Interim Condensed Consolidated Financial Statements 31 December 2024

Leading today, driving tomorrow

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

FLUIDRA

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Interim Condensed Consolidated Statements of Financial Position

31 December 2024 and 2023

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

Assets	Notas	31/12/2024	31/12/2023
Property, plant, and equipment	6	194,485	185,336
Investment property	7	5,775	2,944
Goodwill	8	1,344,833	1,297,026
Other intangible assets	8	869,575	876,567
Right-of-use assets	9	161,378	179,774
Investments accounted for using the equity method	10	819	830
Non-current financial assets	11	4,703	4,060
Derivative financial instruments	12	19,775	32,464
Other receivables	15	2,115	1,872
Deferred tax assets	28	112,495	102,199
Total non-current assets		**2,715,953**	**2,683,072**
Non-current assets held for sale	13	—	6,289
Inventories	14	466,117	427,061
Trade and other receivables	15	291,061	273,356
Other current financial assets	11	1,660	6,320
Derivative financial instruments	12	75	38
Cash and cash equivalents	16 y 19	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	16	**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	19	1,121,424	1,087,110
Lease liabilities	19	136,426	153,535
Deferred tax liabilities	28	194,415	204,078
Provisions	18	11,873	11,365
Government grants		97	126
Other non-current liabilities	20	1,960	5,084
Total non-current liabilities		**1,466,195**	**1,461,298**
Liabilities linked to non-current assets held for sale	13	—	3,553
Bank borrowings and other marketable securities	19	14,499	40,303
Lease liabilities	19	47,581	45,531
Trade and other payables	20	390,945	329,389
Provisions	18	60,588	50,791
Derivative financial instruments	12	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**

The accompanying notes are an integral part of the Interim condensed consolidated financial statements of Fluidra, S.A. and subsidiaries for the twelve-month period ended 31 December 2024 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Interim Condensed Consolidated Income Statements

for the twelve-month periods ended 31 December 2024 and 2023

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

	Notes	31/12/2024	31/12/2023
Operating income			
Sales of goods and finished products	23	2,101,599	2,050,708
Income from the rendering of services	24	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	22	(912,069)	(961,060)
Personnel expenses	25	(418,245)	(385,692)
Depreciation and amortisation expenses and impairment losses	6, 7, 8 and 9	(161,132)	(157,820)
Other operating expenses	26	(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	27	**(66,630)**	**(77,936)**
Share in profit/(loss) for the year from investments accounted for using the equity method	10	1	24
Profit/(loss) before tax from continuing operations		**193,089**	**158,144**
Income tax expense	28	(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)	17	**0.72731**	**0.60023**
Diluted earnings/(loss) per share (euros)	17	**0.72731**	**0.60023**

The accompanying notes are an integral part of the Interim condensed consolidated financial statements of Fluidra, S.A. and subsidiaries for the twelve-month period ended 31 December 2024 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Interim Condensed Consolidated statement of comprehensive income for the twelve-month periods ended 31 December 2024 and 2023

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

		31/12/2024	31/12/2023
Profit / (loss) for the year		**142,057**	**116,851**
Items that will be reclassified to profit or loss			
Cash flow hedges	Note 12	(12,736)	(21,876)
Actuarial gains and losses		(54)	14
Exchange gains/(losses) on financial statements of foreign operations		49,165	(40,397)
Tax effect		3,304	5,167
Other comprehensive income for the year, net of tax		**39,679**	**(57,092)**
Total comprehensive income for the year		**181,736**	**59,759**
Total comprehensive income attributable to:			
Equity holders of the parent		177,673	57,191
Non-controlling interests		4,063	2,568
		181,736	**59,759**

The accompanying notes are an integral part of the Interim condensed consolidated financial statements of Fluidra, S.A. and subsidiaries for the twelve-month period ended 31 December 2024 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Interim Condensed Consolidated statement of changes in equity for the twelve-month periods ended 31 December 2024 and 2023

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

	Equity attributable to equity holders of the Parent									
						Other comprehensive income				
	Capital	Share premium	Legal reserve	Accumulated gains	Treasury shares	Currency translation differences	Other	Total	Non-controlling interests	Total equity
Balance at 1 January 2023	**192,129**	**1,148,591**	**40,140**	**296,490**	**(112,692)**	**64,074**	**41,118**	**1,669,850**	**8,831**	**1,678,681**
Profit / (loss) for the year	—	—	—	113,827	—	—	—	113,827	3,024	116,851
Other comprehensive income	—	—	—	—	—	(39,941)	(16,695)	(56,636)	(456)	(57,092)
Total comprehensive income for the year	**—**	**—**	**—**	**113,827**	**—**	**(39,941)**	**(16,695)**	**57,191**	**2,568**	**59,759**
Inclusion of entities	—	—	—	—	—	—	—	—	27	27
Change in ownership interest	—	—	—	(2,776)	—	—	—	(2,776)	(1,506)	(4,282)
Treasury shares	—	—	—	(70,952)	70,537	—	—	(415)	—	(415)
Equity-based payments	—	—	—	(23,519)	—	—	—	(23,519)	—	(23,519)
Adjustment for IAS 39	—	—	—	111	—	—	—	111	(19)	92
Dividends	—	—	—	(132,885)	—	—	—	(132,885)	(889)	(133,774)
Balance at 31 December 2023	**192,129**	**1,148,591**	**40,140**	**180,296**	**(42,155)**	**24,133**	**24,423**	**1,567,557**	**9,012**	**1,576,569**
Profit / (loss) for the year	—	—	—	138,068	—	—	—	138,068	3,989	142,057
Other comprehensive income	—	—	—	(1,196)	—	50,287	(9,486)	39,605	74	39,679
Total comprehensive income for the year	**—**	**—**	**—**	**136,872**	**—**	**50,287**	**(9,486)**	**177,673**	**4,063**	**181,736**
Inclusion of entities	—	—	—	—	—	—	—	—	(25)	(25)
Change in ownership interest	—	—	—	—	—	—	—	—	(39)	(39)
Treasury shares	—	—	—	8,603	(8,252)	—	—	351	—	351
Equity-based payments	—	—	—	5,610	—	—	—	5,610	—	5,610
Adjustment for IAS 39	—	—	—	400	—	—	—	400	307	707
Dividends	—	—	—	(104,408)	—	—	—	(104,408)	(3,307)	(107,715)
Balance at 31 December 2024	**192,129**	**1,148,591**	**40,140**	**227,373**	**(50,407)**	**74,420**	**14,937**	**1,647,183**	**10,011**	**1,657,194**

The accompanying notes are an integral part of the Interim condensed consolidated financial statements of Fluidra, S.A. and subsidiaries for the twelve-month period ended 31 December 2024 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Interim Condensed Consolidated statement of cash flows for the twelve-month periods ended 31 December 2024 and 2023

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

	Notes	2024	2023
Cash flows from operating activities			
Profit / (loss)for the year before tax		**193,089**	**158,144**
Adjustments for:			
Amortisation and depreciation	6, 7, 8 and 9	160,910	157,276
Adjustments due to impairment of receivables	26	(372)	3,738
Provision for / (reversal of) impairment losses on assets	6, 7, 8 and 9	222	544
Provision for / (reversal of) impairment losses on financial assets	27	1,942	50
Provision for / (reversal of) losses on risks and expenses		8,681	(851)
Provision for / (reversal) of losses on inventories	22	(69)	2,567
Income from financial assets	27	(3,674)	(1,385)
Finance cost	27	68,343	72,152
Exchange (gains) / losses		145	7,462
Share in profit / (loss) for the year 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	29	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**

	Notes	2024	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	—
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	5	(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	—
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**

(*) Includes the cash flows arising from continuing and discontinued operations (Note 13).
The accompanying notes are an integral part of the Interim condensed consolidated financial statements of Fluidra, S.A. and subsidiaries for the twelve-month period ended 31 December 2024 prepared in accordance with IFRS as adopted by the European Union.

1. Nature, principal activities and composition of the Group

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

The Company's corporate purpose and activity consists of 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's registered address is located in the municipal area of Sant Cugat del Vallès (Avda. Alcalde Barnils no. 69, 08174 Sant Cugat del Vallès, Barcelona, Spain).

The Group's activity consists of the manufacture and marketing of specific accessories and machinery for swimming-pools, irrigation and water treatment and purification. The Group operates globally with a particular presence in EMEA (Europe, the Middle East and Africa) and in North America.

Fluidra, S.A. is the parent company of the Group comprising the subsidiaries detailed in accompanying Appendix I (hereinafter Fluidra Group or the Group). Additionally, the Group holds ownership interests in other entities as detailed in Appendix I also. Group companies have been consolidated using their financial statements or their annual accounts prepared/approved for issue by the corresponding managing bodies and Boards of Directors.

Share capital is represented by 192,129,070 ordinary shares with a par value of €1, fully subscribed and paid up.

2. Basis of presentation

The interim condensed consolidated financial statements have been prepared from the accounting records of Fluidra, S.A. and the companies included in the Group on a going concern basis. The 2024 interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the EU (IFRS-EU) and other financial reporting framework provisions in order to present fairly the consolidated equity and consolidated financial position of Fluidra, S.A. and its subsidiaries at 31 December 2024 and its consolidated financial results, consolidated cash flows and changes in consolidated equity for the year then ended.

a) Basis of presentation of the interim condensed consolidated financial statements

These interim condensed consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments and financial instruments at fair value through profit or loss.

b) Comparative information

For comparative purposes, the consolidated interim condensed consolidated financial statements include the 2024 interim condensed consolidated figures in addition to those of the prior year for each item of the interim condensed consolidated statement of financial position, the interim condensed consolidated income statement, the interim condensed consolidated statement of comprehensive income, the interim condensed consolidated statement of cash flows and the notes thereto, which were part of the 2023 interim condensed consolidated financial statements, which have been obtained by consistently applying IFRS-EU as required by the standards.

The Group's accounting policies described in Note 3 have been consistently applied to the twelve-month period ended 31 December 2024 and the accompanying comparative information at 31 December 2023.

All significant mandatory accounting principles have been applied.

The 2023 consolidated annual accounts were approved for issue by shareholders in general meeting on 8 May 2024.

c) Significant accounting estimates and key assumptions and judgements when applying accounting policies

When preparing the interim condensed consolidated financial statements in accordance with IFRS-EU, the Group's management is required to make judgements, estimates and assumptions affecting the adoption of the standards and the amounts of assets, liabilities, income and expenses. The estimates and assumptions adopted are based on historical experience and various other factors understood to be reasonable under the existing circumstances.

In the Group's 2024 interim condensed consolidated financial statements, estimates were occasionally used in order to quantify certain assets, liabilities, income, expenses and commitments reported herein. These relevant accounting estimates and assumptions mainly relate to:

- The useful life and fair value of the customer portfolio and other intangible assets (see Note 8).
- The assumptions used to calculate the fair value/value in use of the Cash-Generating Units (CGUs) for the purposes of evaluating potential impairment of goodwill and other assets (see Note 8).
- Assessment of technical and commercial feasibility of development projects in progress (see Notes 3 d) ii) and 8).
- Estimate of expected credit losses from receivables and obsolete inventory (see Notes 3 k) i), 14 and 15).
- The fair value of financial instruments and of certain unquoted assets (see Notes 11 and 12).
- Assumptions used to calculate the fair values of assets, liabilities and contingent liabilities related to business combinations and/or asset purchases (see Notes 3 a) i) and 20. Liabilities for contingent considerations correspond to level 3 of the fair value hierarchy in accordance with IFRS 13.
- The fair value of the commitment to the Company's management team to acquire an ownership interest in the Company's share capital (see Notes 3 q) and 29).
- Estimates and judgements related to provisions for litigation (see Notes 3 p) and 18).
- Assessment of the recoverability of tax credits, including prior years' tax losses and rights to deduction. Deferred tax assets are recognised to the extent that future tax profit is available against which temporary differences can be charged, based

on management's assumptions about the amount of and payment schedules for future tax profit. Additionally, in the case of deferred tax assets related to investments in Group companies, their capitalisation takes into account whether they will be reversed in the foreseeable future (see Notes 3 s) and 28).

Although these estimates are made on the basis of the best information available on the events analysed at 31 December 2024 and 2023, events may occur in the future which require adjusting these estimates (upwards or downwards) in future reporting periods. Any effect on the interim condensed consolidated financial statements of adjustments made in future reporting periods is recognised prospectively.

Additionally, the main judgements made by the Company's management in identifying and selecting the criteria applied in the measurement and classification of the main items presented in the interim condensed consolidated financial statements are as follows:

- Reasons supporting the transfer of risks and rewards in leases and in the recognition of disposals of financial assets and liabilities (see Note 3 h).
- Reasons supporting the classification of assets as investment property (see Notes 3 e) and 7).
- Assessment criteria for impairment of financial assets (see Notes 3 i) d) and 11).
- Judgements made to calculate the lease terms of agreements that can be renewed (see Note 3 f) iv)).
- Reasons supporting the capitalisation of development projects (see Notes 3 d) ii) and 8).

d) Changes in IFRS-EU standards in 2024

The accounting standards used to prepare these interim condensed consolidated financial statements are the same as those used to prepare the interim condensed consolidated financial statements for the twelve-month period ended 31 December 2023, except for the new standards and any amendments that are applicable as of 1 January 2024, the main ones being:

- Standards and interpretations approved by the European Union and applied for the first time in 2024
  - Amendments to IAS 1 - Presentation of financial statements: Classification of current and non-current assets and liabilities.
  - Amendments to IFRS 16 - Lease liability in a sale and leaseback transaction.
  - Amendments to IAS 7 and IFRS 7 - Supplier financing agreements.

None of the standards, interpretations or amendments to the standards that are applicable for the first time this year have had a significant impact on the Group's accounting policies.

The Group adopts the standards, interpretations and amendments to the standards issued by the IASB when they come into force, if applicable.

e) Financial reporting in hyperinflationary economies

In recent years, the Turkish economy has seen high rates of inflation. In particular, as at 31 December 2024 the TSI (Turkish Statistical Institute) reported three-year cumulative inflation of 291% (three-year cumulative inflation of 268% at 31 December 2023).

As a result, the Group has considered the Turkish economy as hyperinflationary in 2024 and 2023 and has applied IAS 29 (Financial Reporting in Hyperinflationary Economies) to companies whose functional currency is the Turkish lira.

The main impacts on the Group's 2024 and 2023 consolidated financial statements of the aforementioned issues are as follows:

Thousands of euros	2024	2023
Consolidated profit / (loss) after tax	(706)	(159)
Non-current assets	106	94
Current assets	1,079	1,012
Equity	1,891	1,265

3. Significant accounting principles applied

The most significant principles are summarised as follows:

a) Consolidation principles

i) Subsidiaries and business combinations

Subsidiaries are companies, including structured entities, over which the Company holds direct or indirect control through subsidiaries.

The Company holds control over a subsidiary when it is exposed to, or has the right to receive, variable yield as a result of its involvement in it, and has the capacity to influence such yield through the power it exercises over the subsidiary. The Company is authorised to direct the relevant activities when valid substantive rights are held. The Company is exposed to, or has the right to receive, variable yield as a result of its involvement in the subsidiary when the yield it obtains from such involvement may vary based on the economic evolution of the entity (IFRS 10.6, 10 and 15).

The subsidiaries' income, expenses and operating cash flows are consolidated from the acquisition date, i.e., the date on which the Group obtains effective control over them. Subsidiaries are no longer consolidated from the date on which such control is relinquished.

The Group applied the exception contemplated in IFRS 1 First-time adoption of International Financial Reporting Standards so that only business combinations undertaken after 1 January 2005, the IFRS-EU transition date, have been accounted for using the acquisition method. Acquisitions completed prior to the transition date were accounted for in accordance with the then-prevailing accounting principles, corrected and adjusted as required as of the transition date.

Business combinations

The consideration transferred in the business combination is determined at the acquisition date and calculated as the sum of the fair values of the assets transferred, the liabilities incurred or assumed, the equity instruments issued and any contingent consideration depending on future events or compliance with certain conditions in exchange for the control of the business acquired.

The consideration transferred excludes any amounts that do not form part of the exchange for the acquiree. Acquisition-related costs are recognised as incurred.

At the acquisition date, the Group recognises any assets acquired and liabilities assumed at their fair value.
The liabilities assumed include contingent liabilities, as they represent present obligations that arise as a result of past events and their fair value can be reliably measured.

The excess over the consideration paid,
plus any non-controlling interest in the acquiree and the net amount of assets acquired and liabilities assumed, is recognised as goodwill. Any shortfall after assessing the amount of consideration transferred, the value assigned to non-controlling interests and the identification and measurement of the net assets acquired, is recognised in profit or loss.

Contingent consideration is classified as a financial asset or liability, equity instrument or provision in accordance with the underlying contractual conditions. To the extent that subsequent changes in fair value of a financial asset or liability are not due to an adjustment to the measurement period, they are recorded in consolidated profit or loss. The contingent consideration classified as equity is not subsequently updated, and its settlement is likewise recognised in equity. The contingent consideration classified as a provision is subsequently recognised at fair value through profit or loss.

Inter-company transactions, balances and unrealised gains and losses on transactions between Group companies have been eliminated on consolidation. If any, unrealised losses on the transfer of assets between group companies have been deemed an indication of the potential impairment of the assets transferred.

The subsidiaries' accounting policies have been aligned with those used by the Group for like transactions and events in similar circumstances.

The financial statements of the subsidiaries used in the consolidation process refer to the same presentation date and reporting period as those of the Parent.

ii) Non-controlling interests

Non-controlling interests in a subsidiary are recorded at the percentage of the ownership held in the fair value of the net identifiable assets acquired, and are presented in equity separately from the equity attributed to the equity holders of the Parent. Non-controlling interests in consolidated profit/(loss) and consolidated total comprehensive income for the year are likewise presented separately in the consolidated income statement and the consolidated statement of comprehensive income, respectively.

The Group's share and non-controlling interests in consolidated profit/(loss) for the year (consolidated total comprehensive income for the year) and in changes in equity of the subsidiaries, net of adjustments and eliminations on consolidation, are determined based on the ownership interest held at year end, excluding the possible exercise or conversion of potential voting rights and after discounting the effect of agreed or non-agreed dividends on cumulative preference shares that may have been classified in the equity accounts. However, the existence or absence of control is determined considering the possible exercise of potential voting rights and other derivative financial instruments which, in substance, currently grant access to the economic benefits associated with the ownership interest, that is, the right to receive future dividends and changes in the value of subsidiaries.

Surplus losses attributable to non-controlling interests generated prior to 1 January 2010 that are not allocable to such interests, as they exceed the amount of the equity interest in the related subsidiary, are recognised as a reduction in equity attributable to owners of the parent, unless the non-controlling interests have a binding obligation to assume some or all of such losses and have the capacity to make any additional investments necessary. Any profits obtained subsequently by the Group are then allocated to equity attributable to owners of the parent until the amount of losses absorbed in prior reporting periods in respect of non-controlling interests has been replenished.

From 1 January 2010, the results and each component of other comprehensive income are allocated to equity attributable to owners of the Parent and to the non-controlling interests in proportion to their respective ownership interests, even if this implies a negative non-controlling interests balance. Agreements entered into between the Group and non-controlling interests are recognised as a separate transaction.

Transactions with non-controlling interests

The increase or decrease in non-controlling interest of a subsidiary with no loss of control is recognised as a transaction with equity instruments. Therefore, no new acquisition cost arises as a result of an increase, nor any gain or loss is recognised from a decrease, but the difference between the consideration paid or received and the carrying amount of non-controlling interest is recognised in the investing company's reserve, without prejudice to reclassifying the consolidation reserves and reallocating the other comprehensive income between the Group and the non-controlling interest. In a decrease in the Group's ownership interest in a subsidiary, non-controlling interest is recorded for its share in consolidated net assets.

Put options granted

The Group recognises put options on ownership interest in subsidiaries granted to non-controlling interest at the date of acquisition of a business combination as an advance acquisition of such interest, recording a financial liability for the present value of the best estimate of the amount payable, which is part of consideration paid.

Subsequently, the change in the financial liability is recognised as a finance cost or income in profit or loss. Discretionary dividends, if any, paid to non-controlling interests up to the date the options are exercised, are recognised as a distribution of earnings, reflecting this amount as an increase in profits attributable to non-controlling interests. In the event that dividends are predetermined or incorporated into the measurement of the financial liability, settlement is discounted from the financial liability's carrying amount.

If finally the options are not exercised, the transaction is recognised as a sale of shares to non-controlling interests.

iii) Associates

Associates are defined as the entities over which the Company has significant influence, either directly or through other subsidiaries. Significant influence is the power to participate in the financial and operating policy decisions of an entity but no control or joint control over the entity is held.

Investments in associates are recorded using the equity accounting method from the date significant influence is exercised until the date on which the Company can no longer prove this influence exists.

The acquisition of associates is recorded by applying the acquisition method used for subsidiaries. Goodwill, net of accumulated impairment losses, is included in the carrying amount of the investment accounted for using the equity method.

iv) Impairment

The Group applies the impairment criteria contained in IFRS 9: Financial Instruments, so as to determine whether it is necessary to recognise any additional impairment loss with respect to the net investment in the associate or in any other financial asset held with it as a result of applying the equity method.

b) Foreign currency

i) Functional and presentation currency

The interim condensed consolidated financial statements are presented in thousands of euros rounded to the nearest thousand. The euro is the Parent company's functional and presentation currency.

ii) Transactions and balances in foreign currency

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing between the functional currency and the foreign currency at the transaction dates. Monetary assets and liabilities in foreign currency are translated to the functional currency at the closing exchange rate, while non-monetary items measured at historical cost are translated at the exchange rate prevailing at the transaction date. Exchange gains and losses arising on the settlement of foreign currency transactions and on the translation into euros at the closing exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

In the presentation of the consolidated statement of cash flows, cash flows from transactions in foreign currencies are translated into euros applying the exchange rates approximate to those existing at the date the cash flows occurred. The impact of fluctuations in exchange rates on cash and cash equivalents denominated in foreign currency is presented under a separate caption in the statement of cash flows as "Effect of exchange gains/(losses) on cash".

The Group presents the effect of the conversion of deferred tax assets and liabilities denominated in foreign currency together with the deferred income tax in profit or loss.

iii) Translation of foreign operations

The translation into euros of foreign operations whose functional currency is not the currency of a hyperinflationary country is made using the following criteria:

- Assets and liabilities, including any goodwill and any adjustments to the net assets arising on the acquisition of foreign operations, including comparative balances, are translated at the closing exchange rate at the balance sheet date.
- Income and expenses, including comparative balances, are translated at the exchange rate prevailing at the date of each transaction.
- All exchange gains or losses derived from applying the above-mentioned criteria are recognised as translation differences in other comprehensive income.

In the presentation of the consolidated statement of cash flows, cash flows, including comparative balances, from the foreign subsidiaries are translated into euros applying the exchange rates prevailing at the date the cash flows occurred.

Translation differences related to foreign operations recognised in other comprehensive income are recorded jointly under one line in profit or loss and when recognition in profit or loss related to the disposal of such operations occurs.

c) Property, plant and equipment

i) Assets for own use

Property, plant and equipment are measured at acquisition cost less any accumulated depreciation and any impairment losses. The cost of property, plant and equipment built by the Group is determined following the same criteria as those used for acquired property, plant and equipment, considering also the principles established for the production cost of inventories. The capitalisation of the production cost is recognised under Work performed by the Group and capitalised as non-current assets in the consolidated income statement.

The cost of property, plant and equipment includes the acquisition price less any trade discounts or rebates plus any cost directly related to its location on the place and under the conditions necessary for it to operate as expected by the directors and, where appropriate, the initial estimate of dismantling or disposal costs, as well as the restoration of the land it is located on, provided that these obligations are assumed as a result of its use and for purposes other than the production of inventories.

The Group records separately the items of a complex asset whose useful lives are different from the main asset's.

ii) Investments in rented premises

The Group recognises permanent investments in properties leased from third parties following the same criteria as the ones used for property, plant and equipment items. These investments are depreciated over the shorter of the useful life of the asset or over the lease term. To this effect, the determination of the lease term is consistent with that established for its classification. In the event that the full-term execution of the lease agreement is uncertain, a provision is recorded for the estimated amount of the carrying amount of irrecoverable investments. Likewise, the cost of these investments includes the estimated costs of dismantling and disposing of the assets and restoring the land they are located on that the Group shall pay at the end of the agreement; thus, a provision is recorded for the present value of the estimated cost that is expected to be incurred.

iii) Costs subsequently incurred

The Group recognises as an increase in the cost of the assets, the replacement cost of an asset's items when incurred, provided that it is probable that additional future economic benefits will be obtained from the asset and that the cost can be measured reliably. Other costs, including repair and maintenance expenses on property, plant and equipment items are charged to profit or loss in the period incurred.

iv) Depreciation

Property, plant and equipment items are depreciated by allocating their depreciable amount, which is the acquisition cost less residual value, on a straight-line basis over their useful lives. Depreciation is determined separately for each portion of a property, plant and equipment item that has a significant cost in relation to the total cost of the item.

Land is not depreciated. The depreciation of property, plant and equipment items is determined as follows:

	Estimated years of useful life
Buildings	33-45
Plant and machinery	3-10
Other installations, equipment and furniture	3-10
Data processing equipment	2-5
Transport equipment	3-8
Other property, plant and equipment	4-10

At each year end, the Group reviews the residual value, useful life and depreciation method of property, plant and equipment items. Any changes to initially established criteria are accounted for as a change in accounting estimates.

v) Impairment

The Group measures and determines impairment losses on property, plant and equipment and any reversals thereof, in accordance with the criteria described in Note 3 g).

d) Intangible assets

i) Goodwill

Goodwill is determined following the criteria indicated in Note 3 a) i) Subsidies and business combinations.

