

**Alternative performance measures
FY 2024**

Alternative performance measures

Introduction

Fluidra's financial information contains, in addition to the financial information prepared in accordance with IFRS, alternative performance measures ("APMs") as defined in the Guidelines issued by ESMA.

APMs are used by Fluidra's management to evaluate the group's financial performance, cash flows or financial position in making operational and strategic decisions for the group and therefore are useful information for investors and other stakeholders. Certain key APMs form part of executive directors', management and employees' remuneration targets.

APMs are prepared on a consistent basis for the periods presented in this document. We have renamed EBITDA, EBITA, Cash Net Profit and Cash EPS to "Adjusted EBITDA", "Adjusted EBITA", "Adjusted Net Profit" and "Adjusted EPS", respectively. APMs should be considered in addition to IFRS measurements, may differ from definitions given by regulatory bodies relevant to the group and to similarly titled measures presented by other companies. They have not been audited, reviewed or verified by the external auditor of the Fluidra group. Rounding may explain any slight differences in the reconciliations.

Lists of measures

1. "Gross margin"

Definition

This refers to "sales of goods and finished products" less "changes in inventories of finished goods and work in progress and raw material supplies", which is adjusted for the part of "Restructuring, M&A and integration expenses" (defined in point 6) relating to the inventory step-up as a result of business combinations. It is usually also presented as a ratio to sales.

Relevance of use

Management uses "gross margin" to evaluate the evolution of the revenue from the sale of products in relation to the cost attributable to the products sold. This shows the return on sales before operating costs.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Sales of goods and finished products	2,102	2,051
Changes in inventories of finished goods and work in progress and raw material supplies	(912)	(961)
Restructuring, M&A and integration expenses relating to the inventory step-up as a result of business combinations (APM)	0	2
Gross margin (APM)	1,190	1,092
% Gross margin over sales (APM)	56.6%	53.2%

2. "Opex"

Definition

"Opex" ("operational expenditures") refers to the total operating expenses incurred to run the business. It includes "personnel expenses" plus "other operating expenses" net of i) "income from the rendering of services", ii) "work performed by the Group and capitalised as non-current assets", iii) "profit/(loss) from sales of fixed assets", iv) "Stock based compensation expense" and v) the relevant portion of "restructuring, M&A and integration expenses" (defined in point 6) relating to "Opex".

This definition differs from the Taxonomy Regulation [in accordance with Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020].

Relevance of use

Management employs "Opex" to analyse the trend in both fixed and variable recurring operating expenses incurred to run the business from one year to the next, as well as the percentage variation in relation to sales. This is useful when analysing operating profitability.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Personnel expenses	418	386
Other operating expenses	409	366
Income from the rendering of services	(35)	(33)
Work performed by the Group and capitalised as non-current assets	(24)	(22)
Profit/(loss) from sales of fixed assets	0	(1)
Restructuring, M&A and integration expenses relating to Opex (APM)	(51)	(40)
Stock based compensation expense (APM)	(5)	(9)
Opex (APM)	712	647
% Opex over sales (APM)	33.9%	31.5%

3. "Adjusted EBITDA"

Definition

"Adjusted EBITDA" means earnings before interest, taxes, depreciation and amortisation. It is calculated as "sales of goods and finished products" less i) "changes in inventories of finished goods and work in progress and raw material supplies", ii) "personnel expenses" and iii) "other operating expenses" net of i) "income from the rendering of services", ii) "work performed by the Group and capitalised as non-current assets", iii) "profit/(loss) from sales of fixed assets" and iv) "share in profit/(loss) for the year from investments accounted for using the equity method".

The resulting figure is adjusted for "Stock based compensation expense" and "Restructuring, M&A and integration expenses".

Relevance of use

"Adjusted EBITDA" is an indicator widely used by management and the financial and investment community when assessing the profitability of a company and its business. It is a metric reflecting the trend in the company's operating profitability from one year to the next, setting aside items that do not represent cash outflows. Management uses this metric periodically to set financial guidance of future performance.

