

**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**

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 Pursuant to § 240.14a-12

XPEL, INC.

(Name of Registrant as Specified in its Charter)

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:

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:

XPEL, INC
c/o Continental Proxy Services
1 State Street, New York NY 10004

**You May Vote Your Proxy When You View The
Material On The Internet. You Will Be Asked
To Follow The Prompts To Vote Your Shares.**

XPEL, INC.
618 W. Sunset Road,
San Antonio, TX 78216

**NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS
to be held on
May 28, 2020**

*Shareholders are cordially invited to attend the Virtual Annual Meeting and to vote by Mail, on the Internet or any Mobile device.

Dear Shareholder,

The 2020 Annual Meeting of Shareholders of XPEL, Inc. will be conducted virtually over the Internet. You will be able to attend the annual meeting, vote your shares electronically and submit your questions during the live webcast of the meeting being held on Thursday, May 28, 2020, at 9:00 AM (CDT) by visiting <http://www.cstproxy.com/XPEL/2020>.

Proposals to be considered at the Annual Meeting:

- (1) To consider and act upon a proposal to elect to the Company's Board of Directors the following five (5) persons nominated by the Board of Directors:
 - Ryan L. Pape
 - Mark E. Adams
 - John A. Constantine
 - Richard K. Crumly
 - Michael A. Klonne
- (2) To consider and act upon a proposal to ratify the appointment of Baker Tilly Virchow Krause, LLP as XPEL's independent registered public accounting firm for the year ended December 31, 2020; and
- (3) To consider and act upon a proposal to approve the XPEL, Inc. 2020 Equity Incentive Plan.

The Board of Directors recommends a vote "FOR" all nominees under Proposal 1, and "FOR" Proposals 2 and 3.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



Vote at the Meeting:

If you plan to attend the virtual online annual meeting, you will need your 12 digit control number to vote electronically at the annual meeting.

**To view the Proxy Materials and attend the
annual meeting, please go to:**
<http://www.cstproxy.com/XPEL/2020>



Vote Your Proxy on the Internet:

Go to <http://www.cstproxyvote.com>
Have your notice available when you access the above website. Follow the prompts to vote your shares.

Vote By Mail:

You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

CONTROL NUMBER

XPEL, INC.
618 W. Sunset Road, San Antonio, TX 78216

**Important Notice Regarding the Availability of Proxy Materials
For the 2020 Annual Meeting of Shareholders to be Held On May 28, 2020**

The following Proxy Materials are available to you to review at: <http://www.cstproxy.com/XPEL/2020>

- the Company's Annual Report on Form 10-K for the year ended December 31, 2019
- the Company's 2020 Proxy Statement and Notice of Annual Meeting.
- the Proxy Card.
- any amendments to the foregoing materials that are required to be furnished to shareholders.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed or e-mailed to you. Please make your request for a copy as instructed below on or before May 14, 2020 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.

You must reference your Control number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-266-6791,

or

By logging on to <http://www.cstproxy.com/XPEL/2020>

or

By email at: proxy@continentalstock.com

Please include the company name and your control number in the subject line.

*** Exercise Your *Right to Vote* ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 28, 2020

XPEL INC

**BROKER
LOGO
HERE**

Return Address Line 1
Return Address Line 2
Return Address Line 3
51 MERCEDES HWY
EDGEMOOD NY 11717

Investor Address Line 1
Investor Address Line 2
Investor Address Line 3
Investor Address Line 4
Investor Address Line 5
John Sample
1234 ANYWHERE STREET
ANY CITY, ON A1A 1A1

1 OF 2
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Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 06, 2020
Date: May 28, 2020 Time: 9:00 AM CDT
Location: The company will be hosting the meeting via Internet
To attend via the internet, please visit
<http://www.cstproxy.com/XPEL/2020>

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You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Broadridge Internal Use Only
Job #
Envelope #
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of # Sequence

— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Form 10-K 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow → (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 07, 2020 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Internal Use
Only

Voting items

The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

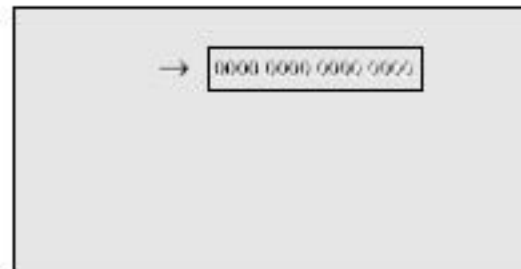
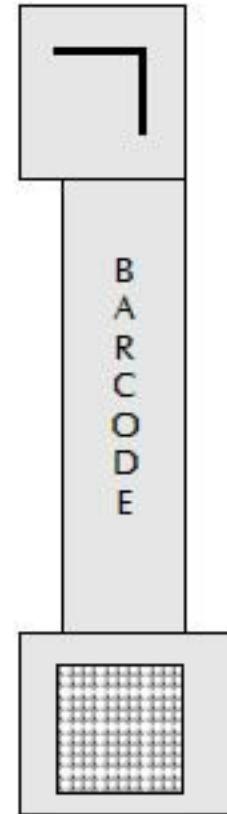
Nominees

01 Ryan L. Pape 02 Mark E. Adams 03 John A. Constantine 04 Richard K. Crumly 06 Michael A. Klonne

The Board of Directors recommends you vote FOR the following proposal(s):

- 2. To ratify the appointment of Baker Tilly Virchow Krause, LLP as XPEL's independent registered public accounting firm for the year ended December 31, 2020.
- 3. To approve the XPEL, Inc. 2020 Equity Incentive Plan.
- 4. To transact any other business that has been properly brought before the meeting in accordance with the provisions of the Company's Amended and Restated Bylaws.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.



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Reserved for Broadridge Internal Control Information

Voting Instructions

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO
BANKS AND BROKERS
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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