



**FLUIDRA S.A. and Subsidiaries**

**Consolidated Balance Sheet; Income Statement; Cash Flow Statement and  
other selected data.**

**December 31, 2022**

Delivered pursuant to Section 5.4 of the credit agreements of Fluidra S.A. signed January 27, 2022

**Nature and principal activities of the Group.**

Fluidra, S.A. (hereinafter the Company) was incorporated as a limited liability company for an indefinite period in Girona on October 3, 2002 under the name Aquaria de Inv. Corp., S.L., and changed to its current name on September 17, 2007.

The Company's corporate purpose and activity consists in the holding and use of equity shares, securities and other stock, and advising, managing and administering the companies in which the Company holds an ownership interest.

The Company is domiciled at Avenida Alcalde Barnils, nº 69, in Sant Cugat del Vallés (Barcelona).

The Group's activities consist in the manufacture and distribution of equipment, accessories and consumables for swimming-pools, irrigation and water treatment.

Fluidra, S.A. is the parent company of the Group comprising the subsidiaries detailed in the accompanying Appendix I of the consolidated financial statements for the year 2021 (hereinafter Fluidra Group or the Group). Additionally, the Group holds ownership interests in other entities, which are also detailed in Appendix I.

Fluidra's share capital consists of 112.629.070 ordinary shares with a par value of Euro 1 each, fully subscribed. On October 31, 2007, the "Company" completed its initial public offering process through the public offering of 44.082.943 ordinary shares with a par value of Euro 1 each.

These shares representing share capital are listed on the Barcelona and Madrid stock exchanges, and also on the continuous market.

On July 2, 2018 Fluidra, S.A. carried out a capital increase for a nominal amount of Euro 83.000.000 by issuing and circulating 83,000,000 new ordinary shares of Euro 1 par value each, which were fully subscribed by the sole shareholder of Piscine Luxembourg Holdings 2 S.à r.l. (penultimate holder of the Luxembourgian company Zodiac Pool Solutions S.à.r.l. holding company of the Zodiac Group) without entitlement, as per article 304.2 of the Spanish Corporations Act, to any preferential subscription rights. The difference between the fair value of the equity received by Fluidra, S.A. by virtue of the merger and the par value of the new shares was allocated to share premium, the nominal share capital of Fluidra S.A. resulting in an amount of Euro 195,629,070, divided into 195,629,070 ordinary shares.

On 15 December 2022, the capital reduction approved by the Company's Board of Directors for a nominal amount of Euros 3,500,000 was carried out by redeeming 3,500,000 treasury shares with a par value of Euros 1 each. This reduction does not entail returning contributions to shareholders, as the Company itself is the owner of the shares being redeemed and a charge has been made to unrestricted reserves by allocating a restricted reserve for redeemed capital that it is equal to the par value of the redeemed shares. Moreover, it has also been agreed to request the delisting of the shares redeemed.

**Basis of Preparation**

This Balance Sheet, Income Statement and Cash Flow Statement have been prepared from the accounting records of Fluidra, S.A. and the companies included in the Group, according to the going concern principle. This Balance Sheet, Income Statement and Cash Flow Statement have been prepared in accordance with the International Financial Reporting Standards. These financial statements do not include all disclosures required for annual financial statements, nor for IAS 34 "Interim Financial Reporting" as adopted by the European Union (IFRS-EU) and shall be read together with the consolidated financial statements for the years ended December 31, 2021 and 2020 prepared in accordance to IFRS-EU.

**Selected Definitions**

Consolidated Adjusted EBITDA (“EBITDA”): represents the Group’s operating result before depreciation, amortization, impairment losses, and unusual and non-recurring adjustments, as defined in Fluidra’s credit agreements.

Consolidated Total Debt: as defined in Fluidra’s credit agreements, it means the aggregate principal amount of funded Indebtness of Holdings and its Restricted Subsidiaries outstanding on such date and determined on a consolidation basis.

The Group in the annual financial statements includes a definition for EBITDA (referred to as Reported EBITDA) and Net Financial Debt. These two magnitudes are periodically reported to shareholders and included in the annual financial statements, therefore we have included a reconciliation between them and those required by the credit agreements mentioned above.

**Business Overview**

For the Business Overview please refer to [www.fluidra.com](http://www.fluidra.com) - Shareholders and Investors - Regulatory Filings – 2022 4th Quarter Results.

