WeightWatchers

Supplemental Investor Materials

November 6, 2024

Forward-looking Statements

This presentation includes "forward-looking statements," within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, in particular, any guidance and any statements about the Company's plans, strategies, objectives, initiatives, roadmap and prospects. The Company generally uses the words "may," "will," "could," "expect," "anticipate," "believe," "estimate," "plan," "intend," "aim" and similar expressions in this presentation to identify forward-looking statements. The Company bases these forward-looking statements on its current views with respect to future events and financial performance. Actual results could differ materially from those projected in the forward-looking statements. These forward-looking statements are subject to risks, uncertainties and assumptions, including, among other things: competition from other weight management and health and wellness industry participants or the development of more effective or more favorably perceived weight management methods; the Company's failure to continue to retain and grow its subscriber base; the Company's ability to be a leader in the rapidly evolving and increasingly competitive clinical weight management and weight loss market; the Company's ability to continue to develop new, innovative services and products and enhance its existing services and products or the failure of its services, products or brands to continue to appeal to the market, or its ability to successfully expand into new channels of distribution or respond to consumer trends or sentiment; regulatory, reputational and other risks associated with the Company's new compounded GLP-1 offering; the ability to successfully implement strategic initiatives; the Company's ability to evolve its community offerings to meet the evolving tastes and preferences of its members; the effectiveness and efficiency of the Company's advertising and marketing programs, including the strength of the Company's social media presence; the impact on the Company's reputation of actions taken by its franchisees, licensees, suppliers, affiliated provider entities, PCs' healthcare professionals, and other partners, including as a result of its acquisition of Weekend Health, Inc., doing business as Sequence ("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 the Company's workforce; the Company's chief executive officer transition, and its ability to appoint a permanent chief executive officer with the required level of experience and expertise; the Company's ability to successfully make acquisitions or enter into collaborations or joint ventures, including its 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 the Company's business; the Company's 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 the Company of leases; the inability to renew certain of the Company's licenses, or the inability to do so on terms that are favorable to the Company; the impact of the Company's substantial amount of debt, debt service obligations and debt covenants, and its exposure to variable rate indebtedness; the ability to generate sufficient cash to service the Company's debt and satisfy its other liquidity requirements; uncertainties regarding the satisfactory operation of the Company's 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; the Company's ability to successfully integrate and use artificial intelligence in its business; the Company's ability to enforce its intellectual property rights both domestically and internationally, as well as the impact of its involvement in any claims related to intellectual property rights; risks and uncertainties associated with the Company's international operations, including regulatory, economic, political, social, intellectual property, and foreign currency risks, which risks may be exacerbated as a result of war and terrorism; the outcomes of litigation or regulatory actions; the impact of existing and future laws and regulations, including federal and state regulations relating to compounded medications; risks related to the Acquisition, including risks that the Acquisition may not achieve its intended results; risks related to the Company's exposure to extensive and complex healthcare laws and regulations as a result of the Acquisition; and other risks and uncertainties, including those detailed from time to time in the Company's periodic reports filed with the United States Securities and Exchange Commission (the "SEC") (which are available on the SEC's EDGAR database at www.sec.gov and via the Company's website at corporate.ww.com). You should not put undue reliance on any forward-looking statements. You should understand that many important factors, including those discussed herein, could cause the Company's results to differ materially from those expressed or suggested in any forward-looking statement. Except as required by law, the Company does 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 presentation or to reflect the occurrence of unanticipated events or otherwise. Readers are advised to review the Company's filings with the SEC (which are available on the SEC's EDGAR database at www.sec.gov and via the Company's website at corporate.ww.com).

Non-GAAP Financial Measures

This presentation includes certain financial results not presented in accordance with accounting principles generally accepted in the United States ("GAAP") including, but not limited to, gross profit, gross margin, operating (loss) income, operating (loss) income margin, diluted (net loss) earnings per share, and selling, general and administrative expenses, all as adjusted. In addition, it includes certain financial results on a constant currency basis in addition to GAAP results. Constant currency information compares results between periods as if exchange rates had remained constant period-over-period. In this presentation, the Company calculates constant currency by calculating current-year results using prior-year foreign currency exchange rates. See Financial Detail section for reconciliations. Management believes these non-GAAP financial measures provide useful supplemental information for its and investors' evaluation of the Company's business performance and are useful for period-over-period comparisons of the performance of the Company's business. While management believes that these non-GAAP financial measures are useful in evaluating the Company's business, this information should be considered as supplemental in nature and should not 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 titled measures reported by other companies.A reconciliation of the forward-looking full year EBITDAS outlook to net income cannot be provided without unreasonable effort because of the inherent difficulty of accurately forecasting the occurrence and financial impact of the various adjusting items necessary for such reconciliation that have not yet occurred, are out of the Company's control, or cannot be reasonably predicted. For the same reasons, the Company is unable to assess the probable significance of the unavailable information, which could have a material impact on its future GAAP financial results.

