,194                                                   | -                                    | -                                        | -                                                |
| 5,798                                                  | 10/2/2020     | 11/16/2020    | x                                                           | 5,798                                                    | -                                    | -                                        | -                                                |
| 1,647                                                  | 10/2/2020     | 11/16/2020    |                                                             | 1,647                                                    | -                                    | -                                        | -                                                |
| 812                                                    | 10/2/2020     | 11/16/2020    |                                                             | 812                                                      | -                                    | -                                        | -                                                |

# Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust

Form 5500 - Schedule H, Line 4(a)

Schedule of Delinquent Participant Contributions

December 31, 2021

EIN: 82-2858491

PN: 001

|                                                        |               |               |   | Total that Constitutes Nonexempt Prohibited Transactions    |                             |                                      |                                          | Total Fully Corrected Under VFCP and PTE 2002-51 |
|--------------------------------------------------------|---------------|---------------|---|-------------------------------------------------------------|-----------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
|                                                        |               |               |   | Check Here if Late Participant Loan Repayments are Included | Contributions Not Corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP |                                                  |
| Participant Contributions Transferred Late to the Plan |               |               |   |                                                             |                             |                                      |                                          |                                                  |
| Amount Withheld                                        | Date Withheld | Date Remitted |   |                                                             |                             |                                      |                                          |                                                  |
| \$ 465                                                 | 10/2/2020     | 11/16/2020    |   |                                                             | \$ 465                      | \$ -                                 | \$ -                                     | \$ -                                             |
| 66                                                     | 10/6/2020     | 11/16/2020    |   |                                                             | 66                          | -                                    | -                                        | -                                                |
| 21                                                     | 10/6/2020     | 11/16/2020    |   |                                                             | 21                          | -                                    | -                                        | -                                                |
| 3,936                                                  | 10/16/2020    | 11/16/2020    |   |                                                             | 3,936                       | -                                    | -                                        | -                                                |
| 2,435                                                  | 10/16/2020    | 11/16/2020    |   |                                                             | 2,435                       | -                                    | -                                        | -                                                |
| 2,532                                                  | 10/16/2020    | 11/16/2020    |   |                                                             | 2,532                       | -                                    | -                                        | -                                                |
| 1,527                                                  | 10/16/2020    | 11/16/2020    |   |                                                             | 1,527                       | -                                    | -                                        | -                                                |
| 20,726                                                 | 10/16/2020    | 11/16/2020    |   |                                                             | 20,726                      | -                                    | -                                        | -                                                |
| 6,151                                                  | 10/16/2020    | 11/16/2020    | x |                                                             | 6,151                       | -                                    | -                                        | -                                                |
| 1,840                                                  | 10/16/2020    | 11/16/2020    | x |                                                             | 1,840                       | -                                    | -                                        | -                                                |
| 825                                                    | 10/16/2020    | 11/16/2020    |   |                                                             | 825                         | -                                    | -                                        | -                                                |
| 465                                                    | 10/16/2020    | 11/16/2020    |   |                                                             | 465                         | -                                    | -                                        | -                                                |
| 1,705                                                  | 10/30/2020    | 4/1/2021      |   |                                                             | 1,705                       | -                                    | -                                        | -                                                |
| 2,045                                                  | 10/30/2020    | 4/1/2021      |   |                                                             | 2,045                       | -                                    | -                                        | -                                                |
| 465                                                    | 10/30/2020    | 4/1/2021      |   |                                                             | 465                         | -                                    | -                                        | -                                                |
| 12,899                                                 | 10/30/2020    | 4/1/2021      | x |                                                             | 12,899                      | -                                    | -                                        | -                                                |
| 1,041                                                  | 10/30/2020    | 4/1/2021      | x |                                                             | 1,041                       | -                                    | -                                        | -                                                |
| 3,165                                                  | 10/30/2020    | 4/1/2021      |   |                                                             | 3,165                       | -                                    | -                                        | -                                                |
| 2,569                                                  | 10/30/2020    | 4/1/2021      |   |                                                             | 2,569                       | -                                    | -                                        | -                                                |
| 1,261                                                  | 10/30/2020    | 4/1/2021      |   |                                                             | 1,261                       | -                                    | -                                        | -                                                |
| 2,247                                                  | 10/30/2020    | 4/1/2021      |   |                                                             | 2,247                       | -                                    | -                                        | -                                                |
| 1,541                                                  | 11/13/2020    | 4/1/2021      |   |                                                             | 1,541                       | -                                    | -                                        | -                                                |
| 1,926                                                  | 11/13/2020    | 4/1/2021      |   |                                                             | 1,926                       | -                                    | -                                        | -                                                |
| 355                                                    | 11/13/2020    | 4/1/2021      |   |                                                             | 355                         | -                                    | -                                        | -                                                |
| 939                                                    | 11/13/2020    | 4/1/2021      |   |                                                             | 939                         | -                                    | -                                        | -                                                |
| 3,166                                                  | 11/13/2020    | 4/1/2021      |   |                                                             | 3,166                       | -                                    | -                                        | -                                                |
| 2,462                                                  | 11/13/2020    | 4/1/2021      |   |                                                             | 2,462                       | -                                    | -                                        | -                                                |
| 1,400                                                  | 11/13/2020    | 4/1/2021      |   |                                                             | 1,400                       | -                                    | -                                        | -                                                |
| 2,327                                                  | 11/13/2020    | 4/1/2021      | x |                                                             | 2,327                       | -                                    | -                                        | -                                                |
| 13,005                                                 | 11/13/2020    | 4/1/2021      | x |                                                             | 13,005                      | -                                    | -                                        | -                                                |
| 2,521                                                  | 11/27/2020    | 12/16/2020    |   |                                                             | 2,521                       | -                                    | -                                        | -                                                |

# Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust

Form 5500 - Schedule H, Line 4(a)

Schedule of Delinquent Participant Contributions

December 31, 2021

EIN: 82-2858491

PN: 001

|                                                        |               |               |   | Total that Constitutes Nonexempt Prohibited Transactions    |                             |                                      |                                          | Total Fully Corrected Under VFCP and PTE 2002-51 |
|--------------------------------------------------------|---------------|---------------|---|-------------------------------------------------------------|-----------------------------|--------------------------------------|------------------------------------------|--------------------------------------------------|
| Participant Contributions Transferred Late to the Plan |               |               |   | Check Here if Late Participant Loan Repayments are Included | Contributions Not Corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP |                                                  |
| Amount Withheld                                        | Date Withheld | Date Remitted |   |                                                             |                             |                                      |                                          |                                                  |
| \$ 1,863                                               | 11/27/2020    | 12/16/2020    | x |                                                             | \$ 1,863                    | \$ -                                 | \$ -                                     | \$ -                                             |
| 1,018                                                  | 11/27/2020    | 12/16/2020    | x |                                                             | 1,018                       | -                                    | -                                        | -                                                |
| 188                                                    | 11/27/2020    | 4/1/2021      |   |                                                             | 188                         | -                                    | -                                        | -                                                |
| 377                                                    | 12/11/2020    | 4/1/2021      |   |                                                             | 377                         | -                                    | -                                        | -                                                |
| 46,407                                                 | 1/22/2021     | 2/16/2021     | x |                                                             | 46,407                      | -                                    | -                                        | -                                                |
| 41,460                                                 | 2/5/2021      | 2/16/2021     | x |                                                             | 41,460                      | -                                    | -                                        | -                                                |
| 3,409                                                  | 2/19/2021     | 3/11/2021     |   |                                                             | 3,409                       | -                                    | -                                        | -                                                |
| 31,219                                                 | 2/19/2021     | 3/12/2021     | x |                                                             | 31,219                      | -                                    | -                                        | -                                                |
| 467                                                    | 5/28/2021     | 6/15/2021     |   |                                                             | 467                         | -                                    | -                                        | -                                                |
| 36,782                                                 | 6/11/2021     | 6/22/2021     | x |                                                             | 36,782                      | -                                    | -                                        | -                                                |
| 3                                                      | 7/23/2021     | 8/17/2021     |   |                                                             | 3                           | -                                    | -                                        | -                                                |
| 48,541                                                 | 8/6/2021      | 8/20/2021     | x |                                                             | 48,541                      | -                                    | -                                        | -                                                |
| 42,620                                                 | 8/20/2021     | 9/14/2021     | x |                                                             | 42,620                      | -                                    | -                                        | -                                                |
| 15,331                                                 | 9/3/2021      | 10/8/2021     | x |                                                             | 15,331                      | -                                    | -                                        | -                                                |
| 31,357                                                 | 9/3/2021      | 10/12/2021    | x |                                                             | 31,357                      | -                                    | -                                        | -                                                |
| 47,416                                                 | 9/17/2021     | 10/12/2021    | x |                                                             | 47,416                      | -                                    | -                                        | -                                                |
| 38,329                                                 | 10/1/2021     | 10/12/2021    | x |                                                             | 38,329                      | -                                    | -                                        | -                                                |
| 54,537                                                 | 10/15/2021    | 10/26/2021    | x |                                                             | 54,537                      | -                                    | -                                        | -                                                |
| 125                                                    | 12/31/2021    | 1/19/2022     |   |                                                             | 125                         | -                                    | -                                        | -                                                |
| 385                                                    | 12/31/2021    | 3/18/2022     |   |                                                             | 385                         | -                                    | -                                        | -                                                |
| 3,693                                                  | 12/31/2021    | 4/5/2022      |   |                                                             | 3,693                       | -                                    | -                                        | -                                                |
| <u>\$ 1,027,353</u>                                    |               |               |   |                                                             | <u>\$ 1,027,353</u>         | <u>\$ -</u>                          | <u>\$ -</u>                              | <u>\$ -</u>                                      |

