

**Report on Limited Review**

**Fluidra, S.A. and Subsidiaries**

**Interim Condensed Consolidated Financial Statements  
and Interim Consolidated Management Report  
for the six-month period ended  
June 30, 2023**

Translation of a report and consolidated financial statements originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

## REPORT ON LIMITED REVIEW OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders of Fluidra, S.A.

### Report on the interim condensed consolidated financial statements

#### *Introduction*

We have carried out a limited review of the accompanying interim condensed consolidated financial statements (hereinafter the interim financial statements) of Fluidra, S.A. (hereinafter the parent Company) and its Subsidiaries (hereinafter the Group), which comprise the balance sheet at June 30, 2023, the income statement, the statement of other comprehensive income, the statement of changes in equity, the cash flow statement, and the explanatory notes, all of which have been condensed and consolidated, for the six-month period then ended. The parent's Company Directors are responsible for the preparation of said interim financial statements in accordance with the requirements established by IAS 34, "Interim Financial Reporting," adopted by the European Union for the preparation of interim condensed financial reporting as per article 12 of Royal Decree 1362/2007. Our responsibility is to express a conclusion on these interim financial statements based on our limited review.

#### *Scope of the review*

We have performed our limited review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Reporting Performed by the Independent Auditor of the Entity." A limited review of interim financial statements consists of making inquiries, primarily of personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A limited review is substantially less in scope than an audit carried out in accordance with regulations on the auditing of accounts in force in Spain and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the accompanying interim financial statements.

#### *Conclusion*

Based on our limited review, which under no circumstances can be considered an audit of accounts, no matter come to our attention which would lead us to conclude that the accompanying interim financial statements for the six-month period ended June 30, 2023 have not been prepared, in all significant respects, in accordance with the requirements established in International Accounting Standard (IAS) 34, "Interim Financial Reporting," as adopted by the European Union in conformity with article 12 of Royal Decree 1362/2007 for the preparation of interim condensed financial statements.

### *Emphasis paragraph*

We draw attention to the matter described in accompanying explanatory Note 2, which indicates that the above-mentioned accompanying interim financial statements do not include all the information that would be required for completed consolidated financial statements prepared in accordance with International Financial Reporting Standards, as adopted by the European Union. Therefore, the accompanying interim financial statements should be read in conjunction with Fluidra, S.A. and Subsidiaries consolidated financial statements for the year ended December 31, 2022. This does not modify our conclusion.

### Report on other legal and regulatory requirements

The accompanying consolidated interim management report for the six-month period ended June 30, 2023 contains such explanations as the parent's Company Directors consider appropriate concerning significant events which occurred during this period and their effect on these interim financial statements, of which it is not an integral part, as well as on the information required in conformity with article 15 of Royal Decree 1362/2007. We have checked that the accounting information included in the abovementioned report agrees with the interim financial statements for the six-month period ended June 30, 2023. Our work is limited to verifying the consolidated interim management report in accordance with the scope described in this paragraph and does not include the review of information other than that obtained from the accounting records of Fluidra, S.A. and Subsidiaries.

### Paragraph on other issues

This report has been prepared at the request of the parent's Company Management with regard to the publication of the half yearly financial report required by article 100 of Law 6/2023 of March 17 on Securities Markets and Investment Services.

ERNST & YOUNG, S.L.

*(Signed on the original in Spanish)*

\_\_\_\_\_  
Daniel Artigas

July 27, 2023

**FLUIDRA**

**FLUIDRA, S.A.  
AND SUBSIDIARIES**

**Condensed Consolidated Interim Financial Statements  
prepared in accordance with International Financial Reporting  
Standards as adopted by the European Union**

**30 June 2023**

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

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

- **Consolidated Financial Statements**
  - Consolidated Statements of Financial Position
  - Consolidated Income Statements
  - Consolidated Statements of Comprehensive Income
  - Consolidated Statements of Changes in Equity
  - Consolidated Cash Flow Statements
  
- **Notes**
  1. Nature, principal activities and companies composing the Group
  2. Basis of presentation
  3. Relevant accounting principles applied
  4. Segment reporting
  5. Seasonal transactions
  6. Business combinations and sales of Group companies
  7. Property, plant and equipment and Other intangible assets
  8. Goodwill
  9. Current and non-current financial assets
  10. Derivative financial instruments
  11. Non-current assets held for sale and liabilities relating to non-current assets held for sale and discontinued operations
  12. Equity
  13. Earnings per share
  14. Provisions
  15. Bank borrowings and other marketable securities
  16. Risk management policy
  17. Changes in inventories of finished goods and work in progress and raw material supplies
  18. Sales of goods and finished products
  19. Income from the rendering of services
  20. Personnel expenses
  21. Other operating expenses
  22. Finance income and cost
  23. Deferred taxes and Income tax
  24. Related party balances and transactions
  25. Other commitments and contingencies
  26. EBITDA
  27. Subsequent events
  
- **Consolidated Directors' Report**
  
- **Appendices**
  - APPENDIX I           Details of the corporate name and purpose of the subsidiaries, associates and joint ventures directly or indirectly owned
  
  - APPENDIX II         Details of segment results  
Details of segment assets and liabilities

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Statements of Financial Position  
30 June 2023 and 2022 and 31 December 2022  
(Expressed in thousands of euros)

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

<u>Assets</u>	<u>Notes</u>	<u>30/06/2023</u> (Limit. Rev.)	<u>30/06/2022</u> (Limit. Rev.)	<u>31/12/2022</u> (Audited)
Property, plant and equipment	7	178,822	171,066	184,039
Investment property		2,792	1,715	1,894
Goodwill	8	1,296,808	1,320,043	1,307,022
Other intangible assets	7	901,323	995,966	946,229
Right-of-use assets	7	172,988	172,964	173,615
Investments accounted for using the equity method		796	834	828
Non-current financial assets	9	4,471	4,348	4,697
Derivative financial instruments	10	55,201	22,281	54,621
Other receivables		3,158	4,157	3,597
Deferred tax assets		118,554	112,576	123,051
Total non-current assets		2,734,913	2,805,950	2,799,593
Non-current assets held for sale	11	7,712	7,220	7,656
Inventories		545,514	681,216	599,093
Trade and other receivables		466,481	513,348	284,808
Other current financial assets	9	7,197	6,919	6,179
Derivative financial instruments	10	46	1,530	465
Cash and cash equivalents		89,233	78,369	75,151
Total current assets		1,116,183	1,288,602	973,352
TOTAL ASSETS		<u>3,851,096</u>	<u>4,094,552</u>	<u>3,772,945</u>
<u>Equity</u>				
Share capital		192,129	195,629	192,129
Share premium		1,148,591	1,148,591	1,148,591
Retained earnings and other reserves		197,700	432,160	336,630
Treasury shares		( 38,160 )	( 158,532 )	( 112,692 )
Other comprehensive income		78,938	122,943	105,192
Equity attributable to equity holders of the parent	12	1,579,198	1,740,791	1,669,850
Non-controlling interests		8,734	10,933	8,831
Total equity		<u>1,587,932</u>	<u>1,751,724</u>	<u>1,678,681</u>
<u>Liabilities</u>				
Bank borrowings and other marketable securities	15	1,102,859	1,143,262	1,120,108
Lease liabilities		150,824	154,491	152,725
Deferred tax liabilities		237,948	243,174	242,061
Provisions	14	10,464	12,456	10,893
Government grants		148	193	173
Other non-current liabilities		4,773	7,283	6,659
Total non-current liabilities		1,507,016	1,560,859	1,532,619
Liabilities linked to non-current assets held for sale	11	3,616	3,114	3,990
Financial liabilities from bank borrowings & other marketable securities	15	159,242	22,065	146,823
Lease liabilities		42,673	37,214	40,414
Trade and other payables		499,861	661,123	316,967
Provisions	14	50,579	57,452	53,263
Derivative financial instruments	10	177	1,001	188
Total current liabilities		756,148	781,969	561,645
Total liabilities		2,263,164	2,342,828	2,094,264
TOTAL EQUITY AND LIABILITIES		<u>3,851,096</u>	<u>4,094,552</u>	<u>3,772,945</u>

The accompanying notes are an integral part of the condensed consolidated interim financial statements of Fluidra, S.A. and subsidiaries for the six-month period ended 30 June 2023 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Income Statement  
for the six-month periods ended 30 June 2023 and 2022  
and the year ended 31 December 2022

(Expressed in thousands of euros)

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

	Notes	30/06/2023 (Limit. Rev.)	30/06/2022 (Limit. Rev.)	31/12/2022 (Audited)
<b>Operating income</b>				
Sales of goods and finished products	18	1,185,601	1,445,421	2,389,205
Income from the rendering of services	19	18,648	20,555	39,232
Work performed by the Group and capitalised as non-current assets		9,346	9,036	20,888
<b>Total operating income</b>		<b>1,213,595</b>	<b>1,475,012</b>	<b>2,449,325</b>
<b>Operating expenses</b>				
Change in inventories of finished products and work in progress and raw material supplies	17	( 563,539 )	( 708,357 )	( 1,169,618 )
Personnel expenses	20	( 197,103 )	( 203,211 )	( 414,537 )
Depreciation and amortisation expenses and impairment losses		( 77,657 )	( 75,202 )	( 165,385 )
Other operating expenses	21	( 193,180 )	( 214,069 )	( 395,609 )
<b>Total operating expenses</b>		<b>( 1,031,479 )</b>	<b>( 1,200,839 )</b>	<b>( 2,145,149 )</b>
<b>Other gains and losses</b>				
Profit/(loss) from sales of fixed assets		195	156	136
<b>Total other gains/(losses)</b>		<b>195</b>	<b>156</b>	<b>136</b>
<b>Operating profit</b>		<b>182,311</b>	<b>274,329</b>	<b>304,312</b>
<b>Finance income / (cost)</b>				
Finance income		1,228	1,703	3,328
Finance cost		( 33,584 )	( 33,834 )	( 62,145 )
Right-of-use finance cost		( 3,842 )	( 3,036 )	( 6,549 )
Exchange gains/(losses)		666	( 9,906 )	( 13,904 )
<b>Net financial result</b>	22	<b>( 35,532 )</b>	<b>( 45,073 )</b>	<b>( 79,270 )</b>
Share of profit/(loss) for the year of entities accounted for using the equity method		( 9 )	72	71
<b>Profit/(loss) before tax from continuing operations</b>		<b>146,770</b>	<b>229,328</b>	<b>225,113</b>
<b>Income tax expense</b>	23	<b>( 40,855 )</b>	<b>( 59,524 )</b>	<b>( 60,710 )</b>
<b>Profit/(loss) after tax from continuing operations</b>		<b>105,915</b>	<b>169,804</b>	<b>164,403</b>
Profit/ (loss) after tax from discontinued operations	11	-	-	-
<b>Consolidated profit/(loss) after tax</b>		<b>105,915</b>	<b>169,804</b>	<b>164,403</b>
Profit/(loss) attributable to non-controlling interests		1,844	3,329	4,472
Profit/(loss) attributable to equity holders of the parent		104,071	166,475	159,931
<b>EBITDA</b>	26	<b>259,959</b>	<b>349,603</b>	<b>469,768</b>
<b>Basic and diluted earnings per share (in euros)</b>	13	<b>0.54934</b>	<b>0.87698</b>	<b>0.84807</b>

The accompanying notes are an integral part of the condensed consolidated interim financial statements of Fluidra, S.A. and subsidiaries for the six-month period ended 30 June 2023 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Statements of Comprehensive Income  
for the six-month periods ended 30 June 2023 and 2022  
and the year ended 31 December 2022

