

The logo consists of a large white circle containing the text 'FLUIDRA' and '2022 PLAN'. To the right of the circle is a smaller white circle, and below the circle is another smaller white circle. A large white arc curves around the top and right sides of the logo.

FLUIDRA
2022 PLAN

Your perfect pool experience

Strategic Plan – Investor Relations

February 2019

Disclaimer

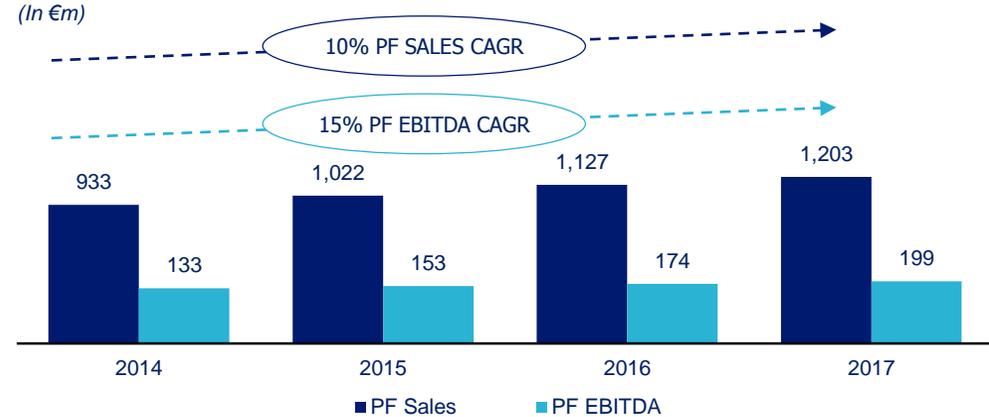
- This document is for information purposes only and does not constitute an offer to sell, exchange or buy, or an invitation to make offers to buy, securities issued by any of the companies mentioned. This financial information has been prepared by Fluidra, S.A. ("Fluidra", and with all its subsidiaries, the "Fluidra Group") in accordance with International Financial Reporting Standards (IFRS). Taking into consideration the recent merger of Fluidra and the Zodiac Group, please note that the companies within the Fluidra Group coming from legacy Zodiac have reported on a September fiscal year, using US Dollars as its functional currency and under IFRS accounting standards. In this presentation, financials have thus been calendarized to December year-end based on management accounts. Financials have been converted to Euros at Fluidra reporting FX rates.
- The assumptions, information and forecasts contained herein do not guarantee future results and are exposed to risks and uncertainties; actual results may differ significantly from those used in the assumptions and forecasts for various reasons.
- The information contained in this document may contain statements regarding future intentions, expectations or projections. All statements, other than those based on historical facts, are forward-looking statements, including, without limitation, those regarding our financial position, business strategy, management plans and objectives for future operations. Such forward-looking statements are affected, as such, by risks and uncertainties, which could mean that what actually happens does not correspond to them.
- These risks include, amongst others, seasonal fluctuations that may change demand, industry competition, economic and legal conditions, and restrictions on free trade and/or political instability in the markets where the Fluidra Group operates or in those countries where the Group's products are manufactured or distributed. The Fluidra Group makes no commitment to issue updates or revisions concerning the forward-looking statements included in this financial information or concerning the expectations, events, conditions or circumstances on which these forward-looking statements are based.
- In any event, the Fluidra Group 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.

The new Fluidra: merger of two successful companies

Overview

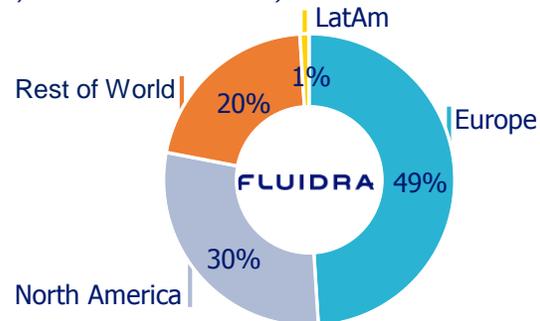
- Global leader in pool equipment and wellness solutions
- Innovative, user-focused provider of highly engineered products and solutions
- Listed on the Spanish stock exchange, with a market capitalization of >€2.0B
- Global headquarters in Barcelona, (Spain) and North American headquarters in San Diego (California)

Highly profitable and cash generating business



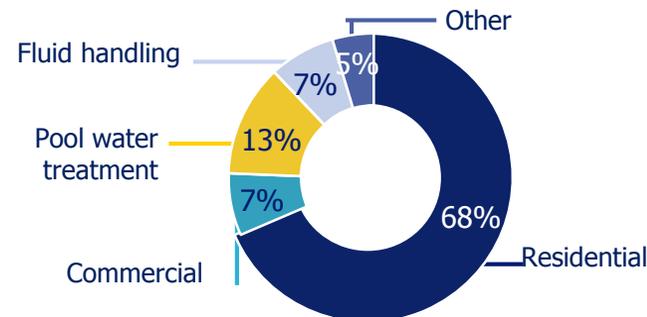
Global & balanced presence

(Sales by business unit PF FY2017A)

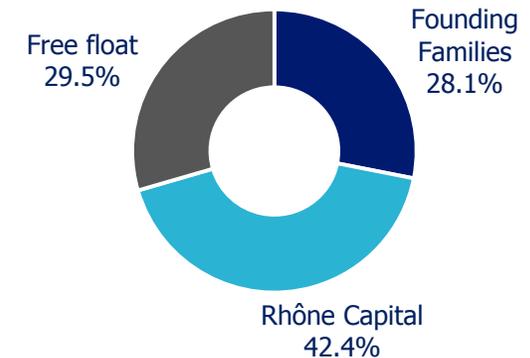


Strong complementary business

(Sales by business unit PF FY2017A)



Shareholder Structure



Key investment highlights

1

Structurally attractive industry that grows ~2x GDP

- New pool construction below historical average feeds ever growing installed base
- Large installed base drives annuity-like aftermarket
- Double engine model: growth & resilience

2

Global leader in the pool and wellness industry

- Broadest geographic footprint with business model adapted to each market
- Expansive product offering drives growth and expands addressable market
- Globally recognized brands allow for market segmentation and channel optimization
- Core competency in innovation defends market position and drives future growth
- Proven track record of best practices that deliver sales and operational excellence
- Strong culture and team committed to sustainable industry leadership

3

Compelling equity story with strong value creation

- Strong sales growth with resilient business model
- Significant cost synergies along with margin improvement initiatives
- Excellent cash generation to fund value accretive initiatives
- Strong growth of Return on Capital Employed

FLUIDRA

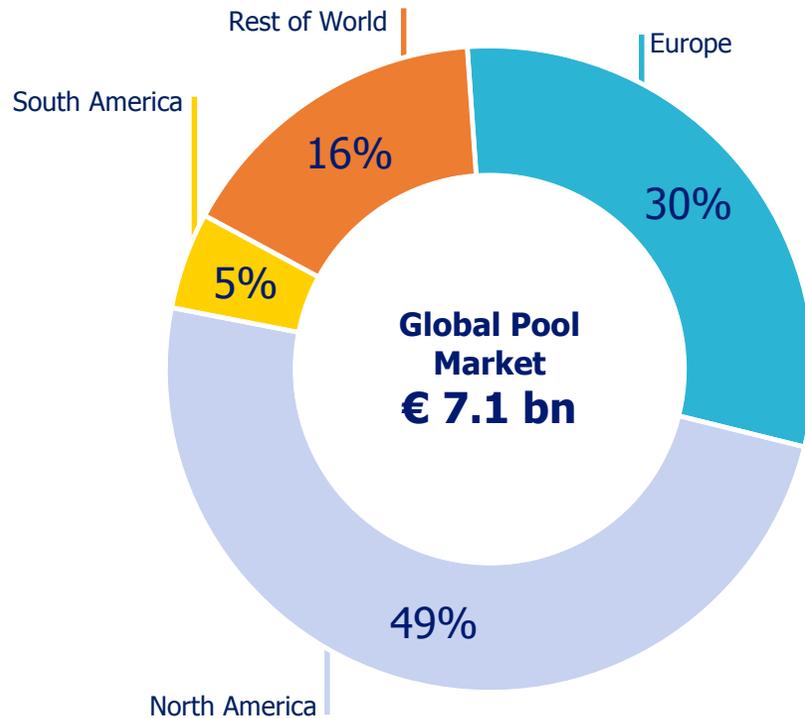


**FLUIDRA
PLAN 2022**

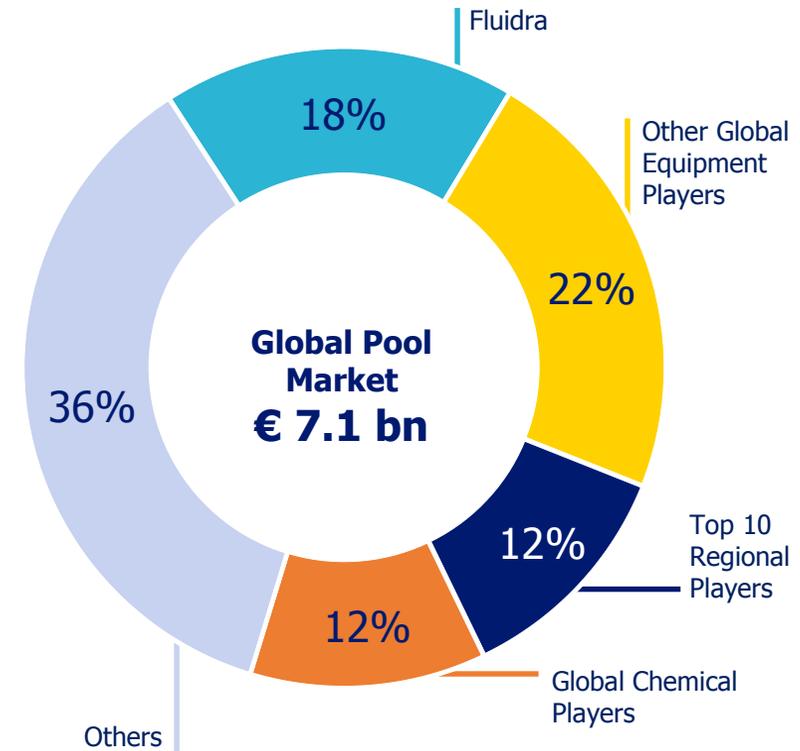
**Structurally
attractive industry**

Global pool market opportunity of € 7.1 bn

North America and Europe represent 79%



Fluidra leads market with 18% share and room to grow



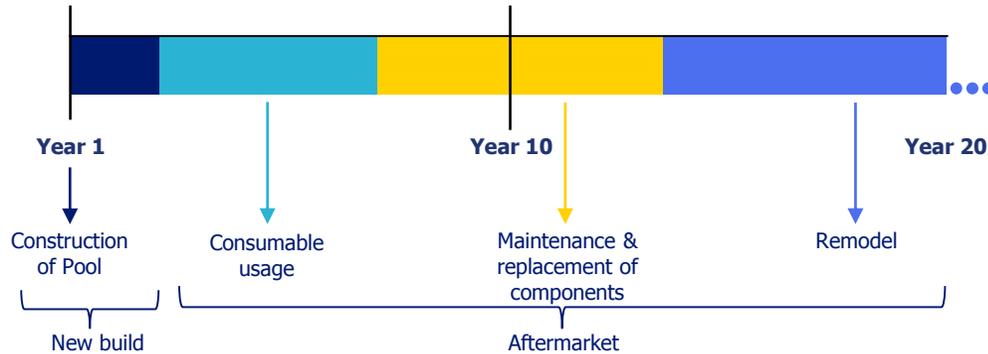
76% residential pool, 24% commercial pool

Sources: Market at manufacturing perspective through internal studies, estimates & assumptions, news reports, D&B reports, annual reports & presentations and reports & publications from trade groups.

