### **EXECUTION VERSION**

Published CUSIP Number:	

\$125,000,000

### **CREDIT AGREEMENT**

dated as of April 6, 2023,

by and among

XPEL, INC., as Borrower,

the Lenders referred to herein, as Lenders,

and

# WELLS FARGO BANK, NATIONAL ASSOCIATION, as Administrative Agent

and Issuing Lender

## WELLS FARGO SECURITIES, LLC, as Sole Lead Arranger and Sole Bookrunner

### ARTICLE I DEFINITIONS 1 SECTION 1.1 Definitions 1 SECTION 1.2 Other Definitions and Provisions 34 SECTION 1.3 Accounting Terms 34 SECTION 1.4 UCC Terms 35 SECTION 1.5 Rounding 35 SECTION 1.6 References to Agreement and Laws 35 SECTION 1.7 Times of Day 35 SECTION 1.8 Guarantees/Earn-Outs 35 SECTION 1.9 Covenant Compliance Generally 35 SECTION 1.10 Reserved 35 SECTION 1.11 Rates 35 SECTION 1.12 Divisions 36 ARTICLE II THE CREDIT FACILITY 36 SECTION 2.1 The Loans 36 SECTION 2.2 Reserved 36 SECTION 2.3 Procedure for Advances of Loans 36 SECTION 2.4 Repayment and Prepayment of Loans 37 SECTION 2.5 Permanent Reduction of the Commitment 38 SECTION 2.6 Termination of Credit Facility 38 ARTICLE III LETTER OF CREDIT FACILITY 39 SECTION 3.1 L/C Facility 39 SECTION 3.2 Procedure for Issuance and Disbursement of Letters of Credit 40 SECTION 3.3 Commissions and Other Charges 40 SECTION 3.4 L/C Participations 41 SECTION 3.5 Reimbursement 42 SECTION 3.6 Obligations Absolute 42 SECTION 3.7 Effect of Letter of Credit Documents 44 SECTION 3.8 Resignation of Issuing Lenders 44 SECTION 3.9 Reporting of Letter of Credit Information and L/C Commitment 45 SECTION 3.10 Letters of Credit Issued for Subsidiaries 45 SECTION 3.11 Letter of Credit Amounts 45 ARTICLE IV RESERVED 45 ARTICLE V GENERAL LOAN PROVISIONS 45 SECTION 5.1 Interest 45

SECTION 5.	Notice and Manner of Conversion or Continuation of Loans 47
SECTION 5.	3 Fees 47
SECTION 5.	4 Manner of Payment 48
SECTION 5.	5 Evidence of Indebtedness 48
SECTION 5.	Sharing of Payments by Lenders 48
SECTION 5.	7 Administrative Agent's Clawback 49
SECTION 5.	8 Changed Circumstances 50
SECTION 5.	9 Indemnity 52
SECTION 5.	10 Increased Costs 52
SECTION 5.	11 Taxes 54
SECTION 5.	12 Mitigation Obligations; Replacement of Lenders 57
SECTION 5.	13 Incremental Increases 58
SECTION 5.	14 Cash Collateral 60
SECTION 5.	15 Defaulting Lenders 61
ARTICLE VI COND	ITIONS OF CLOSING AND BORROWING 63
SECTION 6.	1 Conditions to Closing and Initial Extensions of Credit 63
SECTION 6.	2 Conditions to All Extensions of Credit 66
ARTICLE VII REPR	ESENTATIONS AND WARRANTIES OF THE CREDIT PARTIES 67
SECTION 7.	l Organization; Power; Qualification 67
SECTION 7.	2 Ownership 68
SECTION 7.	3 Authorization; Enforceability 68
SECTION 7.	4 Compliance of Agreement, Loan Documents and Borrowing with Laws, Etc. 68
SECTION 7.	5 Compliance with Law; Governmental Approvals 68
SECTION 7.	6 Tax Returns and Payments 69
SECTION 7.	7 Intellectual Property Matters 69
SECTION 7.	8 Environmental Matters 69
SECTION 7.	9 Employee Benefit Matters 70
SECTION 7.	10 Margin Stock 71
SECTION 7.	11 Government Regulation 71
SECTION 7.	12 Material Contracts 71
SECTION 7.	13 Employee Relations 72
SECTION 7.	14 Financial Statements 72
SECTION 7.	15 No Material Adverse Change 72
SECTION 7.	16 Solvency 72
SECTION 7.	17 Title to Properties 72