Trademarks

The following terms used in this presentation are our trademarks: Weight Watchers® and the Weight Watchers logo.

Q3 2024 SUMMARY

End of Period Subscribers	Paid Weeks	Revenues	Subscription Revenues	Adjusted Gross Margin[(1)]	Adjusted Operating Income[(1)]
3.7 million *-8.8% YoY* *71.5% YoY growth in Clinical Subscribers*	48.6 million *-7.4% YoY*	$193 million *-10.2% YoY*	$191 million *-6.0% YoY*	69.1% *Up 296 basis points YoY*	$36 million *18.5% of Revenues* *Up 146 basis points YoY*

- **Subscription Revenues** of $191 million declined 6% YoY, with declines in Digital Revenues and Workshops + Digital Revenues. Subscription Revenues benefited from $19.1 million of Clinical Revenues
- **Other Revenues** of $2 million declined $10 million YoY due to the discontinuation of the low margin consumer products business at the end of 2023
- **Revenues per Paid Week** has stabilized through the first three quarters of the year – with stability being driven primarily by subscriber mix
- **Adjusted Gross Margin** – Up 296 basis points YoY driven primarily by actions to reduce the fixed cost base within the business and the discontinuation of the lower margin consumer products business at the end of 2023
- **Cost savings on target** – $100 million of annual run-rate cost savings by the end of 2025; $20 million in 2H24

[(1)] See non-GAAP reconciliation on slides 11 and 12

2024 OUTLOOK

- We are reiterating our previously provided guidance for End of Period Subscribers, Revenues, Adjusted Operating Income, and Adjusted EBITDAS.
- While the recent launch of compounded semaglutide was encouraging with sign-ups elevated to prior months, we do not expect it to have a material impact on our 2024 overall business results due to the relatively small number of new Clinical Subscribers in proportion to our overall business. However, we're pleased to see the positive trend continue into the Fourth Quarter with our Clinical Subscribers today representing growth from our Third Quarter End of Period Clinical Subscribers.

Full year fiscal 2024	
End of Period Subscribers	At least 3.1 million
Revenues	At least $770 million
Adjusted Operating Income[1]	At least $100 million
Adjusted EBITDAS[1]	At least $150 million

[1] See non-GAAP reconciliation on slides 11 and 12

Flexible, covenant-lite debt structure

$945M Outstanding on Term Loan[1] - Due April 2028

Variable Interest Rate: 1 month Term SOFR + Credit Spread Adjustment of 11.448 bps (50 bps floor) +350 bps[1]

Covenant-lite structure; first-lien, secured term loan; flexibility to prepay term loan; amortization pre-paid through 2026.

$500M notional amount of interest rate swaps fixed a portion of the variable interest rate. The two $250M swaps were entered into in 2018 and 2019 and had fixed rates of 3.1513% and 1.9645%, respectively. Both swaps terminated on March 31, 2024. As of November 6, 2024, the Company had no active swaps in place.

$500M Notes[1] - April 2029 Maturity

Fixed Interest Rate: 4.500%

First-lien, secured notes

$175M Revolving Credit Facility - Undrawn[1] - April 2026 Maturity

Variable Interest Rate: 1 month Term SOFR + Credit Spread Adjustment of 11.448 bps +275 bps[1]

Consolidated First Lien Leverage Ratio impacts full access to the $175M revolving credit facility (guaranteed minimum access of $61.25M). For full access as of each fiscal quarter end, the Company must be in compliance with a Consolidated First Lien Leverage Ratio of 5.25x until the end of Q1 2025 and 5.00x thereafter.

The Company was not in compliance with the Consolidated First Lien Leverage Ratio as of September 28, 2024, and as a result, is limited to borrowing no more than 35%, or $61.25M, of the amount of the aggregate commitments under the Revolving Credit Facility as of each fiscal quarter end until the Company complies with the applicable ratio.

[1] As of September 28, 2024. Debt reflects par principal of loans and notes.

Financial Detail

Income Statement Impact of Non-GAAP Adjustments[1]

The schedule below has been added this quarter to provide the income statement impact of adjustments made to Gross Profit, Gross Margin, Operating (Loss) Income, (Loss) Income Before Tax, Benefit from Income Taxes, Net (Loss) Income, and Diluted (Net Loss) Earnings Per Share.