(Expressed in thousands of euros)

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

	<u>30/06/2023</u>	<u>30/06/2022</u>	<u>31/12/2022</u>
Profit / (loss) for the year	105,915	169,804	164,403
Other comprehensive income:			
Items that will be reclassified to profit or loss			
Cash flow hedges	761	29,362	61,951
Exchange gains/(losses) on financial statements of foreign operations	( 27,131 )	98,072	55,650
Tax effect	<u>( 302 )</u>	<u>( 6,765 )</u>	<u>( 15,105 )</u>
Other comprehensive income for the year, net of tax	<u>( 26,672 )</u>	<u>120,669</u>	<u>102,496</u>
Total comprehensive income for the year	<u><u>79,243</u></u>	<u><u>290,473</u></u>	<u><u>266,899</u></u>
Total comprehensive income attributable to:			
Equity holders of the parent	77,817	287,034	262,739
Non-controlling interests	<u>1,426</u>	<u>3,439</u>	<u>4,160</u>
	<u><u>79,243</u></u>	<u><u>290,473</u></u>	<u><u>266,899</u></u>

The accompanying notes are an integral part of the condensed consolidated interim financial statements of Fluidra, S.A. and subsidiaries for the six-month period ended 30 June 2023 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Statements of Changes in Equity  
for the six-month period ended 30 June 2023  
(Expressed in thousands of euros)

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

Equity attributable to equity holders of the Parent

	Capital	Share premium	Legal legal	Accumulated gains	Dividends Interim	Treasury shares	Other comprehensive income		Total	Non-controlling interests	Total equity
							Currency translation differences	Other			
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
Total comprehensive income for the year	-	-	-	104,071	-	-	( 26,713 )	459	77,817	1,426	79,243
Change in ownership interest	-	-	-	( 2,776 )	-	-	-	-	( 2,776 )	( 1,435 )	( 4,211 )
Treasury shares	-	-	-	( 74,358 )	-	74,532	-	-	174	-	174
Equity-based payments	-	-	-	( 33,148 )	-	-	-	-	( 33,148 )	-	( 33,148 )
Adjustment for IAS 39	-	-	-	175	-	-	-	-	175	36	211
Dividends	-	-	-	( 132,894 )	-	-	-	-	( 132,894 )	( 124 )	( 133,018 )
Balance at 30 June 2023	<u>192,129</u>	<u>1,148,591</u>	<u>40,140</u>	<u>157,560</u>	<u>-</u>	<u>( 38,160 )</u>	<u>37,361</u>	<u>41,577</u>	<u>1,579,198</u>	<u>8,734</u>	<u>1,587,932</u>

The accompanying notes are an integral part of the condensed consolidated interim financial statements of Fluidra, S.A. and subsidiaries for the six-month period ended 30 June 2023 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Statements of Changes in Equity  
for the six-month period ended 30 June 2022  
(Expressed in thousands of euros)

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

Equity attributable to equity holders of the Parent

	Capital	Share premium	Legal legal	Accumulated gains	Dividends Interim	Treasury shares	Other comprehensive income		Total	Non-controlling interests	Total equity
							Currency translation differences	Other			
Balance at 1 January 2022	195,629	1,148,591	40,140	395,831	-	( 168,491 )	8,112	( 5,728 )	1,614,084	8,349	1,622,433
Total comprehensive income for the year	-	-	-	166,475	-	-	97,962	22,597	287,034	3,439	290,473
Change in ownership interest	-	-	-	( 2,519 )	-	-	-	-	( 2,519 )	( 1,311 )	( 3,830 )
Treasury shares	-	-	-	( 10,530 )	-	9,959	-	-	( 571 )	-	( 571 )
Equity-based payments	-	-	-	6,074	-	-	-	-	6,074	-	6,074
Adjustment for IAS 39	-	-	-	474	-	-	-	-	474	456	930
Dividends	-	-	-	( 163,785 )	-	-	-	-	( 163,785 )	-	( 163,785 )
Balance at 30 June 2022	<u>195,629</u>	<u>1,148,591</u>	<u>40,140</u>	<u>392,020</u>	<u>-</u>	<u>( 158,532 )</u>	<u>106,074</u>	<u>16,869</u>	<u>1,740,791</u>	<u>10,933</u>	<u>1,751,724</u>

The accompanying notes are an integral part of the condensed consolidated interim financial statements of Fluidra, S.A. and subsidiaries for the six-month period ended 30 June 2023 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Cash Flow Statements  
for the six-month periods ended 30 June 2023 and 2022  
(Expressed in thousands of euros)

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

	Note	2023	2022
<u>Cash flows from operating activities</u>			
-			
Profit /(loss) for the year before tax		146,770	229,328
<i>Adjustments for:</i>			
Amortisation and depreciation		77,606	75,184
Adjustments due to impairment of receivables		1,185	( 4,409 )
Provision for/(reversal of) impairment losses on assets		51	18
Charge/(Reversal) of impairment losses on financial assets		-	( 200 )
Provision for/(reversal of) losses on risks and expenses		( 1,282 )	3,343
Provision for/(reversal) of losses on inventories		2,677	3,238
Income from financial assets	22	( 1,169 )	( 1,117 )
Finance cost	22	36,950	36,779
Exchange (gains)/losses		( 666 )	9,906
Share in (profit)/loss for the year from associates accounted for using the equity method		9	( 72 )
(Profit)/loss on the sale of property, plant and equipment and other intangible assets		( 234 )	( 1,153 )
(Profit)/loss on the sale of subsidiaries		39	997
Government grants recognised in profit and loss		( 25 )	( 31 )
Expenses on share-based payments, net of withholdings paid	24	( 33,148 )	6,238
(Profit)/loss on financial instruments at fair value through profit or loss		417	( 295 )
		<u>229,180</u>	<u>357,754</u>
Operating profit before changes in working capital			
Changes in working capital, excluding effects of acquisitions and currency translation differences			
Increase/(decrease) in trade and other receivables		( 206,821 )	( 233,825 )
Increase/(decrease) in inventories		55,353	( 190,582 )
Increase/(decrease) in trade and other payables		46,864	70,549
Provisions paid		( 725 )	( 839 )
		<u>123,851</u>	<u>3,057</u>
Cash from operating activities			
Interest paid		( 35,827 )	( 23,642 )
Interest received		1,169	655
Income tax paid		( 21,649 )	( 46,736 )
		<u>67,544</u>	<u>( 66,666 )</u>
Net cash from operations (*)			
<u>Cash flows from investing activities</u>			
From the sale of property, plant and equipment		1,127	6,495
From the sale of other intangible assets		274	85
From the sale of financial assets		2,916	6,327
Proceeds from the sale of subsidiaries, net of cash and equivalents		-	250
Acquisition of property, plant and equipment		( 15,861 )	( 22,665 )
Acquisition of intangible assets		( 10,991 )	( 11,561 )
Acquisition of other financial assets		( 3,289 )	( 1,899 )
Payments for acquisitions of subsidiaries, net of cash and cash equivalents	6	( 3,399 )	-
Payments for acquisitions of subsidiaries in prior years		( 6,883 )	( 5,572 )
		<u>( 36,106 )</u>	<u>( 28,540 )</u>
Net cash from investing activities (*)			

The accompanying notes are an integral part of the condensed consolidated interim financial statements of Fluidra, S.A. and subsidiaries for the six-month period ended 30 June 2023 prepared in accordance with IFRS as adopted by the European Union.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Cash Flow Statements  
for the six-month periods ended 30 June 2023 and 2022  
(Expressed in thousands of euros)

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

	<u>Note</u>	<u>2023</u>	<u>2022</u>
<u>Cash flows from financing activities</u>			
Payments for repurchase of treasury shares		( 89,599 )	( 97,741 )
Proceeds from the sale of treasury shares		90,707	97,171
Proceeds from bank financing		11,459	1,113,506
Payments from bank borrowings		( 5,802 )	( 1,014,943 )
Payments from lease liabilities		( 19,666 )	( 17,211 )
Dividends paid		( 124 )	-
		<u>( 13,025 )</u>	<u>80,782</u>
Net cash from financing activities (*)		<u>( 13,025 )</u>	<u>80,782</u>
Net increase/(decrease) in cash and cash equivalents		18,413	( 14,424 )
Cash and cash equivalents at 1 January		78,656	90,118
Effect of currency translation differences on cash flows		<u>( 4,859 )</u>	<u>5,074</u>
Cash and cash equivalents at 30 June		<u>92,210</u>	<u>80,768</u>

(\*) Includes the flows related to held-for-sale activities (Note 11).

## Fluidra, S.A. and Subsidiaries

### Notes to the Condensed Consolidated Interim Financial Statements

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

#### **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 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.

On 1 July 2021, the Company changed its registered address from the previous location in the municipality of Sabadell (Avenida Francesc Macià 60, planta 20, 08208 Sabadell, Barcelona) to a new location in the municipality of Sant Cugat del Vallès (Avda. Alcalde Barnils 69, 08174 Sant Cugat del Vallès, Barcelona in 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 interim financial statements prepared/approved for issue by the corresponding managing bodies or Board of Directors.

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

On 31 October 2007, Fluidra, S.A. (the "Company") completed its initial public offering process through the public offering of 44,082,943 ordinary shares with a par value of Euro 1 each. These shares representing share capital are quoted on the Barcelona and Madrid stock exchanges, and also on the continuous market.

On 2 July 2018, and within the framework of the merger agreement between the Fluidra Group and the Zodiac Group, Fluidra, S.A. increased its share capital for a nominal amount of Euros 83,000,000 by issuing and circulating 83,000,000 ordinary shares of Euros 1 par value each, which were fully subscribed by Piscine Luxembourg Holdings 2 S.à.r.l. (penultimate shareholder of the Luxembourg company Zodiac Pool Solutions S.à.r.l., which is the parent of the Zodiac Group) without entitlement, as per article 304.2 of the Spanish Corporations Act, to any preferential subscription rights. The difference between the fair value of the equity received by Fluidra, S.A. by virtue of the merger and the par value was allocated to the share premium.

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

#### **2. Basis of presentation**

These interim condensed consolidated financial statements have been prepared from the accounting records of Fluidra, S.A. and the companies included in the Group. These condensed consolidated interim financial statements have been prepared in accordance with the International Financial Reporting Standards, specifically IAS 34 "Interim Financial Reporting", as adopted by the European Union (IFRS-EU) pursuant to article 12 of Royal Decree 1362/2007. These financial statements do not include all disclosures required for annual financial statements, and shall be read together with the consolidated annual accounts for the years ended 31 December 2022 and 2021 prepared in accordance with IFRS-EU.

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

These condensed consolidated interim 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.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

**b) Comparative information**

For comparative purposes, the condensed consolidated interim financial statements include the consolidated figures for the six-month period ended 30 June 2023 in addition to those for the same period of the prior year for each item of the consolidated statement of financial position, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated cash flow statement and the notes thereto, which have been obtained by consistently applying the IFRS-EU as required by the standards. Additionally, due to the seasonality of activities, for comparative purposes, the Company's Directors have considered it appropriate to include the figures for the year ended 31 December 2022 in the consolidated statement of financial position and the consolidated income statement.

All significant mandatory accounting principles have been applied.

The 2022 consolidated annual accounts were approved for issue by the shareholders in general meeting on 10 May 2023.