Highly attractive market with two growth drivers

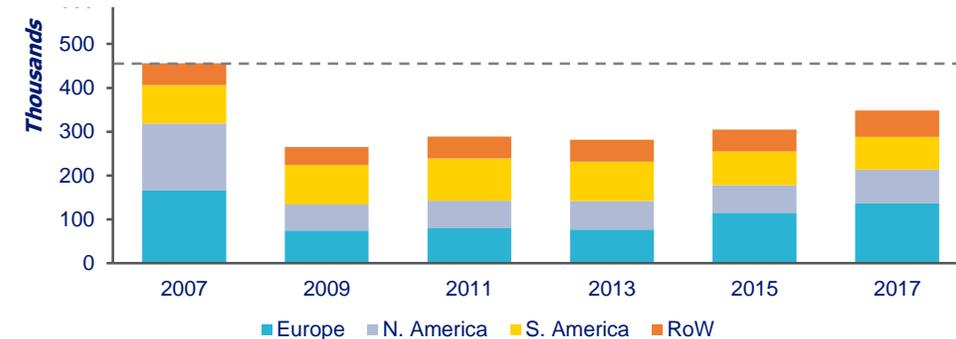
Life of pool & renewal cycle

(Varies depending on use and construction type)



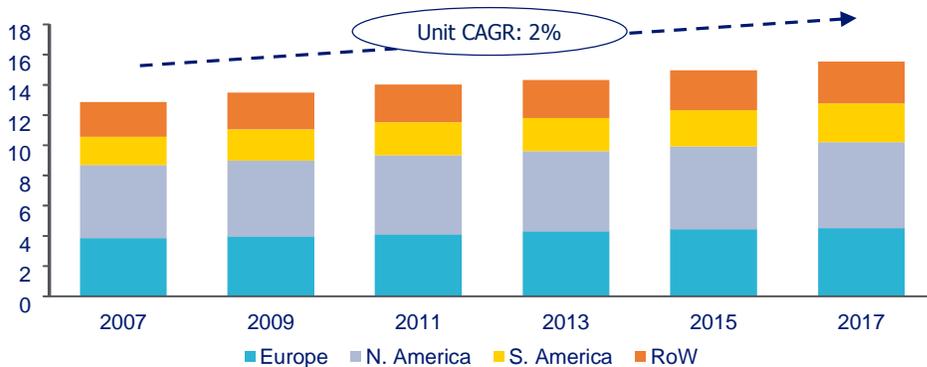
New build growing but still well below pre-crisis levels

New Pools



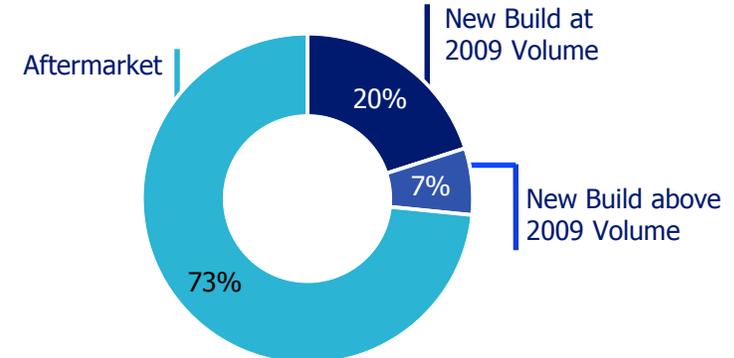
Resilient evolution of pool base

Existing pool base



Resilient market driven by large installed base

Split by market type



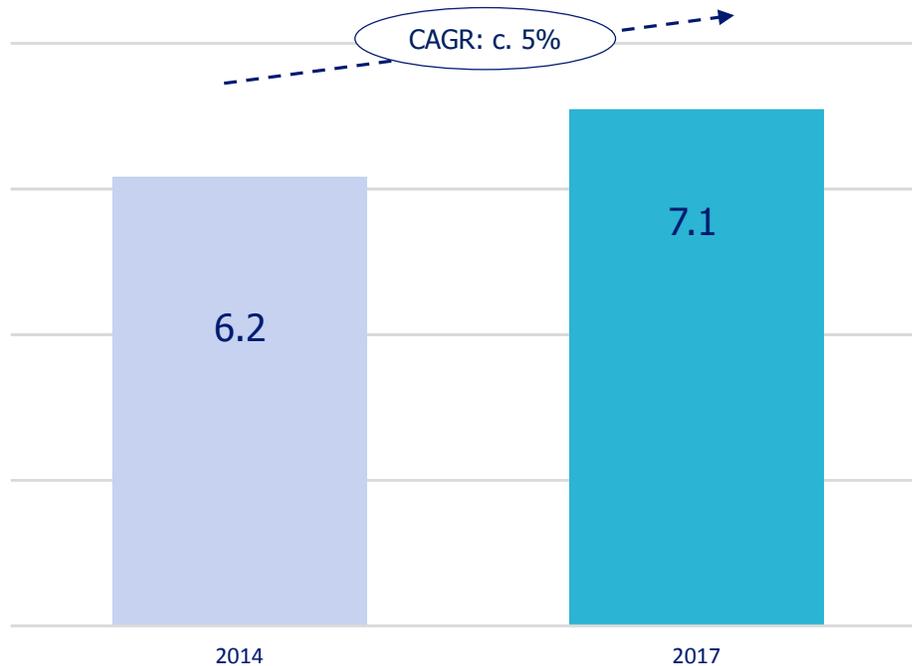
New build feeds pool base every year even in a downturn

Sources: Internal estimates based on external sources (news, company annual reports & presentations, and reports & publications from trade groups)

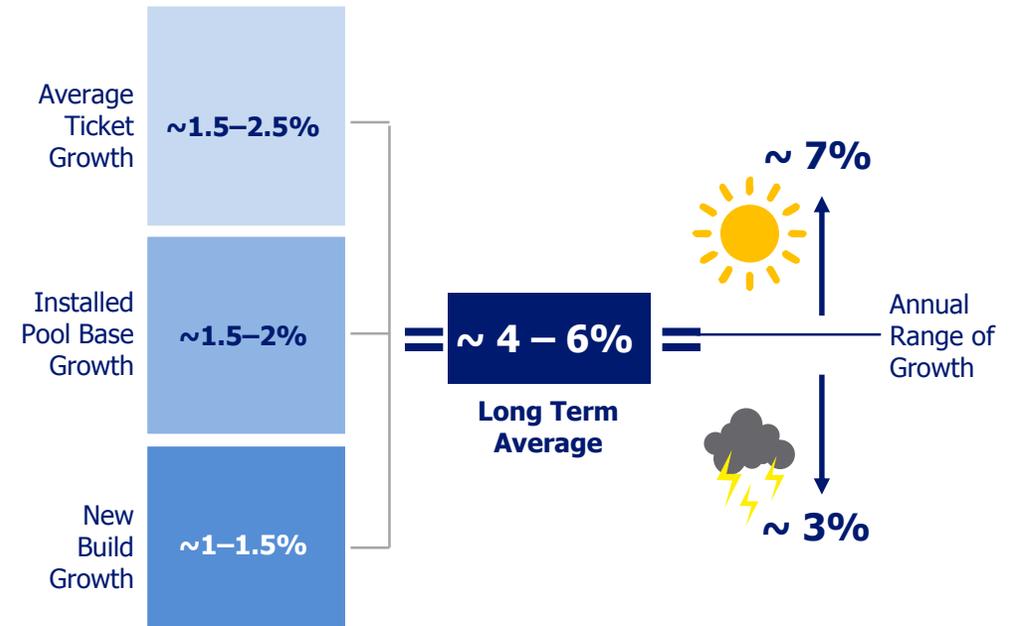
Growing & resilient market with strong fundamentals

Growing market

Market size (€, bn)



Estimated market growth range





FLUIDRA
2022 PLAN

**Global leader in the
pool and wellness
industry**

Global leadership leveraging a unique and powerful platform

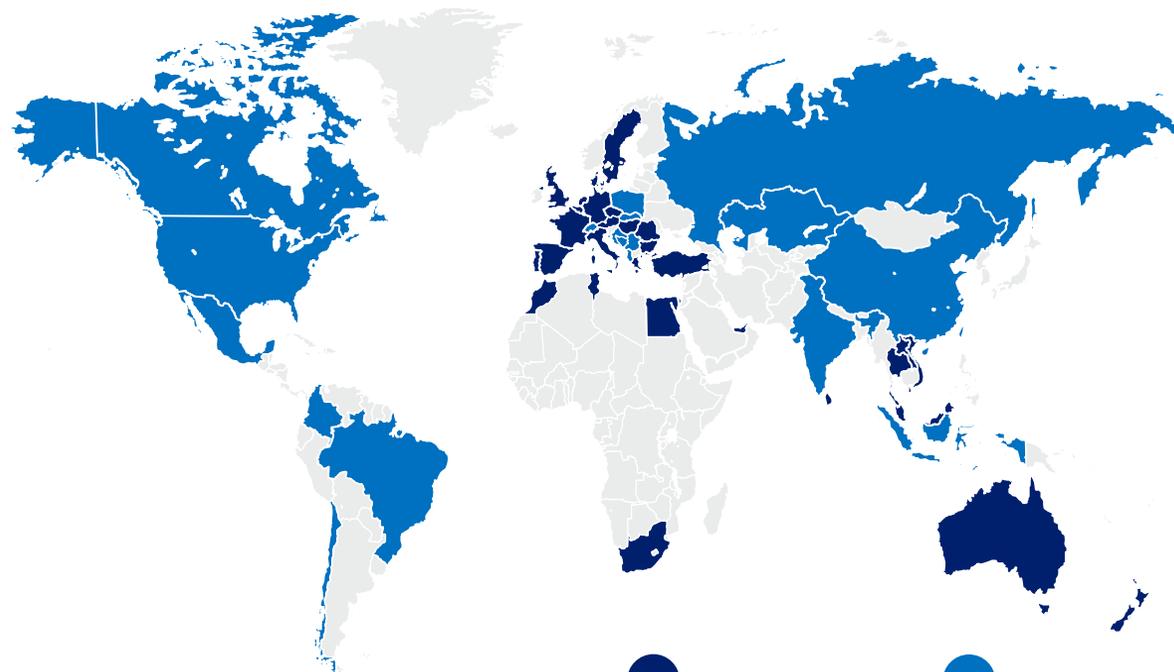
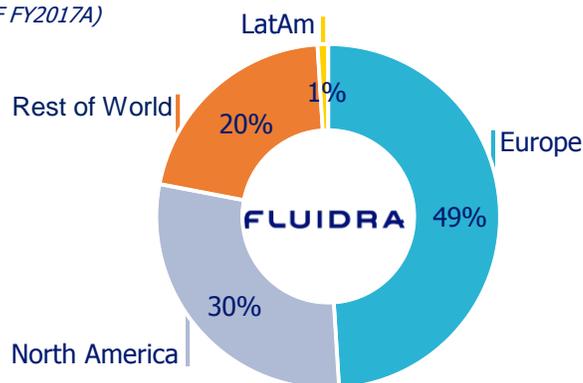


Broadest geographic footprint adapted to local market

- Global market leader with access to all major pool markets
- Customer & commercial approach by market
- Large growth opportunity in the US, the world's largest market

Sales by geography

(PF FY2017A)



	# 1	Top 3
No. of countries	30	16
% of global pool base	40%	53%
93%		

Geographical diversification reduces risk and provides opportunity for growth

Expansive product offering drives growth



Efficient Lighting



Pool Ladders and Showers



Pool Cleaners



Internet of Things



Fire Features



Cleaning Accessories



Filters



Valves



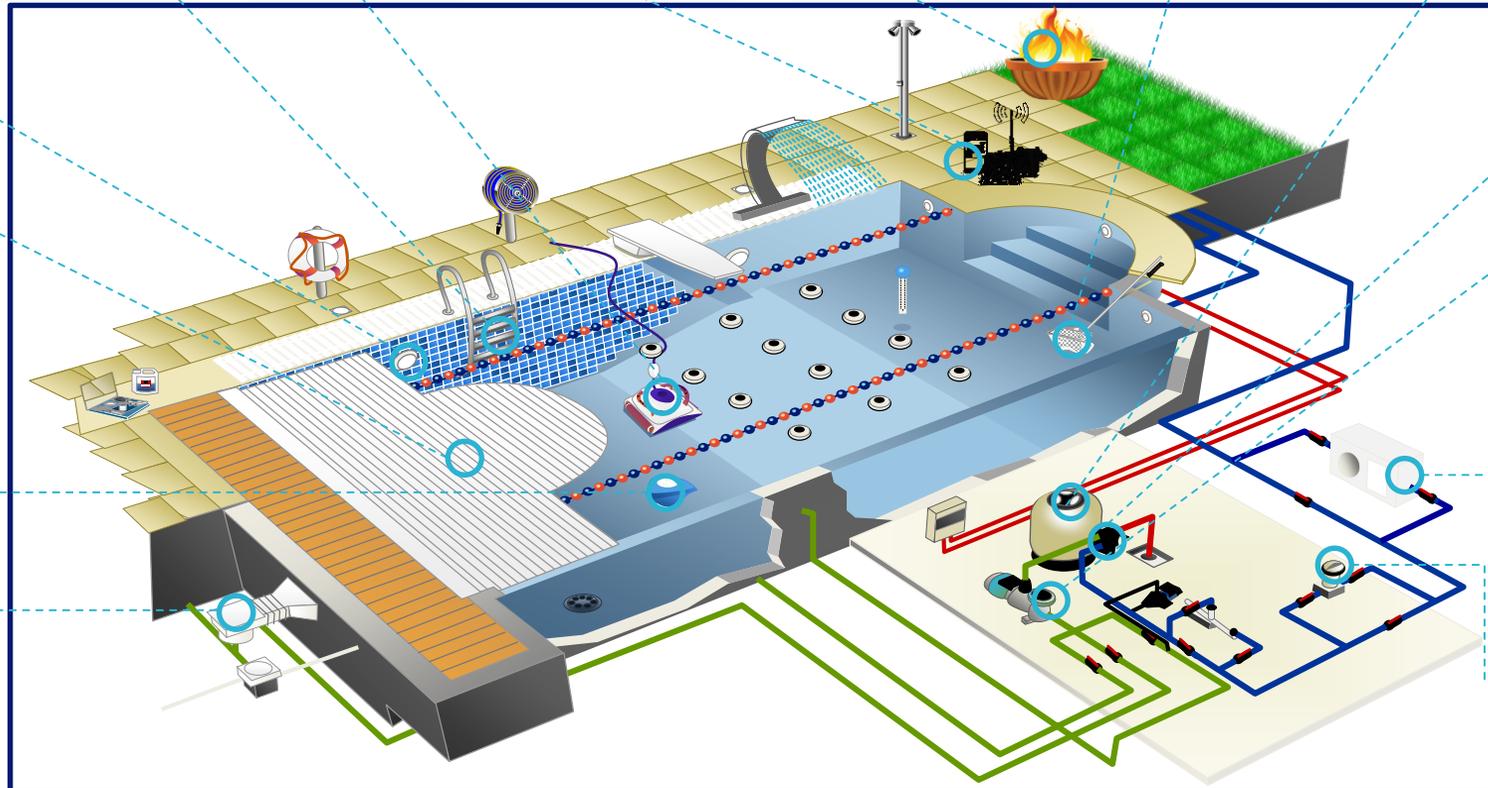
Energy Efficient Pool Covers



Water Care



White Goods



Energy Efficient Pumps



Efficient Heaters



Disinfection

75.000+ items from entry level manual cleaners to large commercial filters;
service needs from above ground pools to commercial pools