($ in thousands, except percentages and per share amounts)	Q3 2024				
	GAAP	Franchise Rights Acquired Impairments	Net Restructuring Charges	Former CEO Separation Expenses	Adjusted
Gross Profit	**$129,496**	**-**	**($3,820)**	**-**	**$133,316**
Gross Margin	67.1%				69.1%
Operating (Loss) Income	**($39,045)**	**($57,045)**	**($13,806)**	**($3,858)**	**$35,664**
Interest Expense	28,619				28,619
Other expense (income), net	5,870				5,870
(Loss) Income Before Tax	**($73,534)**	**($57,045)**	**($13,806)**	**($3,858)**	**$1,175**
Benefit from Income Taxes	**($27,342)**	**($5,281)**	**($3,449)**	**($964)**	**($17,648)**
Net (Loss) Income	**($46,192)**	**($51,764)**	**($10,357)**	**($2,894)**	**$18,823**
Diluted (Net Loss) Earnings Per Share	**($0.58)**[2]	**($0.65)**	**($0.13)**	**($0.04)**	**$0.24**[2]

Note: Totals may not sum due to rounding.

(1) See non-GAAP reconciliation on slides 11 and 12
(2) Diluted (Net Loss) Earnings Per Share included a $0.33 tax benefit arising from an unusually high negative annual effective tax rate as a result of a valuation allowance and small pretax loss reflected in the Company's full year fiscal 2024 guidance.

Adjusted Operating Income to Adjusted EBITDAS

(in thousands)	Three Months Ended		Nine Months Ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Adjusted Operating Income	$ 35,664	$ 36,582	$ 67,969	$ 68,230
Other (Expense) Income, net	(5,870)	(815)	(4,187)	36
Depreciation and Amortization	9,155	13,428	29,103	35,633
Stock-based Compensation	824	3,225	5,966	8,956
Adjusted EBITDAS	$ 39,773	$ 52,420	$ 98,851	$ 112,855

Note: Totals may not sum due to rounding.

Net (Loss) Income to Adjusted EBITDAS Non-GAAP Reconciliation

(in thousands)

	Three Months Ended		Nine Months Ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Net (Loss) Income	$ (46,192)	$ 43,731	$ (370,824)	$ (24,120)
Interest	28,619	24,508	81,923	71,429
Taxes	(27,342)	(38,447)	12,270	(18,933)
Depreciation and Amortization	9,155	13,428	29,103	35,633
Stock-based Compensation	824	3,225	5,966	8,956
EBITDAS	$ (34,936)	$ 46,445	$ (241,562)	$ 72,965
Franchise Rights Acquired Impairments	57,045 (1)	—	315,033 (2)	—
2024 Plan Restructuring Charges (3)	14,812	—	14,812	—
2023 Plan Restructuring Charges (4)	(749)	6,187	6,654	30,603
2022 Plan Restructuring Charges (5)	(257)	(212)	56	646
2021 Plan Restructuring Charges (6)	—	—	—	57
2020 Plan Restructuring Charges (7)	—	—	—	(21)
Acquisition Transaction Costs (8)	—	—	—	8,605
Former CEO Separation Expenses (9)	3,858	—	3,858	—
Adjusted EBITDAS	$ 39,773	$ 52,420	$ 98,851	$ 112,855

Note: Totals may not sum due to rounding.

(1) Impairment charges of the Company's franchise rights acquired of $54,295 and $2,750 related to its United States and United Kingdom units of account, respectively.

(2) Impairment charges of the Company's franchise rights acquired of $305,726, $4,074, $2,905 and $2,328 related to its United States, Australia, United Kingdom and New Zealand units of account, respectively.

(3) Charges associated with the Company's previously disclosed 2024 restructuring plan.

(4) The reversal of charges or charges, as applicable, associated with the Company's previously disclosed 2023 restructuring plan.

(5) The reversal of charges or charges, as applicable, associated with the Company's previously disclosed 2022 restructuring plan.

(6) Charges associated with the Company's previously disclosed 2021 organizational restructuring plan.

(7) The reversal of charges associated with the Company's previously disclosed 2020 organizational restructuring plan.

(8) Certain non-recurring transaction costs in connection with the Company's acquisition of Sequence.

(9) Certain non-recurring expenses in connection with the separation from the Company of its former Chief Executive Officer.

