

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**XpresSpa Group, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
  - 2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
  - 4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
  - 5) Total fee paid:  
\_\_\_\_\_
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:
  - 1) Amount previously paid:  
\_\_\_\_\_
  - 2) Form, Schedule or Registration Statement No:  
\_\_\_\_\_
  - 3) Filing party:  
\_\_\_\_\_
  - 4) Date Filed:  
\_\_\_\_\_

# Your **Vote** Counts!

**XPRESSPA GROUP, INC.**

2021 Annual Meeting  
Vote by September 29, 2021  
11:59 PM ET

XPRESSPA GROUP, INC.  
254 WEST 31ST STREET  
11TH FLOOR  
NEW YORK, NY 10001



D59265-P60504

## You invested in XPRESSPA GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on September 30, 2021.**

## Get informed before you vote

View the Notice and Proxy Statement and 2020 Annual Report online OR you can receive a free paper or email copy of the material(s) by request prior to September 16, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

September 30, 2021  
11:00 AM Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/XSPA2021](http://www.virtualshareholdermeeting.com/XSPA2021)

\*Please check the meeting materials for any special requirements for meeting attendance. You will need to have the control number above to vote these shares at the meeting.

## THIS IS NOT A VOTABLE BALLOT

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

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b> 01) Douglas Satzman      04) Donald E. Stout 02) Bruce T. Bernstein    05) Michael Lebowitz 03) Robert Weinstein	✔ For
2. To ratify the selection of Friedman LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021.	✔ For
3. To approve a proposed amendment to the XpresSpa Group, Inc. Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock by 100,000,000, from 150,000,000 to 250,000,000.	✔ For
4. To approve, by an advisory vote, the compensation of XpresSpa Group, Inc.'s named executive officers, as disclosed in the proxy statement.	✔ For
5. To approve an adjournment of XpresSpa Group, Inc.'s annual meeting of stockholders, if necessary, to solicit additional proxies if there are not sufficient votes in favor of proposals 2 through 4.	✔ For
<b>NOTE:</b> The proxies are authorized to vote on all such matters as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".