Globally recognized, iconic brands allow for channel optimization

Pool Pro

ASTRALPOOL

Jandy Pro/Series

Certikin

FLUIDRA
CONNECT
INTERNET OF POOLS

Omni-channel

ZODIAC

Polaris

Mass Market / Internet

Gre

BARACUDA

Product Specific

COVER POOLS

Nature2

CIX Professional

CEPEX

Platform

iAquaLink

6 out of 10 most iconic industry brands

Core competency in product development drives future growth

Excellence in innovation

- R&D capability with >200 engineers and >1,100 patents
- Robust product road map
 - Improving quality and user experience
 - Technology focused on increasing energy efficiency and sustainability
 - Global range expansion
 - Industry leader in connected pools (IoT)



Proven history of innovation helps us outgrow the market

Proven track record and best practices to deliver Sales and Operational Excellence

Operations

- Quality as a differentiator
- Improve service level via planning best practices and improved manufacturing footprint
- Drive Value
 - Large synergy opportunity
 - Lean & Value Improvement program expansion
 - Implement cash best practices from each business



Sales

- Strong customer relationships through customer collaboration and adaptation
- Best in class channel management and end user communication
- Sales Activity Model in combination with Salesforce.com (CRM) to maximize effectiveness
- One Stop Shop – everything the pool pro needs
- Industry leading loyalty programs



Delivering value to our users, customers and shareholders

World class team of industry and functional experts

Over 25 years of experience in the sector
Fluidra's CEO since 2006 and Executive Chairman since 2016
Managing director of Fluidra Group since its inception in 2002



Eloi Planes
Executive Chairman



Bruce Brooks
CEO

Over 30 years of experience in global consumer and industrial products industries
Previously spent over 20 years at Stanley Black & Decker in various general management roles
Joined Zodiac as CEO in 2011



Xavier Tintoré
CFO

Joined Fluidra in 2010
Over 25 years experience in corporate and finance in multinationals and public companies



Troy Franzen
North America

Joined Zodiac in 2010
Over 30 years of business, sales and operating experience



Carlos Franquesa
Europe, Asia, LatAm and Southern Hemisphere

Joined Fluidra in 2007
Over 30 years of business, sales and operating experience



Joe Linguadoca
Operations

Joined Zodiac in 2012
Over 25 years of operating experience in manufacturing and consumer durables



Jaume Carol
Manufacturing

Joined Fluidra in 1991
Over 30 years of operational and manufacturing experience



Keith McQueen
Innovation & Engineering

Joined Zodiac in 1995
Over 30 years of engineering and operations experience

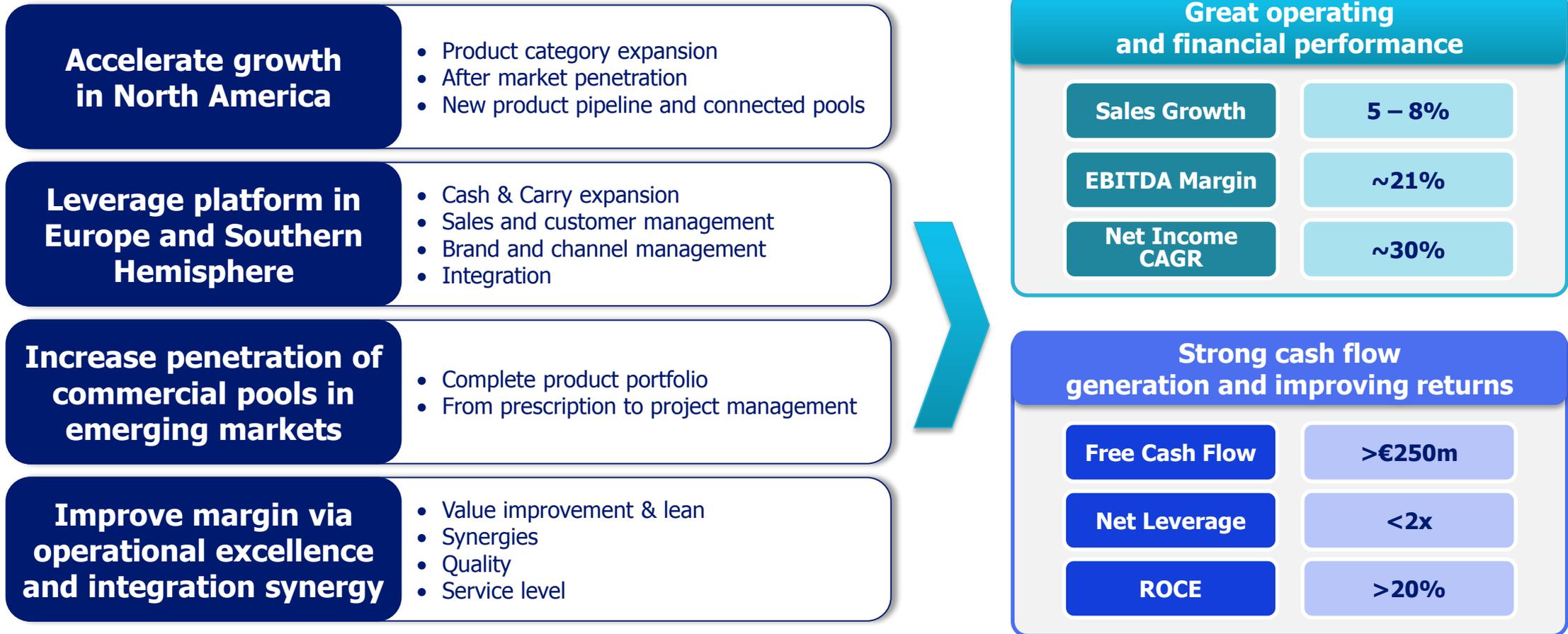


Juanjo Masoliver
HR

Joined Zodiac in 1997
Over 30 years of operating experience in business management

Highly complementary and experienced management team

Four strategic objectives that deliver value through 2022



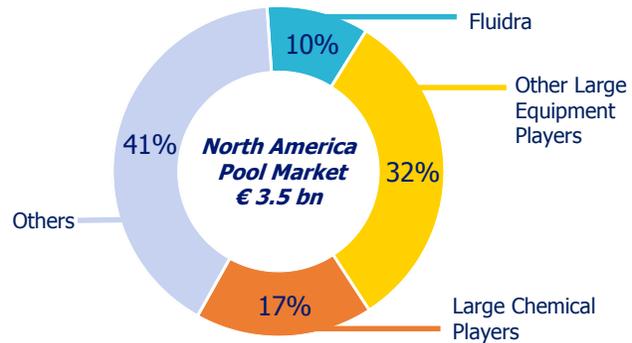


FLUIDRA
2022 PLAN

**Accelerate growth
in North America**

North America: Market & competitors

Fluidra has 10% share of €3.5bn

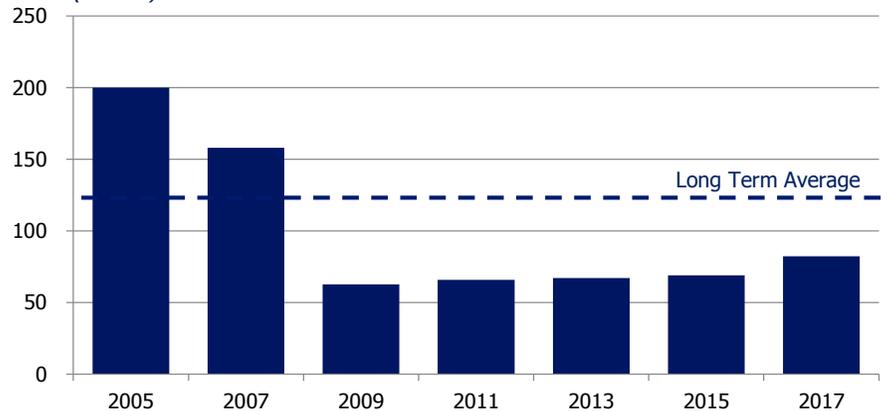


Highlights

- Aging installed base
- Higher prices and better technology on pool pads
- Traditional fragmented dealer base
- Rational competitors

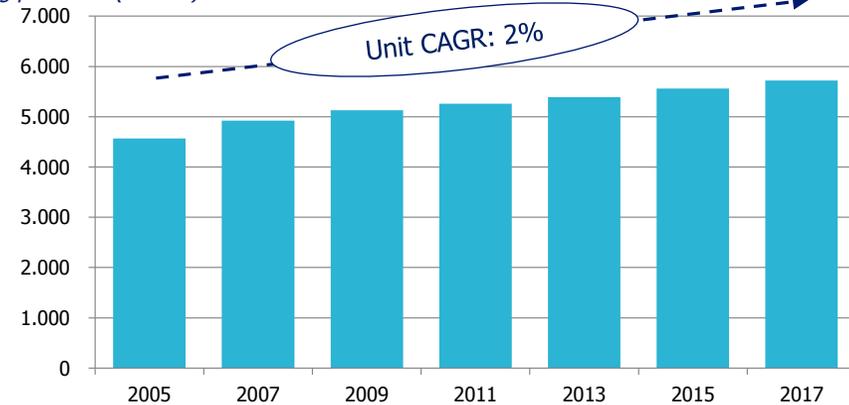
New build growing but below pre-crisis levels

New pool build (in 000s)



Continued expansion of installed base of pools

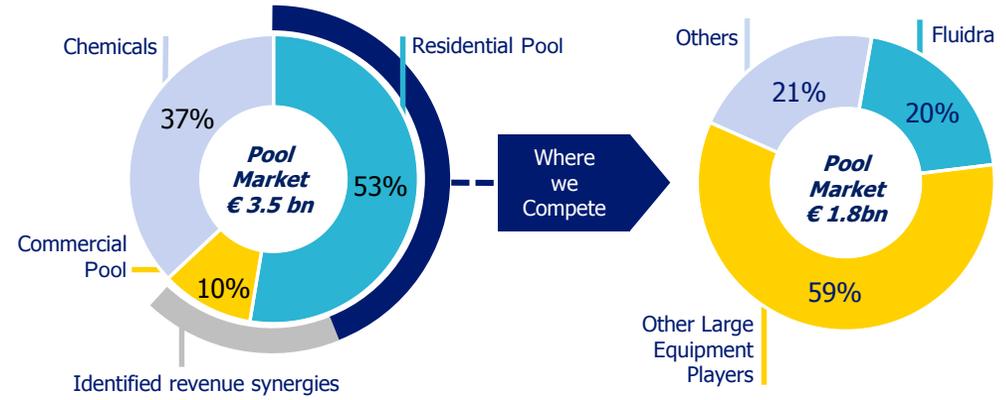
Existing pool base (in 000s)



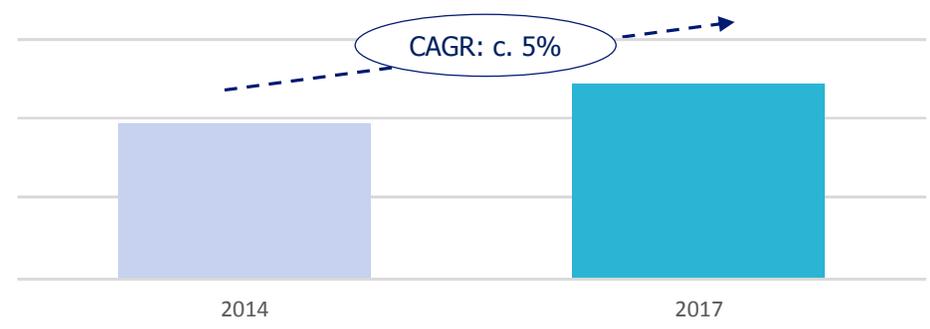
Sources: Internal studies, estimates & assumptions, news reports, D&B reports, annual reports & presentations and reports & publications from trade groups.
Notes: (1) Only refers to In-Ground Residential Pools.

