



## **Amended and Restated Code of Business Conduct and Ethics**

### **I. Purpose**

This Code of Business Conduct and Ethics (this “Code”) provides a general statement of the expectations of WW International, Inc. and its subsidiaries (collectively, the “Company”) regarding the ethical standards that each director, officer and employee should adhere to while acting on behalf of the Company. Each director, officer and employee is expected to read and become familiar with the ethical standards described in this Code. Violations of this Code may give rise to disciplinary actions. The Company may require each individual, from time to time, to affirm his or her agreement to comply with these standards by signing the Compliance Certificate that appears at the end of this Code. From time to time the Company may provide additional guidance in greater detail in a manner consistent with what is described in this Code.

### **II. Administration**

The Company’s Board of Directors is responsible for setting the standards of business conduct contained in this Code and for updating these standards as it deems appropriate to reflect changes in the applicable legal and regulatory framework, the business practices within the Company’s industry, the Company’s own business practices, and the prevailing ethical standards of the communities in which the Company operates. While the Company’s Audit Committee will oversee the procedures designed to implement this Code to ensure that they are operating effectively, it is the individual responsibility of each director, officer and employee of the Company to comply with this Code.

### **III. Compliance with Laws, Rules and Regulations**

The Company will comply with all laws and governmental rules and regulations that are applicable to the Company’s activities throughout the world, and expects that all directors, officers and employees acting on behalf of the Company will obey all applicable laws and governmental rules and regulations. Specifically, the Company is committed to:

- maintaining a safe and healthy work environment;
- maintaining accurate records (including with respect to the meetings business);
- promoting a workplace that is free from discrimination or harassment based on race, color, religion, sex, gender identity, gender expression,

sexual orientation, creed, national origin, age, disability, citizenship status, marital status, veteran status or other factors that are unrelated to the Company's business interests;

- supporting fair competition and complying with laws prohibiting restraints of trade and other unfair trade practices;
- conducting its activities in full compliance with all applicable environmental laws;
- keeping the political activities of the Company's directors, officers and employees separate from the Company's business;
- prohibiting any illegal payments to any government officials or political party representatives of any country; and
- complying with all applicable securities laws.

The Company has also adopted, and from time to time may amend, an Amended and Restated Securities Trading Policy (the "Securities Trading Policy") and a Global Anti-Corruption Policy. See Section V herein for additional information on the Securities Trading Policy. The Global Anti-Corruption Policy, among other things, prohibits all employees from providing or accepting any bribes or other payments to or from any government officials (as well as private parties) which are intended to give the Company an improper advantage in the marketplace. The Global Anti-Corruption Policy also sets forth various internal accounting and approval mechanisms to document sufficiently and accurately the Company's expenses incurred in dealing with these individuals.

#### **IV. Conflicts of Interest; Corporate Opportunities**

Directors, officers and employees shall not, during the term of their service to the Company, be involved in any activity that creates a conflict of interest between their personal interests and the Company's interests. As a guide for implementing this policy, no director, officer or employee shall:

- be a consultant to, or a director, officer or employee of, or otherwise operate any other business or activity (collectively, as described in this clause below, a "Conflicting Business"):

that markets products or services which compete with a significant product or service of the Company, unless (1) specific written approval has been granted by the Board of Directors or a Committee of the Board for directors and executive officers, or by the General Counsel for all other employees or (2) the product or service of the business or activity is subject to a license (or similar arrangement) granted by the Company if at the time of the grant

the director, officer or employee had disclosed to the Company his or her relationship to the business or activity;

that supplies products or services to the Company, unless  
(1) specific written approval has been granted by the Board of Directors or a Committee of the Board for directors and executive officers, or by the General Counsel for all other employees or  
(2) as to directors, the aggregate consideration for the products or services is not reasonably likely to require disclosure in the Company's public reports under applicable securities laws; or

that purchases products or services from the Company (other than individual purchases of products or services for personal weight loss), unless (1) specific written approval has been granted by the Board of Directors or a Committee of the Board for directors and executive officers, or by the General Counsel for all other employees or (2) as to directors, the aggregate consideration for the products or services is not reasonably likely to require disclosure in the Company's public reports under applicable securities laws;