It is also presented as a ratio to sales, allowing comparisons between companies, businesses and geographies.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Sales of goods and finished products	2,102	2,051
Changes in inventories of finished goods and work in progress and raw material supplies	(912)	(961)
Personnel expenses	(418)	(386)
Other operating expenses	(409)	(366)
Income from the rendering of services	35	33
Work performed by the Group and capitalised as non-current assets	24	22
Profit/(loss) from sales of fixed assets	0	1
Share in profit/(loss) for the period from investments accounted for using the equity method	0	0
Restructuring, M&A and integration expenses (APM)	51	42
Stock based compensation expense (APM)	5	9
Adjusted EBITDA (APM)	477	445
% Adjusted EBITDA over sales (APM)	22.7%	21.7%

4. "D&A"

Definition

"D&A" ("Depreciation and Amortization") relates to "Depreciation and amortization expenses and impairment losses". The Group divides this metric into "D&A (non-PPA related)" and "Amortization (PPA related)". The former refers to depreciation and amortization expenses and impairment losses that are not related to business combinations. The latter reflects accounting expenditure related to the amortization of intangible assets arising from business combinations as a result of the allocation of the purchase price to the assets and liabilities acquired, such as the amortization of the value of the customer portfolio acquired.

Relevance of use

Management employs this metric, separating "Amortization (PPA related)" from the total amount of "depreciation and amortization expenses and impairment losses" in order to assess business profitability excluding the accounting effect of the acquisitions. This enhances the comparability of Fluidra's profitability over time, as well as in relation to other pool industry companies and the economy in general.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
D&A (non-PPA related) (APM)	98	90
Amortization (PPA related) (APM)	63	67
D&A (APM)	161	158

5. "Stock based compensation expense" and "Restructuring, M&A and integration expenses"

Definition

These expenses do not arise from ordinary business and, though they may be incurred in more than one period, they do not have continuity over time (unlike operating expenses) and they occur at a point in time or are related to a specific event.

"Stock based compensation expense" relates to the cost of management's long-term incentive plan.

"Restructuring, M&A and integration expenses" relates primarily to the integration of recently-acquired companies or to restructuring activities, such as the implementation of the Simplification Program that began in the second half of 2022. Most of these costs impact "Opex", although a relatively minor part affects the "Gross margin".

Figures in millions of euros	31/12/2024	31/12/2023
Restructuring, M&A and integration expenses (APM)	51	42
Stock based compensation expense (APM)	5	9

Relevance of use

The main performance measures employed by management exclude expenses of this kind, which arise at a point in time or relate to a specific event: "Gross margin", "Opex", "Adjusted EBITDA", "Adjusted EBITA", "Adjusted net profit", "Adjusted EPS" and "ROCE". This group of metrics is employed regularly by management to assess and analyse the Company's operating performance on a comparable basis over time.

6. "Adjusted EBITA"

Definition

"Adjusted EBITA" is another metric that reflects business performance and is defined as "Adjusted EBITDA" less the portion of depreciation and amortisation unrelated to acquisitions.

Relevance of use

Management employs "Adjusted EBITA" as a performance metric on the basis that it enhances the comparability of Fluidra's profitability over time, as well as in relation to other pool industry companies and the economy in general.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Adjusted EBITDA (APM)	477	445
Depreciation and amortisation expenses and impairment losses	(161)	(158)
Amortization (PPA related) (APM)	63	67
Adjusted EBITA (APM)	380	355

7. “Adjusted net profit” and “Adjusted EPS”

Definition

“Adjusted net profit” is defined as “Profit/(loss) attributable to equity holders of the parent” adjusted for i) “Restructuring, M&A and integration expenses”, ii) “Stock based compensation expense”, iii) “Amortization (PPA related)” and iv) the non-cash portion of the financial result. “Adjusted EPS” is “Adjusted net profit” divided by the number of Company shares outstanding at the period-end, excluding the effect of treasury shares.