North America is a growing and resilient market

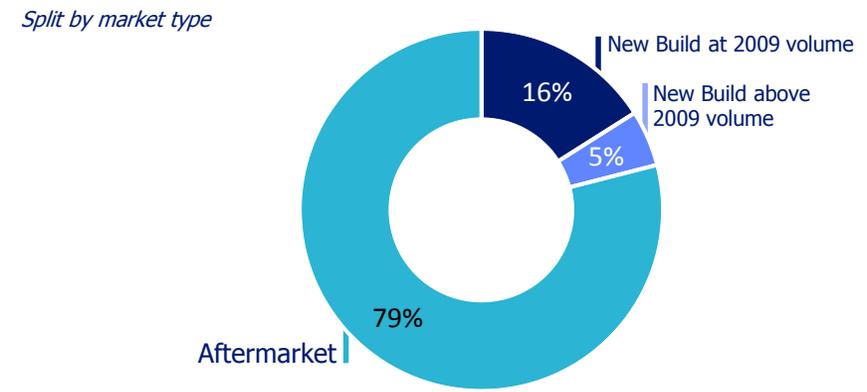
Leading player in key residential pool categories



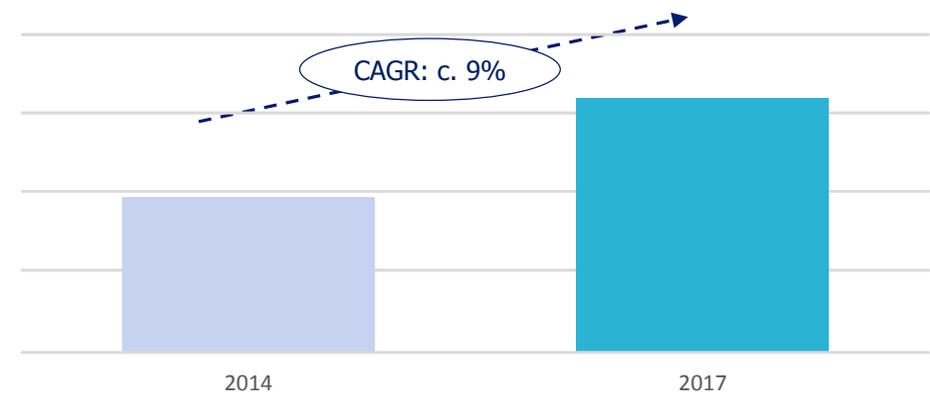
Strong market growth



Most resilient market — 80% aftermarket

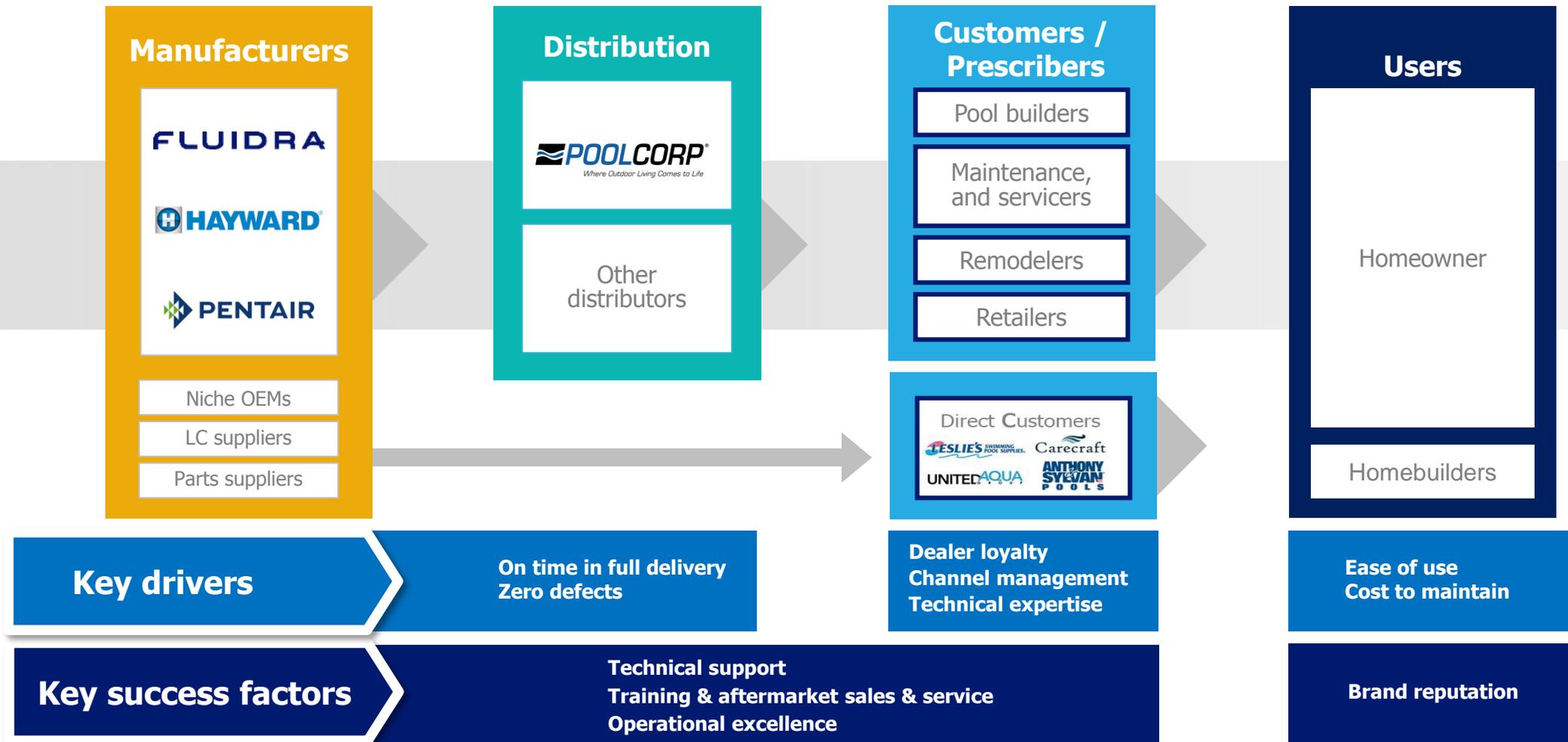


Proven Track Record of Growth



Sources: Internal studies, estimates & assumptions, news reports, D&B reports, annual reports & presentations and reports & publications from trade groups.

North America: Residential channel structure



North America: Strategies to accelerate growth



Prescriber loyalty



Aftermarket share growth



Product expansion



Connected pools (IoT)

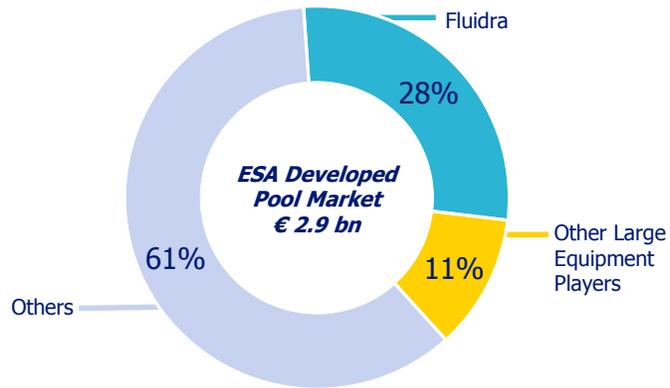


FLUIDRA
2022 PLAN

Leverage platform for Europe and Southern Hemisphere

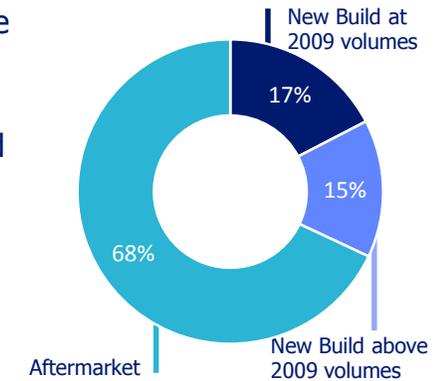
Europe & Southern Hemisphere: Developed market & competition

Fluidra has 28% share of €2.9bn market



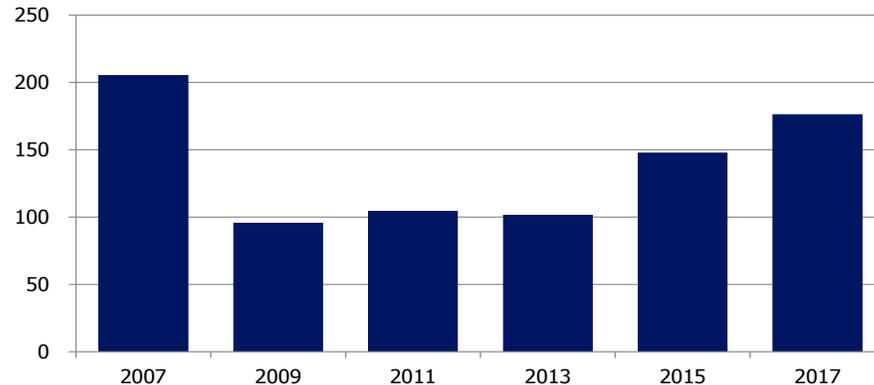
Highlights

- Mainly residential pools and a huge base of professional customers
- Commercial market well developed by existing customers
- Few global players-many national competitors



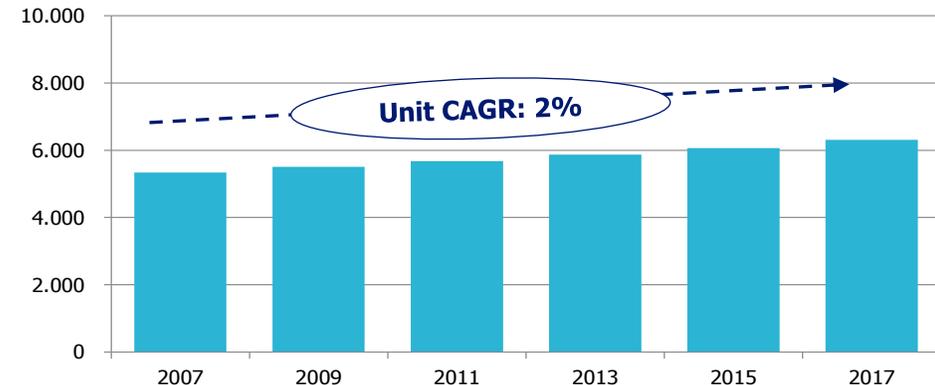
New build still below pre-crisis levels

New pool construction (in 000s)

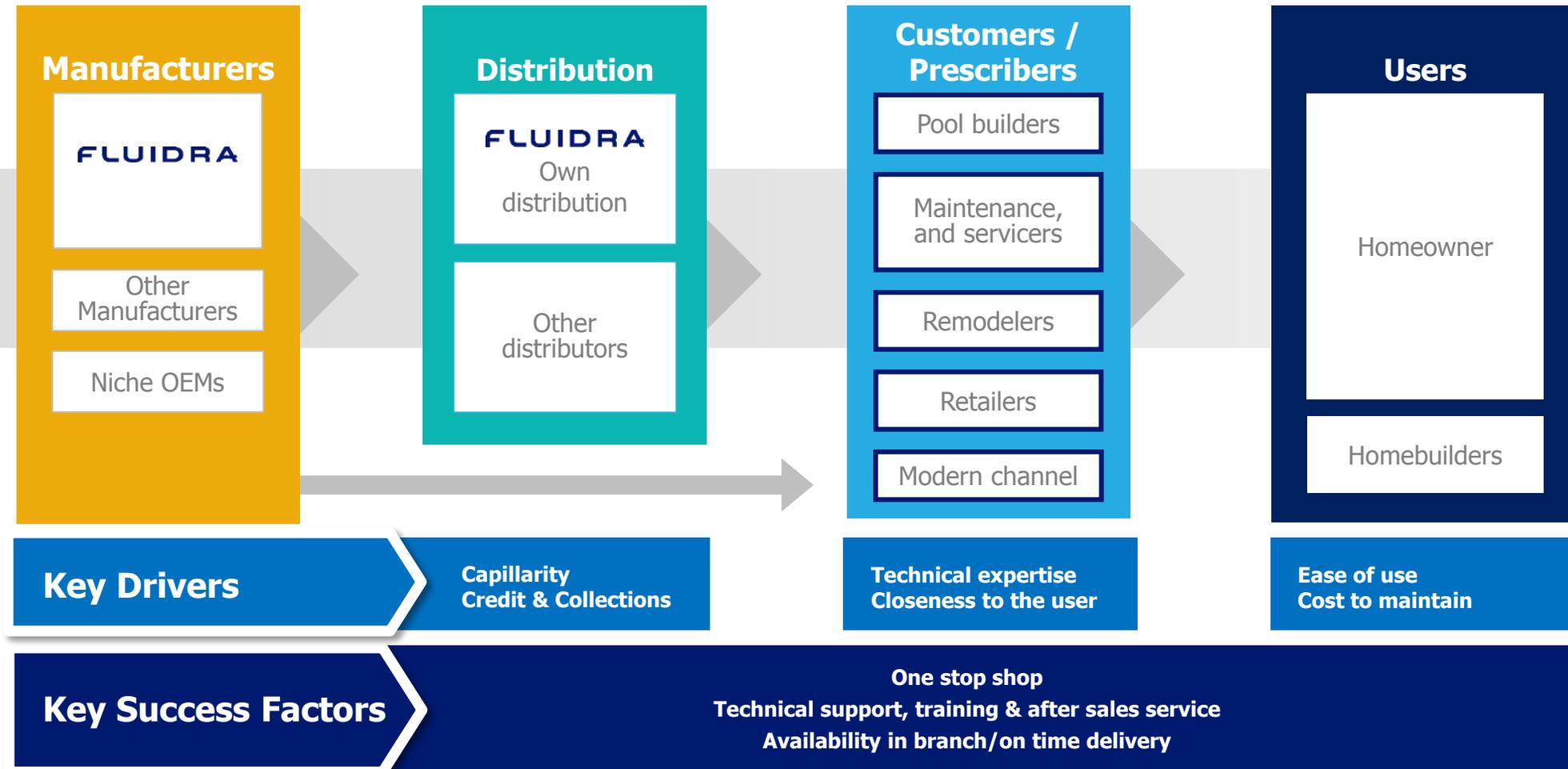


Continued expansion of installed base of pools

Existing pool base (in 000s)