Operating Income Guidance Reconciliation

(in millions)

	Full Year 2024 Operating Income Guidance Reconciliation
Operating Loss	$(240.4)
Franchise Rights Acquired Impairments [1]	$(315.0)
Net Restructuring Charges [2]	$(21.5)
Former CEO Separation Expenses [3]	$(3.9)
Adjusted Operating Income	$100.0

[1] Reflects the impairment charges of the Company's franchise rights acquired related to its United States, Australia, United Kingdom and New Zealand units of account in the first nine months of fiscal 2024.

[2] Reflects the net restructuring charges incurred in the first nine months of fiscal 2024 related to the Company's previously disclosed 2024 restructuring plan, 2023 restructuring plan and 2022 restructuring plan.

[3] Reflects certain non-recurring expenses in connection with the separation from the Company of its former Chief Executive Officer in the third quarter of fiscal 2024.

A reconciliation of the forward-looking full year EBITDAS outlook to net income cannot be provided without unreasonable effort because of the inherent difficulty of accurately forecasting the occurrence and financial impact of the various adjusting items necessary for such reconciliation that have not yet occurred, are out of the Company's control, or cannot be reasonably predicted. For the same reasons, the Company is unable to assess the probable significance of the unavailable information, which could have a material impact on its future GAAP financial results.

NON-GAAP RECONCILIATION

Q3 2024 Gross Profit, Gross Margin, Selling, General and Administrative Expenses, Operating (Loss) Income, Operating (Loss) Income Margin, Benefit From Income Taxes, Net (Loss) Income, and Diluted (Net Loss) Earnings Per Share

(in thousands, except percentages and per share amounts) Footnotes are on the following slide

	Q3 2024						Q3 2023			Q3 2024 Variance			
												2024 Constant Currency	
	GAAP	Adjustment	Adjusted	Currency Adjustment	Constant Currency	Adjusted Constant Currency	GAAP	Adjustment	Adjusted	2024 vs 2023	2024 Adjusted vs 2023 Adjusted	2024 vs 2023	2024 Adjusted vs 2023 Adjusted
Selected Financial Data													
Gross Profit	$ 129,496	$ 3,820 [1]	$ 133,316	$ (598)	$ 128,898	$ 132,718	$ 141,755	$ 398 [11]	$ 142,153	(8.6%)	(6.2%)	(9.1%)	(6.6%)
Gross Margin	*67.1%*		*69.1%*		*67.1%*	*69.1%*	*66.0%*		*66.2%*				
Selling, General and Administrative Expenses	$ 67,094	$ (13,844) [2]	$ 53,250	$ (63)	$ 67,031	$ 53,186	$ 63,034	$ (5,577) [12]	$ 57,457	6.4%	(7.3%)	6.3%	(7.4%)
Operating (Loss) Income	$ (39,045)	$ 74,709 [3]	$ 35,664	$ (457)	$ (39,502)	$ 35,033 [7]	$ 30,607	$ 5,975 [13]	$ 36,582	(227.6%)	(2.5%)	(229.1%)	(4.2%)
Operating (Loss) Income Margin	*(20.2%)*		*18.5%*		*(20.6%)*	*18.2%*	*14.2%*		*17.0%*				
Benefit from Income Taxes	$ (27,342)	$ 9,694 [4]	$ (17,648)	$ (118)	$ (27,460)	$ (17,789) [8]	$ (38,447)	$ 1,496 [14]	$ (36,951)	(28.9%)	(52.2%)	(28.6%)	(51.9%)
Net (Loss) Income	$ (46,192)	$ 65,015 [5]	$ 18,823	$ (339)	$ (46,531)	$ 18,333 [9]	$ 43,731	$ 4,479 [15]	$ 48,210	(205.6%)	(61.0%)	(206.4%)	(62.0%)
Diluted (Net Loss) Earnings Per Share	$ (0.58)	$ 0.82 [6]	$ 0.24	$ (0.00)	$ (0.58)	$ 0.23 [10]	$ 0.54	$ 0.06 [16]	$ 0.60	(206.8%)	(60.6%)	(207.6%)	(61.6%)

Note: Totals may not sum due to rounding.

NON-GAAP RECONCILIATION - Footnotes

Q3 2024 Gross Profit, Gross Margin, Selling, General and Administrative Expenses, Operating (Loss) Income, Operating (Loss) Margin, Benefit From Income Taxes, Net (Loss) Income, and Diluted (Net Loss) Earnings Per Share

(1) Excludes the net impact of $2,450 of charges associated with the Company's previously disclosed 2024 restructuring plan and $1,370 of charges associated with the Company's previously disclosed 2023 restructuring plan.