Relevance of use

Management employs these metrics regularly as good indicators of the Company's actual performance, since they mainly exclude both the amortization related to the accounts of the companies acquired and the expenses that do not repeat over time by nature. Adjusted EPS is one of the main metrics of reference used by Fluidra's Board of Directors when preparing the dividend per share proposal to be submitted to the General Shareholders' Meeting.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Profit/(loss) attributable to equity holders of the parent	138	114
Restructuring, M&A and integration expenses (APM)	51	42
Stock based compensation expense (APM)	5	9
Financial result	67	78
Net interest paid (APM)	(63)	(68)
Amortization (PPA related) (APM)	63	67
Cash adjustments (APM)	124	128
Tax rate (APM)	23.7%	24.3%
Taxed cash adjustments (APM)	95	97
Adjusted net profit (APM)	233	211
Share count (APM)	192	192
Adjusted EPS (APM)	1.21	1.10

8. “Net interest paid”

Definition

This is defined as “interest paid” in cash less “interest received” in cash, excluding any other financial expense or income. The purpose of this metric is to help to simplify the financial community's understanding of the cash flow statement.

Relevance of use

Management employs this metric regularly when assessing the Company's financial situation.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Interest paid	66	70
Interest received	(4)	(1)
Net interest paid (APM)	63	68

9. “Operating net working capital”

Definition

This is defined as the sum of the balance sheet items i) “inventories” and ii) “trade and other receivables”, less “trade payables”, which excludes a part of “trade and other payables” that is not entirely related to trading activities (mainly future payments of ordinary dividends and/or future payments of the acquisition price or options agreed with companies acquired, or earn-outs). This adjustment may have a relatively minor impact at the year-end, although it could be particularly relevant to some of the quarterly closings during the year.

Relevance of use

Management employs this metric regularly when analysing the Company's balance sheet and the ability to generate cash resources. As it focuses on operating activities, it provides a view of the Group's financial situation.

It is also presented as a ratio to last 12 months sales, allowing comparisons between enterprises, businesses and geographies by both management and the investment community.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Trade and other payables	391	329
Dividends, earn-outs and others (APM)	(5)	(3)
Trade payables (APM)	386	327
Inventories	466	427
Trade and other receivables	291	273
Trade payables (APM)	(386)	(327)
Operating net working capital (APM)	371	374
% Operating net working capital over sales (APM)	17.6%	18.2%

10. “ROCE”

Definition

“Return on Capital Employed” is a return-on-capital measure used in the business. It is calculated as last 12 months “Adjusted EBITA” divided by the sum of “cash equity” and “net debt”. Net debt is defined in the following section.

“Cash equity” refers to “total equity” adjusted by €527 million, which reflects the difference between the average share price for the six-month period prior to the announcement of the merger with Zodiac (€7.4 per share, the share exchange value in

the merger) and the share price on the completion date (€13.7 per share, the carrying amount of the Zodiac acquisition under IFRS), multiplied by 83 million new shares issued.

"Cash equity" plus "net debt" in the denominator reflects the capital actually employed by the Company in the transaction.

"Adjusted EBITA" is a performance metric which, as indicated, excludes expenses not arising in the ordinary course of business and the expense related to the amortization of intangible assets obtained through acquisitions. This enhances the comparability of returns over time, as well as in relation to other pool industry companies. The ratio is based on last 12 months Adjusted EBITA.

Relevance of use

Management analyses ROCE regularly when assessing the Company's profitability. This measure is also widely used by the investment community when evaluating companies from different industries and geographies.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Adjusted EBITA (APM)	380	355
Total equity	1,657	1,577
Equity adjustments (APM)	(527)	(527)
Cash equity (APM)	1,130	1,050
Net debt (APM)	1,132	1,172
ROCE (%) (APM)	16.8%	16.0%

11. "Net debt", "Net debt/Adjusted EBITDA ratio" and "Net financial debt"

Definition

"Net debt" is calculated as the sum of i) "current and non-current bank borrowings and other marketable securities", ii) "current and non-current lease liabilities" and iii) "derivative financial liabilities", net of i) "cash and cash equivalents", ii) "non-current financial assets", iii) "other current financial assets" and iv) "derivative financial instruments".

