

## **ITEM 18 PUBLIC FIGURES**

We do not currently use any public figure or personality to promote the Franchise being offered in this Disclosure Document.

## **ITEM 19 FINANCIAL PERFORMANCE REPRESENTATIONS**

The FTC's Franchise Rule permits a franchisor to provide information about the actual or potential financial performance of its franchised and/or franchisor-owned outlets, if there is a reasonable basis for the information, and if the information is included in the Disclosure Document. Financial performance information that differs from that included in Item 19 may be given only if: (1) a franchisor provides the actual records of an existing outlet you are considering buying; or (2) a franchisor supplements the information provided in this Item 19, for example, by providing information about possible performance at a particular location or under particular circumstances.

### **Definitions Used Throughout Item 19**

- “Gross Revenue” means the total revenue generated by a given Studio, including all revenue generated from the sale and provision of any and all approved services at, from, or otherwise through, that Studio. Gross Revenue excludes sales tax (that the Studio owner must pay directly to the appropriate taxing authority). Please note, Gross Revenue is defined differently than how “Gross Sales” is defined in the Franchise Agreement, and as such, the amount of Royalty fees you pay under the Franchise Agreement may be different than if applied to Gross Revenue data provided below.
- “Measurement Period” means the period beginning on February 1, 2023 and ending on January 31, 2024. Each month in the Measurement Period is an entire calendar month.
- “Non-Traditional Site” means any location that is situated within or as part of a larger venue or facility and, as a result, is likely to draw the predominance of its customers from those persons who are using or attending events in the larger venue or facility (for example, “big box” gyms and/or fitness facilities, cruise ships, military bases, shopping malls, airports, sports facilities and stadiums, industrial or office complexes, hotels, train stations and other transportation facilities, travel plazas, casinos, hospitals, theme parks, convention centers, colleges/universities, multi-unit residential properties, and other similar captive market locations).
- A “Qualified Studio” means a Studio that was owned and operated by a franchisee for the entire Measurement Period (except for permitted temporary closures) and that was in operation for at least six (6) calendar months when its results began to be included in the data set and as of the end of the calendar month for which its results were included. Qualified Studios do not include Studios that operated at Non-Traditional Sites.
- “Fully Scheduled” means a Qualified Studio that scheduled at least 100 classes during the respective calendar month.
- “Minimally Scheduled” means a Qualified Studio that scheduled less than 100 classes during the respective calendar month.

## **General Notes**

The data presented in the charts below is data we obtained by polling the information directly from the franchisees' gym management software systems and/or from profit and loss reports provided to us by franchisees. In all cases, the data used was the franchisees' data. Neither we nor our affiliates have undertaken an independent investigation to verify the data that we polled from the franchisees' gym management software systems or that was provided to us by franchisees. We do not anticipate the data polled from or provided by current franchisees in this Item 19 will materially differ from that of a new franchisee. This Item 19 contains certain historical data related to the operation of certain Studios.

In each instance in which we show an average in this Item 19, we also show the range of the data points and the median data point. The range is the space between the lowest and highest points in the data set. The median is the middle data point; that is, the data point in the center of all data points. Where the number of data points is an even number, there is no middle data point, so the median is the average of the two middle data points.

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## Part A: Gross Revenue of Qualified Studios

**I.** *The below provides the data relevant to Qualified Studios that, as of the particular calendar month, were open and operating for at least six (6) months:*