- have any Significant Interest, including stock ownership, in any Conflicting Business unless specific written approval has been granted by the Board of Directors or a Committee of the Board for directors and executive officers, or by the General Counsel for all other employees. For purposes of this Code, a "Significant Interest" includes ownership or control (including ownership or control by affiliates or family members) of more than 5% of the outstanding securities, capital or voting interests of a corporation, partnership, or other entity, or as may otherwise be determined by the Board of Directors. In determining whether an interest is a Significant Interest, the Board of Directors, or a Committee of the Board, may take into consideration whether the interest in the Conflicting Business is of a passive, investment nature, or of an active controlling nature;
- seek or accept any personal loan or services from any Conflicting Business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- be a consultant to, or a director, officer or employee of, or otherwise operate any other business if the demands of the other business would materially interfere with the director's, officer's or employee's responsibilities with the Company;
- accept any personal loan or guarantee of obligations from the Company except as may be legally permissible and then only with the prior approval

of the Board of Directors or a Committee of the Board for directors and executive officers, or by the General Counsel for all other employees;

- conduct business on behalf of the Company with his or her immediate family members, which include spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives, or the immediate family members of another employee unless specific written approval has been granted in advance by the Board of Directors or a Committee of the Board for directors and executive officers, or by the General Counsel for all other employees;
- solicit or accept from any person that does business with the Company, or offer or extend to any such person, gifts, gratuities or entertainment that could influence or reasonably give the appearance of influencing the Company's business relationship with that person or go beyond common courtesies usually associated with accepted business practice; or
- use the Company's property, information, position or corporate opportunities for personal gain.

Directors, officers and employees also shall be mindful of, and seek to avoid, conduct which could reasonably create an appearance of a conflict of interest. For example, an appearance of a conflict of interest may exist if an immediate family member consults or works for a competitor, supplier or customer of the Company.

Implementation of this policy requires full and complete disclosure by the Company's directors, officers and employees. Directors, officers and employees shall notify the Company's General Counsel of the existence of any actual or potential conflict of interest. The General Counsel shall report these matters to the Board of Directors or the appropriate Committee of the Board.

## **V. Confidentiality; Protection and Proper Use of Information and the Company's Assets**

Directors, officers and employees shall maintain the confidentiality of all information entrusted to them by the Company or its suppliers, customers, franchises or other business partners, except when disclosure is authorized by the Company or legally required.

Confidential information includes (1) information marked "Confidential," "Private," "For Internal Use Only," or similar legends, (2) technical, scientific, nutritional or related information relating to current and future programs,

products, services or research and development, (3) business or marketing programs, strategies, plans or projections, (4) earnings, recruitment, retention, income, cost and other financial data, (5) personnel information, (6) supply, vendor, franchise and customer information and lists, (7) member and subscriber information, including weight, health or other personal information, (8) fees, costs and pricing structures, (9) computer software, systems, databases, documentation and all data therein, (10) manufacturing processes, techniques and formulae, and (11) other non-public or proprietary information, including, without limitation, information concerning any proposed transactions involving the Company. To avoid inadvertent disclosure of confidential information, directors, officers and employees shall not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends and shall take appropriate protective measures when transmitting confidential information to others internally or externally.

Directors, officers and employees are personally responsible for protecting those Company assets that are entrusted to them and for helping to protect the Company's assets in general.

Directors, officers and employees shall use confidential information and the Company's assets for the Company's legitimate business purposes only. Directors, officers and employees are prohibited from illegally trading the Company's securities while in possession of material, nonpublic ("inside") information about the Company. More information regarding these trading issues appears in the Securities Trading Policy, which describes the nature of inside information and the related restrictions on securities trading. The Securities Trading Policy appears on the Company's website and applies to all directors, officers and employees of the Company.

