



**COMPENSATION AND BENEFITS COMMITTEE  
OF THE BOARD OF DIRECTORS**

**CHARTER**

**As Amended September 27, 2024**

**I. PURPOSE**

The Compensation and Benefits Committee (the “Committee”) of the Board of Directors of WW International, Inc. (the “Corporation”) shall:

- Discharge the responsibilities of the Board of Directors to the shareholders with respect to the Corporation’s compensation programs and the compensation of the Corporation’s executives; and
- Produce an annual report on executive compensation for inclusion in the Corporation’s annual proxy statement, in accordance with applicable rules and regulations of the Nasdaq Stock Market (“Nasdaq”), United States Securities and Exchange Commission (the “SEC”) and other regulatory bodies.

**II. STRUCTURE AND PROCESSES**

A. Membership Requirements

The Committee shall be comprised of two or more non-employee members of the Board of Directors, and, unless otherwise permitted by the Nasdaq Listing Rules, each member shall be determined by the Board of Directors to meet the criteria for independence set forth in the applicable Nasdaq Listing Rules.

B. Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve for one year or until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

C. Chairperson

Unless a Chairperson is selected by the full Board of Directors, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

#### D. Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee or as otherwise permitted by the terms of any compensation or benefit plan, program, policy, agreement or arrangement approved by the Committee or the Board of Directors.

### **III. MEETINGS**

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the Chief Executive Officer (“CEO”), the Corporation’s principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and in all cases such officers shall not be present at voting or deliberations when their performance and compensation are being discussed and determined. Meetings of the Committee may be held telephonically. Action by the Committee may be taken by written consent.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

### **IV. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Committee shall be as set forth below. The below should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems necessary or appropriate to carry out its duties and shall have the authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. To the extent required by Nasdaq rules, the Committee shall take into consideration the factors set forth in the Nasdaq rules regarding the independence of any adviser it selects or receives information from. The Committee shall undertake an independence assessment prior to

selecting any compensation consultant, legal counsel or other advisers that will provide advice to the Committee as may be required by Nasdaq from time to time. It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Corporation or its subsidiaries by any of the Corporation's compensation consultants.

#### Setting Compensation for Executive Officers and Directors

1. Establish and review the overall compensation philosophy of the Corporation.
2. Review and approve, or recommend to the Board of Directors, corporate goals and objectives relevant to the CEO and other executive officers' compensation, including annual performance objectives.
3. Evaluate the performance of the CEO and other executive officers in light of approved goals and objectives and, based on such evaluation, either review and approve, or recommend to the Board of Directors, the annual salary, bonus, equity-based incentive compensation and other benefits, direct and indirect, of the CEO and other executive officers.
4. Approve or recommend to the full Board of Directors any employment relationship or transaction involving an executive officer and any related compensation.
5. In connection with executive compensation programs:
  - (i) Review and recommend to the full Board of Directors, or approve, new executive compensation programs;
  - (ii) Review on a periodic basis the operations of the Corporation's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
  - (iii) Establish and periodically review policies for the administration of executive compensation programs; and
  - (iv) Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive or corporate performance.
6. Establish and periodically review policies in the area of senior management perquisites.
7. Consider policies and procedures pertaining to expense accounts of senior executives.
8. Discuss the results of the shareholder advisory vote on "say-on-pay," if any, with regard to the named executive officers.

9. Review and recommend to the full Board of Directors compensation of directors and any related policies.
10. Review and make recommendations to the full Board of Directors, or approve, any contracts or other transactions with current or former executive officers of the Corporation, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Corporation.
11. Consider, on at least an annual basis, whether risks arising from the Corporation's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Corporation.

#### Monitoring Incentive and Equity-Based Compensation Plans

12. Review and make recommendations to the Board of Directors with respect to the Corporation's incentive-compensation plans and equity-based plans in which the Corporation's executive officers participate, and oversee the activities of the individuals responsible for administering those plans.
13. Review and make recommendations to the full Board of Directors, or approve, all equity compensation plans of the Corporation that are not otherwise subject to the approval of the Corporation's shareholders.
14. Review and make recommendations to the full Board of Directors, or approve, all awards of shares or share options pursuant to the Corporation's equity-based plans.
15. Monitor compliance by executives with the rules and guidelines of the Corporation's equity-based plans.
16. Review, monitor and make recommendations to the Board of Directors with respect to, or approve, employee pension, profit sharing and benefit plans.
17. Select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Committee. In that connection, in the event the Committee retains a compensation consultant, the Committee shall have the authority to approve such consultant's fees and other retention terms.
18. Interpret and enforce, in accordance with its business judgment and pursuant to any applicable law, plans, policies or agreements, any incentive compensation clawback policies of the Corporation.

#### Reports

19. Prepare an annual report on executive compensation for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K, in accordance with applicable rules and regulations of Nasdaq, the SEC and other applicable regulatory bodies.

20. Oversee the preparation of a “Compensation Discussion and Analysis” (the “CD&A”) for inclusion in the Corporation’s annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and, based on that review and discussion, determine whether or not to recommend to the Board of Directors that the CD&A be included in the Corporation’s annual proxy statement or annual report on Form 10-K, as applicable. In addition and as appropriate, review and discuss with management any further disclosures related to executive compensation and certain human capital management disclosures not contained in the Compensation Discussion and Analysis, but provided elsewhere in the Corporation’s proxy statement or Annual Report on Form 10-K, as applicable.
21. Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee’s discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
22. Maintain minutes or other records of meetings and activities of the Committee.

## **V. EVALUATION**

It is expected that the Committee shall periodically review and evaluate the performance of the Committee and its members, including the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.