|  | Feb-23                     | Mar-23                     | Apr-23                    | May-23                 | Jun-23                   | Jul-23                    | Aug-23                    | Sep-23                 | Oct-23                    | Nov-23                     | Dec-23                     | Jan-24                     |
|--|----------------------------|----------------------------|---------------------------|------------------------|--------------------------|---------------------------|---------------------------|------------------------|---------------------------|----------------------------|----------------------------|----------------------------|
| <i>Total Number of Open and Operating Franchised Studios<sup>1</sup></i>                 | 245                        | 242                        | 241                       | 245                    | 255                      | 257                       | 262                       | 264                    | 247                       | 225                        | 218                        | 206                        |
| <i>Number of Qualified Studios</i>   | 227                        | 228                        | 228                       | 231                    | 245                      | 248                       | 252                       | 254                    | 238                       | 216                        | 208                        | 197                        |
| <i>Average Gross Revenue of Qualified Studios</i>  | \$30,970                   | \$33,335                   | \$33,114                  | \$33,004               | \$31,862                 | \$31,440                  | \$30,610                  | \$29,821               | \$29,722                  | \$37,209                   | \$33,344                   | \$34,345                   |
| <i>Number of Qualified Studios that Met or Exceeded the Average of Qualified Studios</i> | 90/<br>40%                 | 96/<br>42%                 | 93/<br>41%                | 95/<br>41%             | 102/<br>42%              | 102/<br>41%               | 101/<br>40%               | 107/<br>42%            | 102/<br>43%               | 96/<br>44%                 | 94/<br>45%                 | 87/<br>44%                 |
| <i>Median Gross Revenue of Qualified Studios</i>   | \$28,188                   | \$29,991                   | \$29,721                  | \$29,449               | \$28,387                 | \$27,832                  | \$27,119                  | \$25,946               | \$26,371                  | \$34,238                   | \$30,622                   | \$31,825                   |
| <i>Range of Gross Revenue of Qualified Studios</i>                                       | \$4,250<br>to<br>\$103,800 | \$3,678<br>to<br>\$103,371 | \$7,276<br>to<br>\$99,028 | \$90<br>to<br>\$98,493 | \$792<br>to<br>\$107,167 | \$2,833<br>to<br>\$97,387 | \$4,992<br>to<br>\$99,542 | \$27<br>to<br>\$93,579 | \$5,116<br>to<br>\$89,077 | \$1,365<br>to<br>\$131,224 | \$3,282<br>to<br>\$102,404 | \$1,980<br>to<br>\$109,680 |

1. Does not include Studios that operated at Non-Traditional Sites.

## Data Set and Methodology (Part A, Table I)

The chart above reflects the average, median, and range of Gross Revenue of Qualified Studios during each calendar month in the Measurement Period. We calculated the average Gross Revenue for each calendar month by adding the total amount of monthly Gross Revenue generated by the Qualified Studios, then dividing that number by the number of Qualified Studios for that calendar month.

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**II. The below provides the data relevant to Fully Scheduled Qualified Studios that, as of the particular calendar month, were open and operating for at least six (6) months:**

|   | <b>Feb-23</b>               | <b>Mar-23</b>              | <b>Apr-23</b>              | <b>May-23</b>             | <b>Jun-23</b>               | <b>Jul-23</b>              | <b>Aug-23</b>             | <b>Sep-23</b>             | <b>Oct-23</b>             | <b>Nov-23</b>              | <b>Dec-23</b>               | <b>Jan-24</b>               |
|---|-----------------------------|----------------------------|----------------------------|---------------------------|-----------------------------|----------------------------|---------------------------|---------------------------|---------------------------|----------------------------|-----------------------------|-----------------------------|
| <i>Total Number of Open and Operating Franchised Studios<sup>1</sup></i>            | 245                         | 242                        | 241                        | 245                       | 255                         | 257                        | 262                       | 264                       | 247                       | 225                        | 218                         | 206                         |
| <i>Number of Fully Scheduled Qualified Studios</i>                                  | 101                         | 165                        | 133                        | 158                       | 143                         | 140                        | 171                       | 137                       | 155                       | 127                        | 113                         | 136                         |
| <i>Average Gross Revenue of Fully Scheduled Qualified Studios</i>                   | \$41,368                    | \$38,055                   | \$41,496                   | \$39,025                  | \$39,803                    | \$39,599                   | \$36,387                  | \$38,540                  | \$36,236                  | \$46,653                   | \$41,906                    | \$40,463                    |
| <i>Number of Fully Scheduled Qualified Studios that Met or Exceeded the Average</i> | 45/<br>45%                  | 74/<br>45%                 | 56/<br>42%                 | 72/<br>46%                | 65/<br>45%                  | 60/<br>43%                 | 78/<br>46%                | 60/<br>44%                | 73/<br>47%                | 51/<br>40%                 | 53/<br>47%                  | 63/<br>46%                  |
| <i>Median Gross Revenue of Fully Scheduled Qualified Studios</i>                    | \$38,138                    | \$35,625                   | \$38,592                   | \$34,691                  | \$37,050                    | \$36,207                   | \$33,306                  | \$36,406                  | \$34,633                  | \$42,167                   | \$39,943                    | \$38,134                    |
| <i>Range of Gross Revenue of Fully Scheduled Qualified Studios</i>                  | \$16,023<br>to<br>\$103,800 | \$8,983<br>to<br>\$103,371 | \$11,512<br>to<br>\$99,028 | \$8,975<br>to<br>\$98,493 | \$12,967<br>to<br>\$107,167 | \$13,572<br>to<br>\$97,387 | \$8,769<br>to<br>\$99,542 | \$7,626<br>to<br>\$93,579 | \$6,458<br>to<br>\$89,077 | \$8,664<br>to<br>\$131,224 | \$14,784<br>to<br>\$102,402 | \$10,508<br>to<br>\$109,680 |