Goodwill is not amortised but it is tested for impairment at least once a year, or more frequently if an event is identified that could give rise to a potential impairment loss on the asset. Goodwill arising in business combinations is allocated to each cash-generating unit (CGU) or group of CGUs that are expected to benefit from the synergies of the combination, applying the criteria outlined in Note 3 g). After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Internally generated goodwill is not recognised as an asset.

ii) Internally generated intangible assets

Costs related to research activities are recognised as an expense when incurred. The costs related to development activities of certain products are capitalised to the extent that:

- The Group has technical studies available that support the feasibility of the production process.
- The Group is committed to completing production of the asset so that it is available for sale.
- The asset will generate enough economic profit through future sales in the markets in which the Group operates.
- The Group has the technical and financial (or other) resources necessary to complete the asset and has developed budget control systems and analytical accounting systems to monitor budgeted costs, modifications made and costs actually incurred in the projects.

The cost of the assets generated internally by the Group is determined following the same criteria as for determining the production cost of inventories. The production cost is capitalised through the payment of the costs attributable to the asset in the Work performed by the Group and capitalised as non-current assets caption in the consolidated income statement.

Additionally, the costs incurred in the performance of activities that contribute to developing the value of the businesses in which the Group operates as a whole are recorded as expenses when incurred.

Also, replacements or subsequent costs incurred on intangible assets are generally recorded as expenses, unless they increase the future economic benefits expected from the assets.

iii) Intangible assets acquired in business combinations

Since 1 January 2005, identifiable intangible assets acquired in business combinations have been measured at fair value at acquisition date, provided that fair value can be determined reliably. Subsequent costs related to research and development projects are recorded following the criteria used for internally generated intangible assets.

Customer portfolios acquired mainly include the value of the relationship existing between the corresponding company and their customers, which has arisen as a result of a contract and, therefore, are identified as intangible assets in accordance with a contractual and legal criterion. Additionally, the patents acquired include the value of the technologies for manufacturing certain products, and which arose as a result of a contract. They have been measured at market value using generally accepted measurement methods based on discounted cash flows. Additionally, finite useful lives have been calculated based on historical evidence of the renewal of the continuing relationship with these customers and based on the residual period for the right to use the patents, considering expected technical obsolescence.

iv) Other intangible assets

Other intangible assets are presented in the consolidated statement of financial position at cost, less any accumulated amortisation and any impairment losses.

v) Useful life and amortisation

The Group assesses the intangible asset's useful life to be either finite or indefinite. An intangible asset is deemed to have an indefinite useful life when the period over which it will generate net cash inflows has no foreseeable limit.

Intangible assets with indefinite useful lives are not amortised, but tested for impairment.

Intangible assets with finite useful lives are amortised by allocating the amortisable amount over their useful lives using the following criteria:

	Amortisation method	Estimated years of useful life
Development cost	Straight-line basis	3-15
Industrial property and patent	Straight-line basis	5-8
Computer software	Straight-line basis	3-5
Relations with customers	Declining-balance method	3-30
Other intangible assets	Declining-balance method / Straight-line basis	5-8

To this end, amortisable amount is understood as acquisition cost less residual value.

The Group reviews the residual value, useful life and amortisation method of intangible assets at the end of each reporting period. Changes to initially established criteria are accounted for as a change in accounting estimates.

vi) Impairment of assets

The Group measures and determines impairment losses on intangible assets and any reversals thereof in accordance with the criteria described in Note 3 g).

e) Investment property

Investment property is property fully or partially held for obtaining income, gains or both rather than for producing or providing goods or services. Investment property is initially measured at cost, including transaction costs.

Investment property is subsequently measured following the cost criteria established for property, plant and equipment. Depreciation methods and useful lives are presented in that section.

f) Right-of-use assets and Lease liabilities

i) Right- of-use

The Group recognises the right-of-use at the start of a lease. That is, the date on which the underlying asset is available for use. Right-of-use is measured at cost, less accumulated amortisation and impairment losses, and is adjusted for any changes in the measurement of the associated lease liabilities. The initial cost of the right-of-use includes the recognised lease liabilities, initial direct costs and lease payments made before the start of the lease. Incentives received are deducted from the initial cost. Unless the Group is reasonably certain that it will obtain ownership of the leased asset at the end of the lease term, the right-of-use is amortised on a straight-line basis over the shorter of the estimated useful life and the lease term. Right-of-use is subject to impairment analysis.

ii) Lease liabilities

At the start of the lease, the Group recognises the lease liabilities at the present value of the lease payments to be made during the lease term. Lease payments include fixed payments (including in-substance fixed payments) less lease incentives, variable payments linked to an index or rate, and amounts expected to be paid under residual value guarantees. Lease payments also include the exercise price of a purchase option if the Group is reasonably certain of exercising this option and lease termination penalty payments if the term of the lease reflects the Group's exercising of the option to terminate the lease. Variable lease payments that are not linked to an index or rate are recognised as an expense in the period in which the event or condition that triggers the payment arises.

When calculating the present value of lease payments, the Group uses the incremental interest rate at the lease start date if the interest rate implicit in the lease cannot be easily determined. After the start date, the lease liability amount is increased to reflect the accrual of interest and reduced by the lease payments made. In addition, the lease liability is re-measured if an amendment is made, the lease term is changed, the in-substance fixed lease payments are changed or the assessment for purchasing the underlying asset is changed. The liability also increases if there is a change in future lease payments arising from a change in the index or rate used to calculate these payments

The incremental financing rate used by the Group is differentiated by the homogeneous portfolio of leases, country and lease term. The weighted average of the incremental interest rate in 2024 is 4.50% (4.70% in 2023).

iii) Short-term and low value leases

The Group applies the current lease recognition exemption to its machinery and equipment leases with a lease team of 12 months or less from the start date and which have no purchase option. It also applies the low-value asset recognition exemption to office equipment leases that are considered low-value. Lease payments under short-term and low-value leases are recognised on a straight-line basis over the term of the lease.

iv) Judgements made to calculate the lease terms of contracts with renewal options

The Group calculates the lease term as the non-cancellable period, plus the optional extension periods, if there is reasonable certainty that this option will be exercised. It has been estimated that all optional extensions will be exercised for most leases. Periods covered by the option to terminate the lease early are also included, if there is reasonable certainty that this option will not be exercised.

g) Impairment of non-financial assets

The Group assesses whether there are indications that non-financial assets subject to amortisation or depreciation may be impaired, including entities accounted for using the equity method, in order to determine if the carrying amount of said assets exceeds their recoverable amount.

Recoverable amount is the higher of fair value less costs to sell and value in use. The calculation of an asset's value in use reflects an estimate of the future cash flows expected to derive from the asset, expectations about possible variations in the amount or timing of those future cash flows, the time value of money, the price for bearing uncertainty inherent in the asset and other factors that market participants would reflect in pricing the future cash flows expected to derive from the asset.

Negative differences arising as a result of comparing the carrying amounts of the assets with their recoverable amounts are recorded in profit or loss.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the Cash-Generating Unit (CGU) to which the asset belongs.

Impairment losses on CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to reduce the carrying amount of the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit up to the highest of its fair value less costs to sell, its value in use and zero.

The Group assesses at the end of each reporting period whether there is any indication that an impairment loss recognised in prior periods may no longer exist or may have decreased. Impairment losses on goodwill may not be reversed. Impairment losses on assets other than goodwill are reversed if, and only if, there has been a change in the estimates used to calculate the asset's recoverable amount.

Any reversals of impairment losses are charged to income. The increased carrying amount of an asset attributable to a reversal of an impairment loss cannot exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset.

The reversal of an impairment loss on a CGU is allocated between the assets of the unit, except for goodwill, pro rata on the basis of the carrying amount of the assets down to the lowest of their recoverable amount and carrying amount that would have been determined, net of depreciation and amortisation, had no impairment loss been recognised for the asset.

h) Finance leases

At the commencement of the lease term, the Group recognises an asset and liability at the lower of the fair value of the leased property and the present value of the minimum lease payments. Initial direct costs are added to the asset's carrying amount. Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. Finance costs are recognised in the consolidated income statement using the effective interest rate method. Contingent rents are recognised as an expense when it is probable that they will be incurred.

The accounting policies applied to the assets used by the Group under lease agreements that qualify as finance leases are the same as those outlined in Note 3 f).

i) Financial assets

The Group classifies its financial assets in the following measurement categories:

- Those measured subsequently at fair value (through other comprehensive income or profit or loss), and
- Those measured at amortised cost.

The classification depends on the business model of the entity to manage the financial assets and contractual terms of the cash flows.

For assets measured at fair value, profit and loss is recognised in income or other comprehensive income. For investments in equity instruments held for trading, it will depend on whether the Group has made an irrevocable choice upon initial recognition to recognise investments in equity at fair value through other comprehensive income.

The Group only reclassifies debt investments when the business model used to manage these assets changes.

Upon initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not carried at fair value through profit or loss, transaction costs directly attributable to the acquisition of the financial asset. The transaction costs of financial assets at fair value through profit or loss are taken to income.

Financial assets with embedded derivatives are recognised in full since their cash flows are deemed to comprise solely the payment of the principal and interest.

a) Debt instruments

The subsequent measurement of the debt instruments depends on the Group's asset management business model and the nature of the cash flows on the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets held for collection of contractual cash flows when these cash flows only represent payments of principal and interest are measured at amortised cost. Income on these financial assets is included in finance income according to the effective interest rate method. Losses arising as a result of disposals are expensed directly. Impairment losses and the value are recorded in separate income statement captions.

- **Fair value through other comprehensive income (FVOCI):** assets that are held for both collecting contractual cash flows and for selling the financial assets, when the cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Changes in the carrying amount are taken to other comprehensive income, except for recognition of impairment gains and losses, ordinary interest income and exchange gains or losses, which are recognised in the income statement. When financial assets are written off, the accumulated gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses). Income on these financial assets is included in finance income according to the effective interest rate method. Exchange gains and losses are presented in other gains/(losses) and the impairment expense is presented as a separate item on the income statement.

- **Fair value through profit or loss (FVTPL):** assets that do not meet the amortised cost or fair value through other comprehensive income criteria are recognised at fair value through profit or loss. A gain or loss in a debt investment subsequently recognised at fair value through profit or loss is recognised net within other gains/(losses) in the year in which it arises.

b) Equity instruments

The Group subsequently measures all investments in equity at fair value. When Group management has chosen to present gains and losses in the fair value of investments in equity in other comprehensive income, gains and losses in fair value are not subsequently reclassified to profit or loss following derecognition in the investment accounts. Dividends on these investments continue to be recognised in profit or loss for the year with other income when the Group's distribution entitlement is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gains/(losses) in the income statement where applicable. Impairment losses (and reversals of impairment losses) in equity investments measured at fair value through other comprehensive income are not recognised separately to other changes in fair value.

c) Derivatives and hedging activities

Cash flow hedges that qualify for hedge accounting.

The effective part of the gain or loss on the hedging instrument classed as a cash flow hedge is recognised in the cash flow hedge reserve in equity. Gains or losses relating to the ineffective part are taken straight to income, under other income / (expenses).

The amounts accumulated in net equity are reclassified in the years in which the hedged item affects income for the year, as follows:

- When the hedged item subsequently leads to the recognition of a non-financial asset (such as inventories), the deferred hedging gains and losses are included in the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss for the year when the hedged item affects net income (e.g. through the cost of sales).
- Gains or losses corresponding to the effective part of interest rate swaps hedging variable rate loans are recognised in the income statement under "finance costs" at the same time as the interest expense on the hedged loans.

When a hedging instrument expires, is sold or ends, or when a hedge no longer meets the hedge accounting criteria, any accumulated deferred gain or loss and the deferred costs of the hedge in equity at that time remain in equity until the planned transaction occurs. When the planned transaction is no longer expected to happen, the accumulated gain or loss and the deferred hedging costs that were recognised in equity are reclassified straight away to profit or loss for the year.

d) Impairment

The Group assesses expected credit losses linked to debt instruments accounted for at amortised cost and at fair value through other comprehensive income on a forward-looking basis. The impairment methodology applied depends on whether there has been a significant increase in the credit risk.

The Group applies the simplified approach to trade receivables permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The Group assesses expected credit losses based on two parameters. The historical impairment rate uses a matrix broken down according to the age of the debt, with a historical default ratio for each of the tranches analysed (not due - 30-60 days, 60-120 days, 120-365 days and over 365 days). The Group uses the invoice date and the payment term stated on the invoice to draw up the matrix, analysing its collection or default. This matrix is also weighted with the increase or decrease in future collection days, based on the budgets and/or forecasts in use at any given time, so as to assess not only historical information but also forward-looking information that could impact on historical impairment. Budgeted future days are estimated based on the macroeconomic environment, expected sales combinations in geographical regions, expectations within the pool industry and expected customer performance, etc.

j) Financial liabilities

i) Initial recognition and measurement

Financial liabilities are classified at the date of their initial recognition, where applicable, as financial liabilities at fair value through profit or loss, bank borrowings, accounts payable or derivatives designated as hedging instruments in an effective hedge.

All financial liabilities are initially recognised at fair value and directly attributable transaction costs on bank borrowings and accounts payable are netted.

Group financial liabilities include trade and other payables, bank borrowings, including current account overdrafts, financial guarantee contracts and derivative financial instruments.

ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as follows:

iii) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as fair value through profit or loss.

Financial liabilities are classified as held for trading if their purpose is to be repurchased in the short term. This category includes derivative financial instruments contracted by the Group which have not been designated as hedging instruments in the hedging relationships. Embedded derivatives that have been separated are also classified as held for trading, unless designated as effective hedging instruments.

Gains and losses on liabilities held for trading are recognised in the income statement.

Financial liabilities designated upon initial recognition as fair value through profit or loss are only designated at the initial recognition date if they meet the criteria established in IFRS 9.

iv) Bank borrowings

This is the most significant financial liability category for the Group. After initial recognition, bank borrowings are measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the income statement when the liabilities are derecognised, as well as the interest accrued using the effective interest rate method.

Amortised cost is calculated taking into account any acquisition premium or discount and the instalments and costs that are an integral part of the effective interest method. Interest accrued in accordance with this effective interest rate method is included in Finance cost in the income statement.

This category generally applies to bank borrowings with interest.

v) Derecognition

A liability is derecognised when the obligation is discharged, cancelled or expires.

When an existing financial liability is replaced with another from the same lender with substantially different conditions, or when the conditions of an existing liability are modified significantly, this exchange or modification is treated like a derecognition of the original liability and the new obligation is recognised. The difference in the respective carrying amounts is recognised in the income statement.

k) Inventories

Inventories are measured at the lower of acquisition or production cost and net realisable value.

The purchase price comprises the amount invoiced by the seller, after deduction of any discounts, rebates or other similar items, such as interest incorporated into the nominal amount, and any additional costs incurred to bring the goods to a saleable condition, other costs directly attributable to the acquisition, as well as borrowing costs and indirect taxes not recoverable from the Spanish taxation authorities.

Trade discounts granted by suppliers are recognised as a cost reduction of the acquired inventories as soon as it is probable that the necessary conditions for the discounts to qualify as such will be met, and the excess amount, if any, is recognised as a reduction in consumption in the consolidated income statement.

The production cost of inventories includes the acquisition cost of raw materials and other consumables and the costs directly related to the units produced and a systematically calculated portion of either the variable or fixed indirect costs incurred during the transformation process. Indirect fixed costs are distributed based on whichever is higher: normal working conditions for the means of production, or production output.

The cost of raw materials, other supplies, goods, and conversion are assigned to the different cash-generating units in inventories, based on the average weighted price method.

The Group uses the same cost formula for all inventories having the same nature and similar use within the Group.

When the cost of inventories exceeds net realisable value, an adjustment is made to profit or loss. Net realisable value is understood to be:

- **Raw materials and other supplies:** replacement cost. However, the Group does not make any adjustments if the finished products in which the raw materials are incorporated are expected to be sold at a price equivalent to their production cost or higher.
- **Goods and finished products:** estimated selling price, less costs to sell.
- **Work in progress:** the estimated selling price of the related finished goods, less the estimated costs to complete production and costs to sell.

The previously recognised reduction in value is reversed against profit or loss when the circumstances that previously caused inventories to be written down no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances. The reversal of the reduction in value is limited to the lower of the cost and the revised net realisable value of the inventories.

l) Cash and cash equivalents

Cash and cash equivalents includes cash on hand and demand deposits at banks without significant availability restrictions. This caption also includes other short-term highly-liquid investments readily convertible into specific amounts of cash that do not mature beyond three months.

For the purpose of the cash flow statement, demand bank overdrafts that are part of the Group's cash management and that are recorded in the consolidated statement of financial position as bank borrowings under financial liabilities are included as cash and cash equivalents.

The Group classifies the cash flows from interest received and paid as operating activities, including interest from lease liabilities (see Note 3 f) ii)), except for the interest received on loans granted for reasons other than the Group’s ordinary activity. Dividends received from associates are classified as investing activities and dividends paid by the Company, as financing activities.

m) Own equity instruments

The acquisition by the Group of the Company's equity instruments is presented separately at acquisition cost as a decrease in consolidated shareholders' equity in the consolidated statement of financial position. In the transactions entered into with own equity instruments no profit or loss is recognised in the consolidated income statement.

Transaction costs related to own equity instruments, including issue costs related to a business combination, are recorded as a decrease in reserves, net of any tax effect.

Subsequent repayment of the parent's equity instruments gives rise to a capital reduction for the amount of those shares, and the positive or negative difference between acquisition cost and the nominal amount of the shares is charged or credited to reserve accounts for retained earnings.

Dividends related to equity instruments are recorded as a reduction in consolidated equity when they are approved by the shareholders in general meeting.

n) Government grants

Grants awarded by public entities are recorded when there is reasonable assurance that the conditions associated with their awarding will be met and they will be received.

i) Capital grants

Capital grants awarded as monetary assets are recorded with a credit to the Government grants caption of the consolidated statement of financial position, and are recorded in the Other income caption as the corresponding financed assets are depreciated or amortised.

ii) Operating grants

Operating grants are recorded as a reduction in the expenses they finance.

Grants received as compensation for expenses or losses incurred, or in order to provide immediate financial support not related to future expenses, are recorded with a credit to other income accounts.

iii) Interest rate grants

Financial liabilities comprising implicit assistance in the form of below-market interest rates are initially recognised at fair value. The difference between this value, adjusted where necessary for the issue costs of the financial liability and the amount received, is recognised as a government grant based on the nature of the grant awarded.

o) Employee benefits

i) Termination benefits

Termination benefits are recognised at the earlier of the date from which the Group can no longer withdraw its offer and that on which it recognises the costs of a restructuring effort that will entail the payment of termination benefits.

In respect of termination benefits as a result of the employees' decision to accept a voluntary redundancy offer, the Group is deemed unable to withdraw its offer at the earlier of the date on which the employees accept the offer and the date of effectiveness of some form of restriction on the Group's ability to withdraw the offer.

In respect of involuntary termination, the Group is deemed unable to withdraw its offer when it has communicated the plan to the affected employees or their union representatives and the actions needed to complete the plan suggest that it is unlikely that there will be significant changes in the plan; the plan identifies the number of employees whose services are to be terminated, their job classification of function, their location and their expected termination date; and the termination benefits to be received by the laid-off employees have been established in sufficient detail to enable them to determine the type and amount of remuneration they will receive upon termination.

If the Group expects to fully settle the termination benefits within 12 months after year end, the liability is discounted using the market returns for issues of high-rated bonds.

ii) Termination benefits linked to restructuring processes

Termination benefits related to restructuring processes are recognised when the Group has a constructive obligation, i.e. when there is a detailed formal plan for such process identifying at a minimum the business (or parts of the business) concerned, the main locations affected, the function and approximate number of employees who will be compensated for termination of their services, the termination benefits to be paid, the plan's implementation timing, and a valid expectation has been raised among those affected that the restructuring will be carried out either because the plan has started to be implemented or because the main features of the plan have been announced to those affected by it.

iii) Other long-term employee benefits

The Group has assumed payment to its employees of the obligations derived from the collective agreements to which certain Spanish Group companies are party, whereby the employees subject to them with at least 25 or 40 years of service in the company shall receive 45 or 75 days, respectively, of the last fixed salary. The Group has recorded the estimated liability for this commitment in the Provisions caption of the consolidated statement of financial position.

Additionally, in accordance with prevailing regulations in the corresponding country, certain foreign group companies have commitments to their employees for retirement bonuses. The estimated liability is recorded in the above-mentioned caption whereby upon retirement, employees will receive an amount accrued over their working lives at the company based on an accrued annual amount calculated by applying a ratio to the employee's overall annual remuneration. The liability is recorded at the beginning of the year subject to the increase in the cost of living. Some of these commitments are financed through the payment of insurance premiums.

The liability for long-term employee benefits recorded in the consolidated statement of financial position corresponds to the present value of the obligations assumed at year end.

In the case of subcontracted commitments the liability for long-term employee benefits recorded in the consolidated statement of financial position corresponds to the present value of the defined benefit obligations existing at year end less the fair value of the plan assets at that date.

The Group recognises as an expense or income accrued for long-term employee benefits the net amount of the service cost for the year, the net cost of interest and the recalculation of the measurement of the net liability for long-term benefits, as well as the one related to any reimbursement and the effect of any reduction or settlement of the commitments acquired.

The present value of the obligations existing at year end and the service cost is calculated periodically by independent actuaries using the projected unit credit method. The discount interest rate is determined based on the market interest rates for issues of high-rated bonds, denominated in the currency in which the benefits will be paid and with maturity periods similar to those for the corresponding benefits.

The reimbursement rights to some or all payment obligations for defined benefits are only recognised when collection is virtually certain.

The asset or liability for defined employee benefits is recorded as current or non-current based on the realisation or maturity period of the corresponding benefits.

iv) Short-term employee benefits

The Group recognises the expected cost of short-term employee benefits as paid leave, the right to which accumulates from period to period, as employees render the services that vest the right to this remuneration. If paid leave is not cumulative, the cost is recognised as the leave is taken.

The Group recognises the expected cost of the share in profit or employee bonus plans when it has a legal or constructive present obligation as a result of past events and a reliable estimate of the obligation can be made.

p) Provisions

Provisions are recognised when the Group has a present obligation (legal or implicit) as a result of a past event; it is more probable than not that an outflow of resources embodying economic benefits will be required to settle the obligation; and the amount of the obligation can be reliably estimated.

The amount recognised as a provision in the consolidated statement of financial position is the best estimate of the expenditure required to settle the present obligation at the end of the reporting period, taking into account all risks and uncertainties surrounding the amount to be recognised as a provision and, where the time value of money is material, the financial effect of discounting provided that the expenditure to be made each period can be reliably estimated. The discount rate is a pre-tax rate that reflects the time value of money and the specific risks for which future cash flows associated with the provision have not been adjusted at each reporting date.

The financial effect of the provisions is recorded as a finance cost in profit or loss. The provisions do not include the tax effect, nor the disposal or abandonment of assets.

The provision is reversed if it is less probable than not that an outflow of resources will be required to settle the obligation. The provision is reversed against the profit or loss caption in which the corresponding expense was recorded, and the surplus, if any, is recognised in the Other income caption.

Our warranty policy complies with the legislation in each country where we market our products and usually lasts for a minimum of one year.

In certain cases, and to adapt to the nature of the markets we serve, these warranties can be increased to up to three/five years if needed.

The warranties given by Fluidra are *assurance warranties*, whereby Fluidra undertakes to deliver the product under the terms of the contract. Assurance warranties are calculated in accordance with historical fault rates and are quantified as the cost of raw materials and labour required to bring the product to compliance with the contract terms. They are recorded when the product is sold as a current liability. The historical rates are calculated annually and are applied to the different product ranges sold.

q) Share-based payment transactions

The Group recognises the goods and services received or acquired in a share-based payment transaction when it obtains the goods or as the services are received. If the goods or services are received as part of an equity-settled share-based payment, it recognises an increase in equity; if they are received as part of a cash-settled share-based payment, it recognises a liability along with a balancing charge in profit or loss or an asset in the consolidated statement of financial position.

The delivery of equity instruments as consideration for the services performed by the employees of the Group or third parties providing similar services are measured by reference to the fair value of the equity instruments granted.

Employee benefits paid in the form of equity instruments are recognised by applying the following criteria:

- If the equity instruments granted vest immediately on the grant date, the services received are recognised with a charge to profit or loss, with a corresponding increase in equity.
- If the equity instruments granted vest when the employees complete a specified service period, those services are

accounted for during the vesting period, with a credit to equity accounts.

The Group measures the fair value of the instruments granted to employees at the grant date.

Market-related vesting conditions and other non-determining vesting conditions are taken into account when measuring the fair value of the equity instruments granted. Vesting conditions, other than market conditions, are taken into account by adjusting the number of equity instruments included in the measurement of the transaction amount so that, ultimately, the amount recognised for services received is based on the number of equity instruments that eventually vest. Consequently, the Group recognises an amount for the services received during the vesting period based on the best available estimate of the number of equity instruments expected to vest, revising this estimate if the number of equity instruments expected to vest differs from previous estimates.

Once the services received and the corresponding increase in equity have been recognised, no additional adjustments to equity are made after the vesting date, notwithstanding the corresponding reclassifications made in equity.

r) Recognition of revenue from contracts with customers

The Group has adopted IFRS 15 Revenue from contracts with customers since 1 January 2018, which has entailed adapting certain accounting policies.

i) Sale of goods

Revenue from the sale of goods is recognised when control of the goods is transferred to the customer. Delivery takes place when the products have been sent to the specified location, the risks of obsolescence and loss have been transferred to the customer and the customer has accepted the products in accordance with the sales contract, the acceptance terms have expired or the Group has objective evidence that all acceptance criteria have been met.

A receivable is recognised when the goods are delivered, as this is the moment when the consideration is unconditional because only the passing of time is needed before payment is due. Unless otherwise stated and specified in the sales contract, control of the products is considered to be transferred to the customer when the risk is transferred, according to the Incoterm applied (International Commercial Terms). No differences are made for the type of product or customer.

The most frequently used Incoterms are CIP, DAP, FCA and, to a lesser extent, FOB, CIF and EXW.