Notwithstanding the foregoing, and notwithstanding any other confidentiality or nondisclosure agreement (whether in writing or otherwise, including without limitation as part of an employment agreement, separation agreement or similar employment or compensation arrangement) applicable to current or former employees, the Company does not restrict any current or former employee from communicating, cooperating or filing a complaint with any U.S. federal, state or local governmental or law enforcement branch, agency or entity (collectively, a "Governmental Entity") with respect to possible violations of any U.S. federal, state or local law or regulation, or otherwise making disclosures to any Governmental Entity, in each case, that are protected under the whistleblower provisions of any such law or regulation, provided that (i) in each case such communications and disclosures are consistent with applicable law and (ii) the information subject to such disclosure is not covered by the Company's attorney-client privilege or is the Company's attorney work product unless (a) such disclosure of that information would otherwise be permitted pursuant to 17 CFR 205.3(d)(2), applicable state attorney conduct rules, or otherwise under applicable law or court order, or (b) prior written consent is given by the Company's General

Counsel or other officer designated by the Company. Any agreement in conflict with the foregoing is hereby deemed amended by the Company to be consistent with the foregoing.

## **VI. Fair Dealing**

The Company is committed to promoting the values of honesty, integrity and fairness in the conduct of its business and sustaining a work environment that fosters mutual respect, openness and individual integrity for its directors, officers and employees and those with whom it does business. Directors, officers and employees are expected to deal honestly and fairly with each other and with the Company's customers, suppliers, franchises, competitors and other third parties. To this end, directors, officers and employees shall not:

- make false or misleading statements to customers, suppliers, franchises or other third parties;
- make false or misleading statements about competitors;
- solicit or accept from any person that does business with the Company, or offer or extend to any such person,
  - cash of any amount; or
  - gifts, gratuities or entertainment that could influence or reasonably give the appearance of influencing the Company's business relationship with that person or go beyond common courtesies usually associated with accepted business practice;
- solicit or accept any fee, commission or other compensation for referring customers to third-party vendors; or
- otherwise take unfair advantage of the Company's customers or suppliers, or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair dealing or practice.

## **VII. Accurate and Timely Periodic Reports and other Public Communications**

The Company is committed to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports that it is required to file and other public communications. To this end, the Company shall:

- comply with applicable accounting principles;
- maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;

- maintain books and records that accurately and fairly reflect the Company's transactions;
- prohibit the establishment of any undisclosed or unrecorded funds or assets;
- maintain a system of internal controls that will provide reasonable assurances to management that material information about the Company is made known to management in a timely manner, particularly during the periods in which the Company's periodic reports are being prepared; and
- present information in a clear and orderly manner and avoid the use of legal and financial jargon in the Company's periodic reports and other public communications.

### **VIII. Reporting Actual or Possible Violations**

Directors, officers and employees can report, either in person or in writing, any known or suspected unethical behavior or violations of laws, governmental rules or regulations, or this Code to the Company's General Counsel or to their supervisor or manager. Any supervisor or manager who receives a report of known or suspected unethical behavior or violation of laws, governmental rules or regulations, or this Code must report it immediately to the General Counsel. The Company will not allow any retaliation against a director, officer or employee who acts in good faith in reporting a known or suspected unethical behavior or violation.

The Company's Office of the General Counsel will review any reported unethical behaviors or violations and will oversee an appropriate response, including corrective action and preventative measures, as appropriate. Directors, officers and employees who engage in unethical behavior or violate any laws, governmental rules or regulations, or this Code will face appropriate, case-specific disciplinary action.

The Office of the General Counsel may be reached in the following manners:

- In writing either by internal mail or U.S. mail addressed to General Counsel, WW International, Inc., 18 West 18th Street, 7th Floor, New York, New York 10011.
- By e-mail to [generalcounsel@ww.com](mailto:generalcounsel@ww.com).

