

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WW INTERNATIONAL, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10829 (CTG)

(Jointly Administered)

Ref. Docket No. 18, 73, 94, 142, 143, 160 & 163

**DECLARATION OF ALEX ORCHOWSKI OF KROLL RESTRUCTURING  
ADMINISTRATION LLC REGARDING THE SOLICITATION OF VOTES AND  
TABULATION OF BALLOTS CAST ON THE FIRST AMENDED JOINT  
PREPACKAGED PLAN OF REORGANIZATION OF WW INTERNATIONAL, INC.  
AND ITS DEBTOR AFFILIATES**

I, Alex Orchowski, declare, under the penalty of perjury, that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a Director of Solicitation at Kroll Restructuring Administration LLC (“Kroll”), located at 1 World Trade Center, 31st Floor, New York, New York 10007. I am over the age of eighteen and not a party to the above-captioned action.

2. I submit this declaration (this “Declaration”) with respect to the solicitation of votes and the tabulation of ballots cast on the *Joint Prepackaged Plan of Reorganization of WW International, Inc. and Its Debtor Affiliates* [Docket No. 18] (the “Original Plan”) (as amended on May 30, 2025 [Docket No. 143], the “First Amended Plan” and collectively with the Original Plan and the Plan Supplement (as defined below) and all other exhibits and schedules thereto, and, in

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their federal tax identification numbers, to the extent applicable, are WW International, Inc. (0273), WW North America Holdings, LLC (6141), WW Canada Holdco, Inc. (5680), WW.com, LLC (4196), W Holdco, Inc. (4087), WW Health Solutions, Inc. (3859), Weekend Health, Inc. (6812) and WW NewCo, Inc. (N/A). The Debtors’ headquarters is located at 675 Avenue of the Americas, 6th Floor, New York, NY 10010.

each case, as may be further amended, supplemented,<sup>2</sup> or otherwise modified from time to time, the “Plan”).<sup>3</sup> Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Kroll. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. Prior to the commencement of these Chapter 11 Cases, WW International, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) appointed Kroll as their solicitation and tabulation agent to assist with, among other things, (i) service of solicitation materials to the parties entitled to vote to accept or reject the Plan, and (ii) tabulation of votes cast with respect thereto. Kroll and its employees have considerable experience in soliciting and tabulating votes to accept or reject proposed prepackaged chapter 11 plans.

4. The Court authorized Kroll’s retention as (a) the claims and noticing agent to the Debtors pursuant to the *Order Authorizing Retention and Appointment of Kroll Restructuring Administration LLC as Claims and Noticing Agent*, dated May 8, 2025 [Docket No. 64] and (b) the administrative advisor to the Debtors pursuant to the *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor Effective as of the Petition Date*, dated May 30, 2025 [Docket No. 134] (together, the “Retention Orders”). The Retention Orders authorize Kroll to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Kroll and its

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<sup>2</sup> The Debtors supplemented the Plan on May 30, 2025 [Docket No. 142] and on June 12, 2025 [Docket No. 160] (as may be amended, supplemented, or otherwise modified, the “Plan Supplement”).

<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Plan or the Solicitation Procedures Order as applicable.

employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

**Service and Transmittal of Solicitation Packages and the Tabulation Process**

5. Pursuant to the *Order (I) Scheduling Combined Hearing on Adequacy of Disclosure Statement and Confirmation of the Plan; (II) Fixing Deadline to Object to the Disclosure Statement and the Plan; (III) Approving Prepetition Solicitation Procedures and Form and Manner of Notice of Commencement, Combined Hearing and Objection Deadline; (IV) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (V) Conditionally (A) Directing the United States Trustee Not to Convene Section 341(A) Meeting of Creditors and (B) Waiving Requirement of Filing Statements of Financial Affairs and Schedules of Assets and Liabilities and Rule 2015.3 Reports; and (VI) Granting Related Relief*, dated May 8, 2025 [Docket No. 73] (the “Solicitation Procedures Order”), the Court approved, among other things, procedures to solicit votes from, and tabulate Ballots submitted by, Holders of Claims entitled to vote on the Plan (the “Solicitation Procedures”). Kroll adhered to the Solicitation Procedures outlined in the Solicitation Procedures Order and, among other things, distributed Solicitation Packages (including Ballots) to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Kroll’s employees.

6. The Solicitation Procedures Order established April 30, 2025, as the record date (the “Voting Record Date”) for determining which Holders of Claims were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only Holders of Claims as of the Voting Record Date in the following class were entitled to vote to accept or reject the Plan (the “Voting Class”):

| Plan Class | Class Description |
|------------|-------------------|
| 3          | First Lien Claims |

No other classes were entitled to vote on the Plan.