When the customer is entitled to return the product within a specific period, the company is obliged to refund the acquisition cost. Ordinary income is adjusted by the expected value of the refunds and the cost of sales is adjusted by the value of the corresponding expected goods returns. Under IFRS15, a refund liability is recognised for expected customer returns as an adjustment in ordinary income in trade and other payables. At the same time, the Group is entitled to recover the product from the customer when the customer exercises their right to return and recognises an asset and an adjustment relating to the sales cost. The asset is measured by reference to the former carrying amount of the product.

Sales prices are based on a number of recommended rates for end customers, to which discounts are applied for our customers according to the volume of business they do with us and the type of product they buy from us.

A scale of additional incentives is also applied to large accounts, depending on the purchase volumes they reach. These incentives are negotiated yearly.

Under IFRS 15, an entity estimates the variable consideration (volume discounts, prompt payment discounts, rebates, etc.) using whichever of the following methods it believes predicts the amount of consideration to which it will be entitled:

- Expected value: expected value is the total probability-weighted amount based on a range of possible consideration amounts.
- Most likely amount: the most likely amount is the single most likely amount.

In our business, we use the expected value method in the majority of cases, in accordance with IFRS 15.

Volume discounts is the most relevant category in the key customer segment, and we specifically apply different scenarios based on sales from the last budget or projection, corrected according to actual sales. Prompt payment discounts are recognised based on the most likely amount in play if a customer does or does not take advantage of the discount. Historical rates for each of the companies and/or markets comprising the Group are used for other types of discount (trade discounts, sales, etc.).

In addition, pool professionals in the American market who purchase via our distributors are offered a points programme based on the volume of purchases, which can be redeemed for rebates, products, company *merchandising* or travel.

This points programme (loyalty programme) is treated as a performance obligation, as our customer has the right to receive the consideration included in this programme. Income is recognised as the loyalty points are redeemed or expire. The points given are corrected for the historical percentage of points that are not redeemable and are measured according to the sales price of the products delivered and/or the discounts granted.

ii) Services rendered

Income from services is recognised in the year in which they are rendered. In the case of fixed-price contracts, revenue is recognised on the basis of the actual service rendered until the end of the reporting period, as a percentage of the total services to be rendered. This is calculated based on the actual total costs incurred in relation to expected total costs.

Some contracts include multiple deliverables, such as installation services. The installation is simple however, does not include an integration service and could be carried out by a third party. Therefore, it is recognised as a separate execution obligation. In this case, the transaction price is allocated to each execution obligation based on independent sales prices. When these are not directly discernible, they are estimated based on the expected cost plus margin.

If the circumstances change, the estimated revenue, costs and degree of completion is reviewed. Any resulting increase or decrease in revenue or estimated costs is reflected in profit or loss for the year in which management becomes aware of the circumstances calling for the review.

In the case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the Group exceed the payment, a contract asset is recognised. If payments exceed the services rendered, a contract liability is recorded.

iii) Financial components

The Group does not expect to have any contracts in which the period between the transfer of goods and services promised to the customer and the payment received exceeds one year. Therefore, the Group does not adjust any of the transaction prices on account of the time value of money.

iv) Dividend income

Income from dividends on investments in financial instruments is recognised in profit or loss when the Group's right to receive payment is established.

s) Income tax

Tax expense (income) comprises current tax and deferred tax.

Current tax is the income tax payable (recoverable) in respect of consolidated taxable profit (tax loss) for the year. Current tax liabilities and assets are measured at the amount expected to be paid or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax liabilities are income tax payable in future periods in respect of taxable temporary differences, while deferred tax assets are income tax recoverable in future periods in respect of deductible temporary differences, the carryforward of unused tax losses and the carryforward of unused tax credits. Temporary differences are defined as differences between the carrying amount of an asset or liability in the statement of financial position and its tax base.

Current and deferred tax is recognised in profit or loss, unless the tax arises from a transaction or economic event which is recognised, in the same or a different period, directly in consolidated equity or a business combination.

Tax credits on the income tax granted by public entities as a decrease on the amount payable for this tax are recognised as a decrease in the income tax expense when there is reasonable assurance that the conditions related to the right to deduction will be met.

In certain territories, the Group has availed itself of the consolidated tax regime, as mentioned in Note 28.

i) Recognition of taxable temporary differences

A deferred tax liability is recognised for all taxable temporary differences, except:

- To the extent that the deferred tax liability arises from the initial recognition of goodwill, or the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).
- To the extent that the deferred tax liability relates to taxable temporary differences associated with investments in subsidiaries or joint ventures where the Group has the capacity to control the date of reversal and it is not probable that reversal will happen in the foreseeable future.

ii) Recognition of deductible temporary differences

Deferred tax assets are recognised provided that:

- It is probable that sufficient future taxable profit will be available against which they can be utilised, unless the differences arise from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).
- They relate to deductible temporary differences associated with investments in subsidiaries or joint ventures to the extent that temporary differences will be reversed in the foreseeable future and future taxable profit will be available to offset the differences.

Tax planning opportunities are only considered for the purpose of assessing the recoverability of deferred tax assets if the Group intends to use them or it is probable that it will use them.

iii) Measurement

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the periods in which the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period and factoring in the tax consequences that would follow from the manner in which the Group expects to recover or settle the carrying amount of its assets and liabilities.

The Group reviews the carrying amounts of its deferred tax assets at the end of each reporting period with a view to reducing these carrying amounts, as it is no longer probable that sufficient taxable profit will be available to allow part or all of the assets to be utilised.

Deferred tax assets that do not satisfy the above conditions are not recognised in the consolidated statement of financial position. At the end of each reporting period, the Group reassesses unrecognised deferred tax assets to determine whether the recognition criteria have been met.

iv) Offsetting and classification

The Group only offsets current tax assets and current tax liabilities if it has a legally enforceable right to offset the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group only offsets deferred tax assets and liabilities if it has a legally enforceable right, when they relate to income taxes levied by the same tax authority and on the same taxable entity and when the tax authority permits the Group to make or receive a single net payment, or to recover the assets and settle the liabilities simultaneously in each future year in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

t) Offsetting of assets and liabilities, income and expenses

Assets and liabilities and income and expenses are not offset, unless offsetting is required or allowed by a standard or interpretation.

u) Classification of current and non-current assets and liabilities

The Group classifies assets and liabilities in the consolidated statement of financial position as current and non-current. For these purposes, assets and liabilities are classified as current in accordance with the following criteria:

- Assets are classified as current when they are expected to be realised or are intended for sale or consumption in the Group's normal operating cycle, they are held primarily for trading, they are expected to be realised within 12 months from the reporting date, or are cash or cash equivalents, unless they are restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

- Liabilities are classified as current when they are expected to be settled in the Group's normal operating cycle, they are held primarily for the purpose of trading, they are due to be settled within 12 months after the reporting period, or the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

- Financial liabilities are classified as current when they are due to be settled within 12 months after the reporting date, even if the original term was for a period longer than 12 months, and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting period and before the interim condensed consolidated financial statements are authorised for issue.

- Deferred tax assets and deferred tax liabilities are recognised in the consolidated statement of financial position as non-current assets and non-current liabilities, irrespective of the expected date of recovery or settlement.

v) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's chief operating decision maker to make decisions about resources to be allocated to the segment, assess its performance, and for which discrete financial information is available.

w) Environmental issues

The Group carries out activities whose primary purpose is to prevent, reduce or repair damages caused to the environment from its operations.

Expenses incurred for environmental activities are recognised under Other operating expenses during the year in which they are incurred.

Property, plant and equipment acquired by the Group for long-term use to minimise the environmental impact of its activity and protect and improve the environment, including the reduction and elimination of future pollution from the Group's activities, are recognised as assets applying the measurement, presentation and disclosure criteria described in section (c) above.

Where appropriate, the Group records provisions for environmental activities when such expenses are known in the same year or previous year, and when the related concepts are clearly specified. These provisions are recorded based on the criteria indicated in section (p) Provisions of this note. Compensation to be received by the Group in connection with environmental obligations is recognised as an amount receivable in assets on the consolidated statement of financial position, provided that there is no doubt as to whether this compensation will actually be received, and that it does not exceed the amount of the recorded obligation.

4. Segment reporting

The Fluidra Group's organisational structure is organised into four divisions, three of them covering a geographical approach, which manage the Group's sales and distribution activity, and the fourth one, which comprises the manufacturing and logistics chain for the whole Group. A manager is assigned to each division and they report directly to the Management Advisory Committee, maintaining regular contact to deal with operations, operating results and financial profit/(loss), forecasts and plans for each segment. The Management Advisory Committee monitors financial information based on the following division structure.

The Business Divisions are EMEA, North America and APAC.

The EMEA segment (Europe, Middle East & Africa) relates to Europe, Africa (excluding South Africa) and South America, including mature markets showing more modest growth and a larger market share where the strategy is to improve profitability through operating leverage, and also other emerging markets with higher growth expectations.

The North America segment relates to the United States and Canada and centres on increasing market share in the world's largest swimming-pool market, taking advantage of the growth in connected pools, customer loyalty and an increase in product range.

The APAC (Asia-Pacific) segment's main markets are Australia, Asia and South Africa. This segment includes mature markets showing more modest growth, but a smaller market share than in European markets, and emerging markets with greater growth expectations due to new pool construction and a bigger focus on public pools in Asian markets.

Lastly, the Operations Division, which is mainly located in Spain, France and China, focuses on increasing cost efficiency through the rationalisation of production plant structure, improving quality, demand planning and the optimisation of industrial assets.

This organisational structure also affects identification of the Group's cash-generating units (CGUs) (Note 8) .

In addition to the four segments mentioned above, the holding, real estate and/or services companies (where there are no operational or sales activities and which do not generate significant revenue for third parties) are included in the Shared Services caption. This breakdown is provided for the purposes of reconciling the segment information in the total consolidated figures in the financial statements, as it does not constitute an operating segment under IFRS 8.

The inter-segment selling prices are established based on standard terms and conditions available to unrelated third parties.

The difference between the sum of the items of the different business segments and the total thereof in the consolidated income statement corresponds to the Shared services caption and to the intra-segment consolidation adjustments, basically the sales between the Operations division and the Sales divisions, and their corresponding margin adjustment in inventories, as well as other adjustments derived from the business combinations and consolidation.

The Management Advisory Committee uses adjusted EBITDA to measure the segment results. As well as the financial information prepared under IFRS-EU, Fluidra also prepares alternative performance measures (APMs), as defined in the guidelines issued by the European Markets and Securities Authority (ESMA). For further information about definitions, relevance of use and the reconciliation of APMs, visit: Alternative performance measures - 2024. Amortisation / depreciation and impairment losses are linked to the assets directly allocated to the segment activity, excluding the impact of allocating the acquisition price of business combinations and investment portfolio provisions. Net financial profit/(loss) and income tax expense are not allocated by segment, as these activities are dealt with by the Group's central departments.

Intangible assets, deferred taxes, goodwill, provisions and financial assets and liabilities are not allocated by segment, as they are dealt with at Group level. Each segment manages non-current property, plant and equipment, inventories, trade and other receivables and trade and other payables (the segment's net assets).

Intangible assets that reflect the fair value of the acquired customer portfolios are monitored centrally by the central finance department and not by the segment, where only the business management of these portfolios is carried out. The CGU manager is in charge of the business management of the customer portfolio (at CGU level), whether from business combinations or as a result of organic growth, via the business network in each of the territories where it operates. Under no circumstances is a distinction made between whether the portfolio comes from a business combination or not, so the intangible asset is not allocated for internal monitoring of the segment.

Details of the Group's segment reporting for 2024 and 2023 are shown in Appendices II and III to these interim condensed consolidated financial statements.

5. Business combinations and sales of Group companies

The breakdown of transactions resulting in a business combination in 2024 and 2023 is as follows:

2024

Fluidra Group Australia Pty Ltd, a subsidiary owned in full and indirectly by Fluidra, S.A., signed a purchase agreement on 1 February 2024 to acquire the business of Chadson Engineering Pty Ltd, a renowned designer and manufacturer of granular and regenerative filtration systems in Australia. This acquisition complements Fluidra's range of products for commercial pools and improves its capacity to offer a wide range of solutions to customers in the Asia-Pacific region. The acquisition price involved an initial outlay of AUD 3,900 thousand (€2,413 thousand), with a deferred payment of AUD 1,700 thousand (€1,051 thousand).

Due to commercial and management synergies, this acquisition has been integrated into the Asia-Pacific CGU.

On 29 November 2024, an agreement was signed to purchase 100% of the share capital of the Portuguese companies Dini & Lulio, LdA, Ecohídrica, Tecnologias da Agua LdA, Kreative Techk, LDA, and NCWG, Sistemas de Gestão de Água, LDA (jointly, the NCWG Group). The NCWG Group is one a leading swimming-pool distributor in Portugal. This acquisition will enable Fluidra to expand its product offering and customer portfolio and strengthen its geographical presence in the country. The acquisition price involved an initial outlay of €800 thousand, with a deferred payment of €804 thousand.

Due to commercial and management synergies, this acquisition has been integrated into the Europe CGU.

From the date of acquisition to the 31 December 2024, the acquired business has generated consolidated total sales of goods and finished products for the Group amounting to €915 thousand and consolidated total profit after tax of €140 thousand.

A breakdown of the consideration paid, of the fair value of the net assets acquired and goodwill for the business combinations carried out during the twelve-month period ended 31 December 2024 is as follows:

Consideration paid	
Cash paid	3,213
Deferred price	1,855
Total consideration paid	**5,068**
Fair value of net assets acquired	(583)
Goodwill	5,651

The intangible assets that have not been recorded separately from goodwill and have therefore been included in it since they do not meet the separability criterion required by IFRS-EU mainly relate to the work force and synergies of the acquired business.

Accounting of the Chadson Engineering business combination is final, whereas accounting of the NCWG Group business combination is still provisional.

The most significant differences that have arisen between the carrying amounts of the businesses acquired during the year and their fair values relate to the customer portfolios and brands.

The customer portfolios have been valued by an independent expert using the MPEE method (multi-period excess earnings). The fair value of the brands was also based on valuations made by an independent expert using the royalty relief method. The following assumptions were used:

	Chadson
Sales CAGR	5.0% - 10.0%
Discount rate	13.3%
Tax rate	30.0%
Loss rate	2.7% - 6.4%
Royalty rate	4.9%

The amounts that have been recorded in the consolidated statement of financial position at the date of acquisition of the assets, liabilities and contingent liabilities of the businesses acquired during the twelve-month period ended 31 December 2024, by significant categories, are as follows:

	Thousands of euros
Property, plant and equipment	1,359
Other intangible assets	2,280
Right-of-use assets	244
Non-current financial assets	9
Inventories	3,225
Trade and other receivables	1,459
Cash and cash equivalents	151
Total assets	**8,727**
Bank borrowings and other marketable securities - non-current	1,480
Non-current lease liabilities	244
Non-current provisions	200
Deferred tax liabilities	670
Bank borrowings and other marketable securities - current	2,834
Trade and other payables	3,338
Current provisions	544
Total liabilities and contingent liabilities	**9,310**
Total net assets	**(583)**
Total net assets acquired	**(583)**
Paid in cash	3,213
Cash and cash equivalents acquired	151
Cash paid for the acquisitions	3,062

In the twelve-month period ended 31 December 2024, cash was disbursed in connection with the acquisition of subsidiaries in prior years and non-controlling interests for €2,630 thousand.

2023

On 25 January 2023, completion of the acquisition transaction was signed off whereby 95% of the Hungarian companies Kerex Uszoda Kft and Kerex Szerelő Kft (together "Kerex") were acquired. This transaction allows Fluidra to offer a comprehensive, complete and high-quality product portfolio to its expanded customer base in Hungary, together with an even more efficient service. The acquisition price involved an initial outlay of HUF 1.4 billion (€3,581 thousand), with a deferred payment of HUF 350 million (€896 thousand). In addition, cross options to be exercised between 2023 and 2024 were agreed upon with the non-controlling interests arising from "Kerex", which were recorded as a liability and were initially valued at HUF 526 million (€1,346 thousand).

Due to commercial and management synergies, this acquisition was integrated into the Europe CGU.

Fluidra Commercial, S.A.U., a subsidiary indirectly wholly-owned by Fluidra, S.A. signed a share purchase agreement on 23 December 2022 whereby it undertook to acquire one hundred percent (100%) of the share capital of the German companies Meranus Gesellschaft für Schwimmbad- und Freizeitausrüstungen mbH ("Meranus Haan"), Meranus Gesellschaft für Schwimmbad- und Freizeitausrüstungen mbH ("Meranus Lauchhammer"), and Aquacontrol, Gesellschaft für Meß-, Regelund Steuerungstechnik zur Wasseraufbereitung mbH ("Aquacontrol") (the three acquired companies are jointly referred to as the "Meranus Group"). The Meranus Group is a leading German swimming-pool equipment distributor and manufacturer of swimming-pool control and dosage technology.

On 6 July 2023, having met all the conditions precedent, Fluidra acquired the Meranus Group for €30 million on a cash and debt free basis. This acquisition enables Fluidra to improve its leading position in the German market and to offer a more complete product portfolio to a wider customer base.

Due to commercial and management synergies, this acquisition was integrated into the Europe CGU.

From the date of acquisition to 31 December 2023 (and in the case of Kerex, up until the merger date with Fluidra Magyar Kft), the acquired business generated total consolidated sales of goods and finished products amounting to €11,733 thousand and consolidated loss after tax of €755 thousand.

If the acquisition had occurred on 1 January 2023, the Group's sales of goods and finished products would have increased by €11,230 thousand and consolidated profit after tax would have decreased by €1,891 thousand.

A breakdown of the consideration paid, of the fair value of the net assets acquired and goodwill for the business combinations carried out during the twelve-month period ended 31 December 2023 is as follows:

Consideration paid	
Cash paid	32,377
Contingent consideration / Deferred price	3,626
Total consideration paid	**36,003**
Fair value of net assets acquired	20,555
Goodwill	15,448

The intangible assets that were not recorded separately from goodwill and were therefore included in it since they do not meet the separability criterion required by IFRS-EU mainly relate to the work force and synergies of the acquired business.

The accounting of the Kerex and the Meranus Group business combinations is final.

The most significant differences that arose between the carrying amounts of the businesses acquired during the year and their fair values related to customer portfolios.

The customer portfolios were valued by an independent expert using the MPEE method (multi-period excess earnings). The following key assumptions were used:

	Kerex	Grupo Meranus
Sales CAGR	4.0%	2.1%
Discount rate	15.3%	11.1%
Tax rate	9.0%	28.2%
Loss rate	10.2%	3.2% - 4.1%

The amounts that were recorded in the consolidated statement of financial position at the date of acquisition of the assets, liabilities and contingent liabilities of the businesses acquired during the twelve-month period ended 31 December 2023, by significant categories, are as follows:

	Thousands of euros
Property, plant and equipment	419
Other intangible assets	19,170
Right-of-use assets	2,671
Non-current financial assets	32
Inventories	8,184
Trade and other receivables	2,864
Cash and cash equivalents	5,536
Total assets	**38,876**
Bank borrowings and other marketable securities - non-current	135
Non-current lease liabilities	2,214
Non-current provisions	604
Deferred tax liabilities	5,302
Bank borrowings and other marketable securities - current	1,066
Current lease liabilities	457
Trade and other payables	7,863
Current provisions	680
Total liabilities and contingent liabilities	**18,321**
Total net assets	**20,555**
Total net assets acquired	**20,555**
Paid in cash	32,377
Cash and cash equivalents acquired	5,536
Cash paid for the acquisitions	26,841

In the twelve-month period ended 31 December 2023, cash was disbursed in connection with the acquisition of subsidiaries in prior years and non-controlling interests for €7,349 thousand.

6. Property, plant and equipment

Details of property, plant and equipment and movement during 2024 and 2023 are as follows:

Thousands of euros	Balances at 31.12.23	Business combinations	Additions	Disposals	Impairment	Transfers	Exchange gains/ (losses)	Balances at 31.12.24
Cost								
Land and buildings	64,537	84	409	(357)	—	(8,735)	268	56,206
Plant and machinery	160,813	950	11,317	(3,709)	—	15,793	1,536	186,700
Other installations, tools and furniture	193,278	49	11,480	(7,481)	—	2,087	3,620	203,033
Other PPE	29,330	276	3,204	(5,646)	—	1,050	(261)	27,953
Under construction	23,805	—	11,981	(181)	—	(14,196)	374	21,783
	471,763	1,359	38,391	(17,374)	—	(4,001)	5,537	495,675
Accumulated depreciation								
Buildings	(29,108)	—	(1,419)	—	—	6,080	(123)	(24,570)
Plant and machinery	(102,541)	—	(11,936)	3,472	—	(10,627)	(1,205)	(122,837)
Other installations, tools and furniture	(133,907)	—	(12,280)	7,227	—	5,957	(1,941)	(134,944)
Other PPE	(20,871)	—	(3,368)	5,556	—	(285)	129	(18,839)
	(286,427)	—	(29,003)	16,255	—	1,125	(3,140)	(301,190)
Carrying amount	**185,336**	**1,359**	**9,388**	**(1,119)**	**—**	**(2,876)**	**2,397**	**194,485**

Thousands of euros	Balances at 31.12.22	Business combinations	Additions	Disposals	Impairment	Transfers	Exchange gains/ (losses)	Balances at 31.12.23
Cost								
Land and buildings	67,237	—	835	(921)	—	(2,179)	(435)	64,537
Plant and machinery	155,186	115	6,315	(1,333)	25	2,397	(1,892)	160,813
Other installations, tools and furniture	181,066	192	9,238	(3,850)	4	9,610	(2,982)	193,278
Other PPE	30,669	112	3,214	(2,041)	27	(1,995)	(656)	29,330
Under construction	24,483	—	16,302	—	—	(16,710)	(270)	23,805
	458,641	419	35,904	(8,145)	56	(8,877)	(6,235)	471,763
Accumulated depreciation								
Buildings	(29,985)	—	(1,419)	663	—	1,394	239	(29,108)
Plant and machinery	(93,549)	—	(10,844)	1,007	—	(294)	1,139	(102,541)
Other installations, tools and furniture	(129,277)	—	(12,644)	3,850	—	2,370	1,794	(133,907)
Other PPE	(21,791)	—	(3,220)	954	—	2,707	479	(20,871)
	(274,602)	—	(28,127)	6,474	—	6,177	3,651	(286,427)
Carrying amount	**184,039**	**419**	**7,777**	**(1,671)**	**56**	**(2,700)**	**(2,584)**	**185,336**

In 2024, there have been investments in molds for new products for an approximate amount of €3,931 thousand (€4.783 thousand in 2023). The investments in several production plants (€14,506 thousand) and machinery to improve the production process (€7,238 thousand) should be noted (€19,354 thousand and €3,688 thousand, respectively, in 2023).

a) Property, plant and equipment pledged as guarantees

At 31 December 2024 and 2023, no property, plant and equipment items are mortgaged or pledged as guarantees.

b) Insurance

The consolidated Group has taken out insurance policies to cover the risks to which its property, plant and equipment items are exposed. The coverage of these policies is considered sufficient.

c) Fully-depreciated assets

The cost of fully depreciated property, plant and equipment items still in use at 31 December 2024 and 2023 is as follows:

Thousands of euros	2024	2023
Buildings	15,297	21,139
Plant and machinery	90,677	85,819
Other installations, tools and furniture	113,286	115,459
Other property, plant and equipment	16,683	20,933
	235,943	**243,350**

d) Property, plant and equipment located abroad

At 31 December 2024, items of property, plant and equipment located outside Spain have a carrying amount of €97,089 thousand (€92,684 thousand at 31 December 2023).

e) Gains / (losses) on disposals of fixed assets

No disposal of fixed assets during the twelve-month period ended 31 December 2024 is individually significant.

Proceeds from disposals of fixed assets during the twelve-month period ended 31 December 2023 relate to profits on the sale of a property located in Spain for €511 thousand and the sale of assets in the United States for €305 thousand.

7. Investment property

Details of the investment property accounts and movement during 2024 and 2023 are as follows:

Thousands of euros	Balances at 31.12.2023	Additions	Impairment	Transfers	Exchange gains / (losses)	Balances at 31.12.2024
Cost						
Land	1,790	—	7	2,820	(35)	4,582
Buildings	6,223	18	—	3,409	—	9,650
	8,013	18	7	6,229	(35)	14,232
Accumulated amortisation						
Buildings	(5,069)	(58)	—	(3,330)	—	(8,457)
	(5,069)	(58)	—	(3,330)	—	(8,457)
Carrying amount	**2,944**	**(40)**	**7**	**2,899**	**(35)**	**5,775**

Thousands of euros	Balances at 31.12.2022	Additions	Impairment	Transfers	Exchange gains / (losses)	Balances at 31.12.2023
Cost						
Land	769	—	(8)	1,019	10	1,790
Buildings	2,513	—	—	3,710	—	6,223
	3,282	—	(8)	4,729	10	8,013
Accumulated amortisation						
Buildings	(1,388)	(54)	—	(3,627)	—	(5,069)
	(1,388)	(54)	—	(3,627)	—	(5,069)
Carrying amount	**1,894**	**(54)**	**(8)**	**1,102**	**10**	**2,944**

The fair value of investment property does not substantially differ from the carrying amount.

