



## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

### CHARTER

As Amended November 2, 2023

#### I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of WW International, Inc. (the “Corporation”) shall provide assistance to the Board of Directors by, among other things:

- Identifying individuals qualified to become directors, consistent with the criteria approved by the Board of Directors and selecting, or recommending that the Board of Directors select, the director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
- Overseeing a set of corporate governance principles applicable to the Corporation and developing and recommending to the Board of Directors any changes thereto;
- Overseeing the evaluation of the Board of Directors;
- Recommending members of the Board of Directors to serve on committees of the Board of Directors and evaluating the operations and performance of such committees; and
- Otherwise taking a leadership role in shaping the corporate governance of the Corporation.

#### II. STRUCTURE AND PROCESSES

##### A. Membership Requirements

The Committee shall be comprised of three or more members of the Board of Directors, and, unless otherwise permitted by the Nasdaq Listing Rules, each member shall be determined by the Board of Directors to be “independent” under the applicable rules of the Nasdaq Stock Market.

##### B. Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve for one year or until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

##### C. Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the full Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote

of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings.

**D. Delegation to Subcommittees**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

**III. MEETINGS**

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the Corporation's articles of incorporation or bylaws, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Corporation's articles of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

**IV. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Committee shall be as set forth below. The below should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Corporation shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention.

### Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board of Directors.
2. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the 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 of Directors, 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 of Directors.

Review and make recommendations to the full Board of Directors, or determine, whether members of the Board of Directors should stand for re-election.

In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors the class of directors in which the director-nominee should serve in accordance with any applicable provisions of the Corporation's articles of incorporation or bylaws.

3. Evaluate candidates for nomination to the Board of Directors, including those recommended by shareholders on a substantially similar basis as it considers other nominees. In that connection, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
5. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
6. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. Oversee the evaluation of the Board of Directors.

### Committee Selection, Composition and Evaluation

8. Recommend members of the Board of Directors to serve on the committees of the Board of Directors, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

9. Recommend members of the Board of Directors to serve as the chairpersons of the committees of the Board of Directors.
10. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.
11. Periodically review the charter, composition and performance of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

#### Implementation of Provisions of Shareholders or Other Agreement

12. To the extent there is a shareholders or other agreement to which the Corporation is a party (as such may be amended from time to time) that governs the composition of the Board of Directors, the Committee shall act appropriately to nominate individuals to serve as directors of the Board of Directors, to fill vacancies on the Board of Directors and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such shareholders or other agreement.

#### Corporate Governance

13. Review the adequacy of the articles of incorporation and bylaws of the Corporation and recommend to the Board of Directors, as conditions dictate, proposed amendments to the articles of incorporation and bylaws.
14. Oversee a set of corporate governance principles to be included in the Corporation's Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board of Directors changes to the Corporation's Corporate Governance Guidelines in light of such developments as may be appropriate.
15. Oversee the Corporation's environmental, social and corporate governance (ESG) plans, practices and reporting, oversee corporate governance risks, and keep abreast of related developments, all as may be appropriate.
16. Review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
17. Oversee the Business Standards Committee.

#### Reports

18. Report regularly to the Board of Directors including:
  - (i) following meetings of the Committee; and

- (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

19. Maintain minutes or other records of meetings and activities of the Committee.

## **V. EVALUATION**

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter, and review and reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.