Developed markets: Vertically integrated & omni-channel approach



Developed markets: Strategies for profitable growth



Gain Capillarity: Cash & Carry expansion



Gain penetration: Sales and customer management



Improve customer engagement: Brand and channel management



Capture synergies: Integration

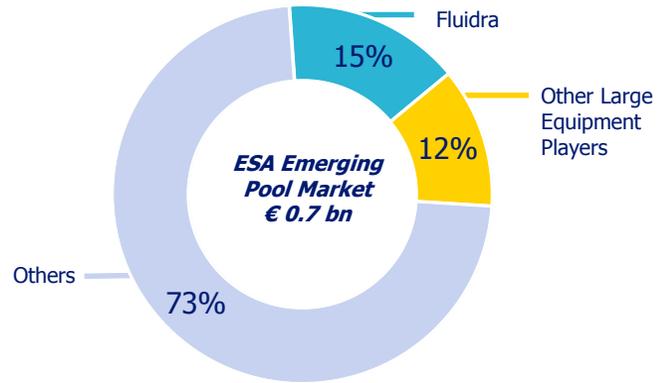


FLUIDRA
2022 PLAN

**Increase
penetration of
commercial pools
in emerging
markets**

Emerging: Market & competition

Fluidra has a 15% share on a €0.7bn

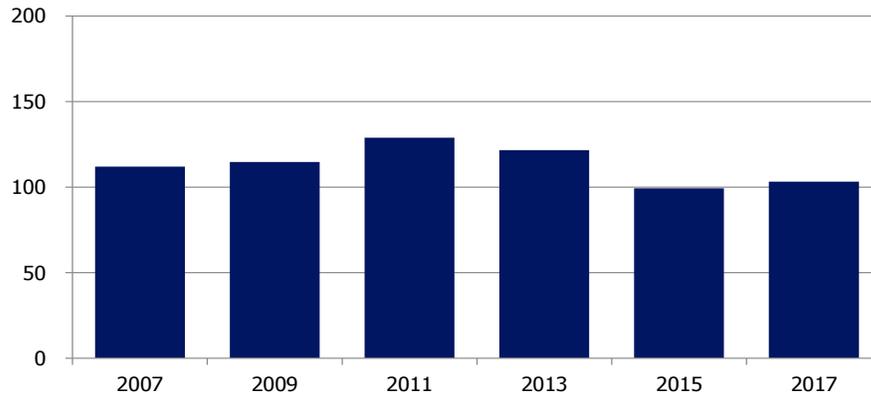


Highlights

- Market based on commercial pools
- Focus on new construction
- Highly fragmented markets
- Tourism is the major driver: HMAC Channel

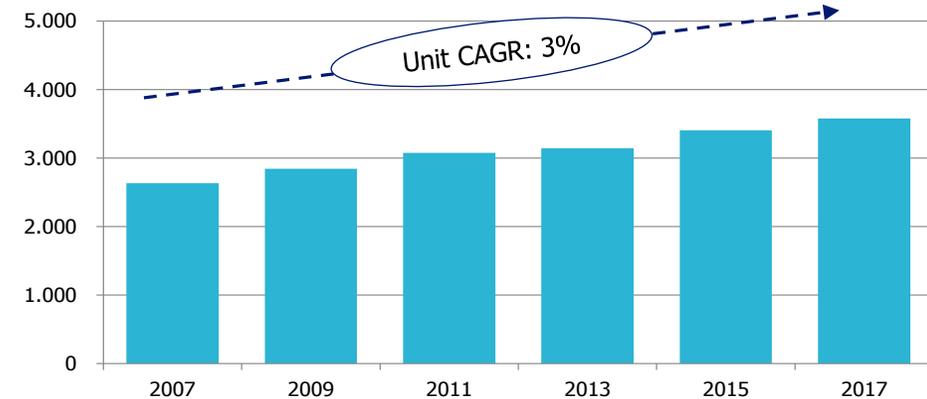
New construction remains steady

New pool build (in 000s)

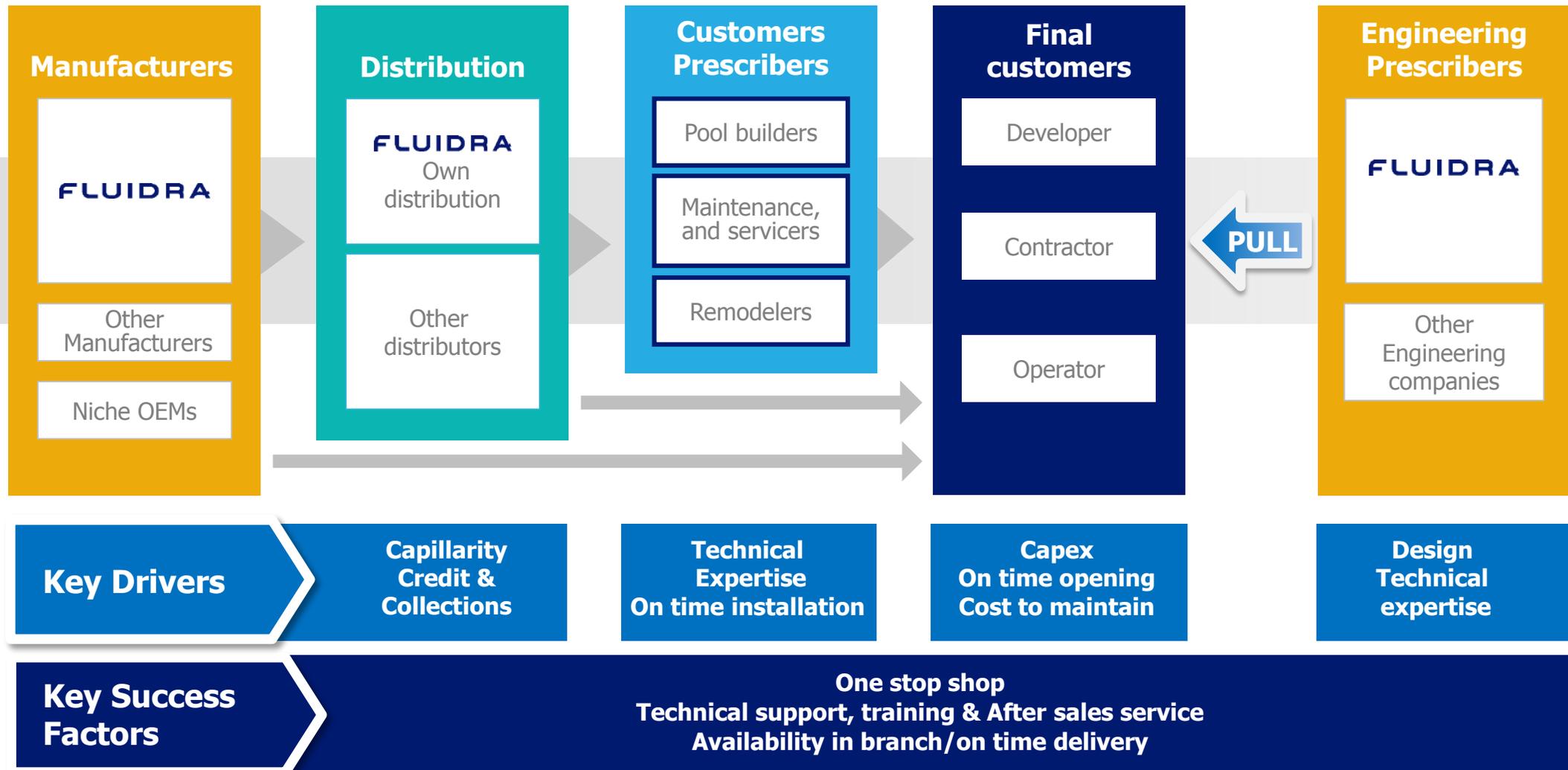


Continued expansion of installed base of pools

Existing pool base (in 000s)



Emerging markets: Push and pull combined strategy



Emerging markets: Strategies for profitable growth



Broaden commercial pool product range



Expand projects globally



FLUIDRA
2022 PLAN

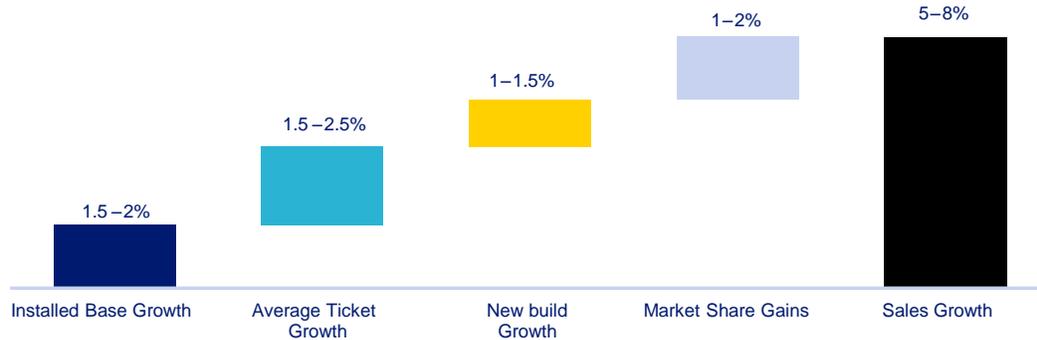
**Compelling equity
story with strong
value creation**

Compelling equity story with strong value creation

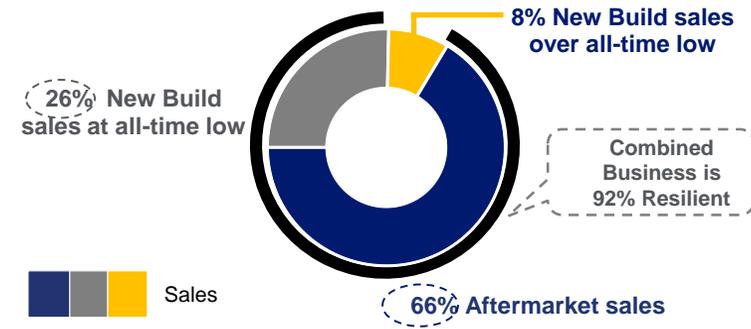
1**Strong sales growth and a resilient business model****2****Significant cost synergies****3****Compelling margin improvement****4****Strong cash flow generation****5****Solid balance sheet with currency hedge****6****Improving Return On Capital Employed**

1 Strong sales growth and a resilient business model

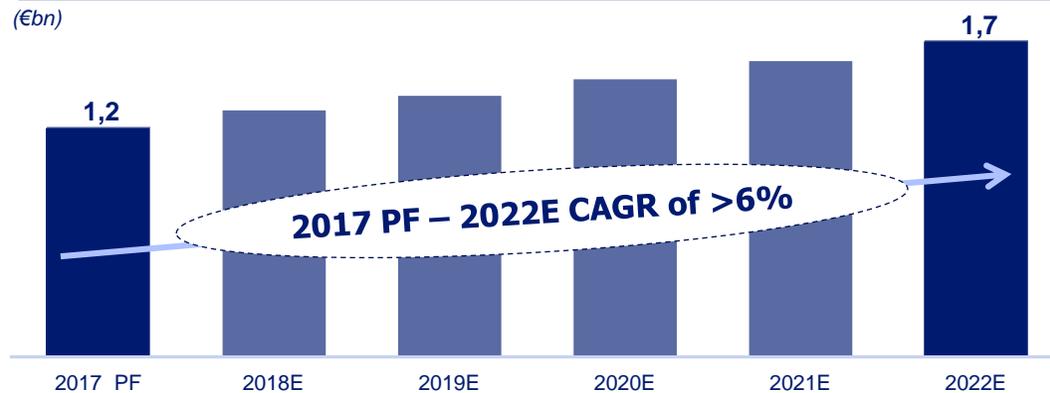
Strong growth outlook...



...that is highly resilient...



... Resulting in Total Sales of €1.7bn in 2022



Growth drivers

- Maintaining and upgrading an aging installed base is main market driver
- New build well below long-term historical averages adds room for further growth
- Sales excellence, product expansion and service improvement will drive market share gains
- Diversified geographical footprint reduces risk profile

Revenue synergies and bolt-on acquisitions are additional growth drivers to current plan

2 Significant cost synergies to be fully implemented by 2021

Significant operations cost synergies ...