|                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <div>SCHEDULE R<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div>                                                                                                                            | <div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2021</div> <div>This Form is Open to Public Inspection.</div> |
| For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| A Name of plan<br>XPONENTIAL FITNESS LLC 401(K) PROFIT SHARING PLAN AND TRUST                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                  | B Three-digit plan number (PN) ▶ 001                                                            |
| C Plan sponsor's name as shown on line 2a of Form 5500<br><br>XPONENTIAL FITNESS LLC                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                  | D Employer Identification Number (EIN)<br><br>82-2858491                                        |
| Part I                                                                                                                                                                                                                                                                                                                                                     | Distributions                                                                                                                                                                                                                                                                                    |                                                                                                 |
| All references to distributions relate only to payments of benefits during the plan year.                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                  | 1 0                                                                                             |
| 2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): 84-1455663                                                                                                       |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year .....                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                  | 3                                                                                               |
| Part II                                                                                                                                                                                                                                                                                                                                                    | Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)                                                                                                                           |                                                                                                 |
| 4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A<br>If the plan is a defined benefit plan, go to line 8.                                                                                                |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.       |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                  | 6a                                                                                              |
| b Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                  | 6b                                                                                              |
| c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                  | 6c                                                                                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| Part III                                                                                                                                                                                                                                                                                                                                                   | Amendments                                                                                                                                                                                                                                                                                       |                                                                                                 |
| 9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> No          |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| Part IV                                                                                                                                                                                                                                                                                                                                                    | ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.                                                                                                                                                       |                                                                                                 |
| 10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 11 a Does the ESOP hold any preferred stock? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                             |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| For Paperwork Reduction Act Notice, see the Instructions for Form 5500.                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| Schedule R (Form 5500) 2021 v. 201209                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                  |                                                                                                 |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month  Day  Year

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

**a** The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

**14a**

**b** The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

**14b**

**c** The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

**14c**

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

**a** The corresponding number for the plan year immediately preceding the current plan year.....

**15a**

**b** The corresponding number for the second preceding plan year.....

**15b**

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

**a** Enter the number of employers who withdrew during the preceding plan year.....

**16a**

**b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....

**16b**

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

## **Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:

Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

**20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

**a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

**b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation \_\_\_\_\_

**SCHEDULE OF ASSETS (HELD AT END OF YEAR)****Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust****01-JAN-21 to 31-DEC-21****22-JAN-22 14:25:37**

