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DELTA REPORT

10-K

WW - WW INTERNATIONAL, INC.

10-K - DECEMBER 30, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS 5792

 **CHANGES** 623

 **DELETIONS** 2475

 **ADDITIONS** 2694

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-16769

WW INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Virginia

11-6040273

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

675 Avenue of the Americas, 6th Floor, New York, New York 10010

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(212) 589-2700

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	WW	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive **officers** **officers** during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of the registrant's common stock held by non-affiliates as of **July 1, 2022** **June 30, 2023** (based upon the closing price of **\$6.73** **\$6.72** per share of common stock as of **July 1, 2022** **June 30, 2023**, the last business day of the registrant's second fiscal quarter of **2022**, **2023**, as quoted on The Nasdaq Stock Market LLC) was **\$363,439,154** **519,986,148**. For purposes of this computation, it is assumed that shares of common stock held by our directors, executive officers and certain shareholders (if applicable) as of **July 1, 2022** **June 30, 2023** would be deemed stock held by affiliates.

The number of shares of common stock outstanding as of **February 27, 2023** **February 1, 2024** was **70,592,469** **79,203,460**.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for its 2023 2024 annual meeting of shareholders are incorporated herein by reference in Part III, Items 10-14. Such Proxy Statement will be filed with the SEC no later than 120 days after the registrant's fiscal year ended December 31, 2022 December 30, 2023.

WW International, Inc.

Annual Report on Form 10-K

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PART I

BASIS OF PRESENTATION

WW International, Inc. is a Virginia corporation with its principal executive offices in New York, New York. In this Annual Report on Form 10-K unless the context indicates otherwise: "we," "us," "our," the "Company," "Weight Watchers" and "WW" refer to WW International, Inc. and all of its operations consolidated for purposes of its financial statements; "North America" refers to our North American Company-owned operations; "Continental Europe" operations and franchise revenues and related costs; and "International" refers to our Continental Europe Company-owned operations; "United Kingdom" refers to our operations, United Kingdom Company-owned operations; and "Other" refers to Australia, New Zealand and emerging markets operations and franchise revenues and related costs. Prior to fiscal 2023, each of North America, Continental Europe, United Kingdom and Other was also a reportable

segment operations. See “Item 1. Business—Business Organization—Change Changes in Segment Reporting” of this Annual Report on Form 10-K for additional information. information on recent segment changes.

Our fiscal year ends on the Saturday closest to December 31st and consists of either 52- or 53-week periods. In this Annual Report on Form 10-K:

- “fiscal 2009” refers to our fiscal year ended January 2, 2010;
- “fiscal 2014” refers to our fiscal year ended January 3, 2015 (included a 53rd week);
- “fiscal 2015” refers to our fiscal year ended January 2, 2016;
- “fiscal 2017” refers to our fiscal year ended December 30, 2017;
- “fiscal 2018” refers to our fiscal year ended December 29, 2018;
- “fiscal 2019” refers to our fiscal year ended December 28, 2019;
- “fiscal 2020” refers to our fiscal year ended January 2, 2021 (included a 53rd week);
- “fiscal 2021” refers to our fiscal year ended January 1, 2022;
- “fiscal 2022” refers to our fiscal year ended December 31, 2022;
- “fiscal 2023” refers to our fiscal year ended December 30, 2023;
- “fiscal 2024” refers to our fiscal year ended December 28, 2024;
- “fiscal 2025” refers to our fiscal year ended January 3, 2026 (includes a 53rd week);
- “fiscal 2026” refers to our fiscal year ended January 2, 2027; and
- “fiscal 2027” refers to our fiscal year ended January 1, 2028; and
- “fiscal 2028” refers to our fiscal year ended December 30, 2028.

The following terms used in this Annual Report on Form 10-K are our trademarks: ConnectTM, Digital 360[®], PersonalPoints[®], Points[®], Weight Watchers[®], ZeroPoint[®], Weekend HealthTM and the WW logo.

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Except for historical information contained herein, this Annual Report on Form 10-K includes “forward-looking statements,” within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended or the Exchange Act, (the “Exchange Act”), including, in particular, the statements about our plans, strategies, objectives and prospects under the headings “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” We have generally used the words “may,” “will,” “could,” “expect,” “anticipate,” “believe,”

"estimate," "plan," "intend," "aim" and similar expressions in this Annual Report on Form 10-K and the documents incorporated by reference herein to identify forward-looking statements. We have based these forward-looking statements on our current views with respect to future events and financial performance. Actual results could differ materially from those projected in these forward-looking statements.

You should not put undue reliance on any forward-looking statements. You should understand that many important factors, including those identified below and discussed under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," could cause our results to differ materially from those expressed or suggested in any forward-looking statement. Except as required by law, we do not undertake any obligation to update or revise these forward-looking statements to reflect new information or events or circumstances that occur after the date of this Annual Report on Form 10-K or to reflect the occurrence of unanticipated events or otherwise.

SUMMARY OF MATERIAL RISKS

A summary of the principal factors that create risk in investing in our securities and might cause actual results to differ from expectations is set forth below:

- the impact of the COVID-19 pandemic on our business and the consumer environment and markets in which we operate;
- competition from other weight management and health and wellness industry participants or the development of more effect or more favorably perceived weight management methods;
- our failure to continue to retain and grow our subscriber base;
- our ability to be a leader in the rapidly evolving and increasingly competitive clinical weight management and weight loss market;
- our ability to continue to develop new, innovative services and products and enhance our existing services and products or the failure of our services, products or brands to continue to appeal to the market, or our ability to successfully expand into new channels of distribution or respond to consumer trends or sentiment;
- the our ability to successfully implement strategic initiatives;
- our ability to transform evolve our Workshops + Digital business strategy community offerings to meet the evolving needs and preferences of our members;
- the effectiveness and efficiency of our advertising and marketing programs, including the strength of our social media presence;
- the impact on our reputation of actions taken by our franchisees, licensees, suppliers, affiliated provider entities, PCs' health professionals, and other partners, including as a result of our proposed acquisition of Weekend Health, Inc., doing business as Sequence ("Weekend Health" Sequence") (the "Acquisition");
- the recognition of asset impairment charges;
- the loss of key personnel, strategic partners or consultants or failure to effectively manage and motivate our workforce;
- our recent chief executive officer transition; ability to successfully make acquisitions or enter into collaborations or joint ventures including our ability to successfully integrate, operate or realize the anticipated benefits of such businesses, including with respect to Sequence;

- uncertainties related to a downturn in general economic conditions or consumer confidence, including as a result of the existing inflationary environment, rising interest rates, the potential impact of political and social unrest and increased volatility in the credit and capital markets;
- the seasonal nature of our business;
- our failure to maintain effective internal control over financial reporting;
- the impact of events that impede accessing resources or discourage or impede people from gathering with others;
- the early termination by us of leases;
- the inability to renew certain of our licenses, or the inability to do so on terms that are favorable to us;
- the early termination by us of leases;

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- uncertainties related to a downturn in general economic conditions or consumer confidence, including as a result of the existing inflationary environment or the potential impact of political and social unrest;
- our ability to successfully make acquisitions or enter into joint ventures or collaborations, including our ability to successfully integrate, operate or realize the anticipated benefits of such businesses, including with respect to Weekend Health;
- the seasonal nature of our core business;
- the impact of events that discourage or impede people from gathering with others or impede accessing resources;
- our failure to maintain effective internal control over financial reporting;
- the impact of our substantial amount of debt, debt service obligations and debt covenants, and our exposure to variable rate indebtedness;
- the ability to generate sufficient cash to service our debt and satisfy our other liquidity requirements;
- uncertainties regarding the satisfactory operation of our technology or systems;
- the impact of data security breaches and other malicious acts or privacy concerns, including the costs of compliance with evolving privacy laws and regulations;
- our ability to successfully integrate and use artificial intelligence in our business;
- our ability to enforce our intellectual property rights both domestically and internationally, as well as the impact of our involvement in any claims related to intellectual property rights;
- risks and uncertainties associated with our international operations, including regulatory, economic, political, social, intellectual property, and foreign currency risks, which risks may be exacerbated as a result of the war in Ukraine; and terrorism;
- the outcomes of litigation or regulatory actions;
- the impact of existing and future laws and regulations;
- risks related to our proposed the Acquisition, including risks that we may not complete the Acquisition or that the Acquisition not achieve its intended results;
- risks related to our potential exposure to extensive and complex healthcare laws and regulations as a result of the proposed Acquisition;
- the possibility that the interests of Artal Group S.A., the largest holder of our common stock and a shareholder with significant influence, may differ from the interests of other shareholders.

influence over us, will conflict with our interests or the interests of other holders of our common stock;

- the impact that the sale of substantial amounts of our common stock by existing large shareholders, or the perception that such sales could occur, could have on the market price of our common stock; and
- other risks and uncertainties, including those detailed from time to time in our periodic reports filed with the SEC. Securities and Exchange Commission (the "SEC").

Item 1. Business

Overview

We are a human-centric technology company at the forefront of weight health, grounded in nutritional and behavior change science. We are powered by our proven, science-based, clinically effective weight loss and weight management program programs, our award-winning app and an award-winning digital subscription platform. We are focused on inspiring our commitment to tailoring solutions for our members to improve their weight health, including providing medical weight management treatment via access to clinician-prescribed weight management medications and related support through the WeightWatchers Clinic affiliated practices. Our portfolio of solutions empowers people to adopt healthy habits for real life. to help achieve lasting weight health. With nearly six decades of weight management experience, expertise and know-how, we are one of the most recognized and trusted brand names among weight-conscious consumers. We educate our members and provide them with guidance, digital tools, and an inspiring community communities – via our exclusive social network, Connect, and our workshops -- to enable them to develop healthy habits and focus on their overall personal weight health and wellness. WW-branded services and products include digital offerings provided through journeys. We also offer our apps and websites, workshops, consumer products, and various events, science-backed behavior change GLP-1 Program. Our business has gone through a significant shift to a digital subscription model over the past several years and our primary sources of revenue are subscriptions for our digital, products workshop, and for our workshops, clinical offerings. Our "Digital" business refers to providing subscriptions to our digital product offerings. Our "Workshops + Digital" business refers to providing unlimited access to our workshops combined with our digital subscription product offerings. Our "Clinical" business refers to providing subscriptions to our clinical product offerings provided by WeightWatchers Clinic (formally referred to commitment plan subscribers, as Sequence). For additional details on certain of our historic offerings, in each business, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview" in Part II of this Annual Report on Form 10-K.

We combine technology and community to help members reach and sustain their weight loss goals on our science-based program. We believe that the power of our communities -- via our exclusive social network, Connect, and our workshops -- increases accountability and provides our members with inspiration, human connection, and support. This inspires them and enables them to build healthier and more fulfilling food, activity, mindset and sleep habits. Our brands enjoy high awareness and credibility among all types of consumers—women consumers. Over 160 scientific, peer reviewed studies (including from over 55 randomized controlled trials) have been published on WeightWatchers. This body of research showcases the breadth of WeightWatchers scientific evaluation and men, consumers online implementation across clinical and offline, the support-inclined community settings, diverse participant

populations, and the self-help-inclined. We believe that our program conveys an image of healthy, livable, sustainable and effective weight management in a supportive environment. The efficacy of our commercial comparisons to other weight management programs has been clinically proven in numerous studies and trials, or standards of care. As the number of people with overweight and obese people obesity worldwide grows, continues to grow, the need for an effective, scalable and consumer-friendly weight management program increases, programs and access to weight-loss medication continues to increase. We believe our global presence and brand awareness uniquely position us in the global weight management market, and thereby provide us a unique platform to impact the wellness weight health market.

We have built our business by helping millions of people around the world lose weight and build healthy habits through a sensible, sustainable and livable approach to weight loss and weight management. As of the end of fiscal 2022, 2023, we had a total of approximately 3.5 million 3.8 million subscribers, of which approximately 2.8 million 3.1 million were Digital subscribers, and approximately 0.7 million were Workshops + Digital subscribers, and approximately 67 thousand were Clinical subscribers. Our strong brands, together with the effectiveness of our program, programs, loyal customer base, strong digital offerings innovations, community, and community, ongoing evolution alongside scientific and medical advancements, enable us to attract new and returning customers.

Business Organization

For fiscal 2022 and in recent for several years prior, we had four reportable segments based on an integrated geographical structure as follows: North America, Continental Europe (CE), United Kingdom and Other. Each reportable segment provided similar services and products. Our "North America" reportable segment consisted of our United States and Canada Company-owned operations; our "Continental Europe" reportable segment consisted of our Germany, Switzerland, France, Belgium, Netherlands and Sweden Company-owned operations; our "United Kingdom" reportable segment consisted of our United Kingdom Company-owned operations; and our "Other" reportable segment consisted of our Australia, New Zealand, and Brazil Company-owned operations, as well as revenues and costs from our franchises in the United States and certain other countries.

Change Changes in Segment Reporting

Effective As previously disclosed, effective the first day of fiscal 2023 (i.e., January 1, 2023), we realigned our organizational structure and resources to more closely align with our strategic priorities and centralized the global management of certain functions and systems. As a result of the change in our organizational structure, in fiscal 2023, we now have had two reportable segments, consisting of North America and International, for the purpose of making operational and resource decisions and assessing financial performance. The new "North America" refers to our North American Company-owned operations and franchise revenues and related costs; and "International" refers to our Continental Europe Company-owned operations, United Kingdom Company-owned operations, and Australia, New Zealand and emerging markets operations. These reportable segments will continue continued to provide similar services and products.

Effective the first day of fiscal 2024 (i.e., December 31, 2023), as a result of the continued evolution of the Company's centralized organizational structure in fiscal 2023, and management's 2024 strategic planning process, the Company's reporting segments changed to one segment based on total revenue for the purpose of making operational and resource decisions and assessing financial performance. The segment information presented in this Annual Report on Form 10-K does not reflect this change in reportable segments as the change did not take effect internally until our first quarter of fiscal 2023, 2024. We will begin reporting segment information based on these the new segments segment in our Quarterly Report on Form 10-Q for the first quarter of fiscal 2023, 2024. For details on our reportable segments in fiscal 2022, 2023, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II of this Annual Report on Form 10-K.

Our Services and Products Offerings

Our Program Programs and Food Plan App

We offer services and products that are based on our Our weight loss and weight management program and that help our members build habits to lead healthier, more active, more fulfilling lives. Our program is programs are rooted in advanced nutrition science nutritional and founded on a simplified, holistic approach for the body and mind. It is behavior change science. They are comprised of a range of science-based nutritional, activity, behavioral and lifestyle tools and approaches. approaches that can be tailored for individual weight goals and, if needed, support the unique needs of people taking GLP-1 medications or living with diabetes. Our program Points Program continues to be grounded in our scientific Points system, which uses a proprietary nutritional algorithm to assign each food a value based on its calorie, saturated fat, unsaturated fat, added sugar, protein and fiber content. After a proprietary, personal assessment takes into account a member's metabolic rate, members receive a tailored daily and weekly Points Budget to guide them towards healthy foods and appropriate portion sizes, forming the foundation of a healthy eating pattern. Members can also take advantage of over 200 ZeroPoint foods (nutritious foods which do not need to be weighed, measured, or tracked). Our program can Diabetes Program also take takes into account the dietary needs of those living with diabetes by tracking blood sugar levels and tailoring their plans towards those foods that are less likely to impact blood sugar such levels. Our new GLP-1 Program, which launched in the U.S., U.K. and Germany in December 2023, is our first-ever nutrition and activity program to complement a weight loss journey for those who are taking GLP-1 medications, whether provided through WeightWatchers Clinic (as described below) or prescribed by their medical provider. This program supports these members by helping them to prioritize nutritious foods while appetite is significantly reduced by the medication and to maintain muscle mass while losing weight on the medication by focusing on protein dense food and promoting activity.

In addition to focusing on healthy eating habits, and in furtherance of Our app supplements our mission to focus on overall health and wellness, our program also provides programs by providing tools to address other aspects of a healthy and fulfilled life. help our members on their weight health journey. These include a customized weekly activity target, trackers for food, water, activity sleep and weight (and, for members on our diabetes-tailored plan, a tracker for blood sugar) as well as progress against personal weight health goals and content regarding behavioral techniques for building healthy habits. WW's Connect platform, a members-only social network accessed through our app, fosters meaningful relationships by helping people find communities based on shared interests including food preferences, identity cohorts, wellness journey, activity, mindset, hobbies, locations, events and workshops.

Our Subscription Businesses

Our members mainly participate in our program either by solely using our digital product or by using our digital product supplemented by group workshops. Within these two channels, members can find services and tools that best meet their preferences and needs. Additionally, our coaches educate members on our program and provide inspiration and support to members in developing healthy habits.

The payment structure for our services globally is through subscription plans. Pursuant to these plans, a member typically commits to a minimum term and is automatically charged on a monthly basis until the member elects to cancel.

Digital Business WeightWatchers Clinic

In WeightWatchers Clinic is our Digital business, we offer new clinical offering in the United States which provides members who medically qualify access to clinicians who can prescribe weight management medications when clinically appropriate. This can include a digital prescription for the latest U.S. Food and Drug Administration ("FDA")-approved GLP-1 medications for chronic weight management. WeightWatchers Clinic is the complete product integration of our recently acquired Sequence subscription product based on telehealth platform offering and any of our behavior change programs, including our new GLP-1 Program, which was scientifically designed to help support the WW approach unique behavioral and nutritional needs of individuals taking GLP-1 medications. For information about the recent acquisition of Sequence, see "History—Acquisition of Clinical Business". If deemed eligible following completion of a medical eligibility questionnaire, a licensed clinician may prescribe weight management medications for Clinical members. They are guided by a multidisciplinary care team comprised of a care coordinator to facilitate the insurance process, registered dietitians, fitness specialists, and a board-certified clinician. Clinical members also have access to medication management, from dosage, to refilling prescriptions, to tracking weight loss and weight management. Our app provides interactive and personalized resources that allow subscribers to follow our weight management program. These resources also help subscribers adopt a healthier and more active lifestyle, a helpful mindset, and healthy habits, mitigating any potential side-effects, with a view toward long-term behavior modification — a key aspect the assistance of the WW approach toward healthy and sustainable weight loss. Our app provides subscribers with content, functionality, access to coaches on Connect and wellness resources. We believe our personalized and interactive Digital subscription product gives subscribers an engaging experience. Our Connect online community, which can be accessed via our app and our web-based platform, gives our subscribers a way to stay virtually connected and support and inspire each other. We continually innovate our Digital offerings to maximize the design, usability, features and capabilities of our app to support our weight loss and weight management program and community. As of the end of fiscal 2022, we had approximately 2.8 million Digital subscribers. their clinician.

Workshops + Digital Business

In our Workshops + Digital business, we present our program in workshops of 30 to 45 minutes in duration, conveniently scheduled throughout the day. In March 2020, we introduced virtual workshops in immediate response to the impact of COVID-19, Licensing and we continue to innovate this offering to address the shift in consumer sentiment towards digitally-enabled offerings. For more information on the impact of COVID-19, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Material Trends—COVID-19 Pandemic" of this Annual Report on Form 10-K. Workshops + Digital members can attend unlimited workshops both virtually and, where available, in-person. Our interactive communities remain the cornerstone of our workshops. Coaches facilitate interactive workshops that encourage learning and inspire members to make positive changes towards their individual goals. Members provide each other inspiration and support by sharing their experiences with, and by providing

encouragement and empathy to, other people on weight loss and weight management journeys. In addition, our members have access to our digital tools to assist them on their journeys. As of the end of fiscal 2022, we had approximately 0.7 million Workshops + Digital subscribers.

We have franchisees in a limited number of territories. In fiscal 2022, revenues from our franchisees were immaterial. Pursuant to long-standing agreements, we and our franchisees typically pay each other royalties and other fees. We have enjoyed a mutually beneficial relationship with our franchisees over many years. Most franchise agreements are perpetual and can be terminated only upon a material breach or bankruptcy of the franchisee.

Our Consumer Product Sales

We sell a range of consumer products that complement our program and help our customers in their weight management efforts. Our WW-branded products include bars, snacks, cookbooks and kitchen tools. We also continue to license our trademarks and other intellectual property in certain categories of food, beverages and other relevant weight health-relevant consumer products and services. Additionally, we co-brand with or endorse with carefully selected branded consumer products and services. We primarily sell consumer products online through our e-commerce platforms, at our studios, and through our trusted partners. In fiscal 2022, sales of consumer products represented approximately 9.4% of our total revenues. By partnering with carefully selected companies in categories relevant and helpful to weight- and health-conscious consumers, we have a high margin licensing business that gives us access to these consumers and also increases the awareness of our brands. In connection with our acquisition from The Kraft Heinz Company (successor to H.J. Heinz Company), or Heinz, in September 1999, Heinz received a perpetual royalty-free license to continue using our brand in certain food categories.

We believe previously sold a range of consumer products that complemented our programs and helped our customers in their weight management efforts. Our WW-branded products included bars, snacks, cookbooks and kitchen tools. We primarily sold consumer products online through our e-commerce platforms, at our studios, and through our trusted partners. In fiscal 2023, sales of consumer products represented approximately 6.2% of our total revenues. We made a strategic decision to wind down this lower-margin consumer products business, which we completed at the strength end of fiscal 2023.

Our Subscription Businesses

The payment structure for our weight health and weight management programs and WeightWatchers Clinic is through subscription plans and in some cases, includes a one-time initiation fee. Pursuant to these plans, a member typically selects the program which best meets them on their personal weight health journey, commits to a minimum term and is then automatically charged on a monthly basis until the member elects to cancel. With any subscription, members are granted access to one of our programs and our app with its functionality and tools. Members may then elect to supplement their membership with access to our group workshops. WeightWatchers Clinic members receive the benefits of our behavior change programs and virtual workshops along with our app as part of their subscription. Within the three channels of membership subscription described below, members can find services and tools that best meet their preferences and needs.

Digital Business

In our Digital business, we offer a digital subscription product based on the WW approach to weight loss and weight management. Our app provides interactive and personalized resources that allow subscribers to follow one of our three weight health and weight management programs. These resources also help subscribers adopt a healthier and more active lifestyle, a helpful mindset, and healthy habits, with a view toward long-term behavior modification — a key aspect of the WW brands will create new

long-term licensing approach toward achieving lasting weight health. Our app provides subscribers with content, functionality, and partnership opportunities for us, nutrition and wellness resources. We believe our personalized and interactive Digital subscription product gives subscribers an engaging experience. Our Connect online community, which can be accessed via our app, gives our subscribers a way to stay virtually connected and support and inspire each other. We continually innovate our Digital offerings to maximize the design, usability, features and capabilities of our app to support our weight loss and weight management programs and community. As of the end of fiscal 2023, we had approximately 3.1 million Digital subscribers.

Workshops + Digital Business

Healthcare Offerings In our Workshops + Digital business, we offer a subscription for unlimited access to our workshops in addition to our digital subscription product described above. As part of this offering, we present our program in workshops of 30 to 45 minutes in duration, conveniently scheduled throughout the day, offered virtually and, where available, in person. Our interactive communities remain the cornerstone of our workshops. Coaches facilitate interactive workshops that encourage learning and inspire members to make positive changes towards their individual goals. Members provide each other inspiration and support by sharing their experiences with, and by providing encouragement and empathy to, other people on weight health journeys. As of the end of fiscal 2023, we had approximately 0.7 million Workshops + Digital subscribers.

We have franchisees in a limited number of territories. In fiscal 2023, revenues from our franchisees were immaterial. Pursuant to long-standing agreements, we and our franchisees typically pay each other royalties and other fees. We have enjoyed a mutually beneficial relationship with our franchisees over many years. Most franchise agreements are perpetual and can be terminated only upon a material breach or bankruptcy of the franchisee.

Clinical Business

In our Clinical business, which we launched in 2023 following the acquisition of Sequence, we offer a subscription for medically-qualified members to access a clinician who can prescribe weight management medications when clinically appropriate, as well as access to any of our behavior change programs, including our GLP-1 Program, via our digital subscription product (which is discussed in more detail above). As part of this offering, each Clinical member has a care team to assist them in their weight health journey. The care team not only offers support but also guidance on how to meet these challenges, including those related to insurance coordination. Clinical members have access to check-ins with their respective clinicians to assist them with their medication as needed. Clinical members are also able to attend dedicated virtual workshops to connect with other members who are also on a clinical weight health journey. Members provide each other inspiration and support by sharing their experiences, and by providing encouragement and empathy to, other people on clinical weight health journeys. As of the end of fiscal 2023, we had approximately 67 thousand Clinical subscribers.

WeightWatchers for Business Offering

Via our WeightWatchers for Business offering, we are leveraging our organizational capability to serve employers, payers and health plans with the offerings of our Digital, Workshops + Digital and Clinical businesses. As healthcare costs continue to be a significant concern on the minds of employers and their employees, for these stakeholders, we believe that our broad range of services and products offerings uniquely positions us to serve the market and help employers them reduce their healthcare costs and improve the overall well-being weight health of their employees. We are leveraging our organizational capability to serve employers with both our Digital and Workshops + Digital offerings.

We believe the healthcare market, including the diabetes segment, represents an important channel to reach new consumers. We continue to explore different approaches to, and strategies for, this market.

constituents.

Our Clinical Efficacy and Reputation in the Marketplace

Throughout the years our science-backed programs have evolved alongside nutritional and behavior change science, resulting in WW is being one of the most clinically-studied commercial weight management programs, including by way of more than 140 published, scientific, peer reviewed studies (including over 35 randomized controlled trials) over more than four decades. programs. For example, in 2022, a randomized controlled trial conducted by research teams at the University of North Carolina - Chapel Hill, University of British Columbia, and University of Leeds and funded by us was published in *JAMA Network Open* and found that study participants assigned to WW for 12 months had over two times more weight loss compared to participants who were assigned to a do-it-yourself weight loss approach. In addition, those assigned to the WW program were more likely to achieve clinically significant weight loss of five percent at three and twelve months. Research has shown that WW has an impact that reaches beyond our members. In 2018, a 6-month randomized controlled trial conducted by researchers at the University of Connecticut funded by us and published in *Obesity* showed a "ripple effect" of WW – significant weight loss among untreated spouses of WW members.

In 2021, a six-month clinical trial of our program conducted by the University of Connecticut and funded by us found that participants on the program WW experienced clinically significant benefits, including weight loss. Study participants reported a 40% increase in their healthy habits as well as a 15% 13% decrease in hunger.

WW also has demonstrated efficacy among individuals with diabetes and prediabetes. diabetes. In 2016, 2023, results from a randomized controlled multisite, single arm trial conducted by the Indiana University School of Medicine and funded by us was published WW Diabetes Program in the *American Journal of Public Health* and found that adults people with prediabetes following our Diabetes Prevention Program, or DPP, lost significantly more weight and experienced better blood sugar control than those following a self-initiated type II diabetes prevention program using supplemental counseling materials. A continuation study published in 2018 showed that these outcomes were maintained at 18 and 24 months and that our DPP was highly cost-effective. Another randomized controlled trial conducted by the Medical University of South Carolina, funded by us and published in *Obesity* in 2016, found that adults with Type 2 diabetes who followed our diabetes program lost significantly more weight and experienced better blood sugar control than those in a standard diabetes care program. In 2021, a clinical trial conducted at Pennington Biomedical Research Center, University of Florida and Virginia Commonwealth University and funded by us found that the WW program, modified for adults with Type 2 diabetes, had favorable and clinically meaningful effects on glycemic control, body showed statistically significant improvements in weight loss, blood sugar, and diabetes distress at 12 and 24 weeks. In 2020, a review published in *Endocrinology and Metabolism Clinics of North America* highlighted the potential for physicians to refer patients with obesity to commercial weight loss programs. It noted that WW is one of only four commercial weight loss programs meeting guideline-recommended standards with

demonstrated safety and efficacy at 12 months and one of only two commercial weight loss programs with demonstrated effects on reducing HbA1c levels in participants with Type 2 diabetes. Authors of the review concluded physicians might consider referral to WW for patients with obesity and those with obesity and Type 2 diabetes. **six months.**

Our The efficacy and the value of our offerings are also well-acknowledged in the marketplace. For instance, in **2023**, **2024**, we again were recognized by U.S. News & World Report in the “Best Diets” rankings, including ranking #1 for “Best Weight-Loss Diets” for the **thirteenth** **fourteenth** consecutive year and **again ranking** #1 for “Best Diet Programs.”

Marketing and Promotion

Our communications with consumers and other promotional efforts enhance our brand image and awareness, and motivate both former and potential new customers to join WW. We utilize a data-driven approach to our media placements, promotional offers, and website and app store presence to enhance marketing efficiency, drive conversion, and maximize subscription value. Our advertising campaigns are supported across multiple platforms (e.g., television, YouTube, social media, programmatic, audio, search, affiliate, branded content, electronic customer relationship marketing (eCRM), direct mail, and public relations). We develop and maintain a high level of engagement with current and potential customers on various social media platforms including Facebook, Instagram and TikTok. Also, **at times**, we utilize brand ambassadors, spokespersons and social media influencers, including celebrities, as part of our advertising and marketing.

In addition to the above advertising channels, we take advantage of other channels for which we are uniquely positioned given our long history and network of WW coaches and members. The word of mouth generated by our current and former members, combined with our strong brand and **known reputation for** effectiveness, enable us to attract new and returning members. We also carry out **many of our** key public relations initiatives through the efforts of current and former WW **coaches** **members**, **social media influencers**, and, **members**, and **from time to time**, celebrity brand ambassadors.

In October 2015, we entered into a Strategic Collaboration Agreement with Oprah Winfrey, pursuant to which, among other things, Ms. Winfrey **provides us with services in her discretion to promote** and the Company **collaborate with each other towards the mutual objective of advancing** and **our** **promoting the WW** **programs** **products** **and** **services**, **including in advertisements and promotions**, **and making personal appearances on our behalf**. **the Company.** Further information on this agreement and our partnership with Ms. Winfrey can be found below under “—History—Winfrey Transaction.”

Seasonality

Our **core** business is seasonal due to the importance of the winter season to our overall member recruitment environment. Historically, we experience our highest level of recruitment during the first quarter of the year, which is supported with the highest

concentration of advertising spending. Therefore, our number of End of Period Subscribers (as defined below) in the first quarter of the year ~~is has been~~ typically higher than the number in other quarters of the year, historically reflecting a decline over the course of the year.

Pending Acquisition of Weekend Health (d/b/a Sequence)

On March 4, 2023, the Company, Well Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company, Weekend Health, Inc., doing business as Sequence, a Delaware corporation ("Weekend Health"), and Fortis Advisors LLC, a Delaware limited liability company, solely in its capacity as the Equityholders' Representative for Weekend Health, entered into an Agreement and Plan of Merger (the "Merger Agreement"). The Merger Agreement provides for the Company's acquisition of Weekend Health (the "Acquisition"). Upon completion of the Acquisition, Weekend Health will become a wholly-owned subsidiary of the Company. The Acquisition is expected to close during the second quarter of fiscal 2023.

As consideration for the Acquisition, the Company has agreed to pay an aggregate amount equal to \$132.0 million (inclusive of a minimum of \$26.0 million of cash on the balance sheet of Weekend Health), subject to the adjustments set forth in the Merger Agreement (the "Merger Consideration"). Subject to the terms and conditions of the Merger Agreement, the Merger Consideration shall be paid as follows: (i) \$65.0 million in cash and \$35.0 million in the form of 8,064,516 newly issued shares of Company common stock (valued at \$4.34 per share), in each case, to be paid at the closing of the Acquisition, (ii) \$16.0 million in cash to be paid on the first (1st) anniversary of the closing of the Acquisition, and (iii) \$16.0 million in cash to be paid on the second (2nd) anniversary of the closing of the Acquisition. In addition, the Company expects to obtain a standard representation and warranty insurance policy in connection with the Merger Agreement.

The Merger Agreement contains representations, warranties and covenants customary for transactions of this type, including covenants regarding the operation of the business of Weekend Health prior to the closing of the Acquisition. The closing of the Acquisition is subject to certain conditions, including, among others, (i) the adoption of the Merger Agreement by Weekend Health's stockholders, and (ii) the continued employment of certain key employees of Weekend Health. See "Risk Factors—Risks Related to Our Proposed Acquisition of Weekend Health (d/b/a Sequence)." The closing of the Acquisition is not subject to any financing condition or the approval of the Company's stockholders.

Weekend Health provides a technology-powered care platform and mobile web application through its subscription based service, which includes a comprehensive weight management program, pharmacotherapy treatment, nutrition plans, health insurance coordination services, and access to clinicians, dietitians, fitness coaches and care coordinators.

We are focused on expanding our offerings in weight management, and we expect Weekend Health will augment our current products and services by providing a digital health platform offering access to a clinical weight management program. By integrating our products and services, which are grounded in our decades of experience in nutrition and behavioral science-based weight management, with Weekend Health's clinical expertise and digital infrastructure capabilities, which provide access to the latest innovations in pharmacotherapy treatments, we will strongly position ourselves to provide a differentiated, comprehensive suite of weight management products and services.

We expect the combination of Weekend Health's services with our pre-existing lifestyle support and behavioral capabilities will create a unique and effective science-based direct-to-consumer service in the weight-management and wellness space. Members who are medically eligible may benefit from developments in the ever-evolving pharmacotherapy field, which we expect to

complement our core program strengths and lifestyle approach with the support of our WW communities. Overall, we expect the Acquisition will further strengthen our ability to help people reach their weight-management and wellness goals.

Competition

We compete in the global weight management and health and wellness market. The weight management and health and wellness industries include commercial weight management programs; the pharmaceutical industry and prescription and over the counter weight management and weight loss injectables, pills and appetite suppressants; suppressants as well as compounded drug formulations; online and clinical prescription services; weight loss and wellness apps and monitoring solutions, such as wearable trackers; surgical procedures; the genetics and biotechnology industry; self-help weight management regimens and other self-help weight management products, services and publications, such as books, magazines, websites, and social media influencers and groups; dietary supplements and meal replacement products; healthy living services, coaching, products, content and publications; weight management services administered in-person or virtually by doctors, nutritionists, dieticians and dieticians; other clinicians; government agencies and non-profit groups that offer weight management services; fitness centers; and national drug store chains. These competitive programs, products, services and publications are offered at various price points, and in some cases for free or at a low cost to consumers, such as free apps.

Competition among commercial weight management programs is largely based on program recognition and reputation; the effectiveness, ease of use, safety, personalization and price of the program; and the related digital platform, content and user experience. We compete with several other companies in the commercial weight management industry, although we believe that in certain cases their businesses are not comparable to ours. For example, we believe our prominence as one of the most clinically-studied commercial weight management programs differentiates us from many of our competitors. Additionally, certain of these competitors' businesses are based on the sale of pre-packaged meals and meal replacements. In conjunction with our flexible, healthy food plan and emphasis on behavioral behavior change education, we believe that the power of our communities -- via our online social network, Connect, and workshops -- increases accountability and provides our members with inspiration, human connection, and support, which motivates them and enables them to build healthier and more fulfilling food, activity and lifestyle habits.

Our Clinical business is part of the emerging market for healthcare and technology, which is increasingly competitive, subject to rapid change, and significantly affected by new product and technological introductions and other market activities of industry participants. The increased popularity and acceptance of medication as a weight loss tool has introduced new competitors in the weight management and health and wellness market and increased competition from certain of our existing competitors. We compete directly not only with telehealth providers but also traditional healthcare providers, pharmacies and other technology companies entering into the health and wellness industry. Conversely, increased attention by consumers and the media to recent developments, innovations, and approvals of chronic weight management drug therapies, the evolving use of compounded drug formulations, and the perception of their safety, effectiveness and ease of use, may also delay or prevent consumer engagement in our non-Clinical businesses.

We believe that food manufacturers that produce meal replacement products are not comparable competition because these businesses' meal replacement products do not engender behavior modification through education in conjunction with a flexible, customized healthy food plan.

We also compete with various self-help products, diets, services and publications, such as apps, activity monitors and other free or low-cost "do-it yourself" alternatives. Increased attention by consumers and the media to recent developments, innovations, and approvals of weight management drug therapies, and the perception of their safety, effectiveness and ease of use, may also delay or prevent consumer engagement in our core businesses.

Trademarks, Patents and Other Proprietary Rights

We own numerous domestic and international trademarks, patents, domain names and other proprietary rights that are valuable assets and are important to our business. Depending upon the jurisdiction, trademarks are valid as long as they are used in the regular course of trade and/or their registrations are properly maintained. Patent protection extends for varying periods according to the date of patent filing or grant and the legal term of patents in the jurisdiction in which the patent is granted. The actual protection afforded by a patent may vary from country to country depending upon the type of patent, the scope of its coverage and the availability of legal remedies in the country. We believe the protection of our trademarks, copyrights, patents, domain names, trade dress and trade secrets is important to our success. We aggressively protect our intellectual property rights by relying on a combination of trademark, copyright, patent, trade dress, trade secret and other intellectual property laws, and through domain name dispute resolution systems.

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History

Early Development

In 1961, Jean Nidetch, our founder, attended a New York City obesity clinic and took what she learned from her personal experience at the obesity clinic and began weight-loss meetings with a group of her overweight friends in the basement of a New York apartment building. Under Ms. Nidetch's leadership, the group members supported each other in their weight-loss efforts, and word of the group's success quickly spread. Ms. Nidetch and Al and Felice Lippert, who all successfully lost weight through these efforts, formally launched our business in 1963. WW International, Inc. (formerly known as Weight Watchers International, Inc.) was incorporated as a Virginia corporation in 1974 and succeeded to the business started in New York in 1963. Heinz acquired us in 1978.

Artal Ownership

In September 1999, Artal Luxembourg S.A., or Artal Luxembourg, acquired us from Heinz. Artal Luxembourg is an indirect subsidiary of Artal Group S.A., or Artal Group, which together with Heinz in 1999, and fully sold its parents and its subsidiaries is referred to in this Annual Report on Form 10-K as Artal. Currently, Artal Luxembourg is the record holder of all our shares owned by Artal. As a result of Artal selling a portion of its remaining shares of our common stock in fiscal 2018, we are no longer a "controlled company" under the rules of The Nasdaq Global Select Market, or Nasdaq. 2023.

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Winfrey Transaction

On October 18, 2015, we entered into a Strategic Collaboration Agreement with Ms. Winfrey or, as (as amended, the Strategic "Strategic Collaboration Agreement, Agreement"), pursuant to which Ms. Winfrey granted us the right to use, subject to her approval, her name, image, likeness and endorsement for and in connection with the Company and its programs, products and services (including in advertising, promotion, materials and content), and we granted Ms. Winfrey the right to use our trademarks and service marks to collaborate with and promote the Company and its programs, products and services. The Strategic Collaboration Agreement had an initial term of five years or the Initial Term, (the "Initial Term"), with additional successive one year renewal terms. On December 15, 2019, we entered into an amendment of the Strategic Collaboration Agreement or the Strategic (the "Strategic Collaboration Amendment, Amendment") with Ms. Winfrey, pursuant to which, among other things, the Initial Term was extended until April 17, 2023 (with no additional successive renewal terms) after which a second term commenced and will commence and continue through the earlier of the date of the Company's 2025 annual meeting of shareholders or May 31, 2025, or the Second Term (the "Second Term" and together with the Initial Term, the Strategic Term. "Strategic Term"). During the remainder of the Initial Term, Ms. Winfrey will consult consulted with us and participate participated in developing, planning, executing and enhancing the WW programs and related initiatives, and provide provided us with services in her discretion to promote the Company and its programs, products and services, including in advertisements and promotions, and making made personal appearances on our behalf. Subsequently, during During the Second Term, Ms. Winfrey and the Company will collaborate with each other towards the mutual objective of advancing and promoting the WW programs and the Company, and in connection therewith, Ms. Winfrey will consult with the Company and participate in developing, planning, executing and enhancing the WW programs and related initiatives. In connection therewith, Ms. Winfrey will make available to the Company her knowledge, expertise, and abilities in the areas of corporate management, consumer insights, advertising and marketing, consumer motivation, and community activation and consult and participate in the design and planning of creative strategy and the related execution of the consumer experience in connection with the WW programs. In addition, throughout the Second Term, except as otherwise prohibited by applicable law, the Company will intended to cause Ms. Winfrey to be nominated as a director of the Company. However, Ms. Winfrey has informed us she is not seeking to be re-nominated as a director of the Company at the Company's upcoming 2024 annual meeting of shareholders. Ms. Winfrey will not grant anyone but the Company the right to use her name, image, likeness or endorsement for or in connection with any other weight loss or weight management programs during the Strategic Term, and she will not engage in any other weight loss or weight management business, program, products, or services during the Strategic Term and for one year thereafter. The Strategic Collaboration Amendment became operative on May 6, 2020 when our shareholders approved the Winfrey Amendment Option (as defined below).

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On October 18, 2015, we also entered into a Share Purchase Agreement with Ms. Winfrey or, as (as amended, the Winfrey "Winfrey Purchase Agreement, Agreement"), pursuant to which we issued and sold to Ms. Winfrey an aggregate of 6,362,103 shares of our common stock for an aggregate cash purchase price of \$43,198,679. The purchased shares are were previously subject to a right of first offer and right of first refusal held by the Company. Company, as discussed further below. Under the Winfrey Purchase Agreement, Ms. Winfrey has certain demand registration rights and piggyback rights with respect to these purchased shares. On December 15, 2019, the Company entered into an amendment to the Winfrey Purchase Agreement with Ms. Winfrey. Initially, the

Winfrey Purchase Agreement provided Ms. Winfrey with the right to be nominated as a director of the Company for so long as she and certain permitted transferees own at least 3% of our issued and outstanding common stock. The amendment to the Winfrey Purchase Agreement provided Ms. Winfrey with the right to be nominated as a director of the Company through and until January 1, 2023. Ms. Winfrey was not required to resign as a director at such time. The amendment to the Winfrey Purchase Agreement became operative on May 6, 2020 when our shareholders approved the Winfrey Amendment Option.

In consideration of Ms. Winfrey entering into the Strategic Collaboration Agreement and the performance of her obligations thereunder, on October 18, 2015, we granted Ms. Winfrey a fully vested option to purchase 3,513,468 shares of our common stock or the Winfrey Option (the "Winfrey Option"). The term sheet for the Winfrey Option, which includes the terms and conditions appended thereto, relating to the grant of the Winfrey Option is referred to herein as the Winfrey "Winfrey Option Agreement". The Winfrey Option is exercisable at a price of \$6.97 per share, in whole or in part, at any time prior to October 18, 2025, subject to earlier termination under certain circumstances, including if (i) the Strategic Collaboration Agreement expires as a result of Ms. Winfrey's decision not to renew the term of such agreement and (ii) a change in control (as defined in the Winfrey Option Agreement) of the Company occurs. The shares issuable upon exercise of the Winfrey Option are were previously subject to a right of first offer and right of first refusal held by the Company, as discussed further below.

In consideration of Ms. Winfrey entering into the Strategic Collaboration Amendment and the performance of her obligations thereunder, on December 15, 2019, the Company and Ms. Winfrey entered into a term sheet relating to the grant of a fully vested option to purchase 3,276,484 shares of our common stock or the Winfrey (the "Winfrey Amendment Option"). The term sheet for the Winfrey Amendment Option, which includes the terms and conditions appended thereto, is referred to herein as the Winfrey "Winfrey Amendment Option Agreement". Upon our shareholders approving the Winfrey Amendment Option on May 6, 2020, it became exercisable at a price of \$38.84 per share, in whole or in part, at any time prior to November 30, 2025, subject to earlier termination under certain circumstances, including if a change in control (as defined in the Winfrey Amendment Option Agreement) of the Company occurs. The shares issuable upon exercise of the Winfrey Amendment Option are were previously subject to certain transfer restrictions and a right of first offer and right of first refusal held by the Company, as discussed further below.

In fiscal 2020, as permitted under the Winfrey Purchase Agreement and the Winfrey Option Agreement transfer provisions, Ms. Winfrey sold 2,782,476 of the purchased shares discussed above and exercised a portion of the Winfrey Option resulting in the sale of 1,118,036 shares issuable under such option, respectively. Similarly, in fiscal 2021, Ms. Winfrey sold 1,541,564 of the purchased shares discussed above and exercised a portion of the Winfrey Option resulting in the sale of 581,348 shares issuable under such option. Ms. Winfrey has announced her intention to donate all shares of common stock that she currently owns, as well as the net proceeds from any exercise and sale of the Winfrey Option and the Winfrey Amendment Option, to the National Museum of African American History and Culture (the "Museum"). In connection with Ms. Winfrey's proposed charitable donation, the Company declined to exercise its rights of first offer and first refusal discussed above and waived any remaining transfer restrictions applicable to the

shares proposed to be donated and, to the extent the net proceeds of the sale of such shares are donated to the Museum, the shares issuable under either of the Winfrey Option or the Winfrey Amendment Option.

The transactions contemplated by the Strategic Collaboration Agreement, Winfrey Purchase Agreement, Winfrey Option Agreement and Winfrey Amendment Option Agreement are collectively referred to herein as the Winfrey Transaction. For additional information on risks arising from a potential loss of Ms. Winfrey's services or a change in the nature of our partnership with her, please see "Item 1A. Risk Factors—Loss of key personnel, strategic partners or consultants or failure to effectively manage and motivate our workforce could negatively impact our sales of services and products, business, financial condition and results of operations." of this Annual Report on Form 10-K.

11 Acquisition of Clinical Business

As previously disclosed, on April 10, 2023, we completed our acquisition of the subscription telehealth platform offering of Weekend Health, Inc., doing business as Sequence, a Delaware corporation ("Sequence"), pursuant to an agreement and plan of merger, under which Sequence continued as a wholly-owned subsidiary of the Company. The acquisition of Sequence expanded our offerings for members to include clinical interventions and allowed us to build a new weight health pathway which leverages the advancements in chronic weight management medications and meets the increasing consumer demand for solutions which include GLP-1 medications. For additional information on this acquisition, see Note 6 "Acquisitions" of the notes to the audited consolidated financial statements contained in this Annual Report on Form 10-K.

Regulation

A number of laws and regulations govern our advertising and marketing, services, products, operations and PCs and Affiliated Professionals (both as defined below) and relations with consumers, licensees, franchisees, strategic and other contractual partners, coaches, guides, employees and government authorities in the countries in which we operate. Certain federal, state and foreign agencies, such as the U.S. Federal Trade Commission or FTC, (the "FTC") and the U.S. Food and Drug Administration, or FDA regulate and enforce such laws and regulations relating to advertising and marketing, promotions, packaging, labeling, privacy, consumer pricing and billing arrangements and other consumer protection matters. We are subject to many distinct employment, labor, commercial, benefits and tax laws and regulations in each country in which we operate, including regulations affecting our employment and wage and hour practices and our relations with our coaches, guides and employees. Laws and regulations directly applicable to data protection and communications, operations or commerce over the Internet, such as those governing consumer protection, intellectual property, privacy and taxation, continue to evolve. Our operations are subject to these laws and regulations and we continue to monitor their development and our compliance. In addition, we are subject to other laws and regulations in the United States and internationally. See "Risk Factors—Risks Related to Our Proposed Acquisition of Weekend Health (d/b/a Sequence)—If the Acquisition is consummated, we expect to be subject to extensive fraud, waste, and abuse laws that may give rise to federal and state audits and investigations, including actions for false and other improper claims."

During the mid-1990s, the FTC filed complaints against a number of commercial weight management providers alleging violations of federal law in connection with the use of advertisements that featured testimonials, claims for program success and program costs. In 1997, we entered into a consent order with the FTC settling all contested issues raised in the complaint filed against us. The consent order required us to comply with certain procedures and disclosures in connection with our advertisements of services and products and expired by its terms in 2017. From time to time, we have been in discussions with the FTC regarding such matters. Subsequent to our 2018 acquisition of Kurbo Health, Inc., or Kurbo, ("Kurbo"), we engaged in discussions with the FTC regarding online privacy obligations associated with that program. In February 2022, the FTC filed a complaint and proposed

settlement order to resolve allegations that Kurbo violated the Children's Online Privacy Protection Act. We entered into a consent order with the FTC in March 2022 settling all contested issues raised in the complaint filed against us, and determined in the second quarter of fiscal 2022 to exit the Kurbo business in the third quarter of fiscal 2022 as part of our strategic plan.

In addition, we, our PCs, and Affiliated Professionals are subject to other laws and regulations in the United States and internationally, as applicable. For example, the practice of medicine is subject to various federal, state, and local certification and licensing laws, regulations, and approvals, which relate to topics including the adequacy of medical care, the practice of medicine (including the provision of remote care), personnel, operating policies and procedures, and the prerequisites for the prescription of medication. Failure to comply with these or other laws and regulations or changes in laws, regulations, policies, and related interpretations and enforcement practices could give rise to civil or criminal penalties, affect our cost of doing business, alter the landscape in which we do business, and require operational changes. Our contractual relationships with our PCs and Affiliated Professionals are also subject to various state laws that prohibit fee splitting, the sharing of professional services income with nonprofessional or business interests, and the corporate practice of medicine ("CPOM") and laws, regulations, and administrative interpretations intended to prevent unlicensed persons from interfering with or influencing the physician's professional judgment. CPOM and fee splitting laws vary from state to state and are subject to interpretation and enforcement by state regulators, and the failure to comply could lead to adverse judicial or administrative actions against us, our PCs or Affiliated Professionals, civil or criminal penalties, cease-and-desist orders, loss of healthcare provider licenses, changes to contractual arrangements, and other materially adverse consequences. A determination of liability under, or noncompliance with, broadly applicable fraud and abuse laws and regulations, such as state healthcare fraud and abuse laws that apply to items or services reimbursed by any third-party payor, including funds paid out of pocket by patients, may also subject us, our PCs, or our Affiliated Professionals to fines, penalties, other adverse consequences, and restrictions on our business, our PCs or Affiliated Providers. The scope of these laws and interpretations of them vary by jurisdiction and are enforced by courts and governmental and regulatory authorities, each with broad discretion. See "Risk Factors—Risks Related to Our Acquisition of Weekend Health, Inc. (d/b/a Sequence)—We may be subject to extensive fraud, waste, and abuse laws that may give rise to federal and state audits and investigations, including actions for false and other improper claims."

Human Capital Management

At WW our core mission vision is to inspire "Be the global leader in Weight Health—a worldwide community connected by healthy habits for real life - for people, families, communities and the world. habits." We believe that our workforce plays an integral role in achieving our mission. vision. As of December 31, 2022 December 31, 2023, we had approximately 7,100 4,850 employees, a majority of whom were part-time employees. In addition, in certain of our international markets, our coaches and guides are self-employed and are not included in this total.

Diversity and Inclusion

We believe that a diverse and inclusive workforce helps us to explore and realize the many different paths to health and wellness for our members, which leads to better execution of our strategic initiatives. For example, over 50% 75% of our executive officers, including our Chief Executive Officer and our Interim Principal Chief Financial Officer, are women. To further our commitment to create an inclusive and diverse culture, we have a Head of our Diversity, Equity & Inclusion & Diversity who function reports directly to our Chief People Officer. Additionally, we We offer forums and formal training programs for our employees to enable them to continue their education and share best practices and experiences, which creates an ongoing evolution and community with respect to diversity and inclusion and belonging in the workplace.

Training and Development

We develop our personnel by offering in-house learning and development resources. These include online and in-person training programs on a variety of topics in order to foster career growth both long term and short term. For example, we offer leadership training to help ensure our future business leaders have the necessary skill sets to manage and lead our organization.

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Wellness, Health and Safety

We are focused on promoting the total wellness of our employees, and offer resources, programs and services to support our employees' physical, mental, financial and social wellness. For example, in 2022 2023 we improved continued to improve and expanded our expand on global paid parental leave policy for all parents (both full-time and part-time eligible employees), making us a leader in providing equitable and meaningful parental leave. We believe this investment not only contributes to gender balance and equity in care-taking, but is also linked to improved health and economic outcomes of women, children, and families.

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As a wellness company, we believe in creating a work environment that supports our employees' wellbeing, while still maintaining our commitment to our members. Our work model, called Work from Wherever (WfW), is designed to enhance productivity and foster innovation by allowing our corporate employees and their leaders to work together in determining when, where and how they work to achieve the best possible results. We believe this approach strikes an appropriate balance between our purpose-driven culture of helping our members develop healthy habits while respecting the wellness, health and safety of our employees. To facilitate virtual and in-person collaboration, we offer forums and formal training programs to provide our employees with the tools and skills to be successful in a hybrid workplace. WfW continues to positively contribute to employee engagement and gives WW a competitive advantage in the external talent market.

As always, protecting the privacy and security of our data is one of our top priorities, and we continue to enhance an advanced industry standard Zero-Trust software-defined network, coupled with multi-factor authentication, to secure our environment from unauthorized access.

Total Rewards

We provide competitive compensation and benefits programs for our employees. In addition to salaries, these programs (which vary by employee level and by the country where the employees are located) include, among other items, bonuses, stock awards, retirement benefits including 401(k) (or local market equivalent), healthcare and insurance benefits, health savings and flexible spending accounts, paid time off, paid parental leave, advocacy resources, flexible work schedules and employee assistance programs.

Available Information

Corporate information and our press releases, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and amendments thereto, are available free of charge on our corporate website at corporate.ww.com as soon as reasonably practicable after such material is electronically filed with or furnished to the **Securities and Exchange Commission, or the SEC**. Moreover, we **We** also make available at that site the Section 16 reports filed electronically by our officers, directors and 10 percent shareholders.

We use our corporate website at corporate.ww.com and certain social media channels such as our **Instagram account** (Instagram.com/weightwatchers), **corporate Facebook page** (www.facebook.com/WW) **weightwatchers**, **Instagram account** (Instagram.com/WW) and **Twitter X** (formerly **Twitter**) account (@ww_us) **and LinkedIn page** (www.linkedin.com/company/weightwatchers) as channels of distribution of Company information. The information we post through these channels may be deemed material. Accordingly, investors should monitor these channels, in addition to following our press releases, SEC filings and public conference calls and webcasts. The contents of our website and social media channels shall not be deemed to be incorporated herein by reference.

Our Amended and Restated Code of Business Conduct and Ethics **or the Code** (the "Code of Business Conduct and Ethics, Ethics") and our Corporate Governance Guidelines as amended are also available on our corporate website at corporate.ww.com.

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Item 1A. Risk Factors

*You should consider carefully, in addition to the other information contained in this Annual Report on Form 10-K and the exhibits hereto, the following risk factors in evaluating our business. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The following discussion of risks is not all inclusive but is designed to highlight what we believe are the **most significant** **material** risks that we face. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial, may also have a material adverse effect on our business, financial condition or results of operations.*

Risks Related to Our Business and Operations

The COVID-19 pandemic has adversely impacted, and may continue to adversely impact, our business performance and the consumer environment and markets in which we operate.

The novel coronavirus (including its variants, COVID-19) pandemic has had a significant adverse impact on our business as well as on the business environment, overall economic conditions and the markets in which we operate. Although the global economy has largely re-opened following distribution of approved vaccines for COVID-19, we have continued to observe unpredictable, significant shifts in consumer sentiment and behavior with respect to the weight loss and wellness marketplace and the prioritization of discretionary spending, which we believe in part is attributable to the evolution of the pandemic and may continue to impact our business performance and operations. COVID-19 had a significant effect on our recruitments starting in March 2020. Our Workshops + Digital recruitments were substantially negatively impacted during the first year of the pandemic. While Digital recruitments were strong in the beginning of the COVID-19 pandemic, a subsequent turn in consumer sentiment drove a decline in Digital recruitments. Given the long-term subscription model of our business, these declines in recruitment continued to impact the number of our End of Period Subscribers in the fourth quarter of fiscal 2022, which declined compared to the prior year. Additionally, our mix shift toward our Digital business, which was significant during the onset of the pandemic, especially when amplified by the nature of our subscription business, negatively impacted revenue and may continue to do so. Over the longer term, it remains uncertain how the COVID-19 pandemic will impact consumer demand for our products and services and recruitment and retention of members as well as consumer preferences and behavior generally.

Competition from other weight management and health and wellness industry participants or the development of more effective or more favorably perceived weight management methods could result in decreased demand for our services and products.

The weight management and health and wellness marketplace, which includes clinical solutions, is highly competitive. We compete against a wide range of providers of weight management services and products. Our competitors include: commercial weight management programs; the pharmaceutical industry and prescription and over the counter weight management and weight loss injectables, pills and appetite suppressants; suppressants as well as compounded drug formulations; online and clinical prescription services; weight loss and wellness apps and monitoring solutions, such as wearable trackers; surgical procedures; the genetics and biotechnology industry; self-help weight management regimens and other self-help weight management products, services and publications, such as books, magazines, websites, and social media influencers and groups; dietary supplements and meal replacement products; healthy living services, coaching, products, content and publications; weight management services administered in-person or virtually by doctors, nutritionists, dieticians and dieticians; other clinicians; government agencies and non-profit groups that offer weight management services; fitness centers; and national drug store chains. As we or others develop new or different weight management services, products, methods or technologies, additional competitors may emerge. Furthermore, existing competitors may enter new markets or channels of distribution or expand their offerings or advertising and marketing programs, and future competitors may do the same. More effective or more favorably perceived, or easier to use, diet and weight and healthy living management methods, including pharmaceutical treatments, fat and sugar substitutes or other technological and scientific advancements in weight management methods, also may be developed. Some of our competitors are also significantly larger than we are and have substantially greater resources. This competition may reduce demand for our services and products.

Increased Our Clinical business is part of the emerging market for healthcare and technology, which is increasingly competitive, subject to rapid change, and significantly affected by new product and technological introductions and other market activities of industry participants. The increased popularity and acceptance of medication as a weight loss tool has introduced new competitors in the weight management and health and wellness market and increased competition from certain of our existing competitors. We compete directly not only with telehealth providers but also traditional healthcare providers, pharmacies and other technology companies entering into the health and wellness industry. Many of our current and potential competitors may have greater name and brand recognition in the larger healthcare market, longer operating histories, or significantly greater resources than we do, or may be able to offer products and services similar to those offered by WeightWatchers Clinic at more attractive prices than we can. Conversely, increased attention by consumers and the media to recent developments, innovations, and approvals of chronic weight management drug therapies, **the evolving use of compounded drug formulations**, and the perception of their safety, effectiveness and ease of use, may also delay or prevent consumer engagement in our **core non-Clinical businesses**. **If the Acquisition is consummated, we and our members may also experience the consequences of the increased consumer interest in such drug therapies, including shortages, manufacturing-related delays, and stock issues at mail order and local pharmacies that fill prescriptions for such therapies.** **If the Acquisition is consummated, we anticipate competition from other companies that provide telehealth services associated with weight management, and certain of these competitors have greater financial and other resources than us and have operations in therapeutic or other areas where we may seek to expand in the future.**

The purchasing decisions of weight management and **healthy living** **health and wellness** consumers are highly subjective and can be influenced by many factors, such as perception of the ease of use and efficacy of the service and product offerings as well as brand image or reputation, marketing programs, cost, social media presence and sentiment, consumer trends, personalization, the digital platform, content and user experience. Moreover, consumers can, and frequently do, change approaches easily. For example, fad diets and weight loss trends, such as low-carbohydrate diets, have adversely affected our revenues from time to time. Also, our revenue **from our non-Clinical businesses** has been and may continue to be adversely affected by the popularity and expanding availability of **apps**, pharmacotherapy treatments **(offered either in-person by medical providers or through other telehealth platforms)**, **as well as apps**, activity monitors and other free or low-cost "do-it-yourself" alternatives. Any decrease in demand for our services and products may adversely affect our business, financial condition or results of operations.

A failure to continue to retain and grow our subscriber base could adversely affect our results of operations and business.

Subscriptions to our businesses generate the predominant portion of our revenue, and our future growth depends upon our ability to retain and grow our subscriber base and audience. To do so will require us to continue to evolve our subscription model, user experience and digital platforms; address changing consumer demands and developments in **science and technology**; and improve our services and products while continuing to provide our members with guidance, compelling content, personalization and an inspiring community to enable them to develop healthy habits. We have invested and will continue to invest significant resources in these efforts, but there is no assurance that we will be able to successfully maintain and increase our subscriber base or that we will

be able to do so without taking steps such as reducing pricing or incurring subscription acquisition costs that would affect our subscription revenues, margin and/or profitability.

We may not be able to successfully execute our business plan to be a leader in the rapidly evolving and increasingly competitive clinical weight management and weight loss market, which could adversely affect our business, financial condition or results of operations.

The clinical weight management and weight loss market is rapidly evolving and increasingly competitive. The potential growth and scope of, and future investments in, this market is unknown and it may not reach the market size or generate the related revenues that we anticipate. Additionally, insurance and employer cost coverage for weight management medications may not be expanded or may contract further, and prices for weight management medications may rise or may not decline, making them unaffordable to certain consumers. Our future financial performance depends in part on growth in this market, our ability to market effectively and in a cost-efficient manner to customers who are seeking a clinical weight management solution, and our ability to adapt to emerging demands of existing and potential customers and the evolving regulatory landscape. Our new virtual care Clinical offering, WeightWatchers Clinic, may be unable to achieve and sustain high levels of demand, consumer acceptance, and market adoption. Negative publicity concerning telehealth generally or weight management medications specifically, such as information regarding side effects or adverse events associated with such medications, or our Clinical offerings and related customer experiences, could limit market acceptance of our business model and services within this larger market. Similarly, negative publicity regarding customer confidentiality and privacy in the context of telehealth could limit market acceptance of our business model and services. If our Clinical offerings are unable to drive recruitment and retention, our Clinical subscriber base may not grow, or may grow more slowly than we expect. The COVID-19 pandemic increased utilization of virtual care services, but it is uncertain whether such increase in demand will continue. Our success will depend to a substantial extent on the willingness of our members to access our Clinical offering virtually via our telehealth platform, as well as on our ability to continue to demonstrate the value of virtual care to employers, health plans, government agencies, and other purchasers of healthcare for beneficiaries. The success and satisfaction of our Clinical members depends in part on their being able to access the weight management medications that they have been prescribed by WeightWatchers Clinic clinicians. Due to supply chain constraints and shortages for weight management medications, these members have experienced, and may continue to experience, stock issues at mail order and local pharmacies that fill prescriptions for such therapies. If we fail to successfully compete in the clinical weight management and weight loss market with our virtual care Clinical offering, our business, financial condition or results of operations could be adversely affected.

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If we do not continue to develop new, innovative services and products or if our services, products or brands do not continue to appeal to the market, or if we are unable to successfully expand into new channels of distribution or respond to consumer trends or sentiment, our business may suffer.

The weight management and health and wellness marketplace is subject to changing consumer demands and sentiment based, in large part, on the efficacy, ease of use and popular appeal of weight management and **healthy living programs**, **wellness programs**

and the evolving science with respect to weight loss. The popularity of weight management and healthy living wellness programs is dependent, in part, on their ease of use, cost and channels of distribution as well as consumer trends or sentiment. sentiment and medical advancements. For example, consumers public opinion on the use of weight management medications is significantly shifting as the popularity of clinical solutions grows, more medications are increasingly focusing approved by regulatory authorities in the U.S. and elsewhere, and the availability of weight management drugs continues to expand. Although beneficial for our Clinical business, the growing acceptance of the use of medication to manage weight could negatively impact the popular appeal of our Digital and Workshops + Digital businesses. Our businesses and the portfolio of corresponding services and products we offer are intended to address the weight health needs of all members – whether they are taking prescription weight management medications, living with diabetes or looking to otherwise lose weight – but the perception that our company caters to, or is focused on, more integrated lifestyle any of those groups to the exclusion of the others could potentially alienate current and fitness approaches future members, and our businesses may associate suffer. The successes or challenges of our program with just food, nutrition and diet, which could adversely impact its popularity. Clinical business may come at the respective expense of, or advantage to, our other businesses. Additionally, developments in public opinion on the types of products and services we provide could negatively impact the popular appeal of our services and products. For example, public opinion on the use of chronic weight management medication is significantly shifting as the popularity of clinical solutions grows and more medications are approved by the FDA. The growing acceptance of the use of medication to manage weight could negatively impact the popular appeal of our Digital and Workshops + Digital businesses. Our future success depends on our ability to continue to develop and market new, innovative services and products and to enhance our existing services and products, each on a timely basis, to respond to new and evolving consumer demands and sentiment, achieve market acceptance and keep pace with new medical, nutritional, weight management, healthy living, technological and other developments. We may not be successful in developing, introducing on a timely basis or marketing any new or enhanced services and products. Additionally, new or enhanced services or products may not appeal to the market or the market's perception of us. As we announce new brands, sub-brands or articulations of our brands, and we adopt new trademarks, the marketplace may not embrace or accept them and it may take time to build their reputation and goodwill, both with consumers and with our partners. Our future success also will depend, in part, on our ability to successfully distribute our services and products through appealing channels of distribution. Our failure to develop new, innovative services and products and to enhance our existing services and products, the failure of our services, products or brands to continue to appeal to the market or respond to consumer trends or sentiment, or the failure to expand into appealing new channels of distribution could have an adverse impact on our ability to attract and retain members and subscribers and thus adversely affect our business, financial condition or results of operations.

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We may not be able to successfully implement our strategic initiatives, which could adversely impact our business, financial conditions or results of operations.

We are continually evaluating the changing consumer environment and the competitive environment of the weight management and healthy living marketplace health and wellness marketplaces and seeking out opportunities to improve our performance through the implementation of selected strategic initiatives. The goal of these efforts is to develop and implement a comprehensive and competitive business strategy that addresses those changes. Over the past several years, we have expanded our offerings in health and wellness, including, most recently, introducing our Clinical offering. We may not be able to successfully implement our strategic initiatives and realize the intended business opportunities, growth prospects, including new business channels, and competitive advantages. Our efforts to capitalize on business opportunities may not bring the intended results. Assumptions underlying expected financial results or consumer demand and receptivity may not be met or economic or consumer conditions may

deteriorate. We also may be unable to attract and retain highly qualified and skilled personnel, or engage with partners of choice, to implement our strategic initiatives. If these or other factors limit our ability to successfully execute our strategic initiatives, our business activities, financial condition or results of operations may be adversely affected.

We continually innovate our offerings to best serve our members. For example, in November 2021, the Company's continued pursuit to evolve alongside advancements in science, in fiscal 2023, we acquired Sequence, a subscription telehealth platform, which is now known as WeightWatchers Clinic, to meet the increasing consumer demand for prescription weight management medications. Later that year, we launched a new food plan innovation, with corresponding design, usability, features and capabilities updates program to our app, provide tailored behavioral support for individuals on GLP-1 medications. As we continue to embrace an "always on" innovation strategy across multiple areas of our offerings, programs and technological capabilities, these innovations may not be successful in meeting the needs or preferences of many of our current or potential members. As a result, we may experience decreases in our recruitment and retention of members, or increased member cancellations. We may not be able to successfully launch new virtual or other digital offerings and realize the intended business opportunities, growth prospects, including new business channels, and competitive advantages of our digital innovation strategy. Assumptions underlying expected financial results or consumer demand and receptivity may not be met or economic or consumer conditions may deteriorate including as a result of the impact of COVID-19, and may adversely impact our ability to continue to successfully implement this digital strategy, our strategies. If these or other factors limit our ability to successfully execute this our strategic initiative, initiatives, our business, financial conditions condition or results of operations may be adversely impacted. For additional information on certain of the risks associated with our strategic entry into the telehealth market, see "—We may not be able to successfully execute our business plan to be a leader in the rapidly evolving and increasingly competitive clinical weight management and weight loss market, which could adversely affect our business, financial condition or results of operations." above. Additionally, as we continue to innovate our workshop experience and clinical experiences and explore new in-person formats, we may not be successful in meeting the needs of many of our current or potential members.

We may not be successful in the evolution of evolving our Workshops + Digital business strategy, in-person or virtual community offerings, including our workshop offering, which could adversely affect our business, reputation, brand, or financial results.

We believe that the power of our community is one of the factors that enables us to attract new and returning customers. At the onset of the COVID-19 pandemic, However, we rapidly transitioned have continued to observe significant recruitment declines in our in-person workshops to an entirely digital experience and thereafter selectively resumed in-person workshops where profitable and consistent with promoting the health and safety of our employees and members. As part of our focus on best meeting our members' and consumers' evolving needs in the wake of the COVID-19 pandemic, we consolidated certain of our studios and continue to close certain other branded studio locations. We continue to serve our members virtually, both via Workshops + Digital business. Our mix shift toward our Digital business in recent years negatively impacted revenue and through virtual workshops. However, we have not

seen a resurgence in continues to do so. Additionally, our Workshops + Digital members may choose our new Clinical offering, which could further decrease the demand to pre-pandemic levels for our workshop offering and negatively impact revenues for our Workshops + Digital business. The related management of our real estate portfolio has led to the current number of our studio locations being significantly lower than prior to the pandemic. These revenue declines may be accelerated by evolving consumer tastes and we continue to reconsider both our studio footprint and workshop strategy as we evaluate our cost structure and respond to shifting consumer sentiment. As a result, we have incurred, and will continue to incur, significant costs associated with our real estate realignment and the corresponding reduction of operations in this business. preferences regarding in-person or virtual communities. The evolution of our traditional in-person formats, or the introduction of new ones, formats, may dilute the competitive advantage of our community or discourage current or potential Workshops + Digital and other members from subscribing to our offerings. New iterations of this business our workshop format may not develop as rapidly alongside the evolving science of weight management to provide the latest in accordance with the expectations of our investors science-backed community support initiatives, or our network of coaches alongside evolving consumer tastes and members, preferences, which could negatively impact our public or market perception and, in turn, adversely affect our business, reputation, brand, or financial results.

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Our business depends on the effectiveness and efficiency of our advertising and marketing programs across multiple platforms, including the strength of our social media presence, to attract and retain members and subscribers.

Our business success depends on our ability to attract and retain members and subscribers. Our ability to attract and retain members and subscribers depends significantly on the effectiveness and efficiency of our advertising and marketing practices across multiple platforms. For example, if our advertising and marketing programs are not effective and fail to attract sufficient recruitments during the first quarter of the fiscal year, our most important period for recruitments, it historically has had an outsized negative impact on our performance for the remainder of the year. Our competitors may create more compelling marketing campaigns or marketing campaigns that appeal to more diverse audiences, or may devote greater financial and other resources to marketing and advertising, which could drive our current and potential members and subscribers to our competitors. Additionally, our marketing initiatives may become increasingly expensive and generating a meaningful return on those initiatives may be difficult. In addition, from time-to-time, we use the success stories of our members and subscribers, and utilize brand ambassadors, spokespersons and social media influencers, including in some cases celebrities, in our advertising and marketing programs to communicate on a personal level with consumers. Actions taken by these individuals that harm their personal reputation or image, or include the cessation of using our services and products, could have an adverse impact on the advertising and marketing campaigns in which they are featured. We and our brand ambassadors, spokespersons and social media influencers also use social media channels as a means of communicating with consumers. Unauthorized or inappropriate use of, or content on, these channels could result in harmful publicity or negative consumer experiences, which could have an adverse impact on the effectiveness of our marketing in these channels. channels, our reputation and our ability to attract and retain members, subscribers and strategic partners. In addition, any resulting substantial negative commentary by others, whether on traditional or social media platforms, could have an adverse impact on our reputation and ability to attract and retain members, subscribers and subscribers. strategic partners. If our advertising and marketing campaigns do

not generate a sufficient number of members and subscribers, or fail to develop a high level of engagement with current and potential members and subscribers on various platforms, our business, financial condition and results of operations will be adversely affected.

Our reputation could be impaired due to actions taken by our franchisees, licensees, suppliers, affiliated provider entities, PCs' healthcare professionals, and other partners.

We believe that our brands, including their widespread recognition and strong reputation and goodwill in the market, are one of our most valuable assets and they provide us with a competitive advantage. Our franchisees operate their businesses under our brands. **We** Although we completed the wind down of our consumer products business at the end of fiscal 2023, we continue to license our trademarks to third parties for the manufacture and sale in retail stores by such parties of a variety of goods, including food products, and also co-brand or endorse third-party branded consumer services and products. **We** also sell through a variety of channels, including online through our e-commerce platforms, at our studios, and through our trusted partners, food and non-food products manufactured by third-party suppliers. In addition, we integrate our services and products with those of other third parties, including through bundled and joint offerings, and integrate data from trusted third-party partners into our offerings. Our third-party partnerships also extend to event sponsorships and co-promotions. Our franchisees, licensees, suppliers and other partners are independent third parties with their own financial objectives, third-party relationships and brand associations. Actions taken by them, including violations of generally accepted ethical business practices or breaches of law, regulations or contractual obligations, such as not following our program or not maintaining our quality and safety standards, could harm our reputation. Also, our products and services, or the third-party products or services with which we integrate our own services and products, may be subject to product recalls, brand confusion, litigation, regulatory action or other deficiencies, as the case may be, which could harm our brands. Any negative publicity associated with these actions or these third parties would adversely affect our reputation and may result in decreased recruitment, **Digital** product subscriptions, workshop attendance and **third party** product sales and, as a result, lower revenues and profits.

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If Through our Clinical business, we are now associated with, and may in the **Acquisition is consummated**, we, along future become associated with, our managed professional corporations, professional associations or equivalent entities, which are legal entities organized under state laws that employ or contract with healthcare professionals in one or more states to provide telehealth services (collectively, "PCs"). We are dependent on our relationships with the PCs, which we do not own, and our business would be adversely affected if those relationships were disrupted. We and the PCs may suffer losses or reputational harm from medical malpractice liability, professional liability or other claims against the healthcare professionals employed by, or contracting with, us, the PCs or a clinical staffing agency engaged by the PCs (the "Affiliated Professionals"). Affiliated Professionals may provide inappropriate medical treatment, fail to follow procedures or guidelines, submit insurance claims without required and appropriate documentation, engage in services outside the scope of their practice, or engage in unprofessional conduct or other activities that could lead to claims, significant defense costs, reputational harm, negative publicity, increased scrutiny by regulators and payors, or other risks, which may adversely affect our business. We and/or the PCs may be unable to obtain or maintain adequate insurance against these claims.

Healthcare professionals providing telehealth services have become subject to a number of lawsuits alleging malpractice and some of these lawsuits may involve large claims and significant defense costs. If the Acquisition is consummated, it is possible that these claims could also be asserted against us and potential litigation may include us as an additional defendant. Any suits against us, the PCs or the Affiliated Professionals, if successful, could result in substantial damage awards to the claimants that may exceed the limits of any applicable insurance coverage. Although we do not expect to control the practice of telehealth by the PCs and the Affiliated Professionals, if the Acquisition is consummated, it could be asserted that we should be held liable for malpractice of a healthcare professional employed or contracted by a PC.

In addition, if the Acquisition is consummated, we and the PCs could incur reputational harm or negative publicity in relation to a material malpractice or care-related event involving an Affiliated Professional. Malpractice lawsuits and claims can also lead to increased scrutiny by state regulators. In addition, some plaintiffs have asserted allegations of corporate practice of medicine in connection with malpractice lawsuits. There can be no assurance however, that a future claim or claims will not be successful. Malpractice insurance, moreover, can be expensive and varies from state to state and there can be no assurance that malpractice insurance will be available to us or the PCs or the Affiliated Professionals at costs an acceptable to us or such healthcare professionals cost or at all.

If the Acquisition is consummated, successful malpractice claims asserted against us or our the PCs or the Affiliated Professionals could have a material adverse effect on our business, financial condition and results of operations. Additionally, our inability to obtain adequate insurance may also have a material adverse effect on our business and financial results.