- Manufacturing consolidation
- Procurement opportunities
- Optimization of logistics operations
- Reduction in indirect operating expenses

€23
m

... Commercial integration cost synergies

- Regional sales integration and back office savings
- Corporate consolidation

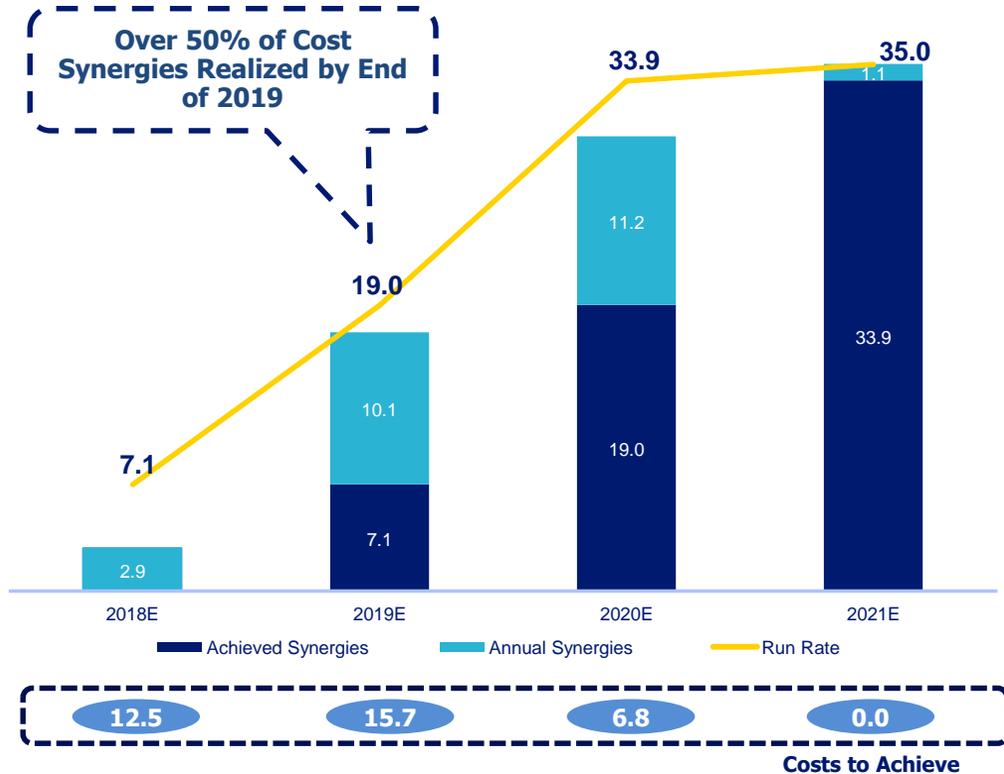
€12
m



~€35m of Run-rate Cost Synergies by 2021,
with One-off Costs of ~€35m

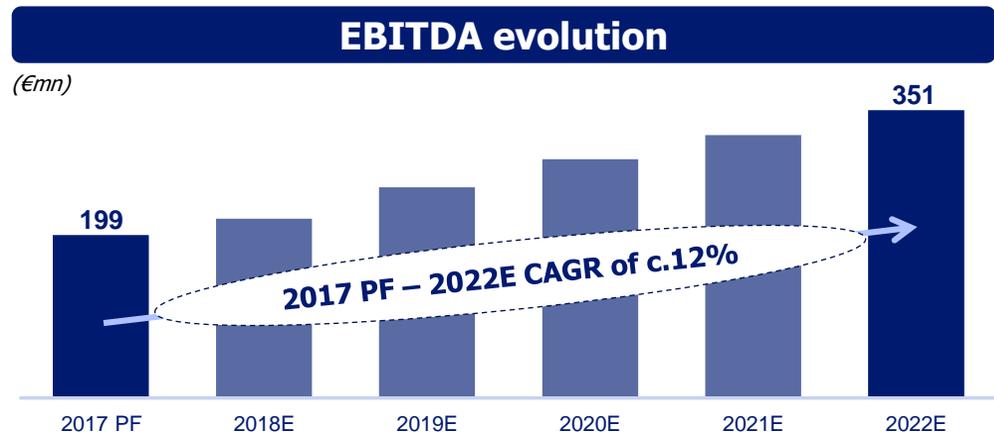
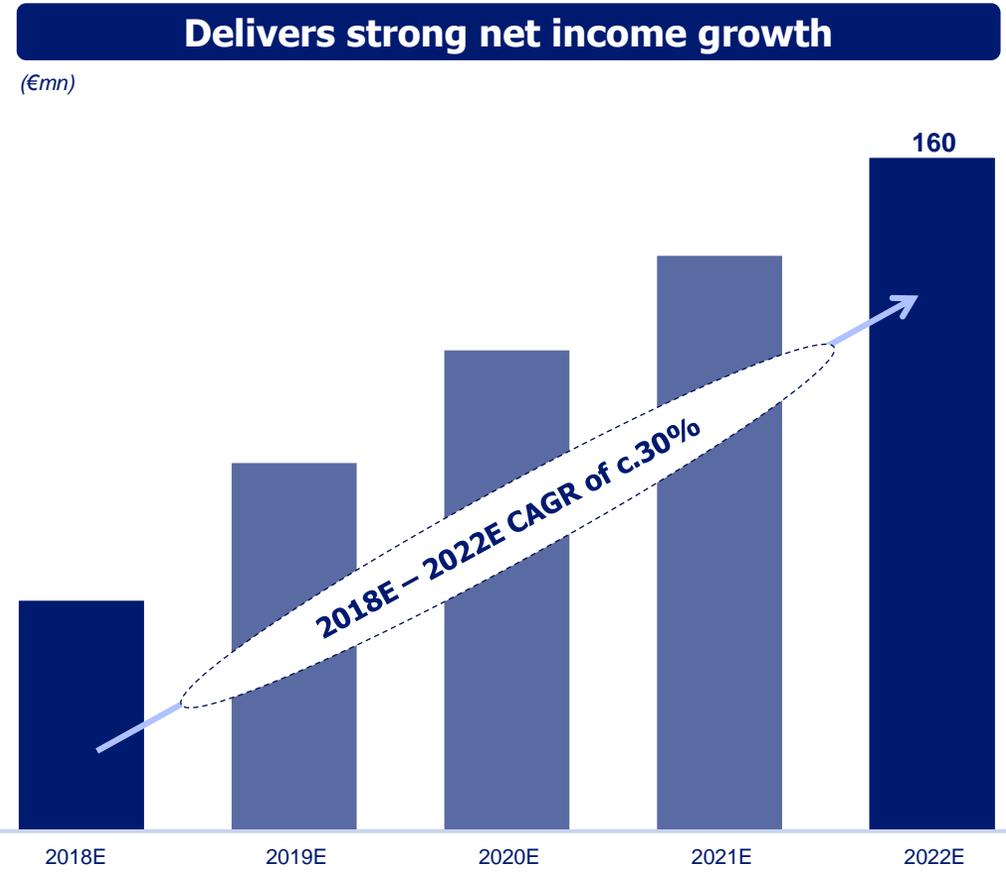
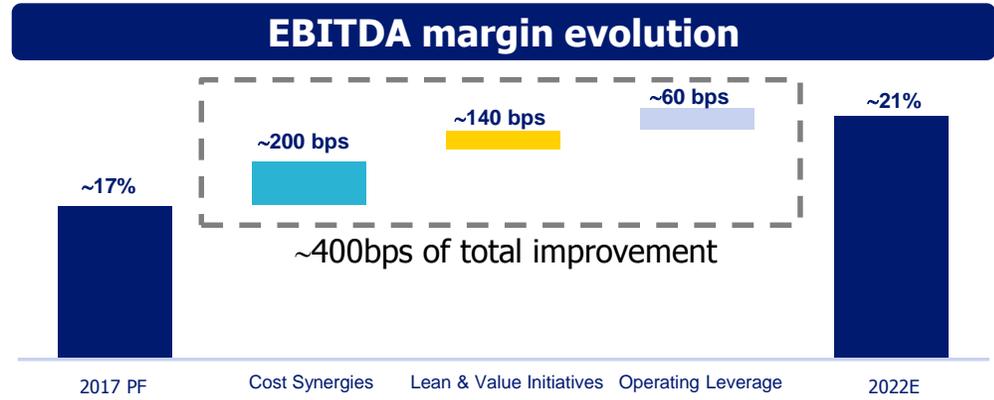
Synergies to be fully implemented by 2021

(€mn)



Incremental Cost and Revenues Synergies Provide Further Potential Risk Reduction

3 Significant margin improvement

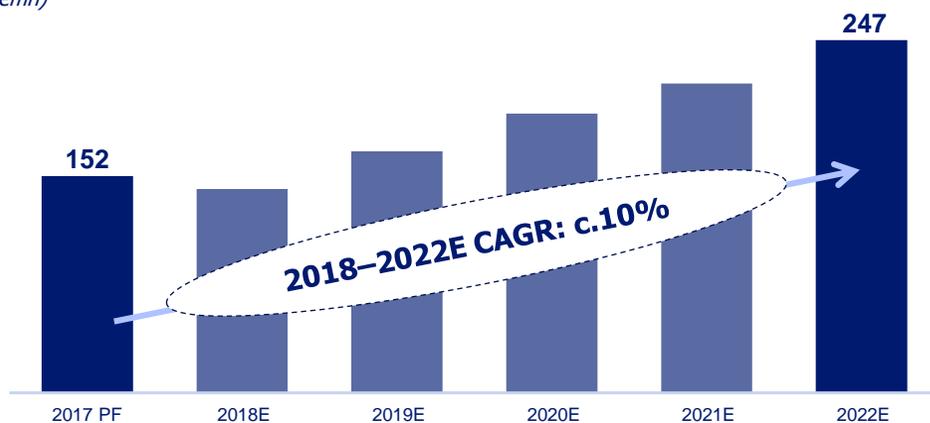


EBITDA margin improvements driven by synergies, lean & value initiatives and operating leverage

4 Strong cash flow generation to fund value accretive initiatives

Significant free cash flow⁽¹⁾ generation...

(€mn)



- Post merger average NWC % sales is 28% with year end NWC% sales at 26%
- Net working capital as % sales target improves by ~200 bps
- Maintenance capex remains at 3% of sales in the medium-term
- Expected tax rate ±27%

... will result in strong deleveraging and dividend distribution

NFD / EBITDA



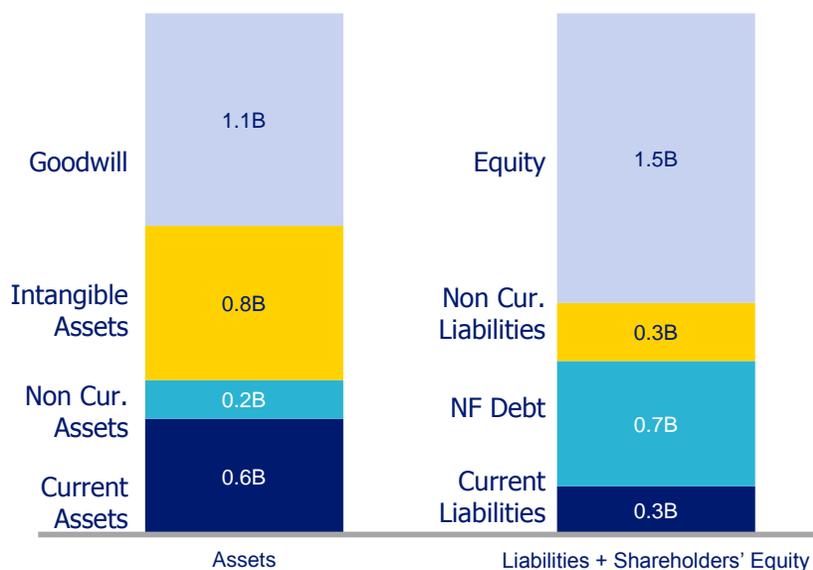
- Cash generated in excess of target leverage ratios agreed in the shareholders agreement to be distributed as dividends
- Medium-term dividend payout policy will be ~50% of net income
- Remaining cash used for potential value accretive bolt-on acquisitions

Notes: (1) Defined as adj. EBITDA – Change in NWC – Capex.

5 Solid balance sheet with currency hedge

Balance sheet

(€bn)



Balance Sheet includes intangible asset that will amortise over time with a decreasing non-cash charge to the P&L, starting at 65M€

Debt Structure

Long dated maturities
(~8 years)

Low costs
(margins of 275 bps, 225 bps and 375 bps for EUR, USD and AUD term loan tranches respectively)

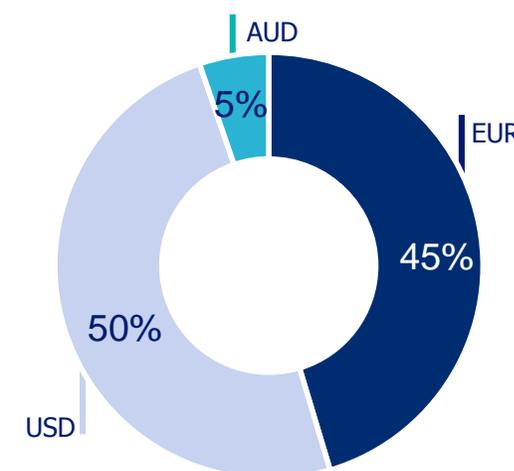
Covenant-lite structures

Ample liquidity on the back of two working capital facilities
(€130m RCF and \$230m ABL)

Solid balance sheet with an efficient and conservative capital structure designed to optimize shareholder returns