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

In the preparation of condensed consolidated interim financial statements in accordance with IFRS-EU IAS 34 "Interim Financial Reporting", Group 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 condensed consolidated interim financial statements for the six-month periods ended 30 June 2023 and 2022, estimates were made by management of the Group and of the consolidated companies in order to quantify certain assets, liabilities, income, expenses and commitments reported herein. These estimates basically refer to:

- The useful life and fair value of the customer portfolio and other intangible assets.
- The assumptions used in determining the fair value/value in use of the Cash Generating Units (CGUs) or group of 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.
- Estimate of the expected credit losses from receivables and obsolete inventory.
- The fair value of financial instruments and of certain unquoted financial assets.
- Assumptions used in determining the fair values of assets, liabilities and contingent liabilities related to the business combination and/or purchases of assets. Liabilities for contingent considerations correspond to level 3 fair value hierarchy in accordance with IFRS 13.
- The fair value of the commitment to the Company's management team related to the acquisition of an ownership interest in the Company's share capital.
- Estimates and judgements related to the provisions for litigation.
- 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 the 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.

Although these estimates are made on the basis of the best information available on the events analysed at 30 June 2023 and 2022, events may occur in the future which require these estimates to be adjusted (upwards or downwards) in the coming years or periods. Any effect of adjustments made in future reporting periods is recognised prospectively.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

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 condensed consolidated interim 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,
- Reasons supporting the classification of assets as investment property,
- Assessment criteria for impairment of financial assets,
- Judgements made to calculate the lease terms of agreements that can be renewed and,
- Reasons supporting the capitalisation of development projects.

**3. Relevant accounting principles applied**

The accounting policies used in the preparation of these condensed consolidated interim financial statements are the same as those applied in the consolidated annual accounts for the year ended 31 December 2022, as none of the standards, interpretations or amendments that are applicable for the first time this year have had an impact on the Group's accounting policies.

The Group intends to apply the standards, interpretations and amendments issued by the IASB whose application is not mandatory in the European Union when they are effective, to the extent applicable to the Group. Although the Group is currently analysing their impact, based on the analysis conducted to date, the Group believes that their first-time application will not have a material impact on the annual accounts nor the condensed consolidated interim financial statements.

In recent years, the Turkish economy has seen high rates of inflation. In particular, as of 30 June 2023 the TSI (Turkish Statistical Institute) reported three-year cumulative inflation of 190% (three-year cumulative inflation of 136% at 30 June 2022).

As a result, the Group has considered the Turkish economy as hyperinflationary in 2023 and 2022 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 2023 and 2022 consolidated financial statements of the aforementioned issues are as follows:

	Thousands of euros	
	2023	2022
Consolidated profit/(loss) after tax	( 44 )	( 150 )
Current assets	1,346	783
Equity	1,390	933

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

#### 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 manufacture 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 markets in the USA and Canada and the focus is on increasing market share in the largest global pool market, taking advantage of growth in the smart pool market, customer loyalty and a wider range of products.

The APAC (Asia-Pacific) segment includes Australia, Asia and South Africa as its main markets, including mature markets with more moderate growth but lower market share than in the European markets, and emerging markets with higher growth expectations, due to new swimming pool construction and a greater focus on public swimming pools in the 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 EBITDA (see Note 26) to measure the segment results. Amortisation and 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 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 and working capital (NWC), as defined in Appendix II.

A breakdown of the Group's segment information for the six-month periods ended 30 June 2023 and 2022 is shown in Appendix II to these condensed consolidated interim financial statements.

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

**5. Seasonal transactions**

The Group shows a certain seasonality in sales and in current assets and liabilities.

In the six-month period ended 30 June 2023, total sales represent 55.7% of sales in the last year.

**6. Business combinations and sales of Group companies**

A breakdown of the transactions resulting in the most significant additions during the six-month periods ended 30 June 2023 and 2022 is as follows:

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") have been acquired. This transaction will allow 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 (Euros 3,581 thousand), with a deferred payment of HUF 350 million (Euros 896 thousand) payable upon completion of the merger of Kerex and Fluidra Magyar Kft. In addition, cross options to be exercised between 2023 and 2024 have been agreed upon with the non-controlling interests arising from "Kerex", which will be recorded as a liability and have been initially valued at HUF 526 million (Euros 1,346 thousand).

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

During the period comprised between the date of acquisition and 30 June 2023, the acquired business has generated consolidated total sales of goods and finished products amounting to Euros 3,564 thousand and consolidated loss after tax amounting to Euros 690 thousand.

If the acquisition had occurred on 1 January 2023, the Group's sales of goods and finished products would have increased by Euros 265 thousand and consolidated profit after tax would have decreased by Euros 98 thousand.

The breakdown of the consideration paid, of the fair value of the net assets acquired and goodwill for the business combinations carried out during the six-month period ended 30 June 2023 is as follows:

Consideration paid	
Cash paid	3,581
Contingent consideration	<u>2,242</u>
Total consideration paid	<u>5,823</u>
Fair value of net assets acquired	<u>2,133</u>
Goodwill	<u><u>3,690</u></u>

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.

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022

(Expressed in thousands of euros)

The accounting of the Kerex business combination is final.

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 portfolio.

The customer portfolio has been measured using the MPEE method (multi-period excess earnings). The key assumptions used are based on the strategic plans approved by Management.

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 six-month period ended 30 June 2023, by significant categories, are as follows:

	Thousands of euros
Property, plant and equipment	224
Other intangible assets	1,543
Inventories	3,011
Trade and other receivables	198
Cash and cash equivalents	182
 Total assets	 5,158
 Non-current lease liabilities	 135
Deferred tax liabilities	157
Bank borrowings and other marketable securities - current	1,066
Trade and other payables	1,517
Current provisions	150
 Total liabilities and contingent liabilities	 3,025
 Total net assets	 2,133
 Total net assets acquired	 2,133
 Paid in cash	 3,581
Cash and cash equivalents acquired	182
 Cash paid for the acquisitions	 3,399

In the six-month period ended 30 June 2023, cash was disbursed in connection with the acquisition of subsidiaries in prior years and non-controlling interests for Euros 6,883 thousand.

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

2022

There were no business combinations in the six-month period ended 30 June 2022.

In line with Fluidra's strategy of divesting non-core activities, on 11 May 2022 the Spanish company Togama, S.A.U. was sold for Euros 1,208 thousand.

Details of the sale of the abovementioned company are as follows:

	Thousands of euros
Amount received in cash	1,208
Deferred collections	-
Total	1,208
Total net assets sold	2,205
Loss on the Sale	( 997 )

The amounts that were derecognised in the consolidated statement of financial position at the date of disposal of the assets, liabilities and contingent liabilities of the businesses sold, by significant class, are as follows:

	Thousands of euros
Right-of-use assets	1,118
Non-current financial assets	66
Inventories	1,007
Trade and other receivables	1,858
Cash and cash equivalents	958
Total assets	5,007
Non-current lease liabilities	879
Deferred tax liabilities	65
Current lease liabilities	278
Trade and other payables	1,580
Total liabilities and contingent liabilities	2,802
Total net assets	2,205
Total net assets sold	2,205
Amount received in cash	1,208
Cash and cash equivalents disposed of	958
Net cash from the sale	250

In the six-month period ended 30 June 2022, cash was disbursed in connection with the acquisition of subsidiaries in prior years and non-controlling interests for Euros 5,572 thousand.

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

**7. Property, plant and equipment, Other intangible assets and Right of use assets**

Movement in Other intangible assets during the first half of 2023 is as follows:

	Balances at 31.12.22	Business combinations	Additions	Disposals	Impairment	Transfers	Exchange gains/(losses)	Balances at 30.6.23
Cost	1,340,223	1,543	10,991	( 893 )	( 51 )	4,619	( 22,284 )	1,334,148
Accumulated depreciation	( 393,994 )	-	( 43,391 )	619	-	( 3,112 )	7,053	( 432,825 )
Net carrying amount	<u>946,229</u>	<u>1,543</u>	<u>( 32,400 )</u>	<u>( 274 )</u>	<u>( 51 )</u>	<u>1,507</u>	<u>( 15,231 )</u>	<u>901,323</u>

These investments notably include additions due to expenses incurred in several development projects that the Group is currently carrying out for an amount of Euros 7,663 thousand (Euros 6,260 thousand during the same period ended 30 June 2022), which relate to product developments for responsible use of water.

Movement in property, plant and equipment during the first half of 2023 is as follows:

	Balances at 31.12.22	Business combinations	Additions	Disposals	Transfers	Exchange gains/(losses)	Balances at 30.6.23
Cost	458,641	224	13,648	( 2,883 )	( 6,489 )	( 4,778 )	458,363
Accumulated depreciation	( 274,602 )	-	( 14,048 )	1,994	4,117	2,998	( 279,541 )
Net carrying amount	<u>184,039</u>	<u>224</u>	<u>( 400 )</u>	<u>( 889 )</u>	<u>( 2,372 )</u>	<u>( 1,780 )</u>	<u>178,822</u>

During the first half of 2023 there have been investments in molds for new products for an approximate amount of Euros 1,475 thousand (Euros 1,520 thousand during the same period ended 30 June 2022). The investments in several production plants (Euros 6,034 thousand) and machinery to improve the production process (Euros 882 thousand) should be noted (Euros 12,992 thousand and Euros 2,084 thousand, respectively, during the same period ended 30 June 2022).

Movement in right-of-use assets during the six-month period ended 30 June 2023 is as follows:

	Balances at 31.12.22	Additions	Disposals	Transfers	Exchange gains/(losses)	Balances at 30.6.23
Cost	252,044	21,651	( 4,632 )	362	( 3,378 )	266,047
Accumulated depreciation	( 78,429 )	( 20,142 )	4,629	( 294 )	1,177	( 93,059 )
Net carrying amount	<u>173,615</u>	<u>1,509</u>	<u>( 3 )</u>	<u>68</u>	<u>( 2,201 )</u>	<u>172,988</u>

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

Additions under the right-of-use assets caption in the six-month period ended 30 June 2023 amount to Euros 21,651 thousand and mainly relate to new facilities in the Australia and Europe and the renegotiation of certain contracts.

Additions under the right-of-use assets caption in the six-month period ended 30 June 2022 amount to Euros 40,788 thousand and mainly relate to new facilities in the United States and the renegotiation of certain contracts.

**8. Goodwill and sale of Group companies**

The CGU structure resulting from the merger with the Zodiac Group and the reorganisation carried out in the second half of 2020 is as follows:

- North America
- Europe
- Operations
- Asia-Pacific
- EMEA expansion
- SIBO Fluidra Netherlands B.V.
- Certikin International, LTD

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 or group of CGUs at 31 December 2022 and 30 June 2023 is as follows:

	Segment	Thousands of euros	
		30/06/2023	31/12/2022
North America	North America	683,617	696,292
Europe	EMEA	311,993	308,033
Operations	Operations	186,562	186,562
Asia-Pacific	APAC	65,588	67,414
EMEA expansion	EMEA	40,568	40,339
SIBO Fluidra Netherlands B.V.	EMEA	5,048	5,048
Certikin International, LTD	EMEA	3,432	3,334
<b>Total</b>		<b>1,296,808</b>	<b>1,307,022</b>

Movement in goodwill is essentially due to the acquisition of Kerex (see Note 6) and the currency translation differences arising from the goodwill denominated in foreign currency, chiefly as a result of fluctuations in the exchange rates of the US dollar.

The Group's market capitalization at 30 June 2023 amounts to Euros 3,426 million.