8. Goodwill and Other intangible assets

Movement in the Goodwill and Other intangible assets accounts during 2024 and 2023 is as follows:

a) Goodwill

Thousands of euros	Balances at 31.12.2023	Business combinations	Additions	Disposals	Impairment	Exchange gains/(losses)	Balances at 31.12.2024
Carrying amount							
Goodwill	1,297,026	5,651	—	—	—	42,156	**1,344,833**

Thousands of euros	Balances at 31.12.2022	Business combinations	Additions	Disposals	Impairment	Exchange gains/(losses)	Balances at 31.12.2023
Carrying amount							
Goodwill	1,307,022	15,448	—	—	—	(25,444)	**1,297,026**

b) Other intangible assets

Thousands of euros	Balances at 31.12.2023	Business combinations	Additions	Disposals	Impairment	Transfers	Exchange gains / (losses)	Balances at 31.12.2024
Cost								
Development expenses for work in progress	154,504	—	21,060	(2,906)	(229)	(109)	6,465	178,785
Relations with customers/ Contractual relations	807,959	1,910	59	—	—	(1,540)	45,595	853,983
Computer software	62,338	—	5,764	(750)	—	501	798	68,651
Patents, Trademarks and Other intangible assets	312,993	370	6,851	(2,224)	—	2,018	16,180	336,188
	1,337,794	2,280	33,734	(5,880)	(229)	870	69,038	1,437,607
Accumulated amortisation								
Product development expenses	(71,882)	—	(16,992)	2,906	—	(31)	(3,373)	(89,372)
Relations with customers/ Contractual relations	(318,684)	—	(51,925)	—	—	(1,051)	(19,195)	(390,855)
Computer software	(48,673)	—	(6,221)	688	—	(450)	(689)	(55,345)
Patents, Trademarks and Other intangible assets	(21,988)	—	(11,916)	2,191	—	627	(1,374)	(32,460)
	(461,227)	—	(87,054)	5,785	—	(905)	(24,631)	(568,032)
Carrying amount	**876,567**	**2,280**	**(53,320)**	**(95)**	**(229)**	**(35)**	**44,407**	**869,575**

Thousands of euros	Balances at 31.12.2022	Business combinations	Additions	Disposals	Impairment	Transfers	Exchange gains / (losses)	Balances at 31.12.2023
Cost								
Development expenses for work in progress	138,667	—	17,497	(90)	(283)	1,961	(3,248)	154,504
Relations with customers/ Contractual relations	821,162	19,156	—	(6,450)	—	—	(25,909)	807,959
Computer software	54,189	14	5,572	(722)	—	3,662	(377)	62,338
Patents, Trademarks and Other intangible assets	326,205	—	2,908	(4,920)	—	(1,599)	(9,601)	312,993
	1,340,223	19,170	25,977	(12,182)	(283)	4,024	(39,135)	1,337,794
Accumulated amortisation								
Product development expenses	(59,859)	—	(13,711)	67	—	—	1,621	(71,882)
Relations with customers/ Contractual relations	(282,525)	—	(51,756)	6,450	—	—	9,147	(318,684)
Computer software	(40,642)	—	(6,330)	570	—	(2,557)	286	(48,673)
Patents, Trademarks and Other intangible assets	(10,968)	—	(16,108)	4,592	—	(11)	507	(21,988)
	(393,994)	—	(87,905)	11,679	—	(2,568)	11,561	(461,227)
Carrying amount	**946,229**	**19,170**	**(61,928)**	**(503)**	**(283)**	**1,456**	**(27,574)**	**876,567**

There are no intangible assets pledged as guarantees, except for those mentioned in Note 19.

Additions to product development expenses in 2024 amounting to €21,060 thousand (€17,497 thousand in 2023) are related to work performed by the Group and capitalised as non-current assets, and are included in said caption of the consolidated income statement.

At 31 December 2024, additions to accumulated amortisation include €63,423 thousand relating to the amortisation of intangible assets generated by business combinations, as a result of allocating the purchase price to the assets and liabilities acquired (€67,484 thousand at 31 December 2023).

The cost of fully amortised intangible assets still in use at 31 December 2024 and 2023is as follows:

Thousands of euros	2024	2023
Development expenses for work in progress	70,238	56,126
Computer software	44,187	37,859
Patents, trademarks and other intangible assets	30,633	31,444
	145,058	**125,429**

At 31 December 2024, intangible assets located outside Spain have a carrying amount of €842,163 thousand (€854,445 thousand at 31 December 2023).

c) Impairment and allocation of goodwill to CGUs

i) CGU structure

The CGU structure is as follows:

- **North America**

  North America represents both a segment and a separate CGU, based on the territory's high level of independence in terms of trademarks used and the range of products managed from the region. This impacts on how its performance is measured (segment) and also how cash flows are managed with regard other business units (CGUs).

  This segment includes the American business (United States and Canada) from the merger with Zodiac. Subsequent business combinations in the American market have been assigned to this CGU due to the highly interrelated nature of the business in the United States and the centralised management of the different entities acquired.

- **Europe**

  Europe has characteristics that make a grouping of the sub-regions (countries or group of countries) included therein appropriate and therefore considered as a single CGU:

  - Shared business objectives and policies that are set at this level.

  - Agility in the designation of roles and responsibilities, as these responsibilities are commonly redefined and/or reassigned.

  - Markets with similar characteristics.

The main countries included in this CGU are Spain, Italy, France, Belgium, Germany, Austria, Switzerland, Denmark, Portugal, Hungary, Poland and the Czech Republic.

- **Operations**

  Relevant decisions for production operations are taken at a centralised level, with the Global Distribution entity (Fluidra Global Distribution, S.L.U.) as the decision-making unit considered to be the most independent. The decision-making margin held by each individual production unit is therefore reduced. Although this unit brings together different production units that differ somewhat in terms of the technologies used in each of them, it is the Global Distribution entity that draws up the contracting terms between them and the business entities included in Europe, EMEA expansion, Asia-Pacific and North America. The Global Distribution entity also allocates production to the different geographical regions. It is possible in the future that these technologies will be subject to some integration, meaning that differentiation in such a scenario would be diluted.

  This CGU includes production entities and logistics centres in Spain, France and China.

- **Asia-Pacific**

  Asia-Pacific is considered highly independent from other CGUs, where no international customers are shared, no international regulations apply, and no processes are relocatable to other geographical areas. These territories are highly interdependent in the sense that key policies and decisions are made jointly and there is a single unit in charge that brings together South Africa, Australia and Asia.

  This CGU includes the following territories: Australia, New Zealand, South Africa, Thailand, Malaysia, Singapore, Indonesia and Vietnam.

- **EMEA expansion**

  This CGU includes Brazil, Mexico, the Arab Emirates, Morocco, Turkey, Greece, India, Egypt, Romania, Colombia, Cyprus and Chile, among others.

  It includes relatively small legal entities with little structure (apart from the business structure) where sales and purchasing policies, financial and risk management are jointly carried out by an area manager who allocates resources and decides on the policies to be applied in each of these countries and/or legal entities. Area managers and the sales and purchasing policies and financial and risk management are separate from those in Europe.

- SIBO Fluidra Netherlands B.V.

  This CGU is a legal entity where there is no group of smaller assets that generate separate cash flows. Although this entity is part of the European level, it is a separate CGU as it is managed independently.

  This entity is increasingly integrated into the European network, but a significant portion of its sales centre on natural pools, unlike the rest of Fluidra's European distribution network, which is why it has remained a separate CGU up until now.

- **Certikin International, LTD**

  This CGU is a legal entity where there is no group of smaller assets that generate separate cash flows. Although this entity is part of the European level, it is a separate CGU as it is managed independently.

  In this entity, products are marketed by third parties and sold under the Certikin brand, unlike the other entities in the European CGU, where the product is manufactured by the Group and is generally marketed under the AstralPool and/or Zodiac brand. Brexit has heightened the idiosyncrasies of the UK market, which must be managed differently from the rest of Europe.

The Group has allocated goodwill to its cash-generating units (CGUs) in accordance with IAS 36, where a CGU is defined as a smaller identifiable group of assets which generates cash inflows that are largely independent of those from other assets or groups of assets.

A breakdown of goodwill allocated by CGU at 31 December 2024 and 31 December 2023 is as follows:

Thousands of euros	Segment	31.12.24	31.12.23
North America	North America	714,860	672,096
Europe	EMEA	327,288	323,593
Operations	Operations	186,562	186,562
Asia-Pacific	APAC	67,612	65,820
EMEA expansion	EMEA	39,926	40,513
SIBO Fluidra Netherlands B.V.	EMEA	5,048	5,048
Certikin International, LTD	EMEA	3,537	3,394
Total		**1,344,833**	**1,297,026**

Movement in goodwill is essentially due to the acquisition of Chadson and NCWG (see Note 5) and the currency translation differences arising from the goodwill denominated in foreign currency, chiefly as a result of fluctuations in exchange rates of the US dollar.

ii) Impairment

The recoverable amount of each CGU is determined based on the greater of fair value less disposal costs, calculated using a Level 3 methodology in line with the hierarchy established in IFRS 3, and continuing value in use. These calculations use cash flow projections based on finance budgets and/or strategic plans, approved by management, for the cash-generating units to which goodwill has been allocated and cover a period of five years. The process for preparing the strategic plans of the CGUs considers the current market situation in the main geographical areas, analysing the macroeconomic and competitive environments, as well as the CGU's position in those environments and the opportunities for growth. The key factors of business evolution are mainly the evolution of the pool stock existing in each market for the maintenance business and the evolution of the manufacture of new pools. Additionally, potential operating efficiencies due to growth and cost improvement plans are considered. Said projections and estimates are consistent with those that would be made by a market participant.

From the last year, cash flow projections are calculated using a growth rate in perpetuity in accordance with each market. The growth rates applied are detailed in the section below.

The perpetual adjusted EBITDA margin is based on the long-term profitability that is estimated likely to be sustained for each CGU, generally in line with those of the last projected year.

The perpetual growth rate has been calculated taking into account long-term CPI estimates from market sources, weighted by the importance of sales in the main countries in which each CGU operates and considering the possible depreciation of the main currencies against the euro, if applicable.

The discount rates applied to the cash flow projections used for the CGUs relate to the *Weighted Average Cost of Capital* (WACC) and have been calculated using the well-known *Capital Assets Pricing Model* (CAPM). The parameters considered include risk-free rates (sovereign bond yields), industry beta coefficients, equity market risk premiums, finance market leverage, the cost of debt and tax rates in the different markets each CGU operates in, all weighted by the importance of each market within it. The discount rates applied before and after tax are detailed in the following section.

For the impairment test, the right-of-use assets arising as a result of IFRS16 have been taken into account in the carrying amount of each CGU's net assets, adjusting the cash flows and discount rates accordingly.

iii) Quantitative assumptions

The quantitative assumptions used for 2024 are shown in the accompanying table:

CGU	Sales CAGR (*)	Adjusted EBITDA CAGR (*)	g (**)	WACC (***)	WACC (****)
	2025-2029	2025-2029		2024	2024
North America	6.58%	8.60%	2.25%	8.50%	11.17%
Europe	5.64%	9.52%	1.92%	9.02%	11.33%
Operations	5.65%	10.32%	1.96%	8.85%	11.57%
Asia-Pacific	8.40%	11.03%	2.49%	9.60%	12.74%
EMEA expansion	5.75%	8.37%	2.99%	12.94%	15.78%
SIBO Fluidra Netherlands B.V.	6.17%	10.80%	2.00%	8.21%	10.76%
Certikin International, LTD	5.65%	9.21%	1.96%	8.87%	11.25%

(*) CAGR is the term used to represent the compound annual growth rate of the five-year periods used.
(**) Perpetual growth rate.
(***) After-tax discount rate.
(****) Pre-tax discount rate.

The quantitative assumptions used for 2023 are shown in the accompanying table:

CGU	Sales CAGR (*)	Adjusted EBITDA CAGR (*)	g (**)	WACC (***)	WACC (****)
	2024-2028	2024-2028		2023	2023
North America	6.28%	9.48%	2.01%	8.55%	11.32%
Europe	5.04%	9.45%	1.92%	9.08%	11.44%
Operations	5.04%	11.04%	1.91%	9.29%	11.94%
Asia-Pacific	6.97%	10.53%	2.43%	9.53%	12.67%
EMEA expansion	5.15%	8.23%	3.03%	12.90%	15.79%
SIBO Fluidra Netherlands B.V.	5.05%	8.71%	2.04%	8.18%	10.79%
Certikin International, LTD	5.04%	10.82%	1.93%	9.19%	11.65%

(*) CAGR is the term used to represent the compound annual growth rate of the five-year periods used.
(**) Perpetual growth rate.
(***) After-tax discount rate.
(****) Before-tax discount rate.

iv) Qualitative assumptions and sensitivity analysis

At 31 December 2023, the key assumptions used in the strategic plans respond to moderate growth in 2024 due to a slowdown in demand in the industry's most developed markets, sustained business growth in *aftermarket* business, moderate growth in the construction of new pools in mature markets and growth in emerging markets, combined with an increase in our penetration in some geographical regions where our presence is still small with an increase in market share.

Below is an explanation of the changes to the assumptions used in the impairment test on goodwill and other non-current fixed assets at 31 December 2024 compared with the forecasts used at 31 December 2023, and the business variables that could be affected in a sensitivity analysis, with details of the impacts on the main CGUs.

- **North America**

	Sales CAGR	Adjusted EBITDA CAGR
2025-2029	6.58%	8.60%
2024-2028	6.28%	9.48%

2024 sales are slightly above those forecast in the 2023 impairment test, due essentially to better market performance. Gross margin performance has been way above what was expected in the previous year's impairment test, due to greater impact of the Óptima programme and a favourable product sales mix.

The 2024 adjusted EBITDA margin is above expectations due to the improved gross margin and better performance from operating expenses (personnel and structure) than the previous year's impairment test predicted.

The forecast sales CAGR is backed up by a price increase of around 2.6%, a 1% increase in volume and a market share increase of 3.2%.

The adjusted EBITDA margin increase included in the impairment test is backed up by the sales increase itself, and the improved gross margin based on a favourable sales mix and additional measures that are not included in the Óptima programme.

The sensitivity analysis anticipates lower growth, due to smaller market share growth and a lack of additional improvements to the adjusted EBITDA margin in the long-term forecasts.

- **Europe**

	Sales CAGR	Adjusted EBITDA CAGR
2025-2029	5.64%	9.52%
2024-2028	5.04%	9.45%

2024 sales were lower than the forecasts used in the previous year's impairment test. New construction has slowed and the aftermarket has been resilient.

Furthermore, the weakness of consumption in Central Europe stands out, in the second quarter we had climatic effects but we recovered in the third quarter.

Adjusted EBITDA margins hold steady in 2024 at the same percentages as in previous years and above those forecast in the 2023 impairment test.

The forecast sales CAGR is backed up by a price increase of 1.1%, a 2.9% increase in volume due to greater aftermarket demand and a market share increase of 2.0%.

The sensitivity analysis lowers the sales figures, with market share remaining at the expected level in European markets where Fluidra is already the leader.

The adjusted EBITDA margin forecasts include the productivity and margin gains resulting from the Óptima programme, a better product mix compared to 2024 and a lessening of structural expenses as a result of volume increases.

- **Operations**

	Sales CAGR	Adjusted EBITDA CAGR
2025-2029	5.65%	10.32%
2024-2028	5.04%	11.04%

As a result of developments in Europe, sales transactions remain flat and below the expected sales in the 2023 impairment test.

Developments in the adjusted EBITDA margin are more positive than expected, despite lower sales growth caused essentially by the increase in gross margin.

Sales forecasts and the sensitivity analysis are in line with those of the Europe CGU.

The Óptima programme has had an impact on the improved adjusted EBITDA margin. The sensitivity analysis has taken into account a lower level of improvement.

- **Asia-Pacific**

	Sales CAGR	Adjusted EBITDA CAGR
2025-2029	8.40%	11.03%
2024-2028	6.97%	10.53%

2024 sales growth has not been as high as expected in the 2023 impairment test. The main reason is a drop in sales of new swimming-pools. This decrease has been somewhat offset by price rises in Australia and South Africa, as a result of inflationary pressures in these countries. In addition, growth in the Asian market has been slower than expected, although the potential remains extremely high in this market.

The 2024 adjusted EBITDA margin is in line with 2023 impairment test expectations and similar to the previous year, consolidating improvements seen after 2022.

The increased sales CAGR is backed up by a price rise of 2.9%, a 1.6% increase in volume and a market share increase of 4.5%. The potential for greater market share in Asia continues to be very high compared with other CGUs.

The sensitivity analysis lowers the sales line, reducing the increased market share, shows a smaller increase in gross margin and lower leverage of fixed costs due to not achieving the expected increases.

Possible changes to the aforementioned assumptions used, impacting on sales CAGR and adjusted EBITDA, do not result in any impairment whatsoever in any of the CGUs. In addition, an illustrative and standardised sensitivity analysis for all CGUs using a decrease of 100 basis points in the perpetual adjusted EBITDA margin has been included at the end of this note.

In terms of the changes to perpetual growth rates (g), estimates of the sources used do not reflect significant changes in 2024 compared to 2023. Only the USA shows a more noticeable increase.

Lastly, the 2024 WACC shows slight changes compared to 2023, as the generalised decreases in the profitability of sovereign bonds have been largely offset by an increase in the industry beta coefficient and the equity market risk premium. The drop in WACC at the Certikin CGU is a bigger change than the others due to the noticeable decrease in profitability of sovereign bonds in the United Kingdom. The Operations CGU, which covers several markets, also reflects more noticeable changes due to the increased importance of its sales in China and the US, which reduces the weighted WACC of this CGU.

v) Climate risks:

The physical risks linked to climate change across our value chain are identified as part of the Corporate Risk Map, in accordance with the Group's Global Risk Management Policy. Advanced tools, such as Munich Re, are used for this analysis and it is aligned with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), ensuring an exhaustive assessment of vulnerability in our current and future operations in relation to adverse weather events.

- **Physical risks**

Eleven potential risks in our value chain have been identified and assessed. Ten of these are severe (extreme weather phenomena) and one is chronic (long-term weather trends).

The analysis shows that there are no extreme hazards at the Group's facilities in terms of the severe physical risks, although some factories are in areas of high risk. The greatest potential financial impact comes from the risk of flooding. The estimated cost for the company's 96 main assets could reach €1.6 million in terms of damage and operational losses.

The most significant chronic physical risk is sustained temperature increases, which could impact on demand for products and services, and on operating costs and the availability of essential resources. This risk has not yet been quantified but the Group is working on its evaluation.

- **Transition risks**

The transition risk with the greatest potential financial impact is the stigmatisation of using water for swimming-pools in regions where there are severe water shortages. In a situation where restrictions are stepped up:

It is estimated that this risk could have an impact of up to €200 million.

This situation is currently thought to be remote, but it could be likely in 2030 and highly likely in 2050.

To sum up, despite the existence of these risks, they are generally considered irrelevant according to our risk policy, as the company has strategies to mitigate and adapt to them and this reduces their impact significantly. We continue to actively monitor these factors to ensure our operations and value chain are resilient.

vi) Illustrative sensitivity analysis

Although reasonably possible variations do not imply impairment and do not need to be disclosed in accordance with IFRS 36.134 f), the Group performs a sensitivity analysis using illustrative changes to the main assumptions considered in this calculation. These illustrative changes are considered prudent and are consistent over time.

Below are the illustrative changes:

- Decrease of 100 basis points in the perpetual adjusted EBITDA margin (adjusted EBITDA).
- Perpetual growth rate - Decrease of 0.5% (g).
- Discount rate - Increase of 1.5% (WACC).

The quantitative result of these variations on the model, shown as a percentage of surplus/shortfall over the carrying amount of the net assets, including goodwill, at 31 December 2024 and 2023, is as follows:

CGU	Adjusted EBITDA	g	WACC
North America	>100%	>100%	>100%
Europe	>100%	>100%	>100%
Operations	>100%	>100%	>100%
Asia-Pacific	>100%	>100%	>100%
EMEA expansion	>100%	>100%	>100%
SIBO Fluidra Netherlands B.V.	>100%	>100%	>100%
Certikin International, LTD	>100%	>100%	>100%

It is deemed that none of the aforementioned variations to the key assumptions in the measurement model would imply the need to recognise a goodwill impairment at 31 December 2024.

The Group's market capitalisation at 31 December 2024 amounts to €4,519 million (€3,622 million at 31 December 2023).

9. Right-of-use assets

Details of right-of-use assets and movement during 2024 and 2023 are as follows:

Thousands of euros	Balances at 31.12.23	Business combinations	Additions	Disposals	Impairment	Transfers	Exchange gains / (losses)	Balances at 31.12.24
Cost								
Land and buildings	254,880	244	24,813	(19,294)	—	(24)	4,577	265,196
Plant and machinery	7,764	—	2,844	(1,321)	—	(78)	(36)	9,173
Other installations, equipment and furniture	3,040	—	266	(78)	—	—	10	3,238
Other PPE	13,774	—	4,913	(2,849)	—	93	(131)	15,800
	279,458	**244**	**32,836**	**(23,542)**	**—**	**(9)**	**4,420**	**293,407**
Accumulated depreciation								
Buildings	(89,203)	—	(38,040)	9,604	—	(92)	(1,605)	(119,336)
Plant and machinery	(2,878)	—	(1,817)	1,318	—	(118)	74	(3,421)
Other installations, equipment and furniture	(1,153)	—	(646)	78	—	—	(4)	(1,725)
Other PPE	(6,450)	—	(4,292)	3,008	—	146	41	(7,547)
	(99,684)	**—**	**(44,795)**	**14,008**	**—**	**(64)**	**(1,494)**	**(132,029)**
Carrying amount	**179,774**	**244**	**(11,959)**	**(9,534)**	**—**	**(73)**	**2,926**	**161,378**

Thousands of euros	Balances at 31.12.22	Business combinations	Additions	Disposals	Impairment	Transfers	Exchange gains / (losses)	Balances at 31.12.23
Cost								
Land and buildings	230,013	2,671	41,631	(14,540)	(309)	300	(4,886)	254,880
Plant and machinery	6,951	—	1,384	(636)	—	102	(37)	7,764
Other installations, equipment and furniture	2,972	—	650	(557)	—	(10)	(15)	3,040
Other PPE	12,108	—	4,793	(3,059)	—	50	(118)	13,774
	252,044	**2,671**	**48,458**	**(18,792)**	**(309)**	**442**	**(5,056)**	**279,458**
Accumulated depreciation								
Buildings	(69,585)	—	(35,263)	13,665	—	(304)	2,284	(89,203)
Plant and machinery	(2,037)	—	(1,536)	622	—	57	16	(2,878)
Other installations, equipment and furniture	(1,083)	—	(631)	557	—	—	4	(1,153)
Other PPE	(5,724)	—	(3,760)	3,059	—	(60)	35	(6,450)
	(78,429)	**—**	**(41,190)**	**17,903**	**—**	**(307)**	**2,339**	**(99,684)**
Carrying amount	**173,615**	**2,671**	**7,268**	**(889)**	**(309)**	**135**	**(2,717)**	**179,774**

At 31 December 2024 and 2023, items of note in the right-of-use heading are the leases on the headquarters in Carlsbad, USA, the headquarters in Keysborough, Australia, a factory in China and a logistics warehouse in the USA. These contracts mature from 2029 to 2033 and do not include renewal options.

Additions to right-of-use assets in 2024 relate to the lease of a new logistics warehouse and a new factory in Spain, and a logistics warehouse in France.

Additions to right-of-use assets in 2023 relate to a new factory in China, new offices in the US and warehouses in Brazil and the US.

10. Investments accounted for using the equity method

Movement in investments accounted for using the equity method is as follows:

	Thousands of euros	
	2024	2023
Balance at 1 January	830	828
Share in profit/(loss)	1	24
Dividends received	(128)	—
Additions/ Inclusions	120	—
Exchange gains/(losses)	(4)	(22)
Balance at 31 December	**819**	**830**

Details of the key financial data of companies accounted for using the equity method in 2024 and 2023 are as follows:

			2024 Thousands of euros				
	Country	% of shareholding	Assets	Liabilities	Equity	Income	Profit/(loss)
Astral Nigeria, LTD	Nigeria	25	1,177	306	871	1,829	300
Aspire Polymers, Pty Ltd.	Australia	50	368	272	96	217	(41)
Blue Factory, S.R.L.	Italy	17	368	84	284	—	(315)
			1,913	**662**	**1,251**	**2,046**	**(56)**

			2023 Thousands of euros				
	Country	% of shareholding	Assets	Liabilities	Equity	Income	Profit/(loss)
Astral Nigeria, LTD	Nigeria	25	1,337	254	1,083	2,723	291
Aspire Polymers, Pty Ltd.	Australia	50	491	354	137	373	(28)
Blue Factory, S.R.L.	Italy	17	276	383	(107)	60	(207)
			2,104	**991**	**1,113**	**3,156**	**56**

11. Current and non-current financial assets

The breakdown of other current and non-current financial assets is as follows:

		Thousands of euros	
	Notes	2024	2023
Financial assets at fair value through profit or loss		516	281
Deposits and guarantees		4,187	3,779
Derivative financial instruments	12	19,775	32,464
Total non-current assets		**24,478**	**36,524**
Deposits and guarantees		1,660	6,320
Derivative financial instruments	12	75	38
Total current		**1,735**	**6,358**

The security and other deposits caption mainly includes term deposits that earn market interest rates and are classified in the loans and receivables caption, as well as security and other deposits paid as a result of rental contracts. These are measured following the criteria established for financial assets in Note 3. The difference between the amount paid and fair value is recognised in the income statement as a prepayment over the lease term.

The fair value of quoted securities is determined based on their price at the reporting date of the interim condensed consolidated financial statements.

12. Derivative financial instruments

Details of derivative financial instruments are as follows:

	2024				
	Thousands of euros				
	Notional amount	Fair values			
		Assets		Liabilities	
		Non-current	Current	Non-current	Current
1) Derivatives held for trading					
a) Exchange rate derivatives					
Foreign currency contracts	12,315	—	75	—	77
Total derivatives traded on over-the-counter markets		—	75	—	77
Total derivatives held for trading		—	75	—	77
2) Hedging derivatives					
a) Cash flow hedges					
Interest rate swaps	927,534	19,775	—	—	—
Total hedging derivatives		19,775	—	—	—
Total recognised derivatives		**19,775**	**75**	**—**	**77**
		(Note 11)	(Note 11)		

	2023				
	Thousands of euros				
	Notional amount	Fair values			
		Assets		Liabilities	
		Non-current	Current	Non-current	Current
1) Derivatives held for trading					
a) Exchange rate derivatives					
Foreign currency contracts	5,701	—	38	—	5
Total derivatives traded on over-the-counter markets		—	38	—	5
Total derivatives held for trading		—	38	—	5
2) Hedging derivatives					
a) Cash flow hedges					
Interest rate swaps	892,987	32,464	—	—	—
Total hedging derivatives		32,464	—	—	—
Total recognised derivatives		**32,464**	**38**	**—**	**5**
		(Note 11)	(Note 11)		

The overall amount of the change in fair value of derivatives held for trading, which has been estimated using measurement techniques, has been recognised in profit/(loss) as a loss of €35 thousand (a loss of €252 thousand in 2023).