Net debt breakdown by currency

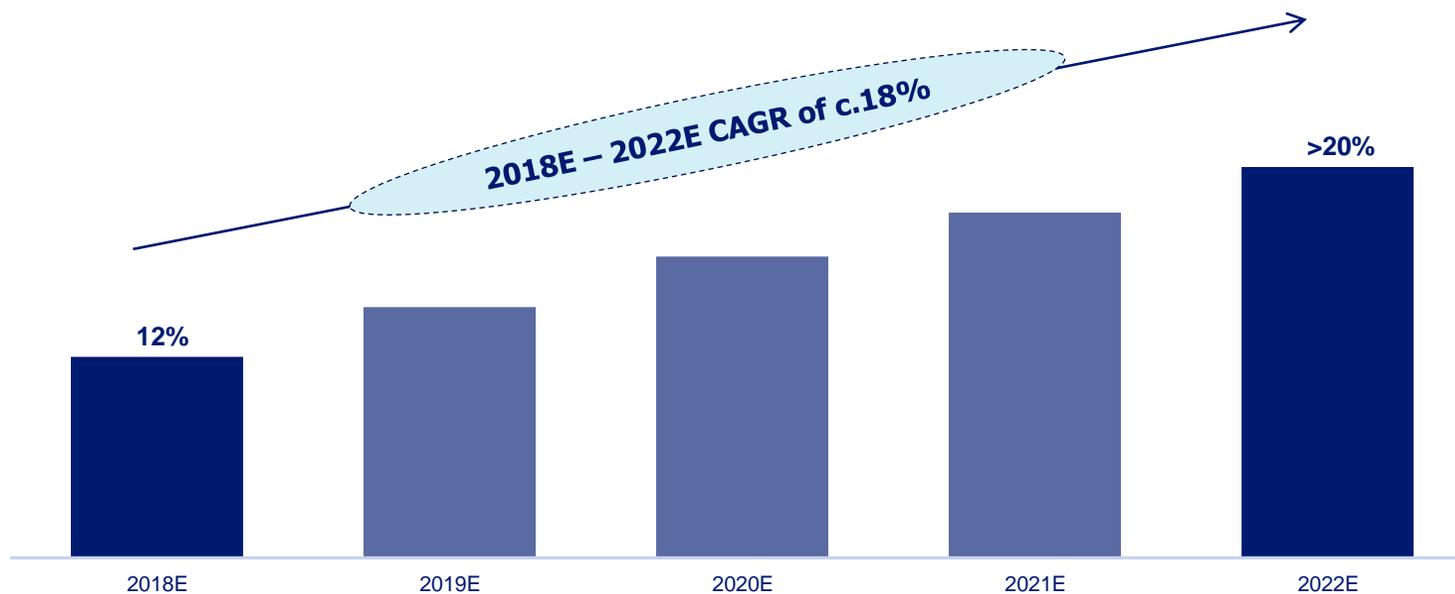
(%)



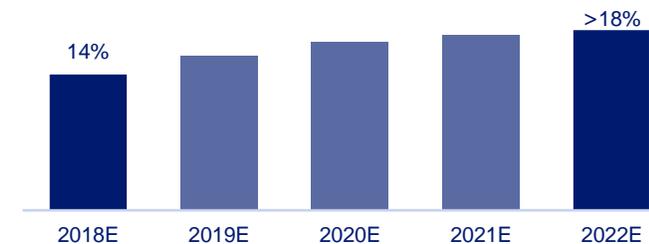
Natural hedge between EBITDA generated in USD and AUD, and leverage raised in these currencies both protect equity value against strong fluctuations

6 Improving Return on Capital Employed

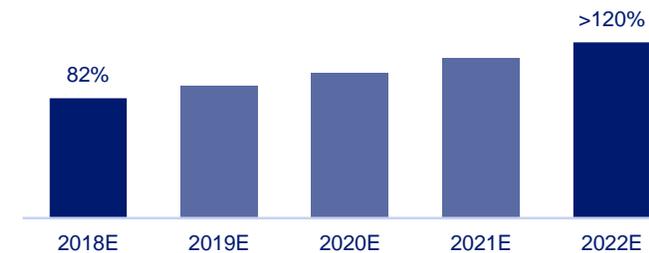
ROCE⁽¹⁾



Return on Sales



Return on Assets



Significant improvements in ROCE driven by margin improvements and more efficient capital usage

Notes: (1) Defined as adj. EBITA / Cash Equity + NFD.



FLUIDRA
2022 PLAN

Summary

Solid and balanced plan



The image features a dark blue background with a white circular arc on the left and a white wavy line on the right. The word "FLUIDRA" is centered in a bold, dark blue, sans-serif font. Below it, the text "Fluidra FY RESULTS 2018" is written in a bold, white, sans-serif font, followed by "February 28th 2019" in a smaller, white, sans-serif font.

FLUIDRA

Fluidra FY RESULTS 2018

February 28th 2019

DISCLAIMER

This document is for information purposes only and does not constitute an offer to sell, exchange or buy, or an invitation to make offers to buy, securities issued by any of the companies mentioned. This financial information has been prepared in accordance with International Financial Reporting Standards (IFRS). However, as it has not been audited, the information is not definitive and may be modified in the future.

The assumptions, information and forecasts contained herein do not guarantee future results and are exposed to risks and uncertainties; actual results may differ significantly from those used in the assumptions and forecasts for various reasons.

The information contained in this document may contain statements regarding future intentions, expectations or projections. All statements, other than those based on historical facts, are forward-looking statements, including, without limitation, those regarding our financial position, business strategy, management plans and objectives for future operations. Such forward-looking statements are affected, as such, by risks and uncertainties, which could mean that what actually happens does not correspond to them.

These risks include, amongst others, seasonal fluctuations that may change demand, industry competition, economic and legal conditions, and restrictions on free trade and/or political instability in the markets where the Fluidra Group operates or in those countries where the Group's products are manufactured or distributed. The Fluidra Group makes no commitment to issue updates or revisions concerning the forward-looking statements included in this financial information or concerning the expectations, events, conditions or circumstances on which these forward-looking statements are based.

In any event, the Fluidra Group 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. We invite all interested persons or entities to consult these documents.

In order to give a better understanding of the results, we comment on 12 month pro forma financial statements and provide a reconciliation to reported measures for Sales, EBITDA and Net Income, where Zodiac results for both the last 6 and 12 months are disclosed. In addition, in order to facilitate the business understanding, we have included the performance of Aquatron business in the regular operations. The consolidated financial statements under IFRS-UE have the Aquatron activity excluded from the continuing operations and included as discontinued activity.

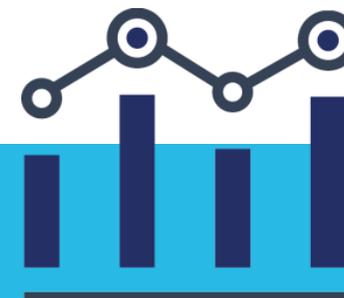


FLUIDRA

HIGHLIGHTS

- **Guidance achieved. Performance accelerated throughout the year despite a slow start to the season and significant integration work.**
- **Surpassed targeted synergies (€8.7m vs €7.1m run rate)**
 - **Integration proceeding as planned**
 - **Strong visibility to deliver 2019 synergies target**
- **Management on track with 2022 Plan**
 - **Attractive industry that grows at c.2x GDP**
 - **Fluidra is the global leader in the Pool & Wellness industry**
 - **Compelling equity story with strong intrinsic value creation**

SUMMARY

Pro forma 12
months
Main figures

	2017	2018	Evol. 18/17
	€M	€M	
Sales	1,286.6	1,318.6	2.5%
EBITDA	210.5	223.7	6.3%
EBITA	171.6	183.6	7.0%
Cash EPS	0.47	0.51	9.6%
Net Working Capital	310.0	322.6	4.0%
Net Financial Debt	688.3	719.7	4.6%
<i>Net Financial Debt / EBITDA</i>	<i>3.3x</i>	<i>3.2x</i>	
Run rate synergies included	-	8.7	

- Adjusted for currencies, Sales growth of 5.2% led by Europe and North America.
- Positive EBITDA and EBITA evolution due to Gross Margin expansion.
- Net Working Capital growth of 4.0%, that if adjusted for earn-outs represents an increase of 1.3%.
- Net Financial Debt adjusted for currency increased by 0.9%, influenced by non recurring refinancing, transaction and integration related expenses.

INTEGRATION HIGHLIGHTS

SYNERGIES & INTEGRATION

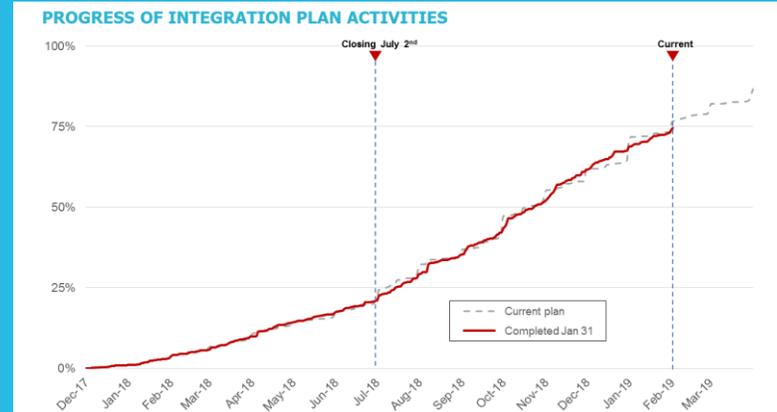
- Integration progressing well, synergies achievement ahead of plan:

€m	Achieved	Plan
Synergy	3.7	2.9
Run rate	8.7	7.1
Integ. non-recurring	18.8	12.5

- 20+ teams with over 200 team members, closely tracking execution.
- Focus on balancing integration, synergies and continued growth of the combined business.
- Over 4,400 total integration tasks, 75% complete.
- We reaffirm our guidance of €19m run rate cost synergies by 2019.

AQUATRON

- As part of the EU regulatory clearance, Fluidra reached an agreement with Austrian company BWT Aktiengesellschaft to divest Aquatron.
- Divestiture completed by February 1st.
- Initial price of 24 million euros, additional 4.3 million of deferred price to be received in the first quarter of 2022.



Working Group	Activities	Scheduled before Jan 31	Completed by Jan 31	Overall progress
Source of Supply				
1 Operations	205	168	169	82%
2 Logistics	261	233	235	90%
3 Quality	68	68	68	100%
4 R&D	83	70	67	81%
Countries				
5 Americas	75	72	64	85%
6 Iberia	250	185	185	74%
7 France	372	159	161	43%
8 Germany	285	207	213	75%
9 Italy	302	253	243	80%
10 Australia	813	594	546	67%
11 South Africa	374	269	276	74%
12 Export EEMENA	81	68	68	84%
13 Export NWE	92	77	77	84%
Support Functions				
14 HR	127	95	93	73%
15 Communication	39	33	28	72%
16 Finance/Accounting	152	118	125	82%
17 IT	152	108	109	72%
18 Tax	46	40	37	80%
19 Marketing – ESA	490	448	444	91%
20 Legal	62	47	47	76%
21 After-sales Europe	82	42	44	54%
TOTAL	4.411	3.354	3.299	75%

SALES BY GEOGRAPHY



Pro forma figures (12 months)

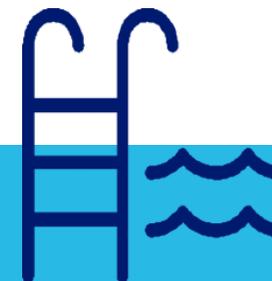
	2017		2018		Evol. 18/17	Constant FX
	€M	% sales	€M	% sales		
Southern Europe	420.0	32.6%	447.9	34.0%	6.6%	6.6%
Rest of Europe	185.8	14.4%	198.6	15.1%	6.9%	8.4%
North America	396.5	30.8%	405.5	30.8%	2.3%	6.3%
Rest of the World	284.3	22.1%	266.6	20.2%	(6.2%)	(0.9%)
TOTAL	1,286.6	100.0%	1,318.6	100.0%	2.5%	5.2%

- **Southern Europe** delivered strong growth at 6.6%, despite a slow start to the season this year.
- **Rest of Europe**, solid performance with Netherlands, Germany and UK performing above average.
- **North America** grew by 6.3% adjusted for currency and showed a positive performance with both Jandy and Polaris sales growing above 7%.
- **Rest of the World** segment was mainly affected by Asian region, which had a strong 2017 in Commercial Pool installations.

SALES BY BUSINESS UNIT

Pro forma
figures
(12 months)

	2017		2018		Evol. 18/17
	€M	% sales	€M	% sales	
Pool & Wellness	1,235.8	96.1%	1,273.0	96.5%	3.0%
Residential	886.5	68.9%	921.3	69.9%	3.9%
Commercial	99.6	7.7%	95.1	7.2%	(4.6%)
Pool Water Treatment	174.0	13.5%	179.5	13.6%	3.2%
Fluid Handling	75.6	5.9%	77.1	5.8%	1.9%
Irrigation, Industrial & Others	50.8	3.9%	45.6	3.5%	(10.1%)
TOTAL	1,286.6	100.0%	1,318.6	100.0%	2.5%

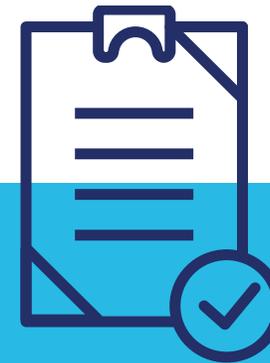


- Excellent evolution in Residential Pool. Most categories growing well, aligned with overall growth.
- Commercial Pool decreased against a very strong 2017, which included several major Asian and Eastern European projects. Q4 started to show an improvement ahead of 2019 thanks to the strong project pipeline.
- Good performance of Pool Water Treatment with a nice evolution of Chemical Products.
- Irrigation, Industrial & Others segment evolution was impacted by ATH divestiture, as per plan.