1. Does not include Studios that operated at Non-Traditional Sites.

#### **Data Set and Methodology (Part A, Table II)**

The chart above reflects the average, median, and range of Gross Revenue of Fully Scheduled Qualified Studios during each calendar month in the Measurement Period. We calculated the average Gross Revenue for each calendar month by adding the total amount of monthly Gross Revenue generated by the Fully Scheduled Qualified Studios, then dividing that number by the number of Fully Scheduled Qualified Studios for that calendar month.

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**III. The below provides the data relevant to Minimally Scheduled Qualified Studios that, as of the particular calendar month, were open and operating for at least six (6) months:**

|  | Feb-23                    | Mar-23                    | Apr-23                    | May-23                 | Jun-23                  | Jul-23                    | Aug-23                    | Sep-23                 | Oct-23                    | Nov-23                    | Dec-23                    | Jan-24                    |
|--|---------------------------|---------------------------|---------------------------|------------------------|-------------------------|---------------------------|---------------------------|------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| <i>Total Number of Open and Operating Franchised Studios<sup>1</sup></i>                   | 245                       | 242                       | 241                       | 245                    | 255                     | 257                       | 262                       | 264                    | 247                       | 225                       | 218                       | 206                       |
| <i>Number of Minimally Scheduled Qualified Studios</i>                                     | 126                       | 63                        | 95                        | 73                     | 102                     | 108                       | 81                        | 117                    | 83                        | 89                        | 95                        | 61                        |
| <i>Average Gross Revenue of Minimally Scheduled Qualified Studios</i>                      | \$22,636                  | \$20,972                  | \$21,378                  | \$19,974               | \$20,729                | \$20,863                  | \$18,414                  | \$19,612               | \$17,558                  | \$23,733                  | \$23,159                  | \$20,706                  |
| <i>Number of Minimally Scheduled Qualified Studios that Met or Exceeded the Average of</i> | 52/<br>41%                | 30/<br>48%                | 38/<br>40%                | 33/<br>45%             | 45/<br>44%              | 50/<br>46%                | 36/<br>44%                | 54/<br>46%             | 43/<br>52%                | 37/<br>42%                | 42/<br>44%                | 28/<br>46%                |
| <i>Median Gross Revenue of Minimally Scheduled Qualified Studios</i>                       | \$20,783                  | \$20,474                  | \$19,731                  | \$19,343               | \$19,427                | \$19,614                  | \$17,279                  | \$18,879               | \$18,107                  | \$21,576                  | \$21,915                  | \$18,821                  |
| <i>Range of Gross Revenue of Minimally Scheduled Qualified Studios</i>                     | \$4,250<br>to<br>\$62,541 | \$3,678<br>to<br>\$43,897 | \$7,276<br>to<br>\$53,466 | \$90<br>to<br>\$42,279 | \$792<br>to<br>\$60,242 | \$2,833<br>to<br>\$61,085 | \$4,992<br>to<br>\$36,221 | \$27<br>to<br>\$45,354 | \$5,116<br>to<br>\$36,486 | \$1,365<br>to<br>\$61,697 | \$3,282<br>to<br>\$49,961 | \$1,980<br>to<br>\$50,719 |