Additionally, a number of laws and regulations govern the business of advertising, promotion, promoting, dispensing, and marketing services and products, including generic and branded pharmaceuticals. These regulatory regimes are overseen by governmental bodies, principally including the FDA, and, as applicable, the Drug Enforcement Administration, the U.S. Department of Health and Human Services ("HHS"), the FTC and several state and local government agencies in the United States. If the Acquisition is consummated, failure to comply with the laws and regulations of these governmental agencies may result in legal or other enforcement actions, including orders to cease non-compliant activities. If the Acquisition is consummated, we will We depend on pharmacy, laboratory pharmacies, laboratories and other contractors to provide certain products and services for members. These third parties may be subject to inspections and audits by federal, state or local health authorities, health insurers, and pharmacy benefit managers. If these third parties do not maintain appropriate licenses or comply with legal and regulatory requirements or are subject to enforcement actions, our business may be adversely affected.

If the Acquisition is consummated, any inquiry into the safety, efficacy or regulatory status of the products prescribed by the Affiliated Professionals and any related interruption in the marketing and sale of these products could damage our reputation and image in the marketplace. For example, the use of such products may cause adverse events or other undesirable side effects, which could cause regulatory authorities to issue warnings about the products or could lead to recalls, withdrawals of approvals for such products or other regulatory or other enforcement actions. Additionally, the FDA has received adverse event reports associated with compounded versions of the products prescribed by the Affiliated Professionals and warned consumers not to use counterfeit versions of such products, which have been marketed in the U.S.; adverse events associated with compounded or counterfeit versions could adversely affect our business. The FDA has also issued warning letters to companies alleging improper claims regarding their pharmaceutical products. If the FDA or any other regulatory authorities determine that we have made inappropriate drug claims, we could receive a warning or untitled letter, be required to modify our claims or take other actions to satisfy the FDA or any other regulatory authorities. There can be no assurance that we will not be subject to state, federal or foreign government actions or class action lawsuits, which could harm our business, financial condition and results of operations.

We have in the past and may in the future be required to recognize asset impairment charges for indefinite- and definite-lived assets.

In accordance with GAAP (as defined hereafter), we perform impairment reviews of our indefinite-lived assets, which include franchise rights acquired and goodwill, on at least an annual basis or more often if events so require. We also continually evaluate whether current factors or indicators, such as a decline in our financial performance, an increased competitive environment, the deterioration in relevant, country macroeconomic conditions, an increased competitive environment, a decline in our financial performance, and/or other prevailing conditions in the capital markets, require the performance of an interim impairment assessment of those assets. The process of testing franchise rights acquired, goodwill and other indefinite-lived assets for impairment involves numerous judgments, assumptions and estimates made by management, which inherently reflect a high degree of uncertainty. Certain factors, including the future profitability of our businesses, the price of our common stock, the market value of our debt and macroeconomic conditions (both at the global and local levels), might have a negative impact on the fair value of these assets. For example, in fiscal 2022, we recorded \$393.6 million of impairment charges for our franchise rights acquired related to our United States, Canada, United Kingdom, New Zealand and Australia units of account. We may incur additional impairment charges in the future, which would have an adverse impact on our results of operations. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates" in Part II of this Annual Report on Form 10-K for additional information.

Additionally, we evaluate definite-lived assets, both tangible, which includes our physical plant and equipment, and intangible, which includes both internally developed and purchased software, for impairment by comparing the net realizable value of the asset to the carrying value of the capitalized cost. If the value of those assets is not deemed to be recoverable, an assessment of the fair value of those assets is performed and, to the extent the carrying value exceeds the fair value, an impairment charge is recognized. Should our investment in capitalized definite-lived assets become impaired, there would also be an adverse impact on our results of operations.

Loss of key personnel, strategic partners or consultants or failure to effectively manage and motivate our workforce could negatively impact our sales of services and products, business, financial condition and results of operations.

We depend on senior management and other key personnel and consultants, and the loss of certain personnel or consultants could result in the loss of management continuity and institutional knowledge and negatively affect our operations, brand image and goodwill. We have made, and may continue to make, significant strategic and organizational changes, such as changing the composition of our leadership team and centralizing the global management of certain functions and systems. Such changes could be disruptive to our daily operations or relationships with customers, partners, suppliers, and employees, make it more difficult to hire and retain key employees, impact our public or market perception or result in a loss of institutional knowledge, any of which could have a negative impact on our business or stock price.

In October 2015, Ms. Winfrey and the Company began a long-term, strategic partnership, which included her making a substantial equity investment in the Company, joining our Board of Directors, providing certain consulting services and granting us the

right to use her name and marks. For additional details on these consulting services and rights and the applicable term during which we may benefit, see "Item 1. Business—History—Winfrey Transaction" of this Annual Report on Form 10-K. Our ability to maintain our brand image and leverage the goodwill associated with Ms. Winfrey's name may be damaged if we were to lose her services or if the nature of our partnership changes. The loss of Ms. Winfrey's services or partnership with us for any reason (including as a result of her death or disability), any negative market or industry perception with respect to her or her participation in the Company's programs, or the failure by Ms. Winfrey to provide services in her discretion to promote the Company, our programs, services and products or to consult with us and participate in developing, planning, executing and enhancing our programs and related initiatives, all in accordance with our strategic partnership arrangements with her, could have an adverse effect on our business, financial condition and results of operations. In addition to the aforementioned services, pursuant to the terms of the Strategic Collaboration Agreement as amended, the Company intended to cause Ms. Winfrey to be nominated as a director of the Company. However, on February 26, 2024, Ms. Winfrey notified us that she would not be standing for re-election as a member of our Board of Directors at our 2024 annual meeting of shareholders.

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We also depend heavily upon our coaches, guides and guides members of our customer service teams to support our customers in their weight management efforts. If we fail to appropriately manage and motivate our coaches, guides and guides, customer service team members, we may not be able to adequately service our customers which could negatively impact our sales of services and products. Changes in factors such as overall unemployment levels, local competition for qualified personnel, prevailing wage rates and employment law, as well as rising employee benefits costs, including insurance in the areas in which we operate, could increase our labor costs and interfere with our ability to adequately retain qualified individuals to provide support to customers. Additionally, our inability to attract and retain qualified coaches, guides and guides customer service team members could delay or hinder our successfully executing our strategic initiatives.

19 We may not successfully make acquisitions or enter into collaborations or joint ventures and we may not successfully integrate, operate or realize the anticipated benefits of such businesses.

As part of our strategic initiatives, we may pursue selected acquisitions, collaborations or joint ventures, such as our 2023 acquisition of Weekend Health, Inc., doing business as Sequence (the "Acquisition"). We may not be able to effect other transactions or partnerships on commercially reasonable terms or at all. Additionally, if the market negatively perceives our business or financial condition, we may not be a partner of choice for such transactions or partnerships, which could adversely affect our ability to enter into such transactions or partnerships and the terms thereof. Any future acquisitions or joint ventures may require access to additional capital, and we may not have access to such capital on commercially reasonable terms or at all. Even if we enter into these transactions, we may not realize the benefits we anticipate or we may experience difficulties in integrating any acquired companies, technologies and products into our existing business, operating a business in a new sector, or in providing our services and products in newly acquired markets; attrition of key personnel and loss of expertise from acquired businesses and difficulties accessing necessary expertise; significant charges or expenses; higher costs of integration and compliance than we anticipated; or unforeseen

operating difficulties that require significant financial and managerial resources that would otherwise be available for the ongoing development of our services and products or the expansion of our existing operations. The market may also negatively perceive these transactions or partnerships and our allocation of financial and other resources in connection therewith.

We recently underwent also may be limited by contract or otherwise with respect to, or have no control over, the resources that any third party partner may devote to the research, development and commercialization of services and products under our collaborations. Any of our collaborators may not perform their obligations as expected. Our collaborators may breach or terminate their agreements with us or otherwise fail to conduct research, development or commercialization activities successfully, in a chief executive officer transition, timely manner or in compliance with legal requirements. Additionally, disputes may arise with respect to the ownership of rights to technology developed with our collaboration partners. The failure of our collaboration partners to meet their obligations, comply with legal requirements, adequately deploy resources or to satisfactorily resolve disputes with us could have an adverse effect on our business, financial condition or results of operations. The ability to achieve our strategic objectives and success in our Clinical business may depend, among other things, on the willingness of our current partners to continue their existing relationships with us, our ability to demonstrate the value of our Clinical business to potential partners, and our ability to navigate the complex healthcare regulatory requirements that may be implicated by our current and future partnerships.

Our ability to influence the control of, or distributions from, our joint ventures may be limited by contract or otherwise. If any of the other investors in one of our joint ventures fails to observe its commitments, or its interests are different than ours, the joint venture may not be able to operate according to its business plan, we may be required to increase our level of commitment, or such entities may take actions which are not in our best interest. If we are unable to maintain our relationships with our joint venture partners, we could lose our ability to operate in the geographies and/or markets in which they operate, which could have an adverse effect on our business, financial condition or results of operations.

Consummating these transactions and partnerships could also result in the incurrence of additional debt and related interest expense, as well as unforeseen contingent liabilities, all of which could have an adverse effect on our business, financial condition or results of operations. We may also issue additional equity in connection with these transactions and partnerships, which would dilute our existing shareholders.

Our business may decline as a result of, or uncertainties related to, a downturn in general economic conditions or consumer confidence, including as a result of the existing inflationary environment, rising interest rates, the potential impact of political and social unrest and increased volatility in the credit and capital markets.

Our business is highly dependent on our subscription model. A downturn in general economic conditions, including inflationary environments, or consumer confidence in any of our markets could result in people curtailing or reallocating their discretionary spending which, in turn, could reduce subscriptions. Macroeconomic factors have adversely affected, and could continue to adversely affect, the economies and financial markets of countries in which we operate, resulting in an economic downturn, including rising inflation and interest rates, that could affect consumer demand for our products and services. Our customer purchasing patterns can

be influenced by economic factors. The precise impact, and extent thereof, on our business from the disruption of financial markets and the weakening of overall economic conditions cannot be predicted with certainty. Uncertainties regarding the global economic environment, political and social stability, and increased volatility in the credit and capital markets have resulted in, and are likely to continue to result in, sustained impact on the economy at the macro and local levels. Our business is particularly sensitive to reductions in discretionary consumer spending, which may be adversely impacted by a recession or fears of a recession, volatility and declines in the stock market and increasingly pessimistic consumer sentiment due to perceived or actual economic risks. Consumers may shift purchases to lower-priced or other perceived value offerings during economic downturns. Prolonged unfavorable economic conditions and any resulting recession or slowed economic growth may have an adverse effect on our financial condition and results of operations.

The seasonal nature of our business could cause disruption our operating results to fluctuate.

We have experienced and expect to continue to experience fluctuations in our quarterly results of operations due to the seasonal nature of our business. Historically, the first quarter of the fiscal year, known as our winter season, is the most important quarter for recruitments. Given the subscription nature of our products, failure to realize recruitments during the winter season could negatively impact our performance for the remainder of the year. Seasonality also impacts relative revenue and profitability of each quarter of the year, both on a quarter-to-quarter and year-over-year basis. This seasonality could cause our share price to fluctuate as the results of an interim financial period may not be indicative of our full year results.

If we do not maintain effective internal control over financial reporting, we could fail to report our financial results accurately.

Effective internal control over financial reporting is necessary for us to provide reliable financial reports. In the past we have discovered, and in the future we may discover, areas of our internal control over financial reporting that need improvement. In the future, if we identify a control deficiency that rises to the level of a material weakness in our internal controls over financial reporting, this material weakness may adversely affect our ability to record, process, summarize and report financial information timely and accurately and, as a result, our financial statements may contain material misstatements or omissions. A material weakness is defined as a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

Any event that impedes accessing resources or discourages or impedes people from gathering with others, whether at a gathering place, work or otherwise, could adversely affect our business.

Our business is subject to conditions beyond our control, including health epidemics (such as the COVID-19 pandemic), extreme weather and climate conditions (which may become more frequent and more severe with the increasing effects of climate change), war, terrorism, loss of resources such as electricity and internet connections, national disasters and other extraordinary events, that may prevent or impede access to our Digital or Clinical products or in-person or virtual workshop attendance. These conditions could also impact the ability of our suppliers and other third party partners to meet their obligations to us and negatively impact our ability to provide our products and services to customers. Additionally, these conditions could also impact the ability of our Clinical members to access the weight management medications prescribed by our clinicians. The occurrence of any event that discourages people from gathering with others or impedes their ability to access our services and products could adversely affect our business, financial condition or results of operations.

Early termination by us of leases could have an adverse impact on our financial results.

Our operations, including certain corporate offices, are located in leased office space and business strategy as well as the public or market perception certain of our business.

On February 23, 2022, workshops are held in leased space in retail centers. As we appointed Sima Sistani decide to relocate or close studios, or relocate or close corporate offices, before the expiration of the applicable lease term, we may incur payments to landlords to terminate or "buy out" the remaining term of the lease or costs associated with subleasing certain office space, as Chief Executive Officer, effective March 21, 2022. Any significant leadership change or executive management transition involves inherent risk and can be inherently difficult to manage. We have made, and may continue to make, significant accompanying strategic changes, such as changing applicable. For example, in fiscal 2023, we recorded an aggregate of \$12.7 million of charges in connection with the composition of our leadership team, centralizing global management closure of certain functions and systems, deprioritizing and in some cases ceasing operations for certain non-strategic business lines, and rationalizing our real estate portfolio. Initially, such changes studios. Any of the above events could be disruptive to our daily operations or relationships with customers, suppliers, and employees, make it more difficult to hire and retain key employees, adversely impact our public or market perception or result in a loss of institutional knowledge, any of which could have a negative impact on our business or stock price. financial results.

The inability to renew certain of our licenses, or the inability to do so on terms that are favorable to us, could have an adverse effect on our financial results.

We have entered into licensing, co-branding and endorsement relationships with numerous partners for the distribution and sale of certain products and services that are relevant and helpful to weight- and health-conscious consumers. These arrangements are typically for fixed terms, following which the parties decide whether to extend the term of the arrangement. There is no guarantee that we will reach mutually agreeable terms with our partners for extending an arrangement. Similarly, in those instances where a licensee enjoys the option to extend the term of a license as a result of having achieved certain conditions, there is no guarantee that the licensee will avail itself of such option. Our financial results could be adversely affected if we are unable to extend a licensing, co-branding or endorsement arrangement, if we are unable to do so on terms favorable to us, or if we cannot locate a suitable alternative to an incumbent licensee who has decided not to renew its arrangement.

Early termination by us of leases could have an adverse impact on our financial results.

Our operations, including certain corporate offices, are located in leased office space and certain of our workshops are held in leased space in retail centers. As we decide to relocate or close studios, or relocate or close corporate offices, before the expiration of the applicable lease term, we may incur payments to landlords to terminate or "buy out" the remaining term of the lease or costs associated with subleasing certain office space, as applicable. For example, in fiscal 2022 we recorded an aggregate of \$2.7 million of charges in connection with the closure of certain studios and an aggregate of \$2.7 million in lease asset impairment charges in connection with entering into subleases of certain of our office spaces. Any of the above events could adversely impact our financial results.

Our business may decline as a result of, or uncertainties related to, a downturn in general economic conditions or consumer confidence, including as a result of the existing inflationary environment or the potential impact of political and social unrest.

Our business is highly dependent on our subscription model. A downturn in general economic conditions, including inflationary environments, or consumer confidence in any of our markets could result in people curtailing or reallocating their discretionary spending which, in turn, could reduce subscriptions. Macroeconomic factors, (including most recently the COVID-19 pandemic) have adversely affected, and could continue to adversely affect, the economies and financial markets of countries in which we operate, resulting in an economic downturn, including rising inflation, that could affect consumer demand for our products and services. Our customer purchasing patterns can be influenced by economic factors. The precise impact, and extent thereof, on our business from the disruption of financial markets and the weakening of overall economic conditions cannot be predicted with certainty. Uncertainties regarding the global economic environment, and political and social stability, have resulted in, and are likely to continue to result in, sustained impact on the economy at the macro and local levels. Our business is particularly sensitive to reductions in discretionary consumer spending, which may be adversely impacted by a recession or fears of a recession, volatility and declines in the stock market and increasingly pessimistic consumer sentiment due to perceived or actual economic risks. Consumers may shift purchases to lower-priced or other perceived value offerings during economic downturns. Prolonged unfavorable economic conditions and any resulting recession or slowed economic growth may have an adverse effect on our financial condition and results of operations.

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We may not successfully make acquisitions or enter into joint ventures or collaborations and we may not successfully integrate, operate or realize the anticipated benefits of such businesses.

As part of our strategic initiatives, we may pursue selected acquisitions, joint ventures or collaborations, including our proposed acquisition of Weekend Health, which we announced on March 6, 2023. We may not be able to complete the Acquisition or effect other transactions or partnerships on commercially reasonable terms or at all. Additionally, if the market negatively perceives our business or financial condition, we may not be a partner of choice for such transactions or partnerships, which could adversely affect our ability to enter into such transactions or partnerships and the terms thereof. The Acquisition and any future acquisitions or joint ventures may require access to additional capital, and we may not have access to such capital on commercially reasonable terms or at all. Even if we enter into these transactions, we may not realize the benefits we anticipate or we may experience difficulties in integrating any acquired companies, technologies and products into our existing business, operating a business in a new sector, or in providing our services and products in newly acquired markets; attrition of key personnel and loss of expertise from acquired businesses and difficulties accessing necessary expertise; significant charges or expenses; higher costs of integration and compliance than we anticipated; or unforeseen operating difficulties that require significant financial and managerial resources that would otherwise be available for the ongoing development of our services and products or the expansion of our existing operations. The market may also negatively perceive these transactions or partnerships and our allocation of financial and other resources in connection therewith.

Our ability to influence the control of, or distributions from, our joint ventures may be limited by contract or otherwise. If any of the other investors in one of our joint ventures fails to observe its commitments, or its interests are different than ours, the joint venture may not be able to operate according to its business plan, we may be required to increase our level of commitment, or such entities may take actions which are not in our best interest. If we are unable to maintain our relationships with our joint venture partners, we could lose our ability to operate in the geographies and/or markets in which they operate, which could have an adverse effect on our business, financial condition or results of operations.

We also may be limited by contract or otherwise with respect to, or have no control over, the resources that any third party partner may devote to the research, development and commercialization of services and products under our collaborations. Any of our collaborators may not perform their obligations as expected. Our collaborators may breach or terminate their agreements with us or otherwise fail to conduct research, development or commercialization activities successfully, in a timely manner or in compliance with legal requirements. Additionally, disputes may arise with respect to the ownership of rights to technology developed with our collaboration partners. The failure of our collaboration partners to meet their obligations, comply with legal requirements, adequately deploy resources or to satisfactorily resolve disputes with us could have an adverse effect on our business, financial condition or results of operations. If the Acquisition is consummated, the ability to achieve our strategic objectives and success in telehealth may depend, among other things, on the willingness of our current partners to continue their existing relationships with us, our ability to demonstrate the value of our telehealth business to potential partners, and our ability to navigate the complex healthcare regulatory requirements that may be implicated by our current and future partnerships.

Consummating these transactions and partnerships could also result in the incurrence of additional debt and related interest expense, as well as unforeseen contingent liabilities, all of which could have an adverse effect on our business, financial condition or results of operations. We may also issue additional equity in connection with these transactions and partnerships, which would dilute our existing shareholders.

The seasonal nature of our core business could cause our operating results to fluctuate.

We have experienced and expect to continue to experience fluctuations in our quarterly results of operations due to the seasonal nature of our core business. Historically, the first quarter of the fiscal year, known as our winter season, is the most important quarter for recruitments. Given the subscription nature of our products, failure to realize recruitments during the winter season could negatively impact our performance for the remainder of the year. Seasonality also impacts relative revenue and profitability of each quarter of the year, both on a quarter-to-quarter and year-over-year basis. This seasonality could cause our share price to fluctuate as the results of an interim financial period may not be indicative of our full year results.

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Any event that discourages or impedes people from gathering with others, whether at a gathering place, work or otherwise, or impedes accessing resources could adversely affect our business.

Our business is subject to conditions beyond our control, including health epidemics (such as the COVID-19 pandemic), extreme weather and climate conditions (which may become more frequent and more severe with the increasing effects of climate change), war, terrorism, loss of resources such as electricity and internet connections, national disasters and other extraordinary events, that may prevent or impede in-person or virtual workshop attendance or accessing our Digital products. These conditions could also impact the ability of our suppliers and other third party partners to meet their obligations to us and negatively impact our ability to provide our products and services to customers. The occurrence of any event that discourages people from gathering with others or impedes their ability to access our services and products could adversely affect our business, financial condition or results of operations.

If we do not maintain effective internal control over financial reporting, we could fail to report our financial results accurately.

Effective internal control over financial reporting is necessary for us to provide reliable financial reports. In the past we have discovered, and in the future we may discover, areas of our internal control over financial reporting that need improvement. In the future, if we identify a control deficiency that rises to the level of a material weakness in our internal controls over financial reporting,

this material weakness may adversely affect our ability to record, process, summarize and report financial information timely and accurately and, as a result, our financial statements may contain material misstatements or omissions. A material weakness is defined as a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

Risks Related to Our Liquidity

Our substantial amount of debt and our debt service obligations, as well as our exposure to variable rate indebtedness, could adversely affect our financial condition, and the restrictions of our debt covenants could impede our operations and flexibility.

As of December 31, 2022 December 30, 2023, our total debt was \$1,445.0 million. In addition, at December 31, 2022 December 30, 2023, we had \$173.9 million \$173.8 million available under our revolving credit facility subject to its terms and conditions as discussed in Note 9 of our audited consolidated financial statements, contained in Part IV, Item 15 of this Annual Report on Form 10-K. \$945.0 million of our debt consists of variable-rate instruments so we are subject to the risk of higher interest rates. We currently, and may in the future, seek to manage our exposure to interest rates through interest rate swaps. At the end of fiscal 2022, 2023, we had in effect interest rate swaps with an aggregate notional amount of \$500.0 million.

Our high degree of debt leverage could have significant consequences, including the following:

- requiring a substantial portion of our cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities;
- exposing us to the risk of increased interest rates because certain of our borrowings, including the borrowings under our credit facilities, are at variable rates of interest;
- making it more difficult for us to make payments and otherwise satisfy our obligations with respect to our indebtedness, and failure to comply with the obligations of any of our debt instruments, including restrictive covenants and borrowing conditions could result in an event of default;
- restricting our ability and flexibility to make strategic acquisitions and to take advantage of other strategic opportunities to grow our business funded by significant additional indebtedness or causing us to make non-strategic divestitures;
- limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions and other general corporate purposes;
- limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to our competitors who may be less leveraged or may have greater financial resources than us;

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- increasing our vulnerability to general adverse economic and industry conditions; and
- limiting, along with the financial and other restrictive covenants in our indebtedness, among other things, our ability to borrow additional funds on commercially reasonable terms, if at all.

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Our credit facilities and the indenture governing our notes permit us to incur additional indebtedness in the future. If we incur additional indebtedness, the risks we face as a result of our leverage could intensify.

While there is no net debt to EBITDA (earnings before interest, taxes, depreciation and amortization) leverage ratio maintenance requirement on the debt outstanding under our credit facilities (other than when the aggregate principal amount of our outstanding revolving loans plus non-cash collateralized letters of credit exceeds 35% of the amount of the lenders' revolving commitments, as further discussed below), our credit facilities and the indenture governing our notes contain customary covenants for a non-investment grade company, including covenants that in certain circumstances restrict our ability to incur additional indebtedness and liens, pay dividends on and redeem capital stock, make investments, sell our assets and enter into acquisitions, mergers and transfers of all or substantially all of our assets, prepay subordinated debt and enter into transactions with affiliates, in each case subject to baskets, thresholds and other exceptions. Under the terms of our credit facilities, depending on our leverage ratio, we are obligated to offer to prepay our term loan facilities in an aggregate amount determined by our excess cash flow. In addition, our revolving credit facility includes a maintenance covenant that requires compliance with a first lien secured net leverage ratio when the aggregate principal amount of all revolving loans plus available, undrawn letters of credit and unreimbursed letters of credit (subject to customary exceptions and thresholds) as of the end of a fiscal quarter exceeds 35% of the amount of the lenders' revolving commitments. We were not in compliance with such ratio as of December 31, 2022 December 30, 2023, and, as a result, we are limited to borrowing no more than 35%, or \$61.3 million, of the revolving commitments as of each fiscal quarter end until we are in compliance again comply with such the applicable ratio.

Our failure to comply with these covenants could result in an acceleration of our debt, cause cross-defaults under our other debt, lead to the foreclosure on assets collateralizing secured debt (and the lenders and holders of that secured debt would rank ahead of the holders of unsecured debt in the proceeds of those assets) and result in our lenders terminating all commitments to extend further credit. If our indebtedness is accelerated, we may not be able to repay our indebtedness, and we may not be able to borrow sufficient funds to refinance such indebtedness. Any such prepayment or refinancing could adversely affect our financial condition and liquidity. In addition, if we incur additional debt in the future, we may be subject to additional covenants, which may be more restrictive than those to which we are currently subject.

Additionally, borrowings under our credit facilities are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness may increase even though the amount borrowed remains the same, if our then-effective swaps, if any, do not reduce our exposure. In addition, LIBOR was previously the benchmark rate used for certain of our variable rate indebtedness, uses including our Credit Facilities. LIBOR as a benchmark for establishing the rate of interest. LIBOR is has been the subject of recent national, international and other regulatory guidance and proposals for reform. On March 5, 2021, reform, which culminated with the United Kingdom's Financial Conduct Authority, or the FCA, which regulates regulated LIBOR, announced that all LIBOR settings will either cease to be provided or no longer be representative (i) immediately after December 31, 2021, in the case of the one-week and two-month U.S. dollar settings, and (ii) immediately after June 30, 2023, in the case ceasing publication of all remaining U.S. dollar settings. Additionally, the Federal Reserve Board, Federal Deposit Insurance Corporation, Office of the Comptroller of Currency, and other interagency regulatory bodies advised U.S. banks to stop entering into new U.S. dollar LIBOR based contracts by December 31, 2021 rates as of June 30, 2023. The Federal Reserve, in conjunction with the Alternative Reference Rate Committee, or the ARRC, a steering committee convened by the Federal Reserve that includes major market participants, has comprised of large U.S. financial institutions, identified the Secured Overnight Financing Rate, or SOFR, a new an index calculated by short-term repurchase agreements, backed by U.S. Treasury securities, as its preferred

alternative rate for LIBOR. There are significant differences between In connection with the phase-out of LIBOR, and we amended our Credit Facilities in June 2023 to replace LIBOR with SOFR as the benchmark rate under the Credit Agreement. At this time, it is not possible to predict the full effect that the discontinuance of LIBOR, or the establishment of alternative reference rates such as LIBOR being an unsecured lending rate while SOFR, will have on us or our borrowing costs. SOFR is a secured lending relatively new reference rate and its composition and characteristics are not the same as LIBOR. Given the limited history of SOFR is an overnight rate while LIBOR reflects term and potential volatility as compared to other benchmark or market rates, at different maturities. Although the future performance of SOFR is the ARRC's recommended replacement rate, it is also possible that lenders may instead choose alternative replacement rates that may differ from LIBOR in ways similar to SOFR or in other ways that would result in higher interest costs for us.

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In the event that LIBOR is phased out as is currently expected, our Credit Agreement (defined hereafter) provides that the Company and the administrative agent may amend the Credit Agreement to replace the LIBOR definition therein with a successor rate subject to notifying the lending syndicate of such change and not receiving within five business days of such notification objections to such replacement rate from lenders holding at least a majority cannot be predicted based on historical performance. The consequences of the aggregate principal amount of loans and commitments then outstanding under the Credit Agreement; provided that such lending syndicate may not object to a SOFR-based successor rate contained in any such amendment. If we fail to do so, our borrowings will be based off of the alternative base rate plus a margin. We expect to transition from LIBOR to SOFR could include an increase in advance the cost of its cessation on or about June 30, 2023, our variable rate indebtedness.

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We may not be able to generate sufficient cash to service all of our debt and satisfy our other liquidity requirements.

Our ability to make scheduled payments on or to refinance our debt obligations and to fund our planned capital expenditures and other ongoing liquidity needs depends on our future performance, which may be affected by financial, business, economic, demographic and other factors, such as the increased popularity and acceptance of weight management medications, attitudes toward weight management and wellness programs and pressure from our competitors. As of the end of fiscal 2022, 2023, we have a term loan facility with an outstanding aggregate principal amount of \$945.0 million due in April 2028, a revolving credit facility with availability of \$173.9 million, \$173.8 million (subject to its terms and conditions as discussed in Note 9 of our audited consolidated financial statements, contained in Part IV, Item 15 of this Annual Report on Form 10-K) maturing in April 2026, and \$500.0 million in aggregate principal amount of outstanding 4.500% senior secured notes due in April 2029. We expect to pay the principal and interest due on the term loan facility and our notes from a combination of our cash flows provided by operating activities and by opportunistically using other means to repay or refinance our obligations as we determine appropriate. There can be no assurance that we will maintain a level of cash flows provided by operating activities in an amount sufficient to permit us to pay the principal and interest on all of our outstanding debt.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness. Our ability, if any, to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt, if available on acceptable terms or at all, could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any deterioration in our performance may result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness or our ability to refinance our debt obligations on favorable terms or at all.

Additionally, our liquidity is impacted by our cash usage, including cash payments related to strategic initiatives and acquisitions. For example, if the Acquisition is consummated, to complete our acquisition of Sequence, we will make made a significant purchase price cash payment in fiscal 2023, and will be required to make additional payments in each of fiscal 2023, fiscal 2024 and fiscal 2025. For additional details on the cash consideration payable in connection with the Acquisition, acquisition of Sequence, see "Business—Pending Acquisition Note 6 of Weekend Health (d/b/a Sequence)" our audited consolidated financial statements, contained in Part IV, Item 15 of this Annual Report on Form 10-K. These material payments may negatively impact our short- and long-term liquidity in the future, which could harm our ability to satisfy our liquidity requirements.

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Risks Related to Technology, Security and Intellectual Property

Any failure of our technology or systems to perform satisfactorily could result in an adverse impact on our business.

We rely on software, hardware, network systems and similar technology, including cloud-based technology, that is either developed by us or licensed from or maintained by third parties to operate our websites and platforms, Digital subscription product offerings, and other services and products such as the recurring billing system associated with our commitment plans, and to support our business operations. As much of this technology is complex, there may be future errors, defects or performance problems, including when we update our technology or integrate new technology to expand and enhance our capabilities. Our technology may malfunction or suffer from defects that become apparent only after extended use. The integrity of our technology may also be compromised as a result of third-party cyber-attacks, such as hacking, spear phishing campaigns and denial of service (DOS) attacks, which are negatively impacting companies. Cyber threats and the techniques used in cyber-attacks are becoming more sophisticated and change, develop and evolve rapidly, including from emerging technologies, such as advanced forms of artificial intelligence ("AI") and quantum computing. Cyber-attacks can originate from a variety of sources, including third-parties affiliated with foreign governments, organized crime or terrorist organizations, and malicious individuals both outside and inside a targeted company. In addition, our operations depend on our ability to protect our information technology systems against damage from third-party cyber-attacks, fire, power loss, water, earthquakes, telecommunications failures and similar unexpected adverse events. Disruptions in our websites, apps, services and products or network systems could result from a number of factors, including unknown technical defects,

insufficient capacity, the failure of our third-party providers to provide continuous and uninterrupted service and unusual volume in traffic for our platforms. Such disruptions would be most impactful if they occurred during peak activity periods and may impact accessibility to our services and products. While we maintain disaster recovery capabilities to return to normal operation in a timely manner, and we deploy multiple parallel instances of our applications across multiple computer resources, we do not have a fully redundant system that includes an instantaneous recovery capability. In the event we experience significant disruptions, we may be unable to repair our systems in an efficient and timely manner, which could have an adverse impact on our business.

As a result of such possible defects, failures, interruptions or other problems, our services and products could be rendered unreliable or be perceived as unreliable by customers, which could result in harm to our reputation and brands. Any failure of our technology or systems could result in an adverse impact on our business.

Our reputation and the appeal of our services and products may be harmed by data security breaches and other malicious acts or privacy concerns.

Breaches of data security, website defacements and other malicious acts, which are negatively impacting companies, could result in unauthorized access to proprietary or customer information or data, including credit card transaction data **personal data, protected health information, and consumer health information**, or cause interruptions to our services and products. Such unauthorized access or interruptions could harm our reputation and brands and expose us to liability and regulatory claims, and may result in the loss of existing or potential customers. We rely upon sophisticated information technology systems to operate our business. In the ordinary course of business, we provide **proprietary** content and **we collect, store and utilize** use confidential information (including, but not limited to, personal customer information and data), in connection with providing our products and engaging our employees and contractors, and it is critical that we do so in a secure manner to **maintain** protect the confidentiality and integrity of such confidential information and maintain the trust and confidence of our members, business partners, employees, contractors and shareholders, as well as comply with applicable regulatory requirements and contractual obligations.

We also have outsourced significant elements of our information technology infrastructure and, as a result, we are managing many independent vendor relationships with third parties who may or could have access to our confidential information and website content. The size and complexity of our information technology and information security systems, and those of our third-party vendors with whom we contract, make such systems potentially vulnerable to security breaches. While we have invested, including by maintaining cybersecurity insurance coverage, and developed systems and processes designed to protect **such** proprietary or **customer** content and confidential information, or data and our website content, these measures are costly, and there can be no assurance that our efforts will prevent service interruptions or security breaches and other malicious acts.

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Existing, proposed or new data privacy legislation and regulations, including interpretations thereof, could also significantly affect our business. For example, the European General Data Protection Regulation (**GDPR**) ("GDPR") includes increased privacy and security requirements for companies that receive or process personal data of residents of Europe. As a result, we have implemented measures to comply with these requirements, including, among other things, documenting our data processing activities and informing

users about how we use their personal data. We also obtain consent and/or offer new controls to existing and new users in Europe before processing data for certain aspects of our services and products. In addition, the GDPR requires submission of personal data breach notifications to our designated European privacy regulator. The GDPR also includes significant penalties for non-compliance with any of several requirements of the regulation. Data protection and privacy laws have also been enacted by the U.S. federal and state governments, including the California Consumer Privacy Act (CCPA), which became effective on January 1, 2020 (and was ("CCPA") as amended by the California Privacy Rights Act (CPRA) which became effective on January 1, 2023 ("CPRA"), the Health Insurance Portability and Accountability Act, as amended, and implementing privacy, security, and breach regulations (collectively, HIPAA ("HIPAA")), state laws on sensitive health information, and other relevant statutes and regulations. The FTC also has authority to initiate enforcement actions against entities where such companies' failure to keep personal information secure may constitute unfair and/or deceptive acts or practices in violation of Section 5(a) of the Federal Trade Commission Act. The FTC may also impose penalties for violations of the Health Breach Notification Rule. These laws also typically include notification obligations and impose significant penalties and potential liability for non-compliance. The data privacy and security regulatory regime continues to evolve and is increasingly demanding. Recently, several states enacted broadly applicable laws to protect the privacy of personal health information. These laws generally require consent for the collection, use, or sharing of any "consumer health data", which is defined as personal information that is linked or reasonably linkable to a consumer and that identifies a consumer's past, present, or future physical or mental health. Many states are considering privacy and security legislation and there are ongoing discussions regarding a national privacy law. Variations in requirements across jurisdictions could present result in increased compliance challenges and costs, and any failures to comply with such requirements may have an adverse effect on our business or results of operations.

Further, many jurisdictions require that customers be notified if a security breach results in the disclosure of their personal financial account or other information, and additional jurisdictions and governmental entities are considering such laws. In addition, other public disclosure laws may require that material security breaches be reported. reported timely. If we experience, or in certain cases suspect, a security breach and such notice or public disclosure is required in the future, our reputation, brands and business may be harmed. Prospective and existing customers and clients may have concerns regarding our use, or the use by third parties, of private information or data collected on our apps and websites or through our services and products, such as weight management information, health information, financial data, email addresses and home addresses. These privacy concerns could keep customers and clients from using our apps and websites or purchasing our services or products, and third parties from partnering with us.

Other companies have experienced cybersecurity incidents that implicate confidential and proprietary company data and/or the personal data of end users of AI applications integrated into their software offerings or used in their operations. If we were to experience a cybersecurity incident, whether related to the integration of AI capabilities into our product offerings or our use of AI applications in our operations, our business and results of operations could be adversely affected.

While no we are not aware of any cybersecurity breach or attack to date that has had, or is reasonably likely to have, a material impact on our business or strategy, results of operations, or financial condition, there can be no assurance that our efforts to maintain the security and integrity of our information technology networks and related systems will be effective or that attempted security breaches or disruptions would not be successful or damaging. In addition, the transmission of computer viruses, or similar malware, could adversely affect our information technology systems and harm our business operations. As a result, it may become necessary to expend significant additional amounts of capital and other resources to protect against, or to alleviate, problems caused by security breaches. These expenditures, however, may not prove to be a sufficient protection or remedy.

Integration of artificial intelligence into our offerings and our use of artificial intelligence in our operations could adversely affect our business or results of operations.

We have integrated, and plan to further integrate, AI capabilities into certain components of our product offerings, and we have begun to use AI in our operations. Such integration and use of AI may become more material to our product offerings and operations over time and developing, testing, and deploying resource-intensive AI systems may require additional investment. There are significant risks involved in the development and deployment of AI and there can be no assurance that the usage of AI will enhance our products or services or be beneficial to our business, including our efficiency or profitability. These AI-related initiatives, whether successful or not, could cause us to incur substantial costs. Our competitors or other third parties may incorporate AI into their products or operations more quickly or more successfully than we do, which could impair our ability to compete effectively. The development, adoption, and use for generative AI technologies are still in their early stages and ineffective or inadequate AI development or deployment practices by us or third-party developers or vendors could result in unintended consequences. For example, AI algorithms that we use may be flawed or may be based on datasets that are biased or insufficient. If the AI tools integrated into our products or that we use in our operations produce analyses or recommendations that are or are alleged to be deficient, inaccurate, or biased, our reputation, business, financial condition, and results of operations may be adversely affected.

AI also presents various emerging legal, regulatory and ethical issues. For example, on October 30, 2023, the Biden administration issued an Executive Order to, among other things, establish extensive new standards for AI safety and security. Other jurisdictions may decide to adopt similar or more restrictive legislation that may render the use of such technologies challenging. These restrictions may make it harder for us to conduct our business using AI, lead to regulatory fines or penalties, require us to change our product offerings or business practices, or prevent or limit our use of AI. In addition, our AI-related efforts may give rise to risks related to harmful content, accuracy, bias, discrimination, toxicity, intellectual property infringement or misappropriation, defamation, data leakage, data privacy, and cybersecurity, among others. In addition, these risks include the possibility of new or enhanced governmental or regulatory scrutiny, litigation, or other legal liability, ethical concerns, negative consumer perceptions as to automation and AI, or other complications that could adversely affect our business, reputation, or financial results.

Third parties may infringe on our brands and other intellectual property rights, which may have an adverse impact on our business.

We currently rely on a combination of trademark, copyright, trade dress, trade secret, patent and other intellectual property laws and domain name dispute resolution systems to establish and protect our proprietary rights, including our brands and technology. If we fail to successfully enforce our intellectual property rights, the value of our brands, services and products could be diminished and our business may suffer. Our precautions may not prevent misappropriation of our intellectual property, including reverse engineering of technology, particularly in foreign countries where laws or law enforcement practices may not protect our proprietary rights as fully as in the United States. Any legal action that we may bring to protect our brands and other intellectual property could be unsuccessful and expensive and could divert management's attention from other business concerns. In addition, legal standards relating to the validity, enforceability and scope of protection of intellectual property, especially in Internet-related businesses, are uncertain and evolving. These evolving legal standards may not sufficiently protect our intellectual property rights in the future.

We may be subject to intellectual property rights claims.

Third parties may make claims against us alleging infringement of their intellectual property rights. Any intellectual property claims, regardless of merit, could be time-consuming and expensive to litigate or settle and could significantly divert management's attention from other business concerns. In addition, if we were unable to successfully defend against such claims, we may have to pay damages, stop selling the service or product or stop using the software, technology or content found to be in violation of a third party's rights, seek a license for the infringing service, product, software, technology or content or develop alternative non-infringing services, products, software, technology or content. If we cannot license on reasonable terms, develop alternatives or stop using the service, product, software, technology or content for any infringing aspects of our business, we may be forced to limit our service and product offerings. Any of these results could reduce our revenues or our ability to compete effectively, increase our costs or harm our business.

Risks Related to Our International Operations, Litigation, Laws and Regulations

Our international operations expose us to regulatory, economic, political, social and intellectual property risks in the countries in which we operate, which risks may be exacerbated as a result of the war in Ukraine and terrorism.

The international nature of our operations involves a number of risks, including changes in U.S. and foreign regulations, tariffs, taxes and exchange controls; economic downturns; inflation, **rising interest rates** and political and social instability in the countries in which we operate; changes in exchange rates; weakening or loss of the protection of intellectual property rights in some countries and limitations on our ability to enforce our intellectual property rights under some local laws; and our dependence on foreign personnel. For example, the ongoing war in Ukraine has had a broad range of adverse impacts on global economic conditions, including consumer confidence and sentiment in certain markets, some of which have had and are likely to continue to have adverse impacts on our business. These include reductions in consumer discretionary spending in certain markets. If the war continues to negatively impact consumer discretionary spending and sentiment towards the weight loss and wellness marketplace, it may have an adverse effect on our business, results of operations and financial condition.

A number of foreign laws and regulations govern the business of advertising, promoting, dispensing, and marketing services and products, including generic and branded pharmaceuticals. These regulatory regimes are overseen by governmental bodies. Foreign regulations may also restrict our ability to operate in some countries, **including providing our Clinical offering consistent with our U.S. business model or at all, acquire new businesses, recur bill our customers or repatriate cash from foreign subsidiaries back to the United States. If we expand our operations into additional foreign countries, we may be subject to additional risks, including the ability to successfully adapt to local culture and navigate regulatory, economic, political, social and intellectual property risks. We also may face limited brand recognition in certain parts of the world that could lead to non-acceptance or delayed acceptance of our**

products and services by consumers in new markets. We cannot be certain that we will be able to enter and successfully compete in additional foreign markets or that we will be able to continue to compete in the foreign markets in which we currently operate.

We are exposed to foreign currency risks from our international operations that could adversely affect our financial results.

A significant portion of our revenues and operating costs are denominated in foreign currencies. We are therefore exposed to fluctuations in the exchange rates between the U.S. dollar and the currencies in which our foreign operations receive revenues and pay expenses. We do not currently hedge, and have not historically hedged, our exposure to foreign currency fluctuations. Our consolidated financial results are presented in U.S. dollars and therefore, during times of a strengthening U.S. dollar, our reported international revenues and earnings will be reduced because the local currency will translate into fewer U.S. dollars. In addition, the assets and liabilities of our non-U.S. subsidiaries are translated into U.S. dollars at the exchange rates in effect at the balance sheet date. Revenues and expenses are translated into U.S. dollars at the average exchange rate for the period. Translation adjustments arising from the use of differing exchange rates from period to period are recorded in shareholders' equity as accumulated other comprehensive income (loss). Translation adjustments arising from intercompany receivables and payables with our foreign subsidiaries are generally recorded as a component of other expense (income). Accordingly, changes in currency exchange rates will cause our revenues, operating costs, net income and shareholders' equity to fluctuate. For example, these changes had a negative positive impact on our fiscal 2022 2023 financial results, lowering increasing our revenues for fiscal 2022 2023 by \$38.6 million \$0.7 million.

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Outcomes of litigation or regulatory actions could adversely impact our financial condition.

From time to time, we may be a party to lawsuits and regulatory actions relating to our business operations. Due to the inherent uncertainties of legal actions and regulatory proceedings, we cannot predict their outcomes with certainty. Therefore, it is possible that our results of operations, financial condition or cash flows could be adversely affected by the unfavorable resolution of one or more legal or regulatory actions. For example, the previously disclosed adverse UK tax ruling relating to our self-employment model in the United Kingdom resulted in an aggregate adverse charge of approximately \$37.0 million in fiscal 2009. As we build our Clinical business and further expand our wellness offerings, into the telehealth space, consumers may misconstrue our program non-Clinical businesses as providing medical advice. As we clearly state in our consumer communications, most of our coaches and guides do not have extensive training or certification in nutrition, diet or health fields beyond the training they receive from us. Despite our disclaimers, as more customers come to us seeking a healthy lifestyle, to improve their weight health, they may misperceive that our coaches and guides are providing medical advice. We may also be subject to claims that our coaches and guides have provided inappropriate advice or have inappropriately referred or failed to refer customers to healthcare providers when needed. Member access to clinicians and other care team providers through WeightWatchers Clinic may expose us to other types of claims and litigation or regulatory actions. For additional information regarding these types of claims or actions, see "—Risks Related to Our Acquisition of Weekend Health, Inc. (d/b/a Sequence)". Regardless of the outcome of any legal action or regulatory proceeding, such

actions and proceedings could result in substantial costs and may require that our management devote substantial time and resources to defend us.

Our business is subject to legislative and regulatory restrictions.

A number of laws and regulations govern our advertising and marketing, services, products, operations and relations with consumers, licensees, franchisees, coaches, guides, employees and government authorities in the countries in which we operate.

Certain federal, state and foreign agencies, such as the FTC and FDA, regulate and enforce such laws and regulations relating to advertising and marketing, promotions, packaging, labeling, privacy, consumer pricing and billing arrangements, and other consumer protection matters. A determination by a federal, state or foreign agency, or a court in connection with a governmental enforcement action or private litigation, that any of our practices do not meet existing or new laws or regulations could result in liability, adverse publicity, and restrictions on our business operations. For example, during the mid-1990s, the FTC filed complaints against a number of commercial weight management providers alleging violations of federal law in connection with the use of advertisements that featured testimonials, claims for program success and program costs. In 1997, we entered into a consent order with the FTC settling all contested issues raised in the complaint filed against us. The consent order required us to comply with certain procedures and disclosures in connection with our advertisements of services and products and expired by its terms in 2017.

We are subject to many distinct employment, labor, commercial, benefits and tax laws and regulations in each country in which we operate, including regulations affecting our employment and wage and hour practices and our relations with our employees, coaches and guides. If we are required to comply with new laws or regulations or interpretations of existing laws and regulations that differ from our interpretations, are unable to comply with these laws, regulations or interpretations, or are subject to litigation with respect to these laws, regulations or interpretations, our business and results of operations could be adversely affected.

Laws and regulations directly applicable to communications, operations (including the use and treatment of personal data) or commerce over the Internet, such as those governing consumer protection, intellectual property, privacy and taxation, continue to evolve. Recent examples include the enactment of the GDPR, the CCPA and the CPRA. If we are required to comply with new laws or regulations or interpretations of existing laws or regulations that differ from our interpretations, or if we are unable to comply with these laws, regulations or interpretations, our business and results of operations could be adversely affected.

Future laws or regulations, including laws or regulations affecting our advertising and marketing practices, consumer pricing and billing arrangements, use and treatment of personal data, relations with consumers, employees, coaches, guides, brand ambassadors, spokespersons, social media influencers, licensees or franchisees, or our services and products, may have an adverse impact on us.

28 For additional information regarding the legislative and regulatory restrictions applicable to our Clinical business, see “—Risks Related to Our Acquisition of Weekend Health, Inc. (d/b/a Sequence)”.

Risks Related to Our **Proposed** Acquisition of Weekend Health, Inc. (d/b/a Sequence)

We may not complete our previously announced proposed acquisition of Weekend Health within the anticipated timeframe or at all.

On March 6, 2023, we announced our entry into the Merger Agreement to acquire Weekend Health. Completion of the Acquisition is subject to certain customary closing conditions, including, among others, the adoption of the Merger Agreement by Weekend Health's stockholders. In addition, various filings may be required with various regulatory and other authorities in the United States. These governmental authorities may impose conditions on the completion, or require changes to the terms, of the Acquisition, including restrictions or conditions on our business, financial condition or results of operations following completion of the Acquisition. These conditions or changes, including potential litigation brought in connection with the proposed acquisition, could have the effect of delaying completion of the Acquisition or imposing additional costs on us or limiting our revenues following the Acquisition, which could have a material adverse effect on our business, financial condition or results of operations and/or cause either us or Weekend Health to abandon the Acquisition.

We have incurred, and will incur, significant transaction-related costs in connection with the Acquisition, including legal, accounting, and other fees and costs relating to the Acquisition. These fees and costs may be significant. If we are unable to complete the Acquisition, we still will incur and will remain liable for various transaction costs, which may be significant, without realizing the expected benefits of the Acquisition.

If consummated, the **The** Acquisition may not achieve its intended results.

We entered into the Merger Agreement On April 10, 2023, we completed our previously announced acquisition of Sequence (the "Acquisition"), with the expectation that the Acquisition **will** result in various benefits, including, among other things, revenue synergies with our existing business and operating efficiencies. Achieving the anticipated benefits of the Acquisition is subject to a number of uncertainties, including whether our business and the **Weekend Health Sequence** business are integrated in an efficient and effective manner. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues generated by the combined company and diversion of management's attention and energy away from ongoing business concerns, any of which could have a material adverse effect on **the combined company's** **our** business, financial results and prospects.

Additional risks relating to integration of **Weekend Health Sequence** into our business, include, among others, the following:

- our inability to successfully integrate **Weekend Health Sequence** in a manner that permits us to achieve the full revenue and other benefits anticipated to result from the Acquisition;
- our ability to compete effectively in the telehealth industry;
- disruption to our and **Weekend Health's** **Sequence's** business and operations and relationships with service providers, customers, employees and other partners;
- negative effects on our **core** business from the changes and potential disruption that may follow the Acquisition;
- diversion of significant resources from our **core business; non-Clinical businesses;**
- our inability to retain the service of key management and other personnel of **Weekend Health; Sequence;**
- increased regulatory oversight of our business;
- potential limitations placed on our business by regulatory authorities;
- our inability to successfully integrate **Weekend Health Sequence** into our internal control over financial reporting, which could compromise the integrity of our financial reporting; and

- greater than anticipated costs related to the integration of Weekend Health's Sequence's business and operations into ours.

These potential difficulties, some of which are outside of our control, could adversely affect our ability to achieve the anticipated benefits of the Acquisition. In addition, the market price of our common stock may decline if our assumptions regarding the anticipated benefits of the Acquisition are not accurate or we do not achieve the anticipated benefits of the Acquisition as rapidly or to the extent anticipated by financial or industry analysts or at all.

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The Acquisition may not be accretive, and may continue to be dilutive, to our earnings per share, which may negatively affect the market price of shares of our common stock.

We expect The Acquisition has been dilutive to our earnings per share, largely driven by the costs associated with the Acquisition will initially be dilutive. itself. In the long term, the Acquisition may be less accretive than expected, or may continue to be dilutive, to our earnings per share. Estimates of our earnings per share in the future are based on assumptions that may materially change. In addition, future events and conditions could decrease or delay the accretion that is currently projected or could result in further dilution, including adverse changes in market conditions, additional transaction and integration-related costs and other factors such as the failure to realize some or all of the anticipated benefits of the Acquisition. Any dilution of, decrease in or delay of any accretion to, our earnings per share could cause the price of shares of our common stock to decline or grow at a reduced rate.

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We have limited experience in the telehealth industry, which may hinder our ability to achieve the anticipated benefits of the Acquisition.

Due to the fact that the healthcare industry is highly regulated, we will be are required to adhere to new laws and regulations, including those related to telehealth, pharmacy, the corporate practice of medicine, health and consumer privacy, false claims, and the prescribing, distributing, and marketing of pharmaceutical products, following the completion of the Acquisition. products. We have limited experience operating a telehealth business and following the Acquisition, we will expect to rely in large part on the existing management of Weekend Health Sequence to continue to manage the Weekend Health business, Sequence business. The management teams will work together to comply with applicable laws and regulations and stay abreast of the frequent legislative and regulatory changes specific to telehealth.

In addition, the telehealth industry has incumbent and established competitors with substantial market share and new competitors will likely enter the market in the future. These companies may have greater financial, marketing and other resources than we have and may have existing cost and operational advantages that we lack. Our limited experience in this industry could negatively affect our ability to appeal to potential customers in the market, including our existing customers, develop expertise and new technologies, attract talent, manage risks, and compete with larger and more experienced competitors.

If we fail to retain the existing management of **Weekend Health**, **Sequence**, or we fail to successfully compete in the telehealth industry, our ability to realize the anticipated benefits of the Acquisition may be adversely affected.

Notwithstanding the due diligence investigation that we performed in connection with our entry into the Merger Agreement, **Weekend Health Sequence may have liabilities, losses, or other exposures for which we do not have adequate insurance coverage, indemnification, or other protection.**

While we performed due diligence on **Weekend Health Sequence** prior to our entry into the Merger Agreement, we are dependent on the accuracy and completeness of statements and disclosures made or actions taken by **Weekend Health Sequence** and its representatives **when conducting during** due diligence and **evaluating** during our evaluation of the results of such due diligence. We **do** **did not control** **Sequence** and may be unaware of **certain** activities of **Weekend Health Sequence** before the completion of the Acquisition, including intellectual property and other litigation claims or disputes, information security vulnerabilities, violations of laws, policies, rules and regulations, commercial disputes, tax liabilities and other known and unknown liabilities.

If **Following** the consummation of the Acquisition, is consummated, the liabilities of **Weekend Health**, **Sequence**, including contingent liabilities, **will be** **were** consolidated with the Company's. If **Weekend Health's** **Sequence's** liabilities are greater than expected, or if **there are** **Sequence has** obligations of **Weekend Health's** of which we are not aware, our business could be materially and adversely affected. We do not have indemnification rights from the **current** **prior** owners of **Weekend Health Sequence** and **will** instead rely on a limited amount of representation and warranty **insurance**, which we expect to obtain prior to the consummation of the Acquisition. We may not be able to obtain such insurance at rates or in amounts as we currently expect or at all. In such event, we would have no recourse for a breach of representations and warranties related to the Acquisition. **insurance**. Such insurance if obtained, **will be** **is** subject to exclusions, policy limits and certain other customary terms and conditions. **Weekend Health Sequence** may also have other unknown **liabilities**, which we will be responsible for after the Acquisition, if consummated. **liabilities**. If we are responsible for liabilities not covered by **representation and warranty** **insurance**, we could suffer severe consequences that could have a material adverse effect on our financial condition and results of operations.

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If We, the Acquisition is consummated, we, our PCs and the Affiliated Professionals will be are subject to extensive and complex healthcare laws and regulations. If we, the PCs or the Affiliated Professionals fail to comply with existing or new laws or regulations that will apply to us, if the Acquisition is consummated, we or they could suffer civil or criminal penalties or be subject to other enforcement actions.

The healthcare industry and services provided via telehealth are highly regulated. If **Following** the consummation of the Acquisition, is consummated, various aspects of our operations **will or may become** **are** subject to federal, state or local laws, rules and regulations, any of which may change from time to time. Regulatory oversight includes, but is not limited to, considerations of corporate practice of medicine, licensure and scope of practice limitations for physicians and other healthcare professionals, establishment of a physician-patient relationship, prohibitions on fraud, **waste** and abuse, including laws prohibiting the submission of false claims, anti-kickback and all-payor fraud laws, restrictions on referrals and self-referrals, advertising and promotional restrictions, privacy protections, including patient information, and complex prior authorization and other requirements. Federal and state laws permit private parties to bring "qui tam" or whistleblower lawsuits on behalf of the federal government against companies for violations of fraud and abuse laws.

Although **if the Acquisition is consummated** we and **our** **the PCs will** strive to **maintain a legally-compliant business, comply with** **all applicable laws and regulations**, our operations and the operations of **our** **the PCs** may not be in compliance with certain laws or

regulations as they may be interpreted by governmental, judicial, law enforcement or regulatory authorities or their agents. Failure to comply with laws and regulations may subject us, the PCs or the Affiliated Professionals to civil or criminal penalties, licensing or other sanctions, that limit our ability to operate our business or their ability to provide telehealth services. See "Risk Factors—Risks Related to Our Proposed Acquisition of Weekend Health (d/b/a Sequence)—If the Acquisition is consummated, we expect to be subject to extensive fraud, waste, and abuse laws that may give rise to federal and state audits and investigations, including actions for false and other improper claims."

Changes to laws and regulations pose additional risks. If the Acquisition is consummated, the The failure to comply with such changes to laws and regulations may subject us, the PCs and/or the Affiliated Professionals to civil or criminal penalties or other sanctions that will limit our ability to operate our business or the ability of the PCs and the Affiliated Professionals to provide telehealth services. Changes to laws or regulations might have the effect of imposing additional costs or rendering invalid or illegal, in whole or in part, certain aspects of the expected agreements between us, the PCs and healthcare professionals. Any or all of the issues above could adversely affect our ability to attract new members or retain existing members, or subject us to governmental or third-party lawsuits, investigations, regulatory fines or other actions or liability, resulting in a material adverse effect to our business, financial condition, cash flows and results of operation.

The healthcare laws and regulations to which we will be are subject if the Acquisition is consummated are constantly evolving and may change significantly in the future.

The laws and regulations applicable to our business, to telehealth services, and to the healthcare industry generally are constantly evolving. While we believe that Weekend Health Sequence has structured its agreements and operations in material compliance with applicable healthcare laws and regulations, if the Acquisition is consummated there can be no assurance that we will be able to successfully address changes in the current regulatory environment. Some of the healthcare laws and regulations that will be are applicable to us are subject to limited or evolving interpretations, and a review of our business or operations by a governmental, judicial, law enforcement or regulatory authority might result in a determination that could have a material adverse effect on us. Furthermore, the healthcare laws and regulations applicable to us may be amended or interpreted in a manner that could have a material adverse effect on our business if the Acquisition is consummated. business.

Recent and frequent legislative and regulatory changes specific to telehealth may present us with additional requirements and compliance costs, if the Acquisition is consummated, with potential operational impacts in certain jurisdictions. Our business could be adversely affected by challenges to our business model or by state actions restricting the ability of our PCs and the Affiliated Professionals to provide or prescribe products and services via telehealth in certain states.

Healthcare professionals who provide professional services to a patient via telehealth must, in most instances, hold a valid license to practice or provide treatment in the state in which the patient is located. Certain states require healthcare professionals

providing telehealth services to be physically located in the same state as the patient. State law applicable to telehealth, particularly licensure requirements, has been relaxed in many jurisdictions as a result of the COVID-19 pandemic. It is unclear which, if any, of these changes will remain in place permanently. If regulations change to restrict healthcare professionals from delivering care through telehealth modalities or such healthcare professionals fail to comply with telehealth laws, our including licensure and scope of practice requirements and laws related to prescribing, claims, appropriate medical treatment, and unprofessional conduct, the PCs and the Affiliated Professionals could be subject to civil or criminal penalties, and our financial condition and results of operations may be adversely affected.

Federal and state laws and regulations specific to telehealth vary and may set forth informed consent, modality, medical records, licensing, follow-up care, and other requirements. The ability of our the PCs and the Affiliated Professionals to conduct business via telehealth is dependent, in part, upon that particular state's treatment of remote healthcare and that state medical or other board's regulation of the practice of medicine and telehealth services, each of which is subject to changing political, regulatory, and other influences. Where new laws and regulations apply to telehealth services, we may incur costs to monitor, evaluate, and modify operational processes for compliance. All such activities may increase our costs and could, in certain circumstances, impact the ability of our the PCs and the Affiliated Professionals to make telehealth available in a particular state. Additionally, patients may be reluctant to accept services delivered via telehealth or may not find it preferable to traditional treatment. It is possible that the laws, rules, and regulations governing the practice of telehealth in one or more states may change or be interpreted in a manner unfavorable to our business. If the Acquisition is consummated, and adverse laws or regulations are adopted, if patients prove unwilling to adopt the telehealth services offered by our the PCs and the Affiliated Professionals as rapidly or in the numbers that we anticipate, or if any claims challenging the provision of services via telehealth are successful, and we were unable to adapt our business model accordingly, our operations in such states would be disrupted or negatively impacted, which could have a material adverse effect on our business, financial condition, cash flows and results of operations.

If the Acquisition is consummated, we We may also be subject to changes in laws, regulations, and enforcement trends governing the marketing and prescribing of pharmaceutical products. Such products are subject to regulation by the FDA, FTC, and other governmental agencies, and over time, the regulatory landscape for pharmaceutical products approved for weight management may become more complex with increasingly strict requirements. To the extent federal or other requirements regarding safety, prescribing, and claims continue to change in the future, if the Acquisition is consummated, such changes could result in increased costs, recalls, increased cancelations of member subscriptions, decreased interest from potential members or other adverse impacts or additional risks.

If the Acquisition is consummated, we expect to 33

We may be subject to extensive fraud, waste, and abuse laws that may give rise to federal and state audits and investigations, including actions for false and other improper claims.

The U.S. healthcare industry is heavily regulated and closely scrutinized by federal, state and local governments. Comprehensive statutes and regulations govern our contractual relationships and arrangements with healthcare professionals and

vendors, our marketing activities, and other aspects of our operations and the operations of our PCs and vendors. Such laws include, without limitation, federal and state anti-kickback, fraud and abuse, and false claims laws, and may authorize the imposition of criminal, civil and administrative penalties for submitting false or fraudulent claims for reimbursement to federal and state healthcare programs.

The federal anti-kickback statute (the “Anti-Kickback Statute”) makes it a criminal offense to knowingly and willingly offer, pay, solicit or receive any remuneration to induce or reward referrals of items, including prescription medications, or services reimbursable by federal healthcare programs. The Anti-Kickback Statute defines “remuneration” to include the transfer of anything of value, in cash or in kind and directly or indirectly. The statute has been interpreted to cover any arrangement where at least one purpose of the arrangement is to obtain remuneration for the referral of services or to induce the purchase, lease, order, recommendation or arrangement of items or services reimbursable under a federal healthcare program. A person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation. Many states have similar anti-kickback and consumer protection laws, and in some cases these laws have expanded to apply to commercial insurers. If any governmental, judicial, law enforcement or regulatory authority determines that we are not in compliance with any such laws, any such authority could bring an action against us and/or our supported offices for violations of such laws, which could have a material adverse effect on our business.

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The Federal Civil False Claims Act or the FCA, (the “FCA”) prohibits the knowing submission of any false or fraudulent claim for payment to the federal government or to its agents or contractors or any recipient if the federal government provides any payment for the claim. The FCA also prohibits knowingly presenting, or causing to be presented, false claims to government health care programs, including Medicare, Medicaid, TRICARE, and the Federal Employees Health Benefits Program. It also prohibits the use of any false record or statement material to a claim made in order to have a false or fraudulent claim paid in whole or in part by the federal government. It further prohibits the knowing concealment or improper avoidance of an obligation to pay money or property to the federal government. The FCA requires no proof of specific intent to defraud to create liability. In addition, a violation of the Anti-Kickback Statute can result in liability under the FCA. Actions under the FCA may be brought by the Attorney General, the United States Department of Justice or the DOJ, (the “DOJ”), the United States Attorney Offices, or as a qui tam action by a private individual in the name of the government. These private parties, often referred to as relators, are entitled to share in any amounts recovered by the government through trial or settlement. These “qui tam” cases are sealed by the court at the time of filing. The only parties privy to the information contained in the complaint are the relator, the federal government and the presiding court. If the Acquisition is consummated, it is possible that “qui tam” lawsuits will be filed against us and that we will be unaware of such filings. Violations of the FCA can result in significant monetary penalties. The federal government continues to use the FCA, and the accompanying threat of significant liability, in its investigations and prosecutions of telehealth companies and healthcare professionals that provide telehealth services. The government has obtained multi-million and multi-billion dollar settlements under the FCA in addition to individual criminal convictions under applicable criminal statutes. Given the significant size of actual and potential settlements, it is expected that the federal government will continue to devote substantial resources to investigating telehealth companies and healthcare professionals that provide telehealth services for compliance with the FCA and other applicable fraud and abuse laws. Collateral consequences of a violation of the FCA include administrative penalties and the imposition of settlement, monitoring, integrity or other agreements. Many states have similar FCA laws to which we may be subject. A determination that we have violated these laws could have a material adverse effect on our business.

HIPAA also created new federal criminal statutes that prohibit among other actions, knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, including private third-party payors, knowingly and

willfully embezzling or stealing from a healthcare benefit program, willfully obstructing a criminal investigation of a healthcare offense, and knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. Similar to the Anti-Kickback Statute, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation.

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In addition, federal healthcare laws prohibit the offer or transfer to a federal healthcare program beneficiary, of any remuneration, including free services, and waivers of beneficiary cost sharing that the offeror knows or should know is likely to influence the beneficiary's selection of a particular provider, practitioner or supplier of federal healthcare program items or services unless there has been a good faith determination of the beneficiary's financial need. Violations may result in the imposition of civil monetary penalties. Moreover, the routine waivers of copayments and deductibles offered to patients covered by commercial payors may also implicate applicable state laws related to, among other things, unlawful schemes to defraud, insurance fraud, excessive fees for services, tortious interference with patient contracts and statutory or common law fraud. If the Acquisition is consummated and arrangements are found to be inconsistent with applicable federal and state fraud, waste and abuse, state advertising, insurance or other applicable laws, we may be required to restructure or discontinue certain programs, or be subject to other significant penalties, enforcement actions or investigations, which could have a material adverse effect on our business.

To enforce compliance with the federal laws such as the FCA, the Office of the Inspector General of the HHS ("OIG" (the "OIG") and the DOJ recently have increased their scrutiny of interactions between healthcare companies and healthcare professionals, which has resulted in investigations, prosecutions, convictions and settlements in the healthcare industry. Other government regulators, such as state boards of medicine, and third-party payors may also investigate or take enforcement actions or subject certain medical and prescribing practices, claims, and medical records to increased scrutiny. Dealing with investigations can be time and resource consuming and can divert management's attention from the business. Any such future investigation or settlement could increase our costs or otherwise have an adverse effect on our business.

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Additionally, federal and state government agencies, including state boards of medicine and pharmacy and departments of public health, as well as commercial payors, have increased their auditing and administrative, civil and criminal enforcement efforts as part of an effort to identify and to stem healthcare fraud and abuse. abuse and to address complaints or allegations involving PCs and Affiliated Professionals. These audits and investigations relate to a wide variety of topics, including but not limited to the following: ordering and referral practices, technical compliance with coverage and payment rules, the offering of prohibited remuneration, providing inappropriate medical treatment, submitting false insurance claims, prescribing medications outside the scope of FDA-approved labeling, engaging in unprofessional conduct or other activities, patient privacy and data security rules and financial reporting. In addition, the OIG and the DOJ have, from time to time, undertaken national enforcement initiatives that focus on specific practices or other suspected areas of abuse. For example, the OIG announced a special fraud alert informing healthcare professionals

that they should exercise caution when entering into arrangements with certain telemedicine companies. Federal and state governments also are authorized to impose criminal, civil and administrative penalties on any person or entity that files a false claim for payment for items or services reimbursed under a federal or state healthcare program. While the criminal statutes are generally reserved for instances of fraudulent intent, the federal government is applying its enforcement powers in an ever-expanding range of circumstances. If we or any of the PCs **were or Affiliated Professionals** are found to be in violation of federal or state laws or regulations, **if the Acquisition is consummated**, we and they could be forced to discontinue the violative practice and may be subject to actions, fines and criminal penalties, which could have a material adverse effect on our business.

Similar to federal and state governmental agencies, commercial payors have increased their auditing and recovery efforts. Claims filed with private insurers can lead to criminal and civil penalties, including, but not limited to, penalties relating to violations of federal mail and wire fraud statutes, as well as penalties under the healthcare fraud provisions of HIPAA.

Risks Related to Ownership of Our Common Stock

Artal has significant influence over us and may have conflicts of interest with us or the holders of our common stock.

Artal currently owns approximately 21% of our outstanding common stock and has the ability to exercise significant influence over the election and removal of our directors and our corporate and management policies, including potential mergers or acquisitions, payment of dividends, asset sales, the amendment of our articles of incorporation or bylaws and other significant corporate transactions. This concentration of our ownership may delay or deter possible changes in control of our company, which may reduce the value of an investment in our common stock. So long as Artal owns 10% or more of our common stock, Artal will have the right pursuant to an agreement with us to nominate directors to our Board of Directors in proportion to its stock ownership. The interests of Artal may not coincide with our interests or the interests of other holders of our common stock.

If our existing large shareholders sell a substantial amount of shares of our common stock, the market price of our common stock could decline.

The sale of substantial amounts of shares of our common stock by existing large shareholders, or the perception that such sales could occur, including sales by Artal or Ms. Winfrey, could harm the prevailing market price of shares of our common stock. For example, in fiscal 2018, Artal sold 14,625,000 shares of our common stock and Ms. Winfrey sold 2,359,702 shares of our common stock (including shares transferred by Ms. Winfrey as a gift to The Oprah Winfrey Charitable Foundation that were subsequently sold by such foundation). Sales such as these, and the possibility that additional sales may occur in the future, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. Currently, substantially all of our outstanding shares of common stock are freely tradable without restriction or further registration under the Securities Act, except that any shares held by our affiliates, as that term is defined under Rule 144 of the Securities Act and including Artal and Ms. Winfrey, may be sold only in compliance with certain limitations applicable to affiliates. If the Acquisition is consummated, the shares of our common

stock to be issued as partial consideration for the Acquisition will be "restricted securities" under the Securities Act and, as such, will be subject to certain transfer restrictions under the Securities Act.

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Our articles of incorporation and bylaws and Virginia corporate law contain provisions that may discourage a takeover attempt.

Provisions contained in our articles of incorporation and bylaws and the laws of Virginia, the state in which we are incorporated, could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our shareholders. Provisions of our articles of incorporation and bylaws impose various procedural and other requirements, which could make it more difficult for shareholders to effect certain corporate actions. For example, our articles of incorporation authorize our Board of Directors to determine the rights, preferences, privileges and restrictions of unissued series of preferred stock, without any vote or action by our shareholders. Thus, our Board of Directors can authorize and issue shares of preferred stock with voting or conversion rights that could adversely affect the voting or other rights of holders of our common stock. These rights may have the effect of delaying or deterring a change of control of our company. In addition, a change of control of our company may be delayed or deterred as a result of our having three classes of directors. These provisions could limit the price that certain investors might be willing to pay in the future for shares of our common stock.

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Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

In the ordinary course of business, we provide proprietary content and we collect, store and use confidential information (including, but not limited to, personal customer information and data) in connection with providing our products and engaging our employees and contractors. We have developed systems and processes designed to protect such content and information and we maintain cybersecurity insurance coverage. Our Board of Directors (the "Board") and management recognize the critical importance of protecting the confidentiality and integrity of such information and data and maintaining the trust and confidence of our members, business partners, employees, contractors and shareholders, as well as complying with applicable regulatory requirements and contractual obligations.

The Board and its committees actively oversee the Company's risk management program. Cybersecurity threats and related risks are an important component of the Company's overall approach to enterprise risk management ("ERM"). We annually examine

our cybersecurity program with third parties, evaluating its effectiveness in part by considering industry standards and established frameworks, such as the National Institute of Standards and Technology (NIST), as guidelines. Cybersecurity risk management is a Company-wide initiative. In general, the Company seeks to address cybersecurity risks through a comprehensive, multi-disciplinary approach that is focused on preserving the confidentiality, security, and availability of the information that the Company collects and stores by identifying, preventing, and mitigating cybersecurity threats and effectively responding to cybersecurity incidents when they occur.

Risk Management and Strategy

As one of the elements of the Company's overall ERM program, the Company's cybersecurity program includes the following key areas:

- **Governance:** As discussed in more detail under the heading "Governance," the Board's oversight of cybersecurity risk management is supported by the Audit Committee of the Board (the "Audit Committee"), which is regularly updated on cybersecurity matters by the Company's Chief Information Security Officer ("CISO"), other members of management, and relevant representatives from management's committees and the Company's Internal Audit function.
- **Collaborative Approach:** The Company has implemented a comprehensive, multi-disciplinary approach to identifying, preventing and mitigating cybersecurity threats and incidents, while also implementing controls and procedures that provide for the prompt escalation of certain cybersecurity incidents so that decisions regarding the public disclosure and reporting of such incidents can be made by management in a timely manner.
- **Technical Safeguards:** The Company deploys technical safeguards that are designed to protect the Company's information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which are evaluated and improved through vulnerability assessments by internal and third-party experts, and cybersecurity threat intelligence.
- **Incident Response and Recovery Planning:** The Company has established and maintains comprehensive incident response and recovery plans pursuant to the NIST framework that fully address the Company's response to a cybersecurity incident, and such plans are evaluated on a regular basis.
- **Third-Party Risk Management:** The Company has implemented a risk-based evaluation process to identify and oversee cybersecurity risks presented by third parties, including vendors, service providers and other external users of the Company's systems, as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems.

- **Education and Awareness:** The Company provides regular, mandatory training and education for personnel regarding cybersecurity threats as a means to equip the Company's personnel with effective tools to address cybersecurity threats, and to communicate the Company's evolving information security policies, standards, processes and practices.

The Company engages in the regular evaluations of the Company's policies, standards, processes, and practices that are designed to address cybersecurity threats and incidents. These efforts include a wide range of activities, including tabletop exercises and vulnerability testing, focused on evaluating the effectiveness of our cybersecurity measures and planning. The Company regularly engages third parties to perform assessments on certain of our cybersecurity measures, including audits and penetration testing. For example, we annually engage qualified third-party auditors to independently assess and attest to and/or provide certifications of compliance with the HIPAA Security and Privacy Rule, SOC2 Type 2, the Payment Card Industry Data Security Standard (PCI-DSS), and UK CyberEssentials. The results of such assessments, audits and reviews are presented to the Audit Committee and members of the Board, as appropriate, and the Company adjusts its cybersecurity policies, standards, processes, and practices as necessary based on such assessments, audits and reviews.

Governance

The Board, in coordination with the Audit Committee, oversees the Company's ERM process. The Audit Committee oversees our cybersecurity program, as well as the steps management has taken to monitor and control cybersecurity threats and related risks. This oversight includes receiving reports on the regular assessments of the Company's disclosure controls and procedures to ensure that current practices account for material cybersecurity risks facing the Company. The Audit Committee receives presentations on the cybersecurity program and related risks on at least a quarterly basis. These presentations address a wide range of topics including recent developments, evolving standards, vulnerability assessments, third-party and independent reviews, the threat environment, technological trends, and information security considerations arising with respect to the Company's peers and third parties. The Audit Committee, and the full Board as necessary, also receive prompt and timely information regarding any cybersecurity incident that meets recognized established reporting thresholds, as well as ongoing updates regarding any such incident until it has been addressed. The Audit Committee routinely meets with our Chief Technology Officer ("CTO") and CISO as well as outside experts as appropriate to assess cybersecurity risks and to evaluate the status of the Company's cybersecurity efforts, which include a broad range of tools and training initiatives that work together to protect the data and systems used in our businesses.

