IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: WW INTERNATIONAL, INC., *et al.*,[1] Debtors.	Chapter 11 Case No. 25-10829 (CTG) (Jointly Administered) **Ref. Docket No. 18, 142, 143, 160 & 163**

DECLARATION OF FELICIA DELLAFORTUNA IN SUPPORT OF CONFIRMATION OF THE FIRST AMENDED JOINT PREPACKAGED PLAN OF REORGANIZATION OF WW INTERNATIONAL, INC. AND ITS DEBTOR AFFILIATES

I, Felicia DellaFortuna, hereby declare under penalty of perjury:

1. I am the Chief Financial Officer ("CFO") of WW International, Inc. As CFO of WW International, Inc., I am familiar with the day-to-day operations, business and financial affairs, and books and records of WW International, Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors" and, together with its non-Debtor affiliates, "WW" or the "Company"). I joined WW as CFO in January 2025.

2. Prior to joining WW, I served as the CFO of Enthusiast Gaming Holdings Inc. Prior to Enthusiast Gaming Holdings Inc., I was the CFO of BuzzFeed, Inc. I started my career at Ernst & Young LLP, where I provided assurance services. I hold a Bachelor's in Science in Accounting from Lehigh University.

3. I submit this declaration (this "Declaration") in support of Confirmation of 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 "Amended

[1] 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.

Plan" and collectively with the Original Plan and the Plan Supplement (as defined below) and all other exhibits and schedules thereto, and, in each case, as may be further amended, supplemented,[2] or otherwise modified from time to time, the "Plan").[3]

4. All facts set forth in this Declaration are based on: (i) my personal knowledge; (ii) my communications with employees of the Company under my supervision, the Company's senior management team, and the Company's professional advisors; or (iii) my opinions developed through my overall professional experience and knowledge of the Company's history, financial condition, and business operations and affairs.

5. I have reviewed and am generally familiar with the terms and provisions of the Plan. With the Debtors' advisors, I was personally involved in the development and negotiation of the Plan. The Plan is the result of good faith, arm's-length negotiations among the Debtors and key stakeholders, including the Consenting Creditors.

6. Prior to the filing of these Chapter 11 Cases, on May 6, 2025, the Debtors, through their claims, noticing, and voting agent, Kroll Restructuring Administration LLC ("Kroll" or the "Solicitation Agent") transmitted and served by email or overnight mail the Plan, the Disclosure Statement, and the Ballots to each Holder in Class 3, which is the only Voting Class under the Plan, in compliance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. As reflected in the *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*,

---

2 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").

3 Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Restructuring Support Agreement, the Plan, the Disclosure Statement, the Solicitation Procedures Order, or the Confirmation Order, as applicable.

filed contemporaneously herewith, (the "Voting Declaration"), through Kroll, the Debtors solicited acceptances of the Plan until 5:00 p.m. (prevailing Eastern Time) on June 6, 2025.

7. On May 8, 2025, the Court entered 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* [Docket No. 73] (the "Solicitation Procedures Order"), conditionally approving the Disclosure Statement[4] for solicitation purposes only.

8. Subsequent to the Petition Date, in accordance with the Solicitation Procedures Order, the Debtors, through their claims, noticing, and voting agent, Kroll Restructuring Administration LLC transmitted and served by email or overnight mail to each Holder of a Claim or Interest the Combined Hearing Notice and the applicable notices of non-voting status. Furthermore, in accordance with the Solicitation Procedures Order, the Debtors caused Kroll to serve the Member Notice on the Debtors' Members.

9. To the best of my knowledge, with Kroll's assistance, the Debtors have complied with the solicitation and noticing procedures specified in the Solicitation Procedures Order, as well as the applicable provisions of title 11 of the United States Code, 11 U.S.C. §§ 101–1532

[4] The Debtors filed the Disclosure Statement on May 6, 2025. [Docket No. 17].

(the "Bankruptcy Code") and the Federal Rules of Bankruptcy Procedure, as evidenced by the certificate of service filed by the Solicitation Agent. [Docket No. 162].