PRO FORMA PROFIT & LOSS

Pro forma figures (12 months)	2017		2018		
	€M	% sales	€M	% sales	Evol. 18/17
Sales	1,286.6	100%	1,318.6	100%	2.5%
Gross Margin	662.2	51.5%	683.3	51.8%	3.2%
Opex before Dep. & Amort.	450.0	35.0%	461.4	35.0%	2.5%
Provisions for Bad Debt	1.7	0.1%	3.4	0.3%	94.4%
EBITDA	210.5	16.4%	223.7⁽¹⁾	17.0%	6.3%
Depreciation	38.8	3.0%	40.1	3.0%	3.2%
EBITA	171.6	13.3%	183.6	13.9%	7.0%
Amortization	33.6	2.6%	43.5	3.3%	29.4%
Net Financial Result	45.6	3.5%	48.1	3.6%	5.6%
Tax expense	27.4	2.1%	25.4	1.9%	(7.5%)
Net Profit	65.0	5.1%	66.6	5.1%	2.5%

(1) EBITDA for 2018 includes €5m of run rate synergies

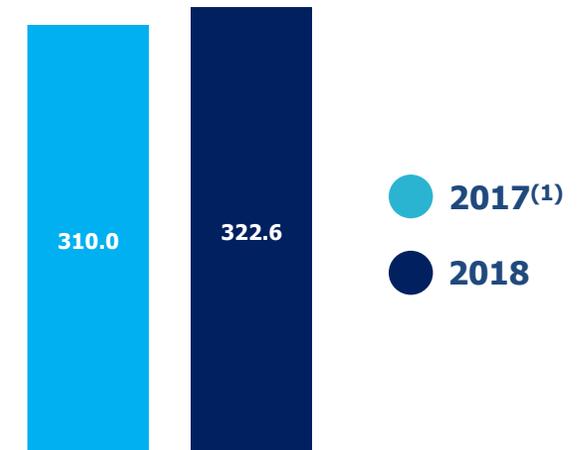


- **Positive Sales performance with 5.2% FX adjusted growth. Strong performance in Europe and North America.**
- **Solid Gross Margin evolution thanks to mix and price increases, that help absorb commodities cost increases.**
- **OPEX grew 2.5% mainly related to investments in the US for aftermarket and IoT initiatives.**
- **EBITDA and EBITA showed positive leverage, thanks to margin evolution.**
- **Net Financial Result reflects new capital structure costs as of July 2018.**

NET WORKING CAPITAL

Net Working Capital

December	2017 ⁽¹⁾	2018	
	€M	€M	Evol. 18/17
Inventory	256.0	260.4	1.7%
Accounts Receivable	289.6	313.0	8.1%
Accounts Payable	235.6	250.9	6.5%
Net Working Capital	310.0	322.6	4.0%
NWC / Sales	24.1%	24.5%	0.4%



- Last year NWC included €10.1m of short term earn-out payables, while this year only includes €1.5m, therefore adjusted NWC evolution has been +1.3%.
- Accounts Receivable is driven by two aspects: i) America’s Q4 Early Buy season and ii) discontinuance of sale of receivables program due to the implementation of the new financing structure.

(1) Pro forma figures

NET FINANCIAL DEBT AND FREE CASH FLOW

Net Financial Debt



- 2017⁽¹⁾
- 2018

Pro forma figures (12 months)

	2017	2018	
	€M	€M	Evol. 18/17
EBITDA	210.5	223.7	6.3%
Increase (-) / Decrease (+) NWC	+12.2	(4.0) ⁽²⁾	(133.1%)
Capex (-)	(44.5)	(48.3)	8.5%
Free Cash Flow of the business	178.2	171.4	(3.8%)

- Good level of Pro forma Free Cash Flow at the end of the year, with a conversion >75%. 2017 had the one-time benefit of the Early Buy adjustment in Net Working Capital.
- Net Financial Debt evolution driven by one-offs on refinancing, transaction and non-recurrent integration related expenses. NFD/EBITDA ratio is 3.2, within the guidance set for 2018.

(1) Pro forma Net Financial Debt

(2) Adjusted for earn-outs

CONCLUSIONS

- 1. Guidance achieved. Strong performance in 2018 despite a slow start to the season and all the integration work.**
- 2. Integration is proceeding as planned. 20+ teams working to execute integration process, covering all countries and functions. 2018 synergies ahead of plan with clear visibility for 2019 target.**
- 3. Confirming 2022 Strategic Plan guidance. With a seasonal business, divestments and the integration process, some quarters may show unusual comparisons. Management is confident on achieving the following full year 2019 targets:**
 - Sales between €1,350 - €1,400 m
 - EBITDA between €240 - €260 m
 - Net Debt / EBITDA ratio below 2.6x

A young girl with blonde hair in pigtails, wearing pink goggles and a life preserver, giving two thumbs up underwater. The scene is framed by a white circular border. The background is a solid blue color with a subtle water ripple texture.

THANK YOU!

FLUIDRA

APPENDIX (I): REPORTED PROFIT AND LOSS ACCOUNT

€M	2017	% of sales	2018	% of sales	Evol. 18/17
Sales	776.5	100%	1,029.6	100.0%	32.6%
Gross Margin	386.9	49.8%	491.4	47.7%	27.0%
OPEX	290.1	37.4%	422.8	41.1%	45.7%
Provision	1.6	0.2%	3.3	0.3%	105.2%
EBITDA	95.2	12.3%	65.3	6.3%	(31.4%)
D&A	36.1	4.7%	66.7	6.5%	84.6%
Financial Result	(13.1)	(1.7%)	(27.6)	(2.7%)	111.1%
PBT	46.0	5.9%	(29.0)	(2.8%)	(163.0%)
Taxes	13.0	1.7%	3.9	0.4%	(70.3%)
Minorities	1.8	0.2%	2.0	0.2%	13.6%
NP from Cont. Oper.	31.2	4.0%	(34.8)	(3.4%)	(211.5%)
NP from Disc. Oper.	(0.2)	0.0%	0.9	0.1%	(632.7%)
Total Net Profit	31.1	4.0%	(33.9)	(3.3%)	(209.2%)

Fluidra's reported P&L includes January to June results of former Fluidra on a standalone basis and the merged operations of Fluidra and Zodiac from July to December.

In addition, all non-recurring expenses are included in the corresponding P&L lines:

- **Gross Margin:** inventory step-up
- **OPEX:** non-recurring expenses for transaction, integration, stock based compensation, etc.
- **Financial result:** includes breakage fees of the old debt structure.
- **Tax** is heavily affected by all extraordinary expenses, not representative of expected future rates

APPENDIX (II): RECONCILIATION OF PRO FORMA TO REPORTED SALES

€M	2017	2018
Pro forma Sales	1,286.6	1,318.6
January to December Zodiac	479.4	-
Early Buy alignment	25.8	-
January to June Zodiac	-	286.0
Youli asset sales	-	(2.9)
Sales of discontinued operations (Aquatron)	4.9	5.8
Reported Sales	776.5	1,029.6

Full 2017 and January to June 2018 Zodiac Sales shall be excluded to reconcile Pro forma to Reported Sales

Another reconciliation factor is the Early Buy adjustment, included in the 2017 Pro Forma Sales to reflect Americas standard market practice of the pre-season sale campaign, adopted by Zodiac in 2017.

In addition, Aquatron is reported as discontinued operations in both years according to IFRS.

2017 and first six months of 2018 do not include IFRS 15 application.

APPENDIX (III): RECONCILIATION OF PRO FORMA TO REPORTED EBITDA AND NET INCOME

€M	2017	2018
Pro forma EBITDA	210.5	223.7
January to December Zodiac results	91.4	-
Early buy alignment	12.6	-
January to June Zodiac results	-	65.8
Transaction related non-recurring expense	2.7	22.0
Integration related non-recurring expense	0.5	18.8
Other & FX impact on non-recurring expense	(0.1)	4.0
EBITDA discontinued operations (Aquatron)	3.8	3.8
Stock based compensation	5.4	10.3
Profit/Loss from sales of subsidiaries	(1.2)	(2.7)
Inventory step-up (Purchase accounting adjustments)	-	31.5
Run rate synergies	-	5.0
Reported EBITDA	95.2	65.3
Depreciation	21.4	33.2
Amortization related to PPA and impairments	14.7	33.6
Financial Result	13.1	27.6
Tax expense (income)	13.0	3.9
Minority Interest	1.8	2.0
Reported Net Profit from continued operations	31.2	(34.8)

Reconciliation items from pro forma EBITDA which includes 12 months of merged operations to reported EBITDA/Net Profit that only includes 6 months of former Fluidra plus 6 months of combined operations of Fluidra and Zodiac in 2018.

Key reconciliation items are:

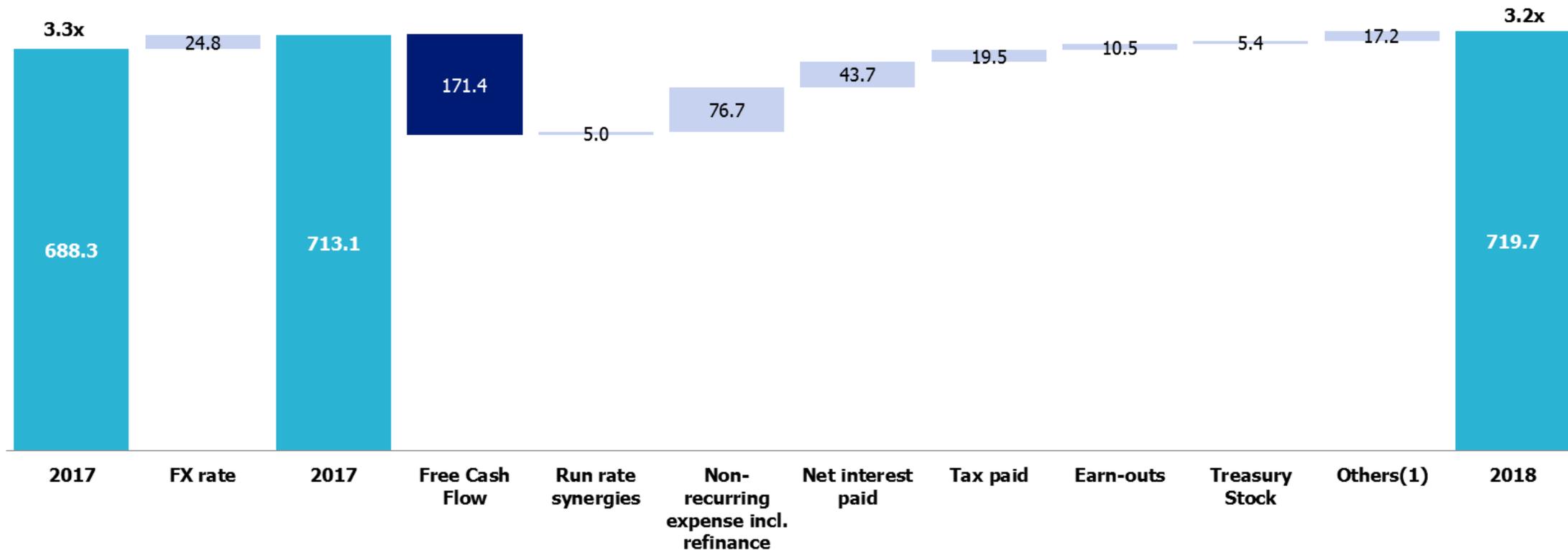
- Results of Zodiac business not consolidated. 2017 and first six months of 2018 do not include IFRS 15 application. If it had been implemented, impact on EBITDA level for first half of 2018 would have been (€2.4m).
- Non-recurring expenses associated to executing the transaction and its refinancing.
- Non-recurring integration related expenses (i.e. one-offs to capture synergies).
- Purchase accounting related Inventory step-up.
- Run rate synergies, representing the full year impact of already captured synergies.

Key below Reported EBITDA items are the captions mentioned for former Fluidra in the first 6 months of the 2018 year and combined operations in the period June to December.

APPENDIX (IV): REPORTED BALANCE SHEET

ASSETS	12/2017	12/2018	LIABILITIES	12/2017	12/2018
PPE	101.8	119.4	Share capital	112.6	195.6
Goodwill	196.2	1,093.7	Share premium	92.8	1,148.6
Other intangible assets	35.2	787.3	Retained earnings	136.1	107.3
Other non-current assets	29.6	94.1	Treasury shares	(6.9)	(13.7)
Total non-current assets	362.8	2,094.6	Other Comprehensive Income	(1.1)	(5.3)
			Minorities	10.0	8.2
			Total Equity	343.7	1,440.7
			Bank borrowings + Loans	137.8	856.5
			Other non-current liabilities	60.6	252.7
			Total non-current liabilities	198.4	1,109.2
Non-curr. assets held for sale	-	43.9	Liab. linked to non-curr. assets held for sale	-	5.8
Inventory	172.8	253.3	Bank borrowings + Loans	79.3	51.6
Accounts Receivable	160.0	312.1	Accounts payable	135.4	247.7
Other current assets	4.2	5.3	Other current liabilities	7.7	24.1
Cash	64.8	170.1	Total current liabilities	222.5	329.3
Total current assets	401.7	784.6	Total Equity & Liabilities	764.5	2,879.2
TOTAL ASSETS	764.5	2,879.2			

PRO FORMA NET FINANCIAL DEBT EVOLUTION 2017-2018



(1) Includes Minorities, Non-current balance sheet changes, FX and other.

CONTACT

 +34 93 724 39 00

 Investor_relations@fluidra.com

 Avda. Francesc Macià 60, planta 20 - 08208 Sabadell (Barcelona)

 www.fluidra.com

FLUIDRA