



Q3 2020 Results

October 29, 2020

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 statements about the Company’s plans, strategies and prospects and the impact of the COVID-19 virus. 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: the impact of the global outbreak of the COVID-19 virus on the Company’s business and liquidity and on the business environment and markets in which the Company operates; competition from other weight management and wellness industry participants or the development of more effective or more favorably perceived weight management methods; 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 the Company’s ability to successfully expand into new channels of distribution or respond to consumer trends; the ability to successfully implement new strategic initiatives, including the Company’s strategic digital transformation; the effectiveness of the Company’s advertising and marketing programs, including the strength of its social media presence; the impact on the Company’s reputation of actions taken by its franchisees, licensees, suppliers and other partners; the impact of the Company’s substantial amount of debt, debt service obligations and debt covenants, and the Company’s 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 or privacy concerns, including the costs of compliance with evolving privacy laws and regulations; 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 inability to renew certain of the Company’s licenses, or the inability to do so on terms that are favorable to the Company; the expiration or early termination by the Company of leases; risks and uncertainties associated with the Company’s international operations, including regulatory, economic, political, social, intellectual property and foreign currency risks; uncertainties related to a downturn in general economic conditions or consumer confidence; the Company’s ability to successfully make acquisitions or enter into joint ventures, including its ability to successfully integrate, operate or realize the anticipated benefits of such businesses; the seasonal nature of the Company’s business; the impact of events that discourage or impede people from gathering with others or accessing resources; 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; the outcomes of litigation or regulatory actions; the impact of existing and future laws and regulations; the Company’s failure to maintain effective internal control over financial reporting; the possibility that the interests of Artal Group S.A., the largest holder of the Company’s common stock and a shareholder with significant influence over the Company, will conflict with the Company’s interests or the interests of other holders of the Company’s common stock; the impact that the sale of substantial amounts of the Company’s common stock by existing large shareholders, or the perception that such sales could occur, could have on the market price of the Company’s common stock; and other risks and uncertainties, including those detailed from time to time in the Company’s periodic reports filed with the Securities and Exchange Commission. 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 United States Securities and Exchange Commission (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 profit margin, operating income, operating income margin and selling, general and administrative expenses. 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 Appendix 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 entitled measures reported by other companies.

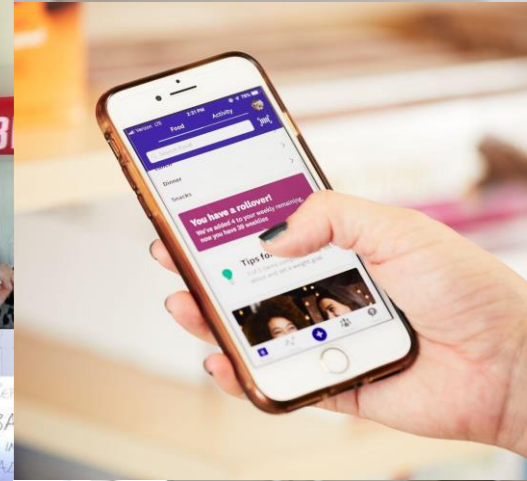
Trademarks

The following terms used in this presentation are our trademarks: Weight Watchers, Wellness that Works and the WW logo.



Who we are

We are a global wellness company powered by the world's leading commercial weight management program



Q3 2020 Financial Summary

Subscribers

End of period subscribers of **4.7 million**, up 5% year-over-year

Revenue

Revenue of **\$320.7 million** down 8%, or 9% on constant currency basis¹, year-over-year

Gross Margin

Gross Margin of **59.3%**; excluding one-time charges, Q3 2020 adjusted gross margin increased year-over-year to **59.6%**¹

Operating Income

Operating Income of **\$92.6 million**; excluding one-time charges, Q3 2020 adjusted operating income of **\$94.9 million**¹ in-line with Q3 2019 levels

EPS

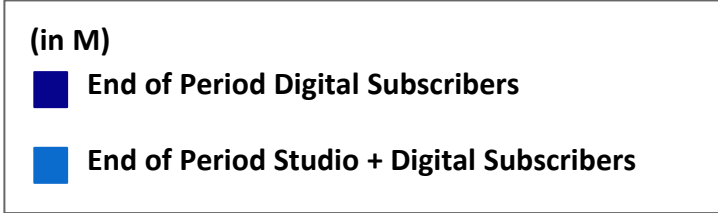
EPS of **\$0.78** versus \$0.68 in Q3 2019; Q3 2020 EPS included **\$0.09** in one-time benefits

Cash Balance

Cash balance of **\$204.4 million**

¹ See non-GAAP reconciliation in Appendix.

