



FLUIDRA S.A. and Subsidiaries

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

March 31, 2023

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, 2022 and 2021 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 - Shareholders and Investors - Regulatory Filings – 2023 1st Quarter Results.

Fluidra S.A. and Subsidiaries
March 31, 2023

BALANCE SHEET
(Thousands of Euros)

| <u>Assets</u> | <u>31/3/2023</u> | <u>31/3/2022</u> |
|--|------------------|------------------|
| Fixed Assets | 179.736 | 166.745 |
| Investment Property | 1.887 | 2.118 |
| Goodwill | 1.298.105 | 1.330.229 |
| Other Intangible Assets | 915.598 | 902.886 |
| Rights of Use | 170.306 | 164.799 |
| Equity-Accounted Investments | 802 | 794 |
| Non-Current Financial Assets | 4.717 | 4.335 |
| Other Receivables | 3.202 | 4.104 |
| Derivative Financial Instruments | 44.565 | 9.343 |
| Deferred Tax Assets | 123.874 | 108.309 |
| Total non- current assets | 2.742.792 | 2.693.662 |
| Non-current assets held for sale | 7.345 | 5.795 |
| Inventories | 631.796 | 657.779 |
| Trade and other receivables | 499.916 | 471.668 |
| Other current financial assets | 6.790 | 8.945 |
| Derivative financial instruments | 330 | 153 |
| Cash and cash equivalents | 115.503 | 81.603 |
| Total current assets | 1.261.680 | 1.225.943 |
| TOTAL ASSETS | 4.004.472 | 3.919.605 |
| <u>Equity</u> | | |
| Share Capital | 192.129 | 195.629 |
| Share Premium | 1.148.591 | 1.148.591 |
| Retained earnings and other reserves | 265.512 | 508.687 |
| Interim dividend | - | - |
| Treasury shares | (39.909) | (166.178) |
| Other comprehensive income | 71.434 | 41.069 |
| Equity attributed to equity holders of the parent | 1.637.757 | 1.727.798 |
| Non-controlling interests | 8.174 | 7.410 |
| Total equity | 1.645.931 | 1.735.208 |
| <u>Liabilities</u> | | |
| Debt with Financial Institutions | 1.104.649 | 1.100.335 |
| Lease liabilities | 149.271 | 146.721 |
| Derivative financial instruments | - | 5.084 |
| Deferred tax liabilities | 234.368 | 224.832 |
| Provisions | 10.804 | 12.544 |
| Government grants | 162 | 206 |
| Other non-current liabilities | 4.973 | 7.417 |
| Total non-current liabilities | 1.504.227 | 1.497.139 |
| Liabilities linked to non-current assets held for sale | 3.518 | 2.627 |
| Debt with Financial Institutions | 355.541 | 58.486 |
| Lease liabilities | 40.352 | 33.582 |
| Trade and other payables | 403.108 | 538.135 |
| Provisions | 51.739 | 54.236 |
| Derivative financial instruments | 56 | 192 |
| Total current liabilities | 854.314 | 687.258 |
| TOTAL EQUITY AND LIABILITIES | 4.004.472 | 3.919.605 |

Fluidra S.A. and Subsidiaries
March 31, 2023

| (Thousands of Euros) | 31/3/2023 | 31/3/2022 |
|--|-------------|-------------|
| Operating Income | | |
| Sales of goods and finished products | 553.835 | 666.653 |
| Revenues from Services Rendered | 8.626 | 7.980 |
| Work performed by the Group and capitalised as non-current assets | 4.313 | 3.508 |
| Total operating income | 566.774 | 678.141 |
| Operating expenses | | |
| Changes in Inventories of Finished Goods and Work in Progress and Consumables of Raw Materials | (265.186) | (314.432) |
| Employee Benefits Expense | (98.901) | (98.274) |
| Depreciation and amortization expenses and impairment losses | (38.202) | (35.586) |
| Other operating expenses | (91.117) | (99.785) |
| Total operating expenses | (493.406) | (548.077) |
| Other profit / (loss) | | |
| Extraordinary income / (expenses) | - | - |
| Profit / (loss) from sale of fixed assets | (30) | (6) |
| Total other profit / (loss) | (30) | (6) |
| Operating profit | 73.338 | 130.058 |
| Finance income / (expenses) | | |
| Financial income | 1.455 | 456 |
| Financial expenses | (17.121) | (22.333) |
| Financial Expenses of Lease Liabilities | (1.860) | (1.396) |
| Exchange gains / (losses) | 625 | (2.765) |
| Net financial income / (expense) | (16.901) | (26.038) |
| Share in profit / (loss) for the year from investments accounted for using the equity | (7) | - |
| Profit / (loss) before tax from continuing operations | 56.430 | 104.020 |
| Income tax expense | (14.744) | (28.152) |
| Profit / (loss) after tax from continuing operations | 41.686 | 75.868 |
| Profit / (loss) after tax from discontinued operations | - | - |
| CONSOLIDATED PROFIT / (LOSS) AFTER TAX | 41.686 | 75.868 |
| Profit attributed to non-controlling interest | 615 | 443 |
| Profit attributed to equity holders of the parent | 41.071 | 75.425 |
| From continuing operations | 41.071 | 75.425 |
| From discontinued operations | - | - |
| EBITDA | 111.533 | 165.644 |

Fluidra S.A. and Subsidiaries
March 31, 2023

(Thousands of Euros)