In addition, the Company has implemented a special Ethics Hotline to report any known or suspected concerns or complaints consistent with applicable law. Phone numbers for your local Ethics Hotline can be found on the Company's intranet websites, prominently posted in the Company's offices and/or by contacting your local Human Resources representative.

The Company takes these reports very seriously. Where appropriate, the Company would prefer that a director, officer or employee identify himself or herself to facilitate the Company's thorough investigation of any report. A director, officer or employee may choose to remain anonymous, however, and, if permitted by the law of the country where the incident is reported, the Company will accept a report submitted anonymously. In any event, the Company will use reasonable efforts to preserve the confidentiality of the individual who makes a report of possible misconduct if permitted under the applicable law. Any person involved, in any capacity, in an investigation of possible misconduct should not discuss or disclose any information to anyone outside of the investigation unless specifically permitted or required by law or unless in connection with seeking his or her own legal advice. Any exceptions to confidentiality should be discussed first with the Office of the General Counsel, except as prohibited by applicable law. All employees are expected to cooperate fully in any investigation.

Any use of these reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of this Code. Further, no person should use the Company's Ethics Hotline for personal grievances. Personal grievances should be reported to the employee's supervisor or manager or to the human resources department.

Directors, officers and employees who report known or suspected unethical behavior or actual or possible violations of law, governmental rules or regulations, or this Code in good faith will be protected by the Company from retaliation for having done so. Any retaliation directed toward any directors, officers and employees for reports of misconduct by others made by directors, officers and employees in good faith will not be tolerated; any directors, officers or employees who engage in retaliation are subject to discipline, up to and including termination.

#### **IX. Chief Executive Officer, Chief Financial Officer And Senior Financial Officers**

In addition to complying with all other parts of this Code, the Chief Executive Officer, Chief Financial Officer and any senior financial officer or a member of his/her staff must take the following steps to ensure full, fair, timely and understandable disclosure in the Company's periodic reports filed with the United States Securities and Exchange Commission (the "SEC"):

1. Carefully review a draft of each periodic report for accuracy and completeness before it is filed with the SEC, with particular focus on disclosures each senior financial officer does not understand or agree with and on information known to the officer that is not reflected in the report.
2. Meet with members of senior management, division heads, accounting staff and others involved in the disclosure process to discuss their comments on the draft report.



3. Establish and maintain disclosure controls and procedures that ensure that material information is included in each periodic report during the period in which the periodic report is being prepared.
4. Consult with the Audit Committee to determine whether the Audit Committee has identified any weaknesses or concerns with respect to internal controls.
5. Confirm that neither the Company's internal auditors nor its outside accountants are aware of any material misstatements or omissions in the draft report, or have any concerns about the management's discussion and analysis section of the report.
6. Bring to the attention of the Audit Committee matters that could compromise the integrity of the Company's financial reports, disagreements on accounting matters and violations of any part of this Code.

#### **X. Amendments of this Code; Waivers**

The Board of Directors has authority to amend this Code when it deems appropriate. The provisions of this Code may be waived for directors or executive officers by a resolution of the Company's Audit Committee. The provisions of this Code may be waived for employees who are not directors or executive officers by the Company's General Counsel. Any waiver of this Code granted to a director, executive officer or senior financial officer will be publicly disclosed as required by the rules and regulations of the Nasdaq Stock Market and the SEC.

*As Amended and Restated effective June 24, 2025*

## COMPLIANCE CERTIFICATE

I have read and understand the Company's Code of Business Conduct and Ethics (the "Code"). I will adhere in all respects to the ethical standards and other provisions of the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action.

I certify to the Company that I am not in violation of the Code, unless I have noted the violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Title/Position: \_\_\_\_\_

Check one of the following:

- ☐ A Statement of Exceptions is attached.
- ☐ No Statement of Exceptions is attached.