Our cybersecurity management team includes our CISO and Director of Security Operations, Data Privacy Officer, CTO, Chief Financial Officer, General Counsel, and Head of Internal Audit. The CISO, in coordination with the team, works collaboratively across the Company to implement a program designed to protect the Company's information systems from cybersecurity threats and to promptly respond to any cybersecurity incidents in accordance with the Company's incident response and recovery plans. The cybersecurity management team meets regularly to review cybersecurity and data privacy strategy, receive updates, and consider the Company's current risk posture. The team meetings also build leadership consensus on cybersecurity risk management and tolerance. In the event they become aware of a cybersecurity threat or incident, employees are expected to follow established lines of communication to notify the relevant members of the cybersecurity management team and allow the relevant team members to coordinate the evaluation and response to such threats and incidents as necessary. To facilitate the Company's cybersecurity risk management program, multidisciplinary teams throughout the Company are deployed to address cybersecurity threats and to respond to cybersecurity incidents. Through ongoing communications with these teams, the CISO and the rest of the cybersecurity management team monitor the prevention, detection, mitigation and remediation of cybersecurity threats and incidents in real time and report such threats and incidents to other members of senior management and the Audit Committee when appropriate. Such plans also dictate notification responses to Company management based on the severity of the incident.

The CISO and Director of Security Operations has worked in the information security field for over 15 years and holds an undergraduate degree in computer systems management and master's degrees in both cybersecurity and technology management. He has also attained multiple cybersecurity-related professional certifications and licenses, including Certified Information Systems

Security Professional, and is an adjunct professor of cybersecurity at New York University and Fordham University. The CTO holds a master's degree in microengineering and has served in various leadership roles in computer engineering for more than 20 years.

While we have experienced cybersecurity incidents in the past, we are not aware of any cybersecurity incidents that have materially affected or are reasonably likely to materially affect the Company, including its business strategy, results of operations, financial condition, cash flows or reputation. However, cybersecurity threats and/or incidents could have a material effect on the Company. While we maintain cybersecurity insurance, the costs related to cybersecurity threats or disruptions may not be fully insured. For additional information regarding the cybersecurity risks we face, see "Item 1A. Risk Factors— Risks Related to Technology, Security and Intellectual Property" of this Annual Report on Form 10-K.

Item 2. Properties

We are currently headquartered in New York, New York in a leased office space, with additional corporate, technology and certain other operations located in leased or co-working office spaces elsewhere in the United States and Canada. Each of our foreign country operations generally also has leased or co-working office space to support its operations. Our in-person workshops are typically held in third-party locations (usually on flexible month to month arrangements) or in space leased in retail centers.

Item 3. Legal Proceedings

The information called for by this item is incorporated herein by reference to the legal proceedings disclosure under Note 16 "Commitments and Contingencies" of the notes to the audited consolidated financial statements contained in this Annual Report on Form 10-K.

Item 4. Mine Safety Disclosures

Not applicable.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS AND DIRECTORS

Pursuant to General Instruction G(3) to Form 10-K, certain of the information regarding our directors and executive officers required by Items 401(a), (b) and (e) of Regulation S-K is hereby included in Part I of this Annual Report on Form 10-K.

Set forth below are the names, ages as of December 31, 2022 December 30, 2023 and current positions of our executive officers and directors. Directors are elected at the annual meeting of shareholders. Executive officers are appointed by, and hold office at, the discretion of our Board of Directors.

Name	Age	Position
Sima Sistani	43 44	Chief Executive Officer, Director
Heather Stark	49 50	Interim Principal Chief Financial Officer
Michael F. Colosi Pierre-Olivier Latour	57	General Counsel and Secretary
Michael Lysaght	49 44	Chief Technology Officer
Amanda Tolleson	42 43	Chief Marketing Officer
Raymond Debbane Thilo Semmelbauer ⁽¹⁾	67 58	Chairman of the Board of Directors
Steven M. Altschuler, M.D. ⁽¹⁾⁽²⁾	69 70	Director
Julie Bornstein ⁽²⁾	52 53	Director
Jennifer Dulski Tracey D. Brown ⁽¹⁾⁽³⁾	51 56	Director
Jonas M. Fajgenbaum Tara Comonte ⁽²⁾⁽³⁾	50 49	Director
Denis F. Kelly ⁽²⁾⁽³⁾	73 74	Director
Julie Rice ⁽³⁾⁽¹⁾	52 53	Director
Thilo Semmelbauer ⁽²⁾⁽³⁾ William H. Shrank, M.D.	57	Director
Christopher J. Sobeck ⁽¹⁾⁽³⁾	64 52	Director
Oprah Winfrey	68 69	Director

(1) Member of Compensation and Benefits Committee.

(2) Member of Audit Committee.

(3) Member of Nominating and Corporate Governance Committee.

(2) Member of Compensation and Benefits Committee.
(3) Member of Audit Committee.

Sima Sistani. Ms. Sistani has served as a director and our Chief Executive Officer since March 2022. Until February 2022, she worked at Epic Games, Inc., a video game and software developer and publisher, where she served as Chief Executive Officer of Houseparty, a face-to-face synchronous social network, and also was the senior executive leading social gameplay and feature development for Epic's gaming products, including Fortnite. Prior to Epic's acquisition of Houseparty in June 2019, Ms. Sistani was the Chief Executive Officer at Houseparty and served on its Board of Directors, having been one of its original co-founders prior to its February 2016 launch. She previously led mobile growth operations at Yahoo! Inc., a technology company, from November 2011 to May 2015, and from the time Yahoo! acquired Tumblr she served as Tumblr's first Head of Media. Prior to that time, Ms. Sistani held positions at Goldman Sachs and Creative Artists Agency. Ms. Sistani received a B.A. from Duke University and an M.B.A. from the Kellogg School of Management at Northwestern University. *Ms. Sistani is a director of Best Buy Co., Inc.*

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Heather Stark. Ms. Stark has served as our Chief Financial Officer since May 2023. Ms. Stark previously served as our Interim Principal Financial Officer since from December 2022. She previously served as our 2022 to May 2023 and Head of Finance, North America from April 2022 to December 2022, 2022. Prior to that time, she served as Vice President Finance & Commercial Development of WW Canada from July 2018 to April 2022, Vice President Finance from May 2015 to July 2018 and Director Finance from December 2010 to May 2015, 2015, all for our Canadian business. Prior to joining us, Ms. Stark was with Bacardi Limited, the world's largest privately held spirits business, where she served as Controller of the Canadian business from September 2005 to November 2010. Prior to joining Bacardi, Ms. Stark She also previously served as the Corporate Controller of Opta Minerals Inc., a Canadian publicly traded processor, distributor and seller of industrial minerals, from 2004 to 2005. Ms. Stark was a Chartered Accountant for PriceWaterhouseCoopers PricewaterhouseCoopers LLP from 1999 through 2004. Ms. Stark received a B.A. in Canadian Studies from the University of Toronto and her Chartered Accountant and Chartered Professional Accountant designation from CPA Ontario.

Michael F. Colosi, Pierre-Olivier Latour. Mr. Colosi Latour has served as our General Counsel and Secretary Chief Technology Officer since May 2014. June 2023, after serving as our Head of Engineering from April 2023 to June 2023. Prior to joining us, Mr. Colosi most recently Latour was an Engineering Executive at Epic Games, Inc., a video game and software developer and publisher, having served in several senior engineering management roles from September 2019 to April 2023. Beginning in November 2016, he served as Senior Vice President, General Counsel the Chief Technology Officer at Houseparty, a face-to-face synchronous social network, prior to its acquisition by Epic Games in 2019. Previously, Mr. Latour held various engineering leadership positions with mid-stage Silicon Valley startup companies and Corporate Secretary of Kenneth Cole Productions, Inc. (KCP), a multi-brand retail, wholesale sold several companies and licensing company, from March 2007 technologies, including one to February 2014. His service as General Counsel and Secretary of KCP commenced Apple in July 2000 and July 2004, respectively. He also served as Corporate Vice President of KCP from July 2000 to February 2007. Prior to joining KCP, 2003. Mr. Colosi was Associate General Counsel and Assistant Secretary for The Warnaco Group, Inc., an international apparel company, from 1996 to 2000. Mr. Colosi Latour received a

B.A. master's degree in Economics and English Microengineering from Cornell University and a J.D. from The University of Michigan Law School.

Michael Lysaght. Mr. Lysaght has served and continues to serve as our Chief Technology Officer. Since joining us in September 2014, he also previously served as Chief Digital Officer and Senior Vice President of Digital Product Engineering. Prior to joining us, Mr. Lysaght worked at SecondMarket, Inc. (now Nasdaq Private Market), a platform providing liquidity solutions for private companies, from March 2009 to September 2014, where he most recently held the role of Vice President of Engineering/Head of Technology. He previously was an Independent Consultant working for a variety of startups, telecommunication companies and financial institutions. Mr. Lysaght has a B. Sc. in Computer Science from University College Cork, Ireland. EPFL (École polytechnique fédérale de Lausanne).

Amanda Tolleson. Ms. Tolleson has served as our Chief Marketing Officer since August 2022. Prior to joining us, Ms. Tolleson served as Chief Customer Officer at Maisonet, a curated baby and kid's marketplace, from March 2020 to August 2022. She previously held several roles at Birchbox, a subscription beauty service, most recently serving as Chief Customer Officer from March 2018 to March 2020 and Chief Marketing Officer from March 2016 to March 2018, after joining the company in January 2014. Prior to that, Ms. Tolleson held several positions at various brand and marketing strategy consultancies. Ms. Tolleson received a B.A. in Psychology from Stanford University and an M.B.A. from Harvard Business School.

Raymond Debbane, Thilo Semmelbauer. Mr. Debbane Semmelbauer has been the Chairman of our Board of Directors since May 2023 and a director since September 2016. He served as a member of our acquisition by Artal Luxembourg in September 1999. Mr. Debbane is a co-founder and former Interim Office of the Chief Executive Officer from September 2016 to July 2017. Since May 2019, Mr. Semmelbauer has served as Managing Director of The Invus Group, LLC. Prior Insight Partners, a global private equity and venture capital firm, where he previously served as a Senior Advisor from 2017 to forming The Invus Group, LLC in 1985, 2019 and a Venture Partner from 2015 to 2017. From 2010 to 2015, he served as President and Chief Operating Officer of Shutterstock, Inc., a global marketplace for licensing images, videos, and music to businesses worldwide. From 2009 to 2010, he served as Executive Vice President, Consumer Business, of TheLadders.com, a career management company. Mr. Debbane Semmelbauer was a manager also Weight Watchers International, Inc.'s Global Chief Operating Officer from 2006 to 2008 and consultant Chief Operating Officer for The Boston Consulting Group in Paris, France. North America from 2004 to 2006, after serving as President and Chief Operating Officer of WeightWatchers.com from 2000 to 2004 where he was part of the founding team. He holds an M.B.A. A.B. in Electrical Engineering and Computer Science from Stanford Graduate School of Business, an Dartmouth College and a dual M.S. in Food Science Management and Technology Electrical Engineering from the University Massachusetts Institute of California, Davis and a B.S. in Agricultural Sciences and Agricultural Engineering from American University of Beirut. Mr. Debbane is the Chairman of the Board of Directors of Lexicon Pharmaceuticals, Inc. He is also the Chief Executive Officer and a director of Artal Group S.A., and the Chairman of the Board of Directors of a number of private companies of which Artal or Invus, L.P. are shareholders. Mr. Debbane was previously a director of Blue Buffalo Pet Products, Inc. Technology.

Steven M. Altschuler, M.D. Dr. Altschuler has been a director since September 2012. Since May 2018, Dr. Altschuler has served as a Managing Director, Healthcare Ventures, of Ziff Capital Partners, a private investment firm. He previously served as a consultant to the University of Miami Health Care System from September 2017 through December 2017, the Chief Executive Officer of University of Miami Health Care System and Executive Vice President for Healthcare at the University of Miami from January 2016 to September 2017, and the Chief Executive Officer of The Children's Hospital of Philadelphia (CHOP) from April 2000 until June 2015. Prior to assuming the role of Chief Executive Officer, Dr. Altschuler held several positions at CHOP and the Perelman School of Medicine at the University of Pennsylvania, including Physician-in-Chief/Chair of Pediatrics and chief of the Division of Gastroenterology, Hepatology and Nutrition. Dr. Altschuler received a B.A. in mathematics and an M.D. from Case Western Reserve

University. Dr. Altschuler is Chairman of the Board of Directors of 89bio, Inc. and Lexeo Therapeutics, Inc. and a director of Orchard Therapeutics plc. He previously served as Chair of the Board of Directors of Spark Therapeutics, Inc. and a director of Adtalem Global Education Inc.

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Julie Bornstein. Ms. Bornstein has been a director since February 2019. Until January 2023, Ms. Bornstein served as Senior Vice President and Chief Shopping Officer of Pinterest, Inc., a digital visual inspiration platform. Ms. Bornstein joined Pinterest when it acquired The Yes Platform, Inc., an AI-powered online shopping platform she co-founded and for which she served as Chief Executive Officer from February 2018 until its acquisition in June 2022. From March 2015 to September 2017, Ms. Bornstein served as Chief Operating Officer at Stitch Fix, Inc., an online styling services company. Prior to that, Ms. Bornstein served as Chief Digital Officer at Sephora, a cosmetic retail company and subsidiary of LVMH Moët Hennessy Louis Vuitton SE, from August 2007 to March 2015. Ms. Bornstein received a B.A. in Government from Harvard College and an M.B.A. from Harvard Business School. Ms. Bornstein is a director of Redfin Corporation and Sweetgreen, Inc.

Jennifer Dulski Tracey D. Brown. Ms. Dulski Brown has been a director since May 2023. Since March 2023, Ms. Brown has served as Executive Vice President and President of Walgreens Retail and U.S. Chief Customer Officer of Walgreens, a portfolio brand of Walgreens Boots Alliance, Inc., an integrated healthcare, pharmacy and retail company, after serving as President Retail Products and Chief Customer Officer of Walgreens from November 2021 to February 2020. In April 2020, 2023. From June 2018 to November 2021, Ms. Dulski founded and began serving Brown served as Chief Executive Officer of Rising Team, the American Diabetes Association, the largest voluntary health organization in the United States. Previously, Ms. Brown was with Sam's Club, a SaaS membership retail warehouse club and division of Walmart Inc., where she served as Senior Vice President of Operations and Chief Experience Officer from February 2017 to June 2018, Chief Member and Marketing Officer from January 2015 to February 2017, and Vice President from October 2014 to January 2015. Prior to joining Sam's Club, Ms. Brown held various roles at RAPP Dallas (a part of the Omnicom Group), Direct Impact, Advanced Micro Devices, Peppers & Rogers Group, Dell, American Express, Exxon and Procter & Gamble. Ms. Brown earned a Bachelor of Chemical Engineering from the University of Delaware and an M.B.A. from Columbia Business School. Ms. Brown is a director of YETI Holdings, Inc. and was previously a director of our Company from February 2019 to January 2022.

Tara Comonte. Ms. Comonte has been a director since June 2023. Ms. Comonte served as Chief Executive Officer of TMRW Life Sciences, Inc., a life sciences technology company focused on the in vitro fertilization (IVF) sector, from May 2021 to July 2023, and as a member of its board of directors from December 2018 to September 2023. She previously worked at Shake Shack Inc., a publicly-traded restaurant chain, as President and Chief Financial Officer from October 2019 to May 2021 and Chief Financial Officer from June 2017. Prior to that, provides tools for leadership Ms. Comonte was with Getty Images Holdings, Inc., a global digital media company, where she served as Chief Financial & Business Affairs Officer and team development. Executive Vice President from October 2016 to June 2017 and Chief Financial Officer and Senior Vice President from April 2013 to October 2016. She previously served as Head of Groups & Community for Facebook, Inc., Chief Financial Officer at McCann Worldgroup, the world's largest marketing communications business, from October 2010 to April 2010. Earlier in her career, she was a social networking service, from

September 2017 to May 2019 founding member and as President Global Chief Financial Officer & Chief Operating Officer of Change.org, a social change platform, from January 2013 to June 2017. Until January 2013, Ms. Dulski served as Global Head Mediabrands, part of Product Management, Shopping & Product Ads at Google Inc., which she joined in 2011 when it acquired The Dealmap, a company she co-founded Interpublic Group, and for which she served as Chief Executive Officer from 2007 until its acquisition. Prior to that, Ms. Dulski served in multiple held various roles at Yahoo! Inc. from 1999 until 2007, publicly-traded companies and Ernst & Young where she qualified as a Chartered Accountant. Ms. Dulski received Comonte earned a B.A. in Psychology Accounting and an M.B.A. from Cornell University. She was previously a director of Social Capital Hedosophia Holdings Corp. V.

Jonas M. Fajgenbaum. Mr. Fajgenbaum has been a director since our acquisition by Artal Luxembourg in September 1999. Mr. Fajgenbaum is a Managing Director of The Invus Group, LLC, which he joined in 1996. Prior to joining The Invus Group, LLC, Mr. Fajgenbaum was a consultant for McKinsey & Company in New York from 1994 to 1996. He graduated with a B.S. in Economics with a concentration in Finance from The Wharton School of the University of Pennsylvania and a B.A. in Economics from the University of Pennsylvania. Mr. Fajgenbaum is a director of a number of private companies of which Artal or Invus, L.P. are shareholders. Heriot-Watt University.

Denis F. Kelly. Mr. Kelly has been a director since May 2015. Mr. Kelly is affiliated with, and has served as a Managing Partner of, Scura Partners Securities LLC, a private investment banking firm which he co-founded, since 2001. In addition, Mr. Kelly has served as a Senior Advisor to TM Capital Corp., a private investment banking firm, since 2022. Also, In addition, Mr. Kelly is a Hearing Officer for National Arbitration and Mediation (NAM), one of the leading dispute resolution institutions in the United States. From 1993 to 2001, he was a Managing Director of Prudential Securities Incorporated. Previously, he served as the President and Chief Executive Officer of Denbrook Capital Corporation, a merchant banking firm, from 1991 to 1993. From 1980 to 1991, Mr. Kelly held various positions at Merrill Lynch, including Managing Director of Mergers and Acquisitions and Managing Director of Merchant Banking. Mr. Kelly began his investment banking career at Lehman Brothers in 1974. Mr. Kelly received a B.A. from Amherst College and an M.B.A. from the Wharton School of Business of the University of Pennsylvania. He was previously a director of MSC Industrial Direct Co., Inc.

Julie Rice. Ms. Rice has been a director since August 2018. Since February 2021, she has served as the Co-Founder and Co-Chief Executive Officer of Peoplehood LLC, a connection and wellness company, and since June 2016, she has served as the Co-Founder of LifeShop LLC, an advising and investing company. From November 2017 to March 2019, Ms. Rice served as a Partner at WeWork, a shared workspace company. After co-founding SoulCycle Inc., a fitness company, in 2006, Ms. Rice served as Co-Chief Executive Officer from 2006 to 2015, Chief Talent and Creative Officer from 2015 to 2016 and a member of the board of directors from 2010 to 2018. Previously, Ms. Rice was a Talent Manager at Handprint Entertainment from 1997 to 2004. Ms. Rice received a B.A. in English and Theater from the State University of New York at Binghamton.

Thilo Semmelbauer. 42

William H. Shrank, M.D. Mr. Semmelbauer Dr. Shrank has been a director since September 2016. He served as August 2023. Since January 2023, Dr. Shrank has been a member venture partner to the Bio + Health team of our former Interim Office of the Chief Executive Officer from September 2016 to July 2017. Since May 2019, Mr. Semmelbauer has served as Managing Director of Insight Partners, Andreessen Horowitz, a global private equity and venture capital firm, where he firm. He previously served as Chief Medical Officer of Humana Inc. (Humana), a Senior Advisor leading care delivery and health plan administration company, from 2017 April 2019 to 2019 and a Venture Partner from 2015 to 2017. From 2010 to 2015, he August 2022. He also served as Humana's Chief Medical and Corporate Affairs Officer from July 2019 to July 2021 during which time he oversaw its government affairs function. Prior to joining Humana, Dr. Shrank served as Chief Medical Officer, Insurance Services Division, of the University of Pittsburgh Medical Center (UPMC) from April 2016 to February 2019. From 2013 to 2016, Dr. Shrank held several positions with CVS Health Corporation (CVS Health), a health solutions company, including Senior Vice President, Chief Scientific Officer, and Chief Operating Medical Officer of Shutterstock, Inc., a global marketplace for licensing images, videos, and music Provider Innovation. Prior to businesses worldwide. From 2009 to 2010, he joining CVS Health, Dr. Shrank served as Executive Vice President, Consumer Business, of TheLadders.com, a career management company. Mr. Semmelbauer was also Weight Watchers International, Inc.'s Global Chief Operating Officer from 2006 to 2008 Director, Research and Chief Operating Officer Rapid-Cycle Evaluation Group, for North America from 2004 to 2006, after serving as President the Center for Medicare and Chief Operating Officer of WeightWatchers.com from 2000 to 2004 where he was Medicaid Innovation, part of the founding team. Centers for Medicare and Medicaid Services (CMS). Dr. Shrank began his career as a practicing physician with Brigham and Women's Hospital in Boston, Massachusetts and as an assistant professor at Harvard Medical School. Dr. Shrank received a B.A. in Psychology from Brown University and an M.D. from Cornell University Medical College. He also holds an A.B. in Electrical Engineering and Computer Science from Dartmouth College and a dual M.S. in Management and Electrical Engineering Health Services from the Massachusetts Institute University of Technology.

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Christopher J. Sobecki. Mr. Sobecki has been a director since our acquisition by Artal Luxembourg in September 1999. He served as a member of our former Interim Office of the Chief Executive Officer from September 2016 to July 2017. Mr. Sobecki is a Managing Director of The Invus Group, LLC, which he joined in 1989. He received an M.B.A. from the Harvard Business School. He also obtained a B.S. in Industrial Engineering from Purdue University. Mr. Sobecki is a director of Lexicon Pharmaceuticals, Inc. and a number of private companies of which Artal or Invus, L.P. are shareholders. California, Los Angeles.

Oprah Winfrey. Ms. Winfrey has been a director since October 2015. Most recently, Ms. Winfrey served as the Chairman and Chief Executive Officer of her cable network, OWN: Oprah Winfrey Network. Previously, she founded Harpo, Inc. in 1986, under which she has launched numerous media and entertainment businesses, including OWN: Oprah Winfrey Network, Oprah Daily, O, The Oprah Magazine, and Harpo Films, in addition to hosting and producing the award-winning talk show 'The Oprah Winfrey Show' for 25 years. Ms. Winfrey is a global media leader, philanthropist, producer, actress and author. She also has been serving as a member of the Smithsonian's advisory council since 2004.

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PART II

Item 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

Our common stock is listed on Nasdaq. Our common stock has traded on Nasdaq under the symbol "WW" since April 22, 2019, prior to which it traded under the symbol "WTW."

On October 9, 2003, our Board of Directors authorized, and we announced, a program to repurchase up to \$250.0 million of our outstanding common stock. On each of June 13, 2005, May 25, 2006 and October 21, 2010, our Board of Directors authorized, and we announced, the addition of \$250.0 million to this program. The repurchase program allows for shares to be purchased from time to time in the open market or through privately negotiated transactions. No shares will be purchased from Artal Holdings Sp. z o.o., Succursale de Luxembourg and its parents and subsidiaries under this program. The repurchase program currently has no expiration date. During fiscal 2022 2023 and fiscal 2021, 2022, we repurchased no shares of our common stock under this program. As of the end of fiscal 2022, 2023, \$208.9 million remained available to purchase shares of our common stock under the repurchase program.

Holders

The approximate number of holders of record of our common stock as of February 27, 2023 February 1, 2024 was 229, 269. This number does not include beneficial owners of our securities held in the name of nominees.

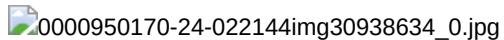
Dividends

We do not currently pay a dividend and we have no current plans to pay dividends in the foreseeable future.

Stock Performance Graph

The following graph sets forth the cumulative return on our common stock from December 29, 2017 December 28, 2018, the last trading day of our 2017 2018 fiscal year, through December 30, 2022 December 29, 2023, the last trading day of our 2022 2023 fiscal year, as compared to the cumulative return of each of (1) the Standard & Poor's 500 Index or the S (the "S&P 500 Index, (2) the Standard & Poor's MidCap 400 Index, or the S&P MidCap 400 Index, Index") and (3) the Russell 2000 Index. We selected the S&P 500 Index because it is a broad index of equity markets. In prior years, we compared our performance to the S&P MidCap 400 Index, of which we were previously a member. Beginning with our performance graph presented in this Annual Report on Form 10-K, we determined to compare our performance to We selected the Russell 2000 Index, instead which is generally comprised of the S&P MidCap 400 Index. We are currently a member of the Russell 2000 Index and believe it better reflects issuers having a similar market capitalization with the Company at the times presented and of which we are currently a member, because we believe that there are no other lines of business or published industry indices or peer groups that provide a more meaningful comparison of the cumulative return of our stock. The graph assumes that \$100 was invested on December 29, 2017 December 28, 2018 in each of (1) our common stock, (2) the S&P 500 Index, (3) the S&P MidCap 400 Index, and (4) (3) the Russell 2000 Index, and that all dividends, as applicable, were reinvested.

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Company/Index	Cumulative Total Return (\$)					
	12.29.17	12.28.18	12.27.19	12.31.20	12.31.21	12.30.22
WW International, Inc.	100.00	93.24	84.94	55.08	36.41	8.71
S&P 500 Index	100.00	94.80	126.06	148.85	191.58	156.88
S&P MidCap 400 Index	100.00	88.01	112.15	127.54	159.12	138.34
Russell 2000 Index	100.00	88.28	111.67	134.00	153.85	122.41

Company/Index	Cumulative Total Return (\$)					
	12.28.18	12.27.19	12.31.20	12.31.21	12.30.22	12.29.23
WW International, Inc.	100.00	91.10	59.08	39.05	9.34	21.18
S&P 500 Index	100.00	132.97	157.02	202.09	165.49	209.00
Russell 2000 Index	100.00	126.50	151.79	174.28	138.66	162.14

Item 6. [Reserved]

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion in conjunction with our consolidated financial statements and related notes included in Item 15 of this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties, such as statements of our plans, strategies, prospects, objectives, expectations and intentions. The cautionary statements discussed in "Cautionary Notice Regarding Forward-Looking Statements" and elsewhere in this Annual Report on Form 10-K should be read as applying to all forward-looking statements wherever they appear in this Annual Report on Form 10-K. Our actual results could differ materially from those discussed here. Factors that could cause or contribute to these differences include, without limitation, those

discussed in "Risk Factors" included in Item 1A of this Annual Report on Form 10-K. [For the discussion of the financial condition and results of operations for the year ended January 1, 2022 December 31, 2022 compared to the year ended January 2, 2021 January 1, 2022, refer to "Part II—Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended January 1, 2022 December 31, 2022 filed with the SEC on March 1, 2022 March 6, 2023, which discussion is incorporated herein by reference.](#)

Overview

We are a [human-centric](#) technology company [at the forefront of weight health](#), grounded in nutritional and behavior change science. We are powered by our [proven, science-based, clinically effective](#) weight loss and weight management [program](#) programs, our award-winning app and [an award-winning digital subscription platform](#). We are focused on inspiring our commitment to tailoring solutions for our members to improve their weight health, including providing medical weight management treatment via access to clinician-prescribed weight management medications and related support through the WeightWatchers Clinic affiliated practices. Our portfolio of solutions empowers people to adopt healthy habits [for real life](#), [to help achieve lasting weight health](#). With [nearly](#) six decades of weight management experience, expertise and know-how, we are one of the most recognized and trusted brand names among weight-conscious consumers. We educate our members and provide them with guidance, digital tools, and [an inspiring](#) [community](#) [communities](#) – via our exclusive social network, Connect, and our workshops – to enable them [to develop healthy habits](#) and focus [on their overall personal weight health and wellness](#). WW-branded services and products include digital offerings provided through [journeys](#). We also offer our [apps](#) and [websites](#), workshops, consumer products, and various events. [science-backed behavior change](#) [GLP-1 Program](#). Our business has gone through a significant shift to a digital subscription model over the past several years and our primary sources of revenue are subscriptions for our digital, [products](#) [workshop](#), and for our workshops. [clinical offerings](#). Our "Digital" business refers to providing subscriptions to our digital product offerings, [including Personal Coaching + Digital](#) and which formerly included Digital 360 (as applicable). Our "Workshops + Digital" business refers to providing unlimited access to our workshops combined with our digital subscription product offerings to commitment plan subscribers, including former Digital 360 members [as applicable](#). [\(as applicable\)](#). It also [includes](#) formerly included the provision of access to workshops for members who [do](#) [did](#) not subscribe to commitment plans, [including](#) which included our "pay-as-you-go" members. Our "Clinical" business refers to providing subscriptions to our clinical product offerings provided by WeightWatchers Clinic (formally referred to as Sequence). In the second quarter of fiscal 2022, we ceased offering our Digital 360 product. More than a majority of associated members were transitioned from our Digital business to our Workshops + Digital business during the second quarter of fiscal 2022, with a de minimis number transitioning during the beginning of the third quarter of fiscal 2022. For additional details on the cessation of this product offering and how these transitions of former Digital 360 members at the then-current pricing for such product impacted the fiscal 2022 second quarter and first half number of End of Period Subscribers in each business as well as the associated Paid Weeks and Revenues for each business, see our Quarterly Report on Form 10-Q for the second quarter of fiscal 2022.

We operate in numerous countries around the [world](#), including through our franchise operations. For fiscal 2022 and recent years, we had four reportable segments based on an integrated geographical structure as follows: North America, Continental Europe (CE), United Kingdom and Other. See the section entitled "Business—Business Organization" in Item 1 of this Annual Report on Form 10-K for further information on these reportable segments and the countries in which we operate.

[Effective](#) [world](#). As previously disclosed, effective the first day of fiscal 2023 (i.e., January 1, 2023), we realigned our organizational structure and resources to more closely align with our strategic priorities and centralized the global management of certain functions and systems. As a result of the change in our organizational structure, [in fiscal 2023](#), we [now have](#) [had](#) two reportable segments, consisting of North America and International, for the purpose of making operational and resource decisions and

assessing financial performance. The new See the section titled "Business—Business Organization" in Item 1 of this Annual Report on Form 10-K for further information on these reportable segments will continue and the countries in which we operate.

Effective the first day of fiscal 2024 (i.e., December 31, 2023), as a result of the continued evolution of the Company's centralized organizational structure in fiscal 2023, and management's 2024 strategic planning process, the Company's reporting segments changed to provide similar services one segment based on total revenue for the purpose of making operational and products. resource decisions and assessing financial performance. The segment information presented in this Annual Report on Form 10-K does not reflect this change in reportable segments as the change did not take effect internally until our first quarter of fiscal 2023. 2024. We will begin reporting segment information based on these new segments in our Quarterly Report on Form 10-Q for the first quarter of fiscal 2023. 2024.

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Components of our Results of Operations

Revenues

We derive our revenues principally from:

- **Subscription Revenues.** Our "Subscription Revenues" consist of "Digital Subscription Revenues" and "Workshops + Digital Fees". "Digital Subscription Revenues" consist of the fees associated with subscriptions for our Digital offerings, including Personal Coaching + Digital and Digital 360 (as applicable). "Workshops + Digital Fees" consist of the fees associated with our subscription plans for combined workshops and digital offerings and other payment arrangements for access to workshops.
- **Consumer product sales, licensing, franchise royalties and other.** We sell a range of consumer products, including bars, snacks, cookbooks and kitchen tools, online through our e-commerce platforms, at our studios, and through our trusted partners. We license our trademarks and other intellectual property in certain categories of food, beverages and other relevant consumer products and services. We also co-brand or endorse with carefully selected branded consumer products and services. In addition, we generate revenues from publishing and franchise royalties.

The following table sets forth discussion has been adjusted to reflect our revenues by category revision of previously issued consolidated financial statements to correct for prior period misstatements, which we concluded did not, either individually or in the past two fiscal years.

Revenue Sources
(aggregate, result in millions)

	Fiscal 2022	Fiscal 2021
Subscription Revenues	\$ 919.1	\$ 1,063.0
Consumer product sales, licensing, franchise royalties and other	121.8	149.4
Total	\$ 1,040.9	\$ 1,212.5

Note: Totals may not sum due to rounding.

Total revenues for fiscal 2022 decreased 14.2% versus fiscal 2021 driven primarily by a decrease material misstatement of our previously issued consolidated financial statements. Further information regarding the revision is included in **Subscription Revenues**. Additional revenue details are as follows:

- **Subscription Revenues.** Subscription Revenues for fiscal 2022 decreased 13.5% versus fiscal 2021 driven primarily by a decrease in Digital Subscription Revenues. Digital Subscription Revenues were negatively impacted by both Note 1 "Basis of Presentation" and Note 24 "Revision of Previously Issued Financial Statements" of the recruitment decline during fiscal 2022 as compared notes to the prior year and the lower number of Incoming Digital Subscribers at the beginning of fiscal 2022 versus the beginning of fiscal 2021. This decline in recruitments was driven primarily by worsened consumer sentiment in the current environment and our PersonalPoints program not resonating with consumers to the extent anticipated. End of Period Subscribers for fiscal 2022 decreased 14.9% versus the prior year. For fiscal 2022, Workshops + Digital Fees, Workshops + Digital Paid Weeks and End of Period Workshops + Digital Subscribers all substantially benefited from the transition of our former Digital 360 members from the Digital business to the Workshops + Digital business during the second and third quarters of fiscal 2022 as previously disclosed. Recruitment and retention continue to be a key strategic focus.
- **Consumer product sales, licensing, franchise royalties and other.** Consumer product sales, licensing, franchise royalties and other for fiscal 2022 decreased 18.5% versus fiscal 2021 driven primarily by a decrease in e-commerce product sales.

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Cost of Revenues

Total cost of revenues primarily consists of expenses to operate our studios and workshops, costs to sell consumer products and costs to develop and operate our digital products. Operating costs primarily consist of salary expense paid to operations management, commissions and expenses paid to our employees, coaches and guides, studio room rent, customer service costs (both in-house and third-party), program material expenses, depreciation and amortization associated with field automation, credit card and fulfillment fees and training and other expenses. Cost to sell products includes costs of products purchased from our third-party suppliers, inventory reserves, royalties, and inbound and outbound shipping and related costs incurred in making our products available for sale or use. Costs to operate our digital products include salaries and related benefits, depreciation and amortization of website development, credit card processing fees and other costs incurred in developing our digital offerings.

Marketing Expenses

Marketing expenses primarily consist of costs to produce advertising and marketing materials as well as media costs to advertise our brand and products across multiple platforms (e.g., television, YouTube, social media, programmatic, audio, search, affiliate, branded content, electronic customer relationship marketing (eCRM), direct mail and public relations), costs paid to third-party agencies who help us develop our marketing campaigns and strategy, expenses associated with brand ambassadors, expenses in support of market research, as well as costs incurred in connection with local marketing and promotions.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist of compensation, benefits and other related costs, including stock-based compensation, third-party consulting, temporary help, audit, legal and litigation expenses as well as facility costs and depreciation and

amortization of systems in support of the business infrastructure and offices globally. Selling, general and administrative expenses also include amortization expense of certain of our intangible assets and certain one-time transaction expenses.

Gross Margin

The following table sets forth our gross profit and gross margin for the past two fiscal years, as adjusted for fiscal 2022 to exclude the net impact of the 2023 plan restructuring charges, the 2022 plan restructuring charges, the reversal of 2021 plan restructuring charges and the reversal of 2020 plan restructuring charges, and as adjusted for fiscal 2021 to exclude the net impact of the 2021 plan restructuring charges and the reversal of 2020 plan restructuring charges. See "Non-GAAP Financial Measures" for additional information.

(in millions except percentages)	Fiscal 2022	Fiscal 2021
Gross Profit	\$ 622.4	\$ 726.4
Gross Margin	59.8 %	59.9 %
<u>Adjustments to Reported Amounts</u> ⁽¹⁾		
2023 plan restructuring charges	1.8	—
2022 plan restructuring charges	6.5	—
2021 plan restructuring charges	(0.6)	16.7
2020 plan restructuring charges	(0.7)	(1.3)
Gross Profit, as adjusted ⁽¹⁾	<u>\$ 629.4</u>	<u>\$ 741.8</u>
Gross Margin impact from above adjustments ⁽¹⁾	(0.7 %)	(1.3 %)
Gross Margin, as adjusted ⁽¹⁾	60.5 %	61.2 %

Note: Totals may not sum due to rounding.

(1) The "As adjusted" measure is a non-GAAP financial measure that adjusts the consolidated statements of operations for fiscal 2022 to exclude the net impact of the million (\$1.3 million after tax) of 2023 plan restructuring charges, the \$6.5 million (\$4.9 million after tax) of 2022 plan restructuring charges, the reversal of \$0.6 million (\$0.4 million after tax) of 2021 plan restructuring charges and the reversal of \$0.7 million (\$0.5 million after tax) of 2020 plan restructuring charges, and for fiscal 2021 to exclude the net impact of the \$16.7 million (\$12.5 million after tax) of 2021 plan restructuring charges and the reversal of \$1.3 million (\$1.0 million after tax) of 2020 plan restructuring charges. See "Non-GAAP Financial Measures" below for an explanation of our use of non-GAAP financial measures.

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In fiscal 2022, the gross margin decrease from fiscal 2021, for both an as reported and an as adjusted basis, was driven by a revenue shift from our higher margin Digital business, partially offset by a margin benefit from savings in our Workshops + Digital business.

Operating (Loss) Income Margin

The following table sets forth our operating (loss) income and operating (loss) income margin for the past two fiscal years, as adjusted for fiscal 2022 to exclude the impact of the franchise rights acquired and goodwill impairments and the net impact of the 2023 plan restructuring charges, the 2022 plan restructuring charges, the reversal of 2021 plan restructuring charges and the reversal of 2020 plan restructuring charges, and as adjusted for fiscal 2021 to exclude the net impact of the 2021 plan restructuring charges and the reversal of 2020 plan restructuring charges. See "Non-GAAP Financial Measures" for additional information.

(in millions except percentages)	Fiscal 2022	Fiscal 2021
Operating (Loss) Income	\$ (283.0)	\$ 196.3
Operating (Loss) Income Margin	(27.2 %)	16.2 %

Adjustments to Reported Amounts ⁽¹⁾

Franchise rights acquired and goodwill impairments	396.7	—
2023 plan restructuring charges	13.6	—
2022 plan restructuring charges	27.2	—
2021 plan restructuring charges	(0.3)	21.5
2020 plan restructuring charges	(0.7)	(1.6)
Operating Income, as adjusted ⁽¹⁾	\$ 153.5	\$ 216.2
<i>Operating Income Margin impact from above adjustments ⁽¹⁾</i>	<i>(41.9 %)</i>	<i>(1.6 %)</i>
<i>Operating Income Margin, as adjusted ⁽¹⁾</i>	<i>14.7 %</i>	<i>17.8 %</i>

Note: Totals may not sum due to rounding.

(1) The "As adjusted" measure is a non-GAAP financial measure that adjusts the consolidated statements of operations for fiscal 2022 to exclude the impact of the \$3 million (\$301.3 million after tax) of franchise rights acquired and goodwill impairments and the net impact of the \$13.6 million (\$10.2 million after tax) of 2023 plan restructuring charges, the \$27.2 million (\$20.4 million after tax) of 2022 plan restructuring charges, the reversal of \$0.3 million (\$0.3 million after tax) of 2021 plan restructuring charges and the reversal of \$0.7 million (\$0.5 million after tax) of 2020 plan restructuring charges, and for fiscal 2021 to exclude the net impact of the \$16.1 million (\$16.1 million after tax) of 2021 plan restructuring charges and the reversal of \$1.6 million (\$1.2 million after tax) of 2020 plan restructuring charges. See "Non-GAAP Financial Measures" below for an explanation of our use of non-GAAP financial measures.

The operating loss margin in fiscal 2022 was driven primarily by the franchise rights acquired and goodwill impairments. In fiscal 2022, excluding the impact of the franchise rights acquired and goodwill impairments and the net impact of the 2023 plan restructuring charges, the 2022 plan restructuring charges, the reversal of 2021 plan restructuring charges and the reversal of 2020 plan restructuring charges, the decrease in operating income margin from fiscal 2021, excluding the net impact of the 2021 plan restructuring charges and the reversal of 2020 plan restructuring charges, was driven primarily by an increase in marketing expenses as a percentage of revenue, a decrease in gross margin and an increase in selling, general and administrative expenses as a percentage of revenue.

Material Trends

Performance Indicators

Our management team regularly reviews and analyzes a number of financial and operating metrics, including the key performance indicators listed below, in order to manage our business, measure our performance, identify trends affecting our business, determine the allocation of resources, make decisions regarding corporate strategies and assess the quality and potential variability of our cash flows and earnings. We also believe that these key performance indicators are useful to both management and investors for forecasting purposes and to facilitate comparisons to our historical operating results. These metrics are supplemental to our GAAP results and include operational measures.

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- **Revenues**—Our "Subscription Revenues" consist of "Digital Subscription Revenues" and "Workshops + Digital Fees". "Digital Subscription Revenues" consist of the fees associated with subscriptions for our Digital offerings, including Personal Coach, Digital and Digital 360 (as applicable). "Workshops + Digital Fees" consist of the fees associated with our subscription plans combined workshops and digital offerings and other payment arrangements for access to workshops. In addition, "product sales and other" consists of sales of consumer products via e-commerce, in studios and through our trusted partners, revenues from licensing and publishing, other revenues, and, in the case of the audited consolidated financial results and Other reportable segment, franchise fees with respect to commitment plans and royalties.
- **Paid Weeks**—The "Paid Weeks" metric reports paid weeks by WW customers statements contained in Company-owned

operations for a given period as follows: (i) "Digital Paid Weeks" is the total paid subscription weeks for our digital subscription products, including Personal Coaching + Digital and Digital 360 (as applicable); (ii) "Workshops + Digital Paid Weeks" is the total of total paid commitment plan weeks which include workshops and digital offerings and total "pay-as-you-go" weeks; and (iii) "Total Paid Weeks" is the sum of Digital Paid Weeks and Workshops + Digital Paid Weeks.

- Incoming Subscribers—"Subscribers" refer to Digital subscribers and Workshops + Digital subscribers who participate in recurring bill programs in Company-owned operations. The "Incoming Subscribers" metric reports WW subscribers in Company-owned operations at a given period start as follows: (i) "Incoming Digital Subscribers" is the total number of Digital, including Personal Coaching + Digital and Digital 360 (as applicable), subscribers; (ii) "Incoming Workshops + Digital Subscribers" is the total number of commitment plan subscribers that have access to combined workshops and digital offerings; and (iii) "Incoming Subscribers" is the sum of Incoming Digital Subscribers and Incoming Workshops + Digital Subscribers. Recruitment and retention are key drivers for this metric.
- End of Period Subscribers—The "End of Period Subscribers" metric reports WW subscribers in Company-owned operations given period end as follows: (i) "End of Period Digital Subscribers" is the total number of Digital, including Personal Coaching + Digital and Digital 360 (as applicable), subscribers; (ii) "End of Period Workshops + Digital Subscribers" is the total number of commitment plan subscribers that have access to combined workshops and digital offerings; and (iii) "End of Period Subscribers" is the sum of End of Period Digital Subscribers and End of Period Workshops + Digital Subscribers. Recruitment and retention are key drivers for this metric.
- Gross profit and operating expenses as a percentage of revenue.

COVID-19 Pandemic

The novel coronavirus (including its variants, COVID-19) pandemic has had, and continues to have, unpredictable impacts on consumer sentiment and behavior, which in turn have impacted and may continue to impact our business performance and operations. We have seen significant shifts in consumer sentiment with respect to the weight loss and wellness marketplace, which we believe in part is attributable to the evolution of the pandemic. COVID-19 had a significant effect on our recruitments starting in March 2020. Our Workshops + Digital recruitments were substantially negatively impacted during the first year of the pandemic. While Digital recruitments were strong in the beginning of the COVID-19 pandemic, a subsequent turn in consumer sentiment drove a decline in Digital recruitments. Given the long-term subscription model of our business, these declines in recruitment continued to impact the number of our End of Period Subscribers at the end of fiscal 2022, which declined compared to the prior year. Additionally, our mix shift toward our Digital business, which was significant during the onset of the pandemic, especially when amplified by the nature of our subscription business, negatively impacted revenue. Over the longer term, it remains uncertain how the COVID-19 pandemic will impact consumer demand for our products and services and consumer preferences and behavior generally.

We continue to serve our members virtually, both via our Digital business and through virtual workshops, and to evolve our workshop strategy as we evaluate our cost structure and respond to shifting consumer sentiment. The current number of our studio locations is significantly lower than prior to the pandemic, and we expect it to remain below pre-COVID-19 levels. As a result, we have incurred, and will continue to incur, significant costs associated with our real estate realignment.

While we expect the effects of the pandemic and the related shifts in consumer sentiment and behavior to negatively impact our results of operations, cash flows and financial position, the uncertainty of the full extent of the duration and severity of the consumer, economic and operational impacts of COVID-19 means we cannot reasonably estimate the related financial impact at this time. This dynamic situation continues to drive uncertainty at the macroeconomic, local and consumer levels. We continue to actively monitor the evolution of COVID-19 and its impact and related developments. For more information, see "Item 1A. Risk Factors" in Part I of this Annual Report on Form 10-K for fiscal 2022.

Market Trends

We believe that our revenues and profitability can be sensitive to major trends in the wellness and weight management industries. In particular, we believe that our business could be adversely impacted by:

- reduced consumer interest in commercial weight loss and diet programs;
- the development of more effective or more favorably perceived weight management methods or technologies, including by the pharmaceutical, genetics and biotechnology industries;
- increased competition from weight loss and wellness apps;
- a failure to develop and market new, innovative services and products, to enhance our existing services and products, or to successfully expand into new channels of distribution or respond to consumer trends or sentiment, including consumer focused integrated lifestyle and fitness approaches;
- a failure to successfully implement new strategic initiatives;
- a decrease in the effectiveness of our marketing, advertising, and social media programs or an increase in the effectiveness of our competitors' similar programs;
- an impairment of our brands and other intellectual property;
- a failure of our technology or systems to perform as designed;
- any event or condition, including health epidemics and natural disasters, that may discourage or impede people from gathering with others or accessing resources; and
- a downturn in general economic conditions or consumer confidence.

North America Metrics and Business Trends

In fiscal 2022, North America Total Paid Weeks decreased 10.0% versus the prior year, driven primarily by both lower recruitments versus the prior year and the lower number of Total Incoming Subscribers at the beginning of fiscal 2022 versus the beginning of fiscal 2021.

Continental Europe Metrics and Business Trends

In fiscal 2022, Continental Europe Total Paid Weeks decreased 12.7% versus the prior year, driven primarily by both lower recruitments versus the prior year and the lower number of Total Incoming Subscribers at the beginning of fiscal 2022 versus the beginning of fiscal 2021.

United Kingdom Metrics and Business Trends

In fiscal 2022, United Kingdom Total Paid Weeks decreased 21.0% versus the prior year, driven primarily by both the lower number of Total Incoming Subscribers at the beginning of fiscal 2022 versus the beginning of fiscal 2021 and lower recruitments versus the prior year.

Non-GAAP Financial Measures

To supplement our consolidated results presented in accordance with accounting principles generally accepted in the United States or GAAP, ("GAAP"), we have disclosed non-GAAP financial measures of operating results that exclude or adjust certain items. Gross profit, gross margin, operating (loss) income (loss), operating income (loss) income margin and components thereof are discussed in this Annual Report on Form 10-K both as reported (on a GAAP basis) and as adjusted (on a non-GAAP basis), as applicable, with respect to (i) fiscal 2022 2023 to exclude (a) the impact of impairment charges for our franchise rights acquired related to our United States, Canada, United Kingdom, New Zealand and Australia units of account and impairment charges for our goodwill related to our Republic of Ireland reporting unit and our wholly-owned subsidiary Kurbo and (b) the net impact of (w) charges associated with our previously disclosed 2023 restructuring plan (the "2023 plan"), (x) charges associated with our previously disclosed 2022 restructuring plan (the "2022 plan"), or the reversal of certain of the charges associated with the 2022 plan, as applicable, (y) charges associated with our previously disclosed 2021 organizational restructuring plan (the "2021 plan") or the reversal of certain of the charges associated with the 2021 plan, as applicable, and (z) the reversal of certain of the charges associated with our previously disclosed 2020 organizational restructuring plan (the "2020 plan"); (b) the impact of certain non-recurring transaction costs in connection with the acquisition of Sequence, and (c) the impact of the impairment charges for our goodwill related to our Republic of Ireland and Northern Ireland reporting units and the impairment charge for our franchise rights acquired related to our Northern Ireland unit of account; and (ii) fiscal 2021 2022 to exclude (a) the impact of impairment charges for our franchise rights acquired related to our United States, Canada, United Kingdom, New Zealand and Australia units of account and impairment charges for our goodwill related to our Republic of Ireland reporting unit and our wholly-owned subsidiary Kurbo, Inc. ("Kurbo") and (b) the net impact of (w) charges associated with the 2023 plan, (x) charges associated with the 2022 plan, (y) charges associated with the 2021 plan or the reversal of certain of the charges associated with the 2021 plan, as applicable, and (y) (z) the reversal of certain of the charges associated with the 2020 plan. We generally refer to such non-GAAP measures as follows: (i) with respect to the adjustments for fiscal 2023, as excluding or adjusting for the net impact of restructuring charges, the impact of acquisition transaction costs, and the impact of franchise rights acquired and goodwill impairments; and (ii) with respect to the adjustments for fiscal 2022, as excluding or adjusting for the impact of franchise rights acquired and goodwill impairments and the net impact of restructuring charges; and (ii) with respect to the adjustments for fiscal 2021, as excluding or adjusting for the net impact of restructuring charges. We also present within this Annual Report on Form 10-K the non-GAAP financial measures: earnings before interest, taxes, depreciation, amortization and stock-based compensation ("EBITDAS"); earnings before interest, taxes, depreciation, amortization, stock-based compensation, franchise rights acquired and goodwill impairments, net restructuring charges, and early extinguishment certain non-recurring transaction costs in connection with the acquisition of debt with respect to the Company's previously disclosed April 2021 debt refinancing and voluntary debt prepayments Sequence ("Adjusted EBITDAS"); total debt less unamortized deferred financing costs, unamortized debt discount and cash on hand (i.e., net debt); and a net debt/Adjusted EBITDAS ratio. See "—Liquidity and Capital Resources—EBITDAS, Adjusted EBITDAS and Net Debt" for the reconciliations of these non-GAAP financial measures to the most comparable GAAP financial measure in each case. Our management believes these non-GAAP financial measures provide useful supplemental information to investors regarding the performance of our business and are useful for period-over-period comparisons of the performance of our business. While we believe that these non-GAAP financial measures are useful in evaluating our business, this information should be considered as supplemental in nature and is not meant to be considered in isolation or as a substitute for the related financial information prepared in accordance with GAAP. In addition, these non-GAAP financial measures may not be the same as similarly entitled titled measures reported by other companies.

Use of Constant Currency

As exchange rates are an important factor in understanding period-to-period comparisons, we believe in certain cases the presentation of results on a constant currency basis in addition to reported results helps improve investors' ability to understand our operating results and evaluate our performance in comparison to prior periods. Constant currency information compares results between periods as if exchange rates had remained constant period-over-period. We use results on a constant currency basis as one measure to evaluate our performance. In this Annual Report on Form 10-K, we calculate constant currency by calculating current-year results using prior-year foreign currency exchange rates. We generally refer to such amounts calculated on a constant currency basis as excluding or adjusting for the impact of foreign currency or being on a constant currency basis. These results should be considered in addition to, not as a substitute for, results reported in accordance with GAAP and are not meant to be considered in isolation. Results on a constant currency basis, as we present them, may not be comparable to similarly titled measures used by other companies and are not measures of performance presented in accordance with GAAP.

Components of our Results of Operations

Revenues

We derive our revenues principally from:

- **Subscription Revenues.** Our "Subscription Revenues" consist of "Digital Subscription Revenues", "Workshops + Digital Fees" and "Clinical Subscription Revenues". "Digital Subscription Revenues" consist of the fees associated with subscriptions for our Digital offerings, which formerly included Digital 360 (as applicable). "Workshops + Digital Fees" consist of the fees associated with our subscription plans for combined workshops and digital offerings and other payment arrangements for access to workshops. "Clinical Subscription Revenues" consist of the fees associated with subscriptions for our Clinical offerings.
- **Consumer product sales, licensing, franchise royalties and other.** We license our trademarks and other intellectual property in certain categories of food, beverages and other relevant consumer products and services. We also co-brand with or endorse carefully selected branded consumer products and services. In addition, we generate revenues from publishing and franchise royalties. Prior to fiscal 2024, we also sold a range of consumer products, including bars, snacks, cookbooks and kitchen tools, online through our e-commerce platforms, at our studios, and through our trusted partners.

The following table sets forth our revenues by category for the past two fiscal years.

	Revenue Sources (in millions)	
	Fiscal 2023	Fiscal 2022
Subscription Revenues	\$ 822.8	\$ 919.1
Consumer product sales, licensing, franchise royalties and other	66.8	120.8
Total	\$ 889.6	\$ 1,039.8

Note: Totals may not sum due to rounding.

Total revenues for fiscal 2023 decreased 14.5% versus fiscal 2022 driven by a decrease in Subscription Revenues and, to a lesser extent, a decrease in consumer product sales, licensing, franchise royalties and other. Additional revenue details are as follows:

- *Subscription Revenues.* Subscription Revenues for fiscal 2023 decreased 10.5% versus fiscal 2022 driven primarily by a decrease in Digital Subscription Revenues and, to a lesser extent, a decrease in Workshops + Digital Fees. Digital Subscription Revenues and Workshops + Digital Fees were both negatively impacted by the lower number of respective Incoming Subscribers at the beginning of fiscal 2023 versus the beginning of fiscal 2022. Subscription Revenues for fiscal 2023 benefited from Clinical Subscription Revenues following our acquisition of Sequence. End of Period Subscribers for fiscal 2023 increased 7.1% versus the prior year. For fiscal 2022, Workshops + Digital Fees, Workshops + Digital Paid Weeks and End of Period Workshops + Digital Subscribers all substantially benefited from the transition of our former Digital 360 members from the Digital business to the Workshops + Digital business during the second and third quarters of fiscal 2022 as previously disclosed. Recruitment and retention continue to be a key strategic focus.
- *Consumer product sales, licensing, franchise royalties and other.* Consumer product sales, licensing, franchise royalties and other for fiscal 2023 decreased 44.7% versus fiscal 2022 driven primarily by a decline in consumer product sales due to the wind down of our consumer products business.

Cost of Revenues

Total cost of revenues primarily consists of expenses to operate our studios and workshops, costs to sell consumer products and costs to develop and operate our digital and clinical products. Operating costs primarily consist of salary expense paid to operations management, commissions and expenses paid to our employees, coaches and guides, studio room rent, customer service costs (both in-house and third-party), program material expenses, depreciation and amortization associated with field automation, credit card and fulfillment fees and training and other expenses. Cost to sell products includes costs of products purchased from our third-party suppliers, inventory reserves, royalties, and inbound and outbound shipping and related costs incurred in making our products available for sale or use. Costs to operate our digital products include salaries and related benefits, depreciation and amortization of capitalized software and website development, credit card processing fees and other costs incurred in developing our digital offerings.

Marketing Expenses

Marketing expenses primarily consist of costs to produce advertising and marketing materials as well as media costs to advertise our brand and products across multiple platforms (e.g., television, YouTube, social media, programmatic, audio, search, affiliate, branded content, electronic customer relationship marketing (eCRM), direct mail and public relations), costs paid to third-party agencies who help us develop our marketing campaigns and strategy, expenses associated with brand ambassadors, expenses in support of market research, as well as costs incurred in connection with local marketing and promotions.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist of compensation, benefits and other related costs, including stock-based compensation, third-party consulting, temporary help, audit, legal and litigation expenses as well as facility costs and depreciation and amortization of systems in support of the business infrastructure and offices globally. Selling, general and administrative expenses also include amortization expense of certain of our intangible assets and certain one-time transaction expenses.

Gross Margin

The following table sets forth our gross profit and gross margin for the past two fiscal years, as adjusted for fiscal 2023 and fiscal 2022 to exclude the net impact of restructuring charges. See "Non-GAAP Financial Measures" for additional information.

<u>(in millions except percentages)</u>	Fiscal 2023	Fiscal 2022
Gross Profit	\$ 529.3	\$ 621.4
Gross Margin	59.5 %	59.8 %
<u>Adjustments to Reported Amounts</u> ⁽¹⁾		
2023 plan restructuring charges	21.1	1.8
2022 plan restructuring charges	(0.0)	6.5
2021 plan restructuring charges	0.1	(0.6)
2020 plan restructuring charges	(0.0)	(0.7)
Gross Profit, as adjusted ⁽¹⁾	<u>\$ 550.5</u>	<u>\$ 628.4</u>
Gross Margin impact from above adjustments ⁽¹⁾	(2.4 %)	(0.7 %)
Gross Margin, as adjusted ⁽¹⁾	61.9 %	60.4 %

Note: Totals may not sum due to rounding.

(1) The "As adjusted" measure is a non-GAAP financial measure that adjusts the consolidated statements of operations for fiscal 2023 to exclude the net impact of the \$21.1 million (\$15.8 million after tax) of 2023 plan restructuring charges, the reversal of \$4 thousand (\$3 thousand after tax) of 2022 plan restructuring charges, the \$0.1 million (\$0.1 million after tax) of 2021 plan restructuring charges and the reversal of \$21 thousand (\$16 thousand after tax) of 2020 plan restructuring charges, and fiscal 2022 to exclude the net impact of the \$1.8 million (\$1.3 million after tax) of 2023 plan restructuring charges, the \$6.5 million (\$4.9 million after tax) of 2022 plan restructuring charges, the reversal of \$0.6 million (\$0.4 million after tax) of 2021 plan restructuring charges and the reversal of \$0.7 million (\$0.5 million after tax) of 2020 plan restructuring charges. See "Non-GAAP Financial Measures" above for an explanation of our use of non-GAAP financial measures.

Operating Income (Loss) Margin

The following table sets forth our operating income (loss) and operating income (loss) margin for the past two fiscal years, as adjusted for fiscal 2023 and fiscal 2022 to exclude the net impact of restructuring charges, the impact of the acquisition transaction costs, and the impact of franchise rights acquired and goodwill impairments, as applicable. See "Non-GAAP Financial Measures" for additional information.

<u>(in millions except percentages)</u>	Fiscal 2023	Fiscal 2022
Operating Income (Loss)	\$ 22.3	\$ (284.0)

<i>Operating Income (Loss) Margin</i>	2.5 %	(27.3 %)
<u>Adjustments to Reported Amounts ⁽¹⁾</u>		
2023 plan restructuring charges	53.7	13.6
2022 plan restructuring charges	1.1	27.2
2021 plan restructuring charges	0.1	(0.3)
2020 plan restructuring charges	(0.0)	(0.7)
Acquisition transaction costs	8.6	—
Franchise rights acquired and goodwill impairments	3.6	396.7
Operating Income, as adjusted ⁽¹⁾	<u>\$ 89.5</u>	<u>\$ 152.5</u>
<i>Operating Income Margin impact from above adjustments ⁽¹⁾</i>	(7.5 %)	(42.0 %)
<i>Operating Income Margin, as adjusted ⁽¹⁾</i>	10.1 %	14.7 %

Note: Totals may not sum due to rounding.

(1) The "As adjusted" measure is a non-GAAP financial measure that adjusts the consolidated statements of operations for fiscal 2023 to exclude the net impact of the \$53.7 million (\$40.3 million after tax) of 2023 plan restructuring charges, the \$1.1 million (\$0.9 million after tax) of 2022 plan restructuring charges, the \$0.1 million thousand after tax) of 2021 plan restructuring charges and the reversal of \$21 thousand (\$16 thousand after tax) of 2020 plan restructuring charges, the impact of \$8.6 million (\$7.5 million after tax) of acquisition transaction costs, and the impact of the \$3.6 million (\$3.6 million after tax) of franchise rights acquired and goodwill impairments, and for fiscal 2022 to exclude the net impact of the \$13.6 million (\$10.2 million after tax) of 2023 plan restructuring charges, the \$27.2 million (\$20.4 million after tax) of 2022 plan restructuring charges, the reversal of \$0.3 million (\$0.3 million after tax) of 2021 plan restructuring charges and the reversal of \$0.7 million (\$0.5 million after tax) of 2020 plan restructuring charges, and the impact of the \$396.7 million (\$301.3 million after tax) of franchise rights acquired and goodwill impairments. See "Non-GAAP Financial Measures" above for an explanation of our use of non-GAAP financial measures.

Material Trends

Performance Indicators

Our management team regularly reviews and analyzes a number of financial and operating metrics, including the key performance indicators listed below, in order to manage our business, measure our performance, identify trends affecting our business, determine the allocation of resources, make decisions regarding corporate strategies and assess the quality and potential variability of our cash flows and earnings. We also believe that these key performance indicators are useful to both management and investors for forecasting purposes and to facilitate comparisons to our historical operating results. These metrics are supplemental to our GAAP results and include operational measures.

- **Revenues**—Our "Subscription Revenues" consist of "Digital Subscription Revenues", "Workshops + Digital Fees" and "Clinical Subscription Revenues". "Digital Subscription Revenues" consist of the fees associated with subscriptions for our Digital offerings, which formerly included Digital 360 (as applicable). "Workshops + Digital Fees" consist of the fees associated with subscription plans for combined workshops and digital offerings and other payment arrangements for access to workshops. "Clinical Subscription Revenues" consist of the fees associated with subscriptions for our Clinical offerings. In addition, "product sales and other" consists of revenues from licensing and publishing, other revenues, and, in the case of the consolidated

financial results and the North America reportable segment, franchise fees with respect to commitment plans and royalties. I to fiscal 2024, "product sales and other" included sales of consumer products.

- Paid Weeks—The "Paid Weeks" metric reports paid weeks by WW customers in Company-owned operations for a given period as follows: (i) "Digital Paid Weeks" is the total paid subscription weeks for our digital subscription products, which formerly included Digital 360 (as applicable); (ii) "Workshops + Digital Paid Weeks" is the sum of total paid commitment plan weeks which include workshops and digital offerings and formerly included total "pay-as-you-go" weeks; (iii) "Clinical Paid Weeks" is the total paid subscription weeks for our Clinical subscription products; and (iv) "Total Paid Weeks" is the sum of Digital Paid Weeks, Workshops + Digital Paid Weeks and Clinical Paid Weeks.
- Incoming Subscribers—"Subscribers" refer to Digital subscribers, Workshops + Digital subscribers and Clinical subscribers who participate in recurring bill programs in Company-owned operations. The "Incoming Subscribers" metric reports WW subscribers in Company-owned operations at a given period start as follows: (i) "Incoming Digital Subscribers" is the total number of Digital, including former Digital 360 (as applicable), subscribers; (ii) "Incoming Workshops + Digital Subscribers" is the total number of commitment plan subscribers that have access to combined workshops and digital offerings; (iii) "Incoming Clinical Subscribers" is the total number of Clinical subscribers; and (iv) "Incoming Subscribers" is the sum of Incoming Digital Subscribers and Incoming Workshops + Digital Subscribers. Given we completed our acquisition of Sequence in April 2023 after the beginning of the second quarter of fiscal 2023, we have no incoming subscribers with respect to our Clinical business for fiscal 2023. Recruitment and retention are key drivers for this metric.
- End of Period Subscribers—The "End of Period Subscribers" metric reports WW subscribers in Company-owned operations given period end as follows: (i) "End of Period Digital Subscribers" is the total number of Digital, including former Digital 360 (as applicable), subscribers; (ii) "End of Period Workshops + Digital Subscribers" is the total number of commitment plan subscribers that have access to combined workshops and digital offerings; (iii) "End of Period Clinical Subscribers" is the total number of Clinical subscribers; and (iv) "End of Period Subscribers" is the sum of End of Period Digital Subscribers, End of Period Workshops + Digital Subscribers and End of Period Clinical Subscribers. Recruitment and retention are key drivers for this metric.
- Gross profit and operating expenses as a percentage of revenue.

Market Trends

We believe that our revenues and profitability can be sensitive to major trends in the weight management and health and wellness industries. In particular, we believe that our business could be adversely impacted by:

- the development of more effective or more favorably perceived weight management methods or technologies, including by the pharmaceutical, genetics and biotechnology industries;

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- the rapidly evolving and increasingly competitive clinical weight management and weight loss market and increasing consumer interest in weight management medications and the failure of our offerings to compete in such market and environment;
- reduced consumer interest in commercial weight loss and diet programs;
- increased competition from weight loss and wellness apps;
- a failure to develop and market new, innovative services and products, to enhance our existing services and products, or to

- successfully expand into new channels of distribution or respond to consumer trends or sentiment, including the failure of new services or products to appeal to evolving consumer sentiment;
- a failure to successfully implement new strategic initiatives;
- a decrease in the effectiveness of our marketing, advertising, and social media programs or an increase in the effectiveness of our competitors' similar programs;
- an impairment of our brands and other intellectual property;
- a failure of our technology or systems to perform as designed;
- any event or condition that impedes people from accessing resources or discourages or impedes people from gathering with others; and
- a downturn in general economic conditions or consumer confidence.

North America Metrics and Business Trends

In fiscal 2023, North America Total Paid Weeks decreased 2.7% versus the prior year, driven primarily by the lower number of Total Incoming Subscribers at the beginning of fiscal 2023 versus the beginning of fiscal 2022.

International Metrics and Business Trends

In fiscal 2023, International Total Paid Weeks decreased 6.2% versus the prior year, driven primarily by the lower number of Total Incoming Subscribers at the beginning of fiscal 2023 versus the beginning of fiscal 2022.

Critical Accounting Estimates

"Management's Discussion and Analysis of Financial Condition and Results of Operations" is based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and judgments, including those related to the impairment analysis for goodwill and other indefinite-lived intangible assets. We base our estimates on historical experience and on various other factors and assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We consider an accounting estimate to be critical if: (1) the accounting estimate requires us to make assumptions about matters that were highly uncertain at the time the accounting estimate was made, and (2) changes in the estimate that are reasonably likely to occur from period to period, or use of different estimates that we reasonably could have used in the current period, would have a material impact on our financial condition or results of operations. Based on this criteria, we believe the following accounting policies are most important to the portrayal of our financial condition and results of operations and require our most significant judgments and estimates. In addition, there are other items within our financial statements that require estimation, but are not deemed critical as defined above. Changes in estimates used in these and other items could have a material impact on our financial statements.

Franchise Rights Acquired

Finite-lived franchise rights acquired are amortized over the remaining contractual period, which is generally less than one year. Indefinite-lived franchise rights acquired are tested for potential impairment on at least an annual basis or more often if events so require.

In performing the impairment analysis for indefinite-lived franchise rights acquired, the fair value for franchise rights acquired is estimated using a discounted cash flow approach referred to as the hypothetical start-up approach for franchise rights related to our Workshops + Digital business and a relief from royalty methodology for franchise rights related to our Digital business. The aggregate estimated fair value for these franchise rights is then compared to the carrying value of the unit of account for these rights. We have determined the appropriate unit of account for purposes of assessing impairment to be the combination of the rights in both the Workshops + Digital business and the Digital business in the country in which the applicable acquisition occurred. The net book values of these franchise rights in the United States, Australia, United Kingdom and New Zealand as of the December 31, 2022 December 30, 2023 balance sheet date were \$374.4 million, \$4.2 million, \$2.7 million \$2.8 million and \$2.4 million, respectively, which represented 97.6%, 1.1%, 0.7% and 0.6%, respectively, of total franchise rights acquired as of December 31, 2022 December 30, 2023.

In our hypothetical start-up approach analyses analysis for fiscal 2022, 2023, we assumed that the year of maturity was reached after 7 years. Subsequent to the year of maturity, we estimated future cash flows for the Workshops + Digital business in each country based on assumptions regarding revenue growth and operating income margins. In our relief from royalty approach analyses analysis for fiscal 2022, 2023, the cash flows associated with the Digital business in each country were based on the expected Digital revenue for such country and the application of a royalty rate based on current market terms. The cash flows for the Workshops + Digital and the Digital businesses were discounted utilizing rates which were calculated using the weighted-average weighted average cost of capital, which included the cost of equity and the cost of debt.

Goodwill

In performing the impairment analysis for goodwill, the fair value for our reporting units is estimated using a discounted cash flow approach. This approach involves projecting future cash flows attributable to the reporting unit and discounting those estimated cash flows using an appropriate discount rate. The estimated fair value is then compared to the carrying value of the reporting unit. We Excluding the goodwill associated with the acquisition of Sequence, we have determined the appropriate reporting unit for purposes of assessing annual impairment to be the country for all reporting units. The net book values of goodwill, excluding the \$89.7 million of goodwill associated with the acquisition of Sequence, in the United States, Canada and other countries as of the December 31, 2022 December 30, 2023 balance sheet date were \$104.0 million, \$39.5 million \$40.5 million and \$12.4 million \$9.2 million, respectively, which represented 66.7% 42.7%, 25.3% 16.6% and 8.0% 3.8%, respectively, of total goodwill as of December 31, 2022 December 30, 2023.

In performing the impairment analysis for goodwill, for all of our reporting units, we estimated future cash flows by utilizing the historical debt-free cash flows (cash flows provided by operations less capital expenditures) attributable to that country and then applied expected future operating income growth rates for such country. We utilized operating income as the basis for measuring our potential growth because we believe it is the best indicator of the performance of our business. We then discounted the estimated

future cash flows utilizing a discount rate which was calculated using the ~~weighted-average~~ weighted average cost of capital, which included the cost of equity and the cost of debt.

Indefinite-Lived Franchise Rights Acquired and Goodwill Impairment Tests

We review indefinite-lived intangible assets, including franchise rights acquired with indefinite lives, and goodwill for potential impairment on at least an annual basis or more often if events so require. We performed our annual fair value impairment testing as of ~~May 8, 2022~~ May 7, 2023 and ~~May 9, 2021~~ May 8, 2022, each the first day of fiscal May, on our indefinite-lived intangible assets and goodwill. In addition, based on triggering events, we performed an interim impairment test as of October 1, 2022 on certain of our indefinite-lived intangible assets for the third quarter of fiscal 2022 and an interim impairment test as of December 31, 2022 on our indefinite-lived intangible assets and goodwill for our Republic of Ireland reporting unit for the fourth quarter of fiscal 2022.

When determining fair value, we utilize various assumptions, including projections of future cash flows, revenue growth rates, operating income margins and discount rates. A change in these underlying assumptions could cause a change in the results of the impairment assessments and, as such, could cause fair value to be less than the carrying amounts and result in an impairment of those assets. In the event such a result occurred, we would be required to record a corresponding charge, which would impact earnings. We would also be required to reduce the carrying amounts of the related assets on our balance sheet. We continue to evaluate these assumptions and believe that these assumptions are appropriate.

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In performing our impairment ~~analysis, analyses~~, we also considered the trading value of both our equity and debt. If the trading values of both our equity and debt were to significantly decline from their levels at the time of testing, we may have to take an impairment charge at the appropriate time, which could be material. For additional information on risks associated with our recognizing asset impairment charges, see "Item 1A. Risk Factors" of this Annual Report on Form 10-K.

As a result of the inherent uncertainty associated with forming the estimates within our goodwill and franchise rights acquired impairment tests, actual results could differ from those estimates. Future events and changing market conditions may impact our assumptions as to future revenue and operating margin growth, weighted average cost of capital, and other factors that may result in changes in our estimates of fair value. Although we believe the assumptions used in testing for impairment are reasonable, a lack of recovery or further deterioration in market conditions or financial performance, a lack of recovery or further decline in our share price from current levels for a sustained period, or an increase in the market-based weighted average cost of capital, among other factors, could significantly impact our impairment analysis and may result in future franchise rights acquired or goodwill impairment charges that, if incurred, could have a material adverse effect on our financial condition and results of operations.

For further information regarding the results of ~~the~~ our franchise rights acquired and goodwill annual impairment tests, the franchise rights acquired interim impairment test for the third quarter of fiscal 2022 and the franchise rights acquired and goodwill interim impairment tests for the fourth quarter of fiscal 2022, see Note 7 "Franchise Rights Acquired, Goodwill and Other Intangible

"Assets" of our the notes to the audited consolidated financial statements, contained in Part IV, Item 15 of this Annual Report on Form 10-K.

Critical Accounting Policies

Information concerning our critical accounting policies is set forth in Note 2 "Summary of Significant Accounting Policies" of the notes to the audited consolidated financial statements, contained in Part IV, Item 15 of this Annual Report on Form 10-K.

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RESULTS OF OPERATIONS FOR FISCAL 2022 2023 (52 weeks) COMPARED TO FISCAL 2021 2022 (52 weeks)

The table below sets forth selected financial information for fiscal 2023 from our consolidated statements of operations for fiscal 2023 versus selected financial information for fiscal 2022 from our consolidated statements of operations for fiscal 2022 versus selected financial information for fiscal 2021 from our consolidated statements of operations for fiscal 2021.

Summary of Selected Financial Data

(In millions, except per share amounts)					(In millions, except per share amounts)				

	62	72	(1	(1	(1					
	2.	6.	04	4.	0.					
Gross profit	4	4	.0)	3 %)	5 %)	529.3	621.4	(92.1)	(14.8 %)	(15.0 %)
	59	59								
Gross Margin %	.8 %	.9 %				59.5 %	59.8 %			
	24	26	(1							
	4.	1.	6.	(6	(3.					
Marketing expenses	8	5	7)	.4 %)	4 %)	238.4	244.8	(6.4)	(2.6 %)	(2.3 %)
Selling, general & administrative expenses	26	26								
	3.	8.	(4.	(1	0.					
	8	6	8)	.8 %)	2 %)	264.9	263.8	1.1	0.4 %	0.4 %
				1						
Franchise rights acquired and goodwill impairments	39		39	0	10					
	6.		6.	0.	0.					
	7	—	7	0 %)	0 %)	3.6	396.7	(393.1)	(99.1 %)	(99.1 %)
				(1						
	(2	19	(4	0	(1					
Operating (loss) income	83	6.	79	0.	00					
	.0)	3	.2)	0 %)*	.0 %)*					
		(2								
Operating (Loss) Income Margin %	7.	16								
	2 %)	.2 %								
Operating income (loss)						22.3	(284.0)	306.3	100.0 % *	100.0 % *
Operating Income (Loss) Margin %						2.5 %	(27.3 %)			
	81	87	(6.	(7	(7.					
Interest expense	.1	.9	8)	.7 %)	7 %)	95.9	81.1	14.8	18.2 %	18.2 %
			2							
Other expense, net	1.	1.	0.	4.	24					
	7	4	3	4 %)	.4 %)	0.1	1.7	(1.6)	(95.7 %)	(95.7 %)
				(1						
			(3	0	(1					
Early extinguishment of debt	30	0.	0.	00						
	—	.4	4)	0 %)	.0 %)					

(Loss) income before income taxes	(365.8)	(76.7)	(42.4)	0.0 %)*	(1.0 %)*
Loss before income taxes					(73.6) (366.8) (293.2) (79.9 %) (79.4 %)
(Benefit from) provision for income taxes	(14.4)	(9.8)	(24.2)	0.0 %)*	(1.0 %)*
Net (loss) income	\$ (.4)	\$.9	\$ (.3)	0.0 %)*	.0 %)*
Provision for (benefit from) income taxes					38.6 (109.9) 148.6 100.0 % * 100.0 % *
Net loss					\$ (112.3) \$ (256.9) \$ (144.6) (56.3 %) (55.8 %)
Weighted average diluted shares outstanding	70.3	70.7	(0.4)	(0.6 %)	(0.6 %)
Diluted (net loss) earnings per share	(3.58)	0.95	(4.52)	0.0 %)*	.0 %)*
Diluted net loss per share					\$ (1.46) \$ (3.65) \$ (2.19) (59.9 %) (59.4 %)

Note: Totals may not sum due to rounding.