I. THE PLAN COMPLIES WITH THE FOLLOWING CONFIRMATION STANDARDS SET FORTH IN THE BANKRUPTCY CODE

10. I have been advised by the Debtors' legal advisors and believe, based on my review of the Plan and my discussions with those advisors, that the Plan complies with, among others, the following provisions of the Bankruptcy Code:

A. The Plan Complies with the Applicable Provisions (Section 1129(a)(1) and Section 1129(a)(2) of the Bankruptcy Code).

11. I have been advised by the Debtors' counsel and believe that the Debtors, as proponents of the Plan, have complied with the applicable provisions of the Bankruptcy Code, as required by section 1129(a)(1) and 1129(a)(2) of the Bankruptcy Code, respectively.

12. Sections 1122 and Sections 1123(a)(2)-(4) of the Bankruptcy Code: The Plan designates a total of seven Classes of Claims and Interests of the Debtors. The Plan specifies (i) each Class of Claims and Interests that is Unimpaired under the Plan and (ii) each Class of Claims and Interests that is Impaired under the Plan and the treatment for such Class of Claims or Interests. I believe that each Class contains only Claims or Interests that are substantially similar to each other. The classification scheme used by the Plan is based on the similar nature of Claims or Interests contained in each Class, and the Plan provides for the same treatment of each Claim or Interest within a Class. Moreover, similar Claims and Interests have not been placed into different Classes in order to affect the outcome of the vote on the Plan or for any other inappropriate purposes.

13. Section 1123(a)(5) of the Bankruptcy Code: Based upon discussions with the Debtors' counsel, I believe that the Plan, including the documents submitted in the Plan Supplement, provides adequate means for implementation. Among other things, I understand that

the Plan provides for: (i) the continued organizational existence of the Reorganized Debtors,[5] (ii) the authorization, issuance and delivery of the New Common Equity, (iii) the payment of the Restructuring Expenses, (iv) entry into the New Term Loan Documents, and (v) the taking of all necessary and appropriate actions by the Debtors or the Reorganized Debtors, as applicable, to effectuate the transactions under and in connection with the Plan.

14. Section 1123(a)(6) of the Bankruptcy Code: I understand that the Plan provides that the Reorganized Debtors' New Organizational Documents shall prohibit the issuance of non-voting equity securities and that all securities issued on the Effective Date (i.e., the New Common Stock) will have voting rights, thereby satisfying section 1123(a)(6) of the Bankruptcy Code.

15. Section 1123(a)(7) of the Bankruptcy Code: I believe that the manner of selecting managers, directors and officers of the Reorganized Debtors has been outlined in the Plan and the Plan Supplement, including the New Organizational Documents. I understand that the members of the New Board and the identity of the officers and directors of the Reorganized Debtors, to the extent known, will be disclosed prior to or at the Combined Hearing. I further believe that any provisions of the Plan and Plan Supplement governing the manner of selection of any officer, director, or manager of the Reorganized Debtors are consistent with the interests of Holders of Claims and Interests, creditors and public policy in accordance with section 1123(a)(7) of the Bankruptcy Code.

16. Section 1123(b)(2) of the Bankruptcy Code: I understand that, pursuant to the Plan, all of the Debtors' Executory Contracts and Unexpired Leases that have not been assumed,

[5] The Debtors and the Reorganized Debtors, as applicable, shall seek authorization to dissolve Debtor WW NewCo, Inc. and to take any and all actions necessary or appropriate in connection with such dissolution on or soon after the Effective Date.