"Net financial debt" is simply "Net debt" excluding lease liabilities. The "net debt/Adjusted EBITDA ratio" is calculated as "Net debt" divided by last 12 months "Adjusted EBITDA".

Relevance of use

"Net debt" is the main APM used by management to measure the Company's indebtedness over time. To supplement the total debt figure presented under IFRS, management analyses the "net debt/Adjusted EBITDA ratio" to assess indebtedness over time. Both metrics are broadly employed by the financial community to evaluate leverage and facilitate comparisons over time and with other businesses, as well as to value the Company.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Bank borrowings and other marketable securities	1,136	1,127
Lease liabilities	184	199
Derivative financial instruments	0	0
Cash and cash equivalents	(162)	(111)
Non-current financial assets	(5)	(4)
Other current financial assets	(2)	(6)
Derivative financial instruments	(20)	(33)
Net debt (APM)	1,132	1,172
Net debt/Adjusted EBITDA ratio (APM)	2.4x	2.6x
Lease liabilities	184	199
Net financial debt (APM)	948	973

12. "CapEx"

Definition

"CapEx" or "capex" ("Capital Expenditures") is defined as the "acquisition of property, plant and equipment" plus the "acquisition of intangible assets".

This definition differs from the Taxonomy Regulation [in accordance with Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020].

Relevance of use

It is a measure of the investment effort made in each period in terms of assets for the various businesses. It reveals the allocation of resources and facilitates comparisons of investment efforts made in different periods. CapEx is made up of maintenance and growth investments. It is a common metric used by both management and the financial community.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Acquisition of property, plant and equipment	39	38
Acquisition of intangible assets	34	26
CapEx (APM)	73	64

Note: As from 31/12/2023, the adjustment for changes under fixed asset suppliers is no longer made when calculating CapEx

13. "Free cash flow"

Definition

"Free cash flow" is defined as the sum of: i) "CF from operating activities", ii) "CF from investing activities" and iii) "financing cash flow", which excludes the net effect of bank borrowings.

Relevance of use

Management considers this measure to be useful for understanding the Company's ability to generate available cash for distribution to shareholders, reduction of leverage and/or external growth opportunities.

Reconciliation

Figures in millions of euros	31/12/2024	31/12/2023
Adjusted EBITDA (APM)	477	445
Net interest paid (APM)	(63)	(68)
Corporate income tax paid	(100)	(33)
Operating working capital	38	155
Other operating cash flow	(43)	(70)
CF from operating activities	311	429
CapEx (APM)	(73)	(64)
Acquisitions / divestments	(6)	(34)
Other investment cash flow	5	4
CF from investing activities	(74)	(94)
Payments for lease liabilities	(44)	(40)
Treasury stock, net (APM)	0	0
Dividends paid	(108)	(134)
Financing cash flow (APM)	(151)	(174)
Free cash flow (APM)	85	160

Profit /(loss) for the period before tax to Adjusted EBITDA reconciliation	31/12/2024	31/12/2023
Profit /(loss) for the period before tax	193	158
Financial result	67	78
D&A (APM)	161	158
Restructuring, M&A and integration expenses (APM)	51	42
Stock based compensation expense (APM)	5	9
Adjusted EBITDA (APM)	477	445

Financial statements to Acquisitions / divestments reconciliation	31/12/2024	31/12/2023
Proceeds from the sale of subsidiaries, net of drawn down cash	0	0
Proceeds from the sale of subsidiaries in prior years	0	0
Payments for acquisitions of subsidiaries, net of cash and cash equivalents	(3)	(27)
Payments for acquisitions of subsidiaries in prior years	(3)	(7)
Acquisitions / divestments	(6)	(34)

Renaming certain IFRS measures to enhance readability

The following measures do not meet the definition of APM. They are financial measures defined by accounting standards, for which only their definition is modified or simplified to enhance readability:

"Sales"**Definition**

This refers to "sales of goods and finished products", the Group's main source of operating income.

