

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 January 1, 2024, and ending on December 31, 2024.
- “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. Qualified Studios do not include Studios that operated at Non-Traditional Sites.

General Notes

The data presented in the charts below is historical data related to Qualified Studios that we obtained by polling the information directly from the franchisees’ studio 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. We do not anticipate that the characteristics of the Studios included in this Item 19 will materially differ from Studios operated by new franchisees.

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: Qualified Studios During Measurement Period

As of December 31, 2024, there were a total of 617 Studios in operation in the United States, all of which were owned and operated by third-party franchisees. Of the 617 Studios, 599 were Qualified Studios, and therefore, 18 Studios were excluded below because they did not operate for the entire Measurement Period.

Part A-1: Gross Revenue of Qualified Studios

In this Part A-1, we sorted the 599 Qualified Studios, ranked (highest to lowest) by the amount of Gross Revenue reported by the Qualified Studios for the Measurement Periods, into four (4) quartiles, with the 1st, 3rd, and 4th quartiles each comprising 150 Qualified Studios and the 2nd quartile comprising 149 Qualified Studios.

The chart below provides, for the 599 Qualified Studios, the average, median, and range of Gross Revenue during the Measurement Period for each quartile along with the same information for the complete set of 599 Qualified Studios.

	Number of Qualified Studios	Average	Median	Range (Min)	Range (Max)	Number/ Percentage of Qualified Studios that Met or Exceeded the Average
1st Quartile	150	\$588,040	\$537,512	\$448,901	\$1,408,444	48 / 32%
2nd Quartile	149	\$393,154	\$389,925	\$346,027	\$448,835	67 / 45%
3rd Quartile	150	\$300,491	\$298,900	\$258,269	\$344,889	72 / 48%
4th Quartile	150	\$192,833	\$207,203	\$43,313	\$257,802	89 / 59%
Total	599	\$368,588	\$344,889	\$43,313	\$1,408,444	270 / 45%

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Part A-2: Monthly Active Members of Qualified Studios

In this Part A-2, we sorted the 599 Qualified Studios, ranked (highest to lowest) by the amount of average Monthly Active Members reported by the Qualified Studios for the Measurement Period, into four (4) quartiles, with the 1st, 3rd, and 4th quartiles each comprising 150 Qualified Studios and the 2nd quartile comprising 149 Qualified Studios. “Monthly Active Members” means Studio members who were party to an effective studio membership agreement with a Qualified Studio for a particular calendar month.

We calculated the average Monthly Active Members as follows: (a) we totaled the number of Monthly Active Members for each calendar month during the Measurement Period for each Qualified Studio; then (b) we calculated a simple average of the Monthly Active Members for the entire Measurement Period to determine the average Monthly Active Members during the Measurement Period for each such Qualified Studio; then (c) we calculated a simple average of all such Qualified Studios’ average Monthly Active Members to determine the average Monthly Active Members for all 599 Qualified Studios noted above. We also show the range and median of Monthly Active Members for all 599 Qualified Studios.

	Number of Qualified Studios	Average	Median	Range (Min)	Range (Max)	Number / Percentage of Qualified Studios that Met or Exceeded the Average
1st Quartile	150	298	285	241	475	60 / 40%
2nd Quartile	149	216	216	190	241	75 / 50%
3rd Quartile	150	167	166	146	190	68 / 45%
4th Quartile	150	114	118	34	146	88 / 59%
Total	599	199	190	34	475	271 / 45%

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Part A-3: Monthly New Memberships of Qualified Studios

In this Part A-3, we sorted the 599 Qualified Studios, ranked (highest to lowest) by the amount of Monthly New Memberships reported by the Qualified Studios for the Measurement Period, into four (4) quartiles, with the 1st, 3rd, and 4th quartiles each comprising 150 Qualified Studios and the 2nd quartile comprising 149 Qualified Studios. “Monthly New Memberships” means new Studio members who signed a studio membership agreement with a Qualified Studio for a particular calendar month.

We calculated the average Monthly New Memberships as follows: (a) we totaled the number of Monthly New Memberships for each calendar month during the Measurement Period for each Qualified Studio; then (b) we calculated a simple average of the Monthly New Memberships for the entire Measurement Period to determine the average Monthly New Memberships during the Measurement Period for each Qualified Studio; then (c) we calculated a simple average of all such Qualified Studios’ average Monthly New Memberships to determine the average Monthly New Memberships for all 599 Qualified Studios noted above. We also show the range and median of Monthly New Memberships for all 599 Qualified Studios.

