## FLUIDRA

Welcome to the New Fluidra

September 2018

### **Disclaimer**

This document is for information purposes only and does not constitute an offer to sell, exchange or buy, or an invitation to make offers to buy, securities issued by any of the companies mentioned. This financial information has been prepared in accordance with International Financial Reporting Standards (IFRS). Zodiac reports on a September fiscal year, using US Dollars as its functional currency and under IFRS accounting standards. In this presentation, financials have thus been calendarized to December year-end based on management accounts. Financials have been converted to Euros at Fluidra reporting FX rates (2014: 1.33 USD/EUR, 2015: 1.11 USD/EUR, 2016: 1.11 USD/EUR, LTM September 2017: 1.11 USD/EUR; September 2017 net debt has been converted at 1.18 USD/EUR). Zodiac LTM EBITDA excludes transaction costs related to Rhône acquisition of Zodiac, non-recurring expenses and inventory step-up due to purchasing accounting. However, as part of merger process audited pro formas will be provided, and may modify this information.

Cash flow conversion defined as EBITDA – capex divided by EBITDA. Adjusted EPS for non-recurring items, transaction costs, and amortization of acquired intangibles.

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

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

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

In any event, the Fluidra Group provides information on these and other factors that may affect the Company's forward-looking statements, business and financial results in documents filed with the Spanish National Securities Market Commission. We invite all interested persons or entities to consult these documents.

In order to facilitate the business understanding, we have included the performance of Aquatron business in the regular operations. The consolidated financial statements under IFRS-UE have the Aquatron activity excluded from the continuing operations and included as discontinued activity.



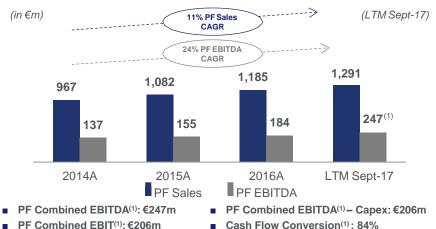
### **Introducing the New Fluidra**

The combination of Fluidra's leading European platform with Zodiac's leading presence in the U.S. sets the foundation for the new Fluidra: a global pool equipment and solutions leader with one of the industry's most comprehensive portfolios

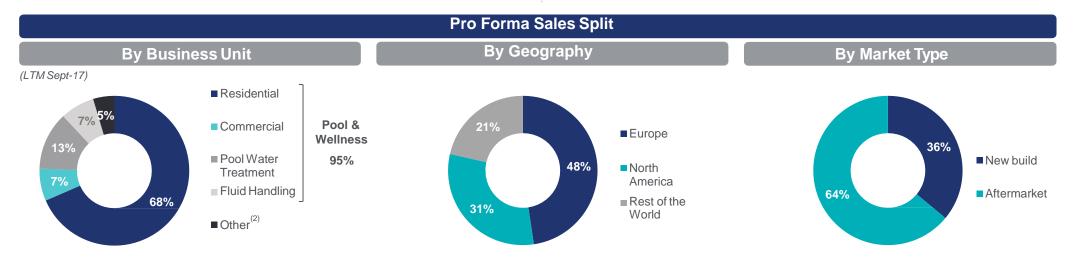
#### **Overview**

- Pool equipment and solutions specialist with leadership positions in Europe, the U.S. and the Southern Hemisphere
- Over 5,500 employees and operations in over 45 countries
- Strong global competitor on the back of current existing platform in Europe together with Zodiac's leading position in the US
- Innovative and user-focused provider of highly engineered products and solutions
- Listed on the Spanish stock exchange since 2007, with a pro forma market capitalization of €2.9bn
- Global headquarters in Sabadell (Barcelona), Spain and North American headquarters in Vista (San Diego), California

#### **Highly Profitable and Cash Generating Business**



Cash Flow Conversion<sup>(1)</sup>: 84%



(1) Includes run rate synergies of €35m.

(2) Other includes irrigation & domestic water treatment and industrial businesses.

### **Strong Value Creation**

Balanced Asset	<ul> <li>One of the North American leaders in in cleaners, heaters and water care</li> <li>Strong global competitor through the combination of currently existing platform in Europe with Zodiac's leading position in the US</li> </ul>
Entry into a Market with Strong Momentum	<ul> <li>US is largest contributor of inground pool base at a global level</li> <li>Ageing installed inground pool base in the US allows for optimistic market recovery post crisis and enhanced growth outlook</li> </ul>
Strong Cash Generation	<ul> <li>Improved cash flow generation</li> <li>Strong deleveraging profile</li> </ul>
Strong Synergy Potential	<ul> <li>€35m synergies achievable with high degree of certainty, originated from cost base optimisation</li> <li>Potential upside from sales synergies</li> </ul>
Valuation	<ul> <li>Transaction executed at attractive terms across various valuation methodologies, including EBITDA and EBITA multiples, that are amplified when incorporating run-rate synergies benefits</li> <li>Historical discount of Fluidra vs US-based peers on trading multiples indicate re-rating potential derived from increased size and new exposure to the US market</li> </ul>