1. Does not include Studios that operated at Non-Traditional Sites.

#### **Data Set and Methodology (Part A, Table III)**

The chart above reflects the average, median, and range of Gross Revenue of Minimally Scheduled Qualified Studios during each calendar month in the Measurement Period. We calculated the average Gross Revenue for each calendar month by adding the total amount of monthly Gross Revenue generated by the Minimally Scheduled Qualified Studios, then dividing that number by the number of Minimally Scheduled Qualified Studios for that calendar month.

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## **Part B: Member Information for New Studios**

*The chart below provides the data relevant to New Studios as of the particular month after it opened in calendar year 2023:*

|  |   | Month 1   | Month 2   | Month 3    | Month 4   | Month 5   | Month 6   |
|--|---|-----------|-----------|------------|-----------|-----------|-----------|
| <i>Number of New Studios<sup>1</sup></i> |   | 18        | 18        | 18         | 15        | 12        | 12        |
| <i>Gross Revenue</i>                     | Average   | \$6,489   | \$27,222  | \$32,408   | \$33,791  | \$33,531  | \$32,745  |
|  | Number / Percentage of New Studios that met or exceeded the average | 7 / 38.9% | 6 / 33.3% | 7 / 38.9%  | 6 / 40.0% | 6 / 50.0% | 5 / 41.7% |
|  | Median  | \$5,345   | \$23,549  | \$28,443   | \$29,556  | \$31,873  | \$29,279  |
|  | Range (Max)   | \$13,660  | \$57,198  | \$60,484   | \$61,084  | \$55,572  | \$53,547  |
|  | Range (Min)   | \$1,378   | \$6,550   | \$14,788   | \$18,288  | \$16,149  | \$15,409  |
| <i>Active Members</i>                    | Average   | 248       | 295       | 310        | 303       | 306       | 303       |
|  | Number / Percentage of New Studios that met or exceeded the average | 7 / 38.9% | 8 / 44.4% | 8 / 44.4%  | 7 / 46.7% | 5 / 41.7% | 5 / 41.7% |
|  | Median  | 227       | 268       | 290        | 278       | 283       | 276       |
|  | Range (Max)   | 409       | 517       | 585        | 551       | 523       | 522       |
|  | Range (Min)   | 146       | 152       | 200        | 203       | 222       | 218       |
| <i>Leads</i>                             | Average   | 566       | 426       | 372        | 346       | 323       | 312       |
|  | Number / Percentage of New Studios that met or exceeded the average | 7 / 38.9% | 8 / 44.4% | 8 / 44.4%  | 8 / 53.3% | 5 / 41.7% | 6 / 50%   |
|  | Median  | 499       | 364       | 349        | 351       | 316       | 307       |
|  | Range (Max)   | 1,035     | 697       | 631        | 645       | 485       | 401       |
|  | Range (Min)   | 342       | 229       | 183        | 188       | 171       | 222       |
| <i>New Memberships</i>                   | Average   | 87        | 84        | 63         | 46        | 42        | 38        |
|  | Number / Percentage of New Studios that met or exceeded the average | 6 / 33.3% | 7 / 38.9% | 10 / 55.6% | 4 / 26.7% | 6 / 50.0% | 5 / 41.7% |
|  | Median  | 77        | 71        | 67         | 38        | 42        | 34        |
|  | Range (Max)   | 181       | 187       | 122        | 85        | 61        | 62        |
|  | Range (Min)   | 18        | 24        | 26         | 27        | 21        | 16        |

1. Does not include Studios that operated at Non-Traditional Sites.

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### **Additional Definitions (Part B)**

- “Active Members” means Studio members who were party to an effective studio membership agreement with a New Studio at the conclusion of the particular calendar month.
- “Leads” means the total number of prospective Studio members who submitted contact information to New Studios regarding Studio products or services during the particular calendar month.
- “New Memberships” means the total number of new Studio members who signed a studio membership agreement in the particular calendar month. New Memberships are included in the number of Active Members for that particular calendar month.
- A “New Studio” means a Studio that was owned and operated by a franchisee and that opened in calendar year 2023.