The overall amount of the change in fair value of hedging derivatives, which has been estimated using measurement techniques and has been recognised in consolidated equity, as it has been considered an effective hedge, has resulted in an increase of €15,832 thousand (an increase of €5,758 thousand in 2023).

The overall amount of cash flow hedges that has been transferred in 2024 from other comprehensive income in equity to the consolidated income statement (under financial result) amounts to a profit of €25,264 thousand (a loss of €22,467 thousand in 2023).

a) Interest rate swaps

The Group uses interest rate *swaps*, at a floating interest rate without knock-out barriers, with fixed rate values ranging from 1.385% to 2.205% in 2024 and 2023. These derivatives are used to manage exposure to fluctuations in the interest rates mainly of bank loans.

Hedging derivatives at 31.12.2024

Notional amount in thousands of euros	Start date	End date	Type of derivative
134,758	23/2/2022	30/6/2026	Fixed swap with 0.5% floor.
442,776	23/2/2022	30/6/2026	Fixed swap with 0.5% floor.
90,000	30/3/2022	30/6/2026	Fixed swap with 0 floor.
70,000	30/3/2022	30/6/2026	Fixed swap with 0 floor.
100,000	31/3/2022	30/6/2026	Fixed swap with 0 floor.
90,000	31/3/2022	30/6/2026	Fixed swap with 0 floor.
927,534			

Hedging derivatives at 31.12.2023

Notional amount in thousands of euros	Start date	End date	Type of derivative
126,697	23/2/2022	30/6/2026	Fixed swap with 0.5% floor.
416,290	23/2/2022	30/6/2026	Fixed swap with 0.5% floor.
90,000	30/3/2022	30/6/2026	Fixed swap with 0 floor.
70,000	30/3/2022	30/6/2026	Fixed swap with 0 floor.
100,000	31/3/2022	30/6/2026	Fixed swap with 0 floor.
90,000	31/3/2022	30/6/2026	Fixed swap with 0 floor.
892,987			

The breakdown, by notional amount and residual maturity term, of the swaps prevailing at year end is as follows:

	Thousands of euros	
	2024	2023
From one to five years	927,534	892,987
	927,534	**892,987**

Since derivatives are not traded on organised markets, the fair value of swaps is calculated using the discounted value of expected cash flows due to the spread in rates, based on observable market conditions at the date of measurement (corresponding to the level 2 measurement method in accordance with IFRS 13).

b) Exchange rate derivatives

To manage exchange rate risk in future firm sales and purchases, the Group has arranged option contracts and currency forwards in the main markets in which it operates.

The breakdown by foreign currency of the notional amounts of exchange rate derivatives at 31 December 2024 and 2023, is as follows:

	Thousands of euros	
	2024	2023
EUR / USD	—	5,430
USD / CNY	—	—
GBP / EUR	10,775	—
GBP / USD	—	—
USD / ZAR	1,540	271
	12,315	**5,701**

At 31 December 2024 and 2023, all foreign exchange derivatives are held for trading, with no hedging derivatives at that date.

The breakdown, by notional amount and residual maturity term, of the exchange rate derivatives is as follows:

	Thousands of euros	
	2024	2023
Under one year	12,315	5,701
	12,315	**5,701**

The fair value of these derivatives has been estimated using the discounted cash flow method based on forward exchange rates available in public databases at the reporting date (corresponding to the level 2 measurement method in accordance with IFRS 13).

The gains and losses from measuring and settling these contracts are taken to finance costs for the year.

13. Non-current assets held for sale and liabilities relating to non-current assets held for sale and discontinued operations

Since the first half of 2022, AO Astral SNG and Astral Aqua Design Limited Liability Company, companies engaged in marketing swimming-pool material and the distribution, design, installation and management of fountain and pond projects, respectively, have been for sale on the Russian market.

Since it was the Group's firm intention to sell these clearly identified assets and liabilities and the sale was deemed highly likely to go ahead, the accounting balances of these assets and liabilities were reclassified under the caption Non-current assets held for sale and Liabilities relating to non-current assets held for sale, in accordance with IFRS 5 Non-current assets held for sale and discontinued operations. However, they were not considered as discontinued operations as they did not represent a significant line of business, and therefore all income and expenses for the period relating to this business were presented under the relevant heading according to their nature.

In June 2024, the transaction no longer complied with the requirements of IFRS 5 and therefore the assets have not been considered held for sale at the closing date. Fluidra continues to evaluate the different options in the changing political and regulatory environment in that country.

Details of the assets classified as held for sale and the related liabilities, by type, at 31 December 2023, are as follows:

	31/12/2023
Assets	
Property, plant and equipment	7
Deferred tax assets	271
Total non-current assets	**278**
Inventories	1,666
Trade and other receivables	2,768
Cash and cash equivalents	1,577
Total current assets	**6,011**
TOTAL ASSETS	**6,289**
Liabilities	
Lease liabilities	242
Deferred tax liabilities	262
Total non-current liabilities	**504**
Lease liabilities	176
Trade and other payables	2,873
Total current liabilities	**3,049**
TOTAL LIABILITIES	**3,553**

14. Inventories

Details of inventories are as follows:

	Thousands of euros	
	2024	2023
Goods, finished products and work in progress	278,781	264,360
Raw materials and other consumables	187,336	162,701
	466,117	**427,061**

At 31 December 2024 and 2023, there are no inventories with a recovery period greater than 12 months from the date of the consolidated statement of financial position.

As a result of the business combinations in 2024, inventories amounting to €3,225 thousand (€8,184 thousand during 2023) have been included.

Consolidated Group companies have taken out several insurance policies to cover the risks to which their inventories are exposed. The coverage of these policies is considered sufficient.

There are no significant commitments to purchase or sell goods.

In 2024, the Group has recorded reversals on inventories of €69 thousand (allocations of €2,567 thousand in 2023) (see Note 22) to adjust them to their carrying amounts.

Movement in inventory provisions for 2024 and 2023 is as follows:

	Miles de euros
Balance at 12.31.22	**36,354**
Business combinations	1,703
Allocations for the year	2,567
Exchange gains/(losses)	(1,044)
Write-offs / Transfers	(2,803)
Balance at 12.31.23	**36,777**
Business combinations	723
Allocations for the year	(69)
Exchange gains/(losses)	1,088
Write-offs / Transfers	700
Balance at 12.31.24	**39,219**

15. Trade and other receivables

A breakdown of this caption in the consolidated statement of financial position is as follows:

	Thousands of euros	
	2024	2023
Non-current		
Other non-current receivables	2,115	1,872
Total non-current	**2,115**	**1,872**
Current		
Receivables from sales and services rendered	226,462	235,331
Other receivables and advance payments	33,428	33,929
Public entities	16,589	18,597
Current income tax assets	33,850	6,728
Impairment and uncollectability provisions	(19,268)	(21,229)
Total current	**291,061**	**273,356**

The fair value of trade and other receivables does not significantly differ from carrying amount.

The most significant balances in currencies other than the euro at 31December 2024 and 2023 are as follows:

	Thousands of euros	
	2024	2023
US dollar	88,856	100,998
Australian dollar	30,503	29,672
South African rand	7,645	6,104
Pounds sterling	7,557	7,958
Arab Emirate dirham	7,430	6,124
Canadian dollar	5,045	5,435
Chinese renminbi	4,860	4,038
	151,896	**160,329**

Receivables from public entities mostly relate to VAT balances receivable.

Movement in impairment adjustments and bad debts in 2024 and 2023 is as follows:

	Thousands of euros
Balance at 12.31.22	**18,840**
Business combinations	380
Allocations for the year	7,317
Recoveries	(3,579)
Exchange gains/(losses)	(379)
Transfers to assets held for sale	19
Write-offs	(1,369)
Balance at 12.31.23	**21,229**
Business combinations	856
Allocations for the year	4,108
Recoveries	(4,480)
Exchange gains/(losses)	135
Transfers from assets held for sale	110
Write-offs	(2,690)
Balance at 12.31.24	**19,268**

16. Equity

A breakdown of consolidated equity and movement are shown in the consolidated statement of changes in equity.

a) Share capital

At 31 December 2024, Fluidra, S.A.'s share capital consists of 192,129,070 ordinary shares with a par value of €1 each, fully paid up. The shares are represented by book entries and are established as such by being recorded in the corresponding accounting record. All shares bear the same political and financial rights.

The Company only knows the identity of its shareholders through the information that they provide voluntarily or in compliance with applicable regulations. In accordance with the Company's information, the structure of significant ownership interest at 31 December 2024 and 2023 is as follows:

Ownership percentage

	31.12.2024	31.12.2023
Rhône Capital L.L.C.	11.67%	11.67%
Boyser, S.R.L.	7.80%	7.80%
Schwarzsee 2018, S.L.	7.41%	7.00%
Dispur, S.L.	7.33%	7.33%
Edrem, S.L.	6.93%	6.93%
Aniol, S.L.	6.23%	6.23%
G3T, S.L.	5.73%	5.73%
Capital Research and Management Company	5.31%	5.31%
Other shareholders	41.59%	42.00%
	100.00%	**100.00%**

b) Share premium

This reserve can be freely distributed, except for what is mentioned in the section on Dividends and limitations on the distribution of dividends in this note.

c) Legal reserve

Pursuant to article 274 of the rewritten text of the Spanish Companies Act, 10% of profit for each year must be transferred to the legal reserve until the balance of this reserve reaches at least 20% of the share capital.

This reserve can be used to increase capital by the amount exceeding 10% of the new capital after the increase. Otherwise, until it exceeds 20% of share capital and provided there are no sufficient available reserves, the legal reserve may only be used to offset losses.

At 31 December 2024 and 2023, the legal reserve is fully funded.

d) Parent company shares

Movement in treasury shares in 2024 and 2023 is as follows:

	Euros		
	Number	Face value	Average acquisition/ disposal price
Balances at 01.01.23	**5,792,658**	**5,792,658**	**19.4544**
Acquisitions	8,826,554	8,826,554	17.2257
Disposals	(12,310,447)	(12,310,447)	(17.7380)
Balances at 31.12.23	**2,308,765**	**2,308,765**	**18.2587**
Acquisitions	5,007,687	5,007,687	21.7402
Disposals	(5,030,840)	(5,030,840)	(21.7098)
Balances at 31.12.24	**2,285,612**	**2,285,612**	**22.0541**

The time and maximum percentage limits of treasury shares meet the statutory limits.

No Group company owns shares in the Parent.

e) Recognised income and expense

This caption mainly includes the currency translation differences and gains and losses on the measurement at fair value of the hedging instrument that corresponds to the portion identified as an efficient hedge, net of tax effect, if any.

In 2024 and 2023, translation differences have changed significantly due to the effect of US dollar denominated businesses.

f) Dividends and limitations on the distribution of dividends

The Parent company's share premium and profit/(loss) for the year are freely available, but are subject to the legal limitations on their distribution contained in article 273 of the rewritten text of the Spanish Companies Act of Royal Decree 1/2010 of 2 July.

g) Capital management

The objectives of the Group's capital management are to ensure that it maintains the ability to continue as a going concern so that it can provide returns to shareholders and benefit other stakeholders, and to maintain an optimal capital structure in order to reduce its cost of capital.

To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, issue shares and sell assets in order to reduce debt.

Fluidra, S.A. controls its capital structure based on total leverage and net debt over adjusted EBITDA ratios (see Note 4).

- The total leverage ratio is calculated as total assets divided by total equity.
- The net debt ratio (ND) over adjusted EBITDA is calculated as net debt divided by adjusted EBITDA. Net debt is calculated as the total of current and non-current bank borrowings, and other current and non-current marketable securities, lease liabilities and derivative financial liabilities less non-current financial assets, less cash and cash equivalents, less other current financial assets, less derivative financial assets.

The strategy in 2024, which has remained unchanged over prior years, was to keep the total leverage ratio and the net debt over adjusted EBITDA ratio between 2 and 2.5. The ratios for 2024 and 2023 have been calculated as follows:

Total leverage ratio:

	Thousands of euros	
	2024	2023
Total consolidated assets	3,637,079	3,507,439
Total consolidated equity	1,657,194	1,576,569
Total leverage ratio	**2.19**	**2.23**

Net debt / adjusted EBITDA ratio:

	Thousands of euros	
	2024	2023
Bank borrowings	1,135,923	1,127,413
Plus: Lease liabilities	184,007	199,066
Plus: Derivative financial instruments	77	5
Less: Cash and cash equivalents	(162,213)	(111,303)
Less: Non-current financial assets	(4,703)	(4,060)
Less: Other current financial assets	(1,660)	(6,320)
Less: Derivative financial instruments	(19,850)	(32,502)
Net debt	**1,131,581**	**1,172,299**
Adjusted EBITDA (1)	**477,384**	**445,043**
% Net Debt over EBITDA	**2.37**	**2.63**

(1) As well as the financial information prepared under IFRS-EU, Fluidra also prepares alternative performance measures (APMs), as defined in the guidelines issued by the European Markets and Securities Authority (ESMA). For further information about definitions, relevance of use and the reconciliation of APMs, visit: Alternative performance measures - 2024.

h) Non-controlling interests

During 2024, movement in non-controlling interest is as follows:

	Percentage of non-controlling interest	
Company	**31/12/2024**	**31.12.2023**
Astral Pool (Thailand) Co., Ltd (2)	—	1.00%
Fluidra Egypt, Egyptian Limited Liability Company (2)	—	0.04%
Turcat Polyester Sanayi Ve Ticaret A.S. (1)	—	24.50%
W.I.T. Egypt, Egyptian Limited Liability Company (2)	—	0.05%

1. Companies wound up in 2024.
2. Dilution/sale of non-controlling interests in 2024.

An amount of €38 thousand has been paid as a result of transactions derived from these variations.

There are no significant restrictions on the group's capacity to act on the assets of non-controlling interests.

Details of the most significant non-controlling interests at 31 December 2024 and 31 December 2023 are as follows:

			2024				
			Thousands of euros				
	Country	% of shareholding	Assets	Liabilities	Equity	Income	Profit / (loss)
Fluidra Balkans JSC	Bulgaria	38.84	2,692	1,031	1,661	6,450	1,073
Fluidra Kazakhstan Limited Liability Company	Republic of Kazakhstan	30.00	910	476	434	1,092	78
Fluidra Tr Su Ve Havuz Ekipmanlari AS	Turkey	49.00	3,997	1,343	2,654	5,120	897
Ningbo Dongchuan Swimming Pool Equipments Co, LTD	China	30.00	8,524	5,283	3,241	8,165	854

			2023				
			Thousands of euros				
	Country	% of shareholding	Assets	Liabilities	Equity	Income	Profit / (loss)
Fluidra Balkans JSC	Bulgaria	38.84	3,019	1,490	1,529	6,041	911
Fluidra Kazakhstan Limited Liability Company	Republic of Kazakhstan	30.00	833	446	387	1,225	22
Fluidra Tr Su Ve Havuz Ekipmanlari AS	Turkey	49.00	2,036	364	1,672	4,400	773
Ningbo Dongchuan Swimming Pool Equipments Co, LTD	China	30.00	8,597	4,758	3,839	7,041	653

The figures indicated above correspond to the ownership percentage of each company.

17. Earnings / (losses) per share

a) Basic earnings

Basic earnings / (losses) per share are calculated by dividing consolidated profit / (loss) for the year attributable to equity holders of the Parent by the weighted average number of ordinary shares outstanding during the twelve-month periods ended 31 December 2024 and 2023, excluding treasury shares.

A breakdown of the basic earnings per share calculation is as follows:

	31.12.2024	31.12.2023
Profit/(loss) for the period attributable to equity holders of the Parent (thousands of euros)	138,068	113,827
Weighted average number of ordinary shares outstanding	189,833,227	189,638,263
Basic earnings / (losses) per share from continuing operations (euros)	0.72731	0.60023

Profit/(loss) for the year corresponds to the profit/(loss) for the year attributable to equity holders of the Parent.

The weighted average number of ordinary shares outstanding during the year was calculated as follows:

	Número de acciones	
	31.12.2024	31.12.2023
Ordinary shares outstanding at 1 January	192,129,070	192,129,070
Effect of changes in treasury shares	(2,295,843)	(2,490,807)
Weighted average number of ordinary shares outstanding at 31 December	**189,833,227**	**189,638,263**

b) Diluted earnings

Diluted earnings/(losses) per share are calculated by adjusting profit/(loss) for the year attributable to equity holders of the Parent and the weighted average number of ordinary shares outstanding for all dilutive effects inherent to potential ordinary shares. Given that there are no potential ordinary shares, this calculation is not necessary.

No dilutive effect has been considered, as the shares arising from the long-term variable remuneration plans paid to executive directors and the management team of Fluidra, S.A. and of the investee companies that make up its consolidated group (see Note 29) will be paid out with treasury shares.

18. Provisions

A breakdown of other provisions is as follows:

	Thousands of euros			
	2024		2023	
	Non-current	Current	Non-current	Current
Guarantees	—	60,588	—	50,791
Provisions for taxes	668	—	—	—
Provisions for obligations with employees	9,978	—	9,332	—
Litigation and other liabilities	1,227	—	2,033	—
Total	**11,873**	**60,588**	**11,365**	**50,791**

The Provisions caption includes, on one hand, current provisions for warranties provided to cover potential incidents related to the products sold by the Group and, on the other hand, non-current provisions that are described in the following three captions: Provisions for taxes to cover potential risks related to tax obligations in the countries in which the Group operates; Provisions for commitments to employees recorded in accordance with employment legislation in some countries in which the Group operates in order to cover potential future employee compensation and benefits; and Provisions for litigation and other liabilities, which include provisions recorded by Group companies in connection with contingencies arisen as a result of their activities.

Movement during 2024 and 2023 is as follows:

	Guarantees	Provisions for obligations with employees	Litigation and other liabilities	Provision for taxes	Total
At 1 January 2023	53,263	8,842	2,051	—	64,156
Business combinations	680	604	—	—	1,284
Allocations	22,992	647	610	—	24,249
Payments / disposals	(611)	(269)	(99)	—	(979)
Applications	(24,211)	(364)	(525)	—	(25,100)
Transfers	—	48	—	—	48
Exchange gains/(losses)	(1,322)	(176)	(4)	—	(1,502)
At 31 December 2023	50,791	9,332	2,033	—	62,156
Business combinations	544	—	—	200	744
Allocations	12,075	2,507	21	—	14,603
Payments / disposals	(27)	(330)	(552)	—	(909)
Applications	(3,983)	(1,731)	(208)	—	(5,922)
Transfers	—	—	(35)	468	433
Exchange gains/(losses)	1,188	200	(32)	—	1,356
At 31 December 2024	**60,588**	**9,978**	**1,227**	**668**	**72,461**

19. Bank borrowings and other marketable securities

A breakdown of this caption in the consolidated statement of financial position is as follows:

	Thousands of euros	
	2024	2023
Non-current borrowings	1,120,015	1,087,110
Bank borrowings	1,409	—
Total non-current	**1,121,424**	**1,087,110**
Bank loans	3,338	4,826
Other marketable securities	—	24,741
Non-current borrowings (part with short-term maturity)	9,922	10,736
Bank borrowings	1,129	—
Discounting facilities	110	—
Total current	**14,499**	**40,303**
Total bank borrowings and other marketable securities	**1,135,923**	**1,127,413**

All the balances shown in the table above relate to the financial liabilities at amortised cost category.

On 27 January 2022, Fluidra signed a non-current loan with two tranches (euro and USD) and a *revolving* credit facility. The terms of the non-current loans and the credit facilities are linked to environmental objectives.

The non-current loans comprise a USD 750 million tranche at Term SOFR (Secured Overnight Funding Rate), plus a spread of 200 basis points and a €450 million tranche at Euribor plus a spread of 225 basis points, maturing in January 2029. The multi-currency *revolving* credit facility is for €450 million and is valid until January 2027. The *revolving* credit facility spread is linked to the existing debt ratio and can be between 1.25% and 2%.

The Group is obliged to report to the lenders quarterly and there are certain standard limitations on increasing borrowings in loans and credit facilities of this kind. Furthermore the *revolving* credit facility is subject to compliance with certain financial ratios based on the requirement to keep the Financial Debt/adjusted EBITDA ratio below 4.5 when the credit facility is drawn down more than 40%.

The agreement that includes the non-current loans in both US dollars and euros and the revolving credit line is signed by the borrowers, Fluidra North America LLC (previously Zodiac Pool Solutions LLC), Fluidra Commercial S.A.U. (previously Fluidra Finco S.L.U.) and Fluidra Holdings Australia Pty Ltd (*Borrowers*), as well as by Fluidra S.A., in its capacity as Parent company of the Group (Holdings), who are jointly liable for the obligations of said agreement. The following Group companies also act as *Guarantors*, jointly and severally liable if the borrowers breach the agreement: Zodiac Pool Systems LLC, SR Smith LLC, Custom Molded Products LLC, Cover-Pools LLC, Trace Logistics S.A.U., Sacopa S.A.U., Manufacturas Gre S.A.U., I.D. Electroquímica S.L.U, Inquide S.A.U., Fluidra Global Distribution S.L.U., Fluidra Export S.A.U, Fluidra Comercial España S.A.U., Cepex S.A.U., Fluidra Group Australia Pty Ltd, Fluidra Commercial France S.A.S., Zodiac Pool Care Europe S.A.S., Fluidra Industry France S.A.S, Poolweb SAS and ZPES Holdings S.A.S. As is customary in this type of syndicated financing and in order to meet the personal obligations assumed, the *Guarantors* have established a collateral package on some of their assets in the four jurisdictions in which they operate, namely Spain, the US, France and Australia, consisting mainly of pledges on shares, intellectual property and certain receivables.

Under Spanish, US and French law, pledges have been signed on certain shares as guarantees in rem to ensure compliance with the financial obligations assumed in the credit agreement. Specifically, senior pledges have been established on shares in the companies mentioned above with registered addresses in Spain, the US and France in favour of the lenders. The pledges established in the US include collection rights to borrowed money and the rights to dividends and other rights linked to these shares. Under US law, a guarantee in rem agreement has also been signed on intellectual property assets.

Lastly, a *security trust deed* was signed on the shares in Fluidra Holdings Australia Pty Ltd and Fluidra Group Australia Pty Ltd, and on all current and future goods of any kind at these companies, including all their intellectual property assets.

Appendix I to Fluidra, S.A.'s individual annual accounts includes details of the carrying amount and capital and reserves of the aforementioned shares that jointly and severally guarantee the long-term loan.

In terms of the intellectual property subject to guarantee, the only carrying amount related to the guarantees granted, as mentioned above, arises from the fair value of the brands identified in the business combination with Zodiac in 2018, and amounts to USD 137,588 thousand.

In order to reduce finance costs and diversify sources of financing, Fluidra, S.A. set into action a promissory notes scheme on the Alternative Fixed Income Market (MARF). On 28 June 2024, the scheme was renewed for a further year and for €200 million, with no amount outstanding at 31 December 2024 (€24.7 million at 31 December 2023, with an interest rate linked to existing issues of between 2.80% and 4.80%).

This amount is recorded in Other marketable securities under the caption Bank borrowings and other marketable securities within current liabilities.

No bilateral loans have been signed during the twelve-month period ended 31 December 2024. Bank borrowings have been included with the acquisition of the Portuguese companies in the NCWG Group, as described in Note 5.

The most significant balances in currencies other than the euro at 31 December 2024 and 2023 are as follows:

	Thousands of euros	
	2024	2023
US dollar	711,380	790,677
Australian dollar	329	600
South African rand	9	13
Pounds sterling	1,691	—
Other currencies	7,153	7,791
	720,562	**799,081**

The Group has the following credit and discounting facilities at 31 December 2024 and 2023:

	Thousands of euros			
	2024		2023	
	Drawn down	Limit	Drawn down	Limit
Credit facilities	3,338	542,993	4,826	541,047
Discounting facilities	110	13,000	—	12,000
	3,448	**555,993**	**4,826**	**553,047**

At 31 December 2024 and 2023, there is no debt secured by mortgage guarantees (see Note 6).

The maturity of the non-current loans taken out with banks is as follows:

	Thousands of euros	
Maturity	2024	2023
Under one year	11,051	10,736
At 2 years	10,371	9,275
At 3 years	11,070	9,600
At 4 years	10,431	9,629
At 5 years	1,089,552	10,479
Over 5 years	—	1,048,127
	1,132,475	**1,097,846**

In 2024 and 2023, all of the Group's loans and facilities have variable rates with monthly and quarterly interest rate renewals.

The only difference between the fair value and the carrying amount of the financial assets and liabilities relates to non-current loans, the fair value of which is €1,137,853 thousand (versus a carrying amount of €1,129,937 thousand). This fair value is based on the secondary market quotation of these loans (hierarchy level 1). The other financial assets and liabilities show no significant differences between fair values and carrying amounts.

