

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

| Part I | Reporting Issuer |
|--------|------------------|
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|--|---|---|--|
| 1 Issuer's name WW International, Inc. | | 2 Issuer's employer identification number (EIN) 11-6040273 | |
| 3 Name of contact for additional information Matt Barton | 4 Telephone No. of contact (212) 589-2700 | 5 Email address of contact matt.barton@ww.com | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 675 Avenue of the Americas | | 7 City, town, or post office, state, and ZIP code of contact New York, NY 10010 | |
| 8 Date of action 6/24/2025 | | 9 Classification and description See attached | |
| 10 CUSIP number See attached | 11 Serial number(s) N/A | 12 Ticker symbol WGHTQ | 13 Account number(s) N/A |

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See attached](#)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See attached](#)

18 Can any resulting loss be recognized? ► [See attached](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **See attached**

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► Matt Barton Date ► 8/6/2025

Print your name ► **Matt Barton**

Title ► **Head of Tax**

**Paid
Preparer
Use Only**

Print/Type preparer's name

| |
|----------------------|
| Preparer's signature |
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| |
|------|
| Date |
|------|

Check ☐ if
self-employed

| |
|------|
| PTIN |
|------|

Firm's name ▶

Firm's EIN ►

Firm's address ►

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| Phone no. |
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WW International, Inc. (EIN: 11-6040273)

Attachment to Form 8937

Report of Organizational Actions Affecting Basis of Securities

WW International, Inc. (the “**Company**”), a corporation for U.S. federal income tax (“**USFIT**”) purposes, is providing the information contained herein pursuant to the requirements of section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”). The discussion herein includes a general summary regarding the application of certain USFIT laws and regulations to the debt and equity exchanges described below and the potential effects on a debtholder’s adjusted U.S. tax basis resulting from such transactions.

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of debtholders or equityholders. Debtholders and equityholders are urged to consult their own tax advisors regarding the particular U.S. tax consequences of the transactions described herein and the impact to tax basis resulting from such transactions.

Unless otherwise specified herein, “**section**” references are to the Code or Treasury regulations promulgated thereunder, each in effect as of the date hereof.

Part 1:

Line 9. Classification and description.

- Total of approximately \$1,616,340,603 in aggregate principal amount of “**Existing Debt**” consisting of the following:
 - Term loans issued April 13, 2021, amended June 3, 2023, and due April 13, 2028, with a total aggregate principal amount of approximately \$945,000,000 (“**Existing Term Loans**”).
 - Revolving Credit Facility issued April 13, 2021, amended June 3, 2023, and due April 13, 2026, with a total aggregate principal amount of approximately \$171,340,603 (“**Existing Revolving Credit Facility**”).
 - Senior Secured Notes issued April 13, 2021, due April 15, 2029, with a total aggregate principal amount of approximately \$500,000,000 (“**Existing Senior Secured Notes**”).
- Approximately 83,820,000 shares of no-par value common stock of WW International, Inc. issued and outstanding as of immediately prior to the Effective Date (defined below) (“**Existing Equity**”).
- Approximately 10,000,000 shares of no-par value common stock of WW International, Inc. issued on the Effective Date (defined below) (“**New Equity**”).
- Total of approximately \$465,000,000 in aggregate principal of new term loans due June 24, 2030 (“**New Debt**”).

Line 10. CUSIP number.

- Existing Term Loan CUSIP – 92941PAC7
- Existing Revolving Credit Facility CUSIP – 92941PAB9
- Existing Senior Secured Notes CUSIP – 98262PAA9 / U85332AA9
- Existing Equity CUSIP – 98262P101
- New Debt CUSIP – 92941PAE3

- New Equity CUSIP – 98262P200

Part II:

Line 14: Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action

On or about June 24, 2025 (the "**Effective Date**"), the Company executed the following transactions (each an "**Exchange**" and collectively, the "**Exchanges**") with holders of the Existing Debt and Existing Equity (each, an "**Exchange Holder**" and, collectively, the "**Exchange Holders**") as part of the previously announced prepackaged Chapter 11 plan of reorganization initially drafted on May 30, 2025 and approved on June 17, 2025 (the "**Plan**").

- Holders of Existing Term Loan exchanged approximately \$945,000,000 aggregate principal amount of Existing Term Loan for approximately 5,309,146 shares of New Equity and approximately \$271,291,530 aggregate principal amount of New Debt.
- Holders of Existing Revolving Credit Facility exchanged approximately \$171,340,603 aggregate principal amount of Existing Revolving Credit Facility for approximately 978,454 shares of New Equity and approximately \$49,997,945 aggregate principal amount of New Debt.
- Holders of Existing Senior Secured Notes exchanged approximately \$500,000,000 aggregate principal amount of Existing Senior Secured Notes for approximately 2,812,400 shares of New Equity and approximately \$143,710,526 aggregate principal amount of New Debt.
- Holders of Existing Equity exchanged 100% of approximately 83,820,000 shares of Existing Equity for approximately 900,000 shares of New Equity.

Part II, Line 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of a US taxpayer as an adjustment per share or as a percentage of old basis.

Under USFIT, the Exchanges are expected to result in separate debt-for-debt, debt-for-equity, and/or equity-for-equity exchanges of each of the Existing Term Loans, Existing Revolving Credit Facility, Existing Senior Secured Notes, and Existing Equity as applicable under section 1001 on which gain or loss may be realized by the Exchange Holders if the Exchanges resulted in a "significant modification" of the Existing Debt, as applicable.

The Company believes, and the remainder of this discussion assumes, that the Exchanges resulted in significant modifications of the Existing Debt under Treas. Reg. section 1.1001-3. As a result, pursuant to section 1001, the Exchange Holders are expected to be treated as receiving the New Debt and New Equity as applicable, in exchange for the Existing Debt and Existing Equity, as applicable and as described above. Consequently, the Exchange Holders are expected to realize (but, subject to the recapitalization rules discussed below, not necessarily recognize) gain or loss (if any) as a result of the Exchanges.