* Note: Percentage in excess of 100.0% and not meaningful.

Certain results for fiscal 2023 are adjusted to exclude the net impact of restructuring charges, the impact of acquisition transaction costs, and the impact of franchise rights acquired and goodwill impairments. See "Non-GAAP Financial Measures" above. The table below sets forth a reconciliation of certain of those components of our selected financial data for the fiscal year ended December 30, 2023 which have been adjusted.

<u>(in millions except percentages)</u>	Operating			
	Gross Profit	Gross Margin	Operating Income	Income Margin
Fiscal 2023	\$ 529.3	59.5 %	\$ 22.3	2.5 %
Adjustments to reported amounts ⁽¹⁾				
2023 plan restructuring charges	21.1		53.7	
2022 plan restructuring charges	(0.0)		1.1	
2021 plan restructuring charges	0.1		0.1	
2020 plan restructuring charges	(0.0)		(0.0)	
Acquisition transaction costs	—		8.6	
Franchise rights acquired and goodwill impairments	—		3.6	
Total adjustments ⁽¹⁾	21.2		67.2	
Fiscal 2023, as adjusted ⁽¹⁾	<u>\$ 550.5</u>	<u>61.9 %</u>	<u>\$ 89.5</u>	<u>10.1 %</u>

Note: Totals may not sum due to rounding.

(1) The "As adjusted" measure is a non-GAAP financial measure that adjusts the consolidated statements of operations for fiscal 2023 to exclude the net impact of the \$53.7 million (\$40.3 million after tax) of 2023 plan restructuring charges, the \$1.1 million (\$0.9 million after tax) of 2022 plan restructuring charges, the \$0.1 million thousand after tax) of 2021 plan restructuring charges and the reversal of \$21 thousand (\$16 thousand after tax) of 2020 plan restructuring charges, the impact of \$8.6 million (\$7.5 million after tax) of acquisition transaction costs, and the impact of \$3.6 million (\$3.6 million after tax) of franchise rights acquired and goodwill impairments. See "Non-GAAP Financial Measures" above for an explanation of our use of non-GAAP financial measures.

Certain results for fiscal 2022 are adjusted to exclude the impact of the \$396.7 million of franchise rights acquired and goodwill impairments and the net impact of the \$13.6 million of 2023 plan restructuring charges, the \$27.2 million of 2022 plan restructuring charges, the reversal of \$0.3 million of 2021 plan restructuring charges and the reversal of \$0.7 million of 2020 plan restructuring charges. See "Non-GAAP Financial Measures" above. The table below sets forth a reconciliation of certain of those components of our selected financial data for the fiscal year ended December 31, 2022 which have been adjusted.

<u>(in millions except percentages)</u>	Operating				Operating			
	Gross Profit	Operating Margin	(Loss)	Income	Gross Profit	Operating Margin	(Loss)	Income
Fiscal 2022	622	59.	(283.	)	621.4	59.8 %	(284.0))
Adjustments to reported amounts ⁽¹⁾	\$.4	8 %	\$ 0	(27.2 %)	\$ 621.4	59.8 %	\$ (284.0)	(27.3 %)

Franchise rights acquired and goodwill impairments	396.	—	396.7
2023 plan restructuring charges	1.8	13.6	1.8
2022 plan restructuring charges	6.5	27.2	6.5
2021 plan restructuring charges	(0.6)	(0.3)	(0.6)
2020 plan restructuring charges	(0.7)	(0.7)	(0.7)
Total adjustments (1)	436.	—	—
	7.0	4	7.0
Fiscal 2022, as adjusted (1)	629	60.	153.
	\$.4	5%	\$ 5
			14.7%
	\$ 628.4	60.4%	\$ 152.5
			14.7%

Note: Totals may not sum due to rounding.

(1) The "As adjusted" measure is a non-GAAP financial measure that adjusts the consolidated statements of operations for fiscal 2022 to exclude the impact of the \$3 million (\$301.3 million after tax) of franchise rights acquired and goodwill impairments, and the net impact of the \$13.6 million (\$10.2 million after tax) of 2023 plan restructuring charges, the \$27.2 million (\$20.4 million after tax) of 2022 plan restructuring charges, the reversal of \$0.3 million (\$0.3 million after tax) of 2021 plan restructuring charges and the reversal of \$0.7 million (\$0.5 million after tax) of 2020 plan restructuring charges. See "Non-GAAP Financial Measures" above for an explanation of our use of non-GAAP financial measures.

Certain results for fiscal 2021 are adjusted to exclude the net impact of the \$21.5 million of 2021 plan restructuring charges and the reversal of \$1.6 million of 2020 plan restructuring charges. See "Non-GAAP Financial Measures" above. The table below sets forth a reconciliation of certain of those components of our selected financial data for the fiscal year ended January 1, 2022 which have been

adjusted.⁵⁶

(in millions except percentages)	Gross		Operating	
	Gross	Profit	Operating	Income
	Profit	Margin	Income	Margin
Fiscal 2021	\$ 726.4	59.9 %	\$ 196.3	16.2 %
Adjustments to reported amounts (1)				
2021 plan restructuring charges	16.7		21.5	
2020 plan restructuring charges	(1.3)		(1.6)	
Total adjustments (1)	15.4		19.9	
Fiscal 2021, as adjusted (1)	\$ 741.8	61.2 %	\$ 216.2	17.8 %

Note: Totals may not sum due to rounding.

(1) The "As adjusted" measure is a non-GAAP financial measure that adjusts the consolidated statements of operations for fiscal 2021 to exclude the net impact of the \$21.5 million (\$16.1 million after tax) of 2021 plan restructuring charges and the reversal of \$1.6 million (\$1.2 million after tax) of 2020 plan restructuring charges. See "Non-GAAP Financial Measures" above for an explanation of our use of non-GAAP financial measures.

Consolidated Results

Revenues

Revenues for fiscal 2022/2023 were \$1,040.9 million/\$889.6 million, a decrease of \$171.6 million/\$150.3 million, or 14.2%/14.5%, versus fiscal 2021/2022. Excluding the impact of foreign currency, which negatively positively impacted our revenues in fiscal 2022/2023 by \$38.6 million/\$0.7 million, revenues for fiscal 2022/2023 would have decreased 11.0%/14.5% versus the prior year. This decrease was driven primarily by lower Digital Subscription Revenues reflecting as a result of the lower sign-ups primarily number of Incoming Digital Subscribers at the beginning of fiscal 2023 versus the beginning of fiscal 2022 and, to a lesser extent, by the decline in consumer product sales in fiscal 2023 compared to the prior year due to worsened the wind down of our consumer sentiment and our PersonalPoints program not resonating with consumers to the extent anticipated. This worsened consumer sentiment was due in part to the evolution products business. Subscription Revenues included \$30.5 million of the COVID-19 pandemic as well as the likely impact of certain macro factors including increasing inflation, social and political unrest and challenged economic growth. Clinical Subscription Revenues for fiscal 2023. See “—Segment Results” for additional details on revenues.

Cost of Revenues

Total cost Cost of revenues for fiscal 2022/2023 decreased \$67.7 million/\$58.2 million, or 13.9%, versus fiscal 2021/2022. Excluding the impact of foreign currency, which decreased cost of revenues in fiscal 2022/2023 by \$11.2 million/\$0.6 million, cost of revenues for fiscal 2022/2023 would have decreased 11.6%/13.8% versus the prior year. Excluding the net impact of the \$21.2 million of restructuring charges in fiscal 2023 and the net impact of the \$7.0 million of restructuring charges in fiscal 2022, and the net impact of the \$15.4 million of restructuring charges in fiscal 2021, total cost of revenues for fiscal 2022/2023 would have decreased by 12.6%/17.6%, or 10.2%/17.4% on a constant currency basis, versus the prior year.

Gross Profit

Gross profit for fiscal 2022/2023 decreased \$104.0 million/\$92.1 million, or 14.3%/14.8%, versus fiscal 2021/2022. Excluding the impact of foreign currency, which negatively positively impacted gross profit in fiscal 2022/2023 by \$27.4 million/\$1.4 million, gross profit for fiscal 2022/2023 would have decreased 10.5%/15.0% versus the prior year. Excluding the net impact of the \$21.2 million of restructuring charges in fiscal 2023 and the net impact of the \$7.0 million of restructuring charges in fiscal 2022, and the net impact of the \$15.4 million of restructuring charges in fiscal 2021, gross profit for fiscal 2022/2023 would have decreased by 15.2%/12.4%, or 11.5%/12.6% on a constant currency basis, versus the prior year primarily due to the decrease in revenues. Gross margin for fiscal 2022/2023 decreased to 59.8%/59.5% versus 59.9%/59.8% for fiscal 2021/2022. Excluding the impact of foreign currency, gross margin for fiscal 2022/2023 would have increased 0.3% decreased 0.4% to 60.2%/59.4% versus the prior year. Excluding the net impact of restructuring charges in fiscal 2022/2023 and the net impact of restructuring charges in fiscal 2021/2022, gross margin for fiscal 2022/2023 would have decreased 0.7% increased 1.5% to 60.5%/61.9% versus the prior year. Excluding the impact of foreign currency, the net impact of restructuring charges in fiscal 2022/2023 and the net impact of restructuring charges in fiscal 2021/2022, gross margin for fiscal 2022/2023 would have decreased 0.3% increased 1.4% to 60.8%/61.8% versus the prior year. The This gross margin decrease increase was driven primarily by a revenue shift from our higher margin Digital business, partially offset by a margin benefit from savings in actions to reduce the fixed cost base within our Workshops + Digital business.

Marketing

Marketing expenses for fiscal 2022 2023 decreased \$16.7 million \$6.4 million, or 6.4% 2.6%, versus fiscal 2021 2022. Excluding the impact of foreign currency, which decreased marketing expenses in fiscal 2022 2023 by \$7.8 million \$0.8 million, marketing expenses for fiscal 2022 2023 would have decreased 3.4% 2.3% versus the prior year. This decrease in marketing expenses was primarily due to a decline in lower spend on TV media spending, particularly in our international markets, advertising and lower production, celebrity fees, and other related expenses. costs, partially offset by higher spend for Online advertising. Marketing expenses as a percentage of revenue for fiscal 2022 2023 increased to 23.5% 26.8% from 21.6% 23.5% for fiscal 2021 2022.

Selling, General and Administrative

Selling, general and administrative expenses for fiscal 2022 decreased \$4.8 million 2023 increased \$1.1 million, or 1.8% 0.4%, versus fiscal 2021. Excluding the 2022. Foreign currency had a de minimis impact of foreign currency, which decreased selling, general and administrative expenses in fiscal 2022 by \$5.4 million, on selling, general and administrative expenses for fiscal 2022 would have increased 0.2% versus 2023. Excluding the prior year. Excluding net impact of the \$33.7 million of restructuring charges in fiscal 2023, the impact of the \$8.6 million of acquisition transaction costs in fiscal 2023 and the net impact of the \$32.7 million of restructuring charges in fiscal 2022, and the net impact of the \$4.5 million of restructuring charges in fiscal 2021, selling, general and administrative expenses for fiscal 2022 2023 would have decreased by 12.5% 3.7%, or 10.4% both as adjusted and as adjusted on a constant currency basis, versus the prior year. This decrease in selling, general and administrative expenses was primarily due to lower stock compensation expense lower salary and related costs lower professional fees as a result of the 2022 and an increase in capitalizable projects. 2023 restructuring plans, partially offset by non-transaction related costs associated with the acquisition of Sequence. Selling, general and administrative expenses as a percentage of revenue for fiscal 2022 2023 increased to 25.3% 29.8% from 22.2% 25.4% for fiscal 2021 2022. Excluding the net impact of restructuring charges in fiscal 2022 2023, the impact of acquisition transaction costs in fiscal 2023 and the net impact of restructuring charges in fiscal 2021 2022, selling, general and administrative expenses as a percentage of revenue for fiscal 2022 2023 would have increased by 0.4% 2.8%, or 0.1% both as adjusted and as adjusted on a constant currency basis, versus the prior year.

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Impairments

During the fourth quarter of fiscal 2023, we had a shift in future strategic priorities and as a result, a triggering event occurred which required us to impair the remaining (i) goodwill balances for our Republic of Ireland and Northern Ireland reporting units, resulting in goodwill impairment charges of \$2.4 million and \$1.2 million, respectively, and (ii) franchise rights acquired balance for our Northern Ireland unit of account, resulting in a franchise rights acquired impairment charge of \$47 thousand.

In performing our interim impairment analysis as of December 31, 2022, we determined that the carrying amounts of our United States, Canada, United Kingdom and Australia franchise rights acquired with indefinite-lived units of account exceeded their respective fair values and, as a result, we recorded impairment charges for our United States, Canada, United Kingdom and Australia units of account of \$25.7 million, \$19.7 million (which comprised the remaining balance of franchise rights acquired for this unit of

account), \$8.3 million and \$1.9 million, respectively, in the fourth quarter of fiscal 2022. In addition, with respect to our Republic of Ireland reporting unit, during the fourth quarter of fiscal 2022, we made a strategic decision to delay the launch of the Digital business in that country. As a result of this decision, a triggering event occurred which required us to perform an interim goodwill impairment analysis. In performing our discounted cash flow analysis, we determined that the carrying amount of this reporting unit exceeded its fair value and, as a result, we recorded an impairment charge of \$2.0 million.

In performing our interim impairment analysis as of October 1, 2022, we determined that the carrying amounts of our United States, Canada and New Zealand franchise rights acquired with indefinite-lived units of account exceeded their respective fair values and, as a result, we recorded impairment charges for our United States, Canada and New Zealand units of account of \$298.3 million, \$13.3 million and \$1.1 million, respectively, in the third quarter of fiscal 2022.

In performing our annual impairment analysis as of May 8, 2022, we determined that the carrying amounts of our Canada and New Zealand franchise rights acquired with indefinite-lived units of account exceeded their respective fair values and, as a result, we recorded impairment charges for our Canada and New Zealand units of account of \$24.5 million and \$0.8 million, respectively, in the second quarter of fiscal 2022. In addition, we determined in the second quarter of fiscal 2022 to exit the Kurbo business in the third quarter of fiscal 2022 as part of our strategic plan. As a result of this determination, we recorded an impairment charge of \$1.1 million in the second quarter of fiscal 2022, which comprised the entire goodwill balance for Kurbo.

Operating Income (Loss) Income

Operating income for fiscal 2023 was \$22.3 million compared to operating loss for fiscal 2022 was \$283.0 million compared to operating of \$284.0 million. Operating income for fiscal 2021 of \$196.3 million. Operating loss for fiscal 2022 2023 was negatively positively impacted by \$9.7 million \$2.0 million of foreign currency. Excluding the net impact of the \$54.9 million of restructuring charges in fiscal 2023, the impact of the \$8.6 million of acquisition transaction costs in fiscal 2023, the impact of the \$3.6 million of franchise rights acquired and goodwill impairments in fiscal 2023, the impact of the \$396.7 million of franchise rights acquired and goodwill impairments in fiscal 2022 and the net impact of the \$39.7 million of restructuring charges in fiscal 2022, and the net impact of the \$19.9 million of restructuring charges in fiscal 2021, operating income would have been \$153.5 million \$89.5 million for fiscal 2023 versus operating income of \$152.5 million for fiscal 2022, a decrease of 29.0% 41.3%, or 22.5% 42.7% on a constant currency basis, versus basis. Operating income margin for fiscal 2023 was 2.5% compared to operating income in the prior year. Operating loss margin for fiscal 2022 was 27.2% compared to operating income margin for 27.3%. Excluding the net impact of restructuring charges in fiscal 2021 2023, the impact of 16.2%. Excluding acquisition transaction costs in fiscal 2023, the impact of the franchise rights acquired and goodwill impairments in fiscal 2023, the impact of the franchise rights acquired and goodwill impairments in fiscal 2022 and the net impact of restructuring charges in fiscal 2022, and the net impact of restructuring charges in fiscal 2021, operating income margin would have been 10.1% for fiscal 2023 versus operating income margin of 14.7% for fiscal 2022, a decrease of 3.1% 4.6%, or 2.3% 4.8% on a constant currency basis, versus operating income margin in the prior year. basis. This decrease in operating income margin was driven by an increase in marketing expenses as a percentage of revenue a decrease in gross margin and an increase in selling, general and administrative expenses as a percentage of revenue, partially offset by an increase in gross margin, versus the prior year.

Interest Expense

Interest expense for fiscal 2022 decreased \$6.8 million 2023 increased \$14.8 million, or 7.7% 18.2%, versus fiscal 2021. 2022. The decrease increase in interest expense was driven primarily by lower interest rates under an increase in the base rate of our Term Loan Facility (as defined below) and on our Senior Secured Notes (as defined below) as a result of our April 2021 debt refinancing (as defined below), partially offset by an increase in market interest rates during the second half of fiscal 2022. The effective interest rate on our debt, based on interest incurred (which includes amortization of our deferred financing costs and debt discount) and our average borrowings during fiscal 2022 2023 and fiscal 2021 2022 and excluding the impact of our interest rate swaps then in effect, increased to 7.64% per annum at the end of fiscal 2023 from 5.45% per annum at the end of fiscal 2022 from 5.15% per annum at the end of fiscal 2021. 2022. Including the impact of our interest rate swaps then in effect, the effective interest rate on our debt, based on interest incurred (which includes amortization of our deferred financing costs and debt discount) and our average borrowings during fiscal 2022 2023 and fiscal 2021, decreased 2022, increased to 6.73% per annum at the end of fiscal 2023 from 5.67% per annum at the end of fiscal 2022 from 5.85% per annum at the end of fiscal 2021. 2022. See “—Liquidity and Capital Resources—Long-Term Debt” for additional details regarding our debt, including interest rates and payments thereon. For additional details on our interest rate swaps, see “Item 7A. Quantitative and Qualitative Disclosures about Market Risk” in this Annual Report on Form 10-K.

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Other Expense, Net

Other expense, net, which consists primarily of the impact of foreign currency on intercompany transactions, increased decreased by \$0.3 million \$1.6 million for fiscal 2022 2023 to \$1.7 million \$0.1 million of expense as compared to \$1.4 million \$1.7 million of expense for fiscal 2021.

Early Extinguishment of Debt

In fiscal 2021, we recorded \$30.4 million in an aggregate amount of early extinguishment of debt charges, comprised of (1) \$29.2 million of fees written-off in the second quarter of fiscal 2021 in connection with our April 2021 debt refinancing, consisting of \$12.9 million of a prepayment penalty on the Discharged Senior Notes (as defined below), \$9.0 million of financing fees and \$7.2 million of pre-existing deferred financing fees and debt discount and (2) \$1.2 million recorded in the fourth quarter of fiscal 2021 resulting from the write-off of a debt discount and deferred financing fees in connection with the voluntary debt prepayments of our outstanding term loans under the Term Loan Facility. For additional details, see “—Liquidity and Capital Resources—Long-Term Debt” 2022.

Tax

Our effective tax rate for fiscal 2022 2023 was 31.3% as (52.5%) compared to 12.7% 30.0% for fiscal 2021. 2022. The tax expense for fiscal 2023 was impacted by a tax expense due to a valuation allowance and a tax expense related to income earned in foreign jurisdictions at rates higher than the U.S., partially offset by a tax benefit related to state tax and a tax benefit related to foreign-derived intangible income (“FDII”).

We continue to evaluate the realizability of our deferred tax assets and based on the weight of the available evidence, we provided a full valuation allowance against the U.S. deferred tax assets.

The tax benefit for fiscal 2022 was impacted by a tax benefit from a legal entity restructuring in connection with an organizational realignment to simplify the Company's corporate structure and reduce associated costs or the Organizational Realignment, (the "Organizational Realignment"), which resulted in a reversal of certain deferred tax liabilities, and a tax benefit related to foreign-derived intangible income, and a tax benefit for out-of-period income tax adjustments. These benefits were partially offset by a tax expense from a valuation allowance established to offset certain deferred tax assets due to the uncertainty of realizing future tax benefits from its interest expense carryforwards, a tax expense related to income earned in foreign jurisdictions at rates higher than the U.S., and a tax expense related to tax shortfalls from stock compensation.

We continue to evaluate the realizability of our deferred tax assets and if our U.S. business continues to decline, it is possible that some or all of the business interest expense carryforward may not be utilized. While this carryforward has an indefinite life, a change in the valuation allowance is possible in the foreseeable future which could materially increase our tax expense in the period the valuation allowance is recognized.

The tax expense for fiscal 2021 was impacted by a tax benefit related to a decrease in the applicable state tax rate on certain deferred income, a tax benefit related to tax windfalls from stock compensation and a tax benefit due to the reversal of a valuation allowance related to certain non-U.S. net operating losses that are now expected to be realized, partially offset by tax expense related to income earned in foreign jurisdictions at rates higher than the U.S.

Net (Loss) Income Loss and Diluted (Net Loss) Earnings Net Loss Per Share

Net loss for fiscal 2022 was \$251.4 million \$112.3 million, a decrease of \$144.6 million, or 56.3%, compared to net income loss for fiscal 2021 of \$66.9 million \$256.9 million. Excluding the impact of foreign currency, which positively impacted net loss in fiscal 2023 by \$1.4 million, net loss for fiscal 2023 would have decreased 55.8% versus the prior year. Net loss for fiscal 2023 included a \$41.2 million net impact from restructuring charges, a \$7.5 million impact from acquisition transaction costs, and a \$3.6 million impact from franchise rights acquired and goodwill impairments. Additionally, net loss for fiscal 2023 included a \$50.6 million tax expense from the increase in the partial valuation allowance established in fiscal 2022 was negatively impacted by \$5.7 million to a full valuation allowance in fiscal 2023 to offset all U.S. deferred tax assets due to the uncertainty of foreign currency, realizing future tax benefits of the assets. Net loss for fiscal 2022 included a \$301.3 million impact from franchise rights acquired and goodwill impairments and a \$29.8 million net impact from restructuring charges. Additionally, net loss for fiscal 2022 included a \$48.3 million tax benefit from a legal entity restructuring in connection with the Organizational Realignment which resulted in a reversal of certain deferred tax liabilities and a \$27.1 million tax expense from a valuation allowance established to offset certain deferred tax assets due to the uncertainty of realizing future tax benefits from its interest expense carryforwards. Net income for fiscal 2021 included a \$22.7 million impact from the write-off of fees related to our aggregate early extinguishment of debt charges and a \$14.9 million net impact from restructuring charges. Additionally, net income for fiscal 2021 included a \$6.3 million tax benefit related to a decrease in the applicable state tax rate on certain deferred income and a \$1.6 million tax benefit due to the reversal of a valuation allowance related to certain non-U.S. net operating losses that are now expected to be realized.

Diluted net loss per share for fiscal 2022 was \$3.58 compared to earnings diluted net loss per fully diluted share or EPS, of \$0.95 for fiscal 2021. Diluted net loss per share for fiscal 2023 included a \$0.54 net impact from restructuring charges, a \$0.10 impact from acquisition transaction costs, and a \$0.05 impact from franchise rights acquired and goodwill impairments. Additionally, diluted net loss per share for fiscal 2023 included a \$0.66 tax expense from the increase in the partial valuation allowance established in fiscal 2022 to a full valuation allowance in fiscal 2023 to offset all U.S. deferred tax assets due to the uncertainty of realizing future tax benefits of the assets. Diluted net loss per share for fiscal 2022 included a \$4.28 impact from franchise rights acquired and goodwill impairments and a \$0.42 net impact from restructuring charges. Additionally, diluted net loss per share for fiscal 2022 included a \$0.69 tax benefit from a legal entity restructuring in connection with the Organizational Realignment which resulted in a reversal of certain deferred tax liabilities and a \$0.39 tax expense from a valuation allowance established to offset certain deferred tax assets due to the uncertainty of realizing future tax benefits from its interest expense carryforwards. EPS for fiscal 2021 included a \$0.32 impact from the write-off of fees related to our aggregate early extinguishment of debt charges and a \$0.21 net impact from restructuring charges. Additionally, EPS for fiscal 2021 included a \$0.09 tax benefit related to a decrease in the applicable state tax rate on certain deferred income and a \$0.02 tax benefit due to the reversal of a valuation allowance related to certain non-U.S. net operating losses that are now expected to be realized.

Segment Results

Metrics and Business Trends

The following tables set forth key metrics by reportable segment for fiscal 2022 and the percentage change in those metrics versus the prior year, as applicable:

(in millions except percentages and as noted)

Fiscal 2022												
GAAP				Constant Currency								
Subscription		Product		Subscription		Product		Total		Total	Incoming	EOP
n		Sales &	Total	n		Sales &	Total	Paid	Subscriber	Subscriber	Subscribers	Subscribers
Revenues		Other	Revenues	Revenues		Other	Revenues	Weeks			(in thousands)	
North America												
CA	\$ 640.3	\$ 86.6	\$ 726.9	\$ 641.7	\$ 86.8	\$ 728.5	141.4	2,734.9	2,337.0			
CE	214.9	24.2	239.1	241.8	27.2	269.0	56.6	1,094.1	921.9			
UK	41.2	6.8	48.0	45.7	7.5	53.2	13.0	245.0	199.8			
Other	(1)	22.7	4.2	26.8	24.4	4.4	28.8	4.8	94.5	87.5		
Total	\$ 919.1	\$ 121.8	\$ 1,040.9	\$ 953.7	\$ 125.8	\$ 1,079.5	215.7	4,168.6	3,546.1			

% Change Fiscal 2022 vs. Fiscal 2021									
North America									
ca	(10.4 %)	(13.9 %)	(10.8 %)	(10.2 %)	(13.7 %)	(10.6 %)	(10.0 %)	(3.1 %)	(14.6 %)
CE	(18.9 %)	(26.3 %)	(19.7 %)	(8.7 %)	(17.5 %)	(9.7 %)	(12.7 %)	(7.2 %)	(15.7 %)
UK	(25.1 %)	(37.2 %)	(27.1 %)	(17.0 %)	(30.6 %)	(19.2 %)	(21.0 %)	(24.3 %)	(18.4 %)
Other									
(1)	(21.1 %)	(19.5 %)	(20.9 %)	(15.1 %)	(15.1 %)	(15.1 %)	(9.0 %)	(3.2 %)	(7.5 %)
Total	(13.5 %)	(18.5 %)	(14.2 %)	(10.3 %)	(15.8 %)	(11.0 %)	(11.4 %)	(5.8 %)	(14.9 %)

Fiscal 2023									
	GAAP			Constant Currency					
	Subscription	Product	Total	Subscription	Product	Total	Total	Incoming	EOP
	Revenues	Sales & Other	Revenues	Revenues	Sales & Other	Revenues	Paid Weeks	Subscriptions	Subscriptions
(in thousands)									
North America									
North America	\$ 583.6	\$ 54.6	\$ 638.2	\$ 584.8	\$ 54.7	\$ 5	137.5	2,337.0	2,498.7
International	239.2	12.2	251.4	236.8	12.5	3	69.7	1,209.2	1,298.9
Total	\$ 822.8	\$ 66.8	\$ 889.6	\$ 821.6	\$ 67.2	\$ 8	207.2	3,546.1	3,797.5
% Change Fiscal 2023 vs. Fiscal 2022									
North America	(8.8 %)	(37.3 %)	(12.3 %)	(8.7 %)	(37.2 %)	(12.1 %)	(2.7 %)	(14.6 %)	6.9 %
International	(14.2 %)	(63.8 %)	(19.6 %)	(15.1 %)	(62.9 %)	(20.2 %)	(6.2 %)	(15.7 %)	7.4 %
Total	(10.5 %)	(44.7 %)	(14.5 %)	(10.6 %)	(44.3 %)	(14.5 %)	(3.9 %)	(14.9 %)	7.1 %

Note: Totals may not sum due to rounding.

(1) Represents Australia, New Zealand and emerging markets operations and franchise revenues.

(in millions except percentages and as noted)

Fiscal 2022		
Digital Subscription		
Revenues		Workshops + Digital Fees

	GAAP		Constant		Digital		Incoming		EOP		GAAP		Constant		Workshops		Incoming		EOP	
	Currency		Paid		Digital		Digital		Digital		Currency		+ Digital		Workshops		Workshops		Workshops	
			Weeks		Subscribers		Subscribers						Paid		+ Digital		Subscribers		Subscribers	
(in thousands)																				
North America	\$ 436.1	\$ 437.2	111.5	2,186.9	1,802.5	\$ 204.1	\$ 204.5	29.9	548.0	534.5										
CE	184.6	207.7	51.0	998.5	817.6	30.3	34.2	5.6	95.7	104.2										
UK	25.4	28.1	9.4	179.7	143.3	15.8	17.6	3.5	65.3	56.5										
Other ⁽¹⁾	16.5	17.8	3.9	76.0	72.2	6.2	6.6	0.9	18.5	15.3										
Total	\$ 662.7	\$ 690.8	175.8	3,441.1	2,835.6	\$ 256.4	\$ 262.8	39.9	727.4	710.5										
% Change Fiscal 2022 vs. Fiscal 2021																				
North America	(13.5 %)	(13.3 %)	(13.1 %)	(6.3 %)	(17.6 %)	(2.8 %)	(2.7 %)	4.3 %	12.3 %	(2.5 %)										
CE	(19.1 %)	(9.0 %)	(14.0 %)	(5.8 %)	(18.1 %)	(17.5 %)	(7.0 %)	1.8 %	(20.1 %)	8.9 %										
UK	(30.1 %)	(22.6 %)	(24.2 %)	(23.5 %)	(20.3 %)	(15.5 %)	(6.1 %)	(11.1 %)	(26.2 %)	(13.4 %)										
Other ⁽¹⁾	(14.8 %)	(8.3 %)	(3.7 %)	2.8 %	(5.0 %)	(34.2 %)	(29.2 %)	(27.1 %)	(21.9 %)	(17.4 %)										
Total	(15.9 %)	(12.4 %)	(13.9 %)	(7.1 %)	(17.6 %)	(6.7 %)	(4.4 %)	1.4 %	1.0 %	(2.3 %)										

	Fiscal 2023																		
	Digital Subscription						Workshops + Digital												
	Revenues			Fees									Workshops						
	GAAP	Constant	Revenue	Digital	Incoming	EOP	GAAP	Constant	Workshops	+ Digital	Workshops	EOP	GAAP	Constant	Paid	Weeks	Subscribers	Subscribers	
	Currency	Weeks	Subscribers	Digital	Subscribers	Digital	Currency	+ Digital	Subscribers	Subscribers	Subscribers	Subscribers	(in thousands)						
	(in thousands)																		
North America	\$ 374.0	\$ 374.9	107.5	1,802.5	1,948.0	\$ 179.1	\$ 179.4	28.4	534.5	484.0									
International	197.1	194.8	60.4	1,033.1	1,131.4	42.1	42.0	9.3	176.0	167.5									
Total	\$ 571.1	\$ 569.7	167.9	2,835.6	3,079.4	\$ 221.1	\$ 221.3	37.7	710.5	651.5									
% Change Fiscal 2023 vs. Fiscal 2022																			
North America	(14.2 %)	(14.0 %)	(3.5 %)	(17.6 %)	8.1 %	(12.3 %)	(12.1 %)	(5.0 %)	(2.5 %)	(9.4 %)									
International	(13.0 %)	(14.0 %)	(6.2 %)	(17.6 %)	9.5 %	(19.5 %)	(19.7 %)	(6.1 %)	(1.9 %)	(4.9 %)									
Total	(13.8 %)	(14.0 %)	(4.5 %)	(17.6 %)	8.6 %	(13.7 %)	(13.7 %)	(5.3 %)	(2.3 %)	(8.3 %)									

Note: Totals may not sum due to rounding.

(1) Represents Australia, New Zealand and emerging markets operations and franchise revenues.

(in millions except as noted)

	Fiscal 2023			
	Clinical Subscription Revenues			
	GAAP	Clinical	EOP	Clinical
		Paid	Weeks	Subscribers
				(in thousands)
North America	\$ 30.5	1.6		66.6
International	—	—		—
Total	\$ 30.5	1.6		66.6

North America Performance

The decrease in North America revenues for fiscal 2022 2023 versus the prior year was driven by a decrease in Subscription Revenues and, to a lesser extent, a decrease in product sales and other. The decrease in Subscription Revenues for fiscal 2022 2023 versus the prior year was driven primarily by a decrease in Digital Subscription Revenues. Revenues and, to a lesser extent, a decrease in Workshops + Digital Fees. Digital Subscription Revenues and Workshops + Digital Fees were both negatively impacted by both the recruitment decline during fiscal 2022 as compared to the prior year and the lower number of respective Incoming Digital Subscribers at the beginning of fiscal 2022 2023 versus the beginning of fiscal 2021. This decline in recruitments was driven primarily by worsened consumer sentiment in the current environment and 2022. Subscription Revenues for fiscal 2023 benefited from Clinical Subscription Revenues following our PersonalPoints program not resonating with consumers to the extent anticipated. acquisition of Sequence. The decrease in North America Total Paid Weeks for fiscal 2022 2023 versus the prior year was driven primarily by both lower recruitments for fiscal 2022 versus the prior year and the lower number of Total Incoming Subscribers at the beginning of fiscal 2022 2023 versus the beginning of fiscal 2021. For fiscal 2022, Workshops + Digital Fees, Workshops + Digital Paid Weeks and End of Period Workshops + Digital Subscribers all benefited from the transition of our former Digital 360 members from the Digital business to the Workshops + Digital business during the second and third quarters of fiscal 2022 as previously disclosed. 2022.

The decrease in North America product sales and other for fiscal 2022 2023 versus the prior year was driven primarily by a decrease in e-commerce consumer product sales. sales due to the wind down of our consumer products business.

Continental Europe International Performance

The decrease in Continental Europe International revenues for fiscal 2022 2023 versus the prior year was driven by a decrease in Subscription Revenues and, to a lesser extent, by a decrease in product sales and other. The decrease in Subscription Revenues for fiscal 2022 2023 versus the prior year was driven by a decrease in Digital Subscription Revenues and, to a lesser extent, a decrease in Workshops + Digital Fees. Digital Subscription Revenues and Workshops + Digital Fees were both negatively impacted by the lower number of respective Incoming Subscribers at the beginning of fiscal 2023 versus the beginning of fiscal 2022. The decrease in International Total Paid Weeks for fiscal 2023 versus the prior year was driven primarily by a decrease in Digital Subscription Revenues. Digital Subscription Revenues were negatively impacted by both the recruitment decline during fiscal 2022 as compared to the prior year and the lower number of Incoming Digital Subscribers at the beginning of fiscal 2022 versus the beginning of fiscal 2021. This decline in recruitments was driven primarily by worsened consumer sentiment in the current environment and our PersonalPoints program not resonating with consumers to the extent anticipated. The decrease in Continental Europe Total Paid Weeks for fiscal 2022 versus the prior year was driven primarily by both lower recruitments for fiscal 2022 versus the prior year and the lower number of Total Incoming Subscribers at the beginning of fiscal 2022 2023 versus the beginning of fiscal 2021, 2022.

The decrease in Continental Europe International product sales and other for fiscal 2022 2023 versus the prior year was driven primarily by a decrease in e-commerce product sales.

United Kingdom Performance

The decrease in United Kingdom revenues for fiscal 2022 versus the prior year was driven by a decrease in Subscription Revenues and, to a lesser extent, a decrease in consumer product sales and other. The decrease in Subscription Revenues for fiscal 2022 versus the prior year was driven primarily by a decrease in Digital Subscription Revenues. Digital Subscription Revenues were negatively impacted by both the lower number of Incoming Digital Subscribers at the beginning of fiscal 2022 versus the beginning of fiscal 2021 and the recruitment decline during fiscal 2022 as compared to the prior year. This decline in recruitments was driven primarily by worsened consumer sentiment in the current environment and our PersonalPoints program not resonating with consumers to the extent anticipated. The decrease in United Kingdom Total Paid Weeks for fiscal 2022 versus the prior year was driven primarily by both the lower number of Total Incoming Subscribers at the beginning of fiscal 2022 versus the beginning of fiscal 2021 and lower recruitments for fiscal 2022 versus the prior year.

The decrease in United Kingdom product sales and other for fiscal 2022 versus the prior year was driven primarily by a decrease in e-commerce product sales.

Other Performance

The decrease in Other revenues for fiscal 2022 versus the prior year was driven by a decrease in Subscription Revenues and, to a lesser extent, a decrease in product sales and other. The decrease in Subscription Revenues for fiscal 2022 versus the prior year was driven by a decrease in Workshops + Digital Fees and, to a lesser extent, a decrease in Digital Subscription Revenues. Subscription Revenues were negatively impacted by both the recruitment decline during fiscal 2022 as compared to the prior year and the lower number of Total Incoming Subscribers at the beginning of fiscal 2022 versus the beginning of fiscal 2021. This decline in recruitments was driven primarily by worsened consumer sentiment in the current environment and our PersonalPoints program not resonating with consumers to the extent anticipated.

The decrease in Other product sales and other for fiscal 2022 versus the prior year was driven primarily by a decrease in product sales, licensing and franchise commissions, products business.

Liquidity and Capital Resources

Cash flows provided by operating activities have historically supplied us with our primary source of liquidity. We have used these cash flows, supplemented with long-term debt and short-term borrowings, to fund our operations and global strategic initiatives, pay down debt and engage in selective acquisitions. **If Upon the previously discussed Acquisition is consummated, completion of our acquisition of Sequence (the "Acquisition"), in the second quarter of fiscal 2023, we anticipate had a net cash outlay of \$39.0 million in \$40.3 million on April 10, 2023 with respect to the second quarter payment of fiscal 2023, the purchase price and certain transaction costs.** For additional details on the purchase price consideration for the Acquisition and related terms, see "Item 1. Business—Pending Acquisition Note 6 "Acquisitions" of Weekend Health (d/b/a Sequence)" of the notes to the audited consolidated financial statements contained in this Annual Report on Form 10-K. This cash outlay will reduce has reduced the liquidity available to us in the future. See "Risk Factors—Risks Related to Our Proposed Acquisition of Weekend Health, Inc. (d/b/a Sequence)—If consummated, the The Acquisition may not achieve its intended results." and "Risk Factors—Risks Related to Our Liquidity—We may not be able to generate sufficient cash to service all of our debt and satisfy our other liquidity requirements." for additional details. We currently believe that cash generated by operations, our cash on hand of approximately \$178.3 109.4 million at December 31, 2022 December 30, 2023, our availability under our Revolving Credit Facility (as defined and described below) at December 31, 2022 December 30, 2023 and our continued cost focus will provide us with sufficient liquidity to meet our obligations for the short- and long-term, both on a standalone basis and if the Acquisition is consummated. long-term. In addition, if necessary, we have the flexibility to delay investments or reduce marketing spend.

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We continue to proactively manage our liquidity so we can maintain flexibility to fund investments in our business, honor our long-term debt obligations, and respond to evolving business and consumer conditions. To increase our flexibility and reduce our cash interest payments, we refinanced our then-existing credit facilities and then-existing senior notes in April 2021. See "—Long-Term Debt" for additional details on this refinancing. Additionally, we instituted a number of measures throughout our operations to mitigate expenses and reduce costs as well as ensure liquidity. For example, we instituted restructuring plans in recent fiscal years which will result have resulted in aggregate cash outlays of approximately \$42.0 million \$44.6 million in fiscal 2023, 2023 and are expected to result in aggregate cash outlays of approximately \$18.5 million in fiscal 2024. For additional details, see Note 23 "Restructurings" "Restructuring" of the notes to the audited consolidated financial statements contained in this Annual Report on Form 10-K. The evolving nature, and uncertain economic impact, of the current demand environment may impact our liquidity going forward. To the extent that we do not successfully manage our costs, our liquidity and financial results, as well as our ability to fully access our Revolving Credit Facility, may be adversely affected.

As market conditions warrant, we may, from time to time, seek to purchase our outstanding debt securities or loans, including the Senior Secured Notes and borrowings under the Credit Facilities (each as defined below). Such transactions could be privately negotiated or open market transactions, pursuant to tender offers or otherwise. Subject to any applicable limitations contained in the agreements governing, or terms of, our indebtedness, any such purchases made by us may be funded by the use of cash on our balance sheet, the incurrence of new secured or unsecured debt, the issuance of our equity or the sale of assets. The amounts

involved in any such purchase transactions, individually or in the aggregate, may be material. Any such purchases may equate to a substantial amount of a particular class or series of debt, which may reduce the trading liquidity of such class or series.

Balance Sheet Working Capital

The following table sets forth certain relevant measures of our balance sheet working capital deficit, excluding cash and cash equivalents at:

	December 31, 2022	January 1, 2022	Increase / (Decrease)	December 30, 2023	December 31, 2022	Increase / (Decrease)
	(in millions)			(in millions)		
Total current assets	\$ 281.3	\$ 271.2	\$ 10.2	\$ 179.5	\$ 281.3	\$ (101.9)
Total current liabilities	196.6	229.1	(32.6)	205.5	196.6	8.9
Working capital surplus	84.8	42.0	(42.7)			
Working capital (deficit) surplus				(26.0)	84.8	110.8
Cash and cash equivalents	178.3	153.8	24.5	109.4	178.3	(69.0)
Working capital deficit, excluding cash and cash equivalents	\$ (93.6)	\$ 8	\$ (18.2)	\$ (135.4)	\$ (93.6)	\$ 41.8

Note: Totals may not sum due to rounding.

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The following table sets forth a summary of the primary factors contributing to the \$18.2 million \$41.8 million decrease increase in our working capital deficit, excluding cash and cash equivalents:

	Impact to Working Capital Deficit				Impact to Working Capital Deficit		
	December 31, 2022	January 1, 2022	Increase / (Decrease)	Working Capital Deficit	December 30, 2023	December 31, 2022	Increase / (Decrease)
	(in millions)				(in millions)		

Derivative (receivable) payable, net	(11.	14.	(26	(26.				
	\$ 7)	\$ 7	\$.4)	\$ 4)				
Deferred revenue		45.	(13	(13.				
	\$ 32.2	\$ 9	\$.7)	\$ 7)				
Portion of operating lease liabilities		20.	(2.					
due within one year	\$ 18.0	\$ 3	\$ 3)	\$ (2.3)	\$ 9.6	\$ 18.0	\$ (8.3)	\$ (8.3)
Prepaid income taxes					\$ 25.4	\$ 19.4	\$ 5.9	\$ (5.9)
Income taxes payable			(0.					
	\$ 1.6	\$ 1.7	\$ 1)	\$ (0.1)	\$ 1.6	\$ 1.6	\$ —	\$ —
Accrued interest	\$ 5.3	\$ 5.1	\$ 0.2	\$ 0.2	\$ 5.3	\$ 5.3	\$ 0.1	\$ 0.1
Prepaid income taxes		30.	(11					
	\$ 19.4	\$ 5	\$.0)	\$ 11.0				
Deferred revenue					\$ 34.0	\$ 32.2	\$ 1.8	\$ 1.8
Derivative receivable					\$ 3.6	\$ 11.7	\$ (8.2)	\$ 8.2
Operational liabilities and other, net		54.	13.					
of assets	\$ 67.8	\$ 7	\$ 1	\$ 13.1	\$ 113.7	\$ 67.8	\$ 45.9	\$ 45.9
Working capital deficit change, excluding cash and cash equivalents			(18.					
			\$ 2)					\$ 41.8

Note: Totals may not sum due to rounding.

The change decrease in derivative (receivable) payable, net portion of operating lease liabilities due within one year was primarily due to a change in fair value driven by operating lease terminations resulting from the change in interest rates, continued rationalization of our real estate portfolio. The decrease in deferred revenue was driven primarily by lower signups compared to the prior year. The decrease increase in prepaid income taxes was driven primarily by the timing of tax payments. The decrease in derivative receivable was driven primarily by the continuing maturity of our swaps. The increase in operational liabilities and other, net of assets, which includes accrued salaries and wages, was driven primarily by an increase in accrued liabilities related to the Acquisition in regard to cash to be paid on April 10, 2024, lower inventory due to the ongoing rationalization wind down of our consumer products business, including the previously announced discontinuation of consumer products sales and a decrease in our international markets, receivables due to changes in promotional activities.

Cash Flows

The following table sets forth a summary of our cash flows for the fiscal years ended:

	December 31,	January 1,	December 30,	December 31,
	2022	2022	2023	2022
	(in millions)		(in millions)	
Net cash provided by operating activities	\$ 76.6	\$ 157.3	\$ 6.7	\$ 76.6
Net cash used for investing activities	\$ (42.6)	\$ (52.8)	\$ (74.7)	\$ (42.6)
Net cash used for financing activities	\$ (4.7)	\$ (111.5)	\$ (2.7)	\$ (4.7)

Operating Activities

Cash flows provided by operating activities of \$76.6 million for fiscal 2022 reflected a decrease of \$80.6 million from \$157.3 million of cash flows provided by operating activities for fiscal 2021. This decrease in cash provided by operating activities was primarily the result of attributable to a decrease in non-cash add-back adjustments, partially offset by a decrease in net income, partially offset by an increase in non-cash add-back adjustments loss, in fiscal 2022 as compared to the prior year.

Investing Activities

Net cash used for investing activities totaled \$42.6 million for fiscal 2022, a decrease 2023, an increase of \$10.1 million as compared to fiscal 2021. This increase was primarily attributable to an increase in cash paid for acquisitions, net of cash acquired, in fiscal 2023 as compared to the prior year.

Financing Activities

Net cash used for financing activities totaled \$2.7 million for fiscal 2023, a decrease of \$2.0 million as compared to fiscal 2022. This decrease was primarily attributable to a decrease in cash paid for acquisitions and an increase in proceeds from stock options exercised in fiscal 2022 as compared to the prior year.

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Financing Activities

Net cash used for financing activities totaled \$4.7 million for fiscal 2022, a decrease of \$106.8 million as compared to fiscal 2021. This decrease was primarily attributable to the April 13, 2021 payment in full of approximately \$1.2 billion of borrowings under our then-existing credit facilities and redemption of all of the \$300.0 million aggregate principal amount of our then-existing senior notes, as well as the payment in aggregate of \$37.9 million of prepayment penalties, financing costs and debt discount in connection with the April 2021 debt refinancing in fiscal 2021. In addition, there was \$52.5 million used in an aggregate amount for voluntary debt prepayments under our Term Loan Facility (as defined below) in the fourth quarter of fiscal 2021, \$2.5 million used for scheduled debt repayments under our Term Loan Facility in the third quarter of fiscal 2021 and \$19.3 million used for scheduled debt repayments under our then-existing term loan facility in the first quarter of fiscal 2021. These payments were partially offset by the proceeds received of \$1,000.0 million in an aggregate principal amount of borrowings under our Term Loan Facility and proceeds received from the issuance of \$500.0 million in aggregate principal amount of our Senior Secured Notes (as defined below) in connection with our April 2021 debt refinancing in fiscal 2021. See “—Long-Term Debt” for additional details on debt.

Long-Term Debt

We currently plan to meet our long-term debt obligations by using cash flows provided by operating activities and opportunistically using other means to repay or refinance our obligations as we determine appropriate.

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The following schedule sets forth our long-term debt obligations at **December 31, 2022** **December 30, 2023**:

Long-Term Debt
At December 31, 2022 December 30, 2023
(Balances in millions)

	December 31, 2022	December 30, 2023
Term Loan Facility due April 13, 2028	\$ 945.0	\$ 945.0
Senior Secured Notes due April 15, 2029	500.0	500.0
Total	1,445.0	1,445.0
Less: Current portion	—	—
Unamortized deferred financing costs	10.7	8.8
Unamortized debt discount	12.1	9.8
Total long-term debt	\$ 1,422.3	\$ 1,426.5

Note: Totals may not sum due to rounding.

On April 13, 2021, we (1) repaid in full approximately \$1.2 billion in aggregate principal amount of senior secured tranche B term loans due in 2024 under our then-existing credit facilities and (2) redeemed all of the \$300.0 million in aggregate principal amount of our then-outstanding 8.625% Senior Notes due in 2025 **or the Discharged** (the "Discharged Senior Notes, Notes"). On April 13, 2021, our then-existing credit facilities included a senior secured revolving credit facility (which included borrowing capacity available for letters of credit) due in 2022 with \$175.0 million in an aggregate principal amount of commitments. There were no outstanding borrowings under such revolving credit facility on that date. We funded such repayment of loans and redemption of notes with cash on hand as well as with proceeds received from approximately \$1,000.0 million in an aggregate principal amount of borrowings under our new credit facilities (as amended from time to time, **referred to herein as the Credit Facilities** "Credit Facilities") and proceeds received from the issuance of \$500.0 million in aggregate principal amount of 4.500% Senior Secured Notes due 2029 **or the Senior** (the "Senior Secured Notes, Notes"), each as described below. These transactions are collectively referred to herein as the April 2021 debt **refinancing**. During the second quarter of fiscal 2021, we incurred fees of \$37.9 million (which included \$12.9 million of a prepayment penalty on the Discharged Senior Notes and \$5.0 million of a debt discount on our Term Loan Facility (as defined below)) in connection with our April 2021 debt refinancing. In addition, we recorded a loss on early extinguishment of debt of \$29.2 million in connection thereto. This early extinguishment of debt charge was comprised of \$12.9 million of a prepayment penalty on the Discharged Senior Notes, \$9.0 million of financing fees paid in connection with our April 2021 debt refinancing and the write-off of \$7.2 million of pre-existing deferred financing fees and debt discount.

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Credit Facilities

The Credit Facilities were issued under a credit agreement, dated April 13, 2021 **or, as** (as amended from time to time, the Credit Agreement, "Credit Agreement"), among the Company, as borrower, the lenders party thereto, and Bank of America, N.A., or

(“Bank of America, America”), as administrative agent and an issuing bank. The Credit Facilities consist of (1) \$1,000.0 million in aggregate principal amount of senior secured tranche B term loans due in 2028 or the Term (the “Term Loan Facility, Facility”) and (2) \$175.0 million in an aggregate principal amount of commitments under a senior secured revolving credit facility (which includes borrowing capacity available for letters of credit) due in 2026 or the Revolving (the “Revolving Credit Facility, Facility”).

In December 2021, we made voluntary prepayments at par in an aggregate amount of \$52.5 million in respect of our outstanding term loans under the Term Loan Facility. As a result of these prepayments, we wrote off a debt discount and deferred financing fees of \$1.2 million in the aggregate in the fourth quarter of fiscal 2021.

As of December 31, 2022 December 30, 2023, we had \$945.0 million in an aggregate principal amount of loans outstanding under our Credit Facilities, with \$173.9 million \$173.8 million of availability and \$1.1 million \$1.2 million in issued but undrawn letters of credit outstanding under the Revolving Credit Facility subject to its terms and conditions as discussed below. There were no outstanding borrowings under the Revolving Credit Facility as of December 31, 2022 December 30, 2023.

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All obligations under the Credit Agreement are guaranteed by, subject to certain exceptions, each of our current and future wholly-owned material domestic restricted subsidiaries. All obligations under the Credit Agreement, and the guarantees of those obligations, are secured by substantially all of the assets of the Company and each guarantor, subject to customary exceptions, including:

- a pledge of 100% of the equity interests directly held by the Company and each guarantor in any wholly-owned material subsidiary of the Company or any guarantor (which pledge, in the case of any non-U.S. subsidiary of a U.S. subsidiary, will not include more than 65% of the voting stock of such first-tier non-U.S. subsidiary), subject to certain exceptions; and
- a security interest in substantially all other tangible and intangible assets of the Company and each guarantor, subject to certain exceptions.

The Credit Facilities require the Company to prepay outstanding term loans, subject to certain exceptions, with:

- 50% (which percentage will be reduced to 25% and 0% if the Company attains certain first lien secured net leverage ratios) of the Company's annual excess cash flow;
- 100% of the net cash proceeds of certain non-ordinary course asset sales by the Company and its restricted subsidiaries (including casualty and condemnation events, subject to de minimis thresholds), and subject to the right to reinvest 100% of such proceeds, subject to certain qualifications; and
- 100% of the net proceeds of any issuance or incurrence of debt by the Company or any of its restricted subsidiaries, other than certain debt permitted under the Credit Agreement.

The foregoing mandatory prepayments will be used to reduce the installments of principal on the Term Loan Facility. We may voluntarily repay outstanding loans under the Credit Facilities at any time without penalty, except for customary “breakage” costs with respect to LIBOR Term SOFR loans under the Credit Facilities.

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In June 2023, in connection with the planned phase-out of LIBOR, we amended our Credit Facilities to replace LIBOR with Term SOFR as the benchmark rate under the Credit Agreement, which will be calculated to include a credit spread adjustment of 0.11448%, 0.26161%, 0.42826%, or 0.71513% for 1, 3, 6, or 12 months period, respectively, in addition to the Term SOFR Screen Rate (as defined in the Credit Agreement) and the margin (which was not amended).

Borrowings under the Term Loan Facility bear interest at a rate per annum equal to, at our option, either (1) an applicable margin plus a base rate determined by reference to the highest of (a) 0.50% per annum plus the Federal Funds Effective Rate as determined by the Federal Reserve Bank of New York, (b) the prime rate of Bank of America and (c) the **LIBOR Term SOFR** rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period of one month adjusted for certain additional costs, plus 1.00%; provided that such rate is not lower than a floor of 1.50% or (2) an applicable margin plus a **LIBOR Term SOFR** rate determined by reference to the cost of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, provided that **LIBOR Term SOFR** is not lower than a floor of 0.50%. Borrowings under the Revolving Credit Facility bear interest at a rate per annum equal to an applicable margin based upon a leverage-based pricing grid, plus, at our option, either (1) a base rate determined by reference to the highest of (a) 0.50% per annum plus the Federal Funds Effective Rate as determined by the Federal Reserve Bank of New York, (b) the prime rate of Bank of America and (c) the **LIBOR Term SOFR** rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period of one month adjusted for certain additional costs, plus 1.00%; provided that such rate is not lower than a floor of 1.00% or (2) a **LIBOR Term SOFR** rate determined by reference to the cost of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, provided such rate is not lower than a floor of zero. As of **December 31, 2022** **December 30, 2023**, the applicable margins for the **LIBOR Term SOFR** rate borrowings under the Term Loan Facility and the Revolving Credit Facility were 3.50% and 2.75%, respectively. In the event that LIBOR is phased out as is currently expected, the Credit Agreement provides that we and the administrative agent may amend the Credit Agreement to replace the LIBOR definition therein with a successor rate subject to notifying the lending syndicate of such change and not receiving within five business days of such notification objections to such replacement rate from lenders holding at least a majority of the aggregate principal amount of loans and commitments then outstanding under the Credit Agreement; provided that such lending syndicate may not object to a SOFR-based successor rate contained in any such amendment. If we fail to do so, our borrowings will be based off of the alternative base rate plus a margin. We expect to transition from LIBOR in advance of its cessation on or about June 30, 2023.

On a quarterly basis, we pay a commitment fee to the lenders under the Revolving Credit Facility in respect of unutilized commitments thereunder, which commitment fee fluctuates depending upon our Consolidated First Lien Leverage Ratio (as defined in the Credit Agreement).

The Credit Agreement contains other customary terms, including (1) representations, warranties and affirmative covenants, (2) negative covenants, including limitations on indebtedness, liens, mergers, acquisitions, asset sales, investments, distributions, prepayments of subordinated debt, amendments of material agreements governing subordinated indebtedness, changes to lines of business and transactions with affiliates, in each case subject to baskets, thresholds and other exceptions, and (3) customary events

of default. As of December 31, 2022 December 30, 2023, we were in compliance with the covenants under the Credit Agreement that were in effect on such date.

The availability of certain baskets and the ability to enter into certain transactions are also subject to compliance with certain financial ratios. In addition, if the aggregate principal amount of extensions of credit outstanding under the Revolving Credit Facility as of any fiscal quarter end exceeds 35% of the amount of the aggregate commitments under the Revolving Credit Facility in effect on such date, we must be in compliance with a Consolidated First Lien Leverage Ratio of 5.75:1.00 for the period ending after the first fiscal quarter of 2022 through and including the first fiscal quarter of 2023, with a step down to 5.50:1.00 for the period ending after the first fiscal quarter of 2023 through and including the first fiscal quarter of 2024, with an additional step down to 5.25:1.00 for the period ending after the first fiscal quarter of 2024 through and including the first fiscal quarter of 2025, and again an additional step down to 5.00:1.00 for the period following the first fiscal quarter of 2025. As of December 31, 2022 December 30, 2023, our actual Consolidated First Lien Leverage Ratio was 5.77: 8.49:1.00 and there were no borrowings under our Revolving Credit Facility and total letters of credit issued were \$1.1 million \$1.2 million. We were not in compliance with the Consolidated First Lien Leverage Ratio as of December 31, 2022 December 30, 2023, and as a result, we are limited to borrowing no more than 35%, or \$61.3 million, of the amount of the aggregate commitments under the Revolving Credit Facility as of each fiscal quarter end until we are in compliance again comply with such the applicable ratio.

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Senior Secured Notes

The Senior Secured Notes were issued pursuant to an Indenture, dated as of April 13, 2021, or, as (as amended, supplemented or modified from time to time, the Indenture, "Indenture"), among the Company, the guarantors named therein and The Bank of New York Mellon, as trustee and notes collateral agent. The Indenture contains customary terms, events of default and covenants for an issuer of non-investment grade debt securities. These covenants include limitations on indebtedness, liens, mergers, acquisitions, asset sales, investments, distributions, prepayments of subordinated debt and transactions with affiliates, in each case subject to baskets, thresholds and other exceptions. As of December 31, 2022 December 30, 2023, we were in compliance with the covenants under the Indenture that were in effect on such date.

The Senior Secured Notes accrue interest at a rate per annum equal to 4.500% and will mature on April 15, 2029. Interest on the Senior Secured Notes is payable semi-annually on April 15 and October 15 of each year, beginning on October 15, 2021. On or after April 15, 2024, we may on any one or more occasions redeem some or all of the Senior Secured Notes at a purchase price equal to 102.250% of the principal amount of the Senior Secured Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date, such optional redemption price decreasing to 101.125% on or after April 15, 2025 and to 100.000% on or after April 15, 2026. Prior to April 15, 2024, we may on any one or more occasions redeem up to 40% of the aggregate principal amount of the Senior Secured Notes with an amount not to exceed the net proceeds of certain equity offerings at 104.500% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to, but not including, the redemption date. Prior to April 15, 2024, we may redeem some or all of the Senior Secured Notes at a make-whole price plus accrued and unpaid interest, if any, to, but not including, the redemption date. In addition, during any twelve-month period ending prior to April 15, 2024, we may redeem up to 10% of the aggregate principal amount of the Senior Secured Notes at a purchase price equal to 103.000% of the principal amount of the Senior Secured Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. If a change of control occurs, we must offer to purchase for cash the Senior Secured Notes at a purchase price equal to 101% of the principal amount of the Senior Secured Notes, plus accrued and unpaid interest, if any, to, but not including, the purchase date. Following the sale of certain assets and subject to certain conditions, we must offer to purchase for cash the Senior Secured Notes at a purchase

price equal to 100% of the principal amount of the Senior Secured Notes, plus accrued and unpaid interest, if any, to, but not including, the purchase date.

The Senior Secured Notes are guaranteed on a senior secured basis by our subsidiaries that guarantee the Credit Facilities. The Senior Secured Notes and the note guarantees are secured by a first-priority lien on all the collateral that secures the Credit Facilities, subject to a shared lien of equal priority with the Company's and each guarantor's obligations under the Credit Facilities and subject to certain thresholds, exceptions and permitted liens.

Outstanding Debt

At December 31, 2022 December 30, 2023, we had \$1,445.0 million outstanding under the Credit Facilities and the Senior Secured Notes, consisting of borrowings under the Term Loan Facility of \$945.0 million, \$0.0 drawn down on the Revolving Credit Facility and \$500.0 million in aggregate principal amount of Senior Secured Notes issued and outstanding.

At the end of fiscal 2022 2023 and fiscal 2021, 2022, our debt consisted of both fixed and variable-rate instruments. Interest rate swaps were entered into to hedge a portion of the cash flow exposure associated with our variable-rate borrowings. Further information regarding our interest rate swaps can be found in Part IV, Item 15 of this Annual Report on Form 10-K under Note 19 "Derivative Instruments and Hedging" in of the Notes notes to the Consolidated Financial Statements. audited consolidated financial statements. The weighted average interest rate (which includes amortization of deferred financing costs and debt discount) on our outstanding debt, exclusive of the impact of the swaps then in effect, was approximately 5.45% 7.64% and 5.11% 5.45% per annum at December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, respectively, based on interest rates on these dates. The weighted average interest rate (which includes amortization of deferred financing costs and debt discount) on our outstanding debt, including the impact of the swaps then in effect, was approximately 5.50% 6.53% and 5.62% 5.50% per annum at December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, respectively, based on interest rates on these dates.

Dividends

We do not currently pay a dividend and we have no current plans to pay dividends in the foreseeable future. Any future determination to declare and pay dividends will be made at the sole discretion of our Board of Directors, after taking into account our financial condition and results of operations, capital requirements, contractual, legal, tax and regulatory restrictions, the provisions of Virginia law affecting the payment of distributions to shareholders and such other factors our Board of Directors may deem relevant. In addition, our ability to pay dividends may be limited by covenants in our existing indebtedness, including the Credit Agreement

governing the Credit Facilities and the Indenture governing the Senior Secured Notes, and may be limited by the agreements governing other indebtedness we or our subsidiaries incur in the future.

EBITDAS, Adjusted EBITDAS and Net Debt

We define EBITDAS, a non-GAAP financial measure, as earnings before interest, taxes, depreciation, amortization and stock-based compensation and Adjusted EBITDAS, a non-GAAP financial measure, as earnings before interest, taxes, depreciation, amortization, stock-based compensation, franchise rights acquired and goodwill impairments, net restructuring charges and **early extinguishment of debt**, **certain non-recurring transaction costs in connection with the Acquisition**.

The table below sets forth the reconciliations for EBITDAS and Adjusted EBITDAS, each a non-GAAP financial measure, to net (loss) income, loss, the most comparable GAAP financial measure, for the fiscal years ended:

(in millions)

	December 31, 2022	January 1, 2022	December 30, 2023	December 31, 2022
Net (loss) income	\$ (251.4)	\$ 66.9		
Net loss			\$ (112.3)	\$ (256.9)
Interest	81.1	87.9	95.9	81.1
Taxes	(114.4)	9.8	38.6	(109.9)
Depreciation and amortization	42.3	45.5	45.6	42.3
Stock-based compensation	13.0	21.3	11.3	13.0
EBITDAS	\$ (229.3)	\$ 231.4	\$ 79.2	\$ (230.4)
Franchise rights acquired and goodwill impairments	396.7	—		
2023 plan restructuring charges	13.6	—	53.7	13.6
2022 plan restructuring charges	27.2	—	1.1	27.2
2021 plan restructuring charges	(0.3)	21.5	0.1	(0.3)
2020 plan restructuring charges	(0.7)	(1.6)	(0.0)	(0.7)
Early extinguishment of debt	—	30.4		
Adjusted EBITDAS ⁽¹⁾	\$ 207.1	\$ 281.7		
Acquisition transaction costs			8.6 ⁽¹⁾	—
Franchise rights acquired and goodwill impairments			3.6	396.7
Adjusted EBITDAS ⁽²⁾			\$ 146.4	\$ 206.1

Note: Totals may not sum due to rounding.

(1) Includes stock-based compensation expense attributable to post-combination vesting of \$3.9 million.

(2) The "Adjusted EBITDAS" measure is a non-GAAP financial measure that (i) adjusts the consolidated statements of operations for fiscal 2023 to exclude the net impact of the \$53.7 million of 2023 plan restructuring charges, the \$1.1 million of 2022 plan restructuring charges, the \$0.1 million of 2021 plan restructuring charges and the reversal of \$21 thousand of 2020 plan restructuring charges, the impact of \$8.6 million of acquisition transaction costs, and the impact of \$3.6 million of franchise rights acquired and goodwill impairments; and (ii) adjusts the consolidated statements of operations for fiscal 2022 to exclude the impact of the \$396.7 million of franchise rights acquired and goodwill impairments and the net impact of the \$13.6 million of 2023 plan restructuring charges, the \$27.2 million of 2022 plan restructuring charges, the reversal of \$0.3 million of 2021 plan restructuring charges and the reversal of \$0.7 million of 2020 plan restructuring charges; and (iii) adjusts the consolidated statements of operations for fiscal 2021 to exclude the net impact of the \$21.5 million of 2021 plan restructuring charges and the reversal of \$1.6 million of 2020 plan restructuring charges and the impact of the \$30.4 million early extinguishment of debt charges. See "Non-GAAP Financial Measures" above for an explanation of our use of non-GAAP financial measures.

Reducing leverage is a capital structure priority for the Company. As of December 31, 2022 December 30, 2023, our total debt less unamortized deferred financing costs and unamortized debt discount/net loss ratio was (12.7)x. As of December 30, 2023, our net debt/Adjusted EBITDAS ratio was 6.0x, 9.0x.

The table below sets forth the reconciliation for net debt, a non-GAAP financial measure, to total debt, the most comparable GAAP financial measure, for the fiscal year ended:

(in millions)

	December 31, 2022	December 30, 2023
Total debt	\$ 1,445.0	\$ 1,445.0
Less: Unamortized deferred financing costs	10.7	8.8
Less: Unamortized debt discount	12.1	9.8
Less: Cash on hand	178.3	109.4
Net debt	\$ 1,244.0	\$ 1,317.1

Note: Totals may not sum due to rounding.

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We present EBITDAS, Adjusted EBITDAS and net debt/Adjusted EBITDAS because we consider them to be useful supplemental measures of our performance. In addition, we believe EBITDAS, Adjusted EBITDAS and net debt/Adjusted EBITDAS are useful to investors, analysts and rating agencies in measuring the ability of a company to meet its debt service obligations. See "— Non-GAAP Financial Measures" herein for an explanation of our use of these non-GAAP financial measures.

Contractual Obligations

We are obligated under non-cancelable agreements primarily for office and rent facilities operating leases. Consolidated rent expense charged to operations under all our leases for fiscal 2022 2023 was approximately \$36.1 million \$34.1 million.

The following table summarizes our future contractual obligations as of the end of fiscal 2022: 2023:

	Payment Due by Period					Payment Due by Period				
	Less than		More than			Less than		More than		
	1-3 Years		3-5 Years			1 Year		5 Years		
	1	Year	Yea	Year		Total	1 Year	1-3 Years	3-5 Years	5 Years
	Total	Year	s	rs	s					
	(in millions)					(in millions)				
Long-Term Debt ⁽¹⁾										
Principal	1,		1,			\$ 1,445.0	\$ —	\$ —	\$ 945.0	\$ 500.0
	44		1	43						
	5.		0.	5.						
	\$ 0	\$ —	\$ —	\$ 0	\$ 0					
Interest	1	1								
	53	8	9	9						
	3.	8.	4.	5.	55					
	8	3	5	9	.1	488.5	91.1	231.3	154.8	11.3
Operating leases, finance leases and non-cancelable agreements	14	4	4	1						
	7.	4.	8.	9.	36					
	9	1	5	2	.1	108.9	26.9	34.5	20.7	26.8
Total ⁽²⁾	2,	1	2	2	1,					
	12	3	4	2	52					
	6.	2.	3.	5.	6.					
	\$ 7	\$ 4	\$ 0	\$ 1	\$ 2	\$ 2,042.4	\$ 118.0	\$ 265.8	\$ 1,120.5	\$ 538.1

Note: Totals may not sum due to rounding.

- (1) Due to the fact that a portion of our debt is variable rate based, we have assumed for purposes of this table that the interest rate on all of our debt as of the end of **2022** **2023** remains constant for all periods presented.
- (2) The provision for income tax contingencies included in other long-term liabilities on the consolidated balance sheet is not included in the table above due to the fact the Company is unable to estimate the timing of payment for this liability.

We currently plan to meet our long-term debt obligations by using cash flows provided by operating activities and opportunistically using other means to repay or refinance our obligations as we determine appropriate. We believe that cash flows

from operating activities, together with cash on hand, will provide sufficient liquidity for the short-term to fund currently anticipated capital expenditure and working capital requirements, as well as debt service requirements.

Acquisition of Sequence

On April 10, 2023, we completed the Acquisition for an aggregate purchase price of \$132.0 million.

Franchisee Acquisitions

On February 18, 2022, we acquired the entire issued share capital of our Republic of Ireland franchisee, Denross Limited, and our Northern Ireland franchisee, Checkweight Limited, for a purchase price of \$4.5 million and \$1.5 million, respectively.

On August 16, 2021, we acquired substantially all of the assets of our franchisee for certain territories in Maine, Weight Watchers of Maine, Inc., for a purchase price of \$2.3 million.

On March 22, 2021, we acquired substantially all of the assets of our franchisee for certain territories in Michigan, The WW Group, Inc., for an aggregate purchase price of \$17.5 million. On March 22, 2021, we acquired substantially all of the assets of our franchisee for certain territories in Ontario, Canada, The WW Group Co., for an aggregate purchase price of \$3.1 million.

Factors Affecting Future Liquidity

Any future acquisitions, joint ventures or other similar transactions could require additional capital and we cannot be certain that any additional capital will be available on acceptable terms or at all. Our ability to fund our capital expenditure requirements, interest, principal and dividend payment obligations and working capital requirements depends on our future operations, performance and cash flow. These are subject to prevailing economic conditions and to financial, business and other factors, some of which are beyond our control.

Off-Balance Sheet Arrangements

As part of our ongoing business, we do not participate in arrangements that generate relationships with unconsolidated entities or financial partnerships established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes, such as entities often referred to as structured finance or special purpose entities.

Related Parties

For a discussion of related party transactions affecting us, see "Item 13. Certain Relationships and Related Transactions, and Director Independence" in Part III of this Annual Report on Form 10-K.

Seasonality

Our **core** business is seasonal due to the importance of the winter season to our overall member recruitment environment. Historically, we experience our highest level of recruitment during the first quarter of the year, which is supported with the highest concentration of advertising spending. Therefore, our number of End of Period Subscribers in the first quarter of the year **is** **has been** typically higher than the number in other quarters of the year, historically reflecting a decline over the course of the year.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks relating to interest rate changes and foreign currency fluctuations. All of our market risk sensitive instruments were entered into for purposes other than trading. The Company's exposure to market risk as of the end of fiscal 2022 2023 is described below.

Interest Rate Risk

During the second quarter of fiscal 2023, in connection with the previously announced planned phase-out of LIBOR, we amended our Credit Facilities to replace LIBOR with Term SOFR as the benchmark rate under the Credit Agreement and modified our interest rate swap agreements to transition from LIBOR-indexed to Term SOFR-indexed periodic swap payments to align with interest payments in connection with our Term SOFR-indexed debt. Other than this transition during the second quarter of fiscal 2023, there have been no material changes to our exposure to market risk from the end of fiscal 2022 as compared to the end of fiscal 2023.

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Our exposure to market risk for changes in interest rates relates to interest expense of variable rate debt, in particular changes in LIBOR Term SOFR or the base rates which are used to determine the applicable interest rates for borrowings under the Credit Facilities.

On July 26, 2013, in order to hedge a portion of our variable rate debt, we entered into a forward-starting interest rate swap with an effective date of March 31, 2014 and a termination date of April 2, 2020. The initial notional amount of this swap was \$1.5 billion. During the term of this swap, the notional amount decreased from \$1.5 billion effective March 31, 2014 to \$1.25 billion on April 3, 2017 and to \$1.0 billion on April 1, 2019. This interest rate swap effectively fixed the variable interest rate on the notional amount of this swap at 2.41%. This swap qualified for hedge accounting and, therefore, changes in the fair value of this swap were recorded in accumulated other comprehensive loss.

On June 11, 2018, in order to hedge a portion of our variable rate debt, we entered into a forward-starting interest rate swap or the 2018 swap, (the "2018 swap") with an effective date of April 2, 2020 and a termination date of March 31, 2024. The initial notional amount of this swap was \$500.0 million. During the term of this swap, the notional amount decreased from \$500.0 million effective April 2, 2020 to \$250.0 million on March 31, 2021. This Following the transition from LIBOR to Term SOFR, this interest rate swap effectively fixed the variable interest rate on the notional amount of this swap at 3.1005% 3.1513%. On June 7, 2019, in order to hedge a portion of our variable rate debt, we entered into a forward-starting interest rate swap or the 2019 swap, (the "2019 swap"), and together with the 2018 swap, known as the current swaps, "current swaps") with an effective date of April 2, 2020 and a termination date of March 31, 2024. The notional amount of this swap is \$250.0 million. This Following the transition from LIBOR to Term SOFR, this interest rate swap effectively fixed the variable interest rate on the notional amount of this swap at 1.901% 1.9645%. The current swaps qualify for hedge accounting and, therefore, changes in the fair value of the current swaps have been recorded in accumulated other comprehensive loss. As of the end of fiscal 2022, 2023, we had \$945.0 million of variable rate debt, of which \$445.0 million remained unhedged.

As of December 31, 2022 December 30, 2023, borrowings under the Credit Facilities bore interest at LIBOR Term SOFR plus an applicable margin of 3.50%. For the Term Loan Facility, the minimum interest rate for LIBOR Term SOFR applicable to such facility pursuant to the terms of the Credit Agreement was set at 0.50%, referred to herein as the LIBOR Term SOFR Floor. In addition, as of December 31, 2022 December 30, 2023, our interest rate swaps in effect had an aggregate notional amount of \$500.0 million. Accordingly, as of December 31, 2022 December 30, 2023, based on the amount of variable rate debt outstanding and the then-current LIBOR Term SOFR rate, after giving consideration to the impact of the interest rate swaps and the LIBOR Term SOFR Floor, a hypothetical 90 125 basis point increase in interest rates would have increased annual interest expense by approximately \$4.0 million \$5.6 million and a hypothetical 90 125 basis point decrease in interest rates would have decreased annual interest expense by approximately \$4.0 million \$5.6 million. This increase and decrease would have been driven primarily by the interest rate applicable to our Term Loan Facility.

There have been no material changes to our exposure to market risk from the end of fiscal 2021 as compared to the end of fiscal 2022.

Foreign Currency Risk

Other than inter-company transactions between our domestic and foreign entities, we generally do not have significant transactions that are denominated in a currency other than the functional currency applicable to each entity. As a result, substantially all of our revenues and expenses in each jurisdiction in which we operate are in the same functional currency. In general, we are a net receiver of currencies other than the U.S. dollar. Accordingly, changes in exchange rates may negatively affect our revenues and gross margins as expressed in U.S. dollars. In the future, we may enter into forward and swap contracts to hedge transactions denominated in foreign currencies to reduce the currency risk associated with fluctuating exchange rates. Realized and unrealized gains and losses from any of these transactions may be included in net income for the period.

Fluctuations in currency exchange rates, particularly with respect to the euro, Canadian dollar and pound sterling, may impact our shareholders' equity. The assets and liabilities of our non-U.S. subsidiaries are translated into U.S. dollars at the exchange rates in effect at the balance sheet date. Revenues and expenses are translated into U.S. dollars at the average exchange rate for the period. The resulting translation adjustments are recorded in shareholders' equity as a component of accumulated other comprehensive loss. In addition, exchange rate fluctuations will cause the U.S. dollar translated amounts to change in comparison to prior periods.

Item 8. Financial Statements and Supplementary Data

This information is incorporated by reference to our consolidated financial statements on pages F-1 through F-47 F-52 and our financial statement schedule on page S-1, including the report thereon of PricewaterhouseCoopers LLP on pages F-2 to F-4.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management, with the participation of our principal executive officer and our principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2022 December 30, 2023, the end of fiscal 2022, 2023. Based upon that evaluation and subject to the foregoing, our principal executive officer and our principal financial officer concluded that, as of the end of fiscal 2022, 2023, the design and operation of our disclosure controls and procedures were effective at the reasonable assurance level.