Details of changes in liabilities for financing activities and in cash flows are as follows:

			Non-monetary changes					
	Balances at 1.1.24	Cash flows	Business combinations / Sale of companies	Accumulated interest	Exchange rate movement	New leases	Transfers	Balances at 31.12.24
Non-current borrowings	1,097,846	(11,439)	—	1,759	41,771	—	—	1,129,937
Non-current bank borrowings	—	—	1,409	—	—	—	—	1,409
Current bank borrowings	—	—	1,129	—	—	—	—	1,129
Current bank loans	4,826	(3,149)	1,666	—	—	—	(5)	3,338
Discounting facilities	—	—	110	—	—	—	—	110
Other marketable securities	24,741	(24,741)	—	—	—	—	—	—
	1,127,413	(39,329)	4,314	1,759	41,771	—	(5)	1,135,923
Lease liabilities	199,066	(43,906)	244	—	4,230	32,836	(8,463)	184,007
Cash and cash equivalents	111,303	47,148	151	—	3,611	—	—	162,213

			Non-monetary changes					
	Balances at 1.1.23	Cash flows	Business combinations / Sale of companies	Accumulated interest	Exchange rate movement	New leases	Transfers	Balances at 31.12.23
Non-current borrowings	1,130,936	(11,427)	—	2,226	(23,889)	—	—	1,097,846
Current bank borrowings	—	(1,051)	1,201	—	28	—	(178)	—
ABL credit facility	—	—	—	—	—	—	—	—
Current bank loans	88,841	(84,215)	—	—	—	—	200	4,826
Other marketable securities	47,154	(22,413)	—	—	—	—	—	24,741
	1,266,931	(119,106)	1,201	2,226	(23,861)	—	22	1,127,413
Lease liabilities	193,139	(39,992)	2,671	—	(5,049)	48,458	(161)	199,066
Cash and cash equivalents	75,151	45,236	—	—	(7,156)	—	(1,928)	111,303

20.Trade and other payables

A breakdown of this caption in the consolidated statement of financial position is as follows:

	Thousands of euros	
	2024	2023
Liabilities on acquisitions of businesses	462	2,779
Other	1,498	2,305
Total non-current	**1,960**	**5,084**
Debt from sales and services rendered	265,180	209,978
Other debt	2,482	4,668
Liabilities arisen in business acquisitions / Suppliers of assets	4,267	2,503
Public entities	29,871	30,625
Current income tax liabilities	31,189	31,813
Remuneration payable	57,956	49,802
Total current	**390,945**	**329,389**

At 31 December 2024, the Other debt/ suppliers of fixed assets heading includes €301 thousand arising from the purchase of Realco assets (€275 thousand at 31 December 2023).

Trade and other payables includes €31,868 thousand subject to a supplier financing agreement (reverse factoring payment method). The payment terms do not differ significantly from creditors with other payment methods, allowing the supplier to anticipate collection of these amounts with the bank. The advance rate of suppliers subject to these agreements is around 64%.

The most significant balances in currencies other than the euro at 31 December 2024 and 2023 are as follows:

Debt on purchases and services rendered:

	Thousands of euros	
	2024	2023
US dollar	148,208	104,755
Australian dollar	30,104	27,798
Chinese renminbi	13,626	10,880
South African rand	10,077	8,498
Pounds sterling	3,959	4,718
Brazilian real	3,699	4,581
	209,673	**161,230**

Payables to Public entities are as follows:

	Thousands of euros	
	2024	2023
Tax payables to tax authorities		
VAT	13,278	13,482
Withholdings	7,583	9,410
Social Security payable	8,988	7,073
Other	22	660
	29,871	**30,625**

21. Risk management policy

Exposure to and controls over credit, liquidity, foreign exchange and interest rate risk are detailed below.

a) Credit risk

Credit risk is managed separately by each operating unit of the Group in accordance with the parameters set by Group policies, except for the subsidiaries in Spain, Portugal, France, Italy, Germany, the Netherlands and Morocco, where credit risk is managed centrally by the Group's Risk Department.

Credit risk exists when a potential loss may arise from Fluidra, S.A. and subsidiaries' counterparties not meeting their contractual obligations, that is, due to not collecting the financial assets according to the established amounts and time frame.

In the case of the Group, the risk is mainly attributable to trade receivables. This risk, however, is mitigated since the Group has a highly diversified domestic and international customer portfolio, where none of the customer accounts for a significant percentage of total sales for the year, except for one customer in the USA (see Note 23) with high solvency and extremely limited credit risk. This customer accounts for 24.15% of all customer balances in sales and services rendered at the 31 December 2024 reporting date (25.76% at the 2023 reporting date).

Credit risk arising from the failure of a counterparty to meet its contractual obligations is duly controlled by policies and risk limits which establish requirements regarding:

- Agreements suited to the transaction made.
- Sufficient internal or external credit quality of the counterparty.
- Additional guarantees when necessary.

The Group's exposure to past due not impaired financial assets is solely focused on the Trade and other receivables caption, and there are no other past due financial assets balances.

The accompanying table shows the aging analysis of past due not impaired Trade and other receivables at 31 December 2024 and 2023:

	2024	2023
Not due	**184,639**	**176,580**
Past due	**22,555**	**37,522**
0 - 90 days	19,557	30,035
90 - 120 days	1,705	2,915
More than 120 days	1,293	4,572

b) Liquidity risk

Liquidity risk is the possibility that Fluidra, S.A. will not have sufficient funds or access to sufficient funds at an acceptable cost to meet its payment obligations at all times.

The Group manages liquidity risk based on prudent criteria in order to maintain sufficient cash and marketable securities, secure the availability of committed credit facilities to provide financing, and ensure its capacity to exit market positions. Due to the dynamic nature of the underlying businesses, the Group's finance department aims to maintain financing by having credit facilities of different types available, including both long-term structural and bilateral financing.

The table below shows the Group's exposure to liquidity risk at 31 December 2024 and 2023. The accompanying table shows an analysis of financial liabilities by contractual maturity:

	2024					
	Thousands of euros					
	1 year	2 years	3 years	4 years	5 years	Over 5 years
Financial liabilities and other marketable securities	**61,279**	**57,564**	**66,996**	**65,840**	**1,094,163**	**—**
Capital	14,499	10,371	11,070	10,431	1,089,552	—
Interest	46,780	47,193	55,926	55,409	4,611	—
Lease liabilities	**56,371**	**44,605**	**37,271**	**31,327**	**23,645**	**22,384**
Capital	47,581	37,712	32,085	27,535	21,042	18,052
Interest	8,790	6,893	5,186	3,792	2,603	4,332
Derivative financial liabilities	77	—	—	—	—	—
Trade and other payables	390,945	—	—	—	—	—
Other non-current liabilities	—	658	282	170	223	627
	508,672	**102,827**	**104,549**	**97,337**	**1,118,031**	**23,011**

	2023					
	Thousands of euros					
	1 year	2 years	3 years	4 years	5 years	Over 5 years
Financial liabilities and other marketable securities	**93,132**	**55,835**	**60,188**	**64,523**	**65,145**	**1,049,150**
Capital	40,303	9,275	9,600	9,629	10,479	1,048,127
Interest	52,829	46,560	50,588	54,894	54,666	1,023
Lease liabilities	**53,327**	**49,304**	**38,721**	**32,188**	**27,850**	**36,598**
Capital	45,531	40,974	32,124	27,039	23,883	29,515
Interest	7,796	8,330	6,597	5,149	3,967	7,083
Derivative financial liabilities	5	—	—	—	—	—
Trade and other payables	329,389	—	—	—	—	—
Other non-current liabilities	—	3,714	188	163	170	849
	475,853	**108,853**	**99,097**	**96,874**	**93,165**	**1,086,597**

During the next few months, based on its cash flow forecasts and financing available, the Group does not expect any difficulties in terms of liquidity.

c) Foreign currency risk

The Group operates in an international environment and therefore is exposed to foreign exchange risks on transactions denominated in foreign currencies, particularly the US dollar. Foreign exchange risk arises on future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Group companies manage the foreign currency risk of future commercial transactions, recognised assets and liabilities by using forward currency contracts, which are mainly entered into by the Group's finance department. Foreign exchange risk arises when future commercial transactions or firm commitments, recognised assets and liabilities and net investments in foreign operations are denominated in a currency that is not the Company's functional currency. This risk also arises as a result of balances between group companies that have been eliminated on consolidation. The Group's finance department is responsible for managing the net position of each foreign currency by entering into external forward currency contracts.

The purpose of the Group's risk management policy is to hedge the risk arising in transactions carried out in dollars and euros through natural hedges (offsetting collections against payments), using *forward* instruments to hedge the excess or shortfall for USD risks outside the American market. Transactions in Australian dollars, Chinese renminbi and pounds sterling are covered using *forward* hedges. No hedging instruments are used to hedge transactions carried out in the other foreign currencies. The Group also has several investments in foreign operations whose net assets are exposed to foreign currency translation risk. The Group manages the foreign currency risk relating to the net assets of its foreign operations mainly in the United States by holding borrowings denominated in the related foreign currency.

Although the Group arranges forward contracts for the economic hedging of foreign currency risks, not all of them are recognised applying hedge accounting.

The above mentioned risk management policy ensures that the exchange rate risk of the main currencies is considerably reduced.

Reasonably likely changes in the exchange rates of the main currencies the Group operates with (US dollar, Australian dollar, Chinese reminbi and pound sterling) would not have a significant impact on exchange gains/losses.

The changes in exchange gains/(losses) in equity are essentially generated by the translation of goodwill and intangible assets recorded for USD 1,446 million resulting from the business combinations in 2021 and the Zodiac Group merger.

In addition, the equity of companies denominated in US dollars amounts to USD 345 million.

A 5% change in the euro/dollar exchange rate would mean an increase/decrease of approximately €3.5 million, respectively, in exchange gains/losses.

At the reporting date, changes in other currencies would not have a significant impact on exchange gains/losses.

In terms of exchange rate exposure when translating the consolidated financial statements, sales to third parties and the net profit/(loss) of companies whose currency is the US dollar amount to USD 979 million and USD 135 million, respectively. A 5% change in the euro/dollar exchange rate would mean an increase/decrease in sales of approximately €48 million and €6 million in net profit/(loss).

Appendix I to Fluidra, S.A.'s individual annual accounts includes details of the equity and net profit/(loss) of the entities operating in currencies other than the euro.

d) Cash flow interest rate risk

Since the Group does not have any significant remunerated assets, income and cash flows from operating activities are not significantly exposed to the risk of changes in market interest rates.

The Group's interest rate risk arises from long-term borrowings. Borrowings issued at floating rates expose the Group to cash flow interest rate risk. As indicated in Note 19, most loans taken out by the Group are linked to floating market interest rates that are updated every month.

The Group manages its cash flow interest rate risk with floating-to-fixed interest rate swaps without barriers. The effect of these interest rate swaps is to convert floating borrowings to fixed borrowings. Generally, the Group borrows at a floating rate and swaps for a fixed rate, which is generally lower than the fixed rate at which the Group could have borrowed. Under interest rate swaps, the Group agrees with other parties to exchange, on a regular basis (usually monthly), the difference between fixed interest and floating interest calculated on the notional principal agreed upon.

The accompanying table includes a sensitivity analysis of reasonably likely changes to interest rates and their impact on profit / (loss) and equity (before the tax effect):

Change in interest rates	Impact on profit/(loss)	Impact on equity
+0,50%	(4,984)	6,063
+1,00%	(9,967)	12,086
+1,50%	(14,951)	18,057
-0,5%	4,984	(6,078)
-1%	9,967	(12,114)
-1,5%	14,951	(17,983)

Apart from the swaps arranged by the Group mentioned in the section above, there are no significant price risks related to equity instruments classified as held for sale or at fair value through profit or loss.

Note 12 includes the notional amount of outstanding hedging derivatives at 31 December 2024. Changes in the future interest rate curve could have an impact on measurement, although as they are hedging derivatives, this risk is offset by the variable interest rate risk in the cash flows they aim to hedge.

22. Supplies and change in inventories of finished goods and work in progress

The breakdown of this income statement caption is as follows:

	Thousands of euros	
	31.12.2024	31.12.2023
Purchases of raw and secondary materials	941,670	870,424
Changes in inventories of raw materials, finished products and work in progress and goods	(29,532)	88,069
Net charge to the provision for obsolescence	(69)	2,567
Total	**912,069**	**961,060**

The difference between the opening and closing inventory balances in the statement of financial position and the change in inventories of finished products, work in progress and goods in the income statement is due to exchange gains/(losses) resulting from using different exchange rates for opening and closing inventories, and to applying an average exchange rate to purchases and the inventories that have been included in business combinations.

23. Sales of goods and finished products

The breakdown of sales of goods and finished products by business unit in 2024 and 2023 is as follows:

	Thousands of euros	
	31.12.2024	31.12.2023
Residential	1,487,761	1,440,472
Commercial	184,597	180,955
Water treatment	304,469	300,147
Fluid handling	91,907	90,451
Pool & Wellness	**2,068,734**	**2,012,025**
Irrigation, Industrial and Other	**32,865**	**38,683**
Total	**2,101,599**	**2,050,708**

In 2024, the Commercial Pool caption included €17,884 thousand (€16,100 thousand in 2023) relating to the execution of projects where the rendering of services is recognised based on the degree of completion at the closing date, as long as the result of the transaction can be reliably estimated.

The breakdown of sales of goods and finished products by geographical area (country of destination) in 2024 and 2023 is as follows:

	Thousands of euros	
	31.12.2024	31.12.2023
Southern Europe	543,508	564,199
Rest of Europe	267,598	263,376
North America	934,562	869,759
Rest of the world	355,931	353,374
Total	**2,101,599**	**2,050,708**

At 31 December 2024 there is a client in the US with sales to third parties of 20.51% of total sales (19.98% at 31 December 2023).

24. Income from the rendering of services

This caption mainly includes the revenue from sales transportation services and other logistics services rendered by the Group.

25. Personnel expenses

The breakdown of employee benefits expense in 2024 and 2023 is as follows:

	Thousands of euros	
	31.12.2024	31.12.2023
Wages and salaries	329,487	299,575
Termination benefits	5,345	8,362
Social security expense	60,011	54,410
Other employee benefits expense	23,402	23,345
	418,245	**385,692**

The Group's average headcount during 2024 and 2023 by professional category is as follows:

	31.12.2024	31.12.2023
Executives	59	59
Managers	365	338
Professional workers	1,039	1,069
Technicians	1,924	1,981
Administrative and support staff	1,073	1,034
Production staff	2,276	2,314
	6,736	**6,795**

The average number of employees with a disability equal to or greater than 33% in 2024 is 52 (50 employees in 2023), and they are distributed by professional category as follows: 0 “Executives”, 2 “Managers”, 7 “Professional workers”, 11 “Technicians”, 7 “Administrative and support staff” and 25 “Production staff” (1, 2, 6, 14, 6 and 21, respectively, in the previous year).

The Group's headcount by gender at year end is as follows:

	31.12.2024		31.12.2023	
	Male	Female	Male	Female
Directors (*)	10	4	10	3
Executives	49	7	46	7
Managers	281	90	249	81
Professional workers	753	295	725	286
Technicians	1,319	611	1,299	618
Administrative and support staff	430	644	413	596
Production staff	1,487	687	1,455	632
	4,329	**2,338**	**4,197**	**2,223**

(*) The Directors category includes one senior manager.

26. Other operating expenses

A breakdown of other operating expenses is as follows:

	Thousands of euros	
	31.12.2024	31.12.2023
Leases and fees	10,494	9,595
Repairs and maintenance	50,685	43,497
Independent professional services	78,038	62,516
Temporary employment agency expenses	23,061	18,445
Commissions	4,043	3,419
Sales transportation and logistics services	106,588	96,263
Insurance premiums	8,664	9,770
Bank services	2,876	2,780
Advertising and publicity	33,288	31,153
Utilities	19,182	18,754
Communications	5,318	5,849
Travel expenses	22,617	19,378
Taxes	3,720	3,600
Adjustments due to impairment of receivables	(372)	3,738
Guarantees	21,944	19,268
Other (*)	19,137	17,885
	409,283	**365,910**

(*) It includes remuneration earned by the members of the Board of Directors, research and development expenses and other expenses.

27. Finance income and cost

A breakdown of finance income and cost is as follows:

	Thousands of euros	
	31.12.2024	31.12.2023
Finance income		
Other financial income	3,674	1,385
Gains on the fair value of financial instruments	161	846
Total finance income	**3,835**	**2,231**
Finance cost		
Non-current interest on loans	(49,766)	(50,422)
Interest on debt (leasing, loans, policies and bills discounting)	(4,581)	(9,001)
Other finance costs	(4,948)	(4,599)
Losses on the fair value of financial instruments	(35)	(503)
Impairment losses on financial assets at amortised cost other than trade and other receivables	(1,942)	(50)
Total finance cost	**(61,272)**	**(64,575)**
Right-of-use finance cost	**(9,048)**	**(8,130)**
Exchange gains / (losses)		
Exchange gains	31,436	29,097
Exchange losses	(31,581)	(36,559)
Total exchange gains / (losses)	**(145)**	**(7,462)**
Net profit / (loss)	**(66,630)**	**(77,936)**

28. Deferred taxes and Income tax

In 2024, the Group has operated in 47 countries and has been taxed as a tax group when local legislation allows for it and we are advised to do so. The most significant tax groups are in Spain, the US, France and Australia. Details of these tax groups at the reporting date and the type of tax applicable are as follows:

Spain (25%)
Fluidra, S.A.
Cepex, S.A.U.
Fluidra Commercial, S.A.U.
Fluidra Comercial España, S.A.U.
Fluidra Global Distribution, S.L.U.
Fluidra Export, S.A.
I.D. Electroquímica, S.L.U.
Innodrip, S.L.U.
Inquide, S.A.U.
Manufacturas GRE, S.A.U.
Sacopa, S.A.U.
Talleres del Agua, S.L.U.
Trace Logistics, S.A.U.

United States of America (23.80%)
Fluidra North America, LLC
Zodiac Pool Systems, LLC
Cover-Pools LLC
Fluidra Latam Export, LLC
Fluidra USA, LLC
Taylor Water Technologies, LLC
Custom Molded Products, LLC
SR Smith, LLC

France (25.83%)
ZPES Holdings, S.A.S.
Fluidra Commercial France, S.A.S.
Fluidra Industry France, S.A.S.
Piscines Techniques 2000, S.A.S.
Poolweb, S.A.S.
Zodiac Pool Care Europe, S.A.S.

Australia (30%)
Fluidra Holdings Australia PTY LTD
Fluidra Group Australia PTY LTD
Fabtronics Australia PTY LTD
SRS Australia, PTY LTD
Sunbather PTY LTD

Rest of the countries (23.5% aprox)

Income tax expense

The relationship between profit from continuing activities and income tax expense is as follows:

	Thousands of euros	
	2024	2023
Profit for the year before tax from continuing operations	193,089	158,144
Profit at 25%	48,272	39,536
Effect of applying effective tax rates in other countries	1,297	(3,944)
Permanent differences	6,874	975
Offsetting of unrecognised loss carryforwards from prior years	354	(2,075)
Tax effect of unused loss carryforwards in current year	(1,636)	1,037
Differences in the income tax expense from prior years	(36)	1,354
Withholding at source on income earned abroad	1,204	455
Provision for taxes	(545)	705
Tax deductions generated in the year	(2,328)	(3,227)
Deferred taxation of dividends	(2,543)	5,476
Effect of the change in the tax rate	(350)	372
Other	469	629
Income tax expense	**51,032**	**41,293**

Details of the corporate income tax expense are as follows:

	Thousands of euros	
	2024	2023
Current tax	72,179	49,246
for the year	74,507	52,473
Tax deductions	(2,328)	(3,227)
Prior years' adjustments	(36)	1,354
Provision for taxes	(545)	705
Other/ Withholding at source on income earned abroad	2,147	455
Deferred taxes	(22,713)	(10,467)
Origination and reversal of temporary differences	(21,425)	(752)
Tax credit for unused tax loss carryforwards and deductions	(1,997)	(10,087)
Effect of the change in the tax rate	709	372
Total income tax expense	**51,032**	**41,293**

Deferred tax assets

Details of changes in deferred tax assets are as follows:

	Thousands of euros							
	31/12/2023	Losses and gains	Effect of interest rate change on P&L	Equity	Business combinations	Exchange gains / (losses) / Other	Transfers	31/12/2024
Provision for employee obligations	8,872	2,298	294	593	—	677	—	12,734
Provision for warranties and other provisions	27,574	1,151	153	—	—	1,022	—	29,900
Obligations for discounts, rebates and customers rewards	7,053	1,355	132	—	—	489	—	9,029
Inventories	9,372	708	—	—	—	(27)	—	10,053
Other items	15,085	(3,353)	(31)	—	—	575	2,235	14,511
Tax loss carryforwards and deductions	34,243	1,997	—	—	—	28	—	36,268
Total	**102,199**	**4,156**	**548**	**593**	**—**	**2,764**	**2,235**	**112,495**

	Thousands of euros							
	31/12/2022	Losses and gains	Effect of interest rate change on P&L	Equity	Business combinations	Exchange gains / (losses) / Other	Transfers	31/12/2023
Provision for employee obligations	10,217	(13,564)	(1,420)	—	—	6,248	7,391	8,872
Provision for warranties and other provisions	29,286	(552)	(227)	—	—	(98)	(835)	27,574
Obligations for discounts, rebates and customers rewards	7,636	(193)	(131)	—	—	(259)	—	7,053
Inventories	17,412	(698)	—	—	—	(143)	(7,199)	9,372
Other items	34,268	(4,286)	(1,248)	—	—	(1,743)	(11,906)	15,085
Tax loss carryforwards and deductions	24,232	10,087	—	—	—	(347)	271	34,243
Total	**123,051**	**(9,206)**	**(3,026)**	**—**	**—**	**3,658**	**(12,278)**	**102,199**

- Provisions for obligations with employees

This heading includes the tax impact of the difference between accounting and tax criteria relating to the Group's obligations with its employees for future remuneration payable on retirement, proportional extraordinary payments, provision for accrued and unpaid holidays, as well as the amounts accrued for the long-term variable remuneration that are paid in Fluidra, S.A. shares to the Group's executive directors and management team.

These expenses are recorded on an accruals basis and are deductible for tax purposes in a subsequent period in most jurisdictions when the obligations are paid.

In 2023, the shares relating to the 2018-2022 plan were delivered, meaning that the tax could be deducted and the associated deferred tax asset reversed. An amount of €6,083 thousand was recorded under Exchange gains/(losses)/Other due to the difference between the recorded accumulated amount and the amount actually deductible in the United States. The balancing entry was recorded directly in equity.

- Provision for warranties and other provisions

Accounting provisions that do not have a tax effect until they are applied for their intended purpose in a year following their recognition. There is therefore a difference between accounting and taxation with a knock-on effect on deferred taxes.

An amount of €13,088 thousand (€10,628 thousand in 2023) is recorded for provisions for warranties and €8,479 thousand (€8,896 thousand in 2023) relating to provisions for adjustments in inventories to their net realisable value.

Similarly, it includes €2,039 thousand (€2,296 thousand in 2023) for provisions for bad debts, while the remaining €6,294 thousand (€5,754 thousand in 2023) relate to provisions other than warranties, inventories and bad debts, which are accounted for in a financial year that is different from the year in which they are deducted for tax purposes.

- Obligations for discounts, rebates and customer rewards

This item records the tax impact of the difference between accounting and tax criteria relating to the variable consideration for product sales with regard volume rebates and discounts under customer contracts.

- Inventories

Most of the opening and closing deferred tax balance for this item relates to the internal elimination when consolidating the margin obtained on purchases and sales of inventories between Group companies.

There are also some differences deriving from the difference in the tax and accounting accrual of impairment losses on inventories in some jurisdictions.

- Other items

Most of these items are expenses that are not deductible in the year in which they are recorded but in a later year, due to differences between the accounting and tax amortisation and depreciation of property, plant and equipment and intangible assets.

This caption also includes deferred tax relating to differences between the accounting and tax criteria for transaction costs.

- Tax loss carryforwards and deductions

Tax loss carryforwards and deductions amounting to €2,542 thousand and capitalised in prior years were utilised in 2024 (€2,158 thousand in 2023). In addition, €5,768 thousand of tax loss carryforwards have been capitalised in 2024 relating to the temporary measure included in Law 38/2022, which limits the individual tax loss carryforwards of each of the entities comprising the Spanish tax group to 50%. This amount is spread over the ten following tax periods in equal parts. The amount reversed in 2024 is €1,229 thousand.

In the Zodiac Group business combination, €44,995 thousand in tax loss carryforwards were recorded from the group’s French companies. Projections for the French companies as a merged group and the synergies obtained by integrating these businesses reasonably support the recovery of the said tax loss carryforwards in a period of less than ten years.. At 31 December 2024, €15,910 thousand (€18,115 thousand in 2023) are unused.

Details of the most relevant amounts of deferred tax assets corresponding to taxable income pending offset, totalling €36,268 thousand, are as follows: €16,767 thousand relate to the Spanish tax group, €15,910 thousand to ZPES Holdings, S.A.S., parent of the French tax group and €3,394 thousand relate to Zodiac Pool Solutions, LLC for the California state tax (United States). In 2023, deferred tax assets relating to tax bases pending offset stood at €33,911 thousand.

Capitalised deductions total €17 thousand (€332 thousand in 2023).

Deferred tax assets, unused tax loss carryforwards and unused deductions not recorded in the interim condensed consolidated financial statements of the Group are as follows:

	Thousands of euros	
	2024	2023
Deductions	101	101
Tax loss carryforwards	3,393	4,852
	3,494	**4,953**

Deferred tax liabilities

Details of changes in deferred tax liabilities are as follows:

	Thousands of euros							
	31/12/2023	Losses and gains	Effect of interest rate change on P&L	Equity	Business combinations	Exchange gains / (losses) / Other	Transfers	31/12/2024
Property, plant and equipment and investment property	(6,722)	700	9	—	—	(241)	—	(6,254)
R & D expenses	(5,486)	1,974	5	—	—	(11)	—	(3,518)
Business combinations	(167,208)	14,123	(1,252)	—	(670)	(8,069)	(2,235)	(165,311)
Deferred taxation on dividends	(10,900)	2,543	—	—	—	—	(784)	(9,141)
Other items	(13,762)	(74)	(19)	3,306	—	(426)	784	(10,191)
Total	**(204,078)**	**19,266**	**(1,257)**	**3,306**	**(670)**	**(8,747)**	**(2,235)**	**(194,415)**

	Thousands of euros							
	31/12/2022	Losses and gains	Effect of interest rate change on P&L	Equity	Business combinations	Exchange gains / (losses) / Other	Transfers	31/12/2023
Property, plant and equipment and investment property	(7,433)	294	221	—	—	201	(5)	(6,722)
R & D expenses	(17,822)	1,521	(22)	—	—	(2,096)	12,933	(5,486)
Business combinations	(181,630)	14,940	2,326	—	(5,107)	3,296	(1,033)	(167,208)
Deferred taxation on dividends	(14,938)	4,038	—	—	—	—	—	(10,900)
Other items	(20,238)	(747)	129	5,167	(195)	1,739	383	(13,762)
Total	**(242,061)**	**20,046**	**2,654**	**5,167**	**(5,302)**	**3,140**	**12,278**	**(204,078)**

- Property, plant and equipment and investment property

Certain items have a higher rate of tax depreciation than accounting depreciation and this generates deferred tax in years when the tax expense is higher than the accounting expense and a reduction in deferred tax when the opposite happens.