**Fluidra S.A. and Subsidiaries**  
**December 31, 2022**

**BALANCE SHEET**

(Thousands of Euros)

	<u>Assets</u>	31/12/2022	31/12/2021 (*)
Fixed Assets		184.039	160.673
Investment Property		1.894	2.139
Goodwill		1.307.022	1.259.656
Other Intangible Assets		946.229	955.123
Rights of Use		173.615	151.599
Equity-Accounted Investments		828	735
Non-Current Financial Assets		4.697	4.452
Derivative Financial Instruments		54.621	-
Other Receivables		3.597	3.770
Deferred Tax Assets		123.051	111.080
<b>Total non-current assets</b>		<b>2.799.593</b>	<b>2.649.227</b>
Non-current assets held for sale		7.656	4.934
Inventories		599.093	496.045
Trade and other receivables		284.808	256.651
Other current financial assets		6.179	10.794
Derivative financial instruments		465	491
Cash and cash equivalents		75.151	87.808
<b>Total current assets</b>		<b>973.352</b>	<b>856.723</b>
<b>TOTAL ASSETS</b>		<b>3.772.945</b>	<b>3.505.950</b>
	<u>Equity</u>		
Share Capital		192.129	195.629
Share Premium		1.148.591	1.148.591
Retained earnings and other reserves		336.630	435.971
Interim dividend		-	-
Treasury shares		( 112.692 )	( 168.491 )
Other comprehensive income		105.192	2.384
Equity attributed to equity holders of the parent		1.669.850	1.614.084
Non-controlling interests		8.831	8.349
<b>Total equity</b>		<b>1.678.681</b>	<b>1.622.433</b>
	<u>Liabilities</u>		
Debt with Financial Institutions		1.120.108	696.041
Lease liabilities		152.725	136.526
Derivative financial instruments		-	7.191
Deferred tax liabilities		242.061	222.556
Provisions		10.893	13.034
Government grants		173	217
Other non-current liabilities		6.659	9.918
<b>Total non-current liabilities</b>		<b>1.532.619</b>	<b>1.085.483</b>
Liabilities linked to non-current assets held for sale		3.990	1.686
Debt with Financial Institutions		146.823	301.957
Lease liabilities		40.414	31.141
Trade and other payables		316.967	412.239
Provisions		53.263	50.830
Derivative financial instruments		188	181
<b>Total current liabilities</b>		<b>561.645</b>	<b>798.034</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3.772.945</b>	<b>3.505.950</b>

(\*) Restated according to IFRS3

**Fluidra S.A. and Subsidiaries**  
**December 31, 2022**

(Thousands of Euros)

	31/12/2022	31/12/2021
<b>Operating Income</b>		
Sales of goods and finished products	2.389.205	2.186.919
Revenues from Services Rendered	39.232	31.659
Work performed by the Group and capitalised as non-current assets	20.888	15.106
<b>Total operating income</b>	<b>2.449.325</b>	<b>2.233.684</b>
<b>Operating expenses</b>		
Changes in Inventories of Finished Goods and Work in Progress and Consumables of Raw Materials	( 1.169.618 )	( 1.031.424 )
Employee Benefits Expense	( 414.537 )	( 363.731 )
Depreciation and amortization expenses and impairment losses	( 165.385 )	( 124.698 )
Other operating expenses	( 395.609 )	( 332.517 )
<b>Total operating expenses</b>	<b>( 2.145.149 )</b>	<b>( 1.852.370 )</b>
<b>Other profit / (loss)</b>		
Extraordinary income / (expenses)	-	-
Profit / (loss) from sale of fixed assets	136	349
<b>Total other profit / (loss)</b>	<b>136</b>	<b>349</b>
<b>Operating profit</b>	<b>304.312</b>	<b>381.663</b>
<b>Finance income / (expenses)</b>		
Finance income	3.328	2.612
Finance expenses	( 62.145 )	( 35.383 )
Financial Expenses of Lease Liabilities	( 6.549 )	( 5.465 )
Exchange gains / (losses)	( 13.904 )	( 5.943 )
<b>Net financial income / (expense)</b>	<b>( 79.270 )</b>	<b>( 44.179 )</b>
Share in profit / (loss) for the year from investments accounted for using the equity	71	5
<b>Profit / (loss) before tax from continuing operations</b>	<b>225.113</b>	<b>337.489</b>
<b>Income tax expense</b>	<b>( 60.710 )</b>	<b>( 81.521 )</b>
<b>Profit / (loss) after tax from continuing operations</b>	<b>164.403</b>	<b>255.968</b>
<b>Profit / (loss) after tax from discontinued operations</b>	<b>-</b>	<b>-</b>
<b>CONSOLIDATED PROFIT / (LOSS) AFTER TAX</b>	<b>164.403</b>	<b>255.968</b>
Profit attributed to non-controlling interest	4.472	3.605
<b>Profit attributed to equity holders of the parent</b>	<b>159.931</b>	<b>252.363</b>
From continuing operations	159.931	252.363
From discontinued operations	-	-
<b>EBITDA</b>	<b>469.768</b>	<b>506.366</b>

