

## **WEIGHT WATCHERS INTERNATIONAL, INC.**

### **SECURITIES TRADING POLICY**

Set forth below is the policy of Weight Watchers International, Inc. and its subsidiaries regarding securities trading. This securities trading policy applies to all employees of Weight Watchers and its subsidiaries and is subject to change without prior notification.

**Any violation of this securities trading policy may result in immediate dismissal and may subject the individual involved to both civil and criminal penalties. This is an extremely important matter, and we urge you to read the following with care.**

The trading restrictions and policies described in Section 1 below apply to Weight Watchers' directors and all of Weight Watchers' employees. Weight Watchers' directors, officers and certain other managers and employees are also subject to the trading restrictions and policies described in Section 2 below.

#### **Section 1. Directors and All Employees**

##### **Prohibitions Against Trading On or Tipping Non-Public Information**

The federal securities laws and rules promulgated thereunder prohibit any person that is aware of material, non-public information from purchasing or selling securities and from communicating such information to any other person for such use. Material information is any information that a reasonable investor would consider important in determining whether to buy, sell or hold securities. Non-public information is information that has not been effectively disseminated to the investing public.

The sole exception to this prohibition is if the purchase or sale is made pursuant to a pre-existing written plan or arrangement complying with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and approved in advance by Weight Watchers' legal department. During the period that a person is aware of material, non-public information and absent a pre-existing written plan or arrangement pursuant to Rule 10b5-1, he or she will have to forgo a proposed transaction in the securities, even though he or she may have planned to make the purchase or sale before learning of the material, non-public information and even though failure to execute the purchase or sale may result in an economic loss to, or nonrealization of anticipated profit by, the person possessing such information.

It is Weight Watchers' policy that Weight Watchers personnel and Board members may not purchase or sell securities issued by Weight Watchers or any other company (including, without limitation, any company with which Weight Watchers has or is pursuing a commercial relationship) while aware of material, non-public information concerning Weight Watchers or such other company, as the case may be. It is also Weight Watchers' policy that all non-public information concerning Weight Watchers or any other corporation or business which is obtained by Weight Watchers personnel or a Board member in the course of his or her employment or Board membership may not be communicated to any other person, except to the extent necessary to perform work for Weight Watchers, nor should such information be discussed with any person within Weight Watchers under circumstances where it could be overheard. Written information

should be appropriately safeguarded and should not be left where it may be seen by persons not entitled to the information. The unauthorized disclosure of information could result in serious consequences to Weight Watchers, whether or not such disclosure is made for the purpose of facilitating improper trading in securities.

In addition to other circumstances in which it may be applicable, this confidentiality policy must be strictly adhered to in responding to inquiries about Weight Watchers that may be made by the press, financial analysts or other members of the financial community. It is important that responses to any such inquiries be made on behalf of Weight Watchers by a designated person. Accordingly, neither Board members nor Weight Watchers personnel should respond to such inquiries unless expressly authorized to do so. Any such inquiries should be referred to the General Counsel of Weight Watchers.

It is the policy of Weight Watchers that Weight Watchers personnel who have an investment in a company with products or services that they are recommending for use by Weight Watchers (or in a company that they are recommending for an alliance or other relationship with Weight Watchers) must disclose this information to the appropriate executive officer or director. Similarly, while Weight Watchers personnel remain associated with a transaction or other relationship involving such other company, they should consult with the appropriate executive officer or director before trading in securities of such company.

A determination as to whether information is material or non-public depends on all of the related facts and circumstances. Information that you should consider material includes, but is not limited to:

- earnings estimates;
- changes in previously released earnings estimates;
- significant merger, acquisition or divestiture proposals or agreements;
- major customer contracts;
- dividend changes;
- major litigation; and
- extraordinary management developments.

In addition, it should be emphasized that material information does not have to relate to a company's business; information about the contents of a forthcoming publication in the financial press that is expected to affect the market price of a security could be material.

#### Prohibition on Short-Term Trading

Short-term investment activity in Weight Watchers securities, such as trading in or writing options, arbitrage trading or "day trading," is not appropriate under any circumstances, and accordingly is prohibited. In addition, employees and Board members should not take "short" positions in Weight Watchers securities.

## **Section 2. Directors, Officers and Other Managers**

### **General**

In addition to the trading restrictions and policies which apply to all employees, Weight Watchers requires that all directors, officers and certain other managers and employees obtain prior written approval to purchase, sell, gift or otherwise acquire, transfer or dispose of Weight Watchers securities. Approval is required not only for transactions engaged in by such persons, but also for transactions engaged in by their spouse, minor children and any other family members having the same home as them, as well as any other account for which they make or influence investment decisions, such as an account for a member of their family who consults them about investment decisions or a trust account or other account as to which they have investment authority. Requests for approval should be sent to the General Counsel of Weight Watchers. Below is additional information regarding Weight Watchers securities trading approval process.

**Any violation of the securities trading policy or failure to comply with the approval process may result in dismissal and serious civil and criminal penalties under the law.**

### **Window Periods**

Directors, officers and other designated managers and employees may only trade and gift Weight Watchers securities after obtaining Weight Watchers approval. Weight Watchers has established four “windows” of time during the fiscal year during which requests for approval may be submitted and approved trades and gifts may be performed. **Approval for trades and gifts of Weight Watchers securities will generally be granted only during a window period, and the transaction may only be performed during the window period in which the approval was granted.** A window period begins with the third trading day on the New York Stock Exchange after the day on which Weight Watchers makes a public news release of its quarterly earnings for the prior fiscal quarter. That same trading window closes the first day of the last fiscal month of the then current fiscal quarter. After the close of the window period, directors and executive officers may not purchase, sell, gift or otherwise acquire, transfer or dispose of any Weight Watchers securities. After the close of a window period, requests for approval may not be submitted until the following window period.

### **Stock Options**

Directors, officers and other designated managers and employees may exercise and hold stock options without regard to the “windows” where the exercise price and applicable withholding tax are paid in cash. However, “broker’s cashless exchanges” and options exercises where shares are withheld or traded in order to pay the exercise price or withholding taxes are subject to approval and must be performed during a window period.

### **Material, Non-Public Information**

The prohibition against trading on or tipping non-public information applies even in a trading “window” described above. For example, if a material acquisition or divestiture is pending, if market conditions should change abruptly or if a forthcoming publication in the financial press may affect the relevant securities market, you may not trade Weight Watchers securities. You should consult the General Counsel whenever you are in doubt.

### Processing Time

To the extent possible, requests for approval will be processed within 24 hours after receipt. If approved, the transaction must be completed within 5 business days, but in no event after the expiration of the applicable window period. Approval is in the sole discretion of Weight Watchers.

### **Section 3. Conclusion**

We expect all Weight Watchers personnel and Board members to abide by the foregoing trading restrictions and policies. Any violation may result in immediate dismissal and may subject you to both civil and criminal penalties. Any questions concerning the trading restrictions and policies set forth above should be directed to the General Counsel. You should not try to resolve any uncertainties on your own.

If you have questions, please contact Jeffrey A. Fiarman, General Counsel of Weight Watchers International, Inc., at 11 Madison Avenue, 17<sup>th</sup> Floor, New York, New York 10010, or by telephone at (212) 817-4277.