assumed and assigned, or rejected prior to the Effective Date, or are not subject to a motion to assume or reject filed before the Effective Date, shall be deemed assumed by the Debtors pursuant to the Confirmation Order, as of the Effective Date, unless such Executory Contract or Unexpired Lease: (i) was assumed, assumed and assigned, or rejected previously by the Debtors, (ii) expired or terminated pursuant to its own terms prior to the Effective Date, (iii) is the subject of a motion to reject filed on or before the Effective Date; or (iv) is included on the Schedule of Rejected Executory Contracts and Unexpired Leases which may be amended from time to time by the Debtors with the consent of the Ad Hoc Group Advisors (not to be unreasonably withheld) to add or remove Executory Contracts and Unexpired Leases, in which case (and not in case of Executory Contracts or Unexpired Leases rejected under clauses (i) or (iii) above) such Executory Contracts and Unexpired Leases shall be deemed rejected on the Confirmation Date. I believe that the assumption of the Executory Contracts and Unexpired Leases is consistent with the Debtors' goal to preserve all trade relationships and pay Holders of General Unsecured Claims in full in the ordinary course of business, and is a reasonable exercise of the Debtors' business judgment. Further, I believe that the operational expertise of the Debtors' management, the substantially improved financial condition of the Reorganized Debtors, and the substantial deleveraging and infusion of new liquidity, provide counterparties with "adequate assurance of future performance" as required by section 365 of the Bankruptcy Code.

17. Section 1123(b)(3) of the Bankruptcy Code: I understand that the Plan incorporates settlements and compromises, including those contained in the Restructuring Support Agreement. I believe that the settlements and compromises in the Plan are fair and equitable, reasonable, and result in a beneficial and efficient resolution for all parties in interest. I have been advised that the

settlements are in line with the types of settlements courts have approved, and are a justified exercise of the Debtors' business judgment.

18. Section 1123(b)(6) of the Bankruptcy Code: The Plan contains certain release, exculpation and injunction provisions. I believe that these provisions are, among other things, consensual, the product of good faith, arm's-length negotiations, in exchange for substantial consideration from various parties, including the Released Parties, and critical to obtaining the various constituencies' support for the Plan.

a. *Releases by the Debtors*

19. I understand that the Plan provides for Releases by the Debtors of claims against the Released Parties as of the Effective Date (the "Debtor Releases"). For the reasons set forth below, I believe the Debtor Releases are fair, reasonable, and in the best interests of the Debtors, their Estates, the Reorganized Debtors, and all parties in interest.

20. The Debtor Releases are a necessary and integral element of the Plan and the Debtors' reorganization efforts. I understand that the Debtor Releases were negotiated prepetition in connection with the Restructuring Support Agreement, and these releases were a necessary condition to entry into, and consummation of, the Plan, and thus, are in exchange for significant value contributed by the Released Parties in connection with entry into the Restructuring Support Agreement. I also believe that the Released Parties under the Plan have made significant contributions to these Chapter 11 Cases, including, as applicable, (i) negotiating and actively supporting the Restructuring Support Agreement, the Plan, and these Chapter 11 Cases, (ii) settling and compromising substantial rights, Claims, and Interests against the Debtors under the Plan, while providing for a recovery to the Debtors' General Unsecured Creditors; (iii) voluntarily reallocating 9% of the New Common Equity on a pro rata basis (pre-dilution from the MIP) to

Holders of Claims in Class 7 from New Common Equity that the Holders of Claims in Class 3 are otherwise entitled to under the Bankruptcy Code, subject to the achievement of the Milestones, including the occurrence of the Plan Effective Date no later than the Plan Outside Date; and (iv) proposing, negotiating in good faith, and, ultimately, consummating the value-maximizing Restructuring Transactions contemplated by the Restructuring Support Agreement and the Plan for the benefit of the Debtors, their Estates, and all parties in interest. I further believe that certain of the Released Parties who are managers, officers and certain of the Debtors' employees have (i) continued to operate the Debtors' businesses throughout these Chapter 11 Cases, (ii) worked diligently to stabilize the business and preserve going-concern value for the benefit of all stakeholders, and (iii) helped to develop consensus regarding the restructuring strategy and navigate the Debtors through the restructuring process. I understand the Debtor Releases were a material inducement to, and condition of, the concessions and substantial contributions received from the Released Parties under the Plan.

b. *Third-Party Releases*

21. In addition to the Debtor Releases, I am aware that the Plan provides for fully-consensual releases by the Releasing Parties (the "Third-Party Releases") of the Released Parties. Similar to the Debtor Releases, the Third-Party Releases are an integral part of, and critically important to, the implementation of the Plan. I understand that the Third-Party Releases are entirely consensual and are essential to Confirmation, given in exchange for the good and valuable consideration provided by the Released Parties, including the Debtor Releases. I understand that the Third-Party Releases facilitated participation in both the Restructuring Support Agreement and the Plan, and were a core negotiation point and integral component of the

Restructuring Support Agreement and the Plan. I understand that nothing in the Plan shall release, exculpate, discharge, or enjoin the assertion of any General Unsecured Claims in Class 4.