Fluidra, S.A. and Subsidiaries

Notes to the Condensed Consolidated Interim Financial Statements

**9. Current and non-current financial assets**

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

	Note	30/06/2023	31/12/2022	30/06/2022
Financial assets at fair value through profit or loss		331	331	245
Deposits and guarantees		4,140	4,366	4,103
Derivative financial instruments	10	<u>55,201</u>	<u>54,621</u>	<u>22,281</u>
Total non-current		<u>59,672</u>	<u>59,318</u>	<u>26,629</u>
Deposits and guarantees		7,197	6,179	6,919
Derivative financial instruments	10	<u>46</u>	<u>465</u>	<u>1,530</u>
Total current		<u><u>7,243</u></u>	<u><u>6,644</u></u>	<u><u>8,449</u></u>

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

**10. Derivative financial instruments**

A breakdown of derivative financial instruments is as follows:

		30/06/2023				
		Notional amount	Fair values			
			Assets		Liabilities	
		Non-current	Current	Non-current	Current	
1) Derivatives held for trading						
<i>a) Exchange rate derivatives</i>						
Foreign currency contracts	14,400	-	46	-	177	
Total derivatives traded on over-the-counter markets		<u>-</u>	<u>46</u>	<u>-</u>	<u>177</u>	
Total derivatives held for trading		<u><u>-</u></u>	<u><u>46</u></u>	<u><u>-</u></u>	<u><u>177</u></u>	
2) Hedging derivatives						
<i>a) Cash flow hedges</i>						
Interest rate swaps	902,181	55,201	-	-	-	
Total hedging derivatives		<u>55,201</u>	<u>-</u>	<u>-</u>	<u>-</u>	
Total recognised derivatives		<u><u>55,201</u></u>	<u><u>46</u></u>	<u><u>-</u></u>	<u><u>177</u></u>	

(Note 9)

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

	30/06/2022				
	Notional amount	Fair values			
		Assets		Liabilities	
		Non-current	Current	Non-current	Current
1) Derivatives held for trading					
<i>a) Exchange rate derivatives</i>					
Foreign currency contracts	31,196	-	1,530	-	92
Total derivatives traded on over-the-counter markets		-	1,530	-	92
<i>b) Interest rate derivatives</i>					
Interest rate swaps	588,823	-	-	-	909
Total derivatives traded on over-the-counter markets		-	-	-	909
Total derivatives held for trading		-	1,530	-	1,001
2) Hedging derivatives					
<i>a) Cash flow hedges</i>					
Interest rate swaps	927,645	22,281	-	-	-
Total hedging derivatives		22,281	-	-	-
Total recognised derivatives		22,281	1,530	-	1,001

(Note 9)

The fair value of swaps, since they are derivatives not traded on organised markets, 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).

The fair value of exchange rate 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).

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

**11. Non-current assets held for sale and liabilities linked to non-current assets held for sale**

2023

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.

Certain productive assets in Europe are also included.

Since it is the Group's firm intention to sell these clearly identified assets and liabilities and the sale is deemed highly likely to go ahead, the accounting balances of these assets and liabilities have been 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, these have not been considered as discontinued operations as they do not represent a significant line of business, and therefore all income and expenses for the period relating to these businesses are presented under the relevant heading according to their nature.

Details of the nature of the assets classified as held for sale and the related liabilities, at 30 June 2023, are as follows:

	<u>Assets</u>	<u>30/06/2023</u>
Property, plant and equipment		125
Deferred tax assets		929
Total non-current assets		1,054
Inventories		1,817
Trade and other receivables		1,864
Cash and cash equivalents		2,977
Total current assets		6,658
TOTAL ASSETS		7,712
	<u>Liabilities</u>	
Deferred tax liabilities		50
Total non-current liabilities		50
Trade and other payables		3,566
Total current liabilities		3,566
TOTAL LIABILITIES		3,616

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

2022

In 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, were put up 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, these 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.

Details of the nature of the assets classified as held for sale and the related liabilities, at 30 June 2022, are as follows:

<u>Assets</u>	<u>30/06/2022</u>
Property, plant and equipment	223
Other intangible assets	24
Right-of-use assets	214
Deferred tax assets	147
Total non-current assets	608
Inventories	3,495
Trade and other receivables	718
Cash and cash equivalents	2,399
Total current assets	6,612
TOTAL ASSETS	7,220
<u>Liabilities</u>	
Deferred tax liabilities	102
Total non-current liabilities	102
Lease liabilities	234
Trade and other payables	2,778
Total current liabilities	3,012
TOTAL LIABILITIES	3,114

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

**12. Equity**

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

a) Share capital

At 30 June 2023, Fluidra, S.A.'s share capital consists of 192,129,070 ordinary shares with a par value of Euro 1 each, fully subscribed. 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.

On 31 October 2007, Fluidra, S.A. (the "Company") completed its initial public offering process through the public offering of 44,082,943 ordinary shares with a par value of Euro 1 each.

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

On 2 July 2018, and within the framework of the merger agreement between the Fluidra Group and the Zodiac Group, Fluidra, S.A. increased its share capital for a nominal amount of Euros 83,000,000 by issuing and circulating 83,000,000 ordinary shares of Euros 1 par value each, which were fully subscribed by Piscine Luxembourg Holdings 2 S.à.r.l. The difference between the fair value of the equity received by Fluidra, S.A. by virtue of the merger and the par value was allocated to the share premium.

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

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 equity shares at 30 June 2023 is as follows:

	Ownership percentage
Rhône Capital L.L.C.	11.67%
Boyser, S.R.L.	7.81%
Dispur, S.L.	7.33%
Schwarzee 2018, S.L.	7.00%
Edrem, S.L.	6.93%
T. Rowe Price Associates Inc.	6.84%
Black Rock Inc.	6.29%
Aniol, S.L.	6.23%
G3T, S.L.	5.73%
Other shareholders	34.17%
	100.00%

b) Share premium

This reserve can be freely distributed, except for the conditions set out in section f) of this note.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

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.

The legal reserve is fully funded.

d) Parent company shares

Movement in treasury shares during the six-month period ended 30 June 2023 is as follows:

	Euros		
	Number	Face value	Average acquisition/disposal price
Balances at 1.1.23	5,792,658	5,792,658	19.4544
Acquisitions	5,512,196	5,512,196	16.2547
Disposals	( 9,024,168 )	( 9,024,168 )	( 10.0515 )
Balances at 30.6.23	2,280,686	2,280,686	16.7319

Some of the Parent shares disposed of in the six-month period ended 30 June 2023 were a result of the settlement of the 2018-2022 long-term variable remuneration plan, settled in January 2023, aimed at the executive directors and management team of Fluidra, S.A. and the companies that make up the consolidated group (see Note 24).

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.

f) Capital management

The Group's capital management policy is applied in line with the policy described in the Group's consolidated annual accounts for the year ended 31 December 2022.

Fluidra, S.A. and Subsidiaries

Notes to the Condensed Consolidated Interim Financial Statements

13. **Earnings per share**

a) Basic earnings

Basic earnings 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 six-month period ended 30 June 2023 and 2022, excluding own shares.

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

	30.06.2023	31.12.2022	30.06.2022
Profit for the period attributable to equity holders of the Parent (thousands of euros)	104,071	159,931	166,475
Weighted average number of ordinary shares outstanding	189,446,321	188,581,855	189,828,317
Basic earnings per share from continuing operations (euros)	0.54934	0.84807	0.87698

Profit for the year corresponds to the profit for the year attributable to equity holders of the Parent.

The weighted average number of ordinary shares was calculated as follows:

	Number of shares		
	30.06.2023	31.12.2022	30.06.2022
Ordinary shares outstanding at 1 January	192,129,070	195,629,070	195,629,070
Effect of changes in treasury shares	( 2,682,749 )	( 6,893,790 )	( 5,800,753 )
Effect of capital reduction	-	( 153,425 )	-
Weighted average number of ordinary shares outstanding	189,446,321	188,581,855	189,828,317

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 with dilutive effects, this calculation is not necessary.

Fluidra, S.A. and Subsidiaries

Notes to the Condensed Consolidated Interim Financial Statements

**14. Provisions**

A breakdown of Other provisions is as follows:

	30.06.2023		31.12.2022		30.06.2022	
	Non-current	Current	Non-current	Current	Non-current	Current
Guarantees	-	50,579	-	53,263	-	57,452
Provisions for taxes	-	-	-	-	-	-
Provisions for obligations with employees	8,671	-	8,842	-	9,855	-
Litigation and other liabilities	1,793	-	2,051	-	2,601	-
<b>Total</b>	<b>10,464</b>	<b>50,579</b>	<b>10,893</b>	<b>53,263</b>	<b>12,456</b>	<b>57,452</b>

The Provisions caption includes, on the 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.

**15. Bank borrowings and other marketable securities**

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

	30/06/2023	31/12/2022	30/06/2022
Non-current borrowings	1,102,859	1,120,108	1,143,262
<b>Total non-current</b>	<b>1,102,859</b>	<b>1,120,108</b>	<b>1,143,262</b>
Bank loans	59,947	88,841	11,131
Non-current loan (a portion of it with current maturity)	10,712	10,828	10,896
Bank borrowings	1,075	-	38
Other marketable securities	87,508	47,154	-
<b>Total current</b>	<b>159,242</b>	<b>146,823</b>	<b>22,065</b>
<b>Total bank borrowings and other marketable securities</b>	<b>1,262,101</b>	<b>1,266,931</b>	<b>1,165,327</b>

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

On 27 January 2022 Fluidra cancelled the non-current loans in their three tranches (Euro, USD and AUD), the revolving credit facility and the ABL credit facility that were signed on 2 July 2018.

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022

(Expressed in thousands of euros)

To meet the financial needs arising from this cancellation, the Group 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 new non-current loans consist of a USD 750 million tranche at Term SOFR (Secured Overnight Funding Rate), plus a spread of 200 basis points and a Euros 450 million tranche at Euribor plus a spread of 225 basis points, maturing in January 2029. The new, multi-currency revolving credit facility is for Euros 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%.

This transaction does not increase net debt and Moody's and Standard & Poor's have kept Fluidra's credit ratings at Ba2 and BB+, respectively.

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/EBITDA ratio below 4.50 when the facility is drawn down more than 40%.

These loans and credit facilities are subject to arrangement and issuance fees, and an availability commission in the case of credit facilities. All these expenses have been capitalised and will accrue based on the term of each instrument, except for unavailability fees.

In order to reduce financial 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 2023, the scheme was renewed for a further year and for Euros 150 million, with an outstanding amount of Euros 87.5 million at the end of the six-month period ended 30 June 2023 and an interest rate linked to existing issues of between 4% and 4.40% (there was no amount due in the same period of the previous year).

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 six-month period ended 30 June 2023.

**16. Risk management policy**

The Group's risk management policies have been consistently applied in line with the policies described in the Group's consolidated annual accounts for the year ended 31 December 2022 prepared in accordance with IFRS-EU.