- R&D expenses

This line includes the tax impact of the differences between the accounting and tax criteria for R&D project expenses, as accelerated depreciation of R&D projects is allowed in some jurisdictions.

- Business combinations

Business combinations have taken place in previous years, as described in Note 5 to the consolidated annual accounts. Deferred tax assets of a significant amount have arisen as a result of allocating the acquisition price to the resulting assets recognised in the balance sheet.

In some jurisdictions, goodwill arising on certain acquisitions can be amortised for tax purposes, even though it cannot be amortised for accounting purposes. The tax effect of this difference between accounting and tax criteria therefore generates a deferral that is included in this section.

- Deferred taxation of dividends

The General State Budget Act of 31 December 2020 stipulated a reduction in the dividend exemption in Spain from 100% to the current 95%.

A corresponding deferred tax liability is therefore recognised for the potential taxation in Spain of profits distributed by subsidiaries, calculated on the total profit contributed by the companies on a consolidated basis. This deferred liability is reversed as the subsidiaries' profits/(loss) are distributed, and the profits are then effectively taxed in Spain as dividends.

- Other items

These are tax expenses and/or reductions in the tax base that have no related accounting expense. When they result in a reduced tax burden, a corresponding deferred tax liability is recognised. For example: the accelerated depreciation of certain finance leases, the deferral of capital gains arising from the transfer of property, plant and equipment, or temporary differences arising from income recognised directly in equity, such as measurement adjustments to financial instruments.

The reconciliation of current tax with current net income tax liabilities is as follows:

	Thousands of euros	
	2024	2023
Current tax	72,179	49,246
Withholdings and payments made on account during the year	(77,123)	(32,156)
Other	(1,500)	(341)
Provisions for taxes	(638)	346
Exchange gains/(losses)	(460)	(150)
Additions from business combinations	—	415
Liabilities derecognised due to the sale of Group companies	—	—
Tax payable in 2023	4,881	—
Tax payable in 2022	—	7,725
	(2,661)	**25,085**

Inspections, litigation and other tax information

Fluidra Commerciale Italia, S.P.A., W.I.T. Egypt, Egyptian Limited Liability Company, Fluidra Egypt, Egyptian Limited Liability Company, Zodiac Pool Care Europe, S.A.S., Inquide, S.A.U., Astral India Private LImited, Zodiac Pool Solutions, LLC y Fluidra Indonesia are currently undergoing inspections which are not expected to result in significant liabilities for the Group.

In general terms, and in relation to the most relevant countries, the following years are open to inspection:

Country	Periods
Spain	From 2020 to 2024
United States of America	From 2021 to 2024
Australia	From 2020 to 2024
France	From 2021 to 2024

The Company's directors consider that, if there were additional inspections to the ones already mentioned, the possibility of additional contingent liabilities arising is remote and, the additional tax payable, if any, would not have a significant impact on the consolidated financial statements.

Pillar 2 – Global minimum tax

On 21 December 2024, Law 7/2024 of 20 December was published in the Official State Gazette (BOE), transposing Directive (EU) 2022/2523 of the Council into Spanish law. This regulation aims to guarantee a global minimum tax level for multinational groups.

The Group has performed an analysis to calculate whether it is potentially exposed to Pillar 2 taxes. This analysis is based on the most recent tax returns, country by country reports and the financial statements of the Group's companies.

In line with this analysis, effective Pillar 2 tax rates in most of the jurisdictions the Group operates in are above 15%. In a limited number of jurisdictions however, the safe harbour exemption is not applicable, giving rise to effective tax rates that are lower than this threshold. As a result of this analysis, the Group has recorded a provision of €790 thousand.

29. Related party balances and transactions

The breakdown of balances receivable from and payable to related parties and associates and their main characteristics is as follows:

	Thousands of euros			
	31.12.2024		31.12.2023	
	Receivable balances	Payable balances	Receivable balances	Payable balances
Customers	179	—	353	—
Receivables	39	—	—	—
Suppliers	—	1,377	—	958
Payables	—	—	—	—
Total current	**218**	**1,377**	**353**	**958**

a) Consolidated Group transactions with related parties

Current related-party transactions relating to the Group's normal trading activity, have been carried out on a reasonable arm's length basis and mainly include the following transactions:

- Purchases of finished products, specifically spas and accessories from Iberspa, S.L. (with ownership interest by Boyser, S.R.L., Edrem, S.L., Dispur, S.L. And Aniol, S.L.).
- Sales of necessary components and materials produced by the Group to manufacture spas for Iberspa, S.L.
- Rendering of services by the Group to Iberspa, S.L.

The nature of the relationship with the above mentioned related parties is the existence of significant shareholders in common.

Details of consolidated Group transactions with related parties are as follows:

	Thousands of euros			
	31.12.2024		31.12.2023	
	Associates	Related parties	Associates	Related parties
Sales	389	1,354	622	1,412
Income from services	67	237	97	230
Purchases	(170)	(7.114)	(226)	(6,763)
Expenses for services and other	—	(47)	—	(39)

b) Information on the Parent company's directors and the Group's key management personnel

No advances or loans have been given to key management personnel or directors.

The remuneration earned by key management personnel and directors of the Company is as follows:

	Thousands of euros	
	2024	2023
Total key management personnel	**9,327**	**6,570**
Total Directors of the Parent company	**5,958**	**5,346**

Members of the Parent company's Board of Directors have earned a total of €1,591 thousand in 2024 (€1,489 thousand in 2023) from the consolidated companies where they are directors. In addition, they have earned €4,210 thousand in 2024 (€3,724 thousand in 2023) for the performance of executive duties. Executive duties include payment in kind relating to vehicles, life insurance, medical insurance and income from share plans. Similarly, the members of the Board of Directors have received €157 thousand in compensation for travel expenses in 2024 (€133 thousand in 2023).

The Company has life insurance policies leading the Company to recognise an expense of €89 thousand in 2024 (€69 thousand in 2023). These life insurance policies comprise an income supplement in the event of total permanent invalidity.

Furthermore, the Company has made contributions to benefit plans and pension plans of €240 thousand (€145 thousand in 2023).

In 2024, Fluidra, S.A. (the parent of the Group to which the company belongs) paid the annual civil liability insurance premiums for directors and executives of the Group for possible damages and/or claims from third parties during the exercise of their duties amounting to €147 thousand (€152 thousand in 2023), with all Group directors and managers being covered by these policies.

The Group's key management includes the executives that answer directly to the Company's Board of Directors or senior management, as well as the internal auditor.

On 9 June 2022, the general meeting of shareholders approved a long-term variable remuneration plan for executive directors and the management team of Fluidra, S.A. and the subsidiaries comprising the consolidated group, including the transfer of Fluidra, S.A. shares.

The 2022-2026 plan covers a five year period from 1 January 2022, with effect from the date of approval of the plan by the general shareholders' meeting, until 31 December 2026, without prejudice to the effective settlement of the plan's last cycle which will take place during June 2027.

The 2022-2026 plan entails the concession of a certain number of PSUs (Performance Share Units) which will be taken as a reference to determine the final number of shares to be delivered to the beneficiaries after a certain period of time, provided that certain strategic objectives of the Fluidra Group are met and the requirements set forth in the regulations are fulfilled.

The plan is divided into three independent cycles and will have three grant dates for the incentive to be received in the event of 100% compliance with the targets to which it is linked, each of which have been granted in 2022, 2023 and 2024, respectively.

Each cycle has a target measurement period of three years, starting on 1 January of the year in which the cycle starts and ending three years after the start date of the cycle measurement period, i.e. 31 December of the year in which the cycle measurement period ends.

After the end of each cycle's measurement period, the incentive linked to each cycle will be decided and each beneficiary will be entitled to receive the incentive depending on the degree of fulfilment with the objectives set for the relevant cycle.

The incentive linked to each plan cycle will be settled in June of the financial year subsequent to the end of the measurement period, following approval of the annual accounts for the year in which the measurement period of the relevant cycle ends.

In order for the beneficiary to consolidate the right to receive the incentive corresponding to each cycle of the 2022-2026 plan, he/she must remain in the Fluidra Group until the end date of the cycle's measurement period, notwithstanding the special cases of disengagement set out in the regulations, and the objectives to which each cycle of the 2022-2026 plan is linked must be met.

In particular, the plan's three cycles are linked to the meeting of the following strategic targets;

a) Evolution of the "Total Shareholder Return" (TSR), in absolute terms;

b) Evolution of the Fluidra Group's adjusted EBITDA;

c) S&P rating linked to ESG objectives (Environment, Social and Governance).

For the purposes of measuring the evolution of TSR, the initial value is taken as the weighted average of Fluidra's share price at the close of the stock market sessions on the thirty days prior to the start date of each cycle's measurement period, and the final value shall be taken as the weighted average of Fluidra's share price at the close of the stock market sessions on the thirty days prior to the end date of each cycle's measurement period.

The maximum amount earmarked for the plan's three cycles as a whole in the event of 100% compliance with the targets to which it is linked is fixed at €55 million. The maximum number of shares included in the plan is the result of dividing the maximum amount allocated to each cycle by the weighted average share price at the close of the stock market sessions on the thirty days prior to the starting date of the relevant cycle's measurement period.

If the maximum number of shares allocated to the plan authorised by the general shareholders' meeting is not sufficient to settle the incentive in shares corresponding to the beneficiaries under each cycle of the plan, Fluidra shall pay in cash the excess incentive that cannot be settled in shares.

At 31 December 2024, the best estimate of the fair value of the plan's total amount comes to approximately €27,602 thousand, which will be settled in full in equity instruments. At 31 December 2024, an equity increase was recorded in this respect for the amount of €5,610 thousand (€8,142 thousand at 31 December 2023). €5,317 thousand are recorded under the personnel expenses heading (€9,476 thousand at 31 December 2023).

c) Transactions performed by the directors of the Parent company outside of its ordinary course of business or other than on an arm's length basis

During 2024 and 2023, the directors of the Parent company have not carried out any transactions with the Company or with group companies other than those conducted on an arm's length basis in the normal course of business.

d) Conflicts of interest concerning the directors of the Parent Company.

Neither the Company's directors nor any persons related to them were party to any conflicts of interest requiring disclosure in these notes pursuant to the provisions of article 229 of the consolidated text of the Spanish Companies Act.

30. Environmental information

Fluidra has kept its commitment to optimise the natural resources it uses in production processes and to promote alternative energies. Additionally, one of the main focuses of R&D projects is the responsible use of water.

Directors estimate that there are no significant contingencies related to environmental improvement and protection and, therefore, no provision for risks and expenses has been recognised in any Group company at 31 December 2024 or 2023.

No grants in connection with environmental activities have been received at 31 December 2024 or 2023.

31. Other commitments and contingencies

At 31 December 2024 and 2023, the Group has not presented any mortgage guarantees.

At 31 December 2024, the Group has presented guarantees to banks and other companies amounting to €8,680 thousand (€9,495 thousand in 2023), of which €823 thousand relate to technical guarantees (€799 thousand in 2023).

32. Auditors' and their Group companies' or related parties' fees

Net fees accrued by Ernst & Young, S.L. as the auditor of the Group's consolidated annual accounts for the twelve-month periods ended 31 December 2024 and 2023 for professional services were as follows:

	Thousands of euros	
	31.12.2024	31.12.2023
Audit services	672	698
Other assurance services	157	116
Total	**829**	**814**

Other assurance services includes: the report on the system of internal control over financial reporting (SCIIF), the review report on non-financial information and the review of the integrated report.

The amounts presented in the tables above include all of the fees related to the services rendered in 2024 and 2023, regardless of when they were invoiced.

Additionally, the professional services invoiced to the Group by other companies associated to Ernst & Young Global Limited during the twelve-month periods ended 31 December 2024 and 2023 were as follows:

	Thousands of euros	
	31.12.2024	31.12.2023
Audit services	847	836
Other assurance services	—	—
Total	**847**	**836**

Additionally, net fees invoiced to the Group by auditors other than Ernst & Young, S.L. during the twelve-month periods ended 31 December 2024 and 2023 for professional services were as follows:

	Thousands of euros	
	31.12.2024	31.12.2023
Audit services	329	351
Other assurance services	27	38
Tax advisory services	145	291
Other services	2	—
Total	**503**	**680**

33. Information on late payment to suppliers

According to Law 31/2014 of 3 December establishing measures on combating late payment in commercial transactions, the information on late payment to suppliers in Spain is as follows:

	2024	2023
	Days	Days
Average payment period to suppliers	50.52	49.47
Transactions paid ratio	54.44	52.88
Transactions outstanding ratio	20.56	22.00

	Amount (thousands of euros)	Amount (thousands of euros)
Total payments made	**469,371**	**436,785**
Total payments outstanding	**61,447**	**54,303**
Monetary volume of invoices paid in period less than the maximum established in the late payment in commercial transactions regulation	247,019	243,953
Percentage of payments made in period less than the maximum established over the total payments made	52.63%	55.85%

	Amount (number of invoices)	Amount (number of invoices)
Invoices paid in a period less than the maximum established in the late payment in commercial transactions regulation	32,858	30,644
Percentage over total invoices	50.01%	50.18%

34. Subsequent events

On 9 January 2025, the purchase of 100% of BAC pool systems Holding AG, BAC pool systems AG, and BAC pool systems GmbH ("BAC") was finalised. BAC is a well-known manufacturer and designer of automatic, manual and safety covers for residential and commercial pools and operates in Germany and Switzerland.

BAC has a team of about 60 employees and for 2024 estimates sales and adjusted EBITDA of around 13 million euros and 2.5 million euros, respectively.This acquisition helps Fluidra strengthen its standing in pool covers in central Europe. This is a sustainable product that is increasingly in demand on the market as the covers significantly reduce water evaporation and loss of heat from swimming-pools, leading to savings in water replacement and energy.

Appendix I

Fluidra, S.A. and Subsidiaries

Details of the corporate name and purpose of the subsidiaries, associates and joint ventures directly or indirectly owned

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

Subsidiaries accounted for using the full consolidation method

- AO Astral SNG, domiciled in Moscow (Russia), is mainly engaged in the marketing of swimming-pool materials.

- Aquacontrol, Gesellschaft für meß-, regel- und steuerungstechnik zur wasseraufbereitung gmbh, domiciled in Haan, (Germany), is mainly engaged in the production and distribution of measuring, control and regulation equipment for pools, water systems and waste water of all kinds.

- Astral Aqua Design Limited Liability Company, domiciled in Moscow (Russia), is mainly engaged in the distribution, design, installation and project management of fountains and ponds.

- Astral Bazénové Prislusentsvi, S.R.O., domiciled in Modletice - Doubravice (Czech Republic), is mainly engaged in the production and sale of chemical substances and other chemical products classified as toxic and very toxic.

- Astralpool Cyprus, LTD, domiciled in Limassol (Cyprus), is mainly engaged in the distribution of pool-related products.

- Astralpool Hongkong, CO., Limited, domiciled in Wang Chai (HongKong), is mainly engaged in the marketing of pool, water treatment and irrigation products.

- Astralpool (Thailand) Co., Ltd, domiciled in Samuth Prakarn (Thailand), is mainly engaged in the marketing of pool, spa and irrigation products.

- Astralpool UK , Limited., domiciled in Fareham (England), is engaged in the manufacture, purchase and sale, distribution, marketing, export and import of all types of swimming-pool products.

- Cepex S.A.U., domiciled in La Garriga (Barcelona, Spain), is mainly engaged in the manufacture and distribution of plastic material by injection systems or similar and, in particular, plastic parts for valves and the manufacture of plastic injection molds.

- Certikin International, Limited, domiciled in Witney Oxford (England), is engaged in the marketing of swimming-pool products.

- Cover-Pools LLC. (formerly Cover Pools Incorporated), domiciled in West Valley City (USA), is mainly engaged in the manufacture and distribution of automatic pool covers.

- Custom Molded Products, LLC, domiciled in Newnan, Georgia (United States), is engaged in taking part in any legal act or activity whereby limited liability companies may be created under the Law and to engage in any and all activities required or incidental thereto.

- Custom Molded Products Shanghái, Inc., domiciled in Shanghai (China), is essentially engaged in the sale of bathroom equipment, plastic products, rubber products, electronic products and metal materials as well as the import and export of goods and technology.

- Dini & Lulio, LDA, domiciled in Sintra (Portugal), is engaged in the marketing, import and export of water treatment equipment, swimming-pools and chemical products, pumps and dosage systems, domestic and industrial waste water treatment systems, environmental consultancy, machine repairs, marketing of beauty and spa products and beauty services.

- Ecohídrica, Tecnologias da Agua LDA, domiciled in Sintra (Portugal), is engaged in the trading of equipment, accessories and products for irrigation and swimming-pools and water treatment and structures relating to the use of this equipment, including technical assistance, maintenance, training and other complementary businesses.

- Fabtronics Australia , Pty Ltd, established in Braeside, Australia, has as its object the design and sale of electronic components.

- Fluidra Adriatic D.O.O., domiciled in Zagreb (Croatia), is mainly engaged in the purchase, sale and distribution of machinery, equipment, materials, products and special equipment for pool and water system maintenance.

- Fluidra Balkans JSC, domiciled in Plovdiv (Bulgaria), is mainly engaged in the purchase, sale and distribution of machinery, equipment, materials, products and special equipment for pool and water system maintenance.

- Fluidra Belgique, S.R.L., domiciled in Wavre (Belgium), is engaged in the manufacture, purchase and sale, distribution, marketing, export and import of all types of swimming-pool products.
- Fluidra BH D.O.O. Bijeljina, domiciled in Bijeljina (Bosnia and Herzegovina), is mainly engaged in selling swimming-pool products.
- Fluidra Brasil Indústria e Comércio LTDA, domiciled in Itajaí (Brazil), is mainly engaged in the marketing, import, export and distribution of equipment, products and services for fluid handling, irrigation, swimming-pools and water treatment, as either partner or shareholder in other companies. Rendering of technical assistance services for machines, filters and industrial and electrical and electronic equipment . Rental of machines and industrial and/or electrical and electronic equipment.
- Fluidra Chile, S.A., domiciled in Santiago de Chile (Chile), is mainly engaged in the purchase and sale, assembly, distribution and marketing of swimming-pool, irrigation and water treatment and purification machinery, equipment and products.
- Fluidra Colombia, S.A.S., domiciled in Funza (Colombia), is engaged in the purchase and sale, distribution, marketing, import, export of all types of machinery, equipment, components and machinery parts, tools, accessories and products for swimming-pools, irrigation and water treatment and purification in general, built with both metal materials and any type of plastic materials and plastic derivatives.
- Fluidra Comercial España, S.A.U., domiciled in Sant Cugat del Vallés (Barcelona, Spain), is engaged in the manufacture, purchase, sale and distribution of all kinds of machinery, filters, instruments, accessories and specific products for swimming-pools, as well as for the treatment and purification of water in general, irrigation and fluid conduction, made of both metallic materials and all kinds of plastic materials and their transformation; as well as the construction and manufacture of all kinds of elements and products that can be manufactured with fibreglass, metal, vacuum thermoformed materials or injected materials.
- Fluidra Comercial Portugal Unipessoal, Lda., domiciled in São Domingos da Rana (Portugal), is engaged in the manufacture, purchase and sale, distribution, marketing, export and import of all types of swimming-pool products.
- Fluidra Commercial France, S.A.S., domiciled in Perpignan (France), is mainly engaged in the commercialisation of rotary and centrifugal pumps, electric motors and accessories, and the commercialisation of equipment for swimming-pools and water treatment.
- Fluidra Commercial, S.A.U., (absorbing company of Fluidra Finco, S.L.U.) domiciled in Sant Cugat de Vallés (Barcelona, Spain), is engaged in the holding and use of equity shares and securities, and advising, managing and administering the companies in which it holds an ownership interest, among other activities.
- Fluidra Commerciale Italia, S.P.A., domiciled in Bedizzole (Italy), is engaged in the manufacture, purchase and sale, distribution, marketing, export and import of all types of swimming-pool products.
- Fluidra Deutschland, GmbH (absorbing company of Meranus Haan and Meranus Lauchhammer), domiciled in Großostheim (Germany), is engaged in the distribution and sale of pool-related products and accessories.
- Fluidra Egypt, Egyptian Limited Liability Company, domiciled in Cairo (Egypt), is mainly engaged in the marketing of swimming-pool accessories.
- Fluidra Export, S.A.U., domiciled in Sant Cugat de Vallés (Barcelona, Spain), is engaged in both domestic and foreign marketing of all types of products and goods, mainly in the marketing of pool-related products, basically acquired from related parties.
- Fluidra Global Distribution, S.L.U. (absorbing company of Unistral Recambios S.A.U.), domiciled in Sant Cugat del Vallés (Barcelona, Spain), is engaged in the manufacture, purchase and sale and distribution of all types of machinery, equipment, components and machinery parts, tools, accessories and products for swimming-pools, irrigation and water treatment and purification in general, built with both metal and any type of plastic materials and plastic derivatives.
- Fluidra Group Australia, Pty Ltd, domiciled in Smithfield (Australia), is mainly engaged in the manufacture, assembly and distribution of pool equipment and other related products.
- Fluidra Hellas, S.A. domiciled in Aspropyrgos (Greece), is mainly engaged in the distribution of pool-related products.
- Fluidra Holdings Australia, Pty Ltd, domiciled in Smithfield (Australia), is engaged in the holding and use of equity shares and securities, and advising, managing and administering the companies in which it holds an ownership interest.
- Fluidra Holdings South Africa Pty Ltd, domiciled in Johannesburg (South Africa), is engaged in the holding and use of equity shares and securities, and advising, managing and administering the companies in which it holds an ownership interest.
- Fluidra India Private Limited, domiciled in Chennai (India), is mainly engaged in the marketing of pool materials and chemical water, spa and irrigation treatments.

- Fluidra Indonesia , PT, domiciled in Jakarta (Indonesia), has as its corporate purpose the import and distribution of products and equipment for swimming-pools, as well as chemical products and accessories.

- Fluidra Industry France, S.A.S., with registered offices in Perpignan (France), is mainly engaged in the manufacture of automatic covers for swimming-pools of all types, as well as the purchase and sale of materials, accessories and products for swimming*pools.

- Fluidra Kazakhstan Limited Liability Company, domiciled in Almaty City (Kazakhstan), is engaged in the purchase of swimming-pool material for subsequent sale in the domestic market.

- Fluidra Latam Export , LLC, domiciled in Wilmington (US), is mainly engaged in distributing pool materials in the Latin American market.

- Fluidra Magyarország, Kft, domiciled in Budapest (Hungary), is mainly engaged in the marketing and assembly of machinery and accessories for swimming-pools, irrigation and water treatment and purification.

- Fluidra Malaysia SDN.BHD, domiciled in Selangor (Malaysia), is mainly engaged in the marketing of swimming-pool materials.

- Fluidra Maroc, S.A.R.L., domiciled in Casablanca (Morocco), is engaged in the import, export, manufacture, marketing, sale and distribution of spare parts for swimming-pools, irrigation and water treatment.

- Fluidra México, S.A. DE CV, domiciled in Mexico City (Mexico), is engaged in the purchase and sale, import, export, storage, manufacture and, in general, marketing of all types of goods, equipment, components, machinery, accessories and chemical specialties for swimming-pools, irrigation and water treatment.

- Fluidra Middle East Fze, domiciled in Jebel Ali (Dubai), is engaged in the commercialisation of sand, gravel, stones, tiles, flooring materials, swimming-pools, swimming-pool and water treatment equipment and related accessories, water cooling and heating equipment, electronic instruments, pumps, motors, valves and spare parts, as well as fibreglass products.

- Fluidra Montenegro DOO, domiciled in Podgorica (Montenegro), is mainly engaged in the purchase, sale and distribution of machinery, equipment, materials, accessories, products and special equipment for pool and water system and irrigation maintenance.

- Fluidra (N.Z.) Limited, domiciled in North Shore City (New Zealand), is engaged in the distribution and sale of pool material.

- Fluidra Nordic AB, domiciled in Källered (Sweden), is mainly engaged in the purchase, sale, import, export of product categories and products relating to swimming-pools, water treatment and irrigation.

- Fluidra North Amercia LLC, (previously called Zodiac Pool Solutions, LLC), domiciled in Carlsbad (USA) is engaged in the holding and use of equity shares and securities, and advising, managing and administering the companies in which it holds an ownership interest.

- Fluidra Österreich GmbH “SSA”, domiciled in Grödig (Austria), is mainly engaged in the marketing of swimming-pool and *wellness* products.

- Fluidra Polska, SP. Z.O.O., domiciled in Wroclaw (Poland), is mainly engaged in the marketing of pool accessories.

- Fluidra Romania S.A., domiciled in Bucharest (Romania), is mainly engaged in the purchase, sale and distribution of machinery, equipment, materials, accessories, products and special equipment for pool and water system and irrigation maintenance.

- Fluidra Serbica, D.O.O. Beograd, domiciled in Belgrade (Serbia), is mainly engaged in the marketing of swimming-pool material.

- Fluidra SI D.O.O., domiciled in Ljubljana (Slovenia), is mainly engaged in marketing pool-related goods, products and materials.