**Fluidra S.A. and Subsidiaries**  
**December 31, 2022**

(Thousands of Euros)

31/12/2022

31/12/2021

Cash flows from operating activities

Profit of the year before tax	225.113	337.489
<i>Adjustments for:</i>		
Amortization and depreciation	157.103	122.602
Adjustments due to impairment of receivables	(3.289)	361
Provision for / (reversal of) impairment losses on assets	8.282	2.096
Provision for / (reversal of) impairment losses on financial assets	(150)	342
Provision for / (reversal of) impairment losses on risks and expenses	246	8.994
Provision for / (reversal of) impairment losses on inventories	13.177	683
Income from financial assets	(1.930)	(661)
Finance cost	68.454	37.767
(Profit) / Loss from the sale of associates	0	(123)
Exchange (gains) / losses	13.904	5.943
Share in profit / (loss) for the year from associates accounted for using equity method	(71)	(5)
(Profit) / loss from the sale of property, plant and equipment and other intangible assets	(1.133)	(349)
(Profit)/losses on the sale of subsidiaries	997	0
Government grants recognized in profit and loss	(53)	(89)
Shared-based payment expenses	14.912	26.505
(Profit) / losses from derivative financial instruments at fair value	(1.008)	911
Operating profit before changes in working capital	<b>494.555</b>	<b>542.466</b>
Change in working capital, excluding effects of acquisitions and currency translation differences		
Increase / (decrease) in trade and other receivables	(9.468)	31.917
Increase / (decrease) in inventories	(116.576)	(171.661)
Increase / (decrease) in trade and other payables	(101.399)	70.516
Utilization of provisions	(1.322)	(523)
Cash Flows from operating activities	<b>265.790</b>	<b>472.715</b>
Interest paid	(53.949)	(33.810)
Interest received	1.930	628
Corporate income tax paid	(93.495)	(96.949)
Net Cash Flows from operating activities	<b>120.276</b>	<b>342.584</b>

**Fluidra S.A. and Subsidiaries**  
**December 31, 2022**

<u>Cash Flows from investing activities</u>	<u>31/12/2022</u>	<u>31/12/2021</u>
From the sale of property, plant and equipment	4.649	1.780
From the sale of other intangible assets	400	496
From the sale of financial assets	8.904	7.547
Proceeds from the sale of subsidiaries, net of cash used	250	-
Proceeds from the sale of subsidiaries in prior years	-	105
Acquisition of property, plant and equipment	(49.641)	(42.869)
Acquisition of intangible assets	(28.728)	(28.553)
Acquisition of other financial assets	(3.601)	(6.765)
Payments for acquisitions of subsidiaries , net of cash and cash equivalents	(20.750)	( 415.628 )
Payments for acquisitions of subsidiaries in prior years	(5.834)	(20.215)
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Net Cash Flows used in investing activities	<b>(94.351)</b>	<b>(504.102)</b>
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<u>Cash Flows from financing activities</u>		
Payments for repurchase of treasury shares	(237.420)	(277.955)
Proceeds from the sale of treasury shares	177.613	191.848
Proceeds from grants	-	74
Proceeds from bank financing	1.109.986	385.430
Payments from bank borrowings	(892.569)	(177.392)
Lease liability payments	(32.715)	( 26.238 )
Dividends paid	(162.880)	(77.646)
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Net Cash Flows from financing activities	<b>(37.984)</b>	<b>18.121</b>
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Net increase / (decrease) in cash and cash equivalents	(12.060)	(143.397)
Cash and cash equivalents as of January 1, 2022	90.118	225.631
Effect of currency translation differences on cash	598	7.884
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Cash and cash equivalents as of September 30, 2022	<b>78.656</b>	<b>90.118</b>
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Note: This cash flow includes cash flows arising from continuing and discontinued operations.