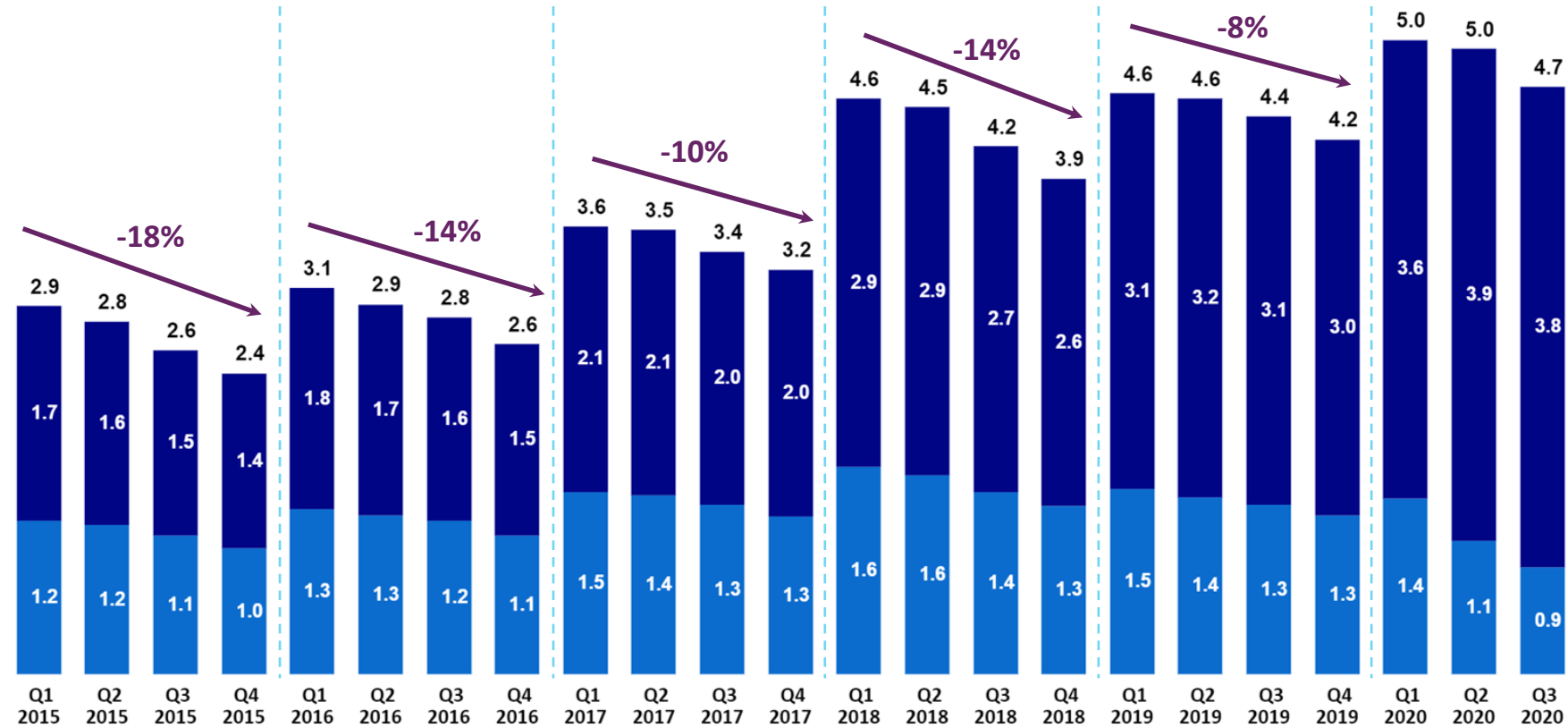
Subscriber Seasonality



Seasonal subscriber trends with annual Q1 peak and Q4 trough

~40% of annual member recruitments typically occur in Q1

In Q3 over 80% of our members were Digital Subscribers



2020 Key Priorities

Focused on maximizing our core business while also innovating for future growth

1

Coaching

Amplifying the Power of Community

2

Wellness Ecosystem

Deepening the App Experience & Gamification

3

Consumer Products

eCommerce Growth & Product Expansion

4

Health Solutions

Be the Partner of Choice

5

Community Activation, Events & Created Content

Diversifying our Consumer Base & Maximizing Engagement

Continued focus on recruitment, retention, and elevating the brand

Capital Structure

Strong liquidity position

As of September 26, 2020:

Cash balance of \$204.4M

Scheduled 2020 debt and interest payments

- \$96M principal term loan + interest
- \$26M interest on notes

Flexibility to prepay term loan at any time

Flexible, covenant-lite debt structure

\$1.25B outstanding on term loan¹

LIBOR +475 bps

Due November 2024

Covenant-lite structure; potential Excess Cash Flow (ECF) sweep upon consolidated first lien leverage ratio >3.0x for fiscal year

\$300M notes¹

8.625%

December 2025 maturity

No leverage maintenance covenants

\$175M revolving credit facility, undrawn

LIBOR +225 bps¹

November 2022 maturity

Consolidated first lien leverage ratio springing covenant of 4.5x from Q2 - Q4 2020, 5.0x from Q1 - Q4 2021, 4.5x for Q1 2022, and 3.75x post Q1 2022 (guaranteed minimum access of \$58M)

¹ As of September 26, 2020. Debt reflects par principal of loans and notes.