### **Data Set and Methodology (Part B)**

The chart above in this Part B reflects the monthly average, median, and range of Gross Revenue, Active Members, Leads, and New Memberships of New Studios during their initial 6-month opening phase. “Month 1” refers to the calendar month in which the Studio launched its soft opening, which refers to when the Studio opened to its members and new prospects. The Gross Revenue data provided in Month 1 only includes the Gross Revenue generated by the New Studio after the soft opening and does not include pre-opening membership sales prior to the New Studio’s soft opening, regardless of when the Studio opened during the particular calendar month. “Month 2” refers to the calendar month after Month 1, and the same sequence repeats itself through “Month 6.”

We calculated the average of each category (Gross Revenue Active Members, Leads, and New Memberships) for each month of the New Studios’ monthly opening phase by adding the total monthly amount of the particular category (Gross Revenue Active Members, Leads, and New Memberships) generated by the New Studios, then dividing that number by the number of New Studios for that month.

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### **Part C: Monthly Membership Attrition Rate**

|  | <b>Monthly Membership Attrition Rate</b> |
|--|--|
| Average  | 9.0%                                     |
| Number / Percentage that met or exceeded the average | 94 / 47.7%                               |
| Median   | 8.9%                                     |
| Maximum  | 14.9%                                    |
| Minimum  | 4.7%                                     |

### **Additional Definitions (Part C)**

“Membership Attrition Rate” means the number of cancelled Studio memberships during a particular calendar month divided by the number of Studio members at the end of the prior respective calendar month.

### **Data Set and Methodology (Part C)**

The chart above reflects the average monthly Membership Attrition Rate during the 2023 calendar year for those Studios that were Qualified Studios as of January 31, 2024. There were 197 Qualified Studios as of January 31, 2024.

We calculated the average monthly Membership Attrition Rate as follows: (a) we calculated the Membership Attrition Rate for each calendar month during 2023 for each such Qualified Studio by calculating the percentage of members that cancelled their memberships in a particular calendar month at each such Qualified Studio; then (b) we calculated an annual Membership Attrition Rate for each such Qualified Studio by determining a weighted average of each such Qualified Studio’s Membership Attrition Rate for the twelve months during the 2023 calendar year by allocating weight to the particular month’s Membership Attrition Rate based on the number of members that such Qualified Studio had during that month (for example, if a Qualified Studio had 200 members at the end of January 2023 and had 300 members at the end of February 2023, the Qualified Studio’s Membership Attrition Rate for February 2023 was weighted 1.5 times greater than the Qualified Studio’s Membership Attrition Rate for January 2023, as a 300 membership base is 1.5 times greater than a 200 membership base); then (c) we calculated a simple average of all such Qualified Studios’ weighted average monthly Membership Attrition Rate to determine the average Monthly Membership Attrition Rate for all 197 Qualified Studios noted above. We also show the range and median of Monthly Membership Attrition Rates for such Qualified Studios.

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## **Part D: Average Revenue Mix**

|   | <b>Memberships</b> | <b>Services</b> | <b>Fees</b> | <b>Products</b> |
|---|--------------------|-----------------|-------------|-----------------|
| Average   | 77%                | 19%             | 0%          | 4%              |
| Number / Percentage of that met or exceeded the average | 130 / 65.9%        | 74 / 37.6%      | 60 / 30.5%  | 81 / 41.1%      |
| Median  | 80%                | 17%             | 0%          | 3%              |
| Maximum   | 92%                | 78%             | 3%          | 18%             |
| Minimum   | 4%                 | 7%              | 0%          | 0%              |

### **Additional Definitions (Part D)**

- “Fees” means Gross Revenue attributed to fees charged by Studios, such as set up fees, cancellation fees, monthly freeze fees, and enhancement fees.
- “Memberships” means Gross Revenue attributed to down payments and recurring dues for Studio memberships and membership add-ons.
- “Products” means Gross Revenue attributed to retail products sold by Studios.
- “Services” means Gross Revenue attributed to services that Studios provide, such as personal training services, drop-in fees, and studio class packages.