**Fluidra S.A. and Subsidiaries**  
**December 31, 2022**

**Calculation and Reconciliation of EBITDA**

(in millions of Euros)	December 22 LTM
<b>Net Profit attributed to equity holders of the parent company</b>	<b>159,9</b>
Income Tax Expense	60,7
Finance Income	(3,3)
Finance Costs	68,7
Exchange gains / (losses)	13,9
Depreciation & Amortisation Expense & Impairment	165,4
Minority Interest	4,5
<b>Reported EBITDA</b>	<b>469,8</b>
Integration related and other Non-Recurring Expenses	27,2
Share based payment expense	14,9
Run Rate synergies	0,0
Profit/Loss from sale of subsidiaries	(0,1)
<b>EBITDA January 22 -December 22</b>	<b>511,7</b>

**Fluidra S.A. and Subsidiaries**  
**December 31, 2022**

(in millions of Euros)	<b>At 31 December 2022</b>
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First-lien credit facility	1.141,6
Other debt	136,0
<b>Total debt</b>	<b>1.277,6</b>
Unamortized debt issuance costs	-10,7
<b>Debt, current and non-current</b>	<b>1.266,9</b>
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Current portion of first-lien credit facility	11,5
Current portion of other debt	77,4
<b>Debt, current</b>	<b>89,0</b>
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<b>Debt, non-current</b>	<b>1.178,0</b>
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<b>Lease liabilities</b>	<b>193,1</b>
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Cash and Cash Equivalents	75,2
Non Current Financial Assets	4,7
Current Financial Assets	6,2
Derivative Instruments	54,9
<b>Total Cash &amp; Financial Assets</b>	<b>140,9</b>
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Net Financial Debt from Assets Held for sale	-3,7
<b>Net Financial Debt as per Group Definition</b>	<b>1.122,3</b>
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Net Debt from Assets Held for sale	-3,7
<b>Net Debt as per Group Definition</b>	<b>1.315,5</b>
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**Disclaimer**

Data included in this report is unaudited. This release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. Various statements contained in this document constitute “forward-looking statements”.

Words like “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “objectives”, “outlook”, “probably”, “project”, “will”, “seek”, “target” and other words of similar meaning identify these forward-looking statements. By their nature, forward-looking statements are subject to numerous assumptions, risks and uncertainties. Accordingly, actual results may differ materially from those expressed or implied by the forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we operate.

The following include some but not all of the factors that could cause actual results or events to differ materially from those anticipated results or events: negative or uncertain worldwide economic conditions; volatility and cyclicalities in the markets in which we operate; volatility in the costs and availability of raw materials; operational risks inherent in pool industry, including disruptions as a result of severe weather conditions, natural disasters; our dependence on major customers; competition in the industries in which we operate; our ability to develop new products and technologies successfully; our ability to implement our business strategies successfully; our ability to realise benefits from investments, joint ventures, acquisitions or alliances; environmental, safety and other regulatory requirements, and the related costs of maintaining compliance and addressing liabilities; litigation or legal proceedings, including product liability claims; enforceability of our intellectual property rights; fluctuations in foreign currency exchange and interest rates; information technology systems failures, network disruptions and breaches of data security; our ability to recruit or retain key management and personnel; relationships with our workforce, including negotiations with labour unions, strikes and work stoppages; political or country risks, or dislocations in credit and capital markets; decreases in the fair value of our business and potential impairments or write-offs of certain assets; the adequacy of our insurance coverage; and changes in our jurisdictional earnings mix or in the tax laws of those jurisdictions.

We caution readers not to place undue reliance on any forward-looking statements contained herein, which speak only as of the date of this document, and we expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, to reflect any change in our expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based.

In any event, Fluidra S.A. provides information on these and other factors that may affect the Company’s forward-looking statements, business and financial results in documents filed with the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores). We invite all interested persons or entities to consult these documents.