



Corporate Governance Guidelines

(As Amended September 29, 2019)

The following corporate governance principles have been adopted by the Board of Directors (the “Board”) of WW International, Inc. (the “Company”) and shall constitute the Corporate Governance Guidelines (the “Corporate Governance Guidelines”) of the Company.

I. Role and Responsibility of the Board

The Board represents shareholders’ interests and is responsible for fostering the long-term success and value of the Company, consistent with its fiduciary duty to the shareholders. The Board is responsible for establishing broad corporate policies, setting strategic direction and overseeing management, which is responsible for the day-to-day operations of the Company. In fulfilling this role, each director must exercise his or her good faith business judgment of the best interests of the Company and its shareholders.

II. Board Composition and Structure

1. Independence Standards

The Board will satisfy any independence requirements of the Nasdaq Stock Market (“Nasdaq”) as then in effect. The Board shall make an annual determination as to the independence of each independent director following a review of all relevant information and the Company will disclose such determination in its annual proxy statement.

The Nominating and Corporate Governance Committee will review these Corporate Governance Guidelines from time to time and recommend to the Board any amendments as may be appropriate in light of developments with regard to corporate governance.

2. Board Determination of Independence

No director will be considered “independent” unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). When making “independence” determinations, the Board shall follow the rules and regulations specified by Nasdaq, law or any other regulatory body or self-regulatory body applicable to the Company. When assessing the materiality of a director’s relationship with the Company, the Board shall consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships (among others).

In making its “independence” determinations, the Board has adopted as a guideline the standards set forth in the Nasdaq Marketplace Rules, as then in effect.

3. Additional “Independence” Requirements for Audit Committee Membership

No director may serve on the Audit Committee of the Board unless such director meets all of the criteria established for audit committee service by Nasdaq, the Sarbanes-Oxley Act, any other law and any other rule or regulation of any other regulatory body or self-regulatory body applicable to the Company.

4. Disclosure of Independence Determinations

The Company shall disclose in its annual proxy statement the Board’s determination of the independence of its independent directors, including the basis for any determination that a relationship is not material.

5. Annual Election of Directors

The Company’s shareholders elect all directors. The Nominating and Corporate Governance Committee selects, or recommends that the Board select, a slate of directors for election by shareholders at each Annual Meeting of Shareholders.

Subject to any obligations and procedures governing the filling of vacancies that may be set forth in any stockholders or other agreement to which the Company is a party, under the Company’s Amended and Restated Bylaws (the “Bylaws”), the Board generally may fill vacancies in existing or new director positions. Such directors elected by the Board shall serve only until the next Annual Meeting of Shareholders at which they must stand for election by the shareholders.

III. Director Qualification Standards

1. Selection of Directors

Subject to any obligations and procedures governing the nomination of directors to the Board that may be set forth in any stockholders or other agreement to which the Company is a party, the Nominating and Corporate Governance Committee is responsible for nominating, or recommending for the Board’s nomination, candidates for election to the Board. The Nominating and Corporate Governance Committee may identify candidates for election to the Board on its own, as well as by considering recommendations from shareholders, directors, officers and employees of the Company, and other sources that the Nominating and Corporate Governance Committee deems appropriate. Shareholder recommendations of candidates for election to the Board shall be made in accordance with the Bylaws. The Nominating and Corporate Governance Committee may retain a third-party search firm to assist in the identification of possible candidates for election to the Board.

In nominating, or recommending for the Board’s nomination, a slate of directors, the Nominating and Corporate Governance Committee’s objective is to select individuals with skills and experience to oversee and evaluate management’s performance in operating the Company’s business. When evaluating recommendations, the Nominating and Corporate

Governance Committee shall take into account all factors it considers appropriate, which may include (a) minimum individual qualifications, including integrity, accountability, experience and an ability to work collegially with the other members of the Board, and (b) all other factors it considers appropriate, including a candidate's skills and experience, legal and regulatory requirements and the needs of the Board.

The invitation to join the Board should be extended on behalf of the Board, as a whole, by the Chairman of the Board.

2. Independent Directors

The Board will seek to assure that at least three of the Board's independent members satisfy the financial literacy requirements of Nasdaq and the independence standards of the Securities and Exchange Commission ("SEC") and that at least one of such three members qualifies as an "audit committee financial expert" (as defined by the SEC).