- Fluidra Singapore, PTE LTD, domiciled in Singapore (Singapore), is mainly engaged in the marketing of pool-related accessories.

- Fluidra Switzerland, S.A., domiciled in Bedano (Switzerland), is mainly engaged in the marketing of pool material.

- Fluidra Tr Su Ve Havuz Ekipmanlari AS, domiciled in Tuzla (Turkey), is engaged in the import of equipment, chemical products and other secondary materials necessary for swimming-pools, and their subsequent distribution.

- Fluidra Tunisie, S.A.R.L., with its registered office in El Manar (Tunisia), has as its main purpose the provision of manufacturing services and related activities aimed at promoting and strengthening the Fluidra Group's activity in Tunisia.

- Fluidra USA, LLC, domiciled in Jacksonville (USA), is engaged in the marketing of pool-related products and accessories.

- Fluidra Vietnam LTD, domiciled in Ho Chi Minh City (Vietnam), is engaged in advising, allocating and installing pool filtering systems and water applications, as well as the import, export and distribution of wholesale and retail products.

- Fluidra Waterlinx Pty, Ltd, domiciled in Johannesburg (South Africa), is mainly engaged in the manufacture and distribution of swimming-pools, equipment and spa and garden accessories.

- I.D. Electroquímica, S.L.U., domiciled in Alicante (Alicante, Spain), is engaged in the sale of all types of process development machines and eletrochemical reactors.
- Innodrip, S.L.U., domiciled in Sant Cugat del Vallés (Barcelona, Spain), is engaged in the rendering of services aimed at the sustainable use of water.
- Inquide, S.A.U., domiciled in Polinyà (Barcelona, Spain), is mainly engaged in the manufacture of chemical products and specialties in general, excluding pharmaceutical products.
- Kreative Techk, LDA, domiciled in Sintra (Portugal), is engaged in providing marketing and IT consultancy services, including business strategy services, market research, promotion, advertising, sales post-sales and marketing for IT and software equipment.
- Manufacturas Gre, S.A.U., domiciled in Munguia (Vizcaya, Spain), is engaged in the manufacture and marketing of products, accessories and materials for swimming-pools, irrigation and water treatment and purification in general.
- NCWG, Sistemas de Gestão de Água, LDA, domiciled in Sintra (Portugal), is engaged in the sale, maintenance, representation and distribution of equipment parts for swimming-pools and water treatment, including the import and export of chemicals for water treatment and environmental protection, disinfection systems, fluid handling and pumps.
- Ningbo Dongchuan Swimming Pool Equipment Co., LTD, domiciled in Ningbo (China), is engaged in the production and installation of swimming-pool equipment, brushes, plastic and aluminium products, industrial thermometer, water disinfection equipment and water testing equipment. Import and export of technology for own use or as an agent.
- Piscines Techniques 2000, S.A.S., domiciled in Perpignan (France), is engaged in the sale of spare parts for swimming-pools; the purchase and sale of swimming-pool equipment and used water systems; the sale, distribution, marketing, repair and maintenance of swimming-pool equipment, gardening, irrigation and water treatment; and technical advice to swimming-pool and water professionals.
- Poolweb, SAS, domiciled in Chassieu (France), is engaged in the purchase and sale of equipment for pools and other business areas relating to water and relaxation, in providing technical assistance to professionals in this industry and to creating and selling IT programmes used in the aforementioned activities.
- SR Smith, LLC, domiciled in Canby, Oregon (United States), has as its corporate purpose to engage in any lawful act or activity that limited liability companies may engage in under Delaware law, including consulting, brokering, commissions or investments in other companies.
- Sacopa, S.A.U. (absorbing company of Poltank, S.A.U.), domiciled in Sant Jaume de Llierca (Girona, Spain), is mainly engaged in the processing, marketing and sale of plastic materials, as well as the manufacture, assembly, processing, purchase and sale and distribution of all types of lighting and decoration devices and tools. Foreign and domestic trading activities of all types of goods and products directly and indirectly related to the above products, their purchase and sale and distribution. Representation of domestic and foreign brands and commercial and industrial enterprises engaged in the manufacture of the aforementioned products.
- SIBO Fluidra Netherlands B.V., domiciled in Veghel (The Netherlands), has as its corporate purpose to act as a wholesale technician and to carry out all activities directly or indirectly related thereto; as well as to incorporate, participate in and direct the management, to have financial interests in other companies; and to provide administrative services. It owns 100% of the share capital of the German company SIBO Gmbh.
- SRS Australia , Pty LTD, domiciled in Brisbane, Queensland (Australia), is principally engaged in the sale of swimming-pool cover equipment and materials to both residential and commercial retail and wholesale customers.
- Sunbather Pty LTD, domiciled in Hastings, Victoria (Australia), is principally engaged in the manufacture and distribution of swimming-pool heating equipment and thermal pool covers..
- Swim & Fun Scandinavia ApS, domiciled in Roskilde (Denmark), is principally engaged in wholesale trade transactions relating to swimming-pools and water treatment.
- Talleres del Agua, S.L.U., domiciled in Los Corrales de Buelna (Cantabria, Spain), is engaged in the building, sale, installation, air-conditioning and maintenance of swimming-pools, as well as the manufacture, purchase and sale, import and export of all types of swimming-pool tools.
- Taylor Water Technologies LLC, domiciled in Sparks, Maryland (USA), is principally engaged in the manufacture and distribution of water testing solutions, testing stations and test strips for swimming-pools and plastic bottles.
- Trace Logistics North, B.V., domiciled in Veghel (Holland), is engaged in receiving third-party goods in consignment in its warehouses or premises for their storage, control and distribution to third parties at the request of its depositors; performing storage, depositing, loading and unloading duties and any other function required for managing the distribution of these goods in accordance with the instructions of the depositors and arranging and managing transport.
- Trace Logistics, S.A.U., domiciled in Maçanet de la Selva (Girona, Spain), is engaged in receiving third-party goods in consignment in its warehouses or premises for

their storage, control and distribution to third parties at the request of its depositors; performing storage, loading and unloading duties and other supplementary activities that are necessary for managing the distribution of these goods in accordance with the instructions of the depositors
and arranging and managing transport.

- Veico. Com. Br Indústria e Comércio LTDA, domiciled in Ciudad de Itají, Estado de Santa Catarina (Brazil), has as its corporate purpose the provision of administrative support, digitalisation of texts, electronic templates and forms in general, professional and managerial development courses and training, as well as the sale of machines and equipment.

- Wit Egypt, Egyptian Limited Liability Company, domiciled in Cairo (Egypt), is mainly engaged in the marketing of swimming-pool accessories.

- Ya Shi Tu Swimming Pool Equipment (Shanghai) Co, Ltd, domiciled in Shanghai (China), is mainly engaged in the marketing of swimming-pool products.

- Zodiac Pool Care Europe, S.A.S. (absorbing company of Zodiac International, S.A.S.), domiciled in Belberaud (France), is engaged in the distribution and sale of pool-related products and accessories.

- Zodiac Pool Systems Canada, INC, domiciled in Vancouver (Canada), is engaged in the distribution and sale of pool-related products and accessories.

- Zodiac Pool Systems, LLC, domiciled in Carlsbad (USA), is mainly engaged in the manufacture and distribution of several Group brands relating to pool equipment.

- Zodiac Swimming Pool Equipment (Shenzen) Co, Ltd, domiciled in Shenzen (China), is mainly engaged in the rendering of technical services for
pool and spa equipment; the distribution, sale, import and export of pool and
spa products and elements and post-sales services.

- ZPES Holdings, S.A.S., domiciled in Belberaud (France), is engaged in the holding and use of equity shares and securities, and advising, managing and administering the companies in which it holds an ownership interest.

Associates consolidated using the equity method

- Astral Nigeria, Ltd., domiciled in Surulere-Lagos (Nigeria), is engaged in the marketing of swimming-pool products.

- Aspire Polymers Pty. LTD, domiciled in Mornington, Victoria (Australia), is principally engaged in the manufacture and distribution of a wide range of rubber rollers.

- Blue Factory S.R.L., domiciled in Milan (Italy), has as its corporate purpose the provision of consultancy services to both public and private entities related to project design and implementation, the development, implementation and marketing of innovative solutions and high-value technological services.

	% of ownership interest		
	Direct	Indirect	
List of subsidiaries accounted for using the full consolidation method			
FLUIDRA COMMERCIAL , S.A.U.	100,00%		(8)
AO ASTRAL SNG		90,00%	
AQUACONTROL, GESELLSCHAFT FÜR MEß-, REGEL- UND STEUERUNGSTECHNIK ZUR WASSERAUFBEREITUNG GMBH		100.00%	
ASTRAL AQUADESIGN LIMITED LIABILITY COMPANY		58,50%	
ASTRAL BAZENOVE PRISLUSENTSVI, S.R.O.		100,00%	
ASTRALPOOL CYPRUS, LTD		100,00%	
ASTRALPOOL HONGKONG, CO., LIMITED		100,00%	
ASTRALPOOL THAILAND CO., LTD		100,00%	
ASTRALPOOL UK LIMITED		100,00%	
CEPEX S.A.U.		100,00%	
CERTIKIN INTERNATIONAL, LIMITED		100,00%	
COVER - POOLS LLC		100,00%	(11)
CUSTOM MOLDED PRODUCTS LLC		100,00%	
CUSTOM MOLDED PRODUCTS SHANGHAI INC.		100,00%	
DINI & LULIO, LDA		100,00%	(3)
ECOHÍDRICA, TECNOLOGIAS DA ÁGUA LDA.		100,00%	(3)
FABTRONICS AUSTRALIA PTY LTD		100,00%	
FLUIDRA ADRIATIC D.O.O.		100,00%	
FLUIDRA BALKANS JSC		61,16%	
FLUIDRA BELGIQUE, S.R.L.		100,00%	

	% of ownership interest		
	Direct	Indirect	
List of subsidiaries accounted for using the full consolidation method			
FLUIDRA BH D.O.O. Bijeljina		60,00%	
FLUIDRA BRASIL INDÚSTRIA E COMÉRCIO LTDA		100,00%	
FLUIDRA CHILE, S.A.		100,00%	
FLUIDRA COLOMBIA, S.A.S		100,00%	
FLUIDRA COMERCIAL ESPAÑA, S.A.U.		100,00%	
FLUIDRA COMERCIAL PORTUGAL Unipessoal, LDA		100,00%	
FLUIDRA COMMERCIAL FRANCE, S.A.S.		100,00%	
FLUIDRA COMMERCIALE ITALIA, S.P.A.		100,00%	
FLUIDRA DEUTSCHLAND GmbH		100,00%	(6)
FLUIDRA EGYPT, Egyptian Limited Liability Company		100,00%	
FLUIDRA EXPORT, S.A.U.		100,00%	
FLUIDRA GLOBAL DISTRIBUTION, S.L.U.		100,00%	(7)
FLUIDRA GROUP AUSTRALIA PTY LTD		100,00%	
FLUIDRA HELLAS, S.A.		96,96%	
FLUIDRA HOLDINGS AUSTRALIA PTY LTD		100,00%	
FLUIDRA HOLDINGS SOUTH AFRICA PTY LTD		100,00%	
FLUIDRA INDIA PRIVATE LIMITED		100,00%	
FLUIDRA INDONESIA PT.		100,00%	
FLUIDRA INDUSTRY FRANCE, S.A.S		100,00%	
FLUIDRA KAZAKHSTAN Limited Liability Company		70,00%	
FLUIDRA LATAM EXPORT LLC		100,00%	
FLUIDRA MAGYARORSZÁG Kft.		95,00%	
FLUIDRA MALAYSIA SDN.BHD.		100,00%	
FLUIDRA MAROC, S.A.R.L.		100.00%	
FLUIDRA MEXICO, S.A. DE C.V.		100,00%	
FLUIDRA MIDDLE EAST FZE		100,00%	
FLUIDRA MONTENEGRO DOO		60,00%	
FLUIDRA N.Z. LIMITED		100,00%	
FLUIDRA NORDIC AB		100,00%	
FLUIDRA NORTH AMERICA LLC		100,00%	(10)
FLUIDRA ÖSTERREICH Gmbh "SSA"		98,50%	
FLUIDRA POLSKA, SP. Z.O.O.		100,00%	
FLUIDRA ROMANIA S.A.		66,66%	
FLUIDRA SERBICA, D.O.O. BEOGRAD		60,00%	
FLUIDRA SI D.O.O		60,00%	
FLUIDRA SINGAPORE, PTE LTD		100,00%	
FLUIDRA SWITZERLAND, S.A.		100,00%	
FLUIDRA TR SU VE HAVUZ EKIPMANLARI AS		51,00%	
FLUIDRA TUNISIE, S.A.R.L.		100,00%	
FLUIDRA USA, LLC		100,00%	
FLUIDRA VIETNAM LTD		100,00%	
FLUIDRA WATERLINX PTY, LTD		100,00%	
I.D. ELECTROQUÍMICA, S.L.U.		100,00%	
INNODRIP, S.L.U		100,00%	
INQUIDE, S.A.U.		100,00%	
KREATIVE TECHK, LDA		100,00%	(3)
MANUFACTURAS GRE, S.A.U.		100,00%	
NCWG, SISTEMAS DE GESTAO DE AGUA, LDA		100,00%	(3)
NINGBO DONGCHUAN SWIMMING POOL EQUIPMENT CO., LTD		70,00%	
PISCINES TECHNIQUES 2000, S.A.S.		100,00%	
POOLWEB SAS		100,00%	
S.R. SMITH, LLC		100,00%	
SACOPA, S.A.U.		100,00%	(9)
SIBO FLUIDRA NETHERLANDS B.V.		100,00%	(2)
SRS AUSTRALIA Pty LTD		100,00%	

	% of ownership interest		
	Direct	Indirect	
List of subsidiaries accounted for using the full consolidation method			
SUNBATHER Pty LTD		100,00%	
SWIM & FUN SCANDINAVIA, APS		100,00%	
TALLERES DEL AGUA, S.L.U.		100,00%	
TAYLOR WATER TECHNOLOGIES LLC		100,00%	
TRACE LOGISTICS NORTH BV		100,00%	
TRACE LOGISTICS, S.A.U.		100,00%	
VEICO.COM.BR INDÚSTRIA E COMÉRCIO LTDA		100,00%	
W.I.T. EGYPT, Egyptian Limited Liability Company		100,00%	
YA SHI TU SWIMMING POOL EQUIPMENT (SHANGHAI) Co, Ltd.		100,00%	
ZODIAC POOL CARE EUROPE SAS		100,00%	(5)
ZODIAC POOL SYSTEMS CANADA, INC.		100,00%	
ZODIAC POOL SYSTEMS LLC		100,00%	
ZODIAC SWIMMING POOL EQUIPMENT (SHENZHEN) CO.,LTD.		100,00%	
ZPES HOLDINGS SAS		100,00%	
Detalle de sociedades asociadas consolidadas de acuerdo con el método de la participación			
ASTRAL NIGERIA, LTD.		25,00%	(1)
ASPIRE POLYMERS Pty. LTD		50,00%	
BLUE FACTORY, S.R.L.		17,00%	
Detalle de sociedades integradas al coste			
DISCOVERPOOLS COM, INC.		11,00%	(1)
SWIM-TEC GmbH		25,00%	(4)

(1) Companies belonging to the Fluidra Commercial, S.A. and subsidiaries subgroup.
(2) Sibo Fluidra Netherlands, B.V., owns 100% of the share capital of the German company SIBO Gmbh.
(3) Companies adquired during the twelve-month period ended 31 December 2024.
(4) 25% of the company owned by Fluidra Deutschland, GmbH
(5) Absorbing company of Zodiac International SAS
(6) Absorbing company of Meranus Haan and Meranus Lauchhammer
(7) Absorbing company of Unistral Recambios S.A.U.
(8) Absorbing company of Fluidra Finco S.L.U.
(9) Absorbing company of Poltank S.A.U.
(10) Previous company name was Zodiac pool Solutions LLC
(11) Previous Company name was Cover-Pools Incorporated.
(12) In the twelve-month period ended 31 December 2024, the following companies have been wound up: Cmp Pool & Spa (Shanghai) Co, Ltd, Turcat Polyester Sanayi Ve Ticaret A.S., Certikin International (Ireland) Limited, Fluidra Australia PTY LTD, Astralpool Australia PTY LTD , Hurlcon Staffing PTY LTD and Cepex México, SA de C.V.

Appendix II

Fluidra, S.A. and Subsidiaries

Details of segment results for the year ended 31 December 2024

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

	EMEA	NORTH AMERICA	OPERATIONS	APAC	Shared services	Adjustments & eliminations	Total consolidated figures
	31/12/2024	31/12/2024	31/12/2024	31/12/2024	31/12/2024	31/12/2024	31/12/2024
Sales to third parties	919,384	918,071	54,538	209,606	—	—	2,101,599
Inter-segment sales	89,903	7,367	422,529	2,276	—	(522,075)	—
Segment sales of goods and finished products	**1,009,287**	**925,438**	**477,067**	**211,882**	**—**	**(522,075)**	**2,101,599**
EBITDA (1)	**166,443**	**284,955**	**76,544**	**46,017**	**(95,806)**	**(769)**	**477,384**
Depreciation and amortisation expenses and impairment losses	(29,281)	(28,306)	(24,869)	(16,280)	(59,744)	(2,652)	(161,132)

(1) As well as the financial information prepared under IFRS-EU, Fluidra also prepares alternative performance measures (APMs), as defined in the guidelines issued by the European Markets and Securities Authority (ESMA). For further information about definitions, relevance of use and the reconciliation of APMs, visit: Alternative performance measures - 2024.

This appendix forms an integral part of Note 4 to the interim condensed consolidated financial statements of Fluidra, S.A. and subsidiaries for the twelve-month periods ended 31 December 2024 and 2023 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Details of segment results for the year ended 31 December 2023

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

	EMEA	NORTH AMERICA	OPERATIONS	APAC	Shared services	Adjustments & eliminations	Total consolidated figures
	31/12/2023	31/12/2023	31/12/2023	31/12/2023	31/12/2023	31/12/2023	31/12/2023
Sales to third parties	933,493	851,954	54,496	210,765	—	—	2,050,708
Inter-segment sales	75,736	5,021	416,689	1,675	—	(499,121)	—
Segment sales of goods and finished products	**1,009,229**	**856,975**	**471,185**	**212,440**	**—**	**(499,121)**	**2,050,708**
EBITDA (1)	**172,244**	**224,109**	**74,506**	**47,217**	**(73,403)**	**370**	**445,043**
Depreciation and amortisation expenses and impairment losses	(26,802)	(27,547)	(21,200)	(9,693)	(32,346)	(40,232)	(157,820)

(1) As well as the financial information prepared under IFRS-EU, Fluidra also prepares alternative performance measures (APMs), as defined in the guidelines issued by the European Markets and Securities Authority (ESMA). For further information about definitions, relevance of use and the reconciliation of APMs, visit: Alternative performance measures - 2024.

This appendix forms an integral part of Note 4 to the interim condensed consolidated financial statements of Fluidra, S.A. and subsidiaries for the twelve-month periods ended 31 December 2024 and 2023 prepared in accordance with IFRS as adopted by the European Union.

Appendix III

Fluidra, S.A. and Subsidiaries

Details of segment assets and liabilities for the year ended 31 December 2024

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

	EMEA	NORTH AMERICA	OPERATIONS	APAC	Shared services	Adjustments and eliminations	Total consolidated figures
	31/12/2024	31/12/2024	31/12/2024	31/12/2024	31/12/2024	31/12/2024	31/12/2024
NON-CURRENT ASSETS							
Property, plant, and equipment	34,064	54,335	85,007	11,365	9,714	—	194,485
Property, plant and equipment in Spain	5,688	—	81,994	—	9,714	—	97,396
Inventories	116,934	187,378	157,980	45,370	—	(41,545)	466,117
Trade and other receivables	99,466	87,075	15,783	42,499	48,152	(1,914)	291,061
Trade and other payables	71,066	153,399	58,839	44,090	63,318	233	390,945
Net assets for segment	**179,398**	**175,389**	**199,931**	**55,144**	**(5,452)**	**(43,692)**	**560,718**

This appendix forms an integral part of Note 4 to the interim condensed consolidated financial statements of Fluidra, S.A. and subsidiaries for the twelve-month periods ended 31 December 2024 and 2023 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Details of segment assets and liabilities for the year ended 31 December 2023

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

	EMEA	NORTH AMERICA	OPERATIONS	APAC	Shared services	Adjustments and eliminations	Total consolidated figures
	31/12/2023	31/12/2023	31/12/2023	31/12/2023	31/12/2023	31/12/2023	31/12/2023
NON-CURRENT ASSETS							
Property, plant, and equipment	34,373	51,346	82,721	9,732	7,164	—	185,336
Property, plant and equipment in Spain	5,894	—	79,594	—	7,164	—	92,652
Inventories	112,984	152,211	157,538	43,339	—	(39,011)	427,061
Trade and other receivables	102,225	102,989	13,859	40,504	15,694	(1,915)	273,356
Trade and other payables	66,874	112,315	55,099	38,262	56,261	578	329,389
Net assets for segment	**182,708**	**194,231**	**199,019**	**55,313**	**(33,403)**	**(41,504)**	**556,364**

This appendix forms an integral part of Note 4 to the interim condensed consolidated financial statements of Fluidra, S.A. and subsidiaries for the twelve-month periods ended 31 December 2024 and 2023 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries
Consolidated interim director's report
31 December 2024

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

General business outlook

Fluidra Group's turnover at the December 2024 reporting date stands at €2,051 million, up 2.5% on the previous year.

The gross margin is up from 53.1% last year to 56.6% this year.

Net operating expenses (sum of personnel expenses, other operating expenses net of income from services rendered, work performed by the Group and capitalised as non-current assets, profits from the sale of fixed assets and before changes in trading provisions) have increased 11.1% with a significant impact in expenses for repairs and maintenance and independent professional services, as well as the impact of increased inflation on personnel expenses.

There is a reversal of €4.1 thousand in trading provisions, as a result of the decrease in overdue balances and the excellent work in collection management.

Amortisation/depreciation expenses and impairment losses goes from €157.8 million to €161.1 million, remaining very stable.

The financial result shifts from €-77.9 million in 2023 to €-66.6 million in 2024. Of note are the improved exchange rate differences compared to last year, which go from €-7.5 million in 2023 to €-0.1 million in 2024.

Net profit attributed to the Parent company is up from €113.8 million in 2023 to €138.1 million in 2024, due to a better gross margin, absorbing the increase in net operating expenses. In percentage terms, it moves from 5.6% to 6.6% of sales.

In terms of the Group's consolidated balance sheet, it is important to note the increase of €39.1 million in inventories and the impact of exchange gains/(losses) in headings linked essentially to the US dollar, particularly goodwill and other intangible assets.

Investments in property, plant and equipment, investment property, other intangible assets and right-of-use assets have decreased by €5.4 million to €105 million in 2024, due to the investments needed to address business growth.

Net debt (including lease liabilities) goes from €1,172.3 million to €1,131.6 million, due mainly to cash generation in operating activities. This cash generation has mainly been allocated to decrease the promissory notes issued on the Alternative Fixed Income Market (MARF) and to increase cash and cash equivalents.

Further information on the business outlook for 2024 can be found in the FY 2024 Results presentation available on the company's website within the Shareholders and Investors section.

There are 247 employees more than in the same period last year, due mainly to greater business activity. At 31 December 2024, there are 6,667 employees; 65% are male and 35% are female.

In terms of the environment, Fluidra has kept its commitment to optimise the natural resources it uses in production processes and to promote alternative energies. Additionally, one of the main focuses of R&D projects is the responsible use of water.

Details of related-party transactions can be found in Note 29, Related-party balances and transactions, within the interim financial statements.

Fluidra, S.A. and Subsidiaries
Interim Condensed Consolidated Financial Statements
2024

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

On 25 February 2025, Fluidra, S.A.'s Board of Directors authorized for issue the interim condensed consolidated financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union (which comprise the interim condensed consolidated statements of financial position, the interim condensed consolidated income statements, the interim condensed consolidated statements of comprehensive income, the interim condensed consolidated statements of changes in equity, the interim condensed consolidated cash flow statements and the notes thereto) for the years ended 31 December 2024 and 2023, in accordance with article 12 of Royal Decree 1362/2007.

In witness whereof, all Directors sign in agreement below.

Mr. Eloy Planes Corts

Ms. Esther Berrozpe Galindo

Ms. Barbara Borra

Mr. Bruce Walker Brooks

Mr. Jorge Valentín Constans Fernández

Mr. Bernardo Corbera Serra

Mr. Bernat Garrigós Castro

Ms. Aedhmar Hynes

Mr. Michael Steven Langman

Mr. Brian McDonald

Mr. Manuel Puig Rocha

Mr. Oscar Serra Duffo

Ms. Olatz Urroz García

Mr. José Manuel Vargas Gómez

Statement of Directors' liability for the purposes of Article 11.1.b) of Spanish Royal Decree 1362/2007 of 19 October

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

At the board meeting held on 25 February 2025, the members of the Board of Directors of Fluidra, S.A. (the Company) state that to the best of their knowledge, the condensed consolidated interim financial statements for the second half of 2024, prepared in accordance with applicable accounting principles, give a true and fair view of the equity, financial position and results of the Company and consolidated subsidiaries taken as a whole, and that the interim directors' report includes an accurate analysis of the required information.

In Sant Cugat del Vallès, 25 February 2025.

Mr. Eloy Planes Corts	Ms. Esther Berrozpe Galindo
Ms. Barbara Borra	Mr. Bruce Walker Brooks
Mr. Jorge Valentín Constans Fernández	Mr. Bernardo Corbera Serra
Mr. Bernat Garrigós Castro	Ms. Aedhmar Hynes
Mr. Michael Steven Langman	Mr. Brian McDonald
Mr. Manuel Puig Rocha	Mr. Oscar Serra Duffo
Ms. Olatz Urroz García	Mr. José Manuel Vargas Gómez