**17. Changes in inventories of finished goods and work in progress and raw material supplies**

The breakdown of this income statement caption is as follows:

	30.06.2023	30.06.2022
Purchases of raw and secondary materials	569,882	844,274
Changes in inventories of raw materials, finished products and work in progress and goods	( 9,020 )	( 139,155 )
Charge to the provision for obsolescence	2,677	3,238
Total	563,539	708,357

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

**18. Sales of goods and finished products**

A breakdown of sales of goods and finished products by business unit in the six-month periods ended 30 June 2023 and 2022 is as follows:

	<u>30.06.2023</u>	<u>30.06.2022</u>
Residential	840,842	1,084,738
Commercial	96,077	83,485
Water treatment	172,357	177,018
Fluid handling	<u>52,804</u>	<u>67,895</u>
Pool & Wellness	1,162,080	1,413,136
Irrigation, Industrial and Other	23,521	32,285
Total	<u><u>1,185,601</u></u>	<u><u>1,445,421</u></u>

In the six-month period ended 30 June 2023, the Commercial Pool revenue caption included Euros 8,986 thousand (Euros 5,832 thousand in the same period of the prior year) relating to the execution of projects where the rendering of services is recognised based on the degree of completion at the reporting date, as long as the result of the transaction can be reliably estimated.

A breakdown of sales of goods and finished products by geographical region (country of destination) in the six-month periods ended 30 June 2023 and 2022 is as follows:

	<u>30.06.2023</u>	<u>30.06.2022</u>
Southern Europe	386,040	450,712
Rest of Europe	158,056	218,753
North America	479,557	598,587
Rest of the world	161,948	177,369
Total	<u><u>1,185,601</u></u>	<u><u>1,445,421</u></u>

At 30 June 2023 there is a client in the US with sales to third parties of 18.43% of total sales (16.41% at 30 June 2022).

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

**19. Income from the rendering of services**

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

**20. Personnel expenses**

A breakdown of personnel expenses in the six-month periods ended 30 June 2023 and 2022 is as follows:

	<u>30.06.2023</u>	<u>30.06.2022</u>
Wages and salaries	152,058	162,981
Termination benefits	4,684	727
Social security expense	28,665	27,620
Other employee benefits expense	11,696	11,883
	<u>197,103</u>	<u>203,211</u>

The average headcount during the six-month periods ended 30 June 2023 and 2022 by professional category is as follows:

	<u>30.06.2023</u>	<u>30.06.2022</u>
Executives	59	66
Managers	347	358
Professional workers	1,091	1,107
Technicians	2,008	2,093
Administrative and support staff	1,031	1,130
Production staff	2,427	2,637
	<u>6,963</u>	<u>7,391</u>

A breakdown of the Group's headcount at the end of the six-month periods ended 30 June 2023 and 2022, by gender, is as follows:

	<u>30.06.2023</u>	<u>30.06.2022</u>
Male	4,451	4,891
Female	2,404	2,589
	<u>6,855</u>	<u>7,480</u>

Fluidra, S.A. and Subsidiaries

Notes to the Condensed Consolidated Interim Financial Statements

21. **Other operating expenses**

A breakdown of Other expenses is as follows:

	<u>30.06.2023</u>	<u>30.06.2022</u>
Leases and fees	6,441	6,634
Repairs and maintenance	20,773	18,442
Independent professional services	29,762	22,261
Temporary employment agency expenses	9,373	18,346
Commissions	2,219	2,941
Sales transportation and logistics services	55,584	77,634
Insurance premiums	4,793	4,497
Bank services	1,472	1,606
Advertising and publicity	18,931	20,121
Utilities	12,037	13,634
Communications	2,931	2,927
Travel expenses	9,711	9,281
Taxes	1,961	2,111
Adjustments due to impairment of receivables	1,185	( 4,409 )
Guarantees	8,201	10,084
Other (*)	7,806	7,959
	<u>193,180</u>	<u>214,069</u>

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

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

**22. Finance income and costs**

A breakdown of finance income and costs is as follows:

	<u>30.06.2023</u>	<u>30.06.2022</u>
Finance income		
Other financial income	1,169	1,117
Reversals due to impairment losses on financial assets at amortised cost other than trade and other receivables	-	200
Gains on the fair value of financial instruments	59	386
Total finance income	<u>1,228</u>	<u>1,703</u>
Finance cost		
Non-current interest on loans	( 25,154 )	( 19,350 )
Interest on debt (loans, policies and bills discounting)	( 5,806 )	( 1,113 )
Other finance costs	( 2,149 )	( 13,280 )
Losses on the fair value of financial instruments	( 475 )	( 91 )
Total finance cost	<u>( 33,584 )</u>	<u>( 33,834 )</u>
Right-of-use finance cost	( 3,842 )	( 3,036 )
Exchange gains/(losses)		
Exchange gains	15,707	31,790
Exchange losses	( 15,041 )	( 41,696 )
Total exchange gains / (losses)	<u>666</u>	<u>( 9,906 )</u>
Net profit / (loss)	<u>( 35,532 )</u>	<u>( 45,073 )</u>

At 30 June 2022, Other finance costs includes the effect of the early repayment of the arrangement, issue and underwriting costs of the July 2018 financing and subsequent amendments, amounting to Euros 11,668 thousand.

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022  
(Expressed in thousands of euros)

**23. Deferred taxes and Income tax**

During 2023 the Group has availed itself of the consolidated tax return scheme through five tax subgroups: Fluidra, S.A., Fluidra Holdings Australia PTY LTD, ZPES Holdings S.A.S., Fluidra Commerciale Italia, S.P.A. and Zodia Pool Solutions LLC. The parent of each subgroup is the tax consolidation parent company, which is responsible for making the corresponding settlements to the tax authorities. The companies comprising each tax subgroup and the applicable tax rates are as follows:

<u>Fluidra, S.A. (25%)</u>	<u>Fluidra Holdings Australia PTY LTD (30%)</u>	<u>Fluidra Commerciale Italia, S.P.A. (24%)</u>
		Agrisilos, S.R.L.
Fluidra Export, S.A.	Fluidra Group Australia PTY LTD	
Cepex, S.A.U.	Fluidra Australia PTY LTD	<b><u>Zodiac Pool Solutions, LLC (23.99%)</u></b>
Fluidra Commercial, S.A.U.	Fabtronics Australia PTY LTD	
Fluidra Comercial España, S.A.U.	SRS Australia, Pty LTD	Zodiac Pool Systems, LLC
Inquide, S.A.U.	Sunbather, Pty LTD	Cover Pools Incorporated
Poltank, S.A.U.		Fluidra Latam Export LLC
Fluidra Global Distribution, S.L.U.	<b><u>ZPES Holdings, S.A.S. (25.83%)</u></b>	Fluidra USA, LLC
Sacopa, S.A.U.		Taylor Water Technologies, LLC (*)
Talleres del Agua, S.L.U.	Fluidra Commercial France, S.A.S.	Custom Molded Products, LLC (*)
Trace Logistics, S.A.U.	Fluidra Industry France, S.A.S.	SRS Holdco, LLC (*)
Unistral Recambios, S.A.U.	Piscines Techniques 2000, S.A.S.	S.R. Smith, LLC (*)
Innodrip, S.L.U.	Poolweb, S.A.S.	
I.D. Electroquímica, S.L.U.	Zodiac International, S.A.S.	
Fluidra Finco, S.L.U.	Zodiac Pool Care Europe, S.A.S.	

(\*) Companies that joined the tax sub-group in the six-month period ended 30 June 2023.

The Company and the remaining subsidiaries (except for Fluidra Middle East FZE) are required to file an annual corporate income tax return.

Based on the tax reform included in the General State Budget Act of 31 December 2020, which reduces dividend exemption to 95%, deferred taxes of Euros 3,624 thousand have been recognised in the six-month period ended 30 June 2023, in line with the year's results (Euros 7,244 thousand in the same period ended 30 June 2022). The Group's policy in relation to distribution of subsidiary dividends to the parent reflects a policy of maximum distribution if the profit and financial situation allow, and therefore no distribution of reserves is expected in the future.

Fluidra, S.A. and Subsidiaries

Notes to the Condensed Consolidated Interim Financial Statements

A breakdown of the corporate income tax expense is as follows:

	<u>30.06.2023</u>	<u>30.06.2022</u>
Current tax		
for the year	41,494	60,810
Tax deductions	( 1,850 )	( 1,736 )
Prior years' adjustments	1,440	( 1,468 )
Provision for taxes	210	1,014
Other/ Withholding at source on income earned abroad	289	99
Deferred taxes		
Origination and reversal of temporary differences	4,736	( 4,199 )
Tax credit for unused tax loss carryforwards and deductions	( 5,464 )	5,260
Effect of the change in the tax rate	-	( 256 )
Total income tax expense	<u>40,855</u>	<u>59,524</u>

The reconciliation of current income tax with current net income tax liabilities / (assets) is as follows:

	<u>30.06.2023</u>	<u>31.12.2022</u>	<u>30.06.2022</u>
Current tax	39,644	78,886	59,074
Withholdings and payments made on account during the year	( 17,568 )	( 69,680 )	( 49,685 )
Other	( 448 )	( 2,275 )	341
Provisions for taxes	43	3,729	-
Exchange gains/(losses)	( 8 )	( 146 )	( 738 )
Additions from business combinations	-	1,862	-
Liabilities derecognised due to the sale of Group companies	-	( 37 )	( 39 )
Tax payable in 2022	38	-	-
Tax payable in 2021	-	( 7,908 )	15,913
	<u>21,701</u>	<u>4,431</u>	<u>24,866</u>

Fluidra, S.A. and Subsidiaries

Notes to the Condensed Consolidated Interim Financial Statements

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

	<u>30.06.2023</u>	<u>30.06.2022</u>
Profit for the year before tax from continuing operations	146,770	229,328
Profit at 25%	36,692	57,332
Effect of applying different tax rates in other countries	( 2,067 )	( 726 )
Permanent differences	432	( 4,899 )
Offsetting of unrecognised loss carryforwards from prior years	( 225 )	68
Tax effect of unused loss carryforwards in current year	588	525
Differences in the income tax expense from prior years	1,440	( 1,468 )
Withholding at source on income earned abroad	289	99
Provision for taxes	210	1,014
Effect of deferred taxation of dividends	3,624	7,244
Tax deductions generated in the year	( 1,850 )	( 1,736 )
Effect of the change in the tax rate	-	( 256 )
Other	1,722	2,327
Income tax expense	<u>40,855</u>	<u>59,524</u>

Deferred tax assets related to unused tax loss carryforwards and unused tax credits recorded in the consolidated financial statements of the Group at 30 June 2023 and 2022 are as follows:

	<u>30.06.2023</u>	<u>30.06.2022</u>
Deductions	20	29
Tax loss carryforwards	28,811	21,919
	<u>28,831</u>	<u>21,948</u>

The Group has recognised these assets since it expects to offset them against future tax profit.

The impact of the temporary measure approved by Law 38/2022, effective for 2023, which limits the individual tax losses of each of the entities comprising the Spanish tax group to 50%, is Euros 8,860 thousand. The tax losses limited by applying of this measure will be included in the tax base of the tax group in equal proportions over the following ten tax years.

Group companies are open to inspection for all applicable taxes to which they are liable for the legal tax periods open to inspection in each country. The Group does not expect that any significant additional liabilities will arise for the companies in the event of a potential tax inspection.

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., Fluidra Belgique, S.R.L., Astral India, Private Limited, Zodiac Pool Solutions, LLC and RiioT labs NV/SA are currently undergoing inspections which are not expected to result in significant liabilities for the Fluidra Group.

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022

(Expressed in thousands of euros)

The Spanish companies are open to inspection for the following tax periods:

Tax	Open tax periods
Corporate income tax	From 2018 to 2022
Value added tax	From 2020 to 2023
Personal income tax	From 2020 to 2023
Tax on Economic Activities	From 2020 to 2023

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 interim consolidated financial statements of the Group taken as a whole.