Relevance of use

Simple abbreviation for clarity. Management considers "Sales" to be the Group's main source of income and analyses its performance over time.

"Profit/(loss) attributable to NCI"**Definition**

This refers to "Profit/(loss) attributable to non-controlling interests".

Relevance of use

Simple abbreviation for clarity.

"Profit/(loss) attributable to the parent"**Definition**

This refers to "Profit/(loss) attributable to equity holders of the parent".

Relevance of use

Simple abbreviation for clarity.

Interim condensed consolidated financial statements

The financial statements included in this document are an extract from Fluidra's FY 2024 Interim condensed consolidated financial statements

Fluidra, S.A. and Subsidiaries - Interim Condensed Consolidated Statement of Financial Position 31 December 2024 and 2023

(Expressed in thousands of euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

Assets	12/31/2024	12/31/2023
Property, plant, and equipment	194,485	185,336
Investment property	5,775	2,944
Goodwill	1,344,833	1,297,026
Other intangible assets	869,575	876,567
Right-of-use assets	161,378	179,774
Investments accounted for using the equity method	819	830
Non-current financial assets	4,703	4,060
Derivative financial instruments	19,775	32,464
Other receivables	2,115	1,872
Deferred tax assets	112,495	102,199
Total non-current assets	2,715,953	2,683,072
Non-current assets held for sale	—	6,289
Inventories	466,117	427,061
Trade and other receivables	291,061	273,356
Other current financial assets	1,660	6,320
Derivative financial instruments	75	38
Cash and cash equivalents	162,213	111,303
Total current assets	921,126	824,367
TOTAL ASSETS	3,637,079	3,507,439
Equity		
Share capital	192,129	192,129
Share premium	1,148,591	1,148,591
Retained earnings and other reserves	267,513	220,436
Treasury shares	(50,407)	(42,155)
Other comprehensive income	89,357	48,556
Equity attributable to equity holders of the parent	1,647,183	1,567,557
Non-controlling interests	10,011	9,012
Total equity	1,657,194	1,576,569
Liabilities		
Bank borrowings and other marketable securities	1,121,424	1,087,110
Lease liabilities	136,426	153,535
Deferred tax liabilities	194,415	204,078
Provisions	11,873	11,365
Government grants	97	126
Other non-current liabilities	1,960	5,084
Total non-current liabilities	1,466,195	1,461,298
Liabilities linked to non-current assets held for sale	—	3,553
Bank borrowings and other marketable securities	14,499	40,303
Lease liabilities	47,581	45,531
Trade and other payables	390,945	329,389
Provisions	60,588	50,791
Derivative financial instruments	77	5
Total current liabilities	513,690	469,572
Total liabilities	1,979,885	1,930,870
TOTAL EQUITY AND LIABILITIES	3,637,079	3,507,439

Fluidra, S.A. and Subsidiaries - Interim Condensed Consolidated Income Statement for the years ended 31 December 2024 and 2023

(Expressed in thousands of euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

	12/31/2024	12/31/2023
Operating income		
Sales of goods and finished products	2,101,599	2,050,708
Income from the rendering of services	34,803	32,788
Work performed by the Group and capitalised as non-current assets	24,140	22,133
Total operating income	2,160,542	2,105,629
Operating expenses		
Changes in inventories of finished goods and work in progress and raw material supplies	(912,069)	(961,060)
Personnel expenses	(418,245)	(385,692)
Depreciation and amortisation expenses and impairment losses	(161,132)	(157,820)
Other operating expenses	(409,283)	(365,910)
Total operating expenses	(1,900,729)	(1,870,482)
Other gains and losses		
Profit/(loss) from sales of fixed assets	(95)	909
Total other gains and losses	(95)	909
Operating profit	259,718	236,056
Finance income / (cost)		
Finance income	3,835	2,231
Finance cost	(61,272)	(64,575)
Right-of-use finance cost	(9,048)	(8,130)
Exchange gains/(losses)	(145)	(7,462)
Financial result	(66,630)	(77,936)
Share in profit/(loss) for the period from investments accounted for using the equity method	1	24
Profit/(loss) before tax from continuing operations	193,089	158,144
Income tax expense	(51,032)	(41,293)
Profit/(loss) after tax from continuing operations	142,057	116,851
Profit/(loss) attributable to non-controlling interests	3,989	3,024
Profit/(loss) attributable to equity holders of the parent	138,068	113,827
Basic earnings/(loss) per share (euros)	0.72731	0.60023
Diluted earnings/(loss) per share (euros)	0.72731	0.60023