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Internal Control Over Financial Reporting

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2022 December 30, 2023, the end of fiscal 2022, 2023. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control — Integrated Framework* (2013). Based on this assessment, our management, under the supervision and with the participation of our principal executive officer and our principal financial officer, concluded that, as of December 31, 2022 December 30, 2023, our internal control over financial reporting was effective based on those criteria.

The effectiveness of our internal control over financial reporting as of December 31, 2022 December 30, 2023 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears on pages F-2 to F-4 to our consolidated financial statements.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None. From time to time, our directors and officers may engage in open-market transactions with respect to their Company equity holdings for diversification or other personal reasons. All such transactions by directors and officers must comply with the Company's Amended and Restated Securities Trading Policy, which requires that such transactions be in accordance with applicable U.S. federal securities laws that prohibit trading while in possession of material nonpublic information. Rule 10b5-1 under the Exchange Act provides an affirmative defense that enables directors and officers to prearrange transactions in the Company's securities in a manner that avoids concerns about initiating transactions while in possession of material nonpublic information.

No contracts, instructions or written plans for the purchase or sale of Company securities were adopted or terminated by our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) during the quarter ended December 30, 2023, that were intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). No "non-Rule 10b5-1 trading arrangements" (as defined by Item 408(c) of Regulation S-K) or other Rule 10b5-1 trading arrangements were entered into or terminated, nor were any such arrangements modified, by our directors or officers during such period.

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Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

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PART III

Items 10, 11, 12, 13 and 14. **Directors, Executive Officers and Corporate Governance; Executive Compensation; Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters; Certain Relationships and Related Transactions, and Director Independence; Principal Accountant Fees and Services**

Information called for by Items 10, 11, 12, 13 and 14 of Part III of this Annual Report on Form 10-K is incorporated by reference from our definitive Proxy Statement to be filed in connection with our 2023 2024 Annual Meeting of Shareholders pursuant to Regulation 14A, except that (i) certain of the information regarding our directors and executive officers called for by Items 401(a), (b) and (e) of Regulation S-K has been included in Part I of this Annual Report on Form 10-K; (ii) the information regarding certain Company equity compensation plans called for by Item 201(d) of Regulation S-K is set forth below and (iii) the information regarding

our Amended and Restated Code of Business Conduct and Ethics, or the Code of Business Conduct and Ethics called for by Item 406 of Regulation S-K is set forth below.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table summarizes our equity compensation plan information as of December 31, 2022 December 30, 2023:

Equity Compensation Plan Information

Plan category	Number of securities remaining available for future issuance			Number of securities to be issued upon exercise of outstanding options, warrants and rights reflected in column (a)	Weighted average exercise price of outstanding options, warrants and rights reflected in column (a)	Number of securities remaining available for future issuance under equity compensation plans reflected in column (c)
	Number of securities to be issued upon exercise of outstanding options, warrants and rights reflected in column (a)	Weighted average exercise price of outstanding options, warrants and rights reflected in column (a)	Number of securities remaining available for future issuance under equity compensation plans reflected in column (c)			
	(a)	(b)	(c)	(a)	(b)	(c)
Equity compensation plans approved by security holders	(8,315, ¹ 616)	(21.1 ² \$ 7)	(2,801 ³ ,454)	8,537,536	(¹ \$ 19.95 ²)	1,832,682 ³ (1,832,682)

Equity compensation plans not approved by security holders	(	(	1,500, 4 46.6 2	1,500,000 (4)	\$ 46.67 (2)	—
	000	\$ 7)	—			
		(
	9,815,	25.0 2 2,801				
Total	616	\$ 7) ,454		10,037,536	\$ 23.94 (2)	1,832,682

(1) Consists of 2,219,174 1,765,459 shares of our common stock issuable upon the exercise of outstanding stock options awarded under our Third Amended and Restated 2014 Stock Incentive Plan or ("2014 Plan, Plan") and our 2008 Stock Incentive Plan or ("2008 Plan; Plan"); 408,697 shares of our common stock issuable upon the exercise of the Winfrey Option granted pursuant to the Winfrey Option Agreement; 3,276,484 shares of our common stock issuable upon the exercise of the Winfrey Amendment Option granted pursuant to the Winfrey Amendment Option Agreement; and 2,411,261 2,657,518 shares of our common stock issuable upon the vesting of restricted stock units or RSUs, ("RSUs") awarded under our 2014 Plan; and 429,378 shares of our common stock issuable upon the vesting of performance-based stock units ("PSUs") awarded under our 2014 Plan. The number of shares to be issued in respect of PSUs has been calculated based on the assumption that the maximum level of performance applicable to the PSUs has been achieved. The Winfrey Option was approved by the written consent of Artal Luxembourg S.A. which, as of the date thereof, controlled a majority of the voting power of our outstanding common stock. For additional details on the Winfrey Option, the Winfrey Amendment Option, the Winfrey Option Agreement and the Winfrey Amendment Option Agreement, see "Item 1. Business—History—Winfrey Transaction" of this Annual Report on Form 10-K.

(2) Reflects the weighted average exercise price of outstanding stock options. This weighted average does not reflect the shares that will be issued upon the vesting of outstanding RSUs and PSUs because such equity awards have no exercise price.

(3) Consists of shares of our common stock available for future issuance under our 2014 Plan, pursuant to various awards our Board of Directors' Compensation and Benefits Committee may make, including non-qualified stock options, incentive stock options, stock appreciation rights, RSUs, restricted stock, performance-based awards and other equity-based awards. In connection with the initial approval of our 2014 Plan on May 6, 2014, our 2014 Plan replaced our 2008 Plan with respect to prospective equity grants.

(4) Consists of 500,000 shares of our common stock issuable upon the exercise of a stock option granted on July 5, 2017 to Mindy Grossman, our former President and Chief Executive Officer, in connection with her prior appointment as our President and Chief Executive Officer and 1,000,000 aggregate shares of our common stock issuable upon the exercise of stock options granted on March 21, 2022 to Ms. Sistani in connection with her appointment as our Chief Executive Officer. Ms. Grossman and Ms. Sistani's inducement stock options were granted in reliance on the employment inducement exemption provided under the New York Stock Exchange Listed Company Manual Rule 303A.08 and the Nasdaq Listing Rule 5635(c)(4), respectively. Ms. Grossman's stock option has a seven year term and proportionately vests annually over a four year period which began with the first anniversary of Ms. Grossman's July 5, 2017 employment commencement date. Ms. Sistani's stock option has a seven year term and proportionately vests annually over a four year period which begins began with the first anniversary of Ms. Sistani's March 21, 2022 employment commencement date. While such inducement stock options were not awarded pursuant to our 2014 Plan, they are subject to the same terms and conditions of the 2014 Plan.

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Code of Business Conduct and Ethics

We have adopted the Code of Business Conduct and Ethics for our officers, including our principal executive officer, principal financial officer, principal accounting officer or controller, and our employees and directors. Our Code of Business Conduct and Ethics is available on our corporate website at corporate.ww.com/govdocs.

In addition to any disclosures required under the Exchange Act, the date and nature of any substantive amendment of our Code of Business Conduct and Ethics or waiver thereof applicable to any of our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, and that relates to any element of the code of ethics definition enumerated in Item 406(b) of Regulation S-K of the Exchange Act, will be disclosed within four business days of the date of such amendment or waiver on our corporate website at corporate.ww.com/govdocs and corporate.ww.com/corporate-actions, respectively. In the case of a waiver, the name of the person to whom the waiver was granted will also be disclosed on our corporate website within four business days of the date of such waiver.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)

1. Financial Statements

The financial statements listed in the Index to Financial Statements and Financial Statement Schedule on page F-1 are filed as part of this Annual Report on Form 10-K.

2. Financial Statement Schedule

The financial statement schedule listed in the Index to Financial Statements and Financial Statement Schedule on page F-1 is filed as part of this Annual Report on Form 10-K.

3. Exhibits

The exhibits listed in the Exhibit Index are filed as part of this Annual Report on Form 10-K.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES

**INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE COVERED BY
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Items 15(a) (1) & (2)

	Pages
<u>Report of Independent Registered Public Accounting Firm</u> (PricewaterhouseCoopers LLP, New York, NY, Auditor Firm ID: 238)	F-2
<u>Consolidated Balance Sheets at December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022</u>	F-5
<u>Consolidated Statements of Operations for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022</u>	F-6
<u>Consolidated Statements of Comprehensive (Loss) Income for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022</u>	F-7
<u>Consolidated Statements of Changes in Total Deficit for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022</u>	F-8
<u>Consolidated Statements of Cash Flows for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022</u>	F-9
<u>Notes to Consolidated Financial Statements</u>	F-10
<u>Schedule II—Valuation and Qualifying Accounts and Reserves for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022</u>	S-1

All other schedules are omitted for the reason that they are either not required, not applicable, not material or the information is included in the consolidated financial statements or notes thereto.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of WW International, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of WW International, Inc. and its subsidiaries (the "Company") as of **December 31, 2022** **December 30, 2023** and **January 1, 2022** **December 31, 2022**, and the related consolidated statements of operations, of comprehensive (loss) income, of changes in total deficit and of cash flows for each of the three years in the period ended **December 31, 2022** **December 30, 2023**, including the related notes and financial statement schedule listed in the accompanying index (collectively referred to as the "consolidated financial statements"). We also have audited the **Company's** internal control over financial reporting as of **December 31, 2022** **December 30, 2023**, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of **December 31, 2022** **December 30, 2023** and **January 1, 2022** **December 31, 2022**, and the results of its operations and its cash flows for each of the three years in the period ended **December 31, 2022** **December 30, 2023** in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of **December 31, 2022** **December 30, 2023**, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The **Company's** management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in **Management's** Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Annual Goodwill (United States and Canada) and Annual and Interim Indefinite-Lived Franchise Rights Acquired (United States) Impairment Assessments – United States and Canada

As described in Notes 2 and 7 to the consolidated financial statements, the net book value of goodwill associated with the United States and Canada reporting units, excluding goodwill associated with the acquisition of Sequence, was \$104.0 million and \$39.5 million \$40.5 million, respectively, as of December 31, 2022 December 30, 2023, and the net book value of indefinite-lived franchise rights acquired for in the United States was \$374.4 million as of December 31, 2022 December 30, 2023. Management reviews goodwill and indefinite-lived intangible assets, including indefinite-lived franchise rights acquired, with indefinite lives, and goodwill for potential impairment on at least an annual basis or more often if events so require. Management has determined the reporting unit for purposes of assessing annual impairment to be the related country. Fair value for the Company's reporting units is estimated by management using a discounted cash flow approach. The estimated fair value is then compared to the carrying value of the reporting unit. Based on the results of the Company's May 8, 2022 annual goodwill impairment analysis, the United States and Canada reporting units had an estimated fair value higher than the respective reporting unit's carrying amount. Fair value for indefinite-lived

franchise rights acquired is estimated by management using a discounted cash flow approach for franchise rights related to the Company's Workshops + Digital business and a relief from royalty methodology for franchise rights related to the Company's Digital business. The aggregate estimated fair value for franchise rights is compared to the carrying value of the unit of account for these rights. In performing the annual impairment analysis as of May 8, 2022, the Company determined that the carrying amount of the Canada franchise rights acquired with indefinite-lived units of account exceeded its fair value and, as a result, recorded an impairment charge of \$24.5 million in the second quarter of 2022. The carrying amount of the United States franchise rights acquired with an indefinite-lived unit of account did not exceed its fair value and, therefore, no impairment existed with respect thereto. During the quarters ended October 1, 2022 and December 31, 2022, the Company identified various qualitative and quantitative factors which, for the United States and Canada franchise rights acquired with indefinite-lived units of account, indicated triggering events had occurred within these units of account. In performing interim impairment tests as of October 1, 2022 and December 31, 2022, the Company determined that the carrying amount of its United States and Canada franchise rights acquired with indefinite-lived units of account exceeded their respective fair values. The Company recorded impairment charges for its United States and Canada units of account of \$298.3 million and \$13.3 million, respectively, in the third quarter of 2022. The Company recorded impairment charges for its United States and Canada units of account of \$25.7 million and \$19.7 million (which comprised the remaining balance of franchise rights acquired for the Canada unit of account), respectively, in the fourth quarter of 2022. As disclosed by management, when determining the fair value of the reporting units goodwill and indefinite-lived franchise rights acquired, management utilizes various assumptions, including projections of future cash flows, revenue growth rates, operating income margins and discount rates.

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The principal considerations for our determination that performing procedures relating to the annual goodwill and annual and interim indefinite-lived franchise rights acquired impairment assessments of goodwill for the United States and Canada reporting units (excluding goodwill associated with the acquisition of Sequence) and indefinite-lived franchise rights acquired in the United States is a critical audit matter are (i) the significant judgment by management when developing the fair value estimates of the United States and Canada reporting units and the indefinite-lived franchise rights acquired for in the United States and Canada, States; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to revenue growth rates for the United States goodwill impairment assessment, revenue growth rates and operating income margins for the Canada goodwill impairment assessment, and revenue growth rates and discount rates, rate for the United States indefinite-lived franchise rights acquired impairment assessment; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

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Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's annual goodwill and annual indefinite-lived franchise rights acquired impairment assessments, including controls over the valuation of the Company's United States and Canada reporting units and indefinite-lived franchise rights acquired in the United States.

These procedures also included, among others (i) testing management's process for developing the fair value estimates of the United States and Canada reporting units and the indefinite-lived franchise rights acquired for in the United States and Canada, States; (ii) evaluating the appropriateness of the discounted cash flow approach approaches and the relief from royalty methodology used by management; (iii) testing the completeness and accuracy of underlying data used in the discounted cash flow approach approaches and relief from royalty methodology, methodology; and (iv) evaluating the reasonableness of the significant assumptions used by management related to revenue growth rates, operating income margins, and discount rates. rate. Evaluating management's assumptions related to revenue growth rates and operating income margins involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the businesses related to the United States and Canada businesses reporting units; (ii) the consistency with external market and (ii) industry data; and (iii) whether these the assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the discounted cash flow approach approaches and relief from royalty methodology and (ii) the reasonableness of the discount rate assumptions. assumption.

/s/ PricewaterhouseCoopers LLP

New York, New York

March 6, 2023 February 28, 2024

We have served as the Company's auditor since 1999.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS AT
(IN THOUSANDS)

ASSETS	December			
	31, 2022	January 1, 2022	December 30, 2023	December 31, 2022
CURRENT ASSETS				
Cash and cash equivalents	\$ 178,326	\$ 153,794	\$ 109,366	\$ 178,326
Receivables (net of allowances: December 31, 2022 - \$976 and January 1, 2022 - \$1,726)	24,273	29,321		

Receivables (net of allowances: December 30, 2023 - \$1,041 and December 31, 2022 - \$976)					
Inventories	20,528	30,566	68	20,528	24,273
Prepaid income taxes	19,447	30,478	25,370	19,447	
Prepaid marketing and advertising			10,149	7,927	
Prepaid expenses and other current assets	38,757	27,014	19,583	30,830	
TOTAL CURRENT ASSETS	281,331	271,173	179,474	281,331	
Property and equipment, net	28,229	37,219	19,741	28,229	
Operating lease assets	75,696	89,902	52,272	75,696	
Franchise rights acquired	386,745	785,195	386,526	386,745	
Goodwill	155,998	157,374	243,441	155,998	
Other intangible assets, net	63,306	61,126	63,208	63,306	
Deferred income taxes	22,246	11,259	19,683	22,246	
Other noncurrent assets	14,879	15,686	17,685	14,879	
TOTAL ASSETS	1,028,43	1,428,93			
	\$ 0	\$ 4	\$ 982,030	\$ 1,028,430	
LIABILITIES AND TOTAL DEFICIT					
CURRENT LIABILITIES					
Portion of operating lease liabilities due within one year	\$ 17,955	\$ 20,297	\$ 9,613	\$ 17,955	
Accounts payable	18,890	22,444	18,507	18,890	
Salaries and wages payable	72,577	57,401	79,096	72,577	
Accrued marketing and advertising	17,927	15,904	18,215	17,927	
Accrued interest	5,289	5,085	5,346	5,289	
Deferred acquisition payable			16,500	1,166	
Other accrued liabilities	30,118	45,728	22,610	28,952	
Derivative payable	—	14,670			
Income taxes payable	1,646	1,748	1,609	1,646	
Deferred revenue	32,156	45,855	33,966	32,156	
TOTAL CURRENT LIABILITIES	196,558	229,132	205,462	196,558	
Long-term debt, net	1,422,28	1,418,10			
	4	4	1,426,464	1,422,284	
Long-term operating lease liabilities	68,099	78,157	53,461	68,099	
Deferred income taxes	23,119	157,718	41,994	25,084	
Other	2,185	2,227	15,743	2,185	
TOTAL LIABILITIES	1,712,24	1,885,33			
	5	8	1,743,124	1,714,210	
Commitments and contingencies (Note 16)					

TOTAL DEFICIT			
Common stock, \$0 par value; 1,000,000 shares authorized; 122,052 shares issued at December 31, 2022 and 122,052 shares issued at January 1, 2022			
	0	0	
Treasury stock, at cost, 51,496 shares at December 31, 2022 and 51,988 shares at January 1, 2022	(3,097,304)	(3,120,149)	
Common stock, \$0 par value; 1,000,000 shares authorized; 130,048 shares issued at December 30, 2023 and 122,052 shares issued at December 31, 2022			
	0	0	
Treasury stock, at cost, 50,859 shares at December 30, 2023 and 51,496 shares at December 31, 2022			(3,064,628) (3,097,304)
Retained earnings	2,418,959	2,682,349	2,314,834 2,416,994
Accumulated other comprehensive loss	(5,470)	(18,604)	(11,300) (5,470)
TOTAL DEFICIT	(683,815)	(456,404)	(761,094) (685,780)
TOTAL LIABILITIES AND TOTAL DEFICIT	1,028,43\$ 0	1,428,93\$ 4	\$ 982,030 \$ 1,028,430

The accompanying notes are an integral part of the consolidated financial statements.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE FISCAL YEARS ENDED
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

Decemb er 31,	January 1,	January 2,
------------------	---------------	---------------

	2022	2022	2021	December 30,	December 31,	January 1,
	(52 weeks)	(52 weeks)	(53 weeks)	2023	2022	2022
	\$ 55	\$,039	\$,489			
Subscription revenues, net	919,0 01	1,063 24	1,186 35	\$ 822,755	\$ 919,055	\$ 1,061,429
Product sales and other, net	121,8 01	149,4 24	191,6 35	66,796	120,780	149,736
Revenues, net	1,040 ,856	1,212 ,463	1,378 ,124	889,551	1,039,835	1,211,165
Cost of subscription revenues	321,5 28	370,0 64	452,8 82	301,062	321,528	368,454
Cost of product sales and other	96,92 8	116,0 44	147,4 01	59,186	96,928	116,044
Cost of revenues	418,4 56	486,1 08	600,2 83	360,248	418,456	484,498
Gross profit	622,4 00	726,3 55	777,8 41	529,303	621,379	726,667
Marketing expenses	244,7 83	261,4 57	260,7 27	238,387	244,783	261,457
Selling, general and administrative expenses	263,8 40	268,6 14	297,2 87	264,950	263,840	268,614
Franchise rights acquired and goodwill impairments	396,7 27	—	3,665	3,633	396,727	—
Operating (loss) income	(282, 950)	196,2 84	216,1 62			
Operating income (loss)				22,333	(283,971)	196,596
Interest expense	81,14 1	87,90 9	123,3 10	95,893	81,141	87,909
Other expense, net	1,691	1,358	349	72	1,691	1,358
Early extinguishment of debt		30,35		—	—	30,352
(Loss) income before income taxes	(365, 782)	76,66 5	92,50 3	(73,632)	(366,803)	76,977
(Benefit from) provision for income taxes	(114, 379)	17,46 9,773	2			
Provision for (benefit from) income taxes				38,623	(109,935)	9,852
Net (loss) income	(251, 403)	66,89 2	75,04 1	\$ (112,255)	\$ (256,868)	\$ 67,125

Net loss attributable to the noncontrolling interest	—	—	38
Net (loss) income attributable to WW International, Inc.	(251, 403)	66,892	75,079
(Net loss) earnings per share attributable to WW International, Inc.	\$ 0.96	\$ 1.11	\$ 0.96
(Net loss) earnings per share	\$ (3.58)	\$ (1.46)	\$ (3.65)
Basic	\$ (3.58)	\$ (1.46)	\$ (3.65)
Diluted	\$ (3.58)	\$ (1.46)	\$ (3.65)
Weighted average common shares outstanding	70,321	70,321	69,640
Basic	70,321	69,640	69,640
Diluted	70,321	70,321	70,744

The accompanying notes are an integral part of the consolidated financial statements.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
FOR THE FISCAL YEARS ENDED
(IN THOUSANDS)

	December 31,		January 1,		January 2,	
	2022		2022		2021	
	(52 weeks)	(52 weeks)	(52 weeks)	(53 weeks)		
Net (loss) income	\$ (251,403)	\$ 66,892	\$ 75,041			
Other comprehensive gain:						
Foreign currency translation (loss) gain		(11,222)	(4,797)	10,088		
Income tax benefit (expense) on foreign currency translation (loss) gain		2,790	1,206	(2,533)		
Foreign currency translation (loss) gain, net of taxes		(8,432)	(3,591)	7,555		

Gain (loss) on derivatives	28,768	13,539	(7,305)
Income tax (expense) benefit on gain (loss) on derivatives	(7,202)	(3,403)	1,855
Gain (loss) on derivatives, net of taxes	21,566	10,136	(5,450)
Total other comprehensive gain	13,134	6,545	2,105
Comprehensive (loss) income	(238,269)	73,437	77,146
Net loss attributable to the noncontrolling interest	—	—	38
Foreign currency translation loss, net of taxes attributable to the noncontrolling interest	—	—	98
Comprehensive loss attributable to the noncontrolling interest	—	—	136
Comprehensive (loss) income attributable to WW International, Inc.	\$ (238,269)	\$ 73,437	\$ 77,146

	December 30, 2023	December 31, 2022	January 1, 2022
Net (loss) income	\$ (112,255)	\$ (256,868)	\$ 67,125
Other comprehensive (loss) gain:			
Foreign currency translation gain (loss)	2,880	(11,222)	(4,797)
Income tax (expense) benefit on foreign currency translation gain (loss)	(703)	2,790	1,206
Foreign currency translation gain (loss), net of taxes	2,177	(8,432)	(3,591)
(Loss) gain on derivatives	(10,673)	28,768	13,539
Income tax benefit (expense) on (loss) gain on derivatives	2,666	(7,202)	(3,403)
(Loss) gain on derivatives, net of taxes	(8,007)	21,566	10,136
Total other comprehensive (loss) gain	(5,830)	13,134	6,545
Comprehensive (loss) income	\$ (118,085)	\$ (243,734)	\$ 73,670

The accompanying notes are an integral part of the consolidated financial statements.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN TOTAL DEFICIT
(IN THOUSANDS)

WW International, Inc.				Accumulated Other					
Redeemable	Accumulated Other			Common Stock		Treasury Stock		Comprehensive	Retained
	Shares	Amount	Shares	Amount	Loss	Earnings	Total		
Non-controlling interest									
Common Stock									
Shares									
Amount									
Treasury Stock									
Shares									
Amount									
S. A. S. Am. Ear. Tot.									
Shares									
Amount									
Re. ou. ar. nt. Los. nin. al.									
Shares									
Amount									
S. nt. es. — — — — — —									
1		(3)		2,	(
2		5	,1		5	6			
Balance at December 28, 2019	0	2	5	0	8				
	,	,	8,	0,	5,				
	3,	3	9	2	(2	0	5		
	72	5	3	7	7,3	8	4		
	\$ 2	2	\$ 0	3	\$ 4)	\$ 52)	\$ 3	\$ 3)	
						7	7		
						5,	7,		
						0	2		
Comprehensive income (loss)	(136)			2,2	7	8			
				03	9	2			
				1	(2	(
Issuance of treasury stock under stock plans		(	7,	3,	5,				
		4	3	1	8				
		3	7	8	1				
		6)	1	1)	0)				

			5	5							
Compensation expense on share-based awards			5,	5,							
			0	0							
			1	1							
			3	3							
	1										
	,		7,	7,							
	1		7	7							
Issuance of common stock	1		9	9							
	8		3	3							
			3,	3,							
Acquisition of minority interest	(3, 58 6)		0	0							
	1		(3	2,	(
	2	5	,1	6	5						
Balance at January 2, 2021	1	2	4	1	4						
	,	,	0,	7,	8,						
	4	4	9	(2	8	2					
	7	9	0	5,1	4	1					
	\$ —	0	\$ 0	7	\$ 3)	\$ 49)	\$ 1	\$ 1)	121,470	\$ 0	52,497
		—	—	—	—	—	—	—	\$ (3,140,903)	\$ (25,149)	\$ 2,621,108
											\$ (544,944)
Comprehensive income	—		6,5	9	3						
			45	2	7	—	—	—			
Issuance of treasury stock under stock plans	—	2	(2	(
	(	0,	7,	7,							
	5	7	7	0							
	0	5	8	2							
	9)	4	3)	9)		—	—	(509)	20,754	—	(27,783)
			2	2							(7,029)
Compensation expense on share-based awards	—	1,	1,								
		3	3								
		4	4								
		8	8			—	—	—	—	—	21,348
											21,348

Issuance of common stock													
	5					4,	4,						
	8					0	0						
	2					5	5						
	—					1	1	582	—	—	—	—	4,051
	1					(3	2,	(					4,051
	2					5	,1	6	4				
Balance at						2	1	2	8	5			
January 1,						,	,	0,	2,	6,			
2022						0	9	1	(1	3	4		
						5	8	4	8,6	4	0		
	\$ —					2	\$ 0	\$ 8	\$ 9	\$ 04	\$ 9	\$ 4)	122,052
	—					—	—	—	—	—	—	—	\$ (452,904)
Comprehensive (loss) income						—							
						13	0	6					
						4	3)	9)	—	—	—	—	13,134
						2			(2	2			(256,868)
Issuance of treasury stock						(	2,	4,	2,				
under stock plans						4	8	9	0				
						9	4	4	9				
						2)	5	4)	9)	—	—	(492)	22,845
Compensation expense on share-based awards						1		1					
						2,	2,						
						9	9						
						5	5						
						7	7	—	—	—	—	—	12,957
						1	(3	2,	(				12,957
						2	5	,0	4	6			
Balance at						2	1	9	1	8			
December 31,						,	,	7,	8,	3,			
2022						0	4	3	(5,	9	8		
						5	9	0	47	5	1		
	\$ —					2	\$ 0	\$ 6	\$ 4)	\$ 0)	\$ 9	\$ 5)	122,052
Comprehensive loss						—	—	—	—	—	—	—	(5,830)
						—	—	—	—	—	—	—	(112,255)
						—	—	—	—	—	—	—	(118,085)

Issuance of							
treasury stock							
under stock							
plans	—	—	(637)	32,676	—	(34,151)	(1,475)
Compensation							
expense on							
share-based							
awards	—	—	—	—	—	11,303	11,303
Issuance of							
common stock	7,996	—	—	—	—	32,943	32,943
Balance at							
December 30,							
2023	130,048	\$ 0	50,859	\$ (3,064,628)	\$ (11,300)	\$ 2,314,834	\$ (761,094)

The accompanying notes are an integral part of the consolidated financial statements.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FISCAL YEARS ENDED
(IN THOUSANDS)

	Decemb	January	Januar	December 30,	December 31,	January 1,
	er 31,	1,	2,			
	2022	2022	2021			
	(52	(52	(53			
	weeks)	weeks)	weeks)	2023	2022	2022
Operating activities:						
Net (loss) income	(251,	66,89	75,0			
	\$ 403)	\$ 2	\$ 41	\$ (112,255)	\$ (256,868)	\$ 67,125
Adjustments to reconcile net (loss) income to cash provided by operating activities:						
Depreciation and amortization	43,8	48,55	50,6			
	01	0	77	52,471	43,801	48,550
Amortization of deferred financing costs and debt discount	5,01		8,84			
	8	6,136	5	5,018	5,018	6,136

Impairment of franchise rights acquired and goodwill	396,	3,66				
	727	—	5	3,633	396,727	—
Impairment of intangible and long-lived assets	3,45	1,37				
	5	521	2	1,112	3,455	521
Share-based compensation expense	12,9	21,34	55,0			
	57	8	13	15,185	12,957	21,348
Deferred tax benefit	(150,	(15,56	(1,4			
	994)	5)	40)			
Deferred tax provision (benefit)				19,821	(145,829)	(15,565)
Allowance for doubtful accounts	(460)	(214)	411	1,306	(460)	(214)
Reserve for inventory obsolescence	6,79		16,4			
	6	7,657	25	7,350	6,796	7,657
Foreign currency exchange rate loss	2,37					
	4	744	719	263	2,374	744
Early extinguishment of debt		30,35				
	—	2	—	—	—	30,352
Changes in cash due to:						
Receivables	(7,55		(3,6			
	8)	4,707	00)	17,112	(7,558)	4,707
Inventories	3,73		(25,			
	3	1,816	940)	14,018	3,733	1,816
Prepaid expenses	9,59		(5,0			
	9	1,554	81)	(4,133)	8,878	1,554
Accounts payable	(2,69		(4,0			
	1)	373	45)	(54)	(2,691)	373
Accrued liabilities	19,9		(29,			
	04	1,272	421)	(11,625)	20,925	960
Deferred revenue	(11,7		(11,			
	33)	(3,886)	583)	1,273	(11,733)	(3,886)
Other long term assets and liabilities, net	(2,29		1,85			
	1)	(7,962)	9	(3,598)	(2,291)	(7,962)
Income taxes		3,02				
	(588)	(7,014)	3	(211)	(588)	(6,935)
Cash provided by operating activities	76,6	157,2	135,			
	46	81	940	6,686	76,646	157,281
Investing activities:						
Capital expenditures	(2,06		(21,			
	5)	(2,446)	490)	(2,485)	(2,065)	(2,446)
Capitalized software expenditures	(36,1	(35,20	(28,			
	87)	5)	941)			

Cash paid for acquisitions	(4,35 0)	(12,83 6)	(10, 037)			
Capitalized software and website development expenditures				(33,816)	(36,187)	(35,205)
Cash paid for acquisitions, net of cash acquired				(38,362)	(4,350)	(12,836)
Other items, net			(5,1 23)	(33)	(42)	(2,266)
Cash used for investing activities	(42,6 44)	(52,75 3)	(65, 591)	(74,696)	(42,644)	(52,753)
Financing activities:						
Net (payments) borrowings on revolver	—	—	—			
Proceeds from long term debt		1,500, 000	—			1,500,000
Financing costs and debt discount		(37,91 0)	(475)			(37,910)
Payments on long-term debt		(1,564 ,000)	(96, 250)			(1,564,000)
Taxes paid related to net share settlement of equity awards	(2,19 7)	(7,494)	(6,7 98)	(2,241)	(2,197)	(7,494)
Proceeds from stock options exercised		8,17	—	718	—	4,469
Cash paid for acquisitions	(2,41 3)	(6,450)	—	(1,178)	(2,413)	(6,450)
Other items, net	(112)	(151)	(192)	(48)	(112)	(151)
Cash used for financing activities	(4,72 2)	(111,5 36)	(95, 539)	(2,749)	(4,722)	(111,536)
Effect of exchange rate changes on cash and cash equivalents	(4,74 8)	8,34	—	1,799	(4,748)	(5,085)
Net increase (decrease) in cash and cash equivalents	24,5 32	(12,09 3)	(16, 849)			
Net (decrease) increase in cash and cash equivalents				(68,960)	24,532	(12,093)
Cash and cash equivalents, beginning of period	153, 794	165,8 87	182, 736	178,326	153,794	165,887
Cash and cash equivalents, end of period	178, \$ 326	153,7 \$ 94	165, \$ 887	\$ 109,366	\$ 178,326	\$ 153,794

The accompanying notes are an integral part of the consolidated financial statements.

WW INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)

1. Basis of Presentation

The accompanying consolidated financial statements include the accounts of WW International, Inc. and all of its subsidiaries and the variable interest entities of which WW International, Inc. is the primary beneficiary (as discussed below). The terms "Company" and "WW" as used throughout these notes are used to indicate WW International, Inc. and all of its operations consolidated for purposes of its financial statements. The Company's "Digital" business refers to providing subscriptions to the Company's digital product offerings, including Personal Coaching + Digital and which formerly included Digital 360 (as applicable). The Company's "Workshops + Digital" business refers to providing unlimited access to the Company's workshops combined with the Company's digital subscription product offerings to commitment plan subscribers, including former Digital 360 members as applicable. (as applicable). It also includes formerly included the provision of access to workshops for members who do did not subscribe to commitment plans, including which included the Company's "pay-as-you-go" members. The Company's "Clinical" business refers to providing subscriptions to the Company's clinical product offerings provided by WeightWatchers Clinic (formally referred to as Sequence). In the second quarter of fiscal 2022, the Company ceased offering its Digital 360 product. More than a majority of associated members were transitioned from the Company's Digital business to its Workshops + Digital business during the second quarter of fiscal 2022, with a de minimis number transitioning during the beginning of the third quarter of fiscal 2022. The cessation of this product offering and these transitions of former Digital 360 members at the then-current pricing for such product impacted the number of End of Period Subscribers in each business as well as the associated Paid Weeks and Revenues for each business.

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP") and include all of the Company's majority-owned subsidiaries. All entities acquired, and any entity of which a majority interest was acquired, are included in the consolidated financial statements from the date of acquisition. In the fourth quarter of fiscal 2020, the remaining 20% interest in Vigilantes do Peso Marketing Ltda. was transferred to the Company in a cashless exchange, resulting in the reclassification of the redeemable noncontrolling interest to equity. All intercompany accounts and transactions have been eliminated in consolidation.

In On April 10, 2023, the Company completed its previously announced acquisition of Weekend Health, Inc., doing business as Sequence ("Sequence"). The accompanying consolidated financial statements include the results of operations of Sequence (now operating as WeightWatchers Clinic) from the date of acquisition. See Note 6 for additional information on the Company's acquisitions.

With respect to the Company's previously announced change in segment reporting for fiscal 2022, 2023, segment data for the fiscal years ended December 31, 2022 and January 1, 2022 has been updated to reflect this reportable segment structure. See Notes 5 and 17 for disclosures related to segments.

Prior period amounts have been reclassified to conform with the current period presentation.

Revision of Previously Issued Consolidated Financial Statements

As previously disclosed, after the three months ended September 30, 2023, the Company identified and recorded out-of-period adjustments misstatements in its accounting for income taxes resulting primarily from the recording of a U.S. deferred tax liability related to income a foreign branch of the U.S., partially offset by a U.S. deferred tax errors resulting primarily from the reversal of (i) a basis difference asset related to goodwill and other intangibles and (ii) a its U.S. federal income tax receivableleases, that should have been adjusted recorded in prior fiscal years. The impact Company evaluated the misstatements and concluded that the misstatements were not material, either individually or in aggregate, to its current or previously issued consolidated financial statements.

To correct the immaterial misstatements, the Company has revised its previously issued consolidated financial statements as of correcting and for the year ended December 31, 2022 and for the year ended January 1, 2022. The revision of the historical consolidated financial statements also includes the correction of other immaterial misstatements that the Company had primarily previously recorded as out-of-period adjustments or did not record on the basis of materiality. The Company had previously determined that these errors, which were immaterial to prior period previously identified misstatements did not, either individually or in the aggregate, result in a material misstatement of its previously issued consolidated financial statements and corrected in reached the second quarter of fiscal 2022, resulted in an income tax benefit of \$2,150 same conclusion when aggregating the previously identified misstatements with the recently identified misstatements. See Note 24 for further information regarding the misstatements and decreased net loss attributable to the Company by \$ related revisions.

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In fiscal 2020, the Company identified and recorded out-of-period adjustments related to NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

income tax errors resulting from income tax receivables that should have been adjusted in prior fiscal years. (IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)

The impact of correcting these errors, which were immaterial to prior period accompanying financial statements and corrected in the fourth quarter of fiscal 2020, increased the provision for income taxes by \$2,278 and decreased net income attributable relevant notes to the Company by \$2,278. consolidated financial statements for the periods referenced above and prior in this Annual Report on Form 10-K have been revised to correct for such misstatements.

2. Summary of Significant Accounting Policies

Fiscal Year

The Company's fiscal year ends on the Saturday closest to December 31st and consists of either 52 or 53-week periods. Fiscal 2023, fiscal 2022 and fiscal 2021 each contained 52 weeks and fiscal 2020 contained 53 weeks.

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Use of Estimates

The preparation of financial statements, in conformity with GAAP, requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, the Company evaluates its estimates and judgments, including those related to inventories, the impairment analysis for goodwill and other indefinite-lived intangible assets, revenue, share-based compensation, income taxes, tax contingencies and litigation. The Company bases its estimates on historical experience and on various other factors and assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. While all available information has been considered, actual amounts could differ from these estimates. These assumptions and estimates may change as new events occur and additional information is obtained, and such future changes may have an adverse impact on the Company's results of operations, financial position and liquidity.

Variable Interest Entity

The Company evaluates its ownership, contractual and other interests in entities to determine if it has any variable interest in a variable interest entity ("VIE"). These evaluations are complex and involve judgment and the use of estimates and assumptions based on available information. If the Company determines that an entity in which it holds a contractual or ownership interest is a VIE and that the Company is the primary beneficiary, such entity is consolidated in the Company's consolidated financial statements. The primary beneficiary of a VIE is the party that meets both of the following criteria: (i) has the power to make decisions that most significantly affect the economic performance of the VIE; and (ii) has the obligation to absorb losses or the right to receive benefits that in either case could potentially be significant to the VIE. The Company performs ongoing reassessments of whether changes in the facts and circumstances regarding the Company's involvement with a VIE will cause the consolidation conclusion to change.

Through WeightWatchers Clinic, the Company operates certain clinical telehealth groups which are deemed to be Friendly-Physician Entities ("FPEs") and due to legal requirements, the physician-owners must retain 100% of the equity interest. The Company's agreements with FPEs generally consist of both an Administrative Service Agreement, which provides for various administrative and management services to be provided by the Company to the FPE, and Stock Transfer Restriction ("STR") agreements with the physician-owners of the FPEs, which provide for the transition of ownership interest of the FPEs under certain conditions. The Company has the right to receive income as an ongoing management fee, which effectively absorbs all of the residual interests, and can also provide financial support through loans to the FPEs. The Company has exclusive responsibility for the provision of all nonmedical services including technology and intellectual property required for the day-to-day operation and management of each of the FPEs. In addition, the STR agreements provide that the Company has the right to designate a person(s) to purchase the equity interest of the FPE for a nominal amount in the event of a succession event at the Company's discretion. Based on the provisions of these agreements, the Company determined that the FPEs are VIEs due to their equity holder having insufficient capital at risk, and the Company has a variable interest in the FPEs.

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The contractual arrangements described above allow the Company (through Sequence) to direct the activities that most significantly affect the economic performance of the FPEs. Accordingly, the Company is the primary beneficiary of the FPEs and consolidates the FPEs under the VIE model. Furthermore, as a direct result of nominal initial equity contributions by the physicians, the financial support the Company can provide to the FPEs (e.g., loans) and the provisions of the contractual arrangements and nominee shareholder succession arrangements described above, the interests held by noncontrolling interest holders lack economic substance and do not provide them with the ability to participate in the residual profits or losses generated by the FPEs. Therefore, all income and expenses recognized by the FPEs are consolidated by the Company. The Company does not hold interests in any VIEs for which the Company is not deemed to be the primary beneficiary.

Translation of Foreign Currencies

For all foreign operations, the functional currency is the local currency. Assets and liabilities of these operations are translated into U.S. dollars using the exchange rate in effect at the end of each reporting period. Income statement accounts are translated at the average rate of exchange prevailing during each reporting period. Translation adjustments arising from the use of differing exchange rates from period to period are included in accumulated other comprehensive loss.

Foreign currency gains and losses arising from the translation of intercompany receivables and intercompany payables with the Company's international subsidiaries are recorded as a component of other expense, net, unless the receivable or payable is considered long-term in nature, in which case the foreign currency gains and losses are recorded as a component of accumulated other comprehensive loss.

Cash Equivalents

Cash and cash equivalents are defined as highly liquid investments with original maturities of three months or less. Cash balances may, at times, exceed insurable amounts. The Company believes it mitigates this risk by investing in or through major financial institutions. Cash includes balances due from third-party credit card companies.

Inventories

Inventories, which consist of finished goods, are stated at the lower of cost or net realizable value on a first-in, first-out basis, net of reserves for obsolescence and shrinkage.

Property and Equipment

Property and equipment are recorded at cost. For financial reporting purposes, equipment is depreciated on the straight-line method over the estimated useful lives of the assets (3 to 10 years). Leasehold improvements are amortized on the straight-line method over the shorter of the term of the lease or the useful life of the related assets. Expenditures for new facilities and improvements that substantially extend the useful life of an asset are capitalized. Ordinary repairs and maintenance are expensed as incurred. When assets are retired or otherwise disposed of, the cost and related depreciation are removed from the accounts and any related gains or losses are included in income.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including amortizable intangible assets, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable.

In fiscal 2023, fiscal 2022 and fiscal 2021, and fiscal 2020, the Company recorded impairment charges of \$17,900, \$5,714 and \$625, respectively, related to internal-use computer software and website development costs that was were not expected to provide substantive service potential.

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In fiscal 2023, fiscal 2022 and fiscal 2021, and fiscal 2020, the Company recorded impairment charges of \$758,212, \$516,61 and \$1,310,516, respectively, related to property, plant and equipment that were expected to be disposed of before the end of their estimated useful lives.

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In fiscal 2022, the Company recorded lease asset impairment charges of \$2,680 in the aggregate. See Note 4 for further information on the Company's leases.

Franchise Rights Acquired

Finite-lived franchise rights acquired are amortized over the remaining contractual period, which is generally less than one year. Indefinite-lived franchise rights acquired are tested for potential impairment on at least an annual basis or more often if events so require.

In performing the impairment analysis for indefinite-lived franchise rights acquired, the fair value for franchise rights acquired is estimated using a discounted cash flow approach referred to as the hypothetical start-up approach for franchise rights related to the Company's Workshops + Digital business and a relief from royalty methodology for franchise rights related to the Company's Digital business. The aggregate estimated fair value for these franchise rights is then compared to the carrying value of the unit of account for these rights. The Company has determined the appropriate unit of account for purposes of assessing impairment to be the combination of the rights in both the Workshops + Digital business and the Digital business in the country in which the applicable acquisition occurred. The net book values of these franchise rights in the United States, Australia, United Kingdom and New Zealand as of the December 30, 2023 balance sheet date were \$374,353, \$4,232, \$2,806 and \$2,420, respectively, which represented 97.6%, 1.1%, 0.7% and 0.6%, respectively, of total franchise rights acquired as of December 30, 2023 of \$383,811. The net book values of

these franchise rights in the United States, Australia, United Kingdom and New Zealand as of the December 31, 2022 balance sheet date were \$374,353, \$4,232, \$2,666, and \$2,432, respectively, which represented 97.6%, 1.1%, 0.7% and 0.6%, respectively, of total franchise rights acquired as of December 31, 2022 of \$383,683. The net book values of these franchise rights in the United States, Canada, United Kingdom, Australia and New Zealand as of the January 1, 2022 balance sheet date were \$698,383, \$60,117, \$12,187, \$6,529 and \$4,840, respectively, which represented 89.3%, 7.7%, 1.6%, 0.8% and 0.6%, respectively, of total franchise rights acquired as of January 1, 2022 of \$782,056.

In its hypothetical start-up approach analyses analysis for fiscal 2022, 2023, the Company assumed that the year of maturity was reached after 7 years. Subsequent to the year of maturity, the Company estimated future cash flows for the Workshops + Digital business in each country based on assumptions regarding revenue growth and operating income margins. In the Company's relief from royalty approach analyses analysis for fiscal 2022, 2023, the cash flows associated with the Digital business in each country were based on the expected Digital revenue for such country and the application of a royalty rate based on current market terms. The cash flows for the Workshops + Digital and the Digital businesses were discounted utilizing rates which were calculated using the weighted-average weighted average cost of capital, which included the cost of equity and the cost of debt.

Goodwill

In performing the impairment analysis for goodwill, the fair value for the Company's reporting units is estimated using a discounted cash flow approach. This approach involves projecting future cash flows attributable to the reporting unit and discounting those estimated cash flows using an appropriate discount rate. The estimated fair value is then compared to the carrying value of the reporting unit. The Excluding the goodwill associated with the acquisition of Sequence, the Company has determined the appropriate reporting unit for purposes of assessing annual impairment to be the country for all reporting units. The net book values of goodwill, excluding the \$89,742 of goodwill associated with the acquisition of Sequence, in the United States, Canada and other countries as of the December 30, 2023 balance sheet date were \$104,019, \$40,463 and \$9,217, respectively, which represented 42.7%, 16.6% and 3.8%, respectively, of total goodwill as of December 30, 2023 of \$243,441. The net book values of goodwill in the United States, Canada and other countries as of the December 31, 2022 balance sheet date were \$104,019, \$39,547 and \$12,432, respectively, which represented 66.7%, 25.3% and 8.0%, respectively, of total goodwill as of December 31, 2022 of \$155,998. The net book values of goodwill in the United States, Canada and other countries as of the January 1, 2022 balance sheet date were \$105,121, \$42,409 and \$9,844, respectively, which represented 66.8%, 26.9% and 6.3%, respectively, of total goodwill as of January 1, 2022 of \$157,374.

In performing the impairment analysis for goodwill, for all of the Company's reporting units, the Company estimated future cash flows by utilizing the historical debt-free cash flows (cash flows provided by operations less capital expenditures) attributable to that country and then applied expected future operating income growth rates for such country. The Company utilized operating income as the basis for measuring its potential growth because it believes it is the best indicator of the performance of its business. The Company then discounted the estimated future cash flows utilizing a discount rate which was calculated using the weighted-average weighted average cost of capital, which included the cost of equity and the cost of debt.

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Indefinite-Lived Franchise Rights Acquired and Goodwill Impairment Tests

The Company reviews indefinite-lived intangible assets, including franchise rights acquired with indefinite lives, and goodwill for potential impairment on at least an annual basis or more often if events so require. The Company performed its annual fair value impairment testing as of **May 8, 2022** **May 7, 2023** and **May 9, 2021** **May 8, 2022**, each the first day of fiscal May, on its indefinite-lived intangible assets and goodwill. In addition, based on triggering events, the Company performed an interim impairment test as of October 1, 2022 on certain of its indefinite-lived intangible assets for the third quarter of fiscal 2022 and an interim impairment test as of December 31, 2022 on its indefinite-lived intangible assets and goodwill for its Republic of Ireland reporting unit for the fourth quarter of fiscal 2022.

See Note 7 for further information regarding the results of the franchise rights acquired and goodwill annual impairment tests, the franchise rights acquired interim impairment test for the third quarter of fiscal 2022 and the franchise rights acquired and goodwill interim impairment tests for the fourth quarter of fiscal 2022.

Other Intangible Assets

Other finite-lived intangible assets are amortized using the straight-line method over their estimated useful lives of 3 to 20 years. The Company expenses all software costs incurred during the preliminary project stage and capitalizes all internal and external direct costs of materials and services consumed in developing software once the development has reached the application development stage. Application development stage costs generally include software configuration, coding, installation to hardware and testing. These costs are amortized over their estimated useful **life** **lives** of 3 years for website development costs and from 3 to 5 years for all **other** software and website development costs. All costs incurred for upgrades, maintenance and enhancements, including the cost of website content, which do not result in additional functionality, are expensed as incurred.

Revenue Recognition

Revenues are recognized when control of the promised services or goods is transferred to the Company's customers in an amount that reflects the consideration it expects to be entitled to in exchange for those services or goods.

The Company earns revenue from subscriptions for its **digital** **Digital and Clinical** products and by conducting workshops, for which it charges a fee, predominantly through commitment plans, as well as prepayment **plans** or the "pay-as-you-go" **arrangement** **plans**. The Company also earns revenue by **selling** consumer products online through its e-commerce platforms, at its **studios**, and through its **trusted partners**; collecting royalties related to licensing **agreements**; **agreements**, collecting royalties from **franchisees**; **franchisees**, and publishing. **Prior to fiscal 2024, the Company also earned revenue by selling consumer products.**

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Commitment plan revenues and prepaid workshop fees are recorded to revenue on a straight-line basis as control is transferred since these performance obligations are satisfied over time. "Digital Subscription Revenues," consisting of the fees associated with subscriptions for the Company's Digital products, including Personal Coaching + Digital and Digital 360 (as applicable), are recognized on a straight-line basis as control is transferred since these performance obligations are satisfied over time. One-time Digital sign-up fees are considered immaterial in the context of the contract and the related revenue is amortized into revenue over the commitment period. "Workshops + Digital Fees", consisting of the fees associated with subscription plans for combined workshops and digital offerings and other payment arrangements for access to workshops, are recognized on a straight-line basis as control is transferred since these performance obligations are satisfied over time. In the Workshops + Digital business, the Company generally charges non-refundable registration and starter fees in exchange for access to the Company's digital subscription products, an introductory information session and materials it provides to new members. Revenue from these registration and starter fees is considered immaterial in the context of the contract and is amortized into revenue over the commitment period. "Clinical Subscription Revenues" consist of revenues earned from initial consultations that are conducted to determine if a prospective member is eligible to be a Clinical subscriber and from subscriptions for the Company's Clinical products, for which it charges a fee, predominantly through monthly commitment plans and prepayment plans. One-time initial consultation fees are recorded as revenue at the point in time control is transferred, which is when the initial consultation takes place. Commitment plan revenues and prepaid subscription fees are recognized on a straight-line basis as control is transferred since these performance obligations are satisfied over time. Revenue from workshop fees and royalties are recognized at the point in time control is transferred, which is when services are rendered and royalties are earned, respectively. Revenue from consumer product sales online through e-commerce platforms and at studios, royalties and commissions, and "pay-as-you-go" workshop fees is recognized at the point in time control is transferred, which is when products are shipped to customers and partners and title and risk of loss passes to them, royalties and commissions are earned, and services are rendered, respectively, them. For revenue transactions that involve multiple performance obligations, the amount of revenue recognized is determined using the relative fair value approach, which is generally based on each performance obligation's stand-alone selling price. Discounts to customers, including free registration offers, are recorded as a deduction from gross revenue in the period such revenue was recognized.

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The Company grants refunds in aggregate amounts that historically have not been material. Because the period of payment of the refund generally approximates the period revenue was originally recognized, refunds are recorded as a reduction of revenue over the same period.

The Company does not disclose the value of unsatisfied performance obligations for contracts with an original expected length of one year or less. The Company expenses sales commissions when incurred (amortization period would have been one year or

less) and these expenses are recorded within selling, general and administrative expenses. The Company treats shipping and handling fees as fulfillment costs and not as a separate performance obligation, and as a result, any fees received from customers are included in the transaction price allocated to the performance obligation of providing goods with a corresponding amount accrued within cost of product sales and other for amounts paid to applicable carriers. Sales tax, value-added tax and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue.

Advertising Costs

Advertising costs consist primarily of broadcast and digital media. All costs related to advertising are expensed in the period incurred, except for media production-related costs, which are expensed the first time the advertising takes place. Total advertising expenses for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022 were \$238,978 235,227, \$252,754 238,978 and \$248,473 252,754, respectively.

Income Taxes

Deferred income tax assets and liabilities result primarily from temporary differences between the financial statement and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which differences are expected to reverse. If it is more-likely-than-not that some portion of a deferred tax asset will not be realized, a valuation allowance is recognized. The Company considers historic levels of income, estimates of future taxable income and feasible tax planning strategies in assessing the need for a tax valuation allowance.

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The Company recognizes a benefit for uncertain tax positions when a tax position taken or expected to be taken in a tax return is more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company recognizes accrued interest and penalties associated with uncertain tax positions as part of the provision for income taxes on its consolidated statements of operations.

In addition, assets and liabilities acquired in purchase business combinations are assigned their fair values and deferred taxes are provided for lower or higher tax bases.

Derivative Instruments and Hedging

The Company is exposed to certain risks related to its ongoing business operations, primarily interest rate risk and foreign currency risk. Interest rate swaps were entered into to hedge a portion of the cash flow exposure associated with the Company's variable-rate borrowings. The Company does not use any derivative instruments for trading or speculative purposes.

The Company recognizes the fair value of all derivative instruments as either assets or liabilities on the balance sheet. The Company has designated and accounted for interest rate swaps as cash flow hedges of its variable-rate borrowings. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive loss and reclassified into earnings in the periods during which the hedged transactions affect earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings.

The fair value of the Company's interest rate swaps is reported as a component of accumulated other comprehensive loss on its balance sheet. See Note 18 for a further discussion regarding the fair value of the Company's interest rate swaps. The net effect of the interest payable and receivable under the Company's effective interest rate swap is included in interest expense on its consolidated statements of operations.

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Deferred Financing Costs

Deferred financing costs consist of fees paid by the Company as part of the establishment, exchange and/or modification of the Company's long-term debt. Amortization expense for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022 was \$5,018, \$6,136 5,018 and \$8,845 6,136, respectively.

3. Accounting Standards Adopted in Current Year

In October 2021, There were no new accounting standards adopted during the Financial Accounting Standards Board (the "FASB") issued updated guidance to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity in practice and inconsistency related to (i) recognition of an acquired contract liability and (ii) payment terms and their effect on subsequent revenue recognized by the acquirer. The amendments in this update require an acquiring entity to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606. The effective date of the new guidance for public companies is for fiscal years beginning after December 15, 2022 and interim periods within those fiscal years. Early adoption is permitted. The new guidance should be applied prospectively to business combinations occurring on or after its effective date. On year ended December 30, 2023.

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January 2, 2022, the Company early adopted this updated guidance on a prospective basis, which did not have a material impact on its consolidated financial statements. WW INTERNATIONAL, INC. AND SUBSIDIARIES

In March 2020, the FASB issued Accounting Standards Update ("ASU") 2020-04, NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial (IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)

Reporting.

Reference Rate Reform: Scope. ASU 2020-04 provides optional expedients and exceptions to account for contracts, hedging relationships and other transactions that reference LIBOR or another reference rate if certain criteria are met. In December 2022, this ASU was further updated with the issuance of ASU 2022-06, *Reference Rate Reform: Deferral of the Sunset Date of Topic 848*, which extends the sunset date of the guidance. ASU 2020-04 may be applied prospectively to contract modifications made and hedging relationships entered into or evaluated on or before December 31, 2024. The Company adopted these ASUs on a prospective basis during the fourth quarter of fiscal 2022 and does not expect the adoption to have a material impact on its consolidated financial statements.

4. Leases

A lease is defined as an arrangement that contractually specifies the right to use and control an identified asset for a specific period of time in exchange for consideration. Operating leases are included in operating lease assets, portion of operating lease liabilities due within one year, and long-term operating lease liabilities in the Company's consolidated balance sheets. Finance leases are included in property and equipment, net, other accrued liabilities, and other long-term liabilities in the Company's consolidated balance sheets. Lease assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Lease assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term, using the Company's incremental borrowing rate commensurate with the lease term, since the Company's lessors do not provide an implicit rate, nor is one readily available. The incremental borrowing rate is calculated based on the Company's credit yield curve and adjusted for collateralization, credit quality and economic environment impact, all where applicable. The lease asset includes scheduled lease payments and excludes lease incentives, such as free rent periods and tenant improvement allowances. The Company has certain leases that may include an option to renew and when it is reasonably probable to exercise such option, the Company will include the renewal option terms in determining the lease asset and lease liability. The Company does not have any renewal options that would have a material impact on the terms of the leases and that are also reasonably expected to be exercised as of December 31, 2022 December 30, 2023. A lease may contain both fixed and variable payments. Variable lease payments that are linked to an index or rate are measured based on the current index or rate at the implementation of the lease accounting standard, or lease commencement date for new leases, with the impact of future changes in the index or rate being recorded as a period expense. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company has lease agreements with lease and non-lease components and has elected not to separate non-lease components from lease components and instead to account for each separate lease component and non-lease component as a single lease component.

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The Company has elected the short-term lease exception accounting policy, whereby the recognition requirements of the updated guidance is not applied and lease expense is recorded on a straight-line basis with respect to leases with an initial term of 12 months or less.

The Company's operating leases are primarily for its studios and corporate offices.

At December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the Company's lease assets and lease liabilities were as follows:

	December 31, 2022	January 1, 2022
Assets:		
Operating lease assets	\$ 75,696	\$ 89,902
Finance lease assets	54	127
Total leased assets	\$ 75,750	\$ 90,029
Liabilities:		
Current		
Operating	\$ 17,955	\$ 20,297
Finance	31	75
Noncurrent		
Operating	68,099	78,157
Finance	7	29
Total lease liabilities	\$ 86,092	\$ 98,558

	December 30, 2023	December 31, 2022
Assets:		
Operating leases	\$ 52,272	\$ 75,696
Finance leases	5	54
Total lease assets	\$ 52,277	\$ 75,750
Liabilities:		
Current		
Operating leases	\$ 9,613	\$ 17,955
Finance leases	4	31
Noncurrent		
Operating leases	53,461	68,099
Finance leases	—	7
Total lease liabilities	\$ 63,078	\$ 86,092

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For the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022, the components of the Company's lease expense were as follows:

	Fiscal Year Ended			Fiscal Year Ended			
	Decemb er 31, 2022	Januar y 1, 2022	Januar y 2, 2021	December 30, 2023	December 31, 2022	January 1, 2022	
Operating lease cost:							
Fixed lease cost	\$ 33,22	\$ 37,6	\$ 48,6	\$ 21,259	\$ 33,227	\$ 37,688	
	7	88	74				
Lease termination cost		8,54	6,10				
	2,726	2	9	12,718	2,726	8,542	
Variable lease cost	27	21	(30)	62	27	21	
Total operating lease cost	35,98	46,2	54,7				
	\$ 0	\$ 51	\$ 53	\$ 34,039	\$ 35,980	\$ 46,251	
Finance lease cost:							
Amortization of leased assets	\$ 112	\$ 151	\$ 192	\$ 48	\$ 112	\$ 151	
Interest on lease liabilities	6	8	12	1	6	8	
Total finance lease cost	\$ 118	\$ 159	\$ 204	\$ 49	\$ 118	\$ 159	
Total lease cost	36,09	46,4	54,9	\$ 34,088	\$ 36,098	\$ 46,410	
	\$ 8	\$ 10	\$ 57				

In As previously disclosed, in conjunction with the continued rationalization of its real estate portfolio, the Company entered into subleases with commencement dates in the first quarter of fiscal 2023, which resulted in lease asset impairment charges of \$2,680 in the aggregate that were recognized in general and administrative expenses in the Company's consolidated statements of operations for the fiscal year ended December 31, 2022. The Company expects to begin recording recorded \$3,375 of sublease income as of for the sublease commencement dates in the first quarter of fiscal 2023 year ended December 30, 2023 as an offset to general and administrative expenses.

At December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the Company's weighted average remaining lease term and weighted average discount rates were as follows:

	December 31, 2022	January 1, 2022
Weighted Average Remaining Lease Term (years)		
Operating leases	6.90	7.29
Finance leases	1.00	1.54
Weighted Average Discount Rate		
Operating leases	7.03	7.15
Finance leases	3.52	5.31

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	December 30, 2023	December 31, 2022
Weighted Average Remaining Lease Term (years)		
Operating leases	7.31	6.90
Finance leases	0.48	1.00
Weighted Average Discount Rate		
Operating leases	7.54	7.03
Finance leases	4.10	3.52

The Company's leases have remaining lease terms of 0 to 109 years with a weighted average lease term of 6.90 7.31 years as of December 31, 2022 December 30, 2023.

At December 31, 2022 December 30, 2023, the maturity of the Company's lease liabilities in each of the next five fiscal years and thereafter were as follows:

	Finance			Operating			Finance		
	Operating		Leases	Leases		Leases	Leases		Leases
	Leases	Leases		Total	Leases		Total		
Fiscal 2023	\$ 23,395	\$ 32	\$ 23,427						
Fiscal 2024	18,869	7	18,876	\$ 14,031	\$ 4	\$ 14,035			
Fiscal 2025	13,116	—	13,116	12,852	—	12,852			
Fiscal 2026	9,791	—	9,791	10,130	—	10,130			
Fiscal 2027	9,446	—	9,446	9,391	—	9,391			
Fiscal 2028				9,042	—	9,042			
Thereafter	36,114	—	36,114	26,811	—	26,811			

Total lease payments	110,73	110,77							
	\$ 1	\$ 39	\$ 0	\$ 82,257	\$ 4	\$ 82,261			
Less imputed interest	24,677	1	24,678	19,183	0	19,183			
Present value of lease liabilities	\$ 86,054	\$ 38	\$ 86,092	\$ 63,074	\$ 4	\$ 63,078			

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Supplemental cash flow information related to leases for the fiscal years ended December 31, 2022 December 31, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022 were as follows:

	Fiscal Year Ended			Fiscal Year Ended		
	Decemb er 31, 2022	Januar y 1, 2022	Januar y 2, 2021	December 30, 2023	December 31, 2022	January 1, 2022
Cash paid for amounts included in the measurement of lease liabilities						
Operating cash flows from operating leases	31,58	39,7	49,0	\$ 22,013	\$ 31,580	\$ 39,747
Operating cash flows from finance leases	\$ 0	\$ 47	\$ 43	\$ 1	\$ 6	\$ 8
Financing cash flows from finance leases	\$ 6	\$ 8	\$ 12	\$ 48	\$ 112	\$ 151
Leased assets obtained in exchange for new operating lease liabilities	112	\$ 151	\$ 192			
Leased assets obtained in exchange for new finance lease liabilities	13,29	1,05	5,11			
Lease assets (modified) obtained in exchange for (modified) new operating lease liabilities	\$ 7	\$ 7	\$ 3			
Lease assets obtained in exchange for new finance lease liabilities	\$ 49	\$ 81	\$ 132			
Lease assets (modified) obtained in exchange for (modified) new operating lease liabilities				\$ (7,086)	\$ 13,297	\$ 1,057
Lease assets obtained in exchange for new finance lease liabilities				\$ —	\$ 49	\$ 81

5. Revenue

Revenues are recognized when control of the promised services or goods is transferred to the Company's customers in an amount that reflects the consideration it expects to be entitled to in exchange for those services or goods. See Note 2 for further information on the Company's revenue recognition policies.

The following table presents the Company's revenues disaggregated by revenue source:

	Fiscal Year Ended			Fiscal Year Ended			
	December 31, January 1,		January 2,	December 30,		December 31,	
	2022	2022	2021	2023	2022	2022	
Digital Subscription Revenues	662,66	788,17	743,06				
Workshops + Digital Fees	256,38	274,86	443,42				
Clinical Subscription Revenues	7	6	9	221,139		256,387	274,866
Subscription Revenues, net	919,05	1,063,0	1,186,4				
Product sales and other, net	121,80	149,42	191,63				
Revenues, net	1,040,8	1,212,4	1,378,1				
	\$ 56	\$ 63	\$ 24	\$ 889,551	\$ 1,039,835	\$ 1,211,165	

F-17 Segment information for the fiscal years ended December 31, 2022 and January 1, 2022 presented below has been updated to reflect the fiscal 2023 reportable segment structure. The following tables present the Company's revenues disaggregated by revenue source and segment:

	Fiscal Year Ended December 30, 2023			
	North America		International	
	\$	374,004	\$ 197,070	\$ 571,074
Digital Subscription Revenues				
Workshops + Digital Fees		179,054		221,139
Clinical Subscription Revenues		30,542	—	30,542
Subscription Revenues, net	\$	583,600	\$ 239,155	\$ 822,755
Product sales and other, net		54,596		66,796
Revenues, net	\$	638,196	\$ 251,355	\$ 889,551
Fiscal Year Ended December 31, 2022				
	North America		International	Total
	\$	436,148	\$ 226,520	\$ 662,668
	Workshops + Digital Fees		52,272	256,387
Subscription Revenues, net	\$	640,263	\$ 278,792	\$ 919,055
Product sales and other, net		87,095		120,780
Revenues, net	\$	727,358	\$ 312,477	\$ 1,039,835

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The following tables present the Company's revenues disaggregated by revenue source and segment:

Fiscal Year Ended December 31, 2022								
	North		Continental		United			
	America	Europe	Kingdom	Other	Total			
Digital Subscription Revenues	\$ 436,148	\$ 184,590	\$ 25,421	\$ 16,509	\$ 662,668			
Workshops + Digital Fees	204,115	30,293	15,813	6,166	256,387			
Subscription Revenues, net	\$ 640,263	\$ 214,883	\$ 41,234	\$ 22,675	\$ 919,055			
Product sales and other, net	86,621	24,246	6,761	4,173	121,801			
Revenues, net	<u>\$ 726,884</u>	<u>\$ 239,129</u>	<u>\$ 47,995</u>	<u>\$ 26,848</u>	<u>\$ 1,040,856</u>			
Fiscal Year Ended January 1, 2022								
	North		Continental		United			
	America	Europe	Kingdom	Other	Total			
Digital Subscription Revenues	\$ 504,152	\$ 228,296	\$ 36,347	\$ 19,378	\$ 788,173			
Workshops + Digital Fees	210,076	36,707	18,709	9,374	274,866			
Subscription Revenues, net	\$ 714,228	\$ 265,003	\$ 55,056	\$ 28,752	\$ 1,063,039			
Product sales and other, net	100,569	32,907	10,764	5,184	149,424			
Revenues, net	<u>\$ 814,797</u>	<u>\$ 297,910</u>	<u>\$ 65,820</u>	<u>\$ 33,936</u>	<u>\$ 1,212,463</u>			
Fiscal Year Ended January 2, 2021								
	Conti	nenta	Unite					
	North	I	d	Fiscal Year Ended January 1, 2022				
	Ameri	Europ	King	Othe				
	ca	e	dom	r	Total	North America	International	Total
Digital	48	20	33	16	Total	502,866	\$ 283,697	\$ 786,563
Subscription	4,4	7,9	,9	,6	743,			
Revenues	\$ 71	\$ 78	\$ 19	\$ 92	\$ 060			

Workshops +	32	67,	33	13						
Digital Fees	9,8	20	,2	,0	443,					
	85	1	83	60	429		210,076		64,790	274,866
Subscription Revenues, net	81	27	67	29	1,18					
Product sales and other, net	4,3	5,1	,2	,7	6,48					
	\$ 56	\$ 79	\$ 02	\$ 52	\$ 9	\$	712,942	\$	348,487	\$ 1,061,429
Revenues, net	12	38,	17	8,						
	7,7	20	,1	50	191,					
	44	1	85	5	635		102,502		47,234	149,736
Revenues, net	94	31	84	38	1,37					
	2,1	3,3	,3	,2	8,12					
	\$ 00	\$ 80	\$ 87	\$ 57	\$ 4	\$	815,444	\$	395,721	\$ 1,211,165
	<u> </u>									

Information about Contract Balances

For Subscription Revenues, the Company can collect payment in advance of providing services. Any amounts collected in advance of services being provided are recorded in deferred revenue. In the case where amounts are not collected, but the service has been provided and the revenue has been recognized, the amounts are recorded in accounts receivable. The opening and ending balances of the Company's deferred revenues were as follows:

	Deferred		Deferred		Deferred		Deferred	
			Revenue-Long					
	Revenue	Term	Revenue	Term	Revenue	Term	Revenue	Term
Balance as of January 2, 2021	50,47							
	\$ 5	\$ 44						
Net decrease during the period	(4,620)		(16)					
Balance as of January 1, 2022	45,85							
	\$ 5	\$ 28						
Net (decrease) increase during the period	(13,69							
	9)	332			(13,699)			
Balance as of December 31, 2022	32,15							
	\$ 6	\$ 360						
Net increase (decrease) during the period			1,810					(195)
Balance as of December 30, 2023			\$ 33,966					\$ 165
	<u> </u>							

Revenue recognized from amounts included in current deferred revenue as of December 31, 2022 was \$32,156 for the fiscal year ended December 30, 2023. Revenue recognized from amounts included in current deferred revenue as of January 1, 2022 was \$45,678 for the fiscal year ended December 31, 2022. Revenue recognized from amounts included in current deferred revenue as of January 2, 2021 was \$50,385 for the fiscal year ended January 1, 2022. The Company's long-term deferred revenue, which is

included in other liabilities on its consolidated balance sheet, represents revenue that will not be recognized during the next **fiscal year** 12 months and is generally related to upfront payments received as an inducement for entering into certain sales-based royalty agreements with **third party** **third-party** licensees. This revenue is amortized on a straight-line basis over the term of the applicable agreement.

6. Acquisitions

F-18 Acquisition of Sequence

On April 10, 2023 (the "Closing Date"), the Company completed its previously announced acquisition of Weekend Health, Inc., doing business as Sequence, a Delaware corporation ("Sequence"), subject to the terms and conditions set forth in the Agreement and Plan of Merger, dated as of March 4, 2023, by and among the Company, Well Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company, Sequence, and Fortis Advisors LLC, a Delaware limited liability company, solely in its capacity as the Equityholders' Representative (as defined therein) for Sequence (the "Merger Agreement"), pursuant to which Sequence continued as a wholly-owned subsidiary of the Company (the "Acquisition"). Sequence provides a technology powered care platform and mobile web application through its subscription based service, which includes a comprehensive weight management program, pharmacotherapy treatment, nutrition plans, health insurance coordination services, and access to clinicians, dietitians, fitness coaches and care coordinators.

As consideration for the Acquisition, the Company agreed to pay an aggregate amount equal to \$132,000, subject to the adjustments set forth in the Merger Agreement (the "Merger Consideration"). Subject to the terms and conditions of the Merger Agreement, the Merger Consideration has been paid, or is payable, as follows: (i) approximately \$64,217 in cash (inclusive of approximately \$25,800 of cash on the balance sheet of Sequence) and approximately \$34,702 in the form of approximately 7,996 newly issued shares of Company common stock (valued at \$4.34 per share), in each case, paid on or promptly following the Closing Date, (ii) \$16,000 in cash to be paid on April 10, 2024, and (iii) \$16,000 in cash to be paid on April 10, 2025, in each case, subject to the adjustments and deductions set forth in the Merger Agreement.

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The following table shows the purchase price allocation for Sequence to the acquired identifiable assets, liabilities assumed and goodwill:

Total consideration:		
Cash paid at closing	\$	64,217

Cash to be paid on April 10, 2024		16,000
Cash to be paid on April 10, 2025 ⁽¹⁾		12,420
Total cash payments	\$	92,637
Less stock-based compensation expense attributable to post combination vesting		(3,882)
Common shares issued		7,996
Stock price as of April 10, 2023 ⁽²⁾	\$	4.12
Total stock issuance purchase price ⁽²⁾		32,943
Aggregated merger consideration	\$	<u>121,698</u>
Assets acquired:		
Cash	\$	25,776
Prepaid expenses and other current assets		2,220
Property, plant and equipment		34
Intangible assets		<u>7,222</u>
Total assets acquired		35,252
Liabilities assumed:		
Accounts payable	\$	70
Accrued liabilities		14
Deferred revenue		1,300
Deferred tax liability		<u>1,912</u>
Total liabilities assumed		<u>3,296</u>
Net assets acquired		31,956
Total goodwill	\$	<u>89,742</u>

^{6.(1)} **Acquisitions** Reflects \$16,000 of cash payable on April 10, 2025 as Merger Consideration discounted using the Company's weighted average cost of debt.

⁽²⁾ Represents the fair value of the shares transferred to the sellers as Merger Consideration, based on the number of shares to be issued, 7,996, multiplied by the closing price of the Company's ordinary shares on April 10, 2023 of \$4.12 per share.

The Acquisition has been accounted for under the purchase method of accounting. The Acquisition resulted in goodwill related to, among other things, expected synergies in operations. The goodwill will not be deductible for tax purposes. The results of operations of Sequence (now operating as WeightWatchers Clinic) have been included in the consolidated operating results of the Company from the Closing Date.

The Company incurred transaction-related costs of \$8,605 for the fiscal year ended December 30, 2023. These costs were associated with legal and professional services and were recognized as operating expenses on the consolidated statements of operations.

The Company's consolidated statements of operations for the fiscal year ended December 30, 2023 included total revenue of \$30,542 and net loss of \$5,477 from WeightWatchers Clinic.

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Acquisitions of Franchisees

On February 18, 2022, the Company acquired the entire issued share capital of its Republic of Ireland franchisee, Denross Limited, and its Northern Ireland franchisee, Checkweight Limited, as follows:

- (a) The Company acquired the entire issued share capital of Denross Limited for a purchase price of \$4,500. Payment was in the form of cash paid on December 21, 2021 (\$650), cash paid on February 18, 2022 (\$3,100) and cash in reserves (\$750), of which \$375 was paid on February 17, 2023. The total purchase price was allocated to goodwill (\$4,645), deferred tax asset (\$496) fully offset by a tax valuation allowance (\$496), assumed liabilities (\$166), customer relationship value (\$14), cash (\$4) and other receivables (\$3). The goodwill will not be deductible for tax purposes; and
- (b) The Company acquired the entire issued share capital of Checkweight Limited for a purchase price of \$1,500. Payment was in the form of cash (\$1,250) and cash in reserves (\$250), of which \$125 was paid on February 17, 2023. The total purchase price was allocated to goodwill (\$1,291), franchise rights acquired (\$240), assumed liabilities (\$56), customer relationship value (\$17), deferred tax asset (\$5) fully offset by a tax valuation allowance (\$5), cash (\$4) and other receivables (\$4). The goodwill will not be deductible for tax purposes.

On August 16, 2021, the Company acquired substantially all of the assets of its franchisee for certain territories in Maine, Weight Watchers of Maine, Inc., for a purchase price of \$2,250. Payment was in the form of cash (\$1,999), cash in reserves (\$225), of which \$112.5 was paid on August 22, 2022 and \$112.5 was paid on August 17, 2023, and assumed net liabilities (\$26). The total purchase price was allocated to goodwill (\$2,153), customer relationship value (\$56) and franchise rights acquired (\$41). The goodwill will be deductible for tax purposes.

On March 22, 2021, the Company acquired substantially all of the assets of its Michigan franchisee, The WW Group, Inc., and its Ontario, Canada franchisee, The WW Group Co., as follows:

- (a) The Company acquired substantially all of the assets of The WW Group, Inc., which operated franchises in certain territories in Michigan, for an aggregate purchase price of \$17,500. Payment was in the form of cash paid on March 22, 2021 (\$8,255), cash paid on July 30, 2021 (\$6,450), cash in reserves (\$2,300), which was paid in full on October 3, 2022, and assumed net liabilities (\$495). The total purchase price was allocated to franchise rights acquired (\$16,885), customer relationship value (\$408), inventories (\$162), property and equipment, net (\$41) and other assets (\$4); and
- (b) The Company acquired substantially all of the assets of The WW Group Co., which operated franchises in certain territories

in Ontario, Canada, for an aggregate purchase price of \$3,114. Payment was in the form of cash (\$2,605), cash in reserves (\$599), which was paid in full on April 3, 2023, and assumed net assets (\$90). The total purchase price was allocated to franchise rights acquired (\$3,040), customer relationship value (\$42), property and equipment, net (\$25), inventories (\$6) and other assets (\$1).