#### 24. 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:

	30.06.2023		31.12.2022		30.06.2022	
	Receivable balances	Payable balances	Receivable balances	Payable balances	Receivable balances	Payable balances
Customers	492	-	334	-	432	-
Receivables	-	-	41	-	-	-
Suppliers	-	1,534	-	710	-	2,081
Payables	-	-	-	-	-	-
Total current	<u>492</u>	<u>1,534</u>	<u>375</u>	<u>710</u>	<u>432</u>	<u>2,081</u>

##### a) Consolidated Group transactions with related parties

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

- a. Purchases of finished products, specifically purchases of 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.).
- b. Sales of necessary components and materials produced by the Group for the manufacture of spas to Iberspa, S.L.
- c. 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.

Fluidra, S.A. and Subsidiaries  
Condensed Consolidated Interim Financial Statements  
30 June 2023 and 2022

(Expressed in thousands of euros)

The amounts of the consolidated Group transactions with related parties are as follows:

	30.06.2023		30.06.2022	
	Associates	Related parties	Associates	Related parties
Sales	395	817	440	1,140
Income from services	56	155	80	131
Purchases	-	( 4,432 )	-	( 5,596 )
Expenses for services and other	-	( 22 )	-	( 105 )

**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:

	30.06.2023	30.06.2022
Total key management personnel	5,777	5,653
Total Directors of the Parent company	2,807	3,078

The members of the Parent Company's Board of Directors have earned a total of Euros 790 thousand in the six-month period ended 30 June 2023 (Euros 685 thousand in the same period of 2022) from the consolidated companies in which they act as board members. Additionally, for their executive duties, they have received Euros 2,017 thousand in the six-month period ended 30 June 2023 (Euros 2,393 thousand in the same period of 2022). Executive duties includes 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 Euros 64 thousand in compensation for travel expenses (Euros 57 thousand in 2022).

The Company has life insurance policies whereby the Company has recognised an expense of Euros 32 thousand in the six-month period ended 30 June 2023 (Euros 26 thousand in the same period in 2022). These life insurance policies include an income supplement in the event of total permanent invalidity.

Furthermore, the Company has made contributions to benefit plans and pension plans amounting to Euros 81 thousand (Euros 54 thousand during the same period in 2022).

During the six-month period ended 30 June 2023, Fluidra, S.A. 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 Euros 78 thousand (Euros 82 thousand in the same period of 2022), with all Group directors and executives covered by these policies.

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

On 9 June 2022, the General Meeting of Shareholders approved a new 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 delivery of Fluidra, S.A., shares.

The 2022-2026 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.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

The 2022-2026 plan entails the concession of a certain number of PSUs (point of sale 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 have three grant dates for the target incentive to be received in the event of 100% compliance with the targets to which it is linked, each of which take place 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 the measurement period of each cycle, the incentive linked to each cycle is decided and each beneficiary is 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 is settled in June of the financial year following 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 2022-2016 plan is linked must be met in accordance with the following terms and conditions:

- Shareholder value creation targets;
- Financial targets, and
- ESG-linked targets (environment, social and governance).

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

- a) Evolution of the "Total Shareholder Return" of Fluidra (TSR), in absolute terms;
- b) Evolution of the Fluidra Group's EBITDA;
- c) S&P rating

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 the first cycle's measurement period, and the final 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 end date of the first cycle's measurement period.

For the plan's third cycle, Fluidra's Board of Directors, at the proposal of the Appointments and Remuneration Committee, may decide to maintain or amend the metrics set out for the first cycle.

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 Euros 55 million. The maximum number of shares included in the plan shall be 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 30 June 2023, the best estimate of the fair value of the plan's total amount comes to approximately Euros 30,536 thousand, which will be settled in full in equity instruments. At 30 June 2023, an equity increase was recorded in this respect for the amount of Euros 4,517 thousand.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

On 27 June 2018 the General Meeting of Shareholders approved a long-term variable remuneration plan for executive directors and the executive team of Fluidra, S.A. and the subsidiaries comprising the consolidated group. This plan included the delivery of Fluidra, S.A., shares, taking place following the merger.

The 2018-2022 plan entailed the concession of a certain number of PSUs (point of sale units) which took 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 were met and the requirements set forth in the Regulations were fulfilled.

The specific number of shares in Fluidra, S.A. in terms of the PSUs on concession and attached to the compliance of the financial targets, were established based on the following metrics:

- a) The evolution of Fluidra, S.A.'s Total Shareholder Return (TSR) in absolute terms.
- b) The evolution of the Fluidra Group's EBITDA.

For the purposes of measuring the evolution of the TSR, the initial value taken was the price per share in Fluidra, S.A. that was used to calculate the exchange equation resulting from the merger between the Fluidra and Zodiac Groups, i.e. Euros 8. The target EBITDA was the amount resulting from the approved Fluidra, S.A. strategic plan.

The 2018-2022 plan covered the years from 1 January 2018 to 31 December 2021 and there was, therefore, an additional period of one year up to 31 December 2022 during which the beneficiaries were to remain on the plan.

The maximum number of shares to be distributed under the 2018-2022 plan was 5,737,979 shares.

At 30 June 2022, an equity increase was recorded in this respect in the amount of Euros 5,438 thousand.

In January 2023, this plan has been settled and the relevant tax withholdings were recorded under the Equity-based payments heading for Euros 37,665 thousand.

Furthermore, certain members of Zodiac Group management held payment agreements based on shares in the company Piscine Luxembourg Holdings 1 S.à r.l. (LuxCo) signed between both parties during the first half of 2017 (the Original Plan). The merger agreements between Fluidra and LuxCo stipulated the replacement of this Original Plan with an alternative plan (the Replacement Plan) in the terms signed between Rhône Capital L.L.C. and beneficiary management staff, in order for the plan to be aligned with, and not to preclude, the objectives and schedule of the 2018-2022 Incentive Plan to be implemented by Fluidra.

The Replacement Plan granted management staff three different instruments:

- Share units in LuxCo convertible to shares in Fluidra, S.A. or cash at the date of their liquidation by the management staff who were currently shareholders of LuxCo and subject to the Original Plan ("Common Equity roll-over").
- Share units in LuxCo convertible to shares in Fluidra, S.A. or cash at the date of their liquidation by the management staff who held the MIV in an equivalent number of shares to the value of the MIV under the Original Plan ("MIV Interest roll-over").
- Restricted additional share units in LuxCo, convertible to shares in Fluidra, S.A. or cash at the liquidation date ("Restricted shares").

Generally speaking, the stated instruments were subject to conditions of permanency as employees of the Company, complying with Rhône Capital L.L.C.'s financial objectives, share lock-up periods and repurchase options in the event the member of management staff left the company. The periods of consolidation of rights and/or lock-in periods, whichever the case, depended on the total or partial departure of Rhône Capital L.L.C. from Fluidra, S.A. in line with the different tranches contained in the three aforementioned instruments of the plan. In all cases the commitments were payable entirely in Fluidra, S.A. shares or cash.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

In accordance with IFRS 3, the change of plan in these circumstances should be analysed in order to determine to what extent the impact should be counted as services performed before the transaction, after it, or a combination of both. The services counted as before the transaction had been included in the price paid, whilst services counted as after the transaction date were taken to the Income Statement as salaries throughout the remaining period until the right accrues. In this case, although it impacted on the income statement by way of services rendered by management staff who were beneficiaries of the plan, Fluidra, S.A. was not required to settle the Replacement Plan since Rhône Capital L.L.C. was obliged to pay for the plan.

The best estimate of services counted after the transaction amounts to Euros 11,479 thousand. At 30 June 2022, an equity increase was recorded in this respect in the amount of Euros 636 thousand.

The plan was fully vested at 31 December 2022.

**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 the six-month period ended 30 June 2023 and 2022, 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) Situations representing a conflict of interest for 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 Corporate Enterprises Act.

**25. Other commitments and contingencies**

At 30 June 2023 and 2022 the Group has not presented any mortgage guarantees.

At 30 June 2023, the Group has guarantees with financial institutions and other companies amounting to Euros 10,261 thousand (Euros 5,382 thousand in 2021).

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

30 June 2023 and 2022

(Expressed in thousands of euros)

**26. EBITDA**

The consolidated income statement shows the amount corresponding to EBITDA, whose definition for the purpose of these financial statements is as follows:

Sales of goods and finished products + Income from services rendered + Work performed by the Group for its own non-current assets + Profit/(loss) from sales of fixed assets – Change in inventories of finished products and work in progress and raw material supplies – Personnel expenses – Other operating expenses + Share in profit/(loss) for the year from associates accounted for using the equity method.

Calculation of EBITDA for 2023 and 2022

	30.06.2023	30.06.2022
Sales of goods and finished products	1,185,601	1,445,421
Income from services rendered	18,648	20,555
Work performed by the Group and capitalised as non-current assets	9,346	9,036
Profit/(loss) from sales of fixed assets	195	156
Change in inventories of finished products and work in progress and raw material supplies	( 563,539 )	( 708,357 )
Personnel expenses	( 197,103 )	( 203,211 )
Other operating expenses	( 193,180 )	( 214,069 )
Share in profit/(loss) for the year from companies accounted for using the equity method	( 9 )	72
<b>EBITDA</b>	<b>259,959</b>	<b>349,603</b>

**27. Subsequent events**

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-, Regelung und 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 Euros 30 million on a cash and debt free basis. This acquisition will enable Fluidra to improve its leading position in the German market and to offer a more complete product portfolio to a wider customer base.

On 11 July 2023, Fluidra, S.A.'s Board of Directors agreed to a temporary programme for the repurchasing of its own shares ("Repurchasing Programme") so as to roll out the global purchase plan to encourage the purchase of Fluidra shares for employees ("Global Plan"). The Global Plan will run from July 2023 to December 2024 and the maximum number of shares available for purchase under the Repurchasing Programme is set at 500,000 shares, representing approximately 0.26% of the Company's share capital. The maximum monetary amount allocated to the Repurchasing Programme is Euros 12,500 thousand.

Fluidra, S.A. and Subsidiaries

Condensed Consolidated Interim Financial Statements

30 June 2023 and 2022

(Expressed in thousands of euros)

On 27 July 2023, Fluidra, S.A.'s Board of Directors authorised for issue the condensed consolidated interim financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union (which comprise the condensed consolidated interim statements of financial position, the condensed consolidated interim income statements, the condensed consolidated interim statements of comprehensive income, the condensed consolidated interim statements of changes in equity, the condensed consolidated interim cash flow statements and the notes thereto) for the six-month periods ended 30 June 2023 and 2022, in accordance with article 12 of Royal Decree 1362/2007.

In witness whereof, all Directors sign in agreement below.