(2) Excludes the net impact of $12,362 of charges associated with the Company's previously disclosed 2024 restructuring plan, the reversal of $2,119 of charges associated with the Company's previously disclosed 2023 restructuring plan and the reversal of $257 of charges associated with the Company's previously disclosed 2022 restructuring plan, and the impact of $3,858 of former CEO separation expenses.

(3) Excludes (i) the impact of impairment charges of the Company's franchise rights acquired of $54,295 and $2,750 related to its United States and United Kingdom units of account, respectively, (ii) the net impact of (a) $2,450 of charges and $12,362 of charges associated with the Company's previously disclosed 2024 restructuring plan recorded to cost of subscription revenues and selling, general and administrative expenses, respectively, (b) $1,370 of charges and the reversal of $2,119 of charges associated with the Company's previously disclosed 2023 restructuring plan recorded to cost of subscription revenues and selling, general and administrative expenses, respectively, and (c) the reversal of $257 of charges associated with the Company's previously disclosed 2022 restructuring plan recorded to selling, general and administrative expenses, and (iii) the impact of $3,858 of former CEO separation expenses recorded to selling, general and administrative expenses.

(4) Excludes (i) the impact of impairment charges of the Company's franchise rights acquired of $4,593 and $688 related to its United States and United Kingdom units of account, respectively, (ii) the net impact of (a) $3,700 of charges associated with the Company's previously disclosed 2024 restructuring plan, (b) the reversal of $187 of charges associated with the Company's previously disclosed 2023 restructuring plan and (c) the reversal of $64 of charges associated with the Company's previously disclosed 2022 restructuring plan, and (iii) the impact of $964 of former CEO separation expenses.

(5) Excludes (i) the impact of impairment charges of the Company's franchise rights acquired of $49,702 and $2,062 related to its United States and United Kingdom units of account, respectively, (ii) the net impact of (a) $11,112 of charges associated with the Company's previously disclosed 2024 restructuring plan, (b) the reversal of $562 of charges associated with the Company's previously disclosed 2023 restructuring plan and (c) the reversal of $193 of charges associated with the Company's previously disclosed 2022 restructuring plan, and (iii) the impact of $2,894 of former CEO separation expenses.

(6) Excludes (i) the impact of impairment charges of the Company's franchise rights acquired of $0.62 and $0.03 related to its United States and United Kingdom units of account, respectively, (ii) the net impact of (a) $0.14 of charges associated with the Company's previously disclosed 2024 restructuring plan, (b) the reversal of $0.01 of charges associated with the Company's previously disclosed 2023 restructuring plan and (c) the reversal of $0.00 of charges associated with the Company's previously disclosed 2022 restructuring plan, and (iii) the impact of $0.04 of former CEO separation expenses.

(7) Includes $(174) of currency adjustment associated with the impairment charge of the Company's franchise rights acquired of $2,750 related to its United Kingdom unit of account.

(8) Includes $(23) of currency adjustment associated with the impairment charge of the Company's franchise rights acquired of $2,750 related to its United Kingdom unit of account.

(9) Includes $(151) of currency adjustment associated with the impairment charge of the Company's franchise rights acquired of $2,750 related to its United Kingdom unit of account.

(10) Includes $(0.01) of currency adjustment associated with the impairment charge of the Company's franchise rights acquired of $2,750 related to its United Kingdom unit of account.

(11) Excludes the net impact of $444 of charges associated with the Company's previously disclosed 2023 restructuring plan and the reversal of $46 of charges associated with the Company's previously disclosed 2022 restructuring plan.

(12) Excludes the net impact of $5,743 of charges associated with the Company's previously disclosed 2023 restructuring plan and the reversal of $166 of charges associated with the Company's previously disclosed 2022 restructuring plan.

(13) Excludes the net impact of (a) $444 of charges and $5,743 of charges associated with the Company's previously disclosed 2023 restructuring plan recorded to cost of subscription revenues and selling, general and administrative expenses, respectively, and (b) the reversal of $46 of charges and the reversal of $166 of charges associated with the Company's previously disclosed 2022 restructuring plan recorded to cost of subscription revenues and selling, general and administrative expenses, respectively.

(14) Excludes the net impact of $1,549 of charges associated with the Company's previously disclosed 2023 restructuring plan and the reversal of $53 of charges associated with the Company's previously disclosed 2022 restructuring plan.

(15) Excludes the net impact of $4,638 of charges associated with the Company's previously disclosed 2023 restructuring plan and the reversal of $159 of charges associated with the Company's previously disclosed 2022 restructuring plan.

(16) Excludes the net impact of $0.06 of charges associated with the Company's previously disclosed 2023 restructuring plan and the reversal of $0.00 of charges associated with the Company's previously disclosed 2022 restructuring plan.