

WW International, Inc.

FEIN: 11-6040273

Treasury Regulation Section 1.1273-2(f)(9) Disclosure

Issuer's Determination and Communication of "Traded on an Established Market" Status and Issue Price of Newly Issued Debt

WW International, Inc. (the "**Company**") is providing this disclosure pursuant to the requirements of Treasury Regulation section 1.1273-2(f)(9) (the "**Issue Price Disclosure Regulation**"). The Issue Price Disclosure Regulation, issued by the Department of the Treasury on September 12, 2012, and effective for transactions occurring on or after November 13, 2012, requires the issuer of a debt instrument to disclose its issue price within 90 days of the issue date if the issuer determines that either the debt instrument itself, or the property for which the debt instrument is issued (including another debt instrument), is "**traded on an established market**" as defined in Treasury Regulation section 1.1273-2(f)(1).

This disclosure is intended to fulfill the Company's notification obligation under the Issue Price Disclosure Regulation and does not constitute tax advice and does not purport to take into account any debt holder's specific circumstances. Holders of the debt instruments described herein are urged to consult their own tax advisors regarding the U.S. tax consequences of the transaction described herein.

All references herein to "**section**" are to the Internal Revenue Code of 1986, as amended, and all references to "**Treas. Reg. section**" are to the regulations issued thereunder.

On or about June 24, 2025 (the "**Exchange Date**"), the Company consummated the following transactions with holders of certain of its debt (collectively, the "**Exchanges**"):

- Holders of approximately \$945,000,000 aggregate principal amount of the Company's "**Existing Term Loans**" due April 13, 2028 (CUSIP – 92941PAC7) exchanged the Existing Term Loans for an aggregate principal amount of approximately \$271,291,530 of "**New Debt**" (CUSIP – 92941PAE3) due June 24, 2030, and approximately 5,309,146 shares of no-par value common stock of WW International Inc. ("**New Equity**") (CUSIP – 98262P200).
- Holders of approximately \$171,340,603 aggregate principal amount of the Company's "**Existing Revolving Credit Facility**" due April 13, 2026 (CUSIP – 92941PAB9) exchanged the Existing Revolving Credit Facility for an aggregate principal amount of approximately \$49,997,945 of New Debt and approximately 978,454 shares of New Equity.
- Holders of approximately \$500,000,000 aggregate principal amount of the Company's "**Existing Senior Secured Notes**" due April 15, 2029 (CUSIPs – 98262PAA9 / U85332AA9)

exchanged the Existing Senior Secured Notes for an aggregate principal amount of approximately \$143,710,526 of New Debt and approximately 2,812,400 shares of New Equity.

The Company determined that the New Debt issued and New Equity delivered in the Exchanges were an investment unit within the meaning of section 1273(c)(2). Further, the Company determined, and the rest of this discussion assumes, that the Exchanges resulted in a significant modification of the Existing Term Loans, Existing Revolving Credit Facility, and Existing Senior Secured Notes under Treas. Reg. section 1.1001-3, resulting in the New Debt being treated as newly issued debt on the Exchange Date. Because the New Debt was issued for property, the Issue Price Disclosure Regulation applies if the issue price of the New Debt is determined under Treas. Reg. section 1.1273-2(b) or Treas. Reg. section 1.1273-2(c).

The Company determined that each of the New Debt and the New Equity (and, as a result, the relevant investment unit, was traded on an established market within the meaning of Treas. Reg. section 1.1273-2(f)(1) during the 31-day period ending 15 days after the Exchange Date. Accordingly, in accordance with Treas. Reg. section 1.1273-2(b), the issue price of the investment unit is equal to its fair market value as of the Exchange Date.

The Company determined that the fair market value as of the Exchange Date of the New Debt was 91.0111% expressed as a percentage of principal (i.e., \$910.11 per \$1,000 principal of New Debt).

This issue price determination is binding on all holders of the New Debt unless a holder explicitly discloses on the holder's timely filed U.S. federal income tax return for the taxable year that includes its acquisition date of the New Debt, as applicable, in accordance with the requirements of the Issue Price Disclosure Regulation, that its determination regarding issue price is different from the Company's determination.