---

Mr. Eloy Planes Corts

---

Mr. Bruce Walker Brooks

---

Ms. Esther Berrozpe Galindo

---

Ms. Barbara Borra

---

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

---

Mr. José Manuel Vargas Gómez

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

- Agrisilos, S.R.L., domiciled in Vescovato (Italy), is mainly engaged in the production, processing, assembly and marketing of plastic products and other materials for use in agricultural and industrial settings, swimming pools, swimming pool equipment and supplies, water treatment products, robotic cleaning devices and membranes for projects in the gas industry and, in general, products and accessories, spare parts, expandable structures and products relating to the wellness market, including maintenance, repair, management and other services relating to the abovementioned activities.
- AO Astral SNG, domiciled in Moscow (Russia), is mainly engaged in the marketing of swimming-pool materials.
- Astral Aquadesign 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.
- Astral India, Private Limited (absorbing company of Certikin Swimming Pool Products India, Private Limited and Fluidra India, Private Limited), domiciled in Chennai (India), is mainly engaged in the marketing of pool materials and chemical water, spa and irrigation treatments.
- 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 (Hong Kong), 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 México, S.A. de C.V., domiciled in Mexico City (Mexico), is mainly engaged in the marketing of fluid handling 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.
- Certikin International (Ireland) , Limited, domiciled in Dublin (Ireland), is mainly engaged in providing financial advisory services in the acquisition of new shares..
- CMP Pool & Spa (Shanghai) Co, LTD, domiciled in Shanghai (China), is mainly engaged in production and processing of thermoplastic products, thermosetting plastics and related metal / support products, rubber products and electronic luminescent products supporting plastic products, cables, power devices and engines, a variety of plastic pump and valve products, control products, sales of the company's products manufactured in-house; the import and export, wholesale and other ancillary services related to the above products and their similar goods.
- Cover Pools Incorporated, domiciled in West Valley City (USA), is mainly engaged in the manufacture and distribution of automatic pool covers.

FLUIDRA, S.A.  
AND SUBSIDIARIES

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

- Custom Molded Products, LLC (absorbing company of Del Industries, Inc.), 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 Shanghai, 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.
- 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 Al Urdoun Fz, domiciled in Zarqa Free Zone (Jordan) is mainly engaged in the marketing of pool material.
- Fluidra Australia Pty Ltd, domiciled in Victoria (Australia), is mainly engaged in the purchase, sale and distribution of machinery, equipment, products and special equipment for pool and water system maintenance. It owns 100 % of the capital of Hurlcon Staffing Pty Ltd and Astral Pool Australia Pty Ltd.
- 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, S.A.  
AND SUBSIDIARIES

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

- 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., 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 Brescia (Italy), is engaged in the manufacture, purchase and sale, distribution, marketing, export and import of all types of swimming-pool products..
- Fluidra Deutschland , GmbH., 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 Finco, S.L.U., domiciled in Sant Cugat del Vallés (Barcelona, Spain), is engaged in the manufacture, purchase and sale and distribution of all types of products for swimming-pools, irrigation and water treatment and purification, as well as the marketing of such products both in the domestic market and abroad, and the representation of brands and commercial and industrial enterprises engaged in the manufacture of the aforementioned products. The company is also engaged in investing in all types of business and enterprises, and advising, managing and administering the companies in which it holds an ownership interest
- Fluidra Global Distribution, S.L.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 materials 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 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, S.A.  
AND SUBSIDIARIES

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

- 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.
- Astramatic Malaysia SDN. BHD domiciled in Selangor (Malaysia) is mainly engaged in the marketing of pool material.
- 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 D.O.O., 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 Österreich GmbH "SSA", domiciled in Grödig (Austria) is mainly engaged in the marketing of swimming-pool 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, S.A.  
AND SUBSIDIARIES

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

- Fluidra (Thailand) Co., LTD, domiciled in Samuth Prakarn (Thailand), is engaged in the holding and use of equity shares and securities.
- 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 electrochemical 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.
- Kerex Szerelő, KFT., domiciled in Szigetszentmiklós, Hungary, has as its corporate purpose the completion of building work.
- Kerex Uksoda, KFT., domiciled in Szigetszentmiklós, Hungary, has as its corporate purpose the wholesale of machinery and equipment.
- Laghetto France, S.A.R.L., domiciled in Saint-Cannat (France), is mainly engaged in the purchase and sale of sports, leisure and pool materials and equipment and related accessories.
- Manufacturas Gre, S.A.U. (merged with Swimco Corp, S.L.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.
- 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.
- Poltank, S.A.U., domiciled in Sant Jaume de Llierca (Girona, Spain), whose corporate purpose is the construction of all kinds of elements that can be manufactured with fibreglass and, in particular, of elements or instruments, filters and accessories for water treatment, as well as their sale, distribution, marketing, export and import.

FLUIDRA, S.A.  
AND SUBSIDIARIES

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

- Poolweb, SAS, domiciled in Chassieu (France), is engaged in the purchase and sale of equipment used in pools and other businesses related to water and relax, technical assistance to professionals in the field and creation and sale of computer programs related to the above 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 Productes Elastomers, S.A.), 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.
- SRS Holdco, LLC, domiciled in Canby, Oregon (United States), is essentially engaged in defending directly or indirectly the ownership interests of SRS and may engage in any necessary, related, convenient, desirable, incidental or appropriate activity or commence through SRS or any other entity, any activity related to SRS's line of business. In connection with that purpose, and in order to carry it out, the company may undertake any necessary activity.
- 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.

FLUIDRA, S.A.  
AND SUBSIDIARIES

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

- Turcat Polyester Sanayi Ve Ticaret A.S., (company in process of being wound up) domiciled in Tuzla (Turkey), is engaged in the production, import, export and marketing of products and accessories, purification filters and chemical products.
- Unistral Recambios, S.A.U., domiciled in Maçanet de la Selva (Girona, Spain), is engaged in the manufacture, purchase and sale and distribution of machinery, accessories, spare parts, parts and products for water treatment and purification in general.
- Veico. Com. Br Indústria e Comércio LTDA, domiciled in Ciudad de Itajaí, 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.
- W.I.T. 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 Tower E, Building 18, n° 238, Nandandong Road, Xu Hui District (Shanghai), is mainly engaged in the marketing of swimming-pool products.
- Zodiac International, S.A.S., established in Belberaud (France), is principally engaged in the construction, purchase, sale and rental of space, maritime and air navigation equipment and objects made of rubberised or ungummed fabrics, as well as the manufacture and marketing of inflatables (boats or semi-rigid craft).
- Zodiac Pool Care Europe, S.A.S., domiciled in Belberaud (France), is engaged in the distribution and sale of pool-related products and accessories.
- 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.
- Zodiac Pool Systems Canadá, 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.

FLUIDRA, S.A.  
AND SUBSIDIARIES

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

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. In particular, designing new models of inclusive sport, leisure and recreational infrastructures, either ex novo, or through the remodelling of existing facilities and structures, characterised by environmental sustainability by achieving a positive social impact and inclusion through the involvement of families and different social classes; the execution of the developed projects; the provision of services related to the management, operation and maintenance of the developed infrastructures and all related services.

Fluidra, S.A. and Subsidiaries

Subsidiaries  
30 June 2023

% of ownership interest	
Direct	Indirect

**List of subsidiaries accounted for using the full consolidation method**

	<b>100.00%</b>	
FLUIDRA FINCO, S.L.U		
AGRISILLOS, S.R.L.	100.00%	
AO ASTRAL SNG	90.00%	
ASTRAL AQUADESIGN, LIMITED LIABILITY COMPANY	58.50%	
ASTRAL BAZENOVE PRISLUSENTSVI, S.R.O.	100.00%	
ASTRAL INDIA, PRIVATE LIMITED	100.00%	(6)
ASTRALPOOL CYPRUS, LTD	100.00%	
ASTRALPOOL HONGKONG CO., LIMITED	100.00%	
ASTRALPOOL THAILAND CO., LTD	99.00%	
ASTRALPOOL UK, LIMITED	100.00%	(3)
CEPEX MEXICO, S.A. DE C.V.	100.00%	
CEPEX, S.A.U.	100.00%	
CERTIKIN INTERNATIONAL (IRELAND), LIMITED	100.00%	
CERTIKIN INTERNATIONAL, LIMITED	100.00%	(3)
CMP POOL & SPA (SHANGHAI) CO, LTD	100.00%	
COVER - POOLS INCORPORATED	100.00%	
CUSTOM MOLDED PRODUCTS, LLC	100.00%	(4)
CUSTOM MOLDED PRODUCTS SHANGHAI INC.	100.00%	
FABTRONICS AUSTRALIA PTY LTD	100.00%	
FLUIDRA ADRIATIC, D.O.O.	100.00%	
FLUIDRA AL URDOUN FZ	70.00%	
FLUIDRA AUSTRALIA, PTY LTD	100.00%	(2)
FLUIDRA BALKANS, JSC	61.16%	
FLUIDRA BELGIQUE, S.R.L.	100.00%	
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 COMMERCIAL, S.A.U.	100.00%	
FLUIDRA COMMERCIALE ITALIA, S.P.A.	100.00%	
FLUIDRA DEUTSCHLAND, GmbH	100.00%	
FLUIDRA EGYPT, Egyptian Limited Liability Company	99.96%	
FLUIDRA EXPORT, S.A.U.	100.00%	
FLUIDRA GLOBAL DISTRIBUTION, S.L.U.	100.00%	
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 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.	80.00%	95% (9)
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 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, S.A. and Subsidiaries

Subsidiaries  
30 June 2023

FLUIDRA SWITZERLAND, S.A.	100.00%	
FLUIDRA THAILAND CO, LTD	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%	
KEREX USZODA, KFT.	80.00%	95% (8)(9)
KEREX SZERELŐ, KFT.	80.00%	95% (8)(9)
LAGHETTO FRANCE, S.A.R.L.	100.00%	
MANUFACTURAS GRE, S.A.U.	100.00%	
NINGBO DONGCHUAN SWIMMING POOL EQUIPMENT CO., LTD	70.00%	
PISCINES TECHNIQUES 2000, S.A.S.	100.00%	
POLTANK, S.A.U.	100.00%	
POOLWEB, SAS	100.00%	
S.R. SMITH, LLC	100.00%	
SACOPA, S.A.U.	100.00%	(5)
SIBO FLUIDRA NETHERLANDS, B.V.	100.00%	(2)
SRS AUSTRALIA, Pty LTD	100.00%	
SRS HOLDCO, LLC	100.00%	
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%	
TURCAT POLYESTER SANAYI VE TICARET A.S.	75.50%	(7)
UNISTRAL RECAMBIOS, S.A.U.	100.00%	
VEICO.COM.BR INDÚSTRIA E COMÉRCIO, LTDA	100.00%	
W.I.T. EGYPT, Egyptian Limited Liability Company	99.95%	
YA SHI TU SWIMMING POOL EQUIPMENT (SHANGHAI) Co, Ltd	100.00%	
ZODIAC INTERNATIONAL, SAS	100.00%	
ZODIAC POOL CARE EUROPE, SAS	100.00%	
ZODIAC POOL SOLUTIONS, LLC	100.00%	
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%	

List of associates consolidated using the equity method

ASTRAL NIGERIA, LTD.	25.00%	(1)
ASPIRE POLYMERS, Pty. LTD	50.00%	
BLUE FACTORY, S.R.L.	17.00%	

List of companies consolidated at cost

DISCOVERPOOLS COM, INC.	11.00%	(1)
-------------------------	--------	-----

Fluidra, S.A. and Subsidiaries

Subsidiaries  
30 June 2023

- (1) Companies belonging to the Fluidra Commercial, S.A. and subsidiaries subgroup.
- (2) Fluidra Australia Pty Ltd is a group of companies in which the parent fully owns the companies Astral pool Australia Pty Ltd and Hurlcon Staffing Pty Ltd. Sibo Fluidra Netherlands, B.V. owns 100% of the share capital of the German company SIBO GmbH.
- (3) The companies Certikin International Limited and Astralpool UK Limited, wholly-owned sub-subsidiaries of Fluidra, S.A. and registered in England under numbers 03047290 and 01823941, respectively, are exempt from the requirement of the Companies Act 2006 in relation to the audit of the individual annual accounts by virtue of section S479C.
- (4) Absorbing company of Del Industries Inc.
- (5) Absorbing company of Productes Elastomers, S.A.
- (6) Absorbing company of Certikin Swimming pools India, Private Limited and Fluidra India, Private Limited
- (7) Company in the process of being wound up.
- (8) Companies acquired during the current year
- (9) Companies that are fully integrated in the interim consolidated financial statements, and the book value of their non-controlling interest has no longer been recognised.
- (10) In the six-month period ended 30 June 2023, the following companies have been wound up: Fluidra Nordic A/S and Fluidra Cyprus LTD