22. Moreover, it is my understanding that the Third-Party Releases are fully informed and consensual. I believe that the noticing materials filed and served in connection with the Plan, consistent with the Solicitation Procedures Order, provided recipients with timely, sufficient, appropriate and adequate notice of the Third-Party Releases, including that all holders of Claims and Interests would only grant the Third-Party Release if they elected on their Ballot or Opt-In Form, as applicable, to opt in to the Third-Party Release. The Releasing Parties were provided with adequate notice of these Chapter 11 Cases, the Plan, and the releases provided in the Plan, including the Third-Party Releases, through, among other things, the Combined Hearing Notice and the notices of non-voting status, as applicable. Indeed, it is my understanding that all Holders of Claims and Interests were given the opportunity to opt in to the Third-Party Releases and all Holders of Claims and Interests were properly informed that the Holders of Claims or Interests that did not check the "Opt In" box on a timely returned Ballot or Opt-In Form, as applicable, would not be deemed to be bound by the Third-Party Releases, unless they otherwise fell within the definition of a "Released Party" under the Plan or were a Related Party of a Released Party or a Holder of Claims or Interests that elected to "opt-in" to the Third-Party Releases. In addition, the release provisions of the Plan were conspicuous and emphasized with boldface type in the Plan, the Disclosure Statement, the Combined Hearing Notice, the Ballots, and the notices of non-voting status and Opt-In Forms. Given the extensive disclosure and express opportunity to opt in to the Third-Party Releases, I believe that the Third-Party Releases are consensual.

23. For these reasons, I believe that the Third-Party Releases are justified, are in the best interests of the creditors and other stakeholders, and are an integral part of the Plan.

B. The Plan Has Been Proposed in Good Faith (Section 1129(a)(3) of the Bankruptcy Code).

24. I believe that the Plan was proposed in good faith, is the product of arm's-length negotiations among the Debtors and the Consenting Creditors with the legitimate and honest purposes of reorganizing the Debtors' ongoing business, and is in the best interests of the Reorganized Debtors, the Debtors' Estates, the Holders of Claims and Interests, and other parties in interest. The Plan, Plan Supplement, and all documents necessary to effectuate the Plan were developed after months of negotiations, and were proposed with the legitimate and honest purpose of maximizing the value of the Debtors' Estates and effectuating a successful and speedy reorganization of the Debtors' operations.

C. The Plan Provides for the Payment of Fees and Expenses in Compliance with Section 1129(a)(4) of the Bankruptcy Code.

25. I believe that payments made or to be made by the Debtors for services or for costs or expenses in connection with these Chapter 11 Cases prior to the Effective Date, including all Professional Fee Claims, have been approved by, or are subject to approval of, this Court. I also believe that all of the payments to be made under the Plan are reasonable and appropriate in these Chapter 11 Cases.

D. The Plan Identifies Individuals Proposed to Serve as Directors and Officers of the Debtors (Section 1129(a)(5) of the Bankruptcy Code).

26. In accordance with the Plan, the New Board, to the extent known, has been or will be disclosed prior to or at the Combined Hearing. I believe such appointments are consistent with the interests of creditors and interest holders and with public policy. The Reorganized Debtors' officers will receive compensation and benefits consistent with their pre-Effective Date compensation and benefits, subject to the rights of the Reorganized Debtors to modify such compensation following the Effective Date.

E. The Plan Does Not Contain Rate Changes (Section 1129(a)(6))

27. The Debtors' business does not involve the establishment of rates subject to approval of any governmental regulatory commission, and, as a result, the Plan does not propose the change of any such rates.