The tax treatment of the Exchanges depends on whether they constitute recapitalizations under section 368(a)(1)(E) (a "**Section 368(a)(1)(E) Recapitalization**"). In the case of each Exchange, the determination of whether the Exchange constitutes a Section 368(a)(1)(E) Recapitalization depends, *inter alia*, on whether each of Existing Term Loans, Existing Revolving Credit Facility, Existing Senior Secured Notes, and Existing Equity surrendered, and the New Debt and New Equity received therefor, constitute "securities" for purposes of section 354. More specifically, an Exchange may qualify as a

recapitalization only if both an instrument constituting a security is exchanged and an instrument constituting a security is received as at least part of the consideration therefor.

Neither the Code nor the Treasury regulations define the term security. Whether a debt instrument is a security is based on all of the facts and circumstances, but most authorities have held that the term to maturity of the debt instrument is one of the most significant factors. In this regard, debt instruments with a term of ten years or more generally have qualified as securities, whereas debt instruments with a term of less than five years generally have not qualified as securities. Here, the debt instruments have the following terms:

- Existing Debt:
 - Existing Term Loans: Approximately 7 years
 - Existing Revolving Credit Facility: Approximately 5 years
 - Existing Senior Secured Notes: Approximately 8 years
- New Debt: Approximately 5 years

If the Existing Debt, Existing Equity, New Debt, and New Equity (as applicable) are determined to constitute securities for purposes of section 354, and the respective exchanges of Existing Debt and Existing Equity for New Debt and New Equity, as applicable, otherwise qualify as Section 368(a)(1)(E) Recapitalizations, the Exchange Holders generally are expected not to recognize gain or loss with respect to the Exchanges, except to the extent of cash and other “boot” received by the Exchange Holders as part of the Exchanges (other than cash for accrued and unpaid interest).¹ Specifically, assuming treatment as a Section 368(a)(1)(E) Recapitalization, an Exchange Holder is expected to be required to recognize gain on an exchange of Existing Debt (as applicable) in an amount equal to the lesser of (1) the total gain realized by the Exchange Holder with respect to such Existing Term Loans, Existing Revolving Credit Facility, Existing Senior Secured Notes, and Existing Equity, as applicable, and (2) the amount of cash (other than cash for accrued and unpaid interest) and other boot received (if any) as part of the Exchange for such Existing Term Loans, Existing Revolving Credit Facility, Existing Senior Secured Notes, and Existing Equity.

Here, the total gain realized by an Exchange Holder with respect to the Exchanges is expected to equal the excess, if any, of (1) the sum of (a) the issue price of the New Debt received, as applicable, (b) the fair market value of the New Equity acquired (if any), and (c) the cash (other than cash for accrued and unpaid interest) and other boot received (if any) over (2) the Exchange Holder’s adjusted tax basis in the Existing Term Loans, Existing Revolving Credit Facility, Existing Senior Secured Notes, and Existing Equity, as applicable.

To the extent the Exchanges do not qualify as Section 368(a)(1)(E) Recapitalizations, an Exchange Holder’s aggregate initial tax basis in the Exchange First Out Term Loans, Exchange Second Out Term Loans, and Exchange Third Out Term Loans generally is expected to be equal to their issue price.

¹ As the Exchanges involve multiple tranches of debt, it is possible that an Exchange could constitute a Section 368(a)(1)(E) Recapitalization if the Existing Term Loans, Existing Revolving Credit Facility, and Existing Senior Secured Notes, as applicable, are securities, even if only one tranche of debt received therefore is a security as in that case any non-security debt received could be considered boot.

To the extent the Exchanges do not qualify as Section 368(a)(1)(E) Recapitalizations, an Exchange Holder's aggregate initial tax basis in the New Equity generally is expected to be equal to its fair market value.

Exchange Holders participating in the Exchanges should consult their tax advisors to determine the USFIT consequences to them of the Exchanges.

Part II, Line 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

See response to Line 15 above.

To the extent the Exchanges are Section 368(a)(1)(E) Recapitalizations, an Exchange Holder's aggregate initial tax basis in the New Debt and New Equity is expected to equal its aggregate adjusted tax basis in the Existing Debt exchanged for the New Debt and New Equity, as applicable and assuming all such Existing Debt is treated as a security, less the amount of cash (other than cash for accrued and unpaid interest) and the fair market value of any boot received, plus the amount of any gain recognized. Such basis is generally expected to be allocated among the New Debt and New Equity in accordance with their respective fair market value.

To the extent the Exchanges do not qualify as Section 368(a)(1)(E) Recapitalizations, an Exchange Holder's aggregate initial tax basis in the New Debt is expected to equal its issue price and the aggregate initial tax basis in the New Equity generally is expected to be equal to its fair market value.

Part II, Line 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Sections 354, 356, 358, 368, 1001, 1012, 1273, and 1275.

Part II, Line 18: Can any resulting loss be recognized?

The Exchanges generally should not result in loss being recognized by the Exchange Holders to the extent the Exchanges are Section 368(a)(1)(E) Recapitalizations.

The Exchanges may result in an Exchange Holder recognizing a loss to the extent the Exchanges are not Section 368(a)(1)(E) Recapitalizations and such Exchange Holder's tax basis in the Existing Debt or Existing Equity exceeds the fair market value of property received, subject to generally applicable Code rules that may impact the ability of particular Exchange Holders to recognize losses.

Part II, Line 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year

The organizational actions occurred on June 24, 2025. The reportable tax year is 2025 for calendar-year taxpayers.