Fluidra, S.A. and Subsidiaries

Details of segment results  
for the six-month period ended 30 June 2023  
(Expressed in thousands of euros)

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

	EMEA	NORTH AMERICA	OPERATIONS	APAC	Shared services	Adjustments & eliminations	Total consolidated figures
	30.06.2023	30.06.2023	30.06.2023	30.06.2023	30.06.2023	30.06.2023	30.06.2023
Sales to third parties	589,702	470,310	34,923	90,666	-	-	1,185,601
Sales to third parties in USA	28	450,590	5,570	102	-	-	456,290
Sales to third parties in Spain	114,216	46	17,128	11	-	-	131,401
Sales to third parties in France	156,591	177	5,326	-	-	-	162,094
Inter-segment sales	66,863	2,813	292,226	1,158	-	( 363,060 )	-
Segment sales of goods and finished products	656,565	473,123	327,149	91,824	-	( 363,060 )	1,185,601
COGS	( 438,732 )	( 215,581 )	( 221,360 )	( 45,018 )	-	357,152	( 563,539 )
Gross profit	<u>217,833</u>	<u>257,542</u>	<u>105,789</u>	<u>46,806</u>	<u>-</u>	<u>( 5,908 )</u>	<u>622,062</u>
OPEX	( 107,329 )	( 134,169 )	( 56,837 )	( 35,709 )	( 26,798 )	( 67 )	( 360,909 )
Adjustments due to impairment of receivables	( 331 )	( 1,063 )	171	( 170 )	8	200	( 1,185 )
Depreciation and amortisation expenses and impairment losses	( 12,969 )	( 13,580 )	( 10,136 )	( 4,921 )	( 2,807 )	( 33,244 )	( 77,657 )
Operating profit/(loss) from reporting segments	<u>97,204</u>	<u>108,730</u>	<u>38,987</u>	<u>6,006</u>	<u>( 29,597 )</u>	<u>( 39,019 )</u>	<u>182,311</u>
Share in profit/(loss) of associates	-	-	-	( 13 )	-	4	( 9 )
EBITDA	<u>110,173</u>	<u>122,310</u>	<u>49,123</u>	<u>10,914</u>	<u>( 26,790 )</u>	<u>( 5,771 )</u>	<u>259,959</u>

OPEX = Employee benefit expense + Other operating costs – Income from the rendering of services – Work performed by the Group and capitalised as non-current assets – Profit/(loss) from sales of fixed assets - Adjustments due to impairment of receivables

COGS = Changes in inventories of finished goods and work in progress and raw material supplies

Fluidra, S.A. and Subsidiaries

Details of segment results  
for the six-month period ended 30 June 2022  
(Expressed in thousands of euros)

	EMEA	NORTH AMERICA	OPERATIONS	APAC	Shared services	Adjustments & eliminations	Total consolidated figures
	30.06.2022	30.06.2022	30.06.2022	30.06.2022	30.06.2022	30.06.2022	30.06.2022
Sales to third parties	702,576	588,027	51,663	103,155	-	-	1,445,421
Sales to third parties in USA	375	553,633	8,970	234	-	-	563,212
Sales to third parties in Spain	133,311	442	24,459	-	-	-	158,212
Sales to third parties in France	180,237	233	3,153	-	-	-	183,623
Inter-segment sales	86,780	6,165	340,366	981	-	( 434,292 )	-
Segment sales of goods and finished products	789,356	594,192	392,029	104,136	-	( 434,292 )	1,445,421
COGS	( 527,846 )	( 298,874 )	( 262,030 )	( 49,539 )	-	429,932	( 708,357 )
Gross profit	<u>261,510</u>	<u>295,318</u>	<u>129,999</u>	<u>54,597</u>	<u>-</u>	<u>( 4,360 )</u>	<u>737,064</u>
OPEX	( 107,206 )	( 160,509 )	( 65,597 )	( 42,207 )	( 18,314 )	1,891	( 391,942 )
Adjustments due to impairment of receivables	848	( 74 )	( 15 )	167	( 17 )	3,500	4,409
Depreciation and amortisation expenses and impairment losses	( 12,262 )	( 11,164 )	( 7,657 )	( 5,023 )	( 3,808 )	( 35,288 )	( 75,202 )
Operating profit/(loss) from reporting segments	<u>142,890</u>	<u>123,571</u>	<u>56,730</u>	<u>7,534</u>	<u>( 22,139 )</u>	<u>( 34,257 )</u>	<u>274,329</u>
Share in profit/(loss) of associates	-	-	-	25	-	47	72
EBITDA	<u>155,152</u>	<u>134,735</u>	<u>64,387</u>	<u>12,582</u>	<u>( 18,331 )</u>	<u>1,078</u>	<u>349,603</u>

OPEX = Employee benefit expense + Other operating costs – Income from the rendering of services – Work performed by the Group and capitalised as non-current assets – Profit/(loss) from sales of fixed assets - Adjustments due to impairment of receivables

COGS = Changes in inventories of finished goods and work in progress and raw material supplies

Fluidra, S.A. and Subsidiaries

Details of segment assets and liabilities  
for the six-month period ended 30 June 2023  
(Expressed in thousands of euros)

	EMEA	NORTH AMERICA	OPERATIONS	APAC	Shared services	Adjustments and Eliminations	Total consolidated figures
	30.06.2023	30.06.2023	30.06.2023	30.06.2023	30.06.2023	30.06.2023	30.06.2023
<b>NON-CURRENT ASSETS</b>							
Property, plant and equipment	30,716	54,115	79,495	8,679	5,817	-	178,822
Property, plant and equipment in Spain	5,734	-	76,980	-	5,817	-	88,531
<b>NWC</b>	<b>318,145</b>	<b>206,671</b>	<b>134,856</b>	<b>53,229</b>	<b>( 134,166 )</b>	<b>( 66,601 )</b>	<b>512,134</b>
Inventories	153,293	209,993	178,335	51,784	-	( 47,891 )	545,514
Trade and other receivables	269,306	111,487	32,262	24,296	30,120	( 990 )	466,481
Trade and other payables	104,454	114,809	75,741	22,851	164,286	17,720	499,861

NWC = Inventories + Trade and other receivables – Trade and other payables

Fluidra, S.A. and Subsidiaries

Details of segment assets and liabilities  
for the six-month period ended 30 June 2022  
(Expressed in thousands of euros)

	EMEA	NORTH AMERICA	OPERATIONS	APAC	Shared services	Adjustments and Eliminations	Total consolidated figures
	30.06.2022	30.06.2022	30.06.2022	30.06.2022	30.06.2022	30.06.2022	30.06.2022
<b>NON-CURRENT ASSETS</b>							
Property, plant and equipment	25,918	56,464	63,292	10,331	12,679	2,382	171,066
Property, plant and equipment in Spain	4,690	-	61,216	-	12,679	1,957	80,542
<b>NWC</b>	<b>370,402</b>	<b>184,065</b>	<b>136,570</b>	<b>57,068</b>	<b>( 157,343 )</b>	<b>( 57,321 )</b>	<b>533,441</b>
Inventories	187,289	269,189	200,638	67,990	-	( 43,890 )	681,216
Trade and other receivables	322,858	107,065	31,728	28,508	25,048	( 1,859 )	513,348
Trade and other payables	139,745	192,189	95,796	39,430	182,391	11,572	661,123

NWC = Inventories + Trade and other receivables – Trade and other payables

Fluidra, S.A. and Subsidiaries  
Interim Consolidated Directors' Report  
30 June 2023

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

**General business outlook**

The Fluidra Group's turnover at the June 2023 reporting date amounts to Euros 1,185.6 million, down 18% on the previous year.

EBITDA decreased by Euros 89.6 million, from Euros 349.6 million last year to Euros 260.0 million this year.

The gross margin rose from 51.0% last year to 52.5% this year, and is now at a more normal level following the extraordinary increases in the cost of raw materials last 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, profit from the sale of fixed assets and before changes in trading provisions) have decreased by 7.9% with a notable impact on non-recurring expenses relating to the adoption of actions to combat the decrease in sales volumes and to improve the gross margin.

The change in trade provisions is now more stabilised at 0.1% of sales.

Amortisation and depreciation expenses and impairment losses increased from 75.2 to 77.7 million due to the increased amortisation of right-of-use assets.

The financial result goes from Euros -45.1 million in 2022 to Euros -35.5 million in 2023. It is important to remember the extraordinary impact of the refinancing expenses amounting to Euros 11.7 million last year, which offset the increased finance cost caused by the rise in debt in the first half of the year. It is also important to note the stabilisation of exchange gains/(losses) compared to last year, which move from Euros -9.9 million in 2022 to Euros +0.7 million in 2023.

Net profit attributed to the Parent has decreased from Euros 166.5 million to Euros 104.1 million, due mainly to lower sales. In percentage terms, it drops from 11.5% to 8.8%.

With regard to the Group's consolidated balance sheet, it is worth mentioning the decrease of Euros 21.3 million in net working capital used, due mainly to the decreased inventory figure and lower sales. Receivables have been in line with the decrease in turnover, with the average collection period increasing slightly. Lastly, payables have dropped by 161.3 due to less activity and the recording of the dividend of Euros 0.70 per share (Euros 132.9 million), which will be paid out in July and November, compared to Euros 0.85 per share in the previous year (Euros 163.8 million).

Investments in property, plant and equipment, other intangible assets and right-of-use assets have decreased by Euros 26.5 million to Euros 46.3 million in 2023, in line with the lower sales figure.

Net financial debt (including lease liabilities) increased from Euros 1,244.6 million to Euros 1,299.6 million, due mainly to the effects of net working capital explained above. Net financial debt at the end of the previous year amounted to Euros 1,319.1 million. The change is due to the normalisation in activity and net working capital.

Staff turnover has seen a decrease of 625 people with respect to the same period in the prior year due mainly to less activity. The headcount at 30 June 2023 is 6,855 people, with 65% of male staff and 35% female.

As for the environment, Fluidra has kept its commitment to optimise the natural resources that 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.

A breakdown of information on related-party transactions can be found in Note 24, Related-party balances and transactions, within the half-yearly financial report.

**LIABILITY STATEMENT OF COMPANY DIRECTORS FOR THE PURPOSES ENVISAGED UNDER  
ARTICLE 11.1.b) OF SPANISH ROYAL DECREE 1362/2007 OF 19 OCTOBER (REAL DECRETO  
1362/2007)**

The members of the Board of Directors of Fluidra, S.A. (the “**Company**”), at the meeting of the Board of Directors held on 27 July 2023, state that, to the best of their knowledge, the condensed consolidated financial statements corresponding to the first half of 2023, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and of the companies that fall within the consolidated group taken as a whole, and that the interim management report includes a fair review of the information required.

In Sant Cugat del Vallès, 27 July 2023

---

Mr. Eloy Planes Corts

---

Mr. Bruce Walker Brooks

---

Ms. Esther Berrozpe Galindo

---

Ms. Barbara Borra

---

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. Óscar Serra Duffo

---

Mr. José Manuel Vargas Gómez