IV. Director Responsibilities

1. Basic Responsibilities

The Company is committed to conducting its business in accordance with ethical business principles. Integrity and ethical behavior are core values of the Company. The Board shall provide the best example of these values and shall reinforce their importance at appropriate times. The Board shall review the Company's Amended and Restated Code of Business Conduct and Ethics periodically, as well as the adequacy of the policies included therein. The Board shall confirm with the Company's executive officers periodically that the officers understand and are implementing those policies.

The director's basic responsibility is to exercise his or her good faith business judgment of the best interests of the Company. In fulfilling this responsibility, directors shall:

- approve major strategic decisions and oversee, develop and implement Board policies;
- periodically review the Company's legal compliance programs and procedures;
- monitor and assess performance and ask appropriate questions of management to address accountability with established goals;
- stay well informed regarding the Company's businesses (management is responsible for providing accurate information to Board members, who should carefully review that information in advance of Board meetings);
- oversee financial statements through the Audit Committee;
- select, evaluate and, through the Compensation and Benefits Committee (either as a committee or together with the Company's independent

directors), set the compensation of, the Chief Executive Officer (the “CEO”);

- review and approve compensation of other executive officers through the Compensation and Benefits Committee;
- establish proper governance procedures, which include a periodic review of these Corporate Governance Guidelines by the Nominating and Corporate Governance Committee and the consideration by the Nominating and Corporate Governance Committee of other corporate governance issues and related matters that should be addressed by the Board;
- recruit effective new members; and
- oversee the Company’s disclosure controls and internal controls through the Audit Committee.

Each director shall be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors absent evidence that makes such reliance unwarranted. The directors shall also be entitled (i) to have the Company purchase reasonable levels of directors’ and officers’ liability insurance for their benefit, (ii) to the benefits of indemnification to the fullest extent permitted by law and the Company’s Amended and Restated Articles of Incorporation, as amended (the “Articles of Incorporation”), Bylaws and any indemnification agreements and (iii) to exculpation as provided by Virginia law and the Articles of Incorporation.

2. Board Meetings

The Board will meet at least quarterly each year and special meetings shall be held as required. Directors are expected to attend and participate in Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary, to discharge properly their responsibilities. They are expected to review relevant material, serve on Board committees and prepare appropriately for meetings and for discussions with management. Every effort should be made to schedule meetings sufficiently in advance to ensure maximum attendance at each meeting. Directors are also expected to attend the Annual Meeting of Shareholders in the absence of a scheduling conflict or other valid reason.

3. Information

The Secretary will cause to be distributed written information and data that management believes are important to the Board’s understanding of the business to be conducted at a Board or committee meeting, or are requested by directors, before the meeting. Directors should review these materials in advance of the meeting. In addition, the Secretary will distribute various materials to the Board on a continuing basis from time to time to keep the Board informed of developments concerning the Company, its businesses and the industries and markets in which the Company operates.

4. Conduct of Meetings

Board meetings shall be run by the Chairman, and shall be conducted in accordance with customary practice in a manner that ensures open communication, meaningful participation and timely resolution of issues. The Chairman shall set the agenda for each meeting together with management. All directors are encouraged to raise items for consideration. To the extent feasible, management and any committees of the Board should provide directors with materials concerning matters to be acted upon in advance of the applicable meeting.

5. Executive Session

The non-management directors will meet in executive session regularly. The Chairman, to the extent the Chairman is a non-management director, will preside over these meetings. The method for interested parties to communicate directly with the Company's non-management directors will be disclosed in the annual proxy statement.

V. Board Committees

The Board will have at all times an Audit Committee and such other committees as may be required by Nasdaq and the SEC from time to time. The qualifications of the members of the Audit Committee will comply with any rules and requirements of Nasdaq and the SEC as then in effect. The Nominating and Corporate Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint committee members. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

Each committee will have such charters as may be required by Nasdaq and the SEC or as specified by the Board.

The chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairman of each committee, in consultation with the appropriate members of the committee and management, will set the committee's agenda.