Appendix

Non-GAAP Reconciliation

Revenues - Constant Currency (in thousands)

	Q3 2020			Q3 2019			Q3 2020 Variance	
	GAAP	Currency Adjustment	Constant Currency	GAAP	2020 vs 2019	2020 Constant Currency vs 2019		
Consolidated Company Revenues	\$ 320,699	\$ (4,829)	\$ 315,870	\$ 348,567	(8.0%)	(9.4%)		

Gross Profit and Operating Income (in thousands)

Selected Financial Data	Q3 2020						Q3 2019		Q3 2020 Variance			
	GAAP	Adjustment	Adjusted	Currency Adjustment	Constant Currency	Adjusted Constant Currency	GAAP	2020 vs 2019	2020 Adjusted vs 2019		2020 Constant Currency vs 2019	
Gross Profit	\$ 190,096	\$ 1,062 ⁽¹⁾	\$ 191,158	\$ (3,149)	\$ 186,947	\$ 188,009	\$ 194,769	(2.4%)	(1.9%)	(4.0%)	(3.5%)	
<i>Gross Margin</i>	59.3%		59.6%		59.2%	59.5%	55.9%					
Selling, General and Administrative Expenses	\$ 59,192	\$ (1,189) ⁽²⁾	\$ 58,003	\$ (486)	\$ 58,706	\$ 57,517	\$ 63,713	(7.1%)	(9.0%)	(7.9%)	(9.7%)	
Operating Income	\$ 92,642	\$ 2,251 ⁽³⁾	\$ 94,893	\$ (1,896)	\$ 90,746	\$ 92,997	\$ 94,729	(2.2%)	0.2%	(4.2%)	(1.8%)	
<i>Operating Income Margin</i>	28.9%		29.6%		28.7%	29.4%	27.2%					

Note: Totals may not sum due to rounding.

⁽¹⁾ Excludes \$1,062 of charges associated with the Company's previously disclosed 2020 organizational restructuring plan.

⁽²⁾ Excludes \$1,189 of charges associated with the Company's previously disclosed 2020 organizational restructuring plan.

⁽³⁾ Excludes the \$1,062 and \$1,189 of charges associated with the Company's previously disclosed 2020 organizational restructuring plan recorded to cost of services and selling, general and administrative expenses, respectively.