F. The Plan is in the Best Interests of Creditors and Interest Holders (Section 1129(a)(7) of the Bankruptcy Code).

28. In connection with the Plan, Alvarez & Marsal North America LLC (together with employees of its affiliates (all of which are wholly owned by its parent company and employees), its wholly-owned subsidiaries, and independent contractors, "A&M"), with the assistance of the Debtors' management team and advisors, prepared a liquidation analysis that was filed as Exhibit B to the Disclosure Statement (the "Liquidation Analysis"). The Liquidation Analysis provides: (i) a summary of the liquidation values of the Debtors' assets, assuming a chapter 7 liquidation in which a trustee appointed by the Court would liquidate the assets of the Debtors' estates; and (ii) the expected recoveries of the Debtors' creditors and equity interest holders under the Plan. The Liquidation Analysis was completed with the direct involvement of individuals under my direct supervision. I am familiar with the methods used and the conclusions reached in preparing the Liquidation Analysis. It is my understanding that the Liquidation Analysis represents the Debtors' best estimate of the cash proceeds, net of liquidation-related costs that would be available for distribution to the Holders of Claims and Interests if the Debtors were to be liquidated under chapter 7 of the Bankruptcy Code.

29. The Liquidation Analysis is based on a variety of assumptions, which are detailed in the notes to the Liquidation Analysis and which I believe are reasonable under the circumstances. To conduct the Liquidation Analysis, the Debtors and their advisors have:

- Estimated the cash proceeds (the "Liquidation Proceeds") that a chapter 7 trustee would generate if each Debtor's chapter 11 case were converted to a chapter 7 case and the assets of such Debtor's estate were liquidated or sold;
- Determined the distribution (the "Liquidation Distribution") that each Holder of a Claim or Interest would receive from the Liquidation Proceeds under the priority scheme dictated in chapter 7; and
- Compared each Holder's Liquidation Distribution to the estimated distribution under the Plan that such Holders would receive if the Plan were confirmed and consummated.

30. As explained in the Liquidation Analysis, the estimated recoveries under the Plan for Holders of Claims and Interests as compared to a hypothetical liquidation scenario are as follows:

Estimated Recovery Percentage by Class of Claims or Interests	**Ch. 7 Scenario**	**Ch. 11 Plan**
Class 1: Other Secured Claims	N/A	100.0%
Class 2: Other Priority Claims	N/A	100.0%
Class 3: First Lien Claims	7% to 11%	34% to 57%%
Class 4: General Unsecured Claims	0.0%	100.0%
Class 5: Intercompany Claims	0.0%	100.0% / 0%
Class 6: Intercompany Interests	0.0%	100.0% / 0%
Class 7: Existing Equity Interests	0.0%	*Pro Rata* share of 9% of New Common Equity, subject to the Subsequent Reallocation (if applicable)

31. The Plan contemplates providing recoveries to, among others, the Holders of Claims and Interests in Classes 1, 2, 3, 4, 5 (if so treated), 6 (if so treated), and 7. As set forth in the Liquidation Analysis and herein, recoveries for each Class under the Plan are higher than

recoveries estimated to be available if the Debtors were liquidated under chapter 7 of the Bankruptcy Code.

32. The recoveries described in the Plan available to Holders of Claims are estimates and actual recoveries could differ materially based on, among other things, whether the number of Claims actually Allowed against the applicable Debtor exceeds the estimates provided in the Liquidation Analysis.

33. Based on the Liquidation Analysis, it is my conclusion that the recoveries to the Holders of Claims and Interests under the Plan are at least as much as (and may exceed) the potential recoveries provided to the Holders of Claims and Interests in a liquidation under chapter 7 of the Bankruptcy Code and, therefore, the Debtors have satisfied the "best interests" test under section 1129(a)(7) of the Bankruptcy Code.

G. The Plan is Confirmable Notwithstanding Section 1129(a)(8) of the Bankruptcy Code.

34. Classes 1, 2, 4, 5 (if so treated), and 6 (if so treated) are deemed to have accepted the Plan. Holders of First Lien Claims in Class 3 voted to accept the Plan. Holders of Claims and Interests in Classes 5 (if so treated), 6 (if so treated), and 7 are deemed to reject the Plan. As such, I am advised that the Plan does not meet the requirements of section 1129(a)(8) of the Bankruptcy Code, but that the Plan can still be confirmed if the Plan satisfies the "cramdown" provisions of section 1129(b) of the Bankruptcy Code. As discussed below, I believe the Plan satisfies section 1129(b).