On October 26, 2020, the Company acquired substantially all of the assets of its franchisees for certain territories in Arizona and California, Weight Watchers of Arizona, Inc. and Weight Watchers of Imperial County, Inc., respectively, for an aggregate purchase price of \$10,000. Payment was in the form of cash (\$10,037) and assumed net assets (\$37). The total purchase price was allocated to franchise rights acquired (\$9,546), customer relationship value (\$227), property and equipment, net (\$131), inventories (\$84) and other assets (\$12).

These acquisitions have been accounted for under the purchase method of accounting and, accordingly, earnings of the acquired franchises have been included in the consolidated operating results of the Company since the date of acquisition.

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7. Franchise Rights Acquired, Goodwill and Other Intangible Assets

Franchise rights acquired are due to acquisitions of the Company's franchised territories as well as the acquisition of franchise promotion agreements and other factors associated with the acquired franchise territories. For the fiscal year ended December 31, 2022 December 30, 2023, the change in the carrying value of franchise rights acquired was due to the impairments of the United States, Canada, United Kingdom, New Zealand and Australia units of account as discussed below, the effect of exchange rate changes and the impairment of the Northern Ireland franchisee acquisition unit of account as described in Note 6, discussed below.

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Goodwill primarily relates to the acquisition of the Company by The Kraft Heinz Company (successor to H.J. Heinz Company) in 1978, and the Company's acquisitions of WW.com, LLC (formerly known as WW.com, Inc. and WeightWatchers.com, Inc.) in 2005, Sequence in 2023 and the Company's franchised territories. See Note 6 for additional information about acquisitions by on the Company. Company's acquisitions. For the fiscal year ended December 31, 2022 December 30, 2023, the change in the carrying amount of goodwill was due to the Republic acquisition of Ireland franchisee and Northern Ireland franchisee acquisitions Sequence as described in Note 6, the impairments of the Republic of Ireland and Northern Ireland reporting unit and the Company's wholly-owned subsidiary Kurbo, Inc. ("Kurbo") units as discussed below and the effect of exchange rate changes as follows:

	Continuing operations					North America	International	Total
	North	I	ed	Unit				
	Ameri ca	Euro pe	King dom	Oth er	Total			
Balance as of January 2, 2021	14		1,	4	15			
	5,0	7,7	26	8	5,6			
	\$ 71	\$ 92	\$ 8	\$ 6	\$ 17			
Goodwill acquired during the period	2,1				2,1			
	53	—	—	—	53			
Effect of exchange rate changes	30	(60	(1	(8	(39			
	6	6)	4)	2)	6)			
Balance as of January 1, 2022	14		1,	4	15			
	7,5	7,1	25	0	7,3			
	\$ 30	\$ 86	\$ 4	\$ 4	\$ 74	\$ 147,530	\$ 9,844	\$ 157,374
Goodwill acquired during the period			5,					
			93		5,9			
	—	—	6	—	36	—	5,936	5,936
Goodwill impairment	(1,		(2,		(3,			
	10		02		12			
	1)	—	3)	—	4)	(1,101)	(2,023)	(3,124)
Effect of exchange rate changes	(2,				(4,			
	86	(67	(5	(8	18			
	2)	8)	61)	7)	8)	(2,862)	(1,326)	(4,188)
Balance as of December 31, 2022	14		4,	3	15			
	3,5	6,5	60	1	5,9			
	\$ 67	\$ 08	\$ 6	\$ 7	\$ 98	\$ 143,567	\$ 12,431	\$ 155,998
Goodwill acquired during the period						89,742	—	89,742
Goodwill impairment						—	(3,586)	(3,586)
Effect of exchange rate changes						916	371	1,287

Balance as of December 30, 2023	\$ 234,225	\$ 9,216	\$ 243,441
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Accumulated goodwill impairment loss for the North America segment was \$1,101 and \$1,101 at December 30, 2023 and December 31, 2022, respectively. Accumulated goodwill impairment loss for the International segment was \$24,010 and \$20,424 at December 30, 2023 and December 31, 2022, respectively.

Indefinite-Lived Franchise Rights Acquired and Goodwill Annual Impairment Test Tests

The Company performed its annual fair value impairment review testing of indefinite-lived intangible assets, including franchise rights acquired with indefinite lives, and goodwill for fiscal 2022 2023 and fiscal 2021 2022 on May 8, 2022 May 7, 2023 and May 9, 2021 May 8, 2022, respectively.

In performing its annual impairment analysis as of May 7, 2023, the Company determined that the carrying amounts of its franchise rights acquired with indefinite-lived units of account and goodwill reporting units did not exceed their respective fair values and, therefore, no impairment existed.

In performing its annual impairment analysis as of May 8, 2022, the Company determined that (i) the carrying amounts of its Canada and New Zealand franchise rights acquired with indefinite-lived units of account exceeded their respective fair values and, as a result, the Company recorded impairment charges for its Canada and New Zealand units of account of \$24,485 and \$834, respectively, in the second quarter of fiscal 2022; and (ii) the carrying amounts of all of its other franchise rights acquired with indefinite-lived units of account did not exceed their respective fair values and, therefore, no impairment existed with respect thereto. In performing its annual impairment analysis as of May 9, 2021, the Company determined that the carrying amounts of its franchise rights acquired with indefinite-lived units of account did not exceed their respective fair values and, therefore, no impairment existed. In performing its annual impairment analysis as of May 8, 2022 and May 9, 2021, the Company determined that the carrying amounts of its goodwill reporting units did not exceed their respective fair values and, therefore, no impairment existed.

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Based on the results of the Company's May 8, 2022 May 7, 2023 annual franchise rights acquired impairment test analysis performed for all of its United States unit units of account, which held all units, except for New Zealand, had an estimated fair value at least 92.7 70% higher than the respective unit's carrying amount. Collectively, these units of account represented 99.4% of the Company's franchise rights acquired as of the July 2, 2022 December 30, 2023 balance sheet date. Based on the results of the Company's May 7, 2023 annual franchise rights acquired impairment analysis performed for its New Zealand unit of account, which held 0.6% of the Company's franchise rights acquired as of the December 30, 2023 balance sheet date, the estimated fair value of this unit of account exceeded its carrying value by approximately 15 20%. Based on the results of the Company's May 8, 2022 annual franchise rights acquired impairment analysis performed for its Canada and New Zealand units of account, which held 4.6 % and 0.5%, respectively, of the Company's franchise rights acquired as of the July 2, 2022 balance sheet date, the estimated fair values of these units of account were equal to their respective carrying values. The above difference or lack thereof between the estimated fair value of the applicable unit of account and its carrying value is referred to herein as the "Annual Impairment Headroom". As previously disclosed, Accordingly, a change in the underlying assumptions for the United States, Canada and New Zealand could unit of account

may change the results of the impairment assessment and, as such, could result in an impairment of the franchise rights acquired related to the United States, Canada and New Zealand, for which the net book values were value was \$698,383 2,420, \$34,556 and \$3,574, respectively, as of July 2, 2022 December 30, 2023. Based on

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In performing the results of the Company's May 8, 2022 annual franchise rights acquired impairment analysis performed for its remaining units of account, which collectively held 2.2% of the Company's franchise rights acquired as of the July 2, 2022 balance sheet date, the estimated fair values of these units of account exceeded their respective carrying values by over 100%.

In performing this annual impairment analysis for fiscal 2022, 2023, in the Company's hypothetical start-up approach analysis, for the year of maturity, it assumed Workshops + Digital revenue (comprised of Workshops + Digital Fees and revenues from products sold to members in studios) growth of (23.0) 37.1% to (106.2) 18.4% in the year of maturity from fiscal 2021, 2022, in each case, earned in the applicable country, and assumed cumulative annual revenue growth rates for the years beyond the year of maturity of 2.4 2.8%. For the year of maturity and beyond, the Company assumed operating income margin rates of (3.0) 6.4% to 8.8 12.7%. In the Company's relief from royalty approach, it assumed Digital revenue growth in each country of (25.6) 14.8% to 16.1 7.5% for fiscal 2022, 2023.

Based on the results of the Company's May 8, 2022 May 7, 2023 annual goodwill impairment analysis performed for all of its reporting units, all units, except for the Republic of Ireland, had an estimated fair value at least 35 120% higher than the respective unit's carrying amount. Collectively, these reporting units represented 97.3% of the Company's total goodwill as of the July 2, 2022 balance sheet date. Based on the results of the Company's May 8, 2022 annual goodwill impairment analysis performed for its Republic of Ireland reporting unit, which held 2.7 100.0% of the Company's goodwill as of the July 2, 2022 December 30, 2023 balance sheet date, the estimated fair value of this reporting unit exceeded its carrying value by approximately 14%. Accordingly, a change in the underlying assumptions since goodwill for the Republic of Ireland may change was fully impaired during the results fourth quarter of the impairment assessment and, fiscal 2023 as such, could result in an impairment of the goodwill related to the Republic of Ireland, for which the net book value was \$4,265 as of July 2, 2022, discussed below.

The following are the more significant assumptions utilized in the Company's annual goodwill impairment analyses for fiscal 2022, 2023 and fiscal 2021, 2022:

	Fiscal 2022	Fiscal 2021	Fiscal 2023	Fiscal 2022
Debt-Free Cumulative Annual Cash Flow Growth Rate	1.2% to 20.6%	0.2% to 2.6%	3.9% to 24.9%	1.2% to 20.6%
Discount Rate	9.6%	8.5%	10.8%	9.6%

Republic of Ireland and Northern Ireland Goodwill Impairments

With respect to its Republic of Ireland reporting unit, during the fourth quarter of fiscal 2022, the Company made a strategic decision to delay the launch of the Digital business in that country. As a result of this decision, a triggering event occurred which required the Company to perform an interim goodwill impairment analysis. In performing its discounted cash flow analysis, the Company determined that the carrying amount of this reporting unit exceeded its fair value and, as a result, recorded an impairment charge of \$2,023. The preponderance of this impairment was driven by a decrease in projected revenues and an increased weighted average cost of capital used in this interim impairment test as compared to the weighted average cost of capital used in the May 8, 2022 annual impairment test of its goodwill, reflecting market factors including higher interest rates and the trading values of the Company's equity and debt.

During the fourth quarter of fiscal 2023, the Company had a shift in future strategic priorities and as a result, a triggering event occurred which required the Company to impair the remaining goodwill balances for the Republic of Ireland and Northern Ireland reporting units, resulting in goodwill impairment charges of \$2,383 and \$1,203, respectively.

Third Quarter Fiscal 2022 Indefinite-Lived Franchise Rights Acquired Interim Impairment Test

During the quarter ended October 1, 2022, the Company identified various qualitative and quantitative factors which collectively, when combined with the Annual Impairment Headroom discussed above difference or lack thereof between the estimated fair value of the applicable unit of account and its carrying value for the United States, Canada and New Zealand units of account, indicated a triggering event had occurred within these units of account. These factors included actual business performance as compared to the assumptions used in its annual impairment test, the continued decline in the Company's market capitalization and market factors, including the increase in interest rates. As a result of this triggering event, the Company performed an interim impairment test of these units of account.

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In performing this the interim franchise rights acquired impairment test as of October 1, 2022, the Company determined that the carrying amounts of its United States, Canada and New Zealand franchise rights acquired with indefinite-lived units of account exceeded their respective fair values. Accordingly, the Company recorded impairment charges for its United States, Canada and New Zealand units of account of \$298,291, \$13,312 and \$1,138, respectively, in the third quarter of fiscal 2022. The preponderance of these impairments was driven by the increased weighted-average cost of capital used in this interim impairment test as compared to the weighted-average cost of capital used in the May 8, 2022 annual impairment test of its indefinite-lived franchise rights acquired, reflecting market factors including higher interest rates and the trading values of the Company's equity and debt.

In performing this interim impairment analysis, in the Company's hypothetical start-up approach analysis, for the year of maturity, it assumed Workshops + Digital revenue (comprised of Workshops + Digital Fees and revenues from products sold to members in studios) growth of F-24

20.2% to 57.6% in the year of maturity from fiscal 2021, in each case, earned in the applicable country and assumed cumulative annual revenue growth rates for the years beyond the year of maturity of 2.5%. For the year of maturity and beyond, the Company assumed operating income margin rates of 2.3% to 8.8%. In the Company's relief from royalty approach, it assumed Digital revenue growth in each country of (21.5%) to 1.6% for fiscal 2022. **WW INTERNATIONAL, INC. AND SUBSIDIARIES**

Based on the results of the Company's October 1, 2022 interim franchise rights acquired impairment test performed for its United States, Canada and New Zealand units of account, which held 91.5%, 4.4% and 0.5%, respectively, of the Company's franchise rights acquired as of the October 1, 2022 balance sheet date, the estimated fair values of these units of account were equal to their respective carrying values. Accordingly, a change in the underlying assumptions for the United States, Canada and New Zealand may change the results of the impairment assessment and, as such, could result in an impairment of the franchise rights acquired related to the United States, Canada and New Zealand, for which the net book values were \$400,092, \$19,342 and \$2,141, respectively, as of October 1, 2022. **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The most significant assumptions used in the interim impairment test discussed above were the discount rate applied and the Digital revenue growth rates. The Company applied a discount rate of 13.4% based on our actual weighted-average cost of capital, which included the cost of equity and the cost of debt. The Company projected Digital revenues based upon its current and past performance. Changes in these assumptions would have a significant impact on the valuation model. **(IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)**

Fourth Quarter Fiscal 2022 Indefinite-Lived Franchise Rights Acquired Interim Impairment Test

During the quarter ended December 31, 2022, the Company identified various qualitative and quantitative factors which collectively indicated a triggering event had occurred. These factors included (i) actual business performance as compared to the assumptions used in its third quarter fiscal 2022 interim impairment test for the United States, Canada and New Zealand units of account and as compared to the assumptions used in its annual impairment test in the second quarter of fiscal 2022 for the United Kingdom and Australia units of account; and (ii) the further decline in the Company's market capitalization and market factors, including the increase in interest rates. As a result of this triggering event, the Company performed an interim impairment test for all of its franchise rights acquired units of account in the fourth quarter of fiscal 2022.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
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In performing the interim franchise rights acquired impairment test as of December 31, 2022, the Company determined that the carrying amounts of its United States, Canada, United Kingdom and Australia franchise rights acquired with indefinite-lived units of account exceeded their respective fair values. Accordingly, the Company recorded impairment charges for its United States, Canada, United Kingdom and Australia units of account of \$25,739, \$19,657 (which comprised the remaining balance of franchise rights acquired for this unit of account), \$8,275 and \$1,872, respectively, in the fourth quarter of fiscal 2022. These impairments were driven by the increased **weighted-average weighted average** cost of capital used in this interim impairment test as compared to the **weighted-average weighted average** cost of capital used in the third quarter fiscal 2022 interim impairment test for the United States and Canada units of account and as compared the **weighted-average weighted average** cost of capital used in the May 8, 2022 annual impairment test for the United Kingdom and Australia units of account, reflecting market factors including higher interest rates and the

trading values of the Company's equity and debt. Additionally, these impairments were driven by the decline in the assumptions used in the hypothetical start-up approach and relief from royalty approach analyses as compared to the assumptions used in the third quarter fiscal 2022 interim impairment test for the United States and Canada units of account and as compared the assumptions used in the May 8, 2022 annual impairment test for the United Kingdom and Australia units of account. The carrying amount of its New Zealand franchise rights acquired with indefinite-lived unit of account did not exceed its respective fair value and, therefore, no impairment existed with respect thereto.

In performing this interim impairment analysis, in the Company's hypothetical start-up approach analysis, for the year of maturity, it assumed Workshops + Digital revenue (comprised of Workshops + Digital Fees and revenues from products sold to members in studios) growth of (4.3%) to 43.8% in the year of maturity from fiscal 2022, in each case, earned in the applicable country and assumed cumulative annual revenue growth rates for the years beyond the year of maturity of 2.5%. For the year of maturity and beyond, the Company assumed operating income margin rates of (19.1%) to 12.2%. In the Company's relief from royalty approach, it assumed Digital revenue growth in each country of (25.4%) to 24.4% for fiscal 2023.

Based on the results of the Company's December 31, 2022 interim franchise rights acquired impairment test performed for its United States, Australia, United Kingdom and New Zealand units of account, which held 97.6%, 1.1%, 0.7%, and 0.6%, respectively, of the Company's franchise rights acquired as of the December 31, 2022 balance sheet date, the estimated fair values of these units of account were equal to their respective carrying values. Accordingly, a change in the underlying assumptions for the United States, Australia, United Kingdom and New Zealand may change the results of the impairment assessment and, as such, could result in an impairment of the franchise rights acquired related to the United States, Australia, United Kingdom and New Zealand, for which the net book values were \$374,353, \$4,232, \$2,666 and \$2,432, respectively, as of December 31, 2022.

The most significant assumptions used in the interim impairment test discussed above were the discount rate applied and the Digital revenue growth rates. The Company applied a discount rate of 13.7% based on our actual weighted-average cost of capital, which included the cost of equity and the cost of debt. The Company projected Digital revenues based upon its current and past performance. Changes in these assumptions would have a significant impact on the valuation model. Holding all other assumptions constant, a hypothetical 50 basis point increase in the Company's discount rate assumption would decrease the fair values of the United States, United Kingdom, Australia and New Zealand units of account by approximately 6.6%, 8.9%, 5.6% and 5.3%, respectively, which would result in additional impairment charges. Holding all other assumptions constant, a hypothetical 1% reduction in projected Digital revenues for each year in the analysis would decrease the fair values of the United States, United Kingdom, Australia and New Zealand units of account by approximately 1.0%, 6.8%, 2.9% and 1.0%, respectively, which would also result in additional impairment charges.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
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Republic of Ireland Goodwill Impairment

With respect to its Republic of Ireland reporting unit, during the fourth quarter of fiscal 2022, the Company made a strategic decision to delay the launch of the Digital business in that country. As a result of this decision, a triggering event occurred which required the Company to perform an interim goodwill impairment analysis. In performing its discounted cash flow analysis, the Company determined that the carrying amount of this reporting unit exceeded its fair value and, as a result, recorded an impairment

charge of \$2,023. The preponderance of this impairment was driven by a decrease in projected revenues and an increased weighted-average cost of capital used in this interim impairment test as compared to the weighted-average cost of capital used in the May 8, 2022 annual impairment test of its goodwill, reflecting market factors including higher interest rates and the trading values of the Company's equity and debt.

Kurbo Goodwill Impairment

On August 10, 2018, the Company acquired substantially all of the assets of Kurbo Health, Inc., a family-based healthy lifestyle coaching program, for a net purchase price of \$3,063, of which \$1,101 was allocated to goodwill. The goodwill was deductible annually for tax purposes. The Company determined in the second quarter of fiscal 2022 to exit the business of its wholly-owned subsidiary Kurbo, business Inc. ("Kurbo") in the third quarter of fiscal 2022 as part of its strategic plan. As a result of this determination, the Company recorded an impairment charge of \$1,101 in the second quarter of fiscal 2022, which comprised the entire goodwill balance for Kurbo.

Brazil Goodwill Impairment

With respect to its Brazil reporting unit, during the first quarter of fiscal 2020, the Company made a strategic decision to shift to an exclusively Digital business in that country. The Company determined that this decision, together with the negative impact of COVID-19, the ongoing challenging economic environment in Brazil and its reduced expectations regarding the reporting unit's future operating cash flows, required the Company to perform an interim goodwill impairment analysis. In performing this discounted cash flow analysis, the Company determined that the carrying amount of this reporting unit exceeded its fair value and, as a result, recorded an impairment charge of \$3,665, which comprised the remaining balance of goodwill for this reporting unit.

As it related to its goodwill impairment analysis for Brazil, the Company estimated future debt-free cash flows in contemplation of its growth strategies for that market. In developing these projections, the Company considered the growth strategies under the current market conditions in Brazil. The Company then discounted the estimated future cash flows utilizing a discount rate which was calculated using the weighted-average cost of capital, which included the cost of equity and the cost of debt.

Finite-lived Intangible Assets

The carrying values of finite-lived intangible assets as of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022 were as follows:

	December 31, 2022		January 1, 2022	
	Gross		Gross	
	Carrying	Accumulated	Carrying	Accumulated
	Amount	Amortization	Amount	Amortization
Capitalized software costs	\$ 107,229	\$ 94,375	\$ 115,065	\$ 94,771
Website development costs	133,818	91,482	110,678	78,629
Trademarks	12,162	11,882	12,116	11,677
Other	13,961	6,125	14,021	5,677
Trademarks and other intangible assets	\$ 267,170	\$ 203,864	\$ 251,880	\$ 190,754
Franchise rights acquired	8,164	5,101	7,905	4,766
Total finite-lived intangible assets	\$ 275,334	\$ 208,965	\$ 259,785	\$ 195,520
	December 30, 2023		December 31, 2022	

	Gross		Gross	
	Carrying Amount	Accumulated Amortization	Carrying	Accumulated
			Amount	Amortization
Capitalized software and website development costs	\$ 251,410	\$ 195,696	\$ 241,047	\$ 185,857
Trademarks	12,188	12,024	12,162	11,882
Other	13,991	6,661	13,961	6,125
Trademarks and other intangible assets	\$ 277,589	\$ 214,381	\$ 267,170	\$ 203,864
Franchise rights acquired	8,029	5,314	8,164	5,101
Total finite-lived intangible assets	\$ 285,618	\$ 219,695	\$ 275,334	\$ 208,965

Aggregate amortization expense During the fourth quarter of fiscal 2023, the Company had a shift in future strategic priorities and as a result, a triggering event occurred which required the Company to impair the remaining franchise rights acquired balance for finite-lived intangible assets was recorded the Northern Ireland unit of account, resulting in the amounts a franchise rights acquired impairment charge of \$33,676 47, \$32,220 and \$29,828 for the fiscal years ended December 31, 2022, January 1, 2022 and January 2, 2021, respectively.

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Aggregate amortization expense for finite-lived intangible assets was recorded in the amounts of \$42,449, \$33,676 and \$32,220 for the fiscal years ended December 30, 2023, December 31, 2022 and January 1, 2022, respectively.

Estimated amortization expense of existing finite-lived intangible assets for the next five fiscal years and thereafter was is as follows:

Fiscal 2023	\$ 29,816			
Fiscal 2024	\$ 19,599	\$ 30,247		
Fiscal 2025	\$ 8,189	\$ 19,783		
Fiscal 2026	\$ 871	\$ 7,813		
Fiscal 2027	\$ 723	\$ 906		
Fiscal 2028		\$ 712		
Thereafter	\$ 7,171	\$ 6,462		

8. Property and Equipment

The carrying values of property and equipment as of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022 were as follows:

	December 31, 2022	January 1, 2022	December 30, 2023	December 31, 2022
Equipment	\$ 55,303	\$ 71,436	\$ 31,264	\$ 55,303
Leasehold improvements	66,860	72,235	42,039	66,860
	\$ 122,163	\$ 143,671	\$ 73,303	\$ 122,163
Less: Accumulated depreciation and amortization	(93,934)	(106,452)	(53,562)	(93,934)
	\$ 28,229	\$ 37,219	\$ 19,741	\$ 28,229

Depreciation and amortization expense of property and equipment for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022 was \$10,125 10,022, \$16,330 10,125 and \$20,849 16,330, respectively.

9. Long-Term Debt

The components of the Company's long-term debt were as follows:

	December 31, 2022		January 1, 2022		December 30, 2023		December 31, 2022	
	Unadjusted	Unadjusted	Unadjusted	Unadjusted	Unadjusted	Unadjusted	Unadjusted	Unadjusted
Revolving Credit Facility due April 13, 2026	0	2	0	6	0.00%	\$ —	—	0.00%
	\$ —	\$ —	\$ —	\$ —	0.00%	\$ —	—	0.00%
	0%	0%	0%	0%	0.00%	\$ —	—	0.00%
	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)

Term														
Loan														
Facilit														
y due														
April	9	4	1	5	4	6	4	1	945,000	4,712	9,766	9.21 %	945,000	5,821
13,	5,	5,	2,	5	5,	6,	4,	4						12,064
2028	0	8	0	.	0	9	3	.						5.85 %
Senior														
Secur														
ed														
Notes														
due	5	0	5		0									
April	0	4,	4	0,	5,	4								
15,	0	8	.	0	6	.								
2029	0	3	7	0	0	7								
	0	1	—	0%	0	4	—	0%	500,000	4,058	—	4.70 %	500,000	4,831
Total	1,	4	1	1	4	1	1							
at	4	1	1	5	5	2,	4,	5						
l	0	6	0	.	0	5	3	.						
	0	5	6	4	0	3	6	1						
	\$ 0	\$ 2	\$ 4	5%	\$ 0	\$ 4	\$ 2	5%	\$ 1,445,000	\$ 8,770	\$ 9,766	7.64 %	\$ 1,445,000	\$ 10,652
														12,064
														5.45 %
Less:														
Current														
portion														
	—	—	—											

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cin	0,	2,		
g	6	5		
cos	5	3		
ts	2	4	8,770	10,652
Un				
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ze				
d				
de	1	1		
bt	2,	4,		
dis	0	3		
co	6	6		
unt	4	2	9,766	12,064

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e	1,	1,	
r	4	4	
m	2	1	
d	2,	8,	
e	2	1	
b	8	0	
t	\$ 4	\$ 4	\$ 1,426,464
	<hr/>	<hr/>	<hr/>
			\$ 1,422,284

(1) Includes amortization of deferred financing costs and debt discount.

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On April 13, 2021, the Company (1) repaid in full approximately \$1,189,750 in aggregate principal amount of senior secured tranche B term loans due in 2024 under its then-existing credit facilities and (2) redeemed all of the \$300,000 in aggregate principal amount of its then-outstanding 8.625% Senior Notes due in 2025 (the "Discharged Senior Notes"). On April 13, 2021, the Company's then-existing credit facilities included a senior secured revolving credit facility (which included borrowing capacity available for letters of credit) due in 2022 with \$175,000 in an aggregate principal amount of commitments. There were no outstanding borrowings under such revolving credit facility on that date. The Company funded such repayment of loans and redemption of notes with cash on hand as well as with proceeds received from approximately \$1,000,000 in an aggregate principal amount of borrowings under its new credit

facilities (as amended from time to time, the "Credit Facilities") and proceeds received from the issuance of \$500,000 in aggregate principal amount of 4.500% Senior Secured Notes due 2029 (the "Senior Secured Notes"), each as described below. These transactions are collectively referred to herein as the "April 2021 debt refinancing". During the second quarter of fiscal 2021, the Company incurred fees of \$37,910 (which included \$12,939 of a prepayment penalty on the Discharged Senior Notes and \$5,000 of a debt discount on its Term Loan Facility (as defined below)) in connection with the April 2021 debt refinancing. In addition, the Company recorded a loss on early extinguishment of debt of \$29,169 in connection thereto. This early extinguishment of debt charge was comprised of \$12,939 of a prepayment penalty on the Discharged Senior Notes, \$9,017 of financing fees paid in connection with the April 2021 debt refinancing and the write-off of \$7,213 of pre-existing deferred financing fees and debt discount.

Credit Facilities

The Credit Facilities were issued under a credit agreement, dated April 13, 2021 (as amended from time to time, the "Credit Agreement"), among the Company, as borrower, the lenders party thereto, and Bank of America, N.A. ("Bank of America"), as administrative agent and an issuing bank. The Credit Facilities consist of (1) \$1,000,000 in aggregate principal amount of senior secured tranche B term loans due in 2028 (the "Term Loan Facility") and (2) \$175,000 in an aggregate principal amount of commitments under a senior secured revolving credit facility (which includes borrowing capacity available for letters of credit) due in 2026 (the "Revolving Credit Facility").

In December 2021, the Company made voluntary prepayments at par in an aggregate amount of \$52,500 in respect of its outstanding term loans under the Term Loan Facility. As a result of these prepayments, the Company wrote off a debt discount and deferred financing fees of \$1,183 in the aggregate in the fourth quarter of fiscal 2021.

As of **December 31, 2022** **December 30, 2023**, the Company had \$945,000 in an aggregate principal amount of loans outstanding under the Credit Facilities, with **\$173,921** **173,841** of availability and **\$1,079** **1,159** in issued but undrawn letters of credit outstanding under the Revolving Credit Facility subject to its terms and conditions as discussed below. There were no outstanding borrowings under the Revolving Credit Facility as of **December 31, 2022** **December 30, 2023**.

All obligations under the Credit Agreement are guaranteed by, subject to certain exceptions, each of the Company's current and future wholly-owned material domestic restricted subsidiaries. All obligations under the Credit Agreement, and the guarantees of those obligations, are secured by substantially all of the assets of the Company and each guarantor, subject to customary exceptions, including:

- a pledge of 100% of the equity interests directly held by the Company and each guarantor in any wholly-owned material subsidiary of the Company or any guarantor (which pledge, in the case of any non-U.S. subsidiary of a U.S. subsidiary, will not include more than 65% of the voting stock of such first-tier non-U.S. subsidiary), subject to certain exceptions; and
- a security interest in substantially all other tangible and intangible assets of the Company and each guarantor, subject to certain exceptions.

The Credit Facilities require the Company to prepay outstanding term loans, subject to certain exceptions, with:

- 50% (which percentage will be reduced to 25% and 0% if the Company attains certain first lien secured net leverage ratios) of the Company's annual excess cash flow;

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- 100% of the net cash proceeds of certain non-ordinary course asset sales by the Company and its restricted subsidiaries (including casualty and condemnation events, subject to de minimis thresholds), and subject to the right to reinvest 100% of such proceeds, subject to certain qualifications; and
- 100% of the net proceeds of any issuance or incurrence of debt by the Company or any of its restricted subsidiaries, other than certain debt permitted under the Credit Agreement.

The foregoing mandatory prepayments will be used to reduce the installments of principal on the Term Loan Facility. The Company may voluntarily repay outstanding loans under the Credit Facilities at any time without penalty, except for customary "breakage" costs with respect to **LIBOR** **Term SOFR** loans under the Credit Facilities.

In June 2023, in connection with the planned phase-out of **LIBOR**, the Company amended its Credit Facilities to replace **LIBOR** with **Term SOFR** as the benchmark rate under the Credit Agreement, which will be calculated to include a credit spread adjustment of 0.11448%, 0.26161%, 0.42826%, or 0.71513% for 1, 3, 6, or 12 months period, respectively, in addition to the **Term SOFR** Screen Rate (as defined in the Credit Agreement) and the margin (which was not amended).

Borrowings under the Term Loan Facility bear interest at a rate per annum equal to, at the Company's option, either (1) an applicable margin plus a base rate determined by reference to the highest of (a) 0.50% per annum plus the Federal Funds Effective Rate as determined by the Federal Reserve Bank of New York, (b) the prime rate of Bank of America and (c) the **LIBOR** **Term SOFR** rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period of one month adjusted for certain additional costs, plus 1.00%; provided that such rate is not lower than a floor of 1.50% or (2) an applicable margin plus a **LIBOR** **Term SOFR** rate determined by reference to the cost of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, provided that **LIBOR** **Term SOFR** is not lower than a floor of 0.50%. Borrowings under the Revolving Credit Facility bear interest at a rate per annum equal to an applicable margin based upon a leverage-based pricing grid, plus, at the Company's option, either (1) a base rate determined by reference to the highest of (a) 0.50% per annum plus the Federal Funds Effective Rate as determined by the Federal Reserve Bank of New York, (b) the prime rate of Bank of America and (c) the **LIBOR** **Term SOFR** rate determined by reference to the cost of funds for U.S. dollar deposits for an interest period of one month adjusted for certain additional costs, plus 1.00%; provided that such rate is not lower than a floor of 1.00% or (2) a **LIBOR** **Term SOFR** rate determined by reference to the cost of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, provided such rate is not lower than a floor of zero. As of **December 31, 2022** **December 30, 2023**, the applicable margins for the **LIBOR** **Term SOFR** rate borrowings under the Term Loan Facility and the Revolving Credit Facility were 3.50% and 2.75%, respectively. In the event that **LIBOR** is phased out as is currently expected, the Credit Agreement provides that the Company and the administrative agent may amend the Credit Agreement to replace the **LIBOR** definition therein with a successor rate subject to notifying the lending syndicate of such change and not receiving within five business days of such notification objections to such replacement rate from lenders holding at least a majority of the aggregate principal amount of loans and commitments then outstanding under the Credit Agreement; provided that such lending syndicate may not object to a SOFR-based successor rate.

contained in any such amendment. If the Company fails to do so, its borrowings will be based off of the alternative base rate plus a margin. The Company expects to transition from LIBOR in advance of its cessation on or about June 30, 2023.

On a quarterly basis, the Company pays a commitment fee to the lenders under the Revolving Credit Facility in respect of unutilized commitments thereunder, which commitment fee fluctuates depending upon the Company's Consolidated First Lien Leverage Ratio (as defined in the Credit Agreement).

The Credit Agreement contains other customary terms, including (1) representations, warranties and affirmative covenants, (2) negative covenants, including limitations on indebtedness, liens, mergers, acquisitions, asset sales, investments, distributions, prepayments of subordinated debt, amendments of material agreements governing subordinated indebtedness, changes to lines of business and transactions with affiliates, in each case subject to baskets, thresholds and other exceptions, and (3) customary events of default.

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The availability of certain baskets and the ability to enter into certain transactions are also subject to compliance with certain financial ratios. In addition, if the aggregate principal amount of extensions of credit outstanding under the Revolving Credit Facility as of any fiscal quarter end exceeds 35% of the amount of the aggregate commitments under the Revolving Credit Facility in effect on such date, the Company must be in compliance with a Consolidated First Lien Leverage Ratio of 5.75:1.00 for the period ending after the first fiscal quarter of 2022 through and including the first fiscal quarter of 2023, with a step down to 5.50:1.00 for the period ending after the first fiscal quarter of 2023 through and including the first fiscal quarter of 2024, with an additional a step down to 5.25:1.00 for the period ending after the first fiscal quarter of 2024 through and including the first fiscal quarter of 2025, and again an additional step down to 5.00:1.00 for the period following the first fiscal quarter of 2025. As of December 31, 2022 December 30, 2023, the Company's actual Consolidated First Lien Leverage Ratio was 5.77 8.49:1.00 and there were no borrowings under its Revolving Credit Facility and total letters of credit issued were \$1,079 1,159. The Company was not in compliance with the Consolidated First Lien Leverage Ratio as of December 31, 2022 December 30, 2023, and as a result, the Company is limited to borrowing no more than 35%, or \$61,250, of the amount of the aggregate commitments under the Revolving Credit Facility as of each fiscal quarter end until the Company is in compliance again complies with such the applicable ratio.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
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Senior Secured Notes

The Senior Secured Notes were issued pursuant to an Indenture, dated as of April 13, 2021 (as amended, supplemented or modified from time to time, the "Indenture"), among the Company, the guarantors named therein and The Bank of New York Mellon, as trustee and notes collateral agent. The Indenture contains customary terms, events of default and covenants for an issuer of non-investment grade debt securities. These covenants include limitations on indebtedness, liens, mergers, acquisitions, asset sales, investments, distributions, prepayments of subordinated debt and transactions with affiliates, in each case subject to baskets, thresholds and other exceptions.

The Senior Secured Notes accrue interest at a rate per annum equal to 4.500% and will mature on April 15, 2029. Interest on the Senior Secured Notes is payable semi-annually on April 15 and October 15 of each year, beginning on October 15, 2021. On or after April 15, 2024, the Company may on any one or more occasions redeem some or all of the Senior Secured Notes at a purchase price equal to 102.250% of the principal amount of the Senior Secured Notes, plus accrued and unpaid interest, if any, to, but not including, the redemption date, such optional redemption price decreasing to 101.125% on or after April 15, 2025 and to 100.000% on or after April 15, 2026. Prior to April 15, 2024, the Company may on any one or more occasions redeem up to 40% of the aggregate principal amount of the Senior Secured Notes with an amount not to exceed the net proceeds of certain equity offerings at 104.500% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to, but not including, the redemption date. Prior to April 15, 2024, the Company may redeem some or all of the Senior Secured Notes at a make-whole price plus accrued and unpaid interest, if any, to, but not including, the redemption date. In addition, during any twelve-month period ending prior to April 15, 2024, the Company may redeem up to 10% of the aggregate principal amount of the Senior Secured Notes at a purchase price equal to 103.000% of the principal amount of the Senior Secured Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. If a change of control occurs, the Company must offer to purchase for cash the Senior Secured Notes at a purchase price equal to 101% of the principal amount of the Senior Secured Notes, plus accrued and unpaid interest, if any, to, but not including, the purchase date. Following the sale of certain assets and subject to certain conditions, the Company must offer to purchase for cash the Senior Secured Notes at a purchase price equal to 100% of the principal amount of the Senior Secured Notes, plus accrued and unpaid interest, if any, to, but not including, the purchase date.

The Senior Secured Notes are guaranteed on a senior secured basis by the Company's subsidiaries that guarantee the Credit Facilities. The Senior Secured Notes and the note guarantees are secured by a first-priority lien on all the collateral that secures the Credit Facilities, subject to a shared lien of equal priority with the Company's and each guarantor's obligations under the Credit Facilities and subject to certain thresholds, exceptions and permitted liens.

Outstanding Debt

At **December 31, 2022** **December 30, 2023**, the Company had \$1,445,000 outstanding under the Credit Facilities and the Senior Secured Notes, consisting of borrowings under the Term Loan Facility of \$945,000, \$0 drawn down on the Revolving Credit Facility and \$500,000 in aggregate principal amount of Senior Secured Notes issued and outstanding.

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At **December 31, 2022** **December 30, 2023** and **January 1, 2022** **December 31, 2022**, the Company's debt consisted of both fixed and variable-rate instruments. Interest rate swaps were entered into to hedge a portion of the cash flow exposure associated with the Company's variable-rate borrowings. See Note 19 for information on the Company's interest rate swaps. The weighted average

interest rate (which includes amortization of deferred financing costs and debt discount) on the Company's outstanding debt, exclusive of the impact of the swaps then in effect, was approximately 5.45% 7.64% and 5.11% 5.45% per annum at December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, respectively, based on interest rates on these dates. The weighted average interest rate (which includes amortization of deferred financing costs and debt discount) on the Company's outstanding debt, including the impact of the swaps then in effect, was approximately 5.50% 6.53% and 5.62% 5.50% per annum at December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, respectively, based on interest rates on these dates.

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Maturities

At December 31, 2022 December 30, 2023, the aggregate amounts of the Company's existing long-term debt maturing in each of the next five fiscal years and thereafter were as follows:

Fiscal 2023	\$	—	\$	—
Fiscal 2024		—		—
Fiscal 2025		—		—
Fiscal 2026		—		—
Fiscal 2027		10,000		10,000
Fiscal 2028				935,000
Thereafter		1,435,000		500,000
	\$	1,445,000	\$	1,445,000

10. Treasury Stock

On October 9, 2003, the Company's Board of Directors authorized, and the Company announced, a program to repurchase up to \$250,000 of the Company's outstanding common stock. On each of June 13, 2005, May 25, 2006 and October 21, 2010, the Company's Board of Directors authorized, and the Company announced, the addition of \$250,000 to the program. The repurchase program allows for shares to be purchased from time to time in the open market or through privately negotiated transactions. No shares will be purchased from Artal Holdings Sp. z o.o., Succursale de Luxembourg and its parents and subsidiaries under this program. The repurchase program currently has no expiration date.

During the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022, the Company repurchased no shares of its common stock under this program. As of the end of fiscal 2022, 2023, \$208,933 remained available to purchase shares of the Company's common stock under the repurchase program.

11. Per Share Data

Basic (net loss) earnings per share is calculated utilizing the weighted average number of common shares outstanding during the periods presented. Diluted (net loss) earnings per share is calculated utilizing the weighted average number of common shares outstanding during the periods presented adjusted for the effect of dilutive common stock equivalents.

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The following table sets forth the computation of basic and diluted (net loss) earnings per share data for the fiscal years ended:

	Fiscal Year Ended			Fiscal Year Ended		
	December	January	January	December 30,	December 31,	January 1,
	31,	1,	2,	2023	2022	2022
	2022	2022	2021			
Numerator:						
Net (loss) income attributable to WW International, Inc.	(251,4	66,8	75,0			
	\$ 03)	\$ 92	\$ 79			
Net (loss) income				\$ (112,255)	\$ (256,868)	\$ 67,125
Denominator:						
Weighted average shares of common stock outstanding		69,6	67,8			
	70,321	40	49	76,677	70,321	69,640
Effect of dilutive common stock equivalents		1,10	2,17			
	—	4	1	—	—	1,104
Weighted average diluted common shares outstanding		70,7	70,0			
	70,321	44	20	76,677	70,321	70,744
(Net loss) earnings per share attributable to WW International, Inc.						
(Net loss) earnings per share						
Basic	\$ (3.58)	\$ 0.96	\$ 1.11	\$ (1.46)	\$ (3.65)	\$ 0.96
Diluted	\$ (3.58)	\$ 0.95	\$ 1.07	\$ (1.46)	\$ (3.65)	\$ 0.95

The number of anti-dilutive common stock equivalents excluded from the calculation of the weighted average number of common shares for diluted (net loss) earnings per share attributable to WW International, Inc. was 8,540 9,113, 5,270 8,540 and 4,052 5,270 for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022, respectively.

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12. Stock Plans

Incentive Compensation Plans *Inducement Option* and *Winfrey Amendment Inducement Option*

On May 6, 2008, the Company's shareholders approved the 2008 Stock Incentive Plan (the "2008 Plan"). On May 6, 2014, the Company's shareholders approved the 2014 Stock Incentive Plan (as amended and restated, the "2014 Plan", and together with the 2008 Plan, the "Stock Plans"), which replaced the 2008 Plan for all equity-based awards granted on or after May 6, 2014. The 2014 Plan is designed to promote the long-term financial interests and growth of the Company by attracting, motivating and retaining employees with the ability to contribute to the success of the business and to align compensation for the Company's employees over a multi-year period directly with the interests of the shareholders of the Company. The Company's long-term equity incentive compensation program has historically included time-vesting non-qualified stock option and/or restricted stock unit ("RSUs") (including performance-based stock unit with both time- and performance-vesting criteria ("PSUs")) awards. From time to time, the Company has granted fully-vested shares of its common stock to individuals in connection with special circumstances. The Company's Board of Directors or a committee thereof administers the 2014 Plan.

Under the 2014 Plan, grants may take the following forms at the Company's Board of Directors' Compensation and Benefits Committee's (the "Compensation Committee") discretion: non-qualified stock options, incentive stock options, stock appreciation rights, RSUs, restricted stock and other stock-based awards. As of **December 31, 2022** **December 30, 2023**, the maximum number of shares of common stock available for grant under the 2014 Plan was 12,500, subject to increase and adjustment as set forth in the 2014 Plan.

Under the 2014 Plan, the Company also grants fully-vested shares of its common stock to certain members of its Board of Directors. While these shares are fully vested, the directors are restricted from selling these shares while they are still serving on the Company's Board of Directors subject to limited exceptions. During the fiscal years ended **December 31, 2022** **December 30, 2023**, **January 1, 2022** **December 31, 2022** and **January 2, 2021** **January 1, 2022**, the Company granted to members of the Company's Board of Directors an aggregate of **77** **70**, **29** **77** and **31** **29** fully-vested shares, respectively, and recognized compensation expense of **\$624** **404**, **\$757** **624** and **\$688** **757**, respectively. Commencing during the fiscal year ended December 31, 2022, the above-referenced members of the Company's Board of Directors could elect to defer receipt of such grants of fully vested shares of the Company's common stock with respect to their service on the Company's Board of Directors during fiscal 2022. Directors. Certain members of the Company's Board of Directors made such an election such that for the fiscal years ended December 30, 2023 and December 31, 2022, the Company granted to those members of its Board of Directors an aggregate of 54 and 27 deferred stock units, respectively, and recognized compensation expense of \$373 and \$174, respectively. These deferred stock units will be settled on the date of separation from service from the Company's Board of Directors of the applicable member of the Company's Board of Directors or earlier based on his or her election or upon a change in control of the Company.

WW INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS During the fiscal year ended December 30, 2023, an aggregate of 23 (IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)

In fiscal 2022, as part of an initial equity award, the Company granted a stock option options to purchase 1,000 shares in the aggregate of its common stock (the (collectively, the "Inducement Option") to its new Chief Executive Officer upon commencement of her employment. The Inducement Option vests proportionately over four years on each anniversary of the grant date and expires on the seven-year anniversary of the grant date. While the Inducement Option was granted in reliance on an employment inducement exemption and not awarded pursuant to the 2014 Plan, it is subject to the same terms and conditions of the 2014 Plan.

Under the Winfrey Amendment Option (as defined below), in fiscal 2020 the Company granted Ms. Winfrey a fully vested option to purchase F-31

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shares of the Company's common stock as more fully described in Note 22.

The Company issues common stock for share-based compensation awards from treasury stock. The total compensation cost that has been charged against income for share-based compensation awards and the Winfrey Amendment Option, as applicable, was \$12,333 10,715, \$21,348 12,333 and \$55,013 21,348 for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022, respectively. Such amounts have been included as a component of selling, general and administrative expenses. The total income tax benefit recognized in the Company's consolidated statements of operations for all share-based compensation awards was \$2,603 1,850, \$5,175 2,603 and \$10,915 5,175 for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022, respectively. The tax benefits realized from options exercised and RSUs and PSUs vested totaled \$1,017 1,287, \$7,999 1,017 and \$8,426 7,999 for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022, respectively. No compensation costs were capitalized. As of December 31, 2022 December 30, 2023, there was \$24,958 22,177 of total unrecognized compensation cost related to stock options and RSUs granted under the Stock Plans and the Inducement Option. That cost is expected to be recognized over a weighted-average weighted average period of approximately 1.6 years. Additionally, the Company charged \$3,882 of compensation costs against income for share-based compensation expense attributable to post combination vesting in relation to the Sequence acquisition. See Note 6 for additional information on the Company's acquisitions. Such amounts have been included as a component of selling, general and administrative expenses.

Stock Option Awards with Time-Vesting Criteria

Stock options with time-vesting criteria ("Time-Vesting Options") are exercisable based on the terms and conditions outlined in the applicable award agreement. Time-Vesting Options outstanding at December 31, 2022 December 30, 2023, January 1,

2022 December 31, 2022 and January 2, 2021 January 1, 2022 vest over a period of two three to four years and the expiration term is seven to ten years. Time-Vesting Options outstanding at December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022 have an exercise price between \$3.97 5.25 and \$60.00 per share.

The fair value of each of these option awards is estimated on the date of grant using the Black-Scholes option pricing model with the weighted average assumptions noted in the following table. Expected volatility is based on the historical volatility of the Company's common stock. The expected term takes into consideration option exercise history. The risk-free interest rate is based on the U.S. Treasury yield curve in effect on the date of grant which most closely corresponds to the expected term of the Time-Vesting Options. The dividend yield is based on the Company's historic average dividend yield. The Company did not grant any Time-Vesting Options for the fiscal year ended December 30, 2023.

	Janu			December 31, 2022	January 1, 2022
	Decemb	ary	January		
	er 31, 2022	1, 2022	2, 2021		
Dividend yield	0.0				
Volatility	57.0%	56.5%		0.0%	0.0%
Risk-free interest rate	2.36%	0.45%		57.0% - 57.1%	56.7%
Expected term (years)	6.0 - 7.0	6.5	5.9 - 6.5	2.36% - 2.86%	1.13%

F-31 Option Activity

A summary of all option activity for the fiscal year ended December 30, 2023 is presented below.

		Weighted			
		Weighted		Average	
		Average		Remaining	Aggregate
		Exercise		Contractual	Intrinsic
		Shares	Price	Life (Yrs.)	Value
Outstanding at December 31, 2022		7,404	\$ 33.23		
Granted		—	\$ —		
Exercised		(98)	\$ 6.69		
Cancelled		(355)	\$ 14.35		
Outstanding at December 30, 2023		6,951	\$ 34.57	2.7	\$ 1,255
Exercisable at December 30, 2023		5,635	\$ 36.24	2.0	\$ 1,075

The weighted average grant date fair value of all options granted was \$3.96 and \$15.64 for the fiscal years ended December 31, 2022 and January 1, 2022, respectively. The total intrinsic value of all options exercised was \$248, \$0 and \$18,497 for the fiscal years ended December 30, 2023, December 31, 2022 and January 1, 2022, respectively.

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Option Activity

A summary of all option activity under the Stock Plans and with respect to the Inducement Option and the Initial Option Agreement (as defined below) for the fiscal year ended December 31, 2022 is presented below.

			Weighted-		Weighted-Average Remaining Contractual Life (Yrs.)	Aggregate Intrinsic Value		
			Weighted-Average					
			Exercise	Remaining				
			Shares	Price				
Outstanding at January 1, 2022			5,706	\$ 36.13				
Granted			2,227	\$ 22.75				
Exercised			—	\$ —				
Cancelled			(529)	\$ 20.36				
Outstanding at December 31, 2022			7,404	\$ 33.23	4.0	\$ —		
Exercisable at December 31, 2022			5,144	\$ 37.31	2.5	\$ —		

The weighted-average grant-date fair value of all options granted (including the Winfrey Amendment Option and the Inducement Option) was \$3.96, \$15.64 and \$9.98 for the fiscal years ended December 31, 2022, January 1, 2022 and January 2, 2021, respectively. The total intrinsic value of all options exercised (including options granted under the Initial Option Agreement) was \$0, \$18,497 and \$24,841 for the fiscal years ended December 31, 2022, January 1, 2022 and January 2, 2021, respectively.

Cash received from Time-Vesting Options exercised during the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022 was \$0 718, \$4,469 0 and \$8,176 4,469, respectively.

Restricted Stock Unit Awards with Time-Vesting Criteria

RSUs are exercisable based on the terms outlined in the applicable award agreement. The RSUs generally vest over a period of two to four years. The fair value of RSUs is determined using the closing market price of the Company's common stock on the date of

grant. A summary of RSU activity under the Stock Plans for the fiscal year ended December 31, 2022 December 30, 2023 is presented below.

	Weighted-Average		Weighted Average	
	Grant-Date Fair		Grant Date Fair	
	Shares	Value	Shares	Value
Outstanding at January 1, 2022	1,595	\$ 21.99		
Outstanding at December 31, 2022			2,411	\$ 9.09
Granted	2,221	\$ 6.69	2,010	\$ 7.43
Vested	(655)	\$ 22.25	(743)	\$ 10.68
Forfeited	(750)	\$ 17.90	(1,021)	\$ 8.15
Outstanding at December 31, 2022	<u>2,411</u>	\$ 9.09		
Outstanding at December 30, 2023			<u>2,657</u>	\$ 7.75

The weighted-average grant-date weighted average grant date fair value of RSUs granted was \$6.69 7.43, \$24.29 6.69 and \$19.40 24.29 for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022, respectively. The total fair value of RSUs vested during the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022 was \$14,576 7,943, \$18,097 14,576 and \$15,015 18,097, respectively.

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Performance-Based Stock Unit Awards with Time- and Performance-Vesting Criteria

In fiscal 2023, the Company granted 239 PSUs having both time- and performance-vesting criteria. The time-vesting criteria for these PSUs will be satisfied upon continued employment (with limited exceptions) on the third anniversary of the grant date. The performance-vesting criteria for these PSUs will be based on a relative total shareholder return performance goal, measuring the Company's stock price performance against the performance of the Russell 2000 Index from the start of fiscal 2023 through the end of fiscal 2025.

The Company estimated the fair value of the PSUs granted in fiscal 2023 to be \$13.80. The Company estimated this fair value using a Monte Carlo simulation that used various assumptions that included expected volatility of 86.2%, a risk-free rate of 3.79%, an expected term of 3.0 years and a dividend yield of 0.00%. Expected volatility was based on the historical volatility of the Company's stock. The risk-free interest rate was based on the U.S. Treasury yield curve in effect on the date of grant which most closely corresponds to the performance measurement period. The expected term represents the three-year performance measurement period. Compensation expense is recognized ratably over the three-year required service period.

In fiscal 2019, the Company granted 280.1 280 PSUs having both time- and performance-vesting criteria. The time-vesting criteria for these PSUs was satisfied upon continued employment (with limited exceptions) on the third anniversary of the grant date.

The performance-vesting criteria for these PSUs was not satisfied and 0 PSUs became vested in fiscal 2022 upon the satisfaction of the time-vesting criteria. The Company accrued compensation expense in an amount equal to the outcome upon vesting.

In fiscal 2018, the Company granted 81.381 PSUs having both time- and performance-vesting criteria. The time-vesting criteria for these PSUs was satisfied upon continued employment (with limited exceptions) on May 15, 2021. The performance-vesting criteria for these PSUs was not satisfied and 0 PSUs became vested in fiscal 2021 upon the satisfaction of the time-vesting criteria. The Company accrued compensation expense in an amount equal to the outcome upon vesting.

In fiscal 2017, the Company granted 98.5 PSUs in May 2017 and 47.9 PSUs in July 2017, all having both time- and performance-vesting criteria (the "2017 PSUs"). The time-vesting criteria for these PSUs was satisfied upon continued employment (with limited exceptions) on May 15, 2020. The performance-vesting criteria for two-thirds of these PSUs was satisfied when the Company achieved, in the case of the May 2017 awards, certain annual operating income objectives and, in the case of the July 2017 award, certain net income or operating income objectives, as applicable for each of the fiscal 2017 and fiscal 2018 performance years. The performance-vesting criteria for the fiscal 2019 performance year was not satisfied. When the performance measure was met, if at all, for a particular 2017 Award Performance Year (i.e., each fiscal year over a three-year period, fiscal 2017 through fiscal 2019), that portion of units was "banked" for potential issuance following the satisfaction of the time-vesting criteria. Such portion of units "banked" was equal to (x) the target number of PSUs granted for the applicable 2017 Award Performance Year multiplied by (y) the applicable achievement percentage (166.67% in the case of fiscal 2017 and fiscal 2018), rounded down to avoid the issuance of fractional shares. Pursuant to these awards, the number of PSUs that became vested in fiscal 2020 upon the satisfaction of the time-vesting criteria was 122.6. The Company accrued compensation expense in an amount equal to the outcome upon vesting.

The fair value of PSUs is determined using the closing market price of the Company's common stock on the date of grant. A summary of PSU activity under the 2014 Plan for the fiscal year ended December 31, 2022 is presented below.

	Shares	Weighted-Average	
		Grant-Date Fair	Value
Outstanding at January 1, 2022	201	\$	18.94
Granted	—	\$	—
Vested	—	\$	—
Forfeited	(201)	\$	18.94
Outstanding at December 31, 2022	—	\$	—

The weighted-average grant-date fair value of PSUs granted and/or incremental shares vested was \$0.00, \$0.00 and \$28.09 during the fiscal years ended December 31, 2022, January 1, 2022 and January 2, 2021, respectively. The total fair value of PSUs vested during the fiscal years ended December 31, 2022, January 1, 2022 and January 2, 2021 was \$0, \$0 and \$3,443, respectively.

13. Taxes

Income Taxes

The components of the Company's consolidated income before income taxes consist of the following:

Fiscal Year Ended

	December 31,	January 1,	January 2,
	2022	2022	2021
Domestic	\$ (375,689)	\$ (27,763)	\$ (10,467)
Foreign	9,907	104,428	102,970
	<u>\$ (365,782)</u>	<u>\$ 76,665</u>	<u>\$ 92,503</u>

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A summary of PSU activity for the fiscal year ended December 30, 2023 is presented below.

		Weighted Average	
		Grant Date Fair	
		Shares	Value
Outstanding at December 31, 2022		—	\$ —
Granted		239	\$ 13.80
Vested		—	\$ —
Forfeited		(24)	\$ 13.80
Outstanding at December 30, 2023		215	\$ 13.80

The weighted average grant date fair value of PSUs granted was \$13.80 during the fiscal year ended December 30, 2023.

There were no PSUs vested during the fiscal year ended December 30, 2023. There were no PSUs granted or vested during the fiscal years ended December 31, 2022 and January 1, 2022.

13. Taxes

Income Taxes

The components of the Company's consolidated (loss) income before income taxes consist of the following:

		Fiscal Year Ended		
		December 30,	December 31,	January 1,
		2023	2022	2022
Domestic		\$ (222,260)	\$ (376,710)	\$ (27,451)
Foreign		148,628	9,907	104,428
		<u>\$ (73,632)</u>	<u>\$ (366,803)</u>	<u>\$ 76,977</u>

The following table summarizes the Company's consolidated (benefit) provision for (benefit from) U.S. federal, state and foreign taxes on income: income taxes:

	Fiscal Year Ended			Fiscal Year Ended		
	December 31, 2022	January 1, 2022	January 2, 2021	December 30, 2023	December 31, 2022	January 1, 2022
Current:						
				(14,05		
U.S. federal	\$ 13,147	\$ 38	\$ 2)	\$ 1,330	\$ 12,426	\$ 117
State	3,446	1,055	4,421	1,947	3,446	1,055
	24,24	28,53				
Foreign	20,022	5	3	15,525	20,022	24,245
	25,33	18,90				
	\$ 36,615	\$ 8	\$ 2	\$ 18,802	\$ 35,894	\$ 25,417
Deferred:						
				(114,72		
U.S. federal	\$ 7)	\$ (8,510)	\$ 94	\$ (12,419)	\$ (110,611)	\$ (8,510)
State	(24,262)	(9,589)	(2,835)	4,263	(23,213)	(9,589)
Foreign	(12,005)	2,534	1,301	27,977	(12,005)	2,534
	(150,99	(15,56				
	\$ 4)	\$ 5)	\$ (1,440)	\$ 19,821	\$ (145,829)	\$ (15,565)
	(114,37		17,46			
Total tax (benefit) provision	\$ 9)	\$ 9,773	\$ 2			
Total provision for (benefit from) income taxes				\$ 38,623	\$ (109,935)	\$ 9,852

The effective tax rates for the fiscal years ended December 31, 2022 December 30, 2023, December 31, 2022 and January 1, 2022 and January 2, 2021 were (31.3% 52.5%), 12.7% 30.0% and 18.9% 12.8%, respectively. The difference between the U.S. federal statutory tax rate and the Company's consolidated effective tax rate is as follows:

The Company's effective tax rate for the fiscal year ended December 30, 2023 was impacted by the following items: (i) a \$53,626 tax expense due to a valuation allowance and (ii) a \$12,172 tax expense related to income earned in foreign jurisdictions at rates higher than the U.S. These expenses were partially offset by (i) a \$9,441 tax benefit related to state tax and (ii) a \$2,637 tax benefit related to foreign-derived intangible income ("FDII").

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The Company's effective tax rate for the fiscal year ended December 31, 2022 was impacted by the following items: (i) a \$48,265 tax benefit from a legal entity restructuring in connection with the Organizational Realignment (as defined below), which resulted in a reversal of certain deferred tax liabilities, and (ii) a \$4,450 tax benefit related to foreign-derived intangible income ("FDII"), and (iii) a \$2,150 tax benefit for out-of-period income tax adjustments. These benefits were partially offset by (i) a \$27,108 tax expense from a valuation allowance established to offset certain deferred tax assets due to the uncertainty of realizing future tax benefits from its interest expense carryforwards, (ii) a \$2,245 tax expense related to income earned in foreign jurisdictions at rates higher than the U.S., and (iii) a \$1,732 tax expense related to tax shortfalls from stock compensation.

The Company's effective tax rate for the fiscal year ended January 1, 2022 was impacted by the following items: (i) a \$6,347 tax benefit related to a decrease in the applicable state tax rate on certain deferred income, (ii) a \$3,548 tax benefit related to tax windfalls from stock compensation, and (iii) a \$1,560 tax benefit due to the reversal of a valuation allowance related to certain non-U.S. net operating losses that are now expected to be realized. These benefits were partially offset by \$6,888 of tax expense related to income earned in foreign jurisdictions at rates higher than the U.S.

The Company's effective tax rate for the fiscal year ended January 2, 2021 was impacted by the following items: (i) a \$7,566 tax benefit related to the reversal of the tax impact of global intangible low-taxed income ("GILTI"), (ii) a \$4,714 tax benefit related to tax windfalls from stock compensation and (iii) a \$1,401 tax benefit related to FDII. These benefits were partially offset by (i) a \$8,056 tax expense related to income earned in foreign jurisdictions at rates higher than the U.S. and (ii) a \$2,278 tax expense for out-of-period income tax adjustments.

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	Fiscal Year Ended			Fiscal Year Ended		
	Decembe	Januar	Januar	December 30,	December 31,	January 1,
	r 31,	y 1,	y 2,	2023	2022	2022
	2022	2022	2021			
U.S. federal statutory tax rate	21.0%	21.0%	21.0%	21.0%	21.0%	21.0%
State income taxes (net of federal benefit)	3.8%	(1.8%)	1.0%	12.8%	3.8%	(1.8%)
Research and development credit	0.4%	(1.8%)	(2.2%)	3.0%	0.4%	(1.8%)
Tax windfall/shortfall on share-based awards	(0.5%)	(4.6%)	(4.3%)	(0.9%)	(0.5%)	(4.6%)
Reserves for uncertain tax positions	0.0%	0.2%	0.9%	0.0%	0.0%	0.2%

Tax rate changes	0.3%	(8.2%)	(1.2%)	(0.1%)	0.3%	(8.1%)
Executive compensation limitation	(0.2%)	1.8%	1.2%	(1.4%)	(0.2%)	1.8%
GILTI	0.0%	0.0%	(8.2%)			
FDII	1.2%	0.0%	(1.5%)	3.6%	1.2%	0.0%
Change in valuation allowance	(7.1%)	(2.0%)	0.0%	(72.8%)	(7.1%)	(2.0%)
Out-of-period adjustments	0.6%	0.0%	2.5%			
Impact of foreign operations	(1.6%)	9.0%	8.7%	(16.5%)	(1.6%)	8.9%
Reversal of certain deferred tax liabilities	13.2%	0.0%	0.0%	0.0%	12.5%	0.0%
Nondeductible costs				(1.3%)	0.0%	0.0%
Other	0.2%	(0.9%)	1.0%	0.1%	0.2%	(0.8%)
Total effective tax rate	31.3%	12.7%	18.9%	(52.5%)	30.0%	12.8%

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security (CARES) Act (the "CARES Act") was signed into law. The CARES Act includes provisions relating to modifications to the net interest deduction limitation, net operating loss carryforward rules, refundable payroll tax credits and deferment of the employer portion of certain payroll taxes.

On July 20, 2020, the U.S. Treasury Department released final regulations under Internal Revenue Code Section 951A (TD 9902) permitting a taxpayer to elect to exclude from its GILTI inclusion items of income subject to a high effective rate of foreign tax. As a result of the final regulations, the Company recorded a \$7,566 tax benefit in fiscal 2020 related to the fiscal 2018 and fiscal 2019 taxes previously accrued attributable to GILTI.

The deferred tax assets and liabilities recorded on the Company's consolidated balance sheets are as follows:

	December 31, 2022	January 1, 2022	December 30, 2023	December 31, 2022
Interest expense disallowance	\$ 54,259	\$ 44,598	\$ 76,350	\$ 54,259
Operating lease liabilities	20,842	22,901	16,174	22,076
Operating loss carryforwards	10,102	14,172	12,446	10,102
Provision for estimated expenses	2,734	2,128	3,657	2,815
Salaries and wages	10,280	2,710	13,489	10,282
Share-based compensation	15,190	15,707	14,920	15,190
Other comprehensive income	1,841	6,306	3,833	1,841
Other	3,695	5,927	4,287	4,211
Less: valuation allowance	(35,818)	(10,083)	(89,801)	(35,818)
Total deferred tax assets	\$ 83,125	\$ 104,366	\$ 55,355	\$ 84,958
Goodwill and intangible assets	\$ (51,841)	\$ (224,548)	\$ (47,323)	\$ (54,588)
Operating lease assets	(18,228)	(20,794)	(13,285)	(19,270)
Depreciation	(13,498)	(4,044)	(12,749)	(13,498)
Termination fee			(3,408)	—
Prepaid expenses	(431)	(1,433)	(900)	(440)

Total deferred tax liabilities	\$ (83,998)	\$ (250,819)	\$ (77,665)	\$ (87,796)
Net deferred tax liabilities	\$ (873)	\$ (146,453)	\$ (22,310)	\$ (2,838)

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As of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the Company had primarily foreign and state net operating loss carryforwards of approximately \$82,184 107,415 and \$111,432 82,184, respectively, some of which have an unlimited carryforward period, while others expire in various years beginning in fiscal 2023 2024. The Company maintains a full valuation allowance on its state and certain foreign net operating loss carryforwards as it is deemed more likely than not that such losses will not be realized. In fiscal 2021, the Company recorded a \$1,560 income tax benefit for the release in the valuation allowance related to its operations in Switzerland. As of December 31, 2022, 2022, the Company established a \$27,108 valuation allowance on its business interest expense carryforwards. As of December 30, 2023, the Company increased the valuation allowance on its business interest expense carryforwards by \$20,268 and established a \$30,331 valuation allowance on its remaining U.S. deferred tax assets.

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As a result of the 2017 Tax Cuts and Jobs Act changing the U.S. to a modified territorial tax system, the The Company does not assert its \$82,355 91,792 of undistributed foreign earnings as of December 31, 2022 December 30, 2023 are permanently reinvested. The Company has considered whether there would be any potential future costs of not asserting indefinite reinvestment and does not expect such costs to be significant.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Fiscal Year Ended			Fiscal Year Ended		
	December	January	January	December 30,	December 31,	January 1,
	31,	1,	2,	2023	2022	2022
	2022	2022	2021			
Balance at beginning of year	\$ 1,055	\$ 851	\$ 206	\$ 611	\$ 1,055	\$ 851
Increases related to tax positions taken in current year	145	196	—	—	145	196

Increases related to tax positions taken in prior years	8	260	605	9	8	260
Reductions related to tax positions taken in prior years	(95)	(199)	—	(9)	(95)	(199)
Reductions related to settlements with tax authorities	(273)	—	—	—	(273)	—
Reductions related to lapse of statutes of limitations	(206)	—	—	—	(206)	—
Effects of foreign currency translation	(23)	(53)	40	2	(23)	(53)
Balance at end of year	<u>\$ 611</u>	<u>\$ 1,055</u>	<u>\$ 851</u>	<u>\$ 613</u>	<u>\$ 611</u>	<u>\$ 1,055</u>

At December 31, 2022 December 30, 2023, the total amount of unrecognized tax benefits that, if recognized, would affect the Company's effective tax rate is \$508 509.

The Company files income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. At December 31, 2022 December 30, 2023, with few exceptions, the Company was no longer subject to U.S. federal, state or local income tax examinations by tax authorities for fiscal years prior to 2019, 2020, or non-U.S. income tax examinations by tax authorities for fiscal years prior to 2017.

The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense. The Company had \$(60 83) and \$(54 83) of accrued interest and penalties at December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, respectively. The Company recognized \$83 0, \$(142 60) and \$190 54 of income tax expense in interest and penalties during the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022, respectively.

The U.S. federal government has recently signed into law. It is reasonably possible that within the Inflation Reduction Act next twelve months the Company's unrecognized tax benefits could change due to the resolution of 2022 (the "IRA") open tax matters, which among other things, imposes a minimum "book" would reduce unrecognized tax on certain large corporations and creates a new excise tax on stock repurchases made benefits by certain publicly traded corporations after December 31, 2022 \$126. Although the Company is continuing to evaluate the impact of the IRA on its consolidated financial statements as it awaits further guidance, the Company does not currently expect a material impact.

Non-Income Tax Matters

The Internal Revenue Service (the "IRS") notified the Company of certain penalties assessed related to the annual disclosure and reporting requirements of the Affordable Care Act. The Company is in the process of appealing this determination and does not believe it has any liability with respect to this matter. Until the appeals process is complete, the IRS will maintain a federal tax lien which is currently limited to certain IRS refunds due to the Company.

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14. Employee Benefit Plans

The Company sponsors the **Third Amended and Restated WW Savings Plan** (the "Savings Plan") for salaried and certain hourly U.S. employees of the Company. The Savings Plan is a defined contribution plan that provides for employer matching contributions of 50% of the employee's tax deferred contributions up to 6% of an employee's eligible compensation for the fiscal years ended **December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022** and **January 2, 2021**. Effective as of May 30, 2020, the Company temporarily suspended employer matching contributions through December 31, 2020 **January 1, 2022**. Expense related to these contributions for the fiscal years ended **December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022** and **January 2, 2021 January 1, 2022** was **\$2,564 3,227, \$3,136 2,564** and **\$1,655 3,136**, respectively.

During fiscal 2014, the Company received a favorable determination letter from the IRS that qualifies the Savings Plan under Section 401(a) of the Internal Revenue Code.

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Pursuant to the Savings Plan, the Company also makes profit sharing contributions for all full-time salaried U.S. employees who are eligible to participate in the Savings Plan (except for certain personnel above a determined compensation level). The profit sharing contribution is a guaranteed monthly employer contribution on behalf of each participant based on the participant's age and a percentage of the participant's eligible compensation. The Savings Plan also has a discretionary supplemental profit sharing employer contribution component that is determined annually by the Compensation Committee. Effective as of March 6, 2022, the Company suspended profit sharing contributions. Effective as of May 30, 2020, the Company temporarily suspended profit sharing contributions through December 31, 2020. Expense related to these contributions for the fiscal years ended **December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022** and **January 2, 2021 January 1, 2022** was **\$179 0, \$1,342 179** and **\$914 1,342**, respectively.

For certain U.S. personnel above a determined compensation level, the Company sponsors the Second Amended and Restated Weight Watchers Executive Profit Sharing Plan ("EPSP"). Under the IRS definition, the EPSP is considered a Nonqualified Deferred Compensation Plan. There is a promise of payment by the Company made on the employees' behalf instead of an individual account with a cash balance. The EPSP provides for a guaranteed employer contribution on behalf of each participant based on the participant's age and a percentage of the participant's eligible compensation. The EPSP has a discretionary supplemental employer contribution component that is determined annually by the Compensation Committee.

The EPSP is valued at the end of each fiscal month, based on an annualized interest rate of prime plus 2%, with an annualized cap of 15%. Effective as of March 6, 2022, although the Company suspended EPSP contributions, EPSP balances continue to accrue interest. Effective as of May 30, 2020, although the Company temporarily suspended EPSP contributions through December 31, 2020, EPSP balances continued to accrue interest. Expense related to this commitment for the fiscal years ended **December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022** and **January 2, 2021 January 1, 2022** was **\$179 0, \$1,342 179** and **\$914 1,342**, respectively.

2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022 was \$929 1,005, \$3,975 929 and \$1,761 3,975, respectively.

15. Cash Flow Information

	Fiscal Year Ended			Fiscal Year Ended		
	Decem ber 31, 2022	Janua ry 1, 2022	Januar y 2, 2021	December 30, 2023	December 31, 2022	January 1, 2022
Net cash paid during the year for:						
Interest expense	\$ 16	\$ 4	\$ 163			
Interest				\$ 91,614	\$ 76,216	\$ 79,374
Income taxes (1)	\$ 15	\$ 7	\$ 09	\$ 30,908	\$ 25,815	\$ 41,377
Noncash investing and financing activities were as follows:						
Fair value of net assets acquired in connection with acquisitions	\$ 240	\$ 2	\$ 7	\$ 7,256	\$ 240	\$ 20,032
Capital expenditures and capitalized software included in accounts payable and accrued expenses	\$ 6	\$ 35	\$ 7	\$ 802	\$ 1,466	\$ 1,835
Common stock issued in connection with acquisition of Sequence				\$ 32,943	\$ —	\$ —

(1) Fiscal 2022, fiscal 2021 years ended December 30, 2023, December 31, 2022 and fiscal 2020 January 1, 2022 include tax refunds received of \$5,109 7,054, \$1,077 5,109 and \$6,936 1,077, respectively.

See Note 4 for disclosures on supplemental cash flow information related to leases.

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16. Commitments and Contingencies

Litigation Matters

Due to the nature of the Company's activities, it is, at times, subject to pending and threatened legal actions that arise out of the ordinary course of business. In the opinion of management, the disposition of any such matters is not expected, individually or in the aggregate, to have a material adverse effect on the Company's results of operations, financial condition or cash flows. However, the results of legal actions cannot be predicted with certainty. Therefore, it is possible that the Company's results of operations, financial condition or cash flows could be materially adversely affected in any particular period by the unfavorable resolution of one or more legal actions.

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Commitments

Minimum commitments under non-cancelable purchase obligations at December 31, 2022 December 30, 2023 were \$37,262 26,674, of which \$20,713 is due in fiscal 2023, \$9,332 12,948 is due in fiscal 2024, and the remaining \$7,217 9,483 is due in fiscal 2025, 2026, \$1,981 is due in fiscal 2027, and the remaining \$566 is due in fiscal 2028. See Note 4 for disclosures related to minimum commitments under lease obligations, primarily for the Company's studios and corporate offices.

17. Segment and Geographic Data

The Company has four reportable segments based on an integrated geographical structure as follows: North America, Continental Europe, United Kingdom and Other. Other consists of Australia, New Zealand and emerging markets operations and franchise revenues and related costs, all of which have been grouped together as if they were a single reportable segment because they do not meet any of the quantitative thresholds and are immaterial for separate disclosure. To be consistent with the information that is presented to the chief operating decision maker, the Company does not include intercompany activity in the segment results.

Information about the Company's reportable segments is as follows:

	Total Revenues, net		
	for the Fiscal Year Ended		
	December 31,	January 1,	January 2,
	2022	2022	2021
North America	\$ 726,884	\$ 814,797	\$ 942,100
Continental Europe	239,129	297,910	313,380
United Kingdom	47,995	65,820	84,387
Other	26,848	33,936	38,257
Total revenues, net	\$ 1,040,856	\$ 1,212,463	\$ 1,378,124
	Net (Loss) Income		

	for the Fiscal Year Ended		
	December 31,	January 1,	January 2,
	2022	2022	2021
Segment operating (loss) income:			
North America	\$ (219,875)	\$ 217,901	\$ 269,580
Continental Europe	91,599	117,390	124,891
United Kingdom	(7,457)	8,134	10,648
Other	66	5,454	2,341
Total segment operating (loss) income	\$ (135,667)	\$ 348,879	\$ 407,460
General corporate expenses	147,283	152,595	191,298
Interest expense	81,141	87,909	123,310
Other expense, net	1,691	1,358	349
Early extinguishment of debt	—	30,352	—
(Benefit from) provision for income taxes	(114,379)	9,773	17,462
Net (loss) income	\$ (251,403)	\$ 66,892	\$ 75,041
Net loss attributable to the noncontrolling interest	—	—	38
Net (loss) income attributable to WW International, Inc.	\$ (251,403)	\$ 66,892	\$ 75,079

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	Depreciation and Amortization		
	for the Fiscal Year Ended		
	December 31,	January 1,	January 2,
2022	2022	2021	
North America	\$ 32,521	\$ 39,270	\$ 39,740
Continental Europe	763	1,468	1,615
United Kingdom	627	799	1,017
Other	270	404	370
Total segment depreciation and amortization	\$ 34,181	\$ 41,941	\$ 42,742
General corporate depreciation and amortization	14,638	12,745	16,780
Depreciation and amortization	\$ 48,819	\$ 54,686	\$ 59,522

The following tables present information about the Company's revenue and other information by geographic area. There were no material amounts of sales or transfers among geographic areas and no material amounts of U.S. export sales.