Fluidra, S.A. and Subsidiaries - Interim Condensed Consolidated Cash Flow Statement for the years ended 31 December 2024 and 2023

(Expressed in thousands of euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

	12/31/2024	12/31/2023
Cash flows from operating activities		
Profit /(loss)for the period before tax	193,089	158,144
Adjustments for:		
Amortisation and depreciation	160,910	157,276
Adjustments due to impairment of receivables	(372)	3,738
Provision for/(reversal of) impairment losses on assets	222	544
Provision for/(reversal of) impairment losses on financial assets	1,942	50
Provision for/(reversal of) losses on risks and expenses	8,681	(851)
Provision for/(reversal) of losses on inventories	(69)	2,567
Income from financial assets	(3,674)	(1,385)
Finance cost	68,343	72,152
Exchange (gains)/losses	145	7,462
Share in profit/(loss) for the period from associates accounted for using the equity method	(1)	(24)
(Profit)/loss on the sale of property, plant and equipment and other intangible assets	38	(948)
(Profit)/loss on the sale of subsidiaries	57	39
Government grants recognised in profit and loss	(40)	(47)
Share-based payment expenses	5,610	(23,519)
(Profit)/loss on financial instruments at fair value through profit or loss	(126)	(343)
Operating profit before changes in working capital	434,755	374,855
Changes in working capital, excluding effects of acquisitions and currency translation differences		
Increase/decrease in trade and other receivables	13,983	(13,861)
Increase/(decrease) in inventories	(33,934)	162,624
Increase/(decrease) in trade and other payables	59,066	7,060
Utilisation of provisions	(909)	(979)
Cash from operating activities	472,961	529,699
Interest paid	(66,428)	(69,568)
Interest received	3,674	1,385
Corporate income tax paid	(99,605)	(32,586)
Cash flows from operating activities (*)	310,602	428,930

	12/31/2024	12/31/2023
Cash flows from investing activities		
From the sale of property, plant and equipment	2,262	2,746
From the sale of other intangible assets	95	504
From the sale of financial assets	16,198	8,297
Dividends received	128	—
Proceeds from the sale of subsidiaries, net of drawn down cash	—	—
Proceeds from the sale of subsidiaries in prior years	—	—
Acquisition of property, plant and equipment	(39,374)	(38,154)
Acquisition of intangible assets	(33,734)	(25,976)
Acquisition of other financial assets	(14,175)	(7,488)
Payments for acquisitions of subsidiaries, net of cash and cash equivalents	(3,062)	(26,841)
Payments for acquisitions of subsidiaries in prior years	(2,630)	(7,349)
Cash flows from investing activities (*)	(74,292)	(94,261)
Cash flows from financing activities		
Payments for repurchase of treasury shares	(108,868)	(152,044)
Proceeds from the sale of treasury shares	109,219	151,627
Proceeds from grants	11	—
Proceeds from bank borrowings	—	—
Payments for bank borrowings	(39,329)	(119,106)
Payments for lease liabilities	(43,906)	(39,992)
Dividends paid	(107,715)	(133,774)
Cash flows from financing activities (*)	(190,588)	(293,289)
Net increase/(decrease) in cash and cash equivalents	45,722	41,380
Cash and cash equivalents at 1 January	112,880	78,656
Effect of currency translation differences on cash flows	3,611	(7,156)
Cash and cash equivalents at 31 December	162,213	112,880