5. In accordance with the Solicitation Procedures, Kroll worked closely with the Debtors and their advisors to identify the Holders of Claims in the Voting Class as of the Voting Record Date that were entitled to vote, and to coordinate the distribution of Solicitation Packages to those Holders of Claims. A detailed description of Kroll's distribution of Solicitation Packages to Holders of Claims in the Voting Class is set forth in Kroll's *Solicitation Affidavit of Service*, which was filed with the Court on May 21, 2025 [Docket No. 94]. A detailed description of Kroll's distribution of the Combined Hearing Notice and Opt-In Form is set forth in the *Affidavit of Service*, which was filed with the Court on June 12, 2025 [Docket No. 162].

6. Further, in accordance with the Solicitation Procedures, Kroll received, reviewed, and tabulated the Ballots submitted by Holders of Claims in the Voting Class. Each Ballot received by Kroll was date-stamped, scanned (if submitted on paper), assigned a ballot number, entered into Kroll's voting database, and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid (among other requirements), a Ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant Holder entitled to vote on the Plan (or such Holder's authorized representative), (c) returned to Kroll via an approved method of delivery set forth in the Solicitation Procedures, and (d) actually received by Kroll by 5:00 p.m. (prevailing Eastern Time) on June 6, 2025 (the "Voting Deadline").

7. All valid Ballots cast by Holders of Claims in the Voting Class that were entitled to vote and received by Kroll on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

8. The final tabulation of votes cast by timely and properly completed Ballots received by Kroll is attached hereto as **Exhibit A**.

9. Reports of all Ballots excluded from the final tabulation prepared by Kroll, and the reason(s) for the exclusion of such Ballots, are attached hereto as **Exhibit B-1** and **Exhibit B-2**.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and final tabulation of Ballots in connection with the Plan is true and correct.

Dated: June 13, 2025

/s/ Alex Orchowski

Alex Orchowski  
Director of Solicitation, Restructuring  
Administration  
Kroll Restructuring Administration LLC

**Exhibit A**

**Final Tabulation**

**WW International, Inc., et al.**  
**Exhibit A - Voting Tabulation Summary**

| Class | Class Description                                | Number Accepting | Number Rejecting | Amount Accepting   | Amount Rejecting | Class Voting Result |
|-------|--------------------------------------------------|------------------|------------------|--------------------|------------------|---------------------|
|       |                                                  | %                | %                | %                  | %                |                     |
| 3     | First Lien Claims against All Applicable Debtors | 852              | 0                | \$1,386,849,131.79 | \$0.00           | Accept              |
|       |                                                  | 100%             | 0%               | 100%               | 0%               |                     |

**Exhibit B-1**

**Report of Ballots Excluded from the Final Tabulation**

## WW International, Inc., et al.

## Exhibit B-1 - Report of Ballots Excluded from the Final Tabulation

| Plan Class | Plan Class Description | Name                                                            | Voting Amount  | Accept / Reject | Reason(s) for Exclusion                                                     |
|------------|------------------------|-----------------------------------------------------------------|----------------|-----------------|-----------------------------------------------------------------------------|
| 3          | First Lien Claims      | Guggenheim Collective Investment Trust Guggenheim Core Plus CIT | \$2,000.00     | Accept          | Superseded by later received, valid Ballot included in the final tabulation |
| 3          | First Lien Claims      | GUGGENHEIM FUNDS TRUST GUGGENHEIM HIGH YIELD FUND               | \$491,625.00   | Accept          | Superseded by later received, valid Ballot included in the final tabulation |
| 3          | First Lien Claims      | GUGGENHEIM VARIABLE FUNDS TRUST SERIES P HIGH YIELD SERIES      | \$45,000.00    | Accept          | Superseded by later received, valid Ballot included in the final tabulation |
| 3          | First Lien Claims      | Bishopsgate Credit Fund Ltd                                     | \$2,425,000.00 | Accept          | Superseded by later received, valid Ballot included in the final tabulation |
| 3          | First Lien Claims      | Invesco Zodiac Funds - Invesco US Senior Loan ESG Fund          | \$1,501,952.56 | Accept          | Superseded by later received, valid Ballot included in the final tabulation |
| 3          | First Lien Claims      | Nassau 2017-II Ltd.                                             | \$1,593,794.80 | Accept          | Ballot received after the Voting Deadline                                   |
| 3          | First Lien Claims      | Nassau 2019-II Ltd.                                             | \$3,414,771.13 | Accept          | Ballot received after the Voting Deadline                                   |
| 3          | First Lien Claims      | Nassau 2021-I Ltd.                                              | \$2,472,416.88 | Accept          | Ballot received after the Voting Deadline                                   |