	Total Revenues, net	
	for the Fiscal Year Ended	

	December 31,		January 1,	January 2,
	2022	2022	2022	2021
United States	\$ 681,954	\$ 759,737	\$ 880,945	
Canada	44,930	55,060	61,155	
Continental Europe	239,129	297,910	313,380	
United Kingdom	47,995	65,820	84,387	
Other	26,848	33,936	38,257	
	\$ 1,040,856	\$ 1,212,463	\$ 1,378,124	
	Long-Lived Assets (1)			
	December 31, 2022		January 1, 2022	
United States	\$ 24,417	\$ 31,566		
Canada	2,412	3,198		
Continental Europe	907	1,111		
United Kingdom	303	1,002		
Other	190	342		
	\$ 28,229	\$ 37,219		

(1) Amounts include finance lease assets

	Operating Lease Assets	
	December 31, 2022	January 1, 2022
United States	\$ 68,062	\$ 80,609
Canada	4,159	5,079
Continental Europe	2,304	2,216
United Kingdom	1,169	1,732
Other	2	266
	\$ 75,696	\$ 89,902

Effective As previously disclosed, effective the first day of fiscal 2023 (i.e., January 1, 2023), the Company realigned its organizational structure and resources to more closely align with its strategic priorities and centralized the global management of certain functions and systems. As a result of the change in its organizational structure, in fiscal 2023 the Company now has had two reportable segments, consisting of North America and International, for the purpose of making operational and resource decisions and assessing financial performance. The new "North America" refers to the Company's North American Company-owned operations and franchise revenues and related costs; and "International" refers to the Company's Continental Europe Company-owned operations, United Kingdom Company-owned operations, and Australia, New Zealand and emerging markets operations. These reportable segments will continue to provide similar services and products. To be consistent with the information that is presented to the chief operating decision maker, the Company does not include intercompany activity in the segment results. Segment information for the fiscal years ended December 31, 2022 and January 1, 2022 presented below has been updated to reflect the fiscal 2023 reportable segment structure.

Information about the Company's reportable segments is as follows:

Total Revenues, net

	for the Fiscal Year Ended		
	December 30, 2023	December 31, 2022	January 1, 2022
North America	\$ 638,196	\$ 727,358	\$ 815,444
International	251,355	312,477	395,721
Total revenues, net	<u>\$ 889,551</u>	<u>\$ 1,039,835</u>	<u>\$ 1,211,165</u>
	Net (Loss) Income		
for the Fiscal Year Ended			
	December 30, 2023	December 31, 2022	January 1, 2022
Segment operating income (loss):			
North America	\$ 104,539	\$ (220,018)	\$ 218,569
International	71,664	83,330	130,622
Total segment operating income (loss)	<u>\$ 176,203</u>	<u>\$ (136,688)</u>	<u>\$ 349,191</u>
General corporate expenses	153,870	147,283	152,595
Interest expense	95,893	81,141	87,909
Other expense, net	72	1,691	1,358
Early extinguishment of debt	—	—	30,352
Provision for (benefit from) income taxes	<u>38,623</u>	<u>(109,935)</u>	<u>9,852</u>
Net (loss) income	<u>\$ (112,255)</u>	<u>\$ (256,868)</u>	<u>\$ 67,125</u>

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	Depreciation and Amortization		
	for the Fiscal Year Ended		
	December 30, 2023	December 31, 2022	January 1, 2022
North America	\$ 32,101	\$ 32,521	\$ 39,270
International	1,005	1,660	2,671
Total segment depreciation and amortization	<u>\$ 33,106</u>	<u>\$ 34,181</u>	<u>\$ 41,941</u>
General corporate depreciation and amortization	<u>24,383</u>	<u>14,638</u>	<u>12,745</u>

Depreciation and amortization	\$ 57,489	\$ 48,819	\$ 54,686
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The following tables present information about the Company's revenue and other information by geographic area. There were no material amounts of sales or transfers among geographic areas and no material amounts of U.S. export sales.

	Total Revenues, net for the Fiscal Year Ended		
	December 30, 2023	December 31, 2022	January 1, 2022
United States	\$ 604,441	\$ 682,428	\$ 760,384
Germany	97,085	116,452	147,273
Other	188,025	240,955	303,508
	<u>\$ 889,551</u>	<u>\$ 1,039,835</u>	<u>\$ 1,211,165</u>
Long-Lived Assets (1)			
	December 30, 2023	December 31, 2022	
United States	\$ 18,171	\$ 24,417	
Germany	418	459	
Other	1,152	3,353	
	<u>\$ 19,741</u>	<u>\$ 28,229</u>	

(1) Amounts include finance lease assets

	Operating Lease Assets	
	December 30, 2023	December 31, 2022
United States	\$ 48,870	\$ 68,062
Germany	446	702
Other	2,956	6,932
	<u>\$ 52,272</u>	<u>\$ 75,696</u>

Effective the first day of fiscal 2024 (i.e., December 31, 2023), as a result of the continued evolution of the Company's centralized organizational structure in fiscal 2023, and management's 2024 strategic planning process, the Company's reporting segments changed to one segment based on total revenue for the purpose of making operational and resource decisions and assessing financial performance. The segment information presented in these financial statements does not reflect this change in reportable segments as the change did not take effect internally until the Company's first quarter of fiscal 2023, 2024. The Company will begin reporting segment information based on these the new segments segment in its Quarterly Report on Form 10-Q for the first quarter of fiscal 2023, 2024.

18. Fair Value Measurements

Accounting guidance on fair value measurements for certain financial assets and liabilities requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

When measuring fair value, the Company is required to maximize the use of observable inputs and minimize the use of unobservable inputs.

Fair Value of Financial Instruments

The Company's significant financial instruments include long-term debt and interest rate swap agreements as of **December 31, 2022**, **December 30, 2023** and **January 1, 2022**. Since there were no outstanding borrowings under the Revolving Credit Facility as of **December 31, 2022**, **December 30, 2023** and **January 1, 2022**, the fair value approximated a carrying value of \$0 at both **December 31, 2022**, **December 30, 2023** and **January 1, 2022**.

The fair value of the Company's Credit Facilities is determined by utilizing average bid prices on or near the end of each fiscal quarter (Level 2 input). As of **December 31, 2022**, **December 30, 2023** and **January 1, 2022**, the fair value of the Company's long-term debt was approximately \$**782,384**, **996,429** and \$**1,389,306**, **782,384**, respectively, as compared to the carrying value (net of deferred financing costs and debt discount) of \$**1,422,284**, **1,426,464** and \$**1,418,104**, **1,422,284**, respectively.

Derivative Financial Instruments

The fair values for the Company's derivative financial instruments are determined using observable current market information such as the prevailing **LIBOR** **Term SOFR** interest rate and **LIBOR** **Term SOFR** yield curve rates and include consideration of counterparty credit risk. See Note 19 for disclosures related to derivative financial instruments.

The following table presents the aggregate fair value of the Company's derivative financial instruments:

Fair Value Measurements Using:	Fair Value Measurements Using:
-----------------------------------	--------------------------------

	Quoted Prices in Active Markets				Significant Inputs			
	Prices in Markets		Significant Other		Unobservable Inputs		Quoted Prices in Active Markets	
	for	Observation	for	Inputs	for	Identical Assets	Significant Other	Unobservable Inputs
	Total	Identical	ble	Inputs	Total	Active Markets	Significant Other	Unobservable
	Fair Value	Assets	Inputs	(Level 3)	Fair Value	for Identical Assets	Observable Inputs	Inputs
	(Level 1)	(Level 2)			(Level 1)	(Level 2)	(Level 2)	(Level 3)
Interest rate swap current asset at December 30, 2023					\$ 3,555	\$ —	\$ 3,555	\$ —
Interest rate swap current asset at December 31, 2022	11,74				\$ 11,748	\$ —	\$ 11,748	\$ —
Interest rate swap noncurrent asset at December 31, 2022	2,4				\$ 2,450	\$ —	\$ 2,450	\$ —
Interest rate swap current liability at January 1, 2022	14,67							
	\$ 0	\$ —	\$ 0	\$ —				

The Company did not have any transfers into or out of Levels 1 and 2 and did not maintain any assets or liabilities classified as Level 3 during the fiscal years ended December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
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19. Derivative Instruments and Hedging

In June 2023, the Company amended the terms of its interest rate swap agreements to implement a forward-looking interest rate based on Term SOFR in place of LIBOR. Since the interest rate swap agreements were affected by reference rate reform, the Company applied the expedients and exceptions provided to preserve the past presentation of its derivatives without de-designating the existing hedging relationships. All amendments to interest rate swap agreements were executed with the existing counterparties and did not change the notional amounts, maturity dates, or other critical terms of the hedging relationships.

As of December 31, 2022 December 30, 2023 and January 1, 2022 December 31, 2022, the Company had in effect interest rate swaps with an aggregate notional amount totaling \$500,000.

On July 26, 2013, in order to hedge a portion of its variable rate debt, the Company entered into a forward-starting interest rate swap with an effective date of F-40

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March 31, 2014 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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and a termination date of April 2, 2020. The initial notional amount of this swap was \$1,500,000. During the term of this swap, the notional amount decreased from \$1,500,000

March 31, 2014 to \$1,250,000 on April 3, 2017 and to \$1,000,000 on April 1, 2019. This interest rate swap effectively fixed the variable interest rate on the notional amount of this swap at 2.41%. This swap qualified for hedge accounting and, therefore, changes in the fair value of this swap were recorded in accumulated other comprehensive loss.

On June 11, 2018, in order to hedge a portion of its variable rate debt, the Company entered into a forward-starting interest rate swap (the "2018 swap") with an effective date of April 2, 2020 and a termination date of March 31, 2024. The initial notional amount of this swap was \$500,000. During the term of this swap, the notional amount decreased from \$500,000 effective April 2, 2020 to \$250,000 on March 31, 2021. This Following the transition from LIBOR to Term SOFR, this interest rate swap effectively fixed the variable interest rate on the notional amount of this swap at 3.1005 3.1513%. On June 7, 2019, in order to hedge a portion of its variable rate debt, the Company entered into a forward-starting interest rate swap (the "2019 swap", and together with the 2018 swap, the "current swaps") with an effective date of April 2, 2020 and a termination date of March 31, 2024. The notional amount of this swap is \$250,000. This Following the transition from LIBOR to Term SOFR, this interest rate swap effectively fixed the variable interest rate on the notional amount of this swap at 1.901 1.9645%. The current swaps qualify for hedge accounting and, therefore, changes in the fair value of the current swaps have been recorded in accumulated other comprehensive loss.

As of December 30, 2023, the cumulative unrealized gain for qualifying hedges was reported as a component of accumulated other comprehensive loss in the amount of \$2,716 (\$3,474 before taxes). As of December 31, 2022, the cumulative unrealized gain for qualifying hedges was reported as a component of accumulated other comprehensive loss in the amount of \$10,723 (\$14,146 before taxes). As of January 1, 2022, the cumulative unrealized loss for qualifying hedges was reported as a component of accumulated other comprehensive loss in the amount of \$10,843 (\$14,622 before taxes).

The following table presents the aggregate fair value of the Company's derivative financial instruments by balance sheet classification and location:

	Fair Value				Fair Value			
	Balance		Dece		Balance		December 30,	
	Sheet		mber		Sheet		December 31,	
	Classification	Balance Sheet	31, 2022	ary 1, 2022	Classification	Balance Sheet	December 30, 2023	December 31, 2022
Assets:	Location	2022	2022		Location		2023	2022
Interest rate swaps - current swaps	Current asset and other assets	11,74		Current asset	Prepaid expenses and other current assets			
	Prepaid assets	\$ 8	\$ —				\$ 3,555	\$ 11,748

Interest rate swaps - current swaps	Noncur rent asset	Other noncurrent assets	Noncurrent asset	Other noncurrent assets
	2,4	—		
	50	—		
Total assets	14, 19	—		2,450
	\$ 8	\$ —		
	<u> </u>	<u> </u>		<u> </u>
			\$ 3,555	\$ 14,198
			<u> </u>	<u> </u>
Liabilities:				
Interest rate swaps - current swaps	Curren t liability	Derivative payable		
		14		
		,6		
	\$ —	\$ 70		
Total liabilitie s	14	—		
	\$ —	\$ 70		
	<u> </u>	<u> </u>		<u> </u>

The Company is hedging forecasted transactions for periods not exceeding the next **two years**. The Company expects approximately **\$9,890 2,716** (**\$13,194 3,474** before taxes) of net derivative gains included in accumulated other comprehensive loss at **December 31, 2022** **December 30, 2023**, based on current market rates, will be reclassified into earnings within the next 12 months.

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20. Accumulated Other Comprehensive Loss

Amounts reclassified out of accumulated other comprehensive loss were as follows:

Changes in Accumulated Other Comprehensive Loss by Component ⁽¹⁾

	Fiscal Year Ended December 30, 2023			
	Loss on			
	Gain on		Foreign	
	Qualifying	Hedges	Currency	Translation
	Hedges	Translation	Total	
Beginning balance at December 31, 2022	\$ 10,723	\$ (16,193)	\$ (5,470)	
Other comprehensive income before reclassifications, net of tax	1,731	2,177	3,908	

Amounts reclassified from accumulated other comprehensive loss, net of tax (2)	(9,738)	—	(9,738)
Net current period other comprehensive (loss) income	\$ (8,007)	\$ 2,177	\$ (5,830)
Ending balance at December 30, 2023	\$ 2,716	\$ (14,016)	\$ (11,300)

(1) Amounts in parentheses indicate debits

(2) See separate table below for details about these reclassifications

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	Fiscal Year Ended December 31, 2022		
	Loss on		
	(Loss) Gain on	Foreign	
	Qualifying	Currency	
	Hedges	Translation	Total
Beginning balance at January 1, 2022	\$ (10,843)	\$ (7,761)	\$ (18,604)
Other comprehensive income (loss) before reclassifications, net of tax	19,250	(8,432)	10,818
Amounts reclassified from accumulated other comprehensive loss, net of tax (2)	2,316	—	2,316
Net current period other comprehensive income (loss)	\$ 21,566	\$ (8,432)	\$ 13,134
Ending balance at December 31, 2022	<u>\$ 10,723</u>	<u>\$ (16,193)</u>	<u>\$ (5,470)</u>

(1) Amounts in parentheses indicate debits

(2) See separate table below for details about these reclassifications

	Fiscal Year Ended January 1, 2022		
	Loss on		
	Loss on	Foreign	
	Qualifying	Currency	
	Hedges	Translation	Total
Beginning balance at January 2, 2021	\$ (20,979)	\$ (4,170)	\$ (25,149)
Other comprehensive income (loss) before reclassifications, net of tax	2,452	(3,591)	(1,139)
Amounts reclassified from accumulated other comprehensive loss, net of tax (2)	7,684	—	7,684

Net current period other comprehensive income (loss)	\$ 10,136	\$ (3,591)	\$ 6,545
Ending balance at January 1, 2022	\$ (10,843)	\$ (7,761)	\$ (18,604)

(1) Amounts in parentheses indicate debits

(2) See separate table below for details about these reclassifications

	Fiscal Year Ended January 2, 2021		
	Loss on		
	Loss on	Foreign	
	Qualifying	Currency	
	Hedges	Translation	Total
Beginning balance at December 28, 2019	\$ (15,529)	\$ (11,823)	\$ (27,352)
Other comprehensive (loss) income before reclassifications, net of tax	(14,590)	7,555	(7,035)
Amounts reclassified from accumulated other comprehensive loss, net of tax (2)	9,140	—	9,140
Net current period other comprehensive (loss) income including noncontrolling interest	\$ (5,450)	\$ 7,555	\$ 2,105
Less: Net current period other comprehensive loss attributable to the noncontrolling interest	—	98	98
Ending balance at January 2, 2021	\$ (20,979)	\$ (4,170)	\$ (25,149)

Reclassifications out of Accumulated Other Comprehensive Loss ⁽¹⁾

Details about Other Comprehensive Loss Components	Fiscal Year Ended			Affected Line Item in the Statement Where Net Income is Presented
	December 30, 2023	December 31, 2022	January 1, 2022	
	Amounts Reclassified from Accumulated Other Comprehensive Loss			
Gain (Loss) on Qualifying Hedges				
Interest rate contracts	\$ 12,980	\$ (3,090)	\$ (10,271)	Interest expense
	12,980	(3,090)	(10,271)	(Loss) income before income taxes
	(3,242)	774	2,587	Provision for (benefit from) income taxes
	\$ 9,738	\$ (2,316)	\$ (7,684)	Net (loss) income

(1) Amounts in parentheses indicate debits to profit/loss

(2)

See separate table below for details about these reclassifications

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Reclassifications out of Accumulated Other Comprehensive Loss ⁽¹⁾

	Fiscal Year Ended			Affected Line Item in the Statement Where Net Income is Presented
	December 31, 2022	January 1, 2022	January 2, 2021	
	Amounts Reclassified from			
Details about Other Comprehensive Loss Components	Accumulated Other Comprehensive Loss			
Loss on Qualifying Hedges				
Interest rate contracts	\$ (3,090)	\$ (10,271)	\$ (12,218)	Interest expense
	(3,090)	(10,271)	(12,218)	(Loss) income before income taxes
	774	2,587	3,078	(Benefit from) provision for income taxes
	<u>\$ (2,316)</u>	<u>\$ (7,684)</u>	<u>\$ (9,140)</u>	Net (loss) income

(1) Amounts in parentheses indicate debits to profit/loss

21. Recently Issued Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board (the "FASB") issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures", to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. In addition, ASU 2023-07 enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment and contains other disclosure requirements. The effective date of the new guidance for public companies is for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The new guidance should be applied retrospectively to all prior periods presented in the financial statements. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. The Company is currently evaluating the impact the adoption of this guidance will have on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures", to improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. ASU 2023-09 also improves the effectiveness and comparability of income tax disclosures by (1) adding disclosures of pretax income (or loss) and income tax expense (or benefit) and (2) removing disclosures that no longer are considered cost beneficial or relevant. The effective date of the new guidance for public companies is for annual periods beginning after December 15, 2024. Early adoption is permitted. The new guidance should be applied

prospectively, although retrospective application is permitted. The Company is currently evaluating the impact the adoption of this guidance will have on its consolidated financial statements.

The Company has determined that other recently issued accounting pronouncements are not expected to have a material impact on its consolidated financial statements.

22. Related Party

As previously disclosed, on October 18, 2015, the Company entered into the Strategic Collaboration Agreement with Oprah Winfrey, under which she would consult consulted with the Company and participate participated in developing, planning, executing and enhancing the WW program and related initiatives, and provide provided it with services in her discretion to promote the Company and its programs, products and services for an initial term of five years (the "Initial Term").

As previously disclosed, on December 15, 2019, the Company entered into an amendment of the Strategic Collaboration Agreement with Ms. Winfrey, pursuant to which, among other things, the Initial Term of the Strategic Collaboration Agreement was extended until April 17, 2023 (with no additional successive renewal terms), after which a second term commenced that will commence and continue through the earlier of the date of the Company's 2025 annual meeting of shareholders or May 31, 2025. Ms. Winfrey will continue to provide the above-described services during the remainder of the Initial Term and, during the second term, will provide certain consulting and other services to the Company. In consideration of Ms. Winfrey entering into the amendment to the Strategic Collaboration Agreement and the performance of her obligations thereunder, on December 15, 2019 the Company granted Ms. Winfrey a fully vested option to purchase 3,276 shares of the Company's common stock (the "Winfrey Amendment Option") which became exercisable on May 6, 2020, the date on which shareholder approval of such option was obtained. The amendment to the Strategic Collaboration Agreement became operative on May 6, 2020 when the Company's shareholders approved the Winfrey Amendment Option. Based on the Black Scholes option pricing method as of May 6, 2020, the Company recorded \$32,686 of compensation expense in during the second quarter of fiscal 2020 for the Winfrey Amendment Option. The Company used a dividend yield of 0.0%, 63.68% volatility and a risk-free interest rate of 0.41%. Compensation expense was included as a component of selling, general and administrative expenses. term.

In addition to the Strategic Collaboration Agreement, Ms. Winfrey and her related entities provided services to the Company totaling \$861,574, \$918,861 and \$2,228,918 for the fiscal years ended December 31, 2022 December 30, 2023, January 1, 2022 December 31, 2022 and January 2, 2021 January 1, 2022, respectively, which services included advertising, production and related fees.

Entities related to Ms. Winfrey were reimbursed for actual costs incurred in connection with the The Company had WW Presents: Oprah's 2020 Vision no tour totaling \$1,653 for the fiscal year ended January 2, 2021.

The Company's accounts payable outstanding payables to parties related to Ms. Winfrey at December 31, 2022 December 30, 2023 and January 1, 2022 was \$0 and \$120, respectively.

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During the fiscal year ended January 1, 2022, as permitted by the transfer provisions set forth in the previously disclosed Share Purchase Agreement, dated October 18, 2015, between the Company and Ms. Winfrey, as amended, (the "Purchase Agreement"), and the previously disclosed Winfrey Option Agreement, dated October 18, 2015, between the Company and Ms. Winfrey, (the "Initial Option Agreement"), Ms. Winfrey sold 1,542 of the shares she purchased under such purchase agreement and exercised a portion of her stock options granted in fiscal 2015 resulting in the sale of 581 shares issuable under such options, respectively.

During the fiscal year ended January 2, 2021, as permitted by the transfer provisions set forth in the Purchase Agreement and the Initial Option Agreement, Ms. Winfrey sold F-43

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of the shares she purchased under such purchase agreement and exercised a portion of her stock options granted in fiscal 2015 resulting in the sale of 1,118

23. Restructuring

2023 Plan

As previously disclosed, in the fourth quarter of fiscal 2022, management reviewed the then-current global business operations of the Company as well as the different functions and systems supporting those operations and contrasted them with the Company's strategic priorities and requirements for fiscal 2023 and beyond. Based on that review, in December 2022, the Company's management resolved to centralize its global management of certain functions and systems, deprioritize and in some cases cease operations for certain non-strategic business lines, and continue the rationalization of its real estate portfolio to align with its future needs. Throughout December 2022 and January 2023, management developed and continued refining a detailed plan to achieve these goals.

The Company has committed to a restructuring plan consisting of (i) an organizational restructuring and rationalization of certain functions and systems to centralize the Company's management, align resources with strategic business lines and reduce costs associated with certain functions and systems (the "Organizational Restructuring") and (ii) the continued rationalization of its real estate portfolio and resulting operating lease termination charges and the associated employment termination costs (the "Real Estate Restructuring," and together with the Organizational Restructuring, the "2023 Plan"). In Refer to the tables below for the total restructuring charges under the 2023 Plan recorded for the fiscal years ended December 30, 2023 and December 31, 2022. The cumulative amount incurred as of December 30, 2023 related to the aggregate 2023 Plan is \$67,351. The Company currently does not expect to record additional restructuring charges in connection with the 2023 Plan the Company anticipates recording restructuring charges which it currently estimates will range between \$39,000 to \$46,000in the aggregate. For the fiscal year ended December 31, 2022, the Company recorded restructuring expenses totaling \$13,608 (\$10,201 after tax). 2024.

The Organizational Restructuring has resulted and will further result in the elimination of certain positions and the termination of employment for certain employees worldwide. In connection with the Organizational Restructuring, the Company anticipates recording charges of approximately \$15,000 to \$18,000 in the aggregate with respect to employee termination benefit costs, which are expected to consist primarily of general and administrative expenses. The majority A significant portion of these charges were recorded in the fourth quarter of fiscal 2022 at the time management resolved to undertake the Organizational Restructuring. Refer to the tables below for the employee termination benefit costs related to the Organizational Restructuring under the 2023 Plan recorded for the fiscal years ended December 30, 2023 and December 31, 2022. The cumulative amount incurred as of December 30, 2023 related to the aggregate employee termination benefit costs related to the Organizational Restructuring under the 2023 Plan is \$38,737.

In connection with Refer to the tables below for the lease termination costs and employee termination benefit costs related to the Real Estate Restructuring the Company anticipates recording charges of approximately \$24,000 to \$28,000 in the aggregate consisting of lease termination and other related costs, the majority of which will be recorded in the first six months of fiscal 2023.

Substantially all of the costs arising from under the 2023 Plan are expected to result in cash expenditures recorded for the fiscal years ended December 30, 2023 and December 31, 2022, as applicable. The cumulative amount incurred as of December 30, 2023 related to separation payments, other the aggregate lease termination costs and employee termination expenses and lease termination payments. The Company expects benefit costs related to the Real Estate Restructuring under the 2023 Plan is \$12,924 and \$7,476, respectively.

Refer to be fully executed by the end tables below for the other cash restructuring charges and other non-cash restructuring charges under the 2023 Plan recorded for the fiscal year ended December 30, 2023. The cumulative amount incurred as of fiscal 2023, December 30, 2023 related to the aggregate other cash restructuring charges and total non-cash restructuring charges under the 2023 Plan is \$1,577 and \$6,637, respectively.

For the fiscal year ended December 31, 2022 December 30, 2023, the components of the Company's restructuring expenses charges for the 2023 Plan were as follows:

	Fiscal Year Ended
	December 31, 2022
Employee termination benefit costs	\$ 13,608
Total restructuring expenses	\$ 13,608
	Fiscal Year Ended
	December 30, 2023
Cash restructuring charges:	
Real Estate Restructuring - Lease termination costs	\$ 12,924
Real Estate Restructuring - Employee termination benefit costs	5,678
Organizational Restructuring - Employee termination benefit costs	26,927
Other cash restructuring charges	1,577
Total cash restructuring charges	\$ 47,106
Non-cash restructuring charges:	
Accelerated depreciation and amortization charges	\$ 6,831
Other non-cash restructuring charges	(194)
Total non-cash restructuring charges	\$ 6,637

Total restructuring charges	\$	53,743
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For the fiscal year ended December 31, 2022 December 30, 2023, restructuring expenses charges for the 2023 Plan were recorded in the Company's consolidated statements of operations as follows:

	Fiscal Year Ended	Fiscal Year Ended
	December 31, 2022	December 30, 2023
Cost of revenues	\$ 1,798	\$ 21,116
Selling, general and administrative expenses	11,810	32,627
Total restructuring expenses	\$ 13,608	
Total restructuring charges		\$ 53,743

For the fiscal year ended December 31, 2022, the components of the Company's restructuring charges for the 2023 Plan were as follows:

	Fiscal Year Ended
	December 31, 2022
Cash restructuring charges:	
Real Estate Restructuring - Employee termination benefit costs	\$ 1,798
Organizational Restructuring - Employee termination benefit costs	11,810
Total restructuring charges	\$ 13,608

For the fiscal year ended December 31, 2022, restructuring charges for the 2023 Plan were recorded in the Company's consolidated statements of operations as follows:

	Fiscal Year Ended
	December 31, 2022
Cost of revenues	
	\$ 1,798
Selling, general and administrative expenses	11,810
Total restructuring charges	\$ 13,608

All expenses were recorded to general corporate expenses and, therefore, there was no impact to the segments.

The following table presents a roll-forward of cash restructuring-related liabilities, which is included within accrued expenses in the Company's consolidated balance sheets:

	Real Estate		Real Estate Restructuring		Organizational			Total	
	Restructuring -		-		Restructuring -				
	Lease termination	Employee termination	Employee termination	Other cash					
	costs	benefit costs	benefit costs	restructuring charges					
Balance as of December									
31, 2022	\$ —	\$ 1,798	\$ 11,810	\$ —				\$ 13,608	
Charges	12,924	5,678	26,927	1,577				47,106	
Payments	(12,768)	(4,813)	(15,142)	(1,233)				(33,956)	
Balance as of December									
30, 2023	\$ 156	\$ 2,663	\$ 23,595	\$ 344				\$ 26,758	

The Company expects the remaining lease termination liability related to the Real Estate Restructuring, the remaining employee termination benefit liability of \$13,608 related to the Real Estate Restructuring, the remaining employee termination benefit liability related to the Organizational Restructuring and other cash restructuring charges to be paid in full by the end of fiscal 2025.

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2022 Plan

As previously disclosed, in the second quarter of fiscal 2022, the Company committed to a restructuring plan consisting of (i) an organizational realignment to simplify the Company's corporate structure and reduce associated costs (the "Organizational Realignment") and (ii) a continued rationalization of its real estate portfolio resulting in the termination of certain of the Company's operating leases (together with the Organizational Realignment, the "2022 Plan"). The Organizational Realignment has resulted in the elimination of certain positions and termination of employment for certain employees worldwide. Refer to the tables below for the total restructuring charges under the 2022 Plan recorded for the fiscal year ended December 31, 2022. The cumulative amount incurred as of December 30, 2023 related to the Company recorded restructuring expenses totaling \$27,181 (\$20,375 after tax).

Costs arising from the aggregate 2022 Plan related to separation payments, other employee termination expenses and lease termination and other related costs, except for lease impairment and accelerated depreciation and amortization related to leased locations, are expected to result in cash expenditures is \$28,316.

For the fiscal year ended December 31, 2022, the components of the Company's restructuring **expenses** **charges** for the 2022 Plan were as follows:

	Fiscal Year Ended
	December 31, 2022
Lease termination and other related costs	\$ 3,791
Employee termination benefit costs	19,170
Lease impairments	2,680
Other costs	1,540
Total restructuring expenses	\$ 27,181

	Fiscal Year Ended
	December 31, 2022
Cash restructuring charges:	
Lease termination costs	\$ 2,424
Employee termination benefit costs	19,170
Other cash restructuring charges	995
Total cash restructuring charges	\$ 22,589
Non-cash restructuring charges:	
Lease impairments	\$ 2,680
Accelerated depreciation and amortization charges	1,453
Other non-cash restructuring charges	459
Total non-cash restructuring charges	\$ 4,592
Total restructuring charges	\$ 27,181

See Note 4 for additional information in regard to the Company's lease impairments for the fiscal year ended December 31, 2022.

For the fiscal year ended December 31, 2022, restructuring **expenses** **charges** for the 2022 Plan were recorded in the Company's consolidated statements of operations as follows:

	Fiscal Year Ended	Fiscal Year Ended
	December 31, 2022	December 31, 2022
Cost of revenues	\$ 6,476	\$ 6,476
Selling, general and administrative expenses	20,705	20,705
Total restructuring expenses	\$ 27,181	
Total restructuring charges		\$ 27,181

All expenses were recorded to general corporate expenses and, therefore, there was no impact to the segments.

For the fiscal year ended December 31, 2022, the Company made payments of \$1,877 towards the liability for the lease termination costs. For the fiscal year ended December 31, 2022, the Company made payments of \$10,909 towards the liability for the employee termination benefit costs.

The Company expects following table presents a roll-forward of cash restructuring-related liabilities, which is included within accrued expenses in the remaining lease termination liability of \$ Company's consolidated balance sheets:547

	Lease termination costs	Employee termination benefit costs	Other cash restructuring charges	Total
Balance as of January 1,				
2022	\$ —	\$ —	\$ —	\$ —
Charges	2,424	19,170	995	22,589
Payments	(1,877)	(10,909)	—	(12,786)
Balance as of December 31,				
2022	\$ 547	\$ 8,261	\$ 995	\$ 9,803
Payments	(122)	(8,880)	(995)	(9,997)
Change in estimate	(425)	1,560	—	1,135
Balance as of December 30,				
2023	\$ —	\$ 941	\$ —	\$ 941

and the remaining employee termination benefit liability of \$8,261 to be paid in full by the end of fiscal 2024.

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As of December 30, 2023, the Company expects the remaining employee termination benefit liability to be paid in full by the end of fiscal 2024.

2021 Plan

As previously disclosed, in the first quarter of fiscal 2021, as the Company continued to evaluate its cost structure, anticipate consumer demand and focus on costs, the Company committed to a plan which has resulted in the termination of operating leases and elimination of certain positions worldwide. Refer to the tables below for the total restructuring charges under the 2021 Plan recorded for the fiscal year years ended December 31, 2022 and January 1, 2022. The cumulative amount incurred as of December 30, 2023 related to the Company recorded restructuring expenses totaling aggregate 2021 Plan is \$21,534 21,227 (\$16,109 after tax).

For the fiscal year ended January 1, 2022, the components of the Company's restructuring **expenses** **charges** were as follows:

	Fiscal Year Ended
	January 1, 2022
Lease termination and other related costs	\$ 12,688
Employee termination benefit costs	8,846
Total restructuring expenses	\$ 21,534

	Fiscal Year Ended
	January 1, 2022
Cash restructuring charges:	
Lease termination costs	\$ 9,004
Employee termination benefit costs	8,846
Total cash restructuring charges	\$ 17,850
Non-cash restructuring charges:	
Accelerated depreciation and amortization charges	\$ 3,067
Other non-cash restructuring charges	617
Total non-cash restructuring charges	\$ 3,684
Total restructuring charges	\$ 21,534

For the fiscal year ended January 1, 2022, restructuring **expenses** **charges** were recorded in the Company's consolidated statements of operations as follows:

	Fiscal Year Ended	Fiscal Year Ended
	January 1, 2022	January 1, 2022
Cost of revenues	\$ 16,727	\$ 16,727
Selling, general and administrative expenses	4,807	4,807
Total restructuring expenses	\$ 21,534	
Total restructuring charges		\$ 21,534

All expenses were recorded to general corporate expenses and, therefore, there was no impact to the segments.

For The following table presents a roll-forward of cash restructuring-related liabilities, which is included within accrued expenses in the fiscal year ended January 1, 2022, the Company made payments of \$ Company's consolidated balance sheets: 7,640

	Lease termination costs	Employee termination benefit costs	Total
Balance as of January 2, 2021	\$ —	\$ —	\$ —
Charges	9,004	8,846	17,850
Payments	(7,640)	(4,802)	(12,442)
Change in estimate	(3)	—	(3)

Balance as of January 1, 2022	\$ 1,361	\$ 4,044	\$ 5,405
Charges	97	148	245
Payments	(777)	(3,814)	(4,591)
Change in estimate	(681)	72	(609)
Balance as of December 31, 2022	\$ —	\$ 450	\$ 450
Payments	—	(507)	(507)
Change in estimate	—	57	57
Balance as of December 30, 2023	\$ —	\$ —	\$ —

towards the liability for the lease termination costs and decreased provision estimates by \$

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. For the fiscal year ended January 1, 2022, the Company made payments of \$4,802 towards the liability for the employee termination benefit costs. **WW INTERNATIONAL, INC. AND SUBSIDIARIES**

For the fiscal year ended December 31, 2022, the Company made payments of \$777 towards the liability for the lease termination costs, decreased provision estimates by \$681 and incurred additional lease termination and other related costs of \$119. For the fiscal year ended December 31, 2022, the Company made payments of \$3,814 towards the liability for the employee termination benefit costs, increased provision estimates by \$72 and incurred additional employee termination benefit costs of \$148. **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

As of December 31, 2022, there was (IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS) no outstanding lease termination liability. The Company expects the remaining employee termination benefit liability of \$450

2020 Plan

As previously disclosed, in the second quarter of fiscal 2020, in connection with its cost-savings initiative, and its continued response to the COVID-19 pandemic and the related shift in market conditions, the Company committed to a plan of reduction in force which has resulted in the elimination of certain positions and termination of employment for certain employees worldwide. To adjust to anticipated consumer demand, the Company evolved its workshop strategy and expanded its restructuring plan to include lease termination and other related costs. **Refer to the tables below for the total restructuring charges under the 2020 Plan recorded for the fiscal year ended January 2, 2021. The cumulative amount incurred as of December 30, 2023 related to the Company recorded restructuring expenses totaling aggregate 2020 Plan is \$33,092 30,729 (\$24,756 after tax).**

For the fiscal year ended January 2, 2021, the components of the Company's restructuring **expenses** charges were as follows:

	Fiscal Year Ended
	January 2, 2021
Lease termination and other related costs	\$ 7,989

Employee termination benefit costs	25,103
Total restructuring expenses	\$ 33,092

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)

	Fiscal Year Ended
	January 2, 2021
Cash restructuring charges:	
Lease termination costs	\$ 5,966
Employee termination benefit costs	25,103
Total cash restructuring charges	<u>\$ 31,069</u>
Non-cash restructuring charges:	
Accelerated depreciation and amortization charges	\$ 677
Other non-cash restructuring charges	1,346
Total non-cash restructuring charges	<u>\$ 2,023</u>
Total restructuring charges	<u>\$ 33,092</u>

For the fiscal year ended January 2, 2021, restructuring **expenses** **charges** were recorded in the Company's consolidated statements of operations as follows:

	Fiscal Year Ended	Fiscal Year Ended
	January 2, 2021	January 2, 2021
Cost of revenues	\$ 23,300	\$ 23,300
Selling, general and administrative expenses	9,792	9,792
Total restructuring expenses	<u>\$ 33,092</u>	
Total restructuring charges	<u>\$ 33,092</u>	

All expenses were recorded to general corporate expenses and, therefore, there was no impact to the segments.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)

The following table presents a roll-forward of cash restructuring-related liabilities, which is included within accrued expenses in the Company's consolidated balance sheets:

	Lease termination costs	Employee termination benefit costs	Total
Balance as of December 28, 2019	\$ —	\$ —	\$ —
Charges	5,966	25,103	31,069
Payments	(645)	(15,434)	(16,079)
Change in estimate	—	180	180
Balance as of January 2, 2021	\$ 5,321	\$ 9,849	\$ 15,170
Payments	(4,649)	(6,773)	(11,422)
Change in estimate	(470)	(1,136)	(1,606)
Balance as of January 1, 2022	\$ 202	\$ 1,940	\$ 2,142
Payments	(86)	(1,202)	(1,288)
Change in estimate	(116)	(621)	(737)
Balance as of December 31, 2022	\$ —	\$ 117	\$ 117
Payments	—	(97)	(97)
Change in estimate	—	(20)	(20)
Balance as of December 30, 2023	\$ —	\$ —	\$ —

24. Revision of Previously Issued Financial Statements

As previously disclosed, after the three months ended September 30, 2023, the Company identified misstatements in its accounting for income taxes resulting primarily from the recording of a U.S. deferred tax liability related to a foreign branch of the U.S., partially offset by a U.S. deferred tax asset related to its U.S. leases, that should have been recorded in prior fiscal years. The Company concluded that these misstatements were not material, either individually or in aggregate, to its current or previously issued consolidated financial statements, and is revising its previously issued consolidated financial statements to correct for these misstatements. In connection with such revisions, the Company is also correcting for other previously identified immaterial misstatements that were previously corrected as out-of-period adjustments during the fiscal year ended January 2, 2021, December 31, 2022.

Due to these misstatements, which originated prior to fiscal 2023, the opening retained earnings balance as of January 1, 2023 was overstated by \$5,465 due to the net impact of the income tax misstatement of \$1,965 and other previously identified misstatements of \$3,500. Such previously identified misstatements were previously corrected through out-of-period adjustments and included income tax misstatements related to the reversal of (i) a basis difference related to goodwill and other intangibles and (ii) a U.S. federal income tax receivable, in addition to the release of a brand marketing accrual that should have been released in a prior year. Additionally, the Company made payments is revising the consolidated statement of \$645 towards the liability operations for the lease termination costs. For the fiscal year ended January 2, 2021, January 1, 2022 to correct for the immaterial application of an incorrect commission rate resulting in an overstatement of both revenue and cost of subscription revenues of \$1,610.

The revisions to the accompanying audited consolidated balance sheet, consolidated statement of operations, consolidated statement of comprehensive (loss) income and consolidated statement of cash flows as of and for the fiscal year ended December 31, 2022 are presented below. There were no changes to the consolidated statement of changes in total deficit that have not otherwise

been reflected in the consolidated balance sheet, consolidated statement of operations and consolidated statement of comprehensive (loss) income as detailed in the tables below.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)

	At December 31, 2022				
	As Previously				
	Reported	Adjustments	As Revised		
CONSOLIDATED BALANCE SHEET					
Deferred income taxes	\$ 23,119	\$ 1,965	\$ 25,084		
Total Liabilities	\$ 1,712,245	\$ 1,965	\$ 1,714,210		
Retained earnings	\$ 2,418,959	\$ (1,965)	\$ 2,416,994		
Total Deficit	\$ (683,815)	\$ (1,965)	\$ (685,780)		
Fiscal Year Ended December 31, 2022					
	As Previously				
	Reported	Adjustments	As Revised		
CONSOLIDATED STATEMENT OF OPERATIONS					
Product sales and other, net	\$ 121,801	\$ (1,021)	\$ 120,780		
Revenues, net	\$ 1,040,856	\$ (1,021)	\$ 1,039,835		
Gross profit	\$ 622,400	\$ (1,021)	\$ 621,379		
Operating loss	\$ (282,950)	\$ (1,021)	\$ (283,971)		
Loss before income taxes	\$ (365,782)	\$ (1,021)	\$ (366,803)		
Benefit from income taxes	\$ (114,379)	\$ 4,444	\$ (109,935)		
Net loss	\$ (251,403)	\$ (5,465)	\$ (256,868)		
Net loss per share					
Basic	\$ (3.58)	\$ (0.08)	\$ (3.65)		
Diluted	\$ (3.58)	\$ (0.08)	\$ (3.65)		
Fiscal Year Ended December 31, 2022					
	As Previously				
	Reported	Adjustments	As Revised		
CONSOLIDATED STATEMENT OF COMPREHENSIVE (LOSS) INCOME					
Net loss	\$ (251,403)	\$ (5,465)	\$ (256,868)		

Comprehensive loss	\$ (238,269)	\$ (5,465)	\$ (243,734)
Fiscal Year Ended December 31, 2022			
	As Previously		
	Reported	Adjustments	As Revised
CONSOLIDATED STATEMENT OF CASH FLOWS			
Net loss	\$ (251,403)	\$ (5,465)	\$ (256,868)
Adjustments to reconcile net loss to cash provided by operating activities:			
Deferred tax benefit	\$ (150,994)	\$ 5,165	\$ (145,829)
Changes in cash due to:			
Prepaid expenses	\$ 9,599	\$ (721)	\$ 8,878
Accrued liabilities	\$ 19,904	\$ 1,021	\$ 20,925
Cash provided by operating activities	\$ 76,646	\$ —	\$ 76,646

The revisions to the accompanying audited consolidated statement of operations, consolidated statement of comprehensive (loss) income and consolidated statement of cash flows for the fiscal year ended January 1, 2022 are presented below. There were no changes to the consolidated statement of changes in total deficit that have not otherwise been reflected in the consolidated statement of operations and consolidated statement of comprehensive (loss) income as detailed in the tables below.

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WW INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)

	Fiscal Year Ended January 1, 2022		
	As Previously		
	Reported	Adjustments	As Revised
CONSOLIDATED STATEMENT OF OPERATIONS			
Subscription revenues, net	\$ 1,063,039	\$ (1,610)	\$ 1,061,429
Product sales and other, net	\$ 149,424	\$ 312	\$ 149,736
Revenues, net	\$ 1,212,463	\$ (1,298)	\$ 1,211,165
Cost of subscription revenues	\$ 370,064	\$ (1,610)	\$ 368,454
Cost of revenues	\$ 486,108	\$ (1,610)	\$ 484,498
Gross profit	\$ 726,355	\$ 312	\$ 726,667
Operating income	\$ 196,284	\$ 312	\$ 196,596
Income before income taxes	\$ 76,665	\$ 312	\$ 76,977
Provision for income taxes	\$ 9,773	\$ 79	\$ 9,852

Net income	\$ 66,892	\$ 233	\$ 67,125
Earnings per share			
Basic	\$ 0.96	\$ 0.00	\$ 0.96
Diluted	\$ 0.95	\$ 0.00	\$ 0.95
Fiscal Year Ended January 1, 2022			
	As Previously		
	Reported	Adjustments	As Revised
CONSOLIDATED STATEMENT OF COMPREHENSIVE (LOSS) INCOME			
Net income	\$ 66,892	\$ 233	\$ 67,125
Comprehensive income	\$ 73,437	\$ 233	\$ 73,670
Fiscal Year Ended January 1, 2022			
	As Previously		
	Reported	Adjustments	As Revised
CONSOLIDATED STATEMENT OF CASH FLOWS			
Net income	\$ 66,892	\$ 233	\$ 67,125
Changes in cash due to:			
Accrued liabilities	\$ 1,272	\$ (312)	\$ 960
Income taxes	\$ (7,014)	\$ 79	\$ (6,935)
Cash provided by operating activities	\$ 157,281	\$ —	\$ 157,281

25. Quarterly Financial Information (Unaudited)

The following is a summary of the unaudited quarterly consolidated results of operations for the fiscal years ended December 30, 2023 and December 31, 2022.

	For the Fiscal Quarters Ended			
	April 1, 2023	July 1, 2023	September 30, 2023	December 30, 2023
	2023	2023	2023	2023
Fiscal year ended December 30, 2023				
Revenues, net	\$ 241,895	\$ 226,830	\$ 214,871	\$ 205,955
Gross profit	\$ 119,511	\$ 143,180	\$ 141,755	\$ 124,857
Operating (loss) income	\$ (28,583)	\$ 26,317	\$ 30,607	\$ (6,008)
Provision for (benefit from) income taxes	\$ 67,580	\$ (48,066)	\$ (38,447)	\$ 57,556
Net (loss) income	\$ (118,679)	\$ 50,828	\$ 43,731	\$ (88,135)
Basic (net loss) earnings per share	\$ (1.68)	\$ 0.65	\$ 0.55	\$ (1.11)
Diluted (net loss) earnings per share	\$ (1.68)	\$ 0.65	\$ 0.54	\$ (1.11)

Basic and diluted (net loss) earnings per share are computed independently for each of the periods presented. Accordingly, the sum of the quarterly amounts may not agree to the total for the year.

WW INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(IN THOUSANDS, EXCEPT PER SHARE AND PER UNIT AMOUNTS)

As discussed in Note 23, the Company made payments recorded restructuring charges of \$15,434 22,660, \$2,650, \$5,975 towards and \$23,629 during the liability for the first, second, third and fourth quarters of fiscal 2023, respectively, in connection with employee termination benefit costs, and increased provision estimates by \$180.

For the fiscal year ended January 1, 2022, the Company made payments of \$4,649 towards the liability for the lease termination costs and decreased provision estimates by \$ other restructuring charges associated with its previously disclosed plans to restructure its organization.

470. For the fiscal year ended January 1, 2022, As discussed in Note 6, the Company made payments incurred transaction-related costs in connection with its acquisition of Sequence of \$6,773 3,719 towards in the liability for first quarter of fiscal 2023 and \$4,886 in the employee termination benefit costs second quarter of fiscal 2023.

As discussed in Note 7, in the fourth quarter of fiscal 2023, the Company recorded goodwill impairment charges related to its Republic of Ireland and decreased provision estimates by Northern Ireland reporting units of \$1,136 2,383 and \$1,203, respectively, and a franchise rights acquired impairment charge related to its Northern Ireland unit of account of \$47.

	For the Fiscal Quarters Ended			
	April 2, 2022	July 2, 2022	October 1, 2022	December 31, 2022
Fiscal year ended December 31, 2022				
Revenues, net	\$ 297,761	\$ 269,454	\$ 249,718	\$ 222,902
Gross profit	\$ 180,098	\$ 162,962	\$ 152,351	\$ 125,968
Operating income (loss)	\$ 8,970	\$ 13,366	\$ (254,529)	\$ (51,778)
Benefit from income taxes	\$ (1,796)	\$ (701)	\$ (70,748)	\$ (36,690)
Net loss	\$ (8,249)	\$ (6,801)	\$ (206,037)	\$ (35,781)
Basic net loss per share	\$ (0.12)	\$ (0.10)	\$ (2.93)	\$ (0.51)
Diluted net loss per share	\$ (0.12)	\$ (0.10)	\$ (2.93)	\$ (0.51)

For

Basic and diluted net loss per share are computed independently for each of the periods presented. Accordingly, the sum of the quarterly amounts may not agree to the total for the year.

As discussed in Note 7, in the second quarter of fiscal year ended December 31, 2022, 2022, the Company made payments recorded franchise rights acquired impairment charges related to its Canada and New Zealand units of account of \$86 24,485 towards and \$834, respectively, and a goodwill impairment charge related to Kurbo of \$1,101; in the liability for the lease termination costs and decreased provision estimates by \$116. For the third quarter of fiscal year ended December 31, 2022, 2022, the Company made payments recorded franchise rights acquired impairment charges related to its United States, Canada and New Zealand units of account of \$1,202 298,291, \$13,312 towards and \$1,138, respectively; and in the liability for fourth quarter of fiscal

2022, the employee termination benefit costs Company recorded franchise rights acquired impairment charges related to its United States, Canada, United Kingdom and decreased provision estimates by Australia units of account of \$621,25,739, \$19,657, \$8,275 and \$1,872, respectively, and a goodwill impairment charge related to its Republic of Ireland reporting unit of \$2,023.

As discussed in Note 23, the Company recorded restructuring charges of December 31, 2022 \$149, \$18,550, \$3,660 and \$17,352 during the first, second, third and fourth quarters of fiscal 2022, respectively, in connection with employee termination benefit costs, lease termination costs and other restructuring charges associated with its previously disclosed plans to restructure its organization.

As discussed in Note 24, the Company revised previously issued financial statements primarily due to misstatements in its accounting for income taxes and other previously identified immaterial misstatements that were previously corrected as out-of-period adjustments. As a result, in the first quarter of fiscal 2022, the Company decreased benefit from income taxes by \$6, increased net loss by \$6 and there was no outstanding lease termination liability. The Company expects impact on basic and diluted net loss per share; in the remaining employee termination benefit liability of \$117 to be paid in full by the end second quarter of fiscal 2023. 2022, the Company decreased benefit from income taxes by \$2,178, increased net loss by \$2,178 and increased basic and diluted net loss per share by \$0.03; in the third quarter of fiscal 2022, the Company decreased benefit from income taxes by \$1, increased net loss by \$1 and there was no impact on basic and diluted net loss per share; and in the fourth quarter of fiscal 2022, the Company decreased revenues, net by \$1,021, decreased gross profit by \$1,021, increased operating loss by \$1,021, decreased benefit from income taxes by \$2,259, increased net loss by \$3,280 and increased basic and diluted net loss per share by \$0.05.

24. Subsequent Event

On March 4, 2023, the Company entered into a definitive merger agreement to acquire Weekend Health, Inc. ("Weekend Health", and such acquisition, the "Transaction"). Upon completion of the Transaction, Weekend Health will become a wholly-owned subsidiary of the Company. Weekend Health provides a technology powered care platform and mobile web application through its subscription based service, which includes a comprehensive weight management program, pharmacotherapy treatment, nutrition plans, health insurance coordination services, and access to clinicians, dietitians, fitness coaches and care coordinators. The purchase price is \$132,000 (inclusive of a minimum of \$26,000 of cash on the balance sheet of Weekend Health), consisting of \$100,000 to be paid at the closing of the Transaction (the "Closing"), of which \$65,000 will be paid in cash and \$35,000 will be paid in newly issued shares of the Company's common stock at a price per share of \$4.34, \$16,000 will be paid in cash on the first anniversary of the Closing and \$16,000 will be paid in cash on the second anniversary of the Closing. The proceeds paid on the first and second anniversary of the Closing will not be subject to any conditions or contingencies other than the passage of time. The Transaction is not subject to a financing condition. F-52

SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

(IN THOUSANDS)

	Additions					Additions				
	Balance at	Charged to	Charged to	Balance at	Balance at	Charged to	Charged to	Balance at		
	Beginning	Costs and	to	Deduct	Beginning	Costs and	to Other	Deductions	End	
	ning	and	Other	ions	End	Beginning	Costs and	to Other	Deductions	End
					of Period	Expenses	Accounts	(1)		of Period
FISCAL YEAR ENDED										
DECEMBER 30, 2023										
Allowance for credit losses						\$ 976	\$ 1,306	\$ —	\$ (1,241)	\$ 1,041
Inventory and other reserves						\$ 6,468	\$ 7,350	\$ —	\$ (4,930)	\$ 8,888
Tax valuation allowance						\$ 35,818	\$ 53,946	\$ 110	\$ (73)	\$ 89,801
	of Period	Expenses	Accounts	(1)	of Period					
FISCAL YEAR ENDED										
DECEMBER 31, 2022										
Allowance for credit losses	1,7	(46		(29	97					
	\$ 26	\$ 0)	\$ —	\$ 0)	\$ 6	\$ 1,726	\$ (460)	\$ —	\$ (290)	\$ 976
Inventory and other reserves	7,1	6,7		(7,4	6,4					
	\$ 41	\$ 96	\$ —	\$ 69)	\$ 68	\$ 7,141	\$ 6,796	\$ —	\$ (7,469)	\$ 6,468
Tax valuation allowance	10,	27,		35,						
	08	87	(1	(1,9	81					
	\$ 3	\$ 1	\$ 43)	\$ 93)	\$ 8	\$ 10,083	\$ 27,871	\$ (143)	\$ (1,993)	\$ 35,818
FISCAL YEAR ENDED										
JANUARY 1, 2022										
Allowance for credit losses	2,2	(21		(35	1,7					
	\$ 98	\$ 4)	\$ —	\$ 8)	\$ 26	\$ 2,298	\$ (214)	\$ —	\$ (358)	\$ 1,726
Inventory and other reserves	10,									
	23	7,6		(10,	7,1					
	\$ 9	\$ 57	\$ —	\$ 755)	\$ 41	\$ 10,239	\$ 7,657	\$ —	\$ (10,755)	\$ 7,141
Tax valuation allowance	4,			10,						
	7,1	1,2	43	(2,8	08					
	\$ 90	\$ 66	\$ 7	\$ 10)	\$ 3	\$ 7,190	\$ 1,266	\$ 4,437	\$ (2,810)	\$ 10,083

FISCAL YEAR ENDED

JANUARY 2, 2021

Allowance for credit losses	1,8	41	2,2
	\$ 13	\$ 1	\$ 98
		16,	10,
Inventory and other reserves	4,6	42	(10, 23
	\$ 85	\$ 5	\$ 871) \$ 9
Tax valuation allowance	6,7	79	14 (50 7,1
	\$ 60	\$ 2	\$ 1 \$ 3) \$ 90

(1) Primarily represents the utilization of established reserves, net of recoveries, where applicable.

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EXHIBIT INDEX

Exhibit Number	Description
**2.1	Agreement and Plan of Merger, dated as of March 4, 2023, by and among WW International, Inc., Well Holdings, Inc., Weekend Health, Inc. ("Weekend Health") and Fortis Advisors LLC, solely in its capacity as the Equityholders' Representative (as defined therein) for Weekend Health (filed as Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended April 1, 2023, as filed on May 4, 2023 (File No. 001-16769), and incorporated herein by reference).
**3.1	Amended and Restated Articles of Incorporation of WW International, Inc. (effective as of September 29, 2019) (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed on September 30, 2019 (File No. 001-16769), and incorporated herein by reference).
**3.2	Amended and Restated Bylaws of WW International, Inc. (effective as of October 1, 2020) (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2020, as filed on October 29, 2020 (File No. 001-16769), and incorporated herein by reference).
**4.1	Indenture, dated as of April 13, 2021, among WW International, Inc., the guarantors party thereto and The Bank of New York Mellon, as trustee and notes collateral agent, relating to \$500.0 million in aggregate principal amount of 4.500% Senior Secured Notes due 2029 (the "Notes") (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed on April 13, 2021 (File No. 001-16769), and incorporated herein by reference).

**4.2 [Form of Note \(included in Exhibit 4.1 above\).](#)

**4.3 [Description of Securities \(filed as Exhibit 4.3 to the Company's Annual Report on Form 10-K for the fiscal year ended January 1, 2022, as filed on March 1, 2022 \(File No. 001-16769\), and incorporated herein by reference\).](#)

**10.1 [Credit Agreement, dated as of April 13, 2021, among WW International, Inc., as borrower, the lenders party thereto and Bank of America, N.A., as administrative agent and issuing bank \(the "Credit Agreement"\) \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed on April 13, 2021 \(File No. 001-16769\), and incorporated herein by reference\).](#)

**10.2 [Amendment No. 1, dated as of June 2, 2023, in respect of the Credit Agreement \(filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2023, as filed on August 3, 2023 \(File No. 001-16769\), and incorporated herein by reference\).](#)

**10.3 [Equal Priority Intercreditor Agreement, dated as of April 13, 2021, among WW International, Inc., the guarantors party thereto, Bank of America, N.A., as collateral agent under the Credit Agreement and The Bank of New York Mellon, as notes collateral agent \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed on April 13, 2021 \(File No. 001-16769\), and incorporated herein by reference\).](#)

**10.3 10.4 [License Agreement, dated as of September 29, 1999, between WW Foods, LLC and Weight Watchers International, Inc. \(filed as Exhibit 10.4 to the Company's Registration Statement on Form S-4, as filed on December 2, 1999 \(File No. 333-92005\), and incorporated herein by reference\).](#)

**10.4 10.5 [LLC Agreement, dated as of September 29, 1999, between H.J. Heinz Company and Weight Watchers International, Inc. \(filed as Exhibit 10.7 to the Company's Registration Statement on Form S-4, as filed on December 2, 1999 \(File No. 333-92005\), and incorporated herein by reference\).](#)

Exhibit	Number	Description

**10.5 10.6 [Operating Agreement, dated as of September 29, 1999, between Weight Watchers International, Inc. and H.J. Heinz Company \(filed as Exhibit 10.8 to the Company's Registration Statement on Form S-4, as filed on December 2, 1999 \(File No. 333-92005\), and incorporated herein by reference\).](#)

**10.6 10.7 [Amendment to Operating Agreement, dated August 4, 2009, by and between Weight Watchers International, Inc. and H.J. Heinz Company \(filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended October 3, 2009, as filed on November 12, 2009 \(File No. 001-16769\), and incorporated herein by reference\).](#)

**10.7 10.8 [Amendment to Agreements, dated as of October 1, 2002, by and between Weight Watchers International, Inc., WW Foods, LLC and H.J. Heinz Company \(filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended October 3, 2009, as filed on November 12, 2009 \(File No. 001-16769\), and incorporated herein by reference\).](#)

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Exhibit Number	Description
**10.8	Registration Rights Agreement, dated as of September 29, 1999, among Weight Watchers International, Inc., H.J. Heinz Company and Artal Luxembourg S.A. (filed as Exhibit 10.38 to Amendment No. 1 to the Company's Registration Statement on Form S-1, as filed on October 29, 2001 (File No. 333-69362), and incorporated herein by reference).
**10.9	Corporate Agreement, dated as of November 5, 2001, between Weight Watchers International, Inc. and Artal Luxembourg S.A. (the "Corporate Agreement") (filed as Exhibit 10.36 to Amendment No. 2 to the Company's Registration Statement on Form S-1, as filed on November 9, 2001 (File No. 333-69362), and incorporated herein by reference).
**10.10	Amendment, dated as of July 1, 2005, to the Corporate Agreement (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 2, 2005, as filed on August 11, 2005 (File No. 001-16769), and incorporated herein by reference).
†**10.11 10.9	Weight Watchers International, Inc. 2008 Stock Incentive Plan (filed as Appendix A of the Company's Definitive Proxy Statement on Schedule 14A filed on March 31, 2008 (File No. 001-16769), and incorporated herein by reference).
†**10.12 10.1 0	Third Amended and Restated WW International, Inc. 2014 Stock Incentive Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed on May 12, 2021 (File No. 001-16769), and incorporated herein by reference).

†**10.13	Form of Term Sheet for Employee Stock Awards and Form of Terms and Conditions for Employee Stock Awards (filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as filed on February 27, 2006 (File No. 001-16769), and incorporated herein by reference).
†**10.14	Form of Term Sheet for Employee Restricted Stock Unit Awards and Form of Terms and Conditions for Employee Restricted Stock Unit Awards (filed as Exhibit 10.35 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as filed on February 27, 2006 (File No. 001-16769), and incorporated herein by reference).
†**10.15	Form of Term Sheet for Employee Stock Option Awards and Form of Terms and Conditions for Employee Stock Option Awards (Mindy Grossman Initial Equity Award—Stock Incentive Plan Award) (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, as filed on April 26, 2017 (File No. 001-16769), and incorporated herein by reference).
†**10.16	Form of Term Sheet for Employee Stock Option Awards and Form of Terms and Conditions for Employee Stock Option Awards (Mindy Grossman Initial Equity Award—Inducement Grant Award) (filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, as filed on April 26, 2017 (File No. 001-16769), and incorporated herein by reference).
†**10.17 10.11	2018 Form of Term Sheet for Employee Restricted Stock Unit Awards and 2018 Form of Terms and Conditions for Employee Restricted Stock Unit Awards (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2018, as filed on August 7, 2018 (File No. 001-16769), and incorporated herein by reference).
†**10.18 10.12	2020 Form of Term Sheet for Employee Stock Option Awards and 2020 Form of Terms and Conditions for Employee Stock Option Awards (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 27, 2020, as filed on August 4, 2020 (File No. 001-16769), and incorporated herein by reference).
†**10.19 10.13	Form of Term Sheet for Stock Option Awards and Form of Terms and Conditions for Employee Stock Option Awards (Chief Executive Officer Initial Equity Award—Stock Incentive Plan Award) (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, as filed on February 24, 2022 (File No. 001-16769), and incorporated herein by reference).

Exhibit	Number	Description
†**10.20 10.14		Form of Term Sheet for Stock Option Awards and Form of Terms and Conditions for Employee Stock Option Awards (Chief Executive Officer Initial Equity Award—Inducement Grant Award) (filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, as filed on February 24, 2022 (File No. 001-16769), and incorporated herein by reference).

†**10.21	10.15	Form of Term Sheet for Employee Restricted Stock Unit Awards and Form of Terms and Conditions for Employee Restricted Stock Unit Awards (Chief Executive Officer Initial Equity Award) (filed as Exhibit 10.5 to the Company's Current Report on Form 8-K, as filed on February 24, 2022 (File No. 001-16769), and incorporated herein by reference).
†**10.22	10.16	2023 Form of Term Sheet for Employee Performance Stock Unit Awards and 2023 Form of Terms and Conditions for Employee Performance Stock Unit Awards (Chief Executive Officer Annual Equity Award) (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2023, as filed on August 3, 2023 (File No. 001-16769), and incorporated herein by reference).
†**10.17		2023 Form of Term Sheet for Employee Performance Stock Unit Awards and 2023 Form of Terms and Conditions for Employee Performance Stock Unit Awards (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2023, as filed on August 3, 2023 (File No. 001-16769), and incorporated herein by reference).

Exhibit	Number	Description
†**10.18		Form of Term Sheet for Employee Restricted Stock Unit Awards and Form of Terms and Conditions for Employee Restricted Stock Unit Awards (Chief Executive Officer Annual Equity Award) (filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2023, as filed on August 3, 2023 (File No. 001-16769), and incorporated herein by reference).
†**10.19		Form of Amended and Restated Restricted Stock Agreement for Weight Watchers International, Inc. non-employee directors and certain members of the former Interim Office of the Chief Executive Officer (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 2014, as filed on August 7, 2014 (File No. 001-16769), and incorporated herein by reference).
†**10.23	10.20	Second Amended and Restated Weight Watchers Executive Profit Sharing Plan, August 1, 2012 (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 29, 2012, as filed on November 8, 2012 (File No. 001-16769), and incorporated herein by reference).

†**10.24	Form of Amended and Restated Continuity Agreement between Weight Watchers International, Inc. and certain key executives (Former Chief Operating Officer, Former Chief Financial Officer and General Counsel & Secretary) (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 2, 2011, as filed on August 11, 2011 (File No. 001-16769), and incorporated herein by reference).
†**10.25 10.21	Second Amended and Restated Continuity Agreement between WW International, Inc. and certain key executives (filed as Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended January 1, 2022, as filed on March 1, 2022 (File No. 001-16769), and incorporated herein by reference).
†**10.26 10.22	Employment Agreement, dated as of February 23, 2022, by and between WW International, Inc. and Sima Sistani (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed on February 24, 2022 (File No. 001-16769), and incorporated herein by reference).
†**10.27 10.23	Continuity Agreement, dated as of February 23, 2022, by and between WW International, Inc. and Sima Sistani (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed on February 24, 2022 (File No. 001-16769), and incorporated herein by reference).
†**10.28	Employment Agreement, dated as of April 21, 2017, by and between Weight Watchers International, Inc. and Mindy Grossman (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed on April 26, 2017 (File No. 001-16769), and incorporated herein by reference).
†**10.29	Separation Agreement, dated as of September 28, 2021, by and between WW International, Inc. and Mindy Grossman (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed on October 1, 2021 (File No. 001-16769), and incorporated herein by reference).
†**10.30	Offer Letter, dated as of July 2, 2012, by and between Weight Watchers International, Inc. and Nicholas P. Hotchkin (filed as Exhibit 10.31 to the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2012, as filed on February 27, 2013 (File No. 001-16769), and incorporated herein by reference).
†**10.31	Letter Agreement, dated as of May 8, 2013, by and between Weight Watchers International, Inc. and Nicholas Hotchkin (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2013, as filed on August 8, 2013 (File No. 001-16769), and incorporated herein by reference).

Exhibit	Number	Description
†**10.32		Second Letter Agreement, dated as of September 14, 2016, by and between Nicholas Hotchkin and Weight Watchers International, Inc. (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2016, as filed on November 8, 2016 (File No. 001-16769), and incorporated herein by reference).

†**10.33	Separation Agreement and General Release, dated as of May 26, 2022, by and between WW International, Inc. and Nicholas Hotchkin (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 2, 2022, as filed on August 4, 2022 (File No. 001-16769), and incorporated herein by reference).
†**10.34 10.24	Offer Letter, dated as of March 3, 2014, by and between Weight Watchers International, Inc. and Michael F. Colosi (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended April 4, 2015, as filed on May 14, 2015 (File No. 001-16769), and incorporated herein by reference).
†**10.35	Offer Letter, dated July 30, 2020, by and between WW International, Inc. and Amy O'Keefe (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2020, as filed on October 29, 2020 (File No. 001-16769), and incorporated herein by reference).
†*10.36 10.25	Separation Agreement and General Release, dated November 30, 2022 November 28, 2023, by and between WW International, Inc. and Amy O'Keefe, Michael F. Colosi.
†**10.37 10.26	Offer Letter, dated July 29, 2014, by and between Weight Watchers International, Inc. and Michael Lysaght (filed as Exhibit 10.42 to the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2021, as filed on February 25, 2021 (File No. 001-16769), and incorporated herein by reference).
†**10.38 10.2 7	Letter Agreement, dated September 7, 2016, by and between Weight Watchers International, Inc. and Michael Lysaght (filed as Exhibit 10.43 to the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2021, as filed on February 25, 2021 (File No. 001-16769), and incorporated herein by reference).
†**10.39 10.2 8	Letter Agreement, dated August 7, 2019, by and between WW International, Inc. and Michael Lysaght (filed as Exhibit 10.44 to the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2021, as filed on February 25, 2021 (File No. 001-16769), and incorporated herein by reference).
†*10.40 *10.2 9	Summary of Separation Agreement and General Release, dated April 12, 2023, by and between WW International, Inc. and Michael Lysaght (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2023, as filed on August 3, 2023 (File No. 001-16769), and incorporated herein by reference).

Number	
†**10.30	Employment Agreement, dated May 1, 2023, by and Compensation Arrangements of between WW Canada, ULC and Heather Stark. Stark (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed on May 4, 2023 (File No. 001-16769), and incorporated herein by reference).
†*10.41 *10.3	Letter Agreement, dated July 14, 2022, by and between WW International, Inc. and Amanda Tolleson. Tolleson (filed as Exhibit 10.41 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, as filed on March 6, 2023 (File No. 001-16769), and incorporated herein by reference).
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†*10.32	Employment Agreement, dated as of April 11, 2023, by and between WW (Switzerland) SA and Pierre-Olivier Latour.
**10.42 10.33	Share Purchase Agreement, dated October 18, 2015, between Weight Watchers International, Inc. and Oprah Winfrey ("Share Purchase Agreement") (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed on October 19, 2015 (File No. 001-16769), and incorporated herein by reference).
**10.43 10.34	Amendment to Share Purchase Agreement, dated as of December 15, 2019, between WW International, Inc. and Oprah Winfrey (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, as filed on December 16, 2019 (File No. 001-16769), and incorporated herein by reference).
†**10.44 10.35	Option Agreement, dated October 18, 2015, between Weight Watchers International, Inc. and Oprah Winfrey (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed on October 19, 2015 (File No. 001-16769), and incorporated herein by reference).

Exhibit	Number	Description
**10.45 10.36		Strategic Collaboration Agreement, dated October 18, 2015, between Weight Watchers International, Inc. and Oprah Winfrey ("Strategic Collaboration Agreement") (filed as Exhibit 10.39 to the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2016, as filed on March 2, 2016 (File No. 001-16769), and incorporated herein by reference).
**10.46 10.37		First Amendment of Strategic Collaboration Agreement, dated as of December 15, 2019, between WW International, Inc. and Oprah Winfrey (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed on December 16, 2019 (File No. 001-16769), and incorporated herein by reference).
†**10.47 10.38		Option Agreement, dated December 15, 2019, between WW International, Inc. and Oprah Winfrey (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed on December 16, 2019 (File No. 001-16769), and incorporated herein by reference).

*21.1	Subsidiaries of WW International, Inc.
*23.1	Consent of Independent Registered Public Accounting Firm.
*31.1	Rule 13a-14(a) Certification by Sima Sistani, Chief Executive Officer.
*31.2	Rule 13a-14(a) Certification by Heather Stark, <u>Interim Principal</u> <u>Chief Financial Officer</u>.
*32.1	Certification of Chief Executive Officer and <u>Interim Principal</u> <u>Chief Financial Officer</u> pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*97.1	WW International, Inc. Incentive Compensation Clawback Policy (as adopted on November 2, 2023 pursuant to Nasdaq Rule 5608).
*Exhibit 101	
*EX-101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
*EX-101.SCH	Inline XBRL Taxonomy Extension Schema Document With Embedded Linkbase Documents.

*EX-101.CAL Exhibit	
Number	Inline XBRL Taxonomy Extension Calculation Linkbase Document
*EX-101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
*EX-101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
*EX-101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
Description	
*Exhibit 104	The cover page from WW International, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2022 30, 2023, formatted in Inline XBRL (included within the Exhibit 101 attachments).

* Filed herewith.

** Previously filed.

† Represents a management arrangement or compensatory plan.

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Item 16. Form 10-K Summary

None.

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WW INTERNATIONAL, INC.

Date: **March 6, 2023** **February 28, 2024**

By: _____ /s/ SIMA SISTANI

Sima Sistani

Chief Executive Officer and Director

(Principal Executive Officer)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: **March 6, 2023** **February 28, 2024**

By: _____ /s/ **SIMA SISTANI**

Sima Sistani

Chief Executive Officer and Director

(Principal Executive Officer)

Date: **March 6, 2023** **February 28, 2024**

By: _____ /s/ **HEATHER STARK**

Heather Stark

Interim Principal Chief Financial Officer

(Principal Financial Officer)

Date: **March 6, 2023** **February 28, 2024**

By: _____ /s/ **A NY COLE K HOSSOVERAAG**

Amy Kossover Nicole Haag

Chief Corporate Controller and Principal Accounting Officer Senior Vice

President

and Corporate Controller

(Principal Accounting Officer)

Date: **March 6, 2023** **February 28, 2024**

By: _____ /s/ **R TAYMOND HILO D SEBBANE EMMELBAUER**

Raymond Debbane Thilo Semmelbauer

Director

Date: **March 6, 2023** **February 28, 2024**

By: _____ /s/ **STEVEN M. ALTSCHULER**

Steven M. Altschuler

Director

Date: **March 6, 2023** **February 28, 2024**

By: _____ /s/ **JULIE BORNSTEIN**

Julie Bornstein

Director

Date: **March 6, 2023** **February 28, 2024**

By: /s/ **JENNIFER RACEY** **D. BULSKIROW**

Jennifer Dulski Tracey D. Brown

Director

Date: **March 6, 2023** **February 28, 2024**

By: /s/ **J. TONAS ARA M. F. CAJGENBAUMOMONTE**

Jonas M. Fajgenbaum Tara Comonte

Director

Date: **March 6, 2023** **February 28, 2024**

By: /s/ **DENIS F. KELLY**

Denis F. Kelly

Director

Date: **March 6, 2023** **February 28, 2024**

By: /s/ **JULIE RICE**

Julie Rice

Director

Date: **March 6, 2023** **February 28, 2024**

By: /s/ **T. WHILO ILLIAM H. SEMMELBAUERHRANK**

Thilo Semmelbauer William H. Shrank

Director

Date: **March 6, 2023** **February 28, 2024**

By: /s/ **CHRISTOPHER J. SOBECKI**

Christopher J. Sobecki

Director

Date: **March 6, 2023**

By: /s/ **OPRAH WINFREY**

Oprah Winfrey

Director

EXHIBIT 10.36 10.25

SEPARATION AGREEMENT AND GENERAL RELEASE

WW INTERNATIONAL, INC., which maintains its principal offices at 675 Avenue of the Americas, New York, NY 10010 ("Company" **Company**"), and Amy O'Keefe Michael F. Colosi ("you," "your," or "yourself") enter into this Separation Agreement and General Release ("Agreement" **Agreement**") as follows:

- 1. Last Day of Employment/Execution of Agreement.** Provided you comply with the terms and conditions of this Agreement and otherwise comply with the Company's policies and procedures, your last day of employment with the Company shall be on **December 31, 2022** **December 29, 2023** (the "Termination Date" **Termination Date**). It is understood that from the appointment of a successor as interim **principal financial officer** **General Counsel and Secretary** of the Company, you shall no longer serve as **Chief Financial Officer** **for General Counsel and Secretary** of the Company and shall execute all documentation as necessary to effectuate this change, but shall use your best efforts to assist the executive team, the interim **principal financial officer**, **General Counsel and Secretary**, and other Company employees as requested through your Termination Date. Further, you agree to resign from each and all of your officer, director or other positions with the Company and its affiliates at a time selected by the Company and shall execute all documentation and take any actions as necessary to effectuate such changes, including the appointment of a successor to any such positions, and any restructuring contemplated by any foreign entity of which you are an officer or director. This Agreement shall not become effective or enforceable unless and until: (a) it is signed by both parties; (b) you execute a Supplemental Release (as referenced in Section 6(c) below and attached hereto as Attachment A) on or after the Termination Date; and (c) you do not revoke either this Agreement pursuant to Section 16 below or the Supplemental Release pursuant to its terms. You shall retain all rights to indemnification, and directors and officers liability insurance coverage, for all claims which may have arisen **prior to, or on, in connection with** your **Termination Date**, **employment**, as set forth in the Company's existing insurance policies and/or as otherwise provided for in its corporate **polices**. **polices** to the same extent as provided to directors and to other executive officers.
- 2. Separation Benefits.** Provided that you: (i) satisfy your obligations as set forth in this Agreement, (ii) remain employed with the Company through the Termination Date, and (iii) continue to provide your best efforts in performing whatever duties and responsibilities are assigned to you through the Termination Date as required by the Company, the Company will provide you with the following benefits (the "Separation Benefits" **Separation Benefits**):
 - (a) Base Salary Continuation Severance:** While no longer an employee, you **You will continue be entitled to receive a one-time lump sum severance payment in the amount of \$527,657, which represents 12 months' pay at your current bi-weekly most recent base salary payments, less level, payable within 7 calendar days of the effective date of the Supplemental Release and subject to all applicable withholdings and standard deductions, from the Termination Date through December 31, 2023 (the "Salary Continuation Period"). The salary payments received throughout the Salary Continuation Period will be included on an applicable W-2 Form issued by the Company. In the event you obtain subsequent employment at any point during the Salary Continuation Period, your bi-weekly salary payments shall be reduced by the amount of your bi-weekly salary earnings in your new employment for the remainder of the Salary**

Continuation Period, or eliminated altogether if you obtain a subsequent position with the same or higher base salary rate than your salary continuation payments; deductions.