	SECTION 7.18	Litigation 72
	SECTION 7.19	Anti-Corruption Laws; Anti-Money Laundering Laws and Sanctions 72
	SECTION 7.20	Absence of Defaults 73
	SECTION 7.22	Disclosure 73
ARTICI	LE VIII AFFIRM	MATIVE COVENANTS 74
	SECTION 8.1	Financial Statements 74
	SECTION 8.2	Certificates; Other Reports 74
	SECTION 8.3	Notice of Litigation and Other Matters 76
	SECTION 8.4	Preservation of Corporate Existence and Related Matters 77
	SECTION 8.5	Maintenance of Property and Licenses 77
	SECTION 8.6	Insurance 77
	SECTION 8.7	Accounting Methods and Financial Records 78
	SECTION 8.8	Payment of Taxes and Other Obligations 78
	SECTION 8.9	Compliance with Laws and Approvals 78
	SECTION 8.10	Environmental Laws 78
	SECTION 8.11	Compliance with ERISA 78
	SECTION 8.12	Compliance with Material Contracts 78
	SECTION 8.13	Visits and Inspections 78
	SECTION 8.14	Additional Guarantors and Collateral 79
	SECTION 8.15	Reserved 80
	SECTION 8.16	Use of Proceeds 80
	SECTION 8.17	Reserved 80
	SECTION 8.18	Compliance with Anti-Corruption Laws; Beneficial Ownership Regulation, Anti-Money Laundering Laws and Sanctions 80
	SECTION 8.19	Further Assurances 81
ARTICI	LE IX NEGATIV	VE COVENANTS 81
	SECTION 9.1	Indebtedness 81
	SECTION 9.2	Liens 83
	SECTION 9.3	Investments 85
	SECTION 9.4	Fundamental Changes 86
	SECTION 9.5	Asset Dispositions 87
	SECTION 9.6	Restricted Payments 88
	SECTION 9.7	Transactions with Affiliates 89
	SECTION 9.8	Accounting Changes; Organizational Documents 89
	SECTION 9.9	Payments and Modifications of Junior Indebtedness 89

SECTION 9.10	No Further Negative Pledges; Restrictive Agreements 90
SECTION 9.11	Nature of Business 91
SECTION 9.13	Sale Leasebacks 91
SECTION 9.14	Reserved 91
SECTION 9.15	Financial Covenants 91
SECTION 9.16	Disposal of Subsidiary Interests 92
ARTICLE X DEFAULT	AND REMEDIES 92
SECTION 10.1	Events of Default 92
SECTION 10.2	Remedies 94
SECTION 10.3	Rights and Remedies Cumulative; Non-Waiver; Etc 95
SECTION 10.4	Crediting of Payments and Proceeds 95
SECTION 10.5	Administrative Agent May File Proofs of Claim 96
SECTION 10.6	Credit Bidding 97
ARTICLE XI THE ADM	MINISTRATIVE AGENT 97
SECTION 11.1	Appointment and Authority 97
SECTION 11.2	Rights as a Lender 98
SECTION 11.3	Exculpatory Provisions 98
SECTION 11.4	Reliance by the Administrative Agent 99
SECTION 11.5	Delegation of Duties 100
SECTION 11.6	Resignation of Administrative Agent 100
SECTION 11.7	Non-Reliance on Administrative Agent and Other Lenders 101
SECTION 11.8	No Other Duties, Etc. 102
SECTION 11.9	Collateral and Guaranty Matters 102
SECTION 11.10	Secured Hedge Obligations and Secured Cash Management Obligations 103
SECTION 11.11	Certain ERISA Matters 103
SECTION 11.12	Erroneous Payments 104
ARTICLE XII MISCELI	LANEOUS 106
SECTION 12.1	Notices 106
SECTION 12.2	Amendments, Waivers and Consents 108
SECTION 12.3	Expenses; Indemnity 110
SECTION 12.4	Right of Setoff 112
SECTION 12.5	Governing Law; Jurisdiction, Etc 112
SECTION 12.6	Waiver of Jury Trial 113
SECTION 12.7	Reversal of Payments 113

SECTION 12.8 Injunctive Relief 114

# TABLE OF CONTENTS (continued)

Page

SECTION 12.9	Successors and Assigns; Participations 114
SECTION 12.10	Treatment of Certain Information; Confidentiality 117
SECTION 12.11	Performance of Duties 118
SECTION 12.12	All Powers Coupled with Interest 118
SECTION 12.13	Survival 119
SECTION 12.14	Titles and Captions 119
SECTION 12.15	Severability of Provisions 119
SECTION 12.16	Counterparts; Integration; Effectiveness; Electronic Execution 119
SECTION 12.17	Term of Agreement 120
SECTION 12.18	USA PATRIOT Act; Anti-Money Laundering Laws 120
SECTION 12.19	Independent Effect of Covenants 120
SECTION 12.20	No Advisory or Fiduciary Responsibility 120
SECTION 12.22	Inconsistencies with Other Documents 121
SECTION 12.23	Acknowledgement and Consent to Bail-In of Affected Financial Institutions 121
SECTION 12.24	Acknowledgement Regarding Any Supported QFCs. 122