31/3/2023

31/3/2022

Cash flows from operating activities

| | | |
|---|------------------|------------------|
| Profit of the year before tax | 56.430 | 104.020 |
| <i>Adjustments for:</i> | | |
| Amortization and depreciation | 38.195 | 35.573 |
| Adjustments due to impairment of receivables | 657 | (1.359) |
| Provision for / (reversal of) impairment losses on assets | 8 | 13 |
| Provision for / (reversal of) impairment losses on financial assets | 0 | 200 |
| Provision for / (reversal of) impairment losses on risks and expenses | (719) | 1.513 |
| Provision for / (reversal of) impairment losses on inventories | 5.329 | 1.122 |
| Income from financial assets | (1.129) | (256) |
| Finance cost | 18.833 | 23.416 |
| (Profit) / Loss from the sale of associates | 0 | 0 |
| Exchange (gains) / losses | (625) | 2.765 |
| Share in profit / (loss) for the year from associates accounted for using equity method | 7 | 0 |
| (Profit) / loss from the sale of property, plant and equipment and other intangible assets | 30 | (6) |
| (Profit)/losses on the sale of subsidiaries | 65 | 0 |
| Government grants recognized in profit and loss | (12) | (19) |
| Shared-based payment expenses | 1.602 | 3.041 |
| (Profit) / losses from derivative financial instruments at fair value | (178) | 348 |
| Operating profit before changes in working capital | 118.493 | 170.371 |
| Change in working capital, excluding effects of acquisitions and currency translation differences | | |
| Increase / (decrease) in trade and other receivables | (229.520) | (225.093) |
| Increase / (decrease) in inventories | (34.068) | (164.745) |
| Increase / (decrease) in trade and other payables | 42.270 | 110.352 |
| Utilization of provisions | 0 | (181) |
| Cash Flows from operating activities | (102.825) | (109.296) |
| Interest paid | (18.144) | (11.254) |
| Interest received | 1.129 | 256 |
| Corporate income tax paid | (7.436) | (99) |
| Net Cash Flows from operating activities | (127.276) | (120.393) |

Fluidra S.A. and Subsidiaries
March 31, 2023

| <u>Cash Flows from investing activities</u> | <u>31/3/2023</u> | <u>31/3/2022</u> |
|--|------------------------|------------------------|
| From the sale of property, plant and equipment | 418 | 971 |
| From the sale of other intangible assets | 67 | 107 |
| From the sale of financial assets | 613 | 3.664 |
| Acquisition of property, plant and equipment | (9.012) | (13.569) |
| Acquisition of intangible assets | (5.172) | (5.095) |
| Acquisition of other financial assets | (873) | (1.527) |
| Payments for acquisitions of subsidiaries , net of cash and cash equivalents | (3.399) | - |
| Payments for acquisitions of subsidiaries in prior years | (6.691) | (5.575) |
| Net Cash Flows used in investing activities | <u>(24.049)</u> | <u>(21.024)</u> |
| <u>Cash Flows from financing activities</u> | | |
| Payments for repurchase of treasury shares | (50.798) | (55.938) |
| Proceeds from the sale of treasury shares | 51.368 | 55.333 |
| Proceeds from bank financing | 207.792 | 1.109.986 |
| Payments from bank borrowings | (2.924) | (969.615) |
| Lease liability payments | (9.420) | (7.452) |
| Dividends paid | (124) | 0 |
| Net Cash Flows from financing activities | <u>195.894</u> | <u>132.314</u> |
| Net increase / (decrease) in cash and cash equivalents | 44.569 | (9.103) |
| Cash and cash equivalents as of January 1, 2023 | 78.656 | 90.118 |
| Effect of currency translation differences on cash | (4.411) | 2.816 |
| Cash and cash equivalents as of March 31, 2023 | <u>118.814</u> | <u>83.831</u> |

Note: This cash flow includes cash flows arising from continuing and discontinued operations.

Fluidra S.A. and Subsidiaries
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Calculation and Reconciliation of EBITDA

| (in millions of Euros) | March 23 LTM |
|--|---------------------|
| Net Profit attributed to equity holders of the parent company | 125,6 |
| Income Tax Expense | 47,3 |
| Finance Income | (4,3) |
| Finance Costs | 63,9 |
| Exchange gains / (losses) | 10,5 |
| Depreciation & Amortisation Expense & Impairment | 168,0 |
| Minority Interest | 4,6 |
| Reported EBITDA | 415,7 |
| Integration related and other Non-Recurring Expenses | 33,9 |
| Share based payment expense | 13,4 |
| Run Rate synergies | 0,0 |
| Profit/Loss from sale of subsidiaries | (0,1) |
| EBITDA April 23 - March 23 | 462,8 |

Fluidra S.A. and Subsidiaries
March 31, 2023

| (in millions of Euros) | At 31 March 2023 |
|---|-----------------------------|
| | <hr/> |
| First-lien credit facility | 1.125,4 |
| Other debt | 344,8 |
| Total debt | <hr/> 1.470,2 |
| Unamortized debt issuance costs | -10,1 |
| Debt, current and non-current | <hr/> 1.460,2 |
| | |
| Current portion of first-lien credit facility | 11,4 |
| Current portion of other debt | 344,1 |
| Debt, current | <hr/> 355,5 |
| | |
| Debt, non-current | <hr/> 1.104,7 |
| | |
| Lease liabilities | 189,6 |
| | |
| Cash and Cash Equivalents | 115,5 |
| Non Current Financial Assets | 4,7 |
| Current Financial Assets | 6,8 |
| Derivative Instruments | 44,8 |
| Total Cash & Financial Assets | <hr/> 171,8 |
| | |
| Net Financial Debt from Assets Held for sale | -3,3 |
| Net Financial Debt as per Group Definition | <hr/> 1.285,0 |
| | |
| Net Debt from Assets Held for sale | -3,3 |
| Net Debt as per Group Definition | <hr/> 1.474,7 |

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 cyclicity 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.