VI. Director Access to Management, Employees and Independent Advisors

1. Director Access to Management and Employees

Directors shall have full, free and complete access to the Company's management and employees in order to become and remain informed about the Company's business and for such other purposes as may be helpful to the Board in fulfilling its responsibilities. Directors are expected to use judgment to be sure that this contact is not distracting to the business operations of the Company and that the CEO is appropriately informed of contacts between the Board members and management.

The Board will encourage management to, from time to time, invite to Board meetings managers who (i) can provide additional insight into the matters being discussed because

of responsibility for and/or personal involvement in these areas, and/or (ii) are managers with future potential that the senior management believes should be given exposure to the Board.

2. Board Access to Independent Advisors

The Board shall have the autonomy to retain such outside professionals to act as advisors to the Board and/or management as may be deemed necessary or appropriate in the discharge of their duties.

Board committees may wish to hire their own outside counsel, consultants and other professionals to advise them in the discharge of their duties. The parameters for any such retention shall be set forth in the respective committee charters.

3. Funding for Committee Advisors

The Company shall provide appropriate funding as determined by the Audit Committee, for payment of compensation: (i) to the registered public accounting firm employed by the Company for the purposes of rendering an audit report; and (ii) to any other advisers employed by the Audit Committee. In addition, the Company shall provide appropriate funding as determined by the Board or such other committees to any advisers employed by the Board and such committees.

VII. Director Compensation

The form and amount of director compensation will be determined by the Board based on a recommendation of the Compensation and Benefits Committee. The Compensation and Benefits Committee will periodically review director compensation, including additional compensation for committee members.

The Compensation and Benefits Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed reasonable levels, if the Company makes substantial charitable contributions to organizations in which a director is affiliated or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

VIII. Director Orientation and Continuing Education

The Company shall establish an orientation program for all new directors in order to ensure that the Company's directors are fully informed as to their responsibilities and the means at their disposal for the effective discharge of those responsibilities. The orientation program shall, at a minimum, familiarize new directors with the Company's (i) strategic plans, (ii) financial control systems and procedures and any significant financial, accounting and risk-management issues, (iii) compliance programs, including with SEC reporting obligations and Nasdaq corporate governance listing standards, (iv) code of ethics, conflict policies and other controls, (v) principal officers and (vi) internal and independent auditors. The new directors shall be introduced to such management and other personnel, and representatives of the Company's outside legal, accounting and other outside advisors as is appropriate to familiarize them with the resources available to them.

IX. Management Succession

The Board shall annually review succession planning, including policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO.

X. Annual Board Performance Evaluation

The Board, acting through the Nominating and Corporate Governance Committee, shall evaluate periodically the effectiveness of the Board and its committees.

XI. Financial Reporting

The Company shall have an internal audit function.

XII. Shareholders and Other Interested Parties Access to Directors

1. Communications With Directors

Shareholders and other interested parties may communicate with the Board or any individual director by sending written correspondence to the following address: WW International, Inc., Attention: Corporate Secretary, 675 Avenue of the Americas, 6th Floor, New York, New York 10010. In any such communication, such person may also designate a particular audience, including the Chairman of the Board, a committee of the Board, such as the Audit Committee, the non-management directors as a group, the independent directors as a group or the director designated to preside over the meetings of the non-management directors.

2. Process for Collecting and Organizing Communications With Directors

The Corporate Secretary of the Company or his or her designee shall be responsible for collecting and organizing shareholder and other interested party communications. Depending on the subject matter, the Corporate Secretary will: (i) forward the communication to the director or directors to whom it is addressed; (ii) attempt to handle the inquiry directly, for example when the request is for information about the Company or is a stock-related matter; or (iii) not forward the communication if it is primarily commercial in nature or if it relates to an improper or irrelevant topic. At each Board meeting, a member of management will present a summary of communications, if any, received since the last meeting that were not forwarded to the director or directors to whom they were addressed, other than communications that were primarily commercial in nature or related to improper or irrelevant topics, and shall make those communications available to the Board upon request. Correspondence received addressed to the independent directors will be reviewed by the Corporate Secretary or his or her designee, who will regularly forward to the independent directors all correspondence that, in the opinion of the Corporate Secretary, deals with the functions of the Board or committees thereof or that the Corporate Secretary otherwise determines requires their attention. The independent directors may at any time request copies of any such correspondence.