**Exhibit B-2**

**Report of Public Securities Ballots Excluded from the Final Tabulation**

WW International, Inc., *et al.*  
Exhibit B-2 - Report of Public Securities Ballots Excluded from the Final Tabulation

| Plan Class | Plan Class Description | DTC Participant Number | DTC Participant Name                               | Principal Amount | Accept / Reject | Reason(s) for Exclusion                                                        |
|------------|------------------------|------------------------|----------------------------------------------------|------------------|-----------------|--------------------------------------------------------------------------------|
| 3          | First Lien Claims      | N/A                    | N/A                                                | \$2,107,000.00   | Accept          | VOTING RECORD DATE POSITION ON SUBMITTED BALLOT WAS NOT VALIDATED BY A NOMINEE |
| 3          | First Lien Claims      | N/A                    | N/A                                                | \$110,000.00     | Accept          | VOTING RECORD DATE POSITION ON SUBMITTED BALLOT WAS NOT VALIDATED BY A NOMINEE |
| 3          | First Lien Claims      | N/A                    | N/A                                                | \$475,000.00     | Accept          | VOTING RECORD DATE POSITION ON SUBMITTED BALLOT WAS NOT VALIDATED BY A NOMINEE |
| 3          | First Lien Claims      | N/A                    | N/A                                                | \$1,803,000.00   | Accept          | VOTING RECORD DATE POSITION ON SUBMITTED BALLOT WAS NOT VALIDATED BY A NOMINEE |
| 3          | First Lien Claims      | N/A                    | N/A                                                | \$4,000.00       | Accept          | VOTING RECORD DATE POSITION ON SUBMITTED BALLOT WAS NOT VALIDATED BY A NOMINEE |
| 3          | First Lien Claims      | N/A                    | N/A                                                | \$7,000.00       | Accept          | VOTING RECORD DATE POSITION ON SUBMITTED BALLOT WAS NOT VALIDATED BY A NOMINEE |
| 3          | First Lien Claims      | N/A                    | N/A                                                | \$48,000.00      | Accept          | VOTING RECORD DATE POSITION ON SUBMITTED BALLOT WAS NOT VALIDATED BY A NOMINEE |
| 3          | First Lien Claims      | N/A                    | N/A                                                | \$4,000.00       | Accept          | VOTING RECORD DATE POSITION ON SUBMITTED BALLOT WAS NOT VALIDATED BY A NOMINEE |
| 3          | First Lien Claims      | N/A                    | N/A                                                | \$1,803,000.00   | Accept          | VOTING RECORD DATE POSITION ON SUBMITTED BALLOT WAS NOT VALIDATED BY A NOMINEE |
| 3          | First Lien Claims      | 10                     | BROWN BROTHERS HARRIMAN & CO.                      | \$105,000.00     |                 | BALLOT DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN                    |
| 3          | First Lien Claims      | 10                     | BROWN BROTHERS HARRIMAN & CO.                      | \$556,000.00     |                 | BALLOT DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN                    |
| 3          | First Lien Claims      | 10                     | BROWN BROTHERS HARRIMAN & CO.                      | \$260,000.00     |                 | BALLOT DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN                    |
| 3          | First Lien Claims      | 902                    | JPMORGAN CHASE BANK, NATIONAL ASSOCIATION          | \$34,000.00      |                 | BALLOT DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN                    |
| 3          | First Lien Claims      | 2767                   | STATE STREET BANK - BLACKROCK INSTITUTIONAL TRUST  | \$5,636,000.00   | Accept          | BALLOT RECEIVED AFTER VOTING DEADLINE                                          |
| 3          | First Lien Claims      | 2767                   | STATE STREET BANK - BLACKROCK INSTITUTIONAL TRUST  | \$30,000.00      | Accept          | BALLOT RECEIVED AFTER VOTING DEADLINE                                          |
| 3          | First Lien Claims      | 2767                   | STATE STREET BANK - BLACKROCK INSTITUTIONAL TRUST  | \$130,000.00     | Accept          | BALLOT RECEIVED AFTER VOTING DEADLINE                                          |
| 3          | First Lien Claims      | 997                    | STATE STREET BANK AND TRUST COMPANY                | \$75,000.00      | Accept          | BALLOT RECEIVED AFTER VOTING DEADLINE                                          |
| 3          | First Lien Claims      | 2375                   | STATE STREET BANK & TRUST COMPANY / ISHARES EUROPE | \$400,000.00     | Accept          | BALLOT RECEIVED AFTER VOTING DEADLINE                                          |
| 3          | First Lien Claims      | 2375                   | STATE STREET BANK & TRUST COMPANY / ISHARES EUROPE | \$400,000.00     | Accept          | BALLOT RECEIVED AFTER VOTING DEADLINE                                          |
| 3          | First Lien Claims      | 2669                   | THE NORTHERN TRUST COMPANY                         | \$75,000.00      | Accept          | BALLOT RECEIVED AFTER VOTING DEADLINE                                          |
| 3          | First Lien Claims      | 2669                   | THE NORTHERN TRUST COMPANY                         | \$210,000.00     | Accept          | BALLOT RECEIVED AFTER VOTING DEADLINE                                          |