H. The Plan Provides for the Payment in Full of All Allowed Administrative, Professional Fee, and Priority Claims (Section 1129(a)(9) of the Bankruptcy Code)

35. I understand that, except to the extent that the Holder of such a particular Allowed Claim has agreed to a different treatment of such Claim, the Plan provides for the treatment

required by section 1129(a)(9) of the Bankruptcy Code for each of the various claims specified in sections 507(a)(1)-(8) of the Bankruptcy Code.

I. Classes of Impaired Claim Holders Have Voted to Accept the Plan (Section 1129(a)(10) of the Bankruptcy Code).

36. As set forth in the Voting Declaration, Class 3 is Impaired and voted to accept the Plan, excluding the votes of any insider(s).

J. The Plan Satisfies the Feasibility Requirement of the Bankruptcy Code (Section 1129(a)(11) of the Bankruptcy Code).

37. The Debtors will be able to meet their obligations under the Plan and Confirmation is not likely to be followed by liquidation or the need for further reorganization, and thus, I believe that the Plan is feasible.

38. It is my belief that the Plan is feasible in that, at minimum, there are sufficient means of implementation and it offers a reasonable assurance of success. The Plan reflects a carefully conceived restructuring, developed after extensive negotiations between the Debtors, their advisors, and the Consenting Creditors, to ensure that the Debtors' business remains viable and well-positioned for future growth. The Plan reduces the Debtors' funded indebtedness by over $1.15 billion and reduces annual interest expense by over $50 million. The Debtors will have sufficient sources of cash to fund distributions under the Plan. Further, the willingness of the Consenting Creditors to receive distributions of New Common Equity and the New Takeback Debt, in the Reorganized Debtors, demonstrates that the Debtors' key stakeholders believe that the Reorganized Debtors will be fiscally secure and that post-reorganization equity interests in the Reorganized Debtors will have value.

39. In connection with proposing the Plan, the Debtors thoroughly analyzed their ability to meet their respective obligations under the Plan and to continue their business as a going concern. As set forth in Exhibit D of the Disclosure Statement, A&M, with the assistance of the

Debtors' management team and advisors, reviewed financial projections for fiscal years 2025 through 2029 (the "Financial Projections"). I have reviewed the Financial Projections, understand how they were prepared and the underlying methodology, and agree with the approach and assumptions employed. I believe that the Financial Projections included in the Disclosure Statement demonstrate that the Reorganized Debtors will be able to meet their obligations under the Plan. Therefore, I believe the Plan is feasible and satisfies the requirements of section 1129(a)(11) of the Bankruptcy Code.

K. The Plan Provides for the Payments of Statutory Fees Under 28 U.S.C. § 1930 (Section 1129(a)(12) of the Bankruptcy Code).

40. I understand that the Plan provides that all fees listed in 28 U.S.C. § 1930 due and payable prior to the Effective Date shall be paid on the Effective Date or as soon as reasonably practicable thereafter. I believe the Debtors have adequate means to make such payments.

L. Sections 1129(a)(13)–(16) of the Bankruptcy Code are Not Applicable to the Plan.

41. I understand that the Debtors (i) do not have any retiree benefits as that term is defined in section 1114(a) of the Bankruptcy Code; (ii) are not required to pay any domestic support obligations; (iii) are not individuals; and (iv) are not nonprofit corporations or trusts. Accordingly, sections 1129(13)–(16) of the Bankruptcy Code (as those terms have been described to me) are inapplicable to the Plan.

M. The Plan Satisfies the Cramdown Requirements (Section 1129(b) of the Bankruptcy Code).

42. The Impaired Classes not entitled to vote on the Plan (Classes 5 (if so treated), 6 (if so treated), and 7) are deemed to reject the Plan. I understand that, because these classes are deemed to reject, the Plan must not unfairly discriminate against the Holders of Claims and

Interests in those Classes and the Plan must be fair and equitable with respect to the Holders in such classes.