### **Data Set and Methodology (Part D)**

The chart above reflects the average Gross Revenue that is attributed to Memberships, Services, Fees, and Products during the 2023 calendar year for those Studios that were Qualified Studios as of January 31, 2024. There were 197 Qualified Studios as of January 31, 2024. Each category (Memberships, Services, Fees, and Products) are exclusive of each other.

We calculated the average of each category (Memberships, Services, Fees, and Products) for each such Qualified Studio by adding the total amount of annual Gross Revenue generated by such Qualified Studio for each category (Memberships, Services, Fees, and Products, then dividing that number by the annual Gross Revenue generated by such Qualified Studio. Then, we calculated a simple average of those calculations for each category (Memberships, Services, Fees, and Products) to provide the average allocation of Memberships, Services, Fees, and Products for the entire set of 197 Qualified Studios.

**Some Studios have earned this amount. Your individual results may differ. There is no assurance that you'll earn as much.**

Written substantiation for these financial performance representations will be made available to the prospective franchisee upon reasonable request.

Other than the preceding financial performance representation, we do not make any financial performance representations. We also do not authorize our employees or representatives to make any such representations either orally or in writing. If you are purchasing an existing Studio, however, we may provide you with the actual records of that outlet. If you receive any other financial performance information or projections of your future income, you should report it to our management by contacting our Brand President, Trevor Lucas at CycleBar Franchising SPV, LLC, 17877 Von Karman Ave., Suite 100, Irvine, CA 92614, or via telephone at (513) 815-8467; the Federal Trade Commission, and the appropriate state regulatory agencies.

**ITEM 20**  
**OUTLETS AND FRANCHISEE INFORMATION**

**TABLE 1**  
**Systemwide Outlet Summary**  
**for years 2021 to 2023 <sup>1,2</sup>**

| <b>Outlet Type</b>      | <b>Year</b> | <b>Outlets at the Start of the Year</b> | <b>Outlets at the End of the Year</b> | <b>Net Change</b> |
|-------------------------|-------------|---|---------------------------------------|-------------------|
| Franchised <sup>2</sup> | 2021        | 208                                     | 234                                   | +26               |
|                         | 2022        | 234                                     | 258                                   | +24               |
|                         | 2023        | 258                                     | 218                                   | -40               |
| Company-Owned           | 2021        | 5                                       | 5                                     | 0                 |
|                         | 2022        | 5                                       | 11                                    | +6                |
|                         | 2023        | 11                                      | 1                                     | -10               |
| Total Outlets           | <b>2021</b> | <b>213</b>                              | <b>239</b>                            | <b>+26</b>        |
|                         | <b>2022</b> | <b>239</b>                              | <b>269</b>                            | <b>+30</b>        |
|                         | <b>2023</b> | <b>269</b>                              | <b>219</b>                            | <b>-50</b>        |

1. The numbers are as of December 31 of each year in each of the tables provided in Item 20.
2. As disclosed in XFI's most recent Form 10K filed March 4, 2024 with the U.S. Securities and Exchange Commission, XFI deems a Studio closed if it has not generated sales for at least nine consecutive months, and thus, the total number of open Studios provided above may not equal the number of open Studios cited in XFI's publicly-filed documents.

**TABLE 2**  
**Transfer of Outlets from Franchisees to New Owners**  
**for years 2021 To 2023**

| <b>State</b> | <b>Year</b> | <b>Number of Transfers</b> |
|--------------|-------------|----------------------------|
| AZ           | 2021        | 1                          |
|              | 2022        | 3                          |
|              | 2023        | 1                          |
| CA           | 2021        | 2                          |
|              | 2022        | 1                          |
|              | 2023        | 0                          |
| CO           | 2021        | 3                          |
|              | 2022        | 3                          |
|              | 2023        | 0                          |
| FL           | 2021        | 4                          |
|              | 2022        | 3                          |
|              | 2023        | 4                          |