| INVESTMENT OPTION | MATURITY DATE | INTEREST RATE | COST OF ASSETS      | CURRENT VALUE       |
|-------------------|---------------|---------------|---------------------|---------------------|
| 1ARDTX            |               |               | 46,167.50           | 46,153.86           |
| 1ARWDX            |               |               | 4,572.49            | 4,461.70            |
| 1ARCUX            |               |               | 176,884.24          | 182,849.01          |
| 1ARLDX            |               |               | 124,388.68          | 120,812.17          |
| 1ARDUX            |               |               | 626,057.86          | 650,545.18          |
| 1ARDOX            |               |               | 782,934.49          | 785,467.51          |
| 1ARFEX            |               |               | 872,082.51          | 937,227.26          |
| 1AREUX            |               |               | 445,681.83          | 479,555.33          |
| 1ARGDX            |               |               | 162,955.95          | 171,124.71          |
| 1RNWGX            |               |               | 52,896.46           | 59,480.05           |
| 1FSPSX            |               |               | 458,580.07          | 495,826.71          |
| 1MGRDX            |               |               | 58,492.52           | 62,991.52           |
| 1LMOIX            |               |               | 50,125.55           | 50,886.45           |
| 1FSSNX            |               |               | 161,715.32          | 182,199.25          |
| 1ESPRX            |               |               | 4,243.68            | 5,407.14            |
| 1AMDVX            |               |               | 9,546.48            | 8,774.21            |
| 1BMGKX            |               |               | 127,018.15          | 153,941.63          |
| 1FSMDX            |               |               | 227,282.11          | 269,984.33          |
| 1FXAIX            |               |               | 818,558.71          | 1,069,640.18        |
| 1OIEJX            |               |               | 144,312.49          | 169,010.95          |
| 1MFEKX            |               |               | 72,628.56           | 90,530.93           |
| 1LBNVX            |               |               | 44,521.41           | 45,374.89           |
| 1PTRQX            |               |               | 134,205.91          | 133,849.90          |
| 1KGPGW            |               | .900          | 65,143.47           | 65,776.54           |
|                   |               |               | <b>5,670,996.44</b> | <b>6,241,871.41</b> |
| PARTICIPANT LOANS | VARIOUS       | 4.250-4.500   | 155,066.93          | 155,349.99          |
| FORFEITURES       |               |               | 122,243.07          | 123,999.84          |

**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

GA

**Xponential Fitness LLC 401(k) Profit Sharing Plan and Trust****01-JAN-21 to 31-DEC-21**

22-JAN-22 14:25:37

| INVESTMENT OPTION | MATURITY DATE | INTEREST RATE | COST OF ASSETS | CURRENT VALUE |
|-------------------|---------------|---------------|----------------|---------------|
|-------------------|---------------|---------------|----------------|---------------|

## LEGEND

## INVESTMENT OPTION:

1ARDTX American Century One Choice In Retire R6  
 1ARCUX American Century One Choice 2030 R6  
 1ARDUX American Century One Choice 2040 R6  
 1ARFEX American Century One Choice 2050 R6  
 1ARGDX American Century One Choice 2060 R6  
 1FSPSX Fidelity International Index  
 1LMOIX ClearBridge Small Cap Growth IS  
 1ESPRX Allspring Special Small Cap Value R6  
 1BMGKX BlackRock Mid-Cap Growth Equity K  
 1FXAIX Fidelity 500 Index  
 1MFEKX MFS Growth R6  
 1PTRQX PGIM Total Return Bond R6

1ARWDX American Century One Choice 2025 R6  
 1ARLDX American Century One Choice 2035 R6  
 1ARDOX American Century One Choice 2045 R6  
 1AREUX American Century One Choice 2055 R6  
 1RNWGX American Funds New World R6  
 1MGRDX MFS International Growth R6  
 1FSSNX Fidelity Small Cap Index  
 1AMDVX American Century Mid Cap Value R6  
 1FSMDX Fidelity Mid Cap Index  
 1OIEJX JPMorgan Equity Income R6  
 1LBNVX Lord Abbett Bond Debenture R6  
 1KGPWG Key Guaranteed Portfolio Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year