43. With respect to those rejecting Classes, I do not believe that the Plan discriminates unfairly because there are no other Classes containing creditors with Claims or Interests similar to those in such Classes and each Class contains Claims and Interests that are similarly situated.

44. I also understand that a plan is fair and equitable with respect to an impaired class of equity interests if the Plan satisfies the "absolute priority" rule, i.e., no Holder of a claim or equity interest that is junior to the class of dissenting Holders will receive or retain property under the Plan on account of such junior interest. I understand that the Holders of Claims in Class 3 (First Lien Claims) have agreed to voluntarily reallocate 9% of the New Common Equity on a pro rata basis (pre-dilution from the MIP) to Holders of Claims in Class 7 from New Common Equity that the Holders of Claims in Class 3 are otherwise entitled to under the Bankruptcy Code, subject to the achievement of the Milestones, including the occurrence of the Plan Effective Date no later than the Plan Outside Date.

45. I understand the Plan satisfies the absolute priority rule with respect to the rejecting Classes. First, no Holders of Claims and Interests in Class 5, Class 6, and Class 7 that will receive or retain property under the Plan on account of their Claims or Interests and no objecting Class of Claims or Interests has been "skipped" over as a result of the reallocation. Second, no Class of Claims or Interests will receive or retain property under the Plan that has a value greater than 100% nor has any party asserted as such.

46. Accordingly, the Plan satisfies the cramdown requirements of the Bankruptcy Code (as those provisions have been described to me).

N. Re-Solicitation of the Plan Is Not Required.

47. Following solicitation, the Debtors filed an amended version of the Plan reflecting some modifications, including (a) removing the option for Holders of Class 3 Claims to elect to receive New Notes; and (b) certain modifications requested by the U.S. Trustee and other interested parties.[6]

48. I have been advised that if modifications of the Plan do not disrupt or reduce distributions and do not adversely affect the rights of Holders of Claims in classes that voted to accept the Plan, the Debtors do not need to re-solicit the Plan. I understand that the modified Plan does not adversely affect the Holders of Claims in impaired voting classes.

49. The modified Plan also makes certain non-material modifications, including fixing typographical errors, incorporating consensual language modifications agreed to by various stakeholders, and other non-material, technical changes requested by certain parties in exchange for their support of the Plan.

O. Section 1129(c) of the Bankruptcy Code is Inapplicable to the Plan.

50. The Plan is the only chapter 11 plan that has been proposed in these Chapter 11 Cases. As a result, I believe that section 1129(c) of the Bankruptcy Code is inapplicable.

P. The Plan Satisfies Section 1129(d) of the Bankruptcy Code.

51. The Plan has not been filed for the purpose of avoiding taxes or the application of Section 5 of the Securities Act of 1933 and I am unaware of any filing by any governmental agency alleging otherwise. As a result, I believe that section 1129(d) of the Bankruptcy Code is satisfied.

[6] The foregoing is intended as a summary only. The Debtors filed a blackline showing all modifications made to the First Amended Plan on May 30, 2025 [Docket No. 143].

II. ADVERSE CONSEQUENCES OF NON-CONFIRMATION OF THE PLAN

52. If the Plan is not confirmed in the near term, I believe it is unlikely that the Debtors would be able to provide the same recoveries to their creditors as are currently contemplated by the Plan. Non-confirmation would guarantee the continued incurrence of substantial restructuring costs relating to the pendency of these cases and risk the conversion of these Chapter 11 Cases to cases under chapter 7 of the Bankruptcy Code.

53. I believe the Plan is in the best interests of the Debtors, their Estates and creditors. Accordingly, I believe it is imperative that the Plan be confirmed and that the Debtors emerge from chapter 11 as quickly as possible.

[Remainder of page intentionally left blank.]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 13, 2025
New York, New York

/s/ Felicia DellaFortuna
Felicia DellaFortuna
Chief Financial Officer
WW International, Inc.