(b) *COBRA Subsidy Payments:* If you participate in the Company's group health, dental and/or vision insurance and you elect to receive continued coverage for you and any eligible dependents under the Consolidated Omnibus

Budget Reconciliation Act of 1985 ("COBRA" "COBRA"), the Company shall continue to pay for the employer portion of your premiums until the earlier of December 2023 the 12-month anniversary of the Termination Date or the date you first become eligible for coverage in the plans of any subsequent employer ("COBRA Subsidy Period" "Period"). You shall continue to be responsible for the employee portion of your premiums during the COBRA Subsidy Period, and for the entire premium for any COBRA coverage you elect to receive after the termination of the COBRA Subsidy Period; and

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(c) *2022 Bonus Additional Cash Severance:* You will be paid the full amount of any 2022 annual bonus payment ("Bonus Payment") you would have been entitled to receive as a Company employee based on the Company's actual fiscal 2022 performance against the Company objectives set forth in its annual performance-based cash bonus plan, subject to all applicable withholdings and deductions, at the same time and on the same terms as other similarly situated senior executives of the Company;

(d) *Executive Profit Sharing Plan and 401(k) Plan:* You will also be entitled to receive vesting of balances pursuant to and in accordance with the Company's Executive Profit Sharing Plan and 401(k) Plan; and

(e) You will receive a one-time lump sum payment in the amount of \$10,000, less \$370,000, payable within 7 calendar days of the effective date of the Supplemental Release and subject to all applicable withholdings and standard deductions, in lieu deductions.

(d) *Outplacement Services.* You will receive nine (9) months of the outplacement services package for which you would have otherwise been eligible. This lump sum payment will be paid within 20 days of the end of the revocation period referenced in Section 16(c) below, and

will be included on an applicable W-2 Form issued by the Company from Challenger, Gray, & Christmas, Inc. at no cost to you.

In the event you obtain subsequent employment at any point during the Salary Continuation Period, you shall immediately notify the Company in writing of: (i) the name, e-mail address, and telephone number of your hiring manager with your new employer, (ii) your job title, (iii) your start date, (iv) your salary rate (or, alternatively, a statement that your new salary rate is the same or higher than your last salary rate at the Company as of the Termination Date); and (v) whether you are eligible to enroll in your new employer's insurance plans and, if so, the effective date of such eligibility.

3. **No Consideration Absent Execution of this Agreement.** You understand and agree that the Separation Benefits specified in Section 2 above would neither be paid nor provided but for the execution of this Agreement and the Supplemental Release, and the complete fulfillment of the promises contained herein. You understand and agree that such payments are in lieu of, and/or in satisfaction of, any other consideration, if any, you may otherwise be entitled to as of the Termination Date under any Company policy, plan and/or under any other agreement or arrangement with the Company, including but not limited to, your employment agreement with the Company. It is understood that vested awards made pursuant to the Company's equity plans, vested employer contributions under the Company Savings Plan (401(K)) and vested compensation under the Company's Executive Profit Sharing Plan shall be governed by the terms of the plans and not otherwise affected by this Agreement. It is also understood that (x) in the event an agreement is signed prior to the Termination Date which, if consummated, would result in a Change in Control (as defined in the Amended and Restated Continuity Agreement, dated April 27, 2011, between you and Weight Watchers International, Inc. (the "Continuity Agreement")), (y) your termination of employment occurs as contemplated pursuant to this Agreement, and (z) such Change in Control actually occurs, you shall be entitled to the compensation set forth in Section 4 of the Continuity Agreement less any of the Separation Benefits (if any) previously provided pursuant to this Agreement, subject to the effectiveness of the Supplemental Release.
4. **No Other Compensation or Benefits.** You affirm that you have been paid in full for all hours worked as of the date of your execution of this Agreement and have been paid or have received all leave (paid or unpaid), compensation, wages, bonuses, commissions, and/or benefits to which you may be entitled. You therefore agree that you have no entitlement to any compensation, bonus, severance pay, vacation pay or other benefits, damages, attorneys' fees or costs from the Company, except as specifically provided in this Agreement, and that you will not bring any action contrary to this understanding.

5. No Additional Claims. You affirm that you have neither filed, nor caused to be filed, and presently are not a party to, any claim, complaint, or action against the Company in any forum. You further affirm that you have not been retaliated against for reporting any allegations of wrongdoing by the Company or its officers or employees, including any allegations of corporate fraud. You furthermore affirm that you have no known workplace injuries or occupational diseases for which a claim could be made or benefits or other relief could be obtained and/or has not been improperly denied any leave requested under the Family and Medical Leave Act. Both parties acknowledge that this Agreement does not limit either party's right, where applicable, to file a charge or participate in an investigative proceeding of the Equal Employment Opportunity Commission ("EEOC") or any other federal, state or local governmental agency. To the extent permitted by law, you agree that if such an administrative claim is made, you shall not be entitled to recover any individual monetary relief or other individual remedies.

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6. General Release of Claims.

(a) You, on behalf of yourself and your present and/or former heirs, beneficiaries, executors, creditors, dependents, spouse(s), administrators, attorneys, representatives and agents, successors, and assigns, knowingly and voluntarily release and forever discharge, indemnify and hold harmless the Company and all of its present or former parent corporations, affiliates, subsidiaries, divisions, successors and assigns, including but not limited to WW North America Holdings, LLC. and WW.com, LLC and all of their respective current and former owners, shareholders, insurers, attorneys, benefit plans, plan administrators, employees, officers, directors, representatives and agents thereof (collectively, the "Releasees"), jointly and individually, of and from any and all claims, known and unknown, you have or may have against any or all of the Releasees from the beginning of time through the date of your execution of this Agreement to the fullest extent permitted by law, including, but not limited to, any claims: (a) arising out of, or in any way related to, your employment with the Company, or the termination thereof, whether based in contract, tort, public policy or otherwise, including those arising out of, or in any way related to, any transactions, occurrences, acts, statements, disclosures, or omissions occurring on or prior to the date you executed this Agreement; (b) arising out of, or in any way related to, any federal, state, or local law or regulation prohibiting discrimination, harassment, and/or retaliation on the basis of age, race, color, religion, disability, sex, national origin, citizenship or any other protected class, or engaging in any protected activity relating to such laws, including but not limited to, claims under Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act of 1967, as amended by the Older Workers Benefit Protection Act of 1990, the Americans With Disabilities Act, the Family Medical Leave Act, the Workers Adjustment and Retraining Notification Act, the Sarbanes-Oxley Act, the Fair Credit Reporting Act, the Fair Labor Standards Act, the New York Executive Law, the New York State Human Rights Law, the New York State Constitution, the New York Labor Law, the New York Civil Rights Law, the New York

City Human Rights Law, and the New York City Administrative Code; (c) arising out of, or in any way related to,

any other federal, state or local law or regulation dealing with employment or employment benefits; and (d) for attorneys' fees or litigation expenses. This Agreement, however, excludes (i) any claims made under state workers' compensation or unemployment laws, and/or any claims that cannot be waived by law, (ii) any claims to severance payments or benefits under this Agreement, (iii) any rights to vested employee benefits and equity awards, (iv) any rights as a shareholder of the Company and (v) any claims to coverage under any indemnification agreement or liability insurance arrangement.

(b) **California Waiver of California Civil Code § 1542.** If you worked or reside in California, to effect a full and complete release as described above, you expressly waive and relinquish all rights and benefits of §1542 of the Civil Code of the State of California, and do so understanding and acknowledging the significance and consequence of specifically waiving §1542, which states:

**A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR
RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT
THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD
HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR
RELEASED PARTY.**

Thus, notwithstanding the provisions of section 1542, and to implement a full and complete release and discharge of the Releasees, you expressly acknowledge this Agreement is intended to include in its effect, without limitation, all claims you do not know or suspect to exist in your favor at the time of signing this Agreement, and that this Agreement contemplates the extinguishment of any such claims. You warrant that you have read this Agreement, including this waiver of California Civil Code section 1542, and that you have consulted with or had the opportunity to consult with counsel of your choosing about whether to sign this Agreement and specifically about the waiver of section 1542, and that you understand this Agreement and the section 1542 waiver, and so you freely and knowingly enter into this Agreement. You further acknowledge that you later may discover facts different from or in addition to those you now know or believe to be true regarding the matters released or described in this Agreement, and

even so you agree that the releases and agreements contained in this Agreement shall remain effective in all respects notwithstanding any later discovery of any different or additional facts. You expressly assume any and all risk of any mistake in connection with the true facts involved in the matters, disputes, or controversies released or described in this Agreement or with regard to any facts now unknown to you relating thereto.

(c) **Supplemental Release.** As a condition to the validity and enforceability of this Agreement, and to your entitlement to the Separation Benefits identified in Section 2 above, you agree to execute a Supplemental Release, attached hereto as Attachment A, on or after the Termination Date.

(d) **No Known Claims.** The Company, for itself and for its controlled Releasees, represents that, as of the date of this Agreement, the Company has no knowledge of claims, demands, causes of action, fees or liabilities of any kind whatsoever, which it or they had, now have or may have against you as of the date of this Agreement, by reason of any actual or alleged act, omission, transaction, practice, conduct, statement, occurrence, or any other matter related to your employment with the Company or otherwise.

7. Notice of Participation in Third Party Actions. If you are required by subpoena, court order, or other legal process to provide testimony or documents in any lawsuit, arbitration, administrative proceeding, or governmental investigation or audit brought against any of the Releasees, you will give immediate notice to the Company, by e-mail to Heather Stark at [] as well as by telephone at [], as soon as possible and in no event less than five business days prior to the date of your required compliance with any such subpoena or other legal process in order to allow the Company an opportunity to make a motion to quash or to otherwise oppose such process.

8. Non-Disparagement. Subject to Sections 9(b) and 9(c) below, you agree that you shall not make, issue or authorize any disparaging, critical or otherwise negative statements regarding any of the Releasees, whether orally or in writing, to any individual, entity or party whatsoever, or post any such statements on any online forum or website; provided, however, that nothing in this Agreement shall restrict you from making truthful statements: (a) when required by law, subpoena, or court order; (b) in confidence to a professional advisor for the purpose of securing professional advice; or (c) pursuant to legal process between you and

the Company. The Company agrees that it will instruct its current officers and directors not to make, issue or authorize any disparaging, critical or otherwise negative statements regarding you.

9. Confidentiality.

- (a) You agree not to use, disclose to others, or permit anyone access to any of Company's trade secrets or confidential or proprietary information (collectively, "Confidential Information"), subject to the provisions provided below. Confidential Information does not include information that is or becomes in the public domain or otherwise generally known to the public or the industry other than by a breach of your obligations hereunder. In addition, if applicable, you acknowledge and confirm that, among other provisions, any noncompetition, nonsolicitation, confidentiality, no raid or solicitation or other similar provisions set forth in any previous equity award agreement between you and the Company, confidentiality, noncompetition, assignment of work product or other similar agreements with the Company shall remain in full force and effect.

- (b) Nothing in this Agreement shall prohibit or impede you from (i) 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 in each case such communications and disclosures are consistent with applicable law; (ii) making any disclosure of relevant and necessary information or documents in any action, investigation or proceeding, or as required by law or legal process, including with respect to possible violations of law; (iii) participating, cooperating or testifying in any action, investigation or proceeding with, or providing information to, any governmental agency or legislative body, any self-regulatory organization, and/or pursuant to the Sarbanes-Oxley Act; (iv) making any other disclosures that are protected under the whistleblower provisions of any applicable law, rule or regulation; or (v) accepting any monetary award to which you become entitled pursuant to the whistleblower provisions of any applicable law, rule or regulation, including Section 922 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. You need not obtain the prior authorization of, or to give notice to, the Company regarding any such communication or disclosure. Moreover, nothing in this

Agreement prohibits or prevents you from discussing or disclosing information about, or the underlying facts and circumstances of any claim of, unlawful acts in the workplace or criminal conduct, including discrimination, harassment, retaliation, sexual assault or abuse or any other conduct that you have reason to believe is unlawful including, but not limited to, factual information related to any claims for sexual assault or under California's Fair Employment and Housing Act (if applicable), or from testifying in an administrative, legislative or judicial proceeding concerning alleged criminal conduct or alleged unlawful employment practices when you have been required or requested to attend the proceeding pursuant to a court order, subpoena or written request from a Governmental Entity. Moreover, Confidential Information may be disclosed pursuant to a subpoena or court process to the extent legally required, including any dispute between you and any of the Releasees, subject to an appropriate order of confidentiality.

(c) You understand and acknowledge that an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made: (i) in confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law, or (ii) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. You understand and acknowledge further that an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document

containing the trade secret under seal, and does not disclose the trade secret, except pursuant to court order.

(d) Notwithstanding the foregoing, under no circumstance will you be authorized to disclose any information covered by the Company's attorney-client privilege or the Company's attorney work product: (i) without the prior written consent of an officer designated by the Company, or (ii) unless 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.

10. Return of Company Property and Confidential Information. You affirm that, as of your Termination Date, you will have returned all Company property, documents, and/or any Confidential Information in your possession or control. You acknowledge that your entitlement to the separation benefits set forth in Section

2 above is expressly contingent upon all Confidential Information and Company property being returned in a timely manner. Notwithstanding the foregoing, you may retain your contacts, calendars, personal correspondence, and all information and documentation reasonably needed for your personal tax return preparation purposes, and the Company shall cooperate with you in transferring your wireless accounts (including phone numbers and billing) if in the Company's name. You may also retain your Company electronic devices and mobile phone (subject to the Company's ability to "scrub" the foregoing for the Company's apps and/or Confidential Information).

11. Remedies. In addition to receiving any other remedies provided by law or in equity, if the Company prevails in any action against you for your alleged violation of the terms of Sections 7, 8 and/or 9, you shall be required to return and/or reimburse the Company for the after-tax portion of the payments referenced in Section 2 above in full (less \$100). Under such circumstances, it is agreed and understood that this Agreement, including but not limited to the release provision set forth in Section 6 above, shall remain in full force and effect.

12. Neutral Reference. The Company agrees that, in response to any employment and reference inquiries by a third party regarding your employment with the Company, it shall provide only: (i) the dates that you were employed with the Company; (ii) the position(s) you held with the Company; and (iii) with your authorization, your salary history with the Company.

13. Non-Admission of Wrongdoing. Neither this Agreement, nor anything contained in it, shall constitute, or shall be used as, an admission by either party of any liability or wrongdoing whatsoever, including but not limited to, any violation of any federal, state, local, or common laws, ordinances, or regulations. Neither this Agreement, nor anything contained in it, shall be introduced in any proceeding except to enforce the terms of this Agreement or to defend against any claim relating to the subject matter of the releases contained herein. Such introduction under these exceptions shall be pursuant to an appropriate order protecting its confidentiality.

14. Arbitration of Disputes or Claims. To the extent that any dispute arises out of or relating to this Agreement and to the extent that any party to this Agreement wishes to pursue any claims relating to your employment, your separation, or any claimed breach of this Agreement, you and the Company hereby agree to resolve any such disputes or claims exclusively through binding arbitration before JAMS in New York City to the fullest extent permitted by applicable law. The parties further agree that any claims or issues between the parties to this Agreement will be arbitrated on an individual basis and not as part of any group,

class, or collective arbitration action. The parties further agree that any issue or dispute pertaining to the threshold question of whether a dispute, claim, or issue is subject to arbitration, that is, whether there is an agreement by the parties to arbitrate or not, will be decided by a state or federal court in New York City and not by an arbitrator. In any such dispute, this Agreement shall be governed and conformed in accordance with the laws of the State of New York without regard to its conflict or choice of law provisions.

15. Amendment. This Agreement may not be modified, altered or changed except by a written document signed by all parties.

16. Knowing and Voluntary Agreement. Pursuant to the Older Workers Benefit Protection Act, you shall have at least 21 calendar days to review and to consider executing this Agreement, including, but not limited to, its general release. If you execute the Agreement, you may revoke this Agreement at any time during the seven calendar days following the day you execute this Agreement. Any revocation within this period must be submitted, in writing, to Tiffany Stevenson, Chief People Officer and state, "I hereby revoke my acceptance of our Separation Agreement and General Release." The revocation must be personally delivered or e-mailed via [] to Tiffany Stevenson, Chief People Officer, 675 Avenue of the Americas, 6th Floor, New York, New York 10010, such that it is received within seven calendar days of your execution of this Agreement. This Agreement shall not become effective or enforceable until this revocation period has expired and neither this Agreement nor the Supplemental Release attached as Attachment A has been timely revoked. If the last day of the revocation period is a Saturday, Sunday, or legal holiday in New York State, the revocation period shall not expire until the end of the following business day which is not a Saturday, Sunday, or legal holiday. You are hereby advised to consult with an attorney of your choice prior to entering into this Agreement.

17. Entire Agreement. This Agreement constitutes and contains the entire agreement between the parties and supersedes and replaces all prior negotiations and all agreements, proposed or otherwise, written or oral, concerning the subject matter hereof (including, without limitation, the Continuity Agreement except as otherwise set forth herein). You have not relied on any representations, promises, or agreements of any kind in connection with your decision to accept this Agreement, except for those set forth in this Agreement. This is an integrated document.

18. Severability. With the exception of Section 6 above, if any provision of this Agreement or the application thereof is held invalid, such invalidation shall not affect the other provisions or applications of this Agreement, and to this end the provisions of this Agreement are declared to be severable. In the event Section 6 is held unenforceable by a court of competent jurisdiction in any action initiated by you or on your behalf, the

Company's obligations under Section 2 shall be null and void, and you shall be liable for the return and/or reimbursement of the payments listed therein.

19. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original and each of which shall together constitute a single agreement.

20. Acknowledgments. You acknowledge that you: (a) have carefully read this Agreement; (b) have been advised to, and have had an opportunity to, review this Agreement with an attorney of your choice; (c) understand all of the terms of this Agreement; (d) have not relied upon any representation or statement, written or oral, not set forth in this Agreement; and (e) have knowingly and voluntarily executed this Agreement.

21. Section 409A. Notwithstanding anything herein to the contrary, if any payments or benefits that the Company would otherwise be required to provide under this Agreement cannot be provided in the manner contemplated herein without subjecting you to income tax under Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), the Company shall provide such intended payments or benefits to you in an alternative manner that conveys an equivalent economic benefit to you (without materially increasing the aggregate cost to the Company). If at the time of your termination of employment with the Company you are a "specified employee" as defined in Section 409A of the Code and the deferral of the commencement of any payments or benefits otherwise payable hereunder as a result of such termination of employment is necessary in order to prevent any accelerated or additional tax under Section 409A of the Code, then the Company will defer the commencement of the payment of any such payments or benefits hereunder (without any reduction in such payments or benefits ultimately paid or provided to you) until the date that is six months following your termination of employment with the Company (or an earlier date as is permitted under Section 409A of the Code without any accelerated or additional tax). For purposes of Section 409A of the Code, each payment made under this Agreement shall be designated as a "separate payment" within the meaning of the Section 409A of the Code. To the extent any reimbursements or in-kind benefits due to you under this Agreement constitute "deferred compensation" under Section 409A of the Code, any such reimbursements or in-kind benefits shall be paid to you in a manner consistent with Treas. Reg. Section 1.409A-3(i)(1)(iv).

/s/ Michael F. Colosi 11/28/23

Michael F. Colosi Date

/s/ Tiffany Stevenson 11/28/23

Name: Tiffany Stevenson Date

Title: Chief People Officer

ATTACHMENT A

SUPPLEMENTAL RELEASE

In connection with the Separation Agreement and General Release ("Agreement") he previously executed with WW International, Inc. ("Company"), Michael F. Colosi ("Employee") hereby acknowledges and agrees as follows in this supplemental release ("Supplemental Release"):

1. **General Release.** Employee, on behalf of himself and his present and/or former heirs, beneficiaries, executors, creditors, dependents, spouse(s), administrators, attorneys, representatives and agents, successors, and assigns, knowingly and voluntarily releases and forever discharges, indemnifies and holds harmless the Company and all of its present or former parent corporations, affiliates, subsidiaries, divisions, successors and assigns, including but not limited to WW North America Holdings, LLC and WW.com, LLC, and all of their respective current and former owners, shareholders, insurers, attorneys, benefit plans, plan administrators, employees, officers, directors, representatives and agents thereof, (collectively, the "Releasees") jointly and individually, of and from any and all claims, known and unknown, Employee has or may have against any or all of the Releasees from the beginning of time through the date of his execution of this Supplemental Release to the fullest extent permitted by law, including, but not limited to, any claims: (a) arising out of, or in any way related to, Employee's employment with the Company, or the termination thereof, whether based in contract, tort, public policy or otherwise, including those arising out of, or in any way related to, any transactions, occurrences, acts, statements, disclosures, or omissions occurring on or prior to the date Employee executed this Supplemental Release; (b) arising out of, or in any way related to, any federal, state, or local law or regulation prohibiting discrimination, harassment, and/or retaliation on the basis of age, race, color, religion, disability, sex, national origin, citizenship or any other protected class, or engaging in any protected activity relating to such laws, including but not limited to, claims under Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act of 1967, as amended by the Older Workers Benefit Protection Act of 1990, the Americans With Disabilities Act, the Family Medical Leave Act, the Workers Adjustment and Retraining Notification Act, the Sarbanes-Oxley Act, the Fair Credit Reporting Act, the Fair Labor Standards Act, the New York Executive Law, the New York State Human Rights Law, the New York State Constitution, the New York Labor Law, the New York Civil Rights Law, the New York City Human Rights Law, and the New York City Administrative Code; (c) arising out of, or in any way related to, any other federal, state or local law or regulation dealing with employment or benefits, or concerning any other matter whatsoever; and (d) based in contract, tort or public policy; (e) for attorneys' fees or litigation expenses; and (f) arising out of, or in any way related to, any transactions, occurrences, acts, statements, disclosures, or omissions occurring on or prior to the date you executed

this Agreement. This Agreement, however, excludes (i) any claims made under state workers' compensation or unemployment laws, and/or any claims that cannot be waived by law, (ii) any claims to severance payments or benefits under this Agreement, (iii) any rights to vested employee benefits and equity awards, (iv) any rights as a shareholder of the Company and (v) any claims to coverage under any indemnification agreement or liability insurance arrangement.

(b) **California Waiver of California Civil Code § 1542.** If you worked or reside in California, to effect a full and complete release as described above, you expressly waive and relinquish all rights and benefits of §1542 of the Civil Code of the State of California, and do so understanding and acknowledging the significance and consequence of specifically waiving §1542, which states:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.

Thus, notwithstanding the provisions of section 1542, and to implement a full and complete release and discharge of the Releasees, you expressly acknowledge this Agreement is intended to include in its effect, without limitation, all claims you do not know or suspect to exist in your favor at the time of signing this Agreement, and that this Agreement contemplates the extinguishment of any such claims. You warrant that you have read this Agreement, including this waiver of California Civil Code section 1542, and that

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you have consulted with or had the opportunity to consult with counsel of your choosing about whether to sign this Agreement and specifically about the waiver of section 1542, and that you understand this Agreement and the section 1542 waiver, and so you freely and knowingly enter into this Agreement. You further acknowledge that you later may discover facts different from or in addition to those you now know or believe to be true regarding the matters released or described in this Agreement, and even so you agree that the releases and agreements contained in this Agreement shall remain effective in all respects notwithstanding any later discovery of any different or additional facts. You expressly assume any and all risk of any mistake in connection with the true facts involved in the matters, disputes, or controversies released or described in this Agreement or with regard to any facts now unknown to you relating thereto.

(c) **Supplemental Release.** As a condition to the validity and enforceability of this Agreement, and to your entitlement to the Separation Benefits identified in Section 2 above, you agree to execute a Supplemental Release, attached hereto as Attachment A, on or after the Termination Date.

7. Notice of Participation in Third Party Actions. If you are required by subpoena, court order, or other legal process to provide testimony or documents in any lawsuit, arbitration, administrative proceeding, or governmental investigation or audit brought against any of the Releasees, you will give immediate notice to the Company, by e-mail to Seth Kaplan, Senior Vice President, Legal and People, WW International, Inc., at [], as well as by telephone at [], as soon as possible and in no event less than five (5) business days prior to the date of your required compliance

with any such subpoena or other legal process in order to allow the Company an opportunity to make a motion to quash or to otherwise oppose such process.

8. Non-Disparagement. Subject to Sections 9(b) and 9(c) below, you agree that you shall not make, issue or authorize any disparaging, critical or otherwise negative statements regarding any of the Releasees, whether orally or in writing, to any individual, entity or party whatsoever, or post any such statements on any online forum or website; provided, however, that nothing in this Agreement shall restrict you from making truthful statements: (a) when required by law, subpoena, or court order; (b) in confidence to a professional advisor for the purpose of securing professional advice; or (c) pursuant to legal process between you and the Company. The Company agrees that it shall cause its Directors and Executive Officers not to make, issue or authorize any disparaging, critical or otherwise negative statements regarding you, whether orally or in writing, to any individual, entity or party whatsoever, or post any such statements on any online forum or website; provided, however, that nothing in this Agreement shall restrict the Officers or Directors from making truthful statements: (a) when required by law, subpoena, or court order or (b) pursuant to legal process between you and the Company.

9. Confidentiality.

a) You agree not to use, disclose to others, or permit anyone access to any of Company's trade secrets or confidential or proprietary information (collectively, "Confidential Information"), subject to the provisions provided below. Confidential Information does not include information that is or becomes in the public domain or otherwise generally known to the public or the industry other than by a breach of your obligations hereunder. In addition, if applicable, you acknowledge and confirm that, among other provisions, any noncompetition, nonsolicitation, confidentiality, no raid or solicitation or other similar provisions set forth in any previous stock award, confidentiality, noncompetition, assignment of work product or other similar agreements with the Company shall remain in full force and effect.

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b) Nothing in this Agreement shall prohibit or impede you 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 in each case such communications and disclosures are consistent with applicable law. You need not obtain the prior authorization of, or to give notice to, the Company regarding any such communication or disclosure. Moreover, nothing in this Agreement prohibits or prevents you from discussing or disclosing information about, or the underlying facts and circumstances of any claim of, unlawful acts in the workplace or criminal conduct, including discrimination, harassment, retaliation, sexual assault or abuse or any other conduct that you have reason to believe is unlawful including, but not limited to, factual information related to any claims for sexual assault or under California's Fair Employment and Housing Act (if applicable), or from testifying in an administrative, legislative or judicial proceeding concerning alleged criminal conduct or alleged unlawful employment practices when you have been required or requested to attend the proceeding pursuant to a court order, subpoena or written request from a Governmental Entity. Moreover, Confidential Information may be disclosed pursuant to a subpoena or court process to the extent legally required, including any dispute between you and any of the Releasees, subject to an appropriate order of confidentiality.

c) You understand and acknowledge that an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made: (i) in confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law, or (ii) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. You understand and acknowledge further that an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal, and does not disclose the trade secret, except pursuant to court order.

d) Notwithstanding the foregoing, under no circumstance will you be authorized to disclose any information covered by the Company's attorney-client privilege or the Company's attorney work product: (i) without the prior written consent of the Company's General Counsel or other officer designated by the Company, or (ii) unless 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.

10. Return of Company Property and Confidential Information. You affirm that, as of your Termination Date, you will have returned all Company property, documents, and/or any Confidential Information in your possession or control. You acknowledge that your entitlement to the separation benefits set forth in Section 2 above is expressly contingent upon all Confidential Information and Company property being returned in a timely manner. Notwithstanding the foregoing, you may retain your contacts, calendars, personal correspondence, and all information and documentation reasonably needed for your personal tax return preparation purposes, and the Company shall cooperate with you in transferring your wireless accounts (including phone numbers and billing) if in the Company's name. You may also retain your Company electronic devices and mobile phone (subject to the Company's ability to "scrub" the foregoing for the Company's apps and/or Confidential Information).

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11. Remedies. In addition to receiving any other remedies provided by law or in equity, if the Company prevails in any action against you for your alleged violation of the terms of Sections 7, 8 and/or 9, you shall be required to return and/or reimburse the Company for the after-tax portion of the payments referenced in Section 2 above in full (less \$100). Under such circumstances, it is agreed and understood that this Agreement, including but not limited to the release provision set forth in Section 6 above, shall remain in full force and effect.

12. Neutral Reference. The Company agrees that, in response to any employment and reference inquiries by a third party regarding your employment with the Company, it shall provide only: (i) the dates that you were employed with the Company; (ii) the position(s) you held with the Company; and (iii) with your authorization, your salary history with the Company.

13. Non-Admission of Wrongdoing. Neither this Agreement, nor anything contained in it, shall constitute, or shall be used as, an admission by the Company of any liability or wrongdoing whatsoever, including but not limited to, any violation of any federal, state, local, or common laws, ordinances, or regulations. Neither this Agreement, nor anything contained in it, shall be introduced in any proceeding except to enforce the terms of this Agreement or to

defend against any claim relating to the subject matter of the releases contained herein. Such introduction under these exceptions shall be pursuant to an appropriate order protecting its confidentiality.

14. Arbitration of Disputes or Claims. To the extent that any dispute arises out of or relating to this Agreement and to the extent that any party to this Agreement wishes to pursue any claims relating to your employment, your separation, or any claimed breach of this Agreement, you and the Company hereby agree to resolve any such disputes or claims exclusively through binding arbitration before JAMS in New York City to the fullest extent permitted by applicable law. The parties further agree that any claims or issues between the parties to this Agreement will be arbitrated on an individual basis and not as part of any group, class, or collective arbitration action. The parties further agree that any issue or dispute pertaining to the threshold question of whether a dispute, claim, or issue is subject to arbitration, that is, whether there is an agreement by the parties to arbitrate or not, will be decided by a state or federal court in New York City and not by an arbitrator. In any such dispute, this Agreement shall be governed and conformed in accordance with the laws of the State of New York without regard to its conflict or choice of law provisions.

15. Amendment. This Agreement may not be modified, altered or changed except by a written document signed by all parties.

16. Knowing and Voluntary Agreement. Pursuant to the Older Workers Benefit Protection Act, you shall have at least twenty-one (21) calendar days to review and to consider executing this Agreement, including, but not limited to, its general release. If you execute the Agreement, you may revoke this Agreement at any time during the seven (7) calendar days following the day you execute this Agreement. Any revocation within this period must be submitted, in writing, to Seth Kaplan, Senior Vice President, Legal & People, WW International, Inc., and state, "I hereby revoke my acceptance of our Separation Agreement and General Release." The revocation must be personally delivered or e-mailed ([]) to Seth Kaplan, Senior Vice President, Legal & People, WW International, Inc., 675 Avenue of the Americas, 6th Floor, New York, New York 10010, such that it is received within seven (7) calendar days of your execution of this Agreement. This Agreement shall not become effective or enforceable until this revocation period has expired and neither this Agreement nor the Supplemental Release attached as Attachment A has been timely revoked. If the last day of the revocation period is a Saturday, Sunday, or legal holiday in New York State, the revocation period shall not expire until the end of the following business day which is not a Saturday, Sunday, or legal holiday. You are hereby advised to consult with an attorney of your choice prior to entering into this Agreement.

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17. Entire Agreement. This Agreement constitutes and contains the entire agreement between the parties, and supersedes and replaces all prior negotiations and all agreements, proposed or otherwise, written or oral, concerning the subject matter hereof. You have not relied on any representations, promises, or agreements of any kind in connection with your decision to accept this Agreement, except for those set forth in this Agreement. This is an integrated document.

18. Severability. With the exception of Section 6 above, if any provision of this Agreement or the application thereof is held invalid, such invalidation shall not affect the other provisions or applications of this Agreement, and to this end the provisions of this Agreement are declared to be severable. In the event Section 6 is held unenforceable by a court of competent jurisdiction in any action initiated by you or on your behalf, the Company's

obligations under Section 2 shall be null and void, and you shall be liable for the return and/or reimbursement of the payments listed therein.

19. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original and each of which shall together constitute a single agreement.

20. Acknowledgments. You acknowledge that you: (a) have carefully read this Agreement; (b) have been advised to, and have had an opportunity to, review this Agreement with an attorney of your choice; (c) understand all of the terms of this Agreement; (d) have not relied upon any representation or statement, written or oral, not set forth in this Agreement; and (e) have knowingly and voluntarily executed this Agreement.

/s/ Amy O'Keefe

November 30, 2022

Amy O'Keefe

Date

/s/ Michael F. Colosi

November 30, 2022

Michael F. Colosi

Date

General Counsel & Corporate Secretary

WW International, Inc.

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ATTACHMENT A
SUPPLEMENTAL RELEASE

In connection with the Separation Agreement and General Release ("Agreement") she previously executed with WW International, Inc. ("Company"), Amy O'Keefe ("Employee") hereby acknowledges and agrees as follows in this supplemental release ("Supplemental Release"):

1. **General Release.** Employee, on behalf of herself and her present and/or former heirs, beneficiaries, executors, creditors, dependents, spouse(s), administrators, attorneys, representatives and agents, successors, and assigns, knowingly and voluntarily releases and forever discharges, indemnifies and holds harmless the Company and all of its present or former parent corporations, affiliates, subsidiaries, divisions, successors and assigns, including but not limited to WW North America Holdings, LLC and WW.com, LLC, and all of their respective current and former owners, shareholders, insurers, attorneys, benefit plans, plan administrators, employees, officers, directors, representatives and agents thereof, (collectively, the "Releasees") jointly and individually, of and from any and all claims, known and unknown, Employee has or may have against any or all of the Releasees from the beginning of time through the date of her execution of this Supplemental Release to the fullest extent permitted by law, including, but not limited to, any claims: (a) arising out of, or in any way related to, Employee's employment with the Company, or the termination thereof; (b) arising out of, or in any way related to, any federal, state, or local law or regulation prohibiting discrimination, harassment, and/or retaliation on the basis of age, race, color, religion, disability, sex, national origin, citizenship or any other protected class, or engaging in any protected activity relating to such laws, including but not limited to, claims under Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act of 1967, as amended by the Older Workers Benefit Protection Act of 1990, the Americans With Disabilities Act, the Family Medical Leave Act, the Workers Adjustment and Retraining Notification Act, the Sarbanes-Oxley Act, the Fair Credit Reporting Act, the Fair Labor Standards Act, the New York Executive Law, the New York State Human Rights Law, the New York State Constitution, the New York Labor Law, the

New York Civil Rights Law, the New York City Human Rights Law, and the New York City Administrative Code; (c) arising out of, or in any way related to, any other federal, state or local law or regulation dealing with employment or benefits, or concerning any other matter whatsoever; (d) based in contract, tort or public policy; (e) for attorneys' fees or litigation expenses; and (f) arising out of, or in any way related to, any transactions, occurrences, acts, statements, disclosures, or omissions occurring on or prior to the date Employee executed this Supplemental Release. expenses. This Supplemental Release, however, excludes (i) any claims made under state workers' compensation or unemployment laws and/or any claims that cannot be waived by law; (ii) any claims to salary continuation payments or benefits under the Agreement; (iii) any rights to vested employee benefits and equity awards; (iv) any rights as a

shareholder of the Company; and (v) any claims to coverage under any indemnification agreement or liability insurance arrangement, arrangement.

2. **Reaffirmation of Agreement.** Employee acknowledges and agrees that she/he continues to be bound by all of the provisions set forth in the Agreement, and that (subject to the revocation period set forth below) the Agreement hereby is, and shall continue to be, in full force and effect. Employee further acknowledges and agrees that she/he is executing this Supplemental Release in consideration of, and in order to be entitled to, the Separation Benefits as set forth in Section 2 of the Agreement. In this regard, Employee acknowledges and agrees that her/his entitlement to these benefits is expressly conditioned on her/his execution of this Supplemental Release on or after her/his Termination Date (as defined in the Agreement).
3. **Execution and Revocation.** Pursuant to the Older Workers Benefit Protection Act, Employee shall have at least twenty-one (21) calendar days to review and to consider executing this Supplemental Release. If Employee executes this Supplemental Release, Employee may revoke it at any time during the seven (7) calendar days following the day Employee signed it. Any revocation within this period will not only revoke the Supplemental Release but the entire Agreement as well. Any revocation within this period must be submitted, in writing, to Seth Kaplan, Senior Vice President, Legal & Tiffany Stevenson, Chief People WW International, Inc. Officer, and state, "I hereby revoke my acceptance of our Separation Agreement and General Release, and my Supplemental Release." The revocation must be personally delivered or e-mailed ([]) to Seth Kaplan, Senior Vice President, Legal & Tiffany Stevenson, Chief People WW International, Inc., Officer, 675 Avenue of the Americas, New York, New York 10010 or

to [], such that it is received within seven (7) calendar days of Employee's execution of this Supplemental Release. If the last day of the revocation period is a Saturday, Sunday, or legal holiday in New York State, the revocation period shall not expire until the end of the following business day which is not a Saturday, Sunday, or legal holiday. Employee is hereby advised to consult with an attorney of her/his choice prior to executing this Supplemental Release.

4. **Execution Date.** Employee acknowledges and agrees that she/he is executing this Supplemental Release on or after her/his Termination Date, which is defined in her/his Agreement as December 31, 2022 December 29, 2023. Employee acknowledges and agrees that the Agreement shall not be effective, and she/he shall not be entitled to the Separation Benefits set forth in the Agreement, unless she/he executes this Supplemental Release on or after the Termination Date.
5. **Acknowledgments.** Employee acknowledges that she/he: (a) has carefully read this Supplemental Release; (b) has been advised to, and has had an opportunity to, review this Supplemental Release with an attorney of her/his choice; (c) understands all of the terms of this Supplemental Release; (d) has not relied upon any representation or statement, written or oral, not set forth in this Supplemental Release; and (e) has knowingly and voluntarily executed this Supplemental Release.

/s/ Amy O'Keefe

Amy O'Keefe

January 5, 2023

Date

/s/ Michael F. Colosi 01/02/24

Michael F. Colosi Date

Employment Agreement by and between Pierre-Olivier Latour and WW (SWITZERLAND) SA

9

EXHIBIT 10.40

10.32

Summary of Employment and Compensation Arrangements of Heather Stark Agreement

The following is a summary of Heather Stark's employment and compensation arrangements with WW International, Inc. (the "Company") dated as of March 1, 2023. April 11, 2023

by and **Employer** **Pierre-Olivier Latour**: WW Canada, ULC, a subsidiary of between (hereinafter the Company)

- **Title:** **Interim Principal Financial Officer**
- **Effective Date Employee:** Ms. Stark assumed the role of Interim Principal Financial Officer, effective December 2, 2022. She was originally hired on December 6, 2010.)

[SWITZERLAND Compensation and:
]

- o **Base Salary:** CAD \$580,000.00, payable bi-weekly.
- o **Annual Performance Bonus:** Ms. Stark has an annual, performance-based cash bonus target percentage of 65% of her Base Salary (based solely on the Company's overall performance).
- o **Annual Equity Program:** Ms. Stark has an annual equity grant target of 50% of her Base Salary, subject to such terms as determined by the Company's Compensation and Benefits Committee in its sole discretion.
- o **Registered Retirement Savings Plan (RRSP):**

WW Canada, ULC matches Ms. Stark's employee contributions to its RBC group RRSP up to 5% of her eligible earnings (and subject to legislative or other limits on RRSP contributions).

- o **Wellbeing Allowance (SWITZERLAND SA):** Ms. Stark is eligible to be reimbursed up to CAD \$1,300 per annum towards approved wellbeing expenses.
- o **Paid Time Off Policy (hereinafter the Company):** Ms. Stark is entitled to five (5) weeks of vacation

Route de Saint-Cergue 303

1260 Nyon

(each a **Party**, and two (2) wellness days per calendar year (subject to local practices and vacation policies).

- o **Health Care, Dental and Vision Plan together the :** Ms. Stark is eligible for coverage under WW Canada, ULC's current plan in accordance with the terms of the official plan documents.
- **Severance Parties:** On involuntary separation without cause, and subject to her execution of the Company's standard release agreement, Ms. Stark would be subject to a severance package consistent with the Company's standard practice and in compliance with local law.)

EXHIBIT 10.41

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WW International, Inc.
675 Sixth Avenue, 6th Floor
New York, NY 10010

July 14, 2022

VIA E-MAIL

Employment Agreement by and between Pierre-Olivier Latour and WW (SWITZERLAND) SA

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Amanda TollesonContents

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Employment Agreement by and between Pierre-Olivier Latour and WW (SWITZERLAND) SA

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Dear Amanda,

I am pleased to confirm our offer Employment Agreement by and between Pierre-Olivier Latour and WW (SWITZERLAND) SA

1. Function and Reporting Line

1.1 Function, Duties and Responsibilities

The Company hereby employs and appoints the Employee as Head of employment to you for Engineering of the position of Chief Marketing Officer of Weight-Watchers group (WW Group), which includes, WW International, Inc. (the "Company" (WWI).

The details At this time the Employee has been designated as the successor for the role of your initial Chief Technology Officer and will assume the role when it becomes vacant. At which time, the Employee's compensation and benefits remuneration will remain the same as listed below.

In addition, the Employee acknowledges that he may be requested to join the board of directors of one or more companies of the WW Group which comprises the Company and its majority owned subsidiaries. Any such appointment shall be without additional remuneration and shall be included in the salary pursuant to Article 5.1 of this Employment Agreement.

The Employee's duties and responsibilities are those set forth below: in the employment in the applicable Regulations of the board of directors as periodically amended and the directives periodically issued by the Company and/or by WWI. The Employee's responsibilities shall further be those commonly associated with the Employee's position and those duties periodically assigned to the Employee by the Company and/or by WWI.

WWI reserves its right to move this Employment Agreement to an affiliate of WWI in or outside of Switzerland.

1.1.2
Reporting
Line

Title. Your title shall The Employee's corporate title will be Chief Marketing Officer, Head of Engineering for WWI reporting to Sima Sistani or any other person as determined from time to time by the Company and/or WWI.

At this time, the Employee has been designated as the successor for the role of Chief Executive Officer Technology Office for WWI and will assume the role when it becomes vacant. Such appointment shall be without additional remuneration and shall be included in the salary to Article 5.1 of this Employment Agreement.

2 Employment Condition and Period

2.1 Employment Condition

This Employment Agreement is conditioned upon the satisfactory results of your reference and/or background checks.

This Employment Agreement is conditioned to the Employee receiving and keeping a valid work permit in Switzerland.

2.2 Employment Period

The employment period shall begin on April 17, 2023 (Starting Date).

Employment Agreement by and between Pierre-Olivier Latour and WW (SWITZERLAND) SA

This Employment Agreement is concluded for an indefinite period of time. It will be terminated without further notice at the end of the Company month during which the Employee reaches the statutory retirement age.

2. Hire Date. August 15, 2022

3. **Work Location.** 675 Avenue The first three months of the Americas, employment shall be regarded as a probationary period. During the probationary period the employment may be terminated at any time by giving seven days' notice.

Upon expiration of the probationary period, either Party may terminate the employment by giving 3 months' notice at the end of a calendar month.

Notice of termination shall be made in writing.

The Employment Agreement can further at any time be immediately terminated for cause pursuant to article 337 of the Swiss Code of Obligations (CO).

3 Place of Work

The place of work shall be Nyon. The Employee is aware of and accepts that he will be required to travel frequently in Switzerland and abroad.

4 Working Time

The minimum working time is 42 hours per week (corresponding to a 100% employment).

The Employee shall dedicate full working capacity to the Company and WWI. He shall devote as much time to the performance of his duties hereunder as shall be necessary. Overtime work performed by the Employee is fully compensated by the salary as set forth under Article 5.1 of this Employment Agreement.

Provided that the Employee is subject to the Labor Law Act, the Company has the right to require for extra time hours to be compensated by leisure time of the same duration. The Employee hereby expressly declares to accept such requirement, including during the notice period.

5 Compensation

5.1 Salary

The Employee will be paid a gross fixed annual salary of CHF 475,000. The annual salary will be paid in twelve monthly installments by bank transfer at the end of each calendar month, generally on the 25th Floor, New York, NY 10010 day of each month.

4. Base Salary. You will receive an annualized base ~~The gross salary of \$430,000.00 gross, less all lawful withholdings and deductions, is yearly reviewed, whereby the Employee is not entitled to be paid bi-weekly, every other Thursday. This shall be an exempt position, and you will therefore not be eligible for overtime, a salary increase.~~

5.5.2 Annual Performance Bonus

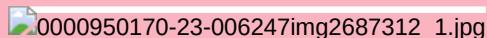
~~. You~~ The Employee will be eligible to earn an annual bonus in accordance with the terms and conditions of the Company's WWI bonus plan. ~~The plan as modified from time to time (Plan).~~ Under the current Plan, the bonus target for this position will be ~~75%~~ ~~60%~~ of your ~~Base~~ ~~the~~ Salary ~~(25%)~~ pursuant to Article 5.1 of this Employment Agreement ~~(75% of which shall be based on your individual WWI's overall performance and 75% 25% of which shall be based on the Company's overall Employee's individual performance)~~, which can be ~~over- or~~ ~~over- or~~

underachieved depending on performance. performance, the company performance portion consistent with the treatment for similarly situated executives.

For 2022 bonus year 2023 only, you the Employee shall be eligible to receive a pro-rated annual bonus based on your Hire the Starting Date, but shall be guaranteed no less than 50% of your the Employee's potential pro-rated annual bonus, provided you remain that he remains employed at the Company on the date of payment. In order to For bonus year 2023 only, the Employee shall be eligible to earn a pro-rated amount of the annual bonus target.

The annual bonus is a special allowance and is at the sole discretion of WWI. The Employee is no way entitled to claim a bonus. In particular, the payment of a bonus in a particular year does not give rise to a bonus entitlement for the following years. The amount of the bonus, if any, is also at the sole discretion of WWI.

The granting of the bonus you must be requires an active employee on ongoing employment relationship (i.e. notice of termination shall not have been given) at the date time of payment. the payment of the bonus. The Employee is not entitled to a pro rata temporis bonus.



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WW International, Inc.
675 Sixth Avenue, 6th Floor
New York, NY 10010

6.5.3 Annual Equity Program

. You The Employee will be eligible to participate in the Company's WWI's annual stock- based stock-based incentive compensation program, in accordance with the terms and conditions of such program, as amended from time to time. Your The Employee's position will have a target aggregate grant amount value of 100% 125% of your Base Salary pursuant to Article 5.1 of this Employment Agreement (allocated and subject to such terms as determined by the Company's WWI's Compensation Committee in its sole discretion) discretion, provided, however, that such terms shall be the terms and methodology used for other similarly situated executives).

For 2023, the Employee shall be entitled to the full annual equity award if the Starting Date is on or before June 30, 2023, and a pro-rated amount of your annual equity award if the Starting Date is between July 1, 2023 and September 30, 2023. For 2022 only, you shall If the Starting Date is between October 1, 2023 and December 31, 2023, the Employee will not be eligible to receive one-half of your participate in WWI's annual target equity award (in an amount equal to 50% of your annual base salary) in November 2022. stock based incentive compensation program until 2024.

All annual equity awards are subject to ~~your~~the Employee's continued employment with the Company, and shall be governed by ~~the Company's~~WWI's stock-based incentive compensation plan documents and relevant agreements, as well as any additional terms and conditions as determined by the Compensation Committee at its sole discretion. ~~The Company's~~WWI's stock-based incentive compensation program may be modified or terminated at any time.

7. **Sign-On Bonus.** You shall be eligible time without any compensation. The Employee is not entitled to receive a Sign-On Bonus pro rata temporis bonus.

The annual equity award is a special allowance and is at the sole discretion of WWI. The Employee is no way entitled to claim any award. In particular, the granting of an award in a particular year does not give rise to an award entitlement for the following years. The amount of ~~\$100,000~~ the award, if any, is also at the sole discretion of WWI.

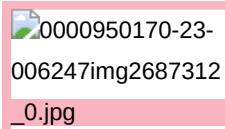
Employment Agreement by and between Pierre-Olivier Latour and WW (SWITZERLAND) SA

5.4 Salary Deductions

The Company will deduct from the Employee's gross annual salary as well as from the bonus, if any, the applicable Employee contributions, respectively premiums to be paid within 30 days after ~~your~~ Hire Date. The payment of this Sign-On Bonus is expressly conditioned on ~~your~~ being continually social security schemes (AHV / IV, EO, ALV), the premiums for the pension fund (BVG), the non-occupational accident insurance and ~~actively employed~~ the daily sickness benefits insurance as well as the applicable taxes, if any, payable by the Company at the time the Sign-On Bonus is due to be paid, and shall be subject to all lawful withholdings and deductions. If you voluntarily resign, or are terminated for Cause, within one (1) year of your Hire Date, you shall be required to repay the Sign-On Bonus Employee in full. For purposes of this offer letter, "Cause" shall be the definition used in the Company's formal stock-based incentive compensation plan documents.

8. **Continuity Agreement.** Subject to the approval of the Company's Board of Directors, you will be eligible to enter into a continuity agreement (the "Continuity Agreement") accordance with the Company, which shall remain in effect for as long as you remain in your role as Chief Marketing Officer. For the avoidance of doubt, in no event shall ~~your~~ Continuity Agreement be deemed a benefit plan. You hereby agree that any consideration payable to you, or obligation to provide benefits to you, pursuant to the Continuity Agreement shall be offset in full by any amounts payable or benefits provided to you pursuant to either: (a) this offer letter (including but not limited to the respective laws and regulations.

5.5 Severance Pay and COBRA Coverage referenced in Section 9 below); (b) any other agreement between you and the Company providing for the same or similar type of benefits set forth in the Continuity Agreement; (c) any plan, program or arrangement of the Company providing the same or similar type of benefits set forth in the Continuity Agreement; or (d) any statute, regulation or local law in any applicable jurisdiction (collectively, the "Other Arrangements"). Any payment or benefit paid or provided to you pursuant to any Other Arrangement shall offset, and be counted against, any payment or benefit to be provided under the Continuity Agreement. Any payments or benefits paid under the Continuity Agreement shall supersede and negate any obligations under any Other Arrangement, which will be deemed to have been satisfied in full by the payments and/or benefits provided under the Continuity Agreement.



WW International, Inc.

675 Sixth Avenue, 6th Floor

New York, NY 10010

9. **Severance.** Subject to the terms and conditions set forth below, in the event the Company terminates your Employee's employment for reasons other than for Cause, and provided you execute Employee executes a general release of all potential claims in a form acceptable to the Company, the Company shall: (a) shall continue to pay you twelve (12) months of your base his annual salary at the time of your his termination via salary continuation, or the severance amount required by local law, whichever is greater ("Severance Pay"); (b) pay for the employer contribution portion of your continued health coverage under the Company-sponsored health plans pursuant to the Consolidated Omnibus Budget Reconciliation Act ("COBRA") for twelve (12) months following your date of termination ("COBRA Coverage"), provided you elect to receive such coverage and comply with all of your obligations. However, unless otherwise prohibited by local law, in connection with same; and (c) if applicable, pay you any unpaid annual bonus from the previous calendar bonus year; it being understood that you shall not be entitled to any pro-rated bonus for the current calendar year. However, in the event you obtain Employee obtains subsequent employment at any point during the twelve (12) month period when you are Employee is receiving the his Severance Pay and/or COBRA Coverage benefits (the "Severance Benefit Period"), your bi-weekly Employee's monthly Severance Pay payments shall be reduced by the amount of your bi-weekly his monthly salary earnings in your his new employment for the remainder of the Severance Benefit Period, or eliminated altogether if you obtain he obtains a subsequent position with the same or higher base annual salary rate than your his annual salary rate at the Company as of your his termination date. Similarly, your eligibility to receive COBRA Coverage during the Severance Benefit Period shall cease effective the first month of eligibility in your new employer's health insurance plan. However, under such circumstances, you will not be required to repay any bonus paid under this section. To enforce and comply with the terms of this provision, you agree Employee agrees to provide the Company with immediate written notice of any subsequent employment you receive he receives during the Severance Benefit Period, including your his date of hire and annual salary rate. It is further agreed that, to the extent the Company provides Employee with any garden leave, such garden leave shall run concurrently with, and benefits eligibility be included as part of, the Severance Benefit Period; any such garden leave shall not be an added benefit above and beyond the Severance Pay benefit referenced above. For purposes of this offer letter, Employment Agreement, "Cause" shall be the definition used in the Company's formal stock-based incentive compensation plan documents.

**10.6
Expenses**

Paid Time Off Policy. You will The Employee shall be entitled to reimbursement for expenses pursuant to the applicable terms and conditions of the Company's expense reimbursement regulations (as amended from time to time).

7 Sickness and Accidents

The Employee is insured under a total daily sickness benefits insurance against loss of 25 days income resulting in case of Paid Time Off per year (pro-rated sickness, replacing the Company's respective statutory obligation. The commencement, duration, and extent of insurance coverage as well as the benefits are set forth in the insurance policy. During a waiting period (if any), the Company shall pay 100% of the salary, but in no event after the expiration of the employment relationship. The premiums for 2022) the daily sickness benefits insurance shall be borne by the Company.

The Employee is insured against occupational and Company holidays (subject to local practices).

11. Health Care, Dental non-occupational accidents and Vision Plan. Coverage is available under the current plan against occupational diseases in accordance with the statutory provisions.

Employment Agreement by and between Pierre-Olivier Latour and WW (SWITZERLAND) SA

If the Employee is unable to attend work due to sickness or accident or any other reason, he must immediately notify the Company indicating the reason for being absent at that time and the likely duration of the absence. The Employee must keep the Company informed as to the continuation and likely duration of the absence. If the Employee is unable to work due to illness or an accident, which exceeds three working days, a medical certificate from the Employee's doctor must be provided to the Company. In any event, the Company has the right to have the Employee examined by a doctor of its choice and shall bear such expense.

8 Vacation

The Employee is entitled to 25 days of paid vacation per calendar year. Vacation will be taken at times mutually agreed by the Employee and the Company.

Vacation days are to be taken during the calendar year and the Employee must take at least two consecutive weeks of vacation during a calendar year.

In case of commencement / termination of this Employment Agreement during the course of a calendar year, the Employee is entitled to a pro rata vacation.

9 Duty of Care and Loyalty

The Employee shall diligently and carefully perform the work assigned to him and shall observe in good faith directives and specific instructions given to him. The Employee acknowledges that his management function requires a higher degree of loyalty to the Company. The Employee is expected to invest his entire work to the benefit of the Company and to refrain from any activities which could have an adverse effect on or conflict with the Company's or its affiliates' interests or the Employee's performance.

In case of any conflict between personal and the Company's or its affiliates' interests, the Employee undertakes to observe the Company's interest, in particular with respect to the exercise of a public office.

In particular, the Employee agrees that he will:

- directly or indirectly advise, serve as a president, member of the Board of Directors, employee, agent etc. or perform duties for another firm, person, company or another organization (against payment or without payment) only after having been granted the prior written permission of the Company;
- not possess an equity investment of more than 3% of the voting capital of any third company with which the Company or any affiliate of the Company has business relations or is in competition with;
- not accept any payments, gifts, loans or other benefits in connection with his services under this Employment Agreement, except for usual complementary gifts of low value at the end of the year or at closing of a project;
- not proceed to private investments or build up business relations on his behalf and for own account which may compromise the interests of the Company and its affiliates.

Employment Agreement by and between Pierre-Olivier Latour and WW (SWITZERLAND) SA

10 Confidentiality Covenant

During the employment and after its termination, the Employee shall neither communicate to third parties nor make use of any confidential information which he is made aware of during the course of the performance of his function for the Company. Confidential information shall comprise anything for which it cannot be shown that it was already known to the public at the relevant point in time, particularly information about any kind of know-how (e.g., inventions, developments,

data collections, procedures and concepts, business relationships and clients) which is relevant for the Company, its affiliates or for persons who stand in relation or cooperate with them.

The legal consequences of a breach of this clause are set forth in Article 14 of this Employment Agreement (liquidated damages).

11 Intellectual Property Rights

The rights to any work products and any know-how, which the Employee creates or in which creation he participates while performing his employment activity belong exclusively to the Company. To the extent that work products (e.g., software, reports, documentations) are protected by copyrights, the Employee hereby assigns to the Company any and all rights related to such work products, particularly the copyright and any and all rights of use.

12 Return of Property

Immediately upon request but in no case later than at the date on which the employment is terminated, the Employee shall – without any request from the Company – return to the Company all work products related to the Company or its affiliates and the like regardless of the form in which they exist (including computer files, source codes and documentation).

The Employee further acknowledges that it shall be strictly forbidden to make any records or copies of such work products, of products and documents pertaining to the Company or its affiliates, of contracts and correspondence for his private use or purposes unrelated to the performance of this Employment Agreement.

13 Non-Compete and Non-Solicitation

13.1 Non-Compete and Non-Solicitation Covenants

The Employee shall, during the term of this Employment Agreement and for a period of 1 year after the end thereof, refrain from engaging in any activity directly or indirectly competing with the Company and its affiliates world-wide in the field of (i) weight loss or weight management programs, services and/or other similar activities, including, but not limited to, the business of creating, developing, marketing, maintaining and/or managing an electronic, digital, internet, webbased or other similar digital or electronic media business related to weight loss or weight management programs, services and/or other similar activities (either free or on a subscription basis); or (ii) behavioral change management toward healthy eating.

In particular, the Employee agrees that he will not:

- be partially or fully employed by or independently render services or advise a business that develops, produces, distributes or offers the same or similar products and / or services as the Company and its affiliates or that advises on such products and / or services;
- directly or indirectly engage or invest in or establish any such business (whereby a participation in a public company up to 3% of the voting capital shall be regarded as a permissible participation within the terms of this provision); and
- solicit, interfere with or endeavor to entice away from the official plan documents. Coverage Company and its affiliates any person who is effective employed by the Company or its affiliates.

The Company retains the right to request the Employee to immediately cease any breach of this Non-Compete and Non-Solicitation Covenants and may seek court orders, including interim orders, prohibiting such breaches.

13.2 Garden Leave / Transfer of Employment Relationship

The Employee acknowledges and agrees that the Non-Compete and Non-Solicitation Covenants remain in full force and effect in case the Employee is released from your Hire Date.

12. **WW Savings Plan**his obligation to work (garden leave). You will be eligible The Employee is also aware that the Non-Compete and Non-Solicitation Covenants also apply in case he refuses the transfer of his employment with the Company to participate an acquirer within the meaning of article 333 CO.

14 Liquidated Damages and Consequences in Case of Breach of Contract

In the **WW Savings Plan** event of a post-contractual breach of the Non-Compete and Non-Solicitation Covenants (Article 13) or a post-contractual breach of the Confidentiality Covenant (Article 10), the Employee shall pay to the Company liquidated damages in an amount of 50% of the Employee's gross fixed annual salary according to Article 5.1, as amended for each individual breach of the aforementioned provision(s). In addition, the Employee shall have to compensate the Company for any further damages and financial losses directly arising out of or relating to such breach. The Employee cannot free himself from the aforementioned prohibition(s) by the payment of the liquidated damages and / or further damages.

15 Pension Fund

The pension fund and the Employee's contributions thereto are governed by the applicable regulations of the Company's pension fund institution.

16 Data Protection

The Company processes personal data pertaining to the Employee in accordance with the terms Company's Data Protection Policy and all applicable data protection laws. The Employee acknowledges that the Company and/or WWI may transfer to its affiliated companies or any other third party (including, but not limited to, service providers, courts and public authorities) in Switzerland and/or abroad (including but not limited to the United States of America) the Employee's data for processing purposes.

17 Additional Provisions

Employment Agreement by and between Pierre-Olivier Latour and WW (SWITZERLAND) SA

The Employee confirms receipt of the official plan documents, following documents (the Documents) and knowledge of their content:

13.— WW Executive Profit Sharing Plan — Accident insurance regulations
Data . You will — Daily sickness benefits insurance regulations
Protection
Policy — Pension fund regulations of the Company

18 Amendments

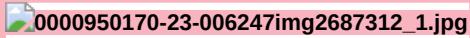
Any amendments to this Employment Agreement shall be eligible made in writing in order to participate in have legal effect. The Company reserves the currently suspended WW Executive Profit Sharing Plan in accordance right to unilaterally change or amend the Documents at any time.

19 Entire Agreement

This Employment Agreement and the Personnel Regulation constitute the entire agreement and understanding among the Parties with respect to the subject matter hereof, and shall supersede all prior oral and written offers, assurances or agreements of the Parties relating hereto. In the event of a conflict between this Employment Agreement and the Personnel Regulations or existing policies and practices, the terms of the official plan documents, in the event the Company reinstates the plan at any time during your employment. It is understood, however, that: (a) the decision to reinstate the WW Executive Profit Sharing Plan, if ever, this Employment Agreement shall be made at the Company's sole discretion, and (b) in the event the WW Executive Profit Sharing

Plan is reinstated, you will only be eligible to participate in such plan on a prospective basis, and you shall not be eligible to receive any retroactive or "catch-up" contribution payments from the Company.

prevail.



WW International, Inc.

675 Sixth Avenue, 6th Floor

New York, NY 10010

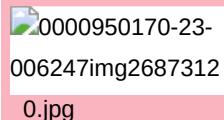
14. **Life Insurance**. You will be eligible for life insurance in accordance with the Company's policies and official plan documents. Currently, you will be eligible for life insurance at two times your annual salary, up to a maximum of \$1,000,000, plus optional coverage available at your expense.
15. **Wellbeing Allowance**. You will be reimbursed up to \$1,000.00 towards approved wellbeing expenses. You will be eligible for this allowance three months after your Hire Date, and on an annual basis thereafter.
16. **Outside Activities**. With the Chief Executive Officer's prior written consent, you shall be permitted to: (i) serve as a member of the boards of directors or advisory boards (or their equivalents in the case of a non-corporate entity) of non-competing businesses and charitable organizations; (ii) engage in charitable activities and community affairs, and (iii) deliver lectures and fulfill speaking engagements, provided such activities do not materially interfere, individually or in the aggregate, with the performance of your duties and responsibilities as the Company's Chief Marketing Officer, and do not conflict with any applicable Company policy. Such consent, while determined at the sole discretion of the Chief Executive Officer, shall not be unreasonably withheld or delayed.
17. **Indemnification and D&O Coverage**. You will receive the same indemnification protections and Director & Officer insurance coverage as the Company's other officers and directors.
18. **Noncompetition, Assignment of Work Product, and Confidentiality Agreement**. You will be required to sign the Company's standard Noncompetition, Assignment of Work Product and Confidentiality Agreement ("Noncompetition Agreement"), which will be provided under separate cover, as a condition of this employment offer and the effectiveness of this offer letter.
19. **Arbitration Agreement**. You will be required to sign the Company's standard Arbitration Agreement, which will be provided under separate cover, as a condition of this employment offer and the effectiveness of this offer letter, subject to any modifications mutually agreed upon by the parties.
20. **"At-Will" Employment**. You understand and agree that your employment with the Company shall be "at will" at all times. This means that either you or the Company may terminate your employment relationship at any time for any reason, with or without notice. Nothing stated in this offer letter shall be construed to guarantee your employment with the Company for any specific period of time.
21. **20 Governing Law**.

This offer letter Employment Agreement shall be governed by and conformed construed in accordance with the substantive laws of Switzerland.

21 Jurisdiction

All disputes arising out of or in connection with this Employment Agreement shall be subject to the State of New York without regard to its conflict or choice of law provisions.

22. **Entire Agreement.** This offer letter, along with the above-referenced Noncompetition Agreement and Arbitration Agreement which are hereby incorporated by reference, shall supersede all prior agreements between you and the Company. To the extent the terms of this offer letter differ in any way from any such prior agreement, the terms of this offer letter shall control. By signing this offer letter, you agree that you are not relying upon any promises, representations, negotiations or discussions except as specifically set forth in this offer letter.



WW International, Inc.

675 Sixth Avenue, 6th Floor

New York, NY 10010

Please note that this offer of employment is contingent upon: (1) the satisfactory results of your reference and/or background checks, and (2) your execution jurisdiction of the Non-Competition Agreement and Arbitration Agreement, as referenced above. You will receive a separate email regarding instructions for the completion courts of the background check process.

To indicate your acceptance of this offer letter, please sign and date in the space indicated below, and return to []@ww.com within one week of the date defendant, or the Employee's ordinary place of work.

Sincerely, This Employment Agreement has been executed in two (2) originals.

For the Company

/s/ Tiffany Stevenson /s/ Michael Colosi

Tiffany Stevenson Michael Colosi

Chief People Officer General Counsel

The Employee

/s/ Pierre-Olivier Latour

Pierre-Olivier Latour

/s/ Stacey Gallagher Khan

Stacey Gallagher Khan

Vice President, People Operations & Talent Acquisition

WW International, Inc.

I understand and agree to the terms and conditions set forth above.

/s/ Amanda Tolleson

July 14, 2022

Amanda Tolleson

Date

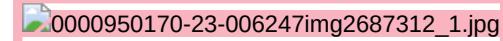


EXHIBIT 21.1

List of Subsidiaries of WW International, Inc.

Fortuity Pty. Ltd., incorporated in Australia

WW Services (Aust) Pty Ltd, incorporated in Australia

WW Belgium NV, incorporated in Belgium

Vigilantes do Peso Marketing Ltda., incorporated in Brazil

WW Canada, ULC, incorporated in Canada

Weight Watchers de Colombia Ltda., incorporated in Colombia

W Holdco, Inc., incorporated in Delaware

Weekend Health, Inc., incorporated in Delaware

WW.com, LLC, incorporated in Delaware

WW Canada Holdco, Inc., incorporated in Delaware

WW Foods, LLC, incorporated in Delaware

WW Good Foundation, Inc., incorporated in Delaware

WW Health Solutions, Inc., incorporated in Delaware

WW North America Holdings, LLC, incorporated in Delaware

WW.fr SARL, incorporated in France

WW France SAS, incorporated in France

WW Operations France SAS, incorporated in France

WW At Work GmbH, incorporated in Germany

WW (Deutschland) GmbH, incorporated in Germany

Denross Limited, incorporated in Ireland

WW ROI Wellness Holdings Limited, incorporated in Ireland

Il Salvalinea, S.R.L., incorporated in Italy

WW Netherlands B.V., incorporated in the Netherlands

The Weight Watchers Foundation, Inc., incorporated in New York

W.W.I. European Services, Ltd., incorporated in New York

Weight Watchers New Zealand Limited, incorporated in New Zealand

WW New Zealand Unit Trust, incorporated in New Zealand
Weight Watchers Operations Spain S.L.U., incorporated in Spain
Weight Watchers Spain, S.L., incorporated in Spain
WW Nordics AB, incorporated in Sweden
WW (Switzerland) SA, incorporated in Switzerland
Checkweight Limited, incorporated in the United Kingdom
Weight Watchers UK Holdings Ltd, incorporated in the United Kingdom
WW.co.uk Online Limited, incorporated in the United Kingdom
WW GBR Limited, incorporated in the United Kingdom
WW NI Holdco Limited, incorporated in the United Kingdom

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-256264, 333-238154, 333-219779, 333-217835, 333-165637, 333-156185, 333-195800, 333-208067, and 333-264723) of WW International, Inc. of our report dated **March 6, 2023** **February 28, 2024** relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

New York, New York

March 6, 2023 **February 28, 2024**

EXHIBIT 31.1

CERTIFICATION

I, Sima Sistani, certify that:

1. I have reviewed this Annual Report on Form 10-K of WW International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **March 6, 2023** February
28, 2024

Signature: **/s/ SIMA SISTANI**

Sima Sistani

Chief Executive Officer and Director
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION

I, Heather Stark, certify that:

1. I have reviewed this Annual Report on Form 10-K of WW International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **March 6, 2023** **February 28,**

2024

Signature:

/s/ HEATHER STARK

Heather Stark

Interim Principal Chief Financial Officer

(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of WW International, Inc. (the "Company") for the fiscal year ended **December 31, 2022** **December 30, 2023**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, the undersigned officers of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **March 6, 2023** February 28, 2024

Signature:

/s/ SIMA SISTANI

Sima Sistani

Chief Executive Officer and Director

(Principal Executive Officer)

Signature:

/s/ HEATHER STARK

Heather Stark

Interim Principal Chief Financial Officer

(Principal Financial Officer)

EXHIBIT 97.1

WW INTERNATIONAL, INC.

Incentive Compensation Clawback Policy

(As Adopted on November 2, 2023 Pursuant to Nasdaq Rule 5608)

1. Overview. The Compensation and Benefits Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of WW International, Inc. (the “**Company**”) has adopted this Incentive Compensation Clawback Policy (the “**Policy**”) which requires the recoupment of certain incentive-based compensation in accordance with the terms herein and is intended to comply with Listing Rule 5608, as promulgated by The Nasdaq Stock Market LLC, as such rule may be amended from time to time (the “**Listing Rules**”). Capitalized terms not otherwise defined herein shall have the meanings assigned to such terms under Section 12 of this Policy.

2. Interpretation and Administration. The Committee shall have full authority to interpret and enforce the Policy; provided, however, that the Policy shall be interpreted in a manner consistent with its intent to meet the requirements of the Listing Rules. As further set forth in Section 10 below, this Policy is intended to supplement any other clawback policies and procedures that the Company may have in place from time to time pursuant to other applicable law, plans, policies or agreements.

3. Covered Executives. The Policy applies to each current and former Executive Officer of the Company who serves or served as an Executive Officer at any time during a performance period in respect of which Incentive Compensation is Received, to the extent that any portion of such Incentive Compensation is (a) Received by the Executive Officer during the last three completed Fiscal Years or any applicable Transition Period preceding the date that the Company is required to prepare a Restatement (regardless of whether any such Restatement is actually filed) and (b) determined to have included Erroneously Awarded Compensation. For purposes of determining the relevant recovery period referenced in the preceding clause (a), the date that the Company is required to prepare a Restatement under the Policy is the earlier to occur of (i) the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare a Restatement. Executive Officers subject to this Policy pursuant to this Section 3 are referred to herein as "**Covered Executives.**"

4. Recovery of Erroneously Awarded Compensation. If any Erroneously Awarded Compensation is Received by a Covered Executive, the Company shall reasonably promptly take steps to recover such Erroneously Awarded Compensation in a manner described under Section 5 of this Policy.

5. Forms of Recovery. The Committee shall determine, in its sole discretion and in a manner that effectuates the purpose of the Listing Rules, one or more methods for recovering any Erroneously Awarded Compensation hereunder in accordance with Section 4 above, which may include, without limitation: (a) requiring cash reimbursement; (b) seeking recovery or forfeiture of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards; (c) offsetting the amount to be recouped from any compensation otherwise owed by the Company to the Covered Executive; (d) cancelling outstanding vested or

unvested equity awards; or (e) taking any other remedial and recovery action permitted by law, as determined by the Committee. To the extent the Covered Executive refuses to pay to the Company an amount equal to the Erroneously Awarded Compensation, the Company shall have the right to sue for repayment and/or enforce the Covered Executive's obligation to make payment through the reduction or cancellation of outstanding and future compensation. Any reduction, cancellation or forfeiture of compensation shall be done in compliance with Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

6. No Indemnification. The Company shall not indemnify any Covered Executive against the loss of any Erroneously Awarded Compensation for which the Committee has determined to seek recoupment pursuant to this Policy.

7. Exceptions to the Recovery Requirement. Notwithstanding anything in this Policy to the contrary, Erroneously Awarded Compensation need not be recovered pursuant to this Policy if the Committee (or, if the Committee is not composed solely of Independent Directors, a majority of the Independent Directors serving on the Board) determines that recovery would be impracticable as a result of any of the following:

(a) the direct expense paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange; or

(b) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

8. Committee Determination Final. Any determination by the Committee with respect to the Policy shall be final, conclusive and binding on all interested parties.

9. Amendment. The Policy may be amended by the Committee from time to time, to the extent permitted under the Listing Rules.

10. Non-Exclusivity. Nothing in the Policy shall be viewed as limiting the right of the Company or the Committee to pursue additional remedies or recoupment under or as required by any similar policy adopted by the Company or under the Company's compensation plans, award agreements, employment agreements or similar agreements or the applicable provisions of any law, rule or regulation which may require or permit recoupment to a greater degree or with respect to additional compensation as compared to this Policy (but without duplication as to any recoupment already made with respect to Erroneously Awarded Compensation pursuant to this Policy). This Policy shall be interpreted in all respects to comply with the Listing Rules.

11. Successors. The Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

12. Defined Terms.

"Covered Executives" shall have the meaning set forth in Section 3 of this Policy.

"Erroneously Awarded Compensation" shall mean the amount of Incentive Compensation actually Received that exceeds the amount of Incentive Compensation that otherwise would have been Received had it been determined based on the restated amounts, and computed without regard to any taxes paid. For Incentive Compensation based on stock price or total shareholder return, where the amount of erroneously awarded Incentive Compensation is not subject to mathematical recalculation directly from the information in a Restatement:

- (A) The calculation of Erroneously Awarded Compensation shall be based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return upon which Incentive Compensation was Received; and
- (B) The Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the Exchange.

"Exchange" shall mean The Nasdaq Stock Market.

"Executive Officer" shall mean the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of the Company's parent(s) or subsidiaries shall be deemed executive officers of the Company if they perform such policy-making functions for the Company.

"Financial Reporting Measures" shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures, including, without limitation, stock price and total shareholder return (in each case, regardless of whether such measures are presented within the Company's financial statements or included in a filing with the Securities and Exchange Commission).

"Fiscal Year" shall mean the Company's fiscal year; provided that a Transition Period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months will be deemed a completed fiscal year.

"Incentive Compensation" shall mean any compensation (whether cash or equity-based) that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure, and may include, but shall not be limited to, performance bonuses and long-term incentive awards such as stock options, stock appreciation rights, restricted stock, restricted stock units, performance share units or other equity-based awards. For the avoidance of doubt, Incentive Compensation does not include (i) awards that are granted, earned and vested exclusively upon completion of a specified employment period, without any

performance condition, and (ii) bonus awards that are discretionary or based on subjective goals or goals unrelated to Financial

Reporting Measures. Notwithstanding the foregoing, compensation amounts shall not be considered “Incentive Compensation” for purposes of the Policy unless such compensation is Received (1) while the Company has a class of securities listed on a national securities exchange or a national securities association and (2) on or after October 2, 2023, the effective date of the Listing Rules.

“**Independent Director**” shall mean a director who is determined by the Board to be “independent” for Board or Committee membership, as applicable, under the rules of the Exchange, as of any determination date.

“**Listing Rules**” shall have the meaning set forth in Section 1 of this Policy.

Incentive Compensation shall be deemed “**Received**” in the Company’s fiscal period during which the Financial Reporting Measure specified in the Incentive Compensation award is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that period.

“**Restatement**” shall mean an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the Company’s previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

“**Transition Period**” shall mean any transition period that results from a change in the Company’s Fiscal Year within or immediately following the three completed Fiscal Years immediately preceding the Company’s requirement to prepare a Restatement.

Adopted on: November 2, 2023

Acknowledgment of Incentive Compensation Clawback Policy

Reference is made to the WW International, Inc. Incentive Compensation Clawback Policy (as adopted on November 2, 2023 pursuant to Nasdaq Rule 5608) (the “**Policy**”). Capitalized terms used herein without definition have the meanings assigned to such terms under the Policy.

By signing below, the undersigned acknowledges, confirms and agrees that:

- the undersigned has received and reviewed a copy of the Policy;
- the undersigned is, and will continue to be, subject to the Policy to the extent provided therein;
- the Policy may apply both during and after termination of the undersigned’s employment with the Company and its affiliates; and
- the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Compensation to the Company pursuant to the Policy.

Signature

Print Name

Date

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