	Number Qualified Studios	Average	Median	Range (Min)	Range (Max)	Number/ Percentage of Qualified Studios that Met or Exceeded the Average
1st Quartile	150	29	27	22	54	58 / 39%
2nd Quartile	149	19	19	16	22	69 / 46%
3rd Quartile	150	14	14	12	16	75 / 50%
4th Quartile	150	9	9	2	12	83 / 55%
Total	599	18	16	2	54	261 / 44%

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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 conducted its Soft Opening in calendar year 2024:

		Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12
<i>Number of New Studios¹</i>		17	15	15	14	12	9	7	5	2	1	0	0
<i>Gross Revenue</i>	Average	\$11,400	\$34,964	\$38,202	\$40,224	\$40,485	\$41,819	\$37,918	\$35,177	\$33,053	\$24,538	N/A	N/A
	Number / Percentage of New Studios that met or exceeded the average	7 / 41%	9 / 60%	8 / 53%	7 / 50%	6 / 50%	4 / 44%	3 / 43%	3 / 60%	1 / 50%	N/A	N/A	N/A
	Median	\$10,535	\$37,197	\$39,419	\$40,143	\$40,316	\$40,013	\$37,105	\$36,394	\$33,053	\$24,538	N/A	N/A
	Range (Max)	\$24,731	\$56,472	\$64,244	\$68,771	\$67,681	\$59,945	\$54,109	\$43,914	\$37,257	\$24,538	N/A	N/A
	Range (Min)	\$1,687	\$8,705	\$18,926	\$20,558	\$18,419	\$25,068	\$24,662	\$27,758	\$28,849	\$24,538	N/A	N/A
<i>Active Members</i>	Average	222	251	256	261	264	285	254	239	229	186	N/A	N/A
	Number / Percentage of New Studios that met or exceeded the average	6 / 35%	6 / 40%	6 / 40%	8 / 57%	5 / 42%	4 / 44%	3 / 43%	2 / 40%	1 / 50%	N/A	N/A	N/A
	Median	214	236	253	265	253	272	225	211	229	186	N/A	N/A
	Range (Max)	341	384	417	426	451	433	344	326	267	186	N/A	N/A
	Range (Min)	108	143	151	156	154	185	191	187	191	186	N/A	N/A
<i>New Memberships</i>	Average	49	46	28	23	23	24	21	20	25	10	N/A	N/A
	Number / Percentage of New Studios that met or exceeded the average	9 / 53%	5 / 33%	8 / 53%	8 / 57%	5 / 42%	4 / 44%	2 / 29%	2 / 40%	1 / 50%	N/A	N/A	N/A
	Median	51	39	30	24	21	17	16	17	25	10	N/A	N/A
	Range (Max)	97	94	61	42	45	42	48	32	28	10	N/A	N/A

		Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12
	Range (Min)	15	22	9	6	7	10	11	14	21	10	N/A	N/A

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

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.
- “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 conducted its Soft Opening in calendar year 2024.
- “Soft Opening” means a Studio opened its doors to the general public for participation in regular classes in the physical premises of the Studio.

Data Set and Methodology (Part B)

The chart in this Part B reflects the monthly average, median, and range of Gross Revenue, Active Members, and New Memberships of New Studios during the 12 months after the Studio’s Soft Opening. “Month 1” refers to the calendar month in which the Studio launched its Soft Opening. The Gross Revenue data provided in Month 1 only includes the Gross Revenue generated by the New Studio after its Soft Opening during that calendar month and does not include pre-opening membership sales prior to the New Studio’s Soft Opening during that calendar month. The New Studio’s Soft Opening Month 1 is the calendar month containing its specific Soft Opening date. “Month 2” refers to the calendar month after Month 1, and the same sequence repeats itself through “Month 12.” No New Studios ceased operations during the first 12 months of operation after their Soft Opening.

We calculated the average of each category (Gross Revenue Active Members, 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, 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: Average Revenue Mix

	Memberships	Services	Fees	Products
Average	80%	10%	0%	9%
Number / Percentage of that met or exceeded the average	352 / 59%	226 / 38%	221 / 37%	249 / 41%
Median	81%	9%	0%	8%
Maximum	91%	39%	3%	48%
Minimum	46%	3%	0%	0%

Additional Definitions (Part C)

- “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 C)

The chart above reflects the average Gross Revenue that is attributed to Memberships, Services, Fees, and Products during the Measurement Period for the 599 Qualified Studios. 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 599 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, Katelyn DiGiorgio, c/o PB Franchising SPV, LLC, 17877 Von Karman Ave., Suite 100, Irvine, California 92614, and at (949) 346-3000, the Federal Trade Commission, and the appropriate state regulatory agencies.

ITEM 20
OUTLETS AND FRANCHISEE INFORMATION

TABLE 1
Systemwide Outlet Summary
for years 2022 to 2024^{1,2}

Outlet Type	Year	Outlets at the Start of the Year	Outlets at the End of the Year	Net Change
Franchised	2022	598	611	+13
	2023	611	615	+4
	2024	615	617	+2
Company Owned	2022	3	10	+7
	2023	10	0	-10
	2024	0	0	0
Total Outlets	2022	601	621	+20
	2023	621	615	-6
	2024	615	617	+2

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 10-K filed March 14, 2025, with the U.S. Securities and Exchange Commission, XFI deems a Studio no longer operating if (a) the company has reason to believe, after reasonable inquiry, that the Studio is permanently closed with no plans for re-opening or relocation, or (b) it has no sales for nine consecutive months or more, whichever comes first. 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
(Other Than Franchisor)
for years 2022 to 2024

State	Year	Number of Transfer
Alabama	2022	2
	2023	2
	2024	2
Arkansas	2022	0
	2023	2
	2024	0
Arizona	2022	3
	2023	1
	2024	0
California	2022	3
	2023	3