## FLUIDRA

### **Compelling Strategic Story**

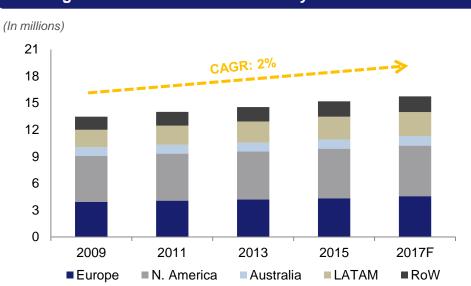


### **Compelling Strategic Combination**



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### **1 Structurally Attractive Industry**



Large Installed Base Drives Annuity-Like Aftermarket<sup>(1)</sup>

- Global installed base of c.16 million pools growing at a c.2% annual rate ensures long-term opportunity for the aftermarket
  - Consistent growth through the cycle
- Aging installed base of pools requires aftermarket upgrades and opportunity for new "connected" offerings
- Aftermarket is growing 2x faster than the installed base
- Growth driven by higher automation and replacement of pre-recession pool equipment (increasing average ticket)
- Aftermarket represents c.75% of the addressable pool equipment market globally



- Pool equipment is in a multi-year growth cycle reflecting strong housing demand
- New pool construction growing 10% in North America and 15% in Europe
  - Current pool construction remains below prior peak
  - Our estimates count on high single-digit growth
  - Generally on a lag to new housing
- Pool equipment is critical but represents a small portion of the total cost of the pool
- New construction growth feeds aftermarket annuity

#### Steady Growth of Installed Pool Base and New Pool Construction Expected to Continue Across the Board

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Sources: Internal studies estimates and assumptions, reports & publications from Trade associations and annual reports. Note: (1) Only refers to In-Ground Pools.

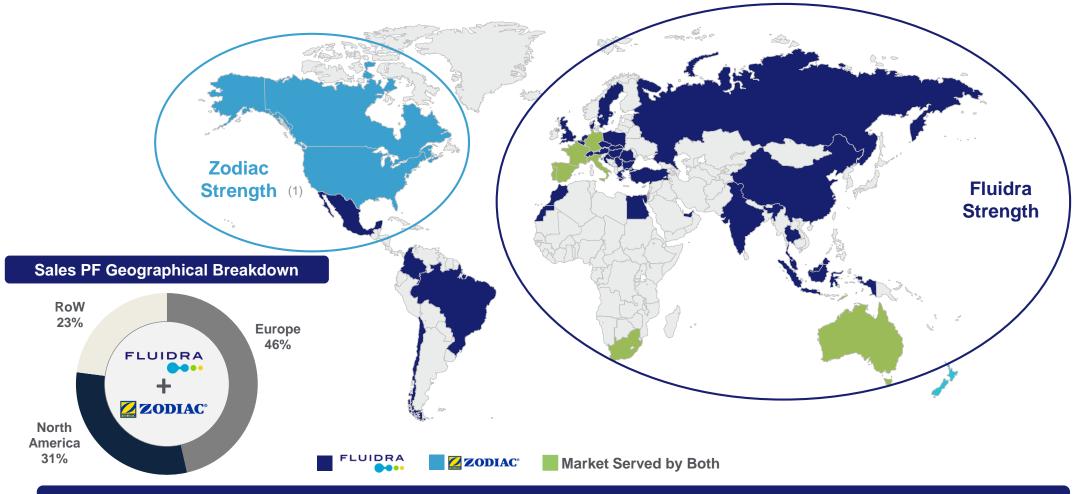
### <sup>2</sup> Globally Recognized, Iconic Brands Allow Market Segmentation and Channel Optimization



Industry's Best Brands for Each Segment and Channel

### 2 High Geographic Complementary Reduces Risk Profile

- €1.3bn of combined sales, with local presence in over 45 countries and sales in more than 150 countries
- Access to virtually all major pool markets
- Limited geographical overlap: significant cross-selling opportunity



**Geographically Diversified Footprint with Presence In Over 45 Countries** 

FLUIDRA

Note: (1) Fluidra serves US as a niche market for certain products.

### 2 Matched Product Offering and Strong Competency in Product Development to Drive Further Growth

		<b>ZODIAC</b> °	
Above Ground Pools	1	X	
Automation / Connectivity	✓	✓	
Commercial Equipment	✓	X	
Heaters & Dehumidifiers	✓	✓	■ (
Pressure Cleaners	×	✓	
Pumps, Filters and Valves	✓	✓	• 6
Robot / Suction Cleaners	✓	✓	
Salt Chlorinators	✓	✓	• F

While Fluidra and Zodiac are both present in many broadly defined product categories, they focus on different geographies, segments, and price points – with minimal direct overlap



- Continuous investment in R&D with largest patent portfolio in the industry
  - Over 1,100 patents combined
  - Combined workforce of >200 engineers
- Best-in-class platforms in Internet of Pools
  - Zodiac's iAqualink to join Fluidra's Connect and Blue by Riiot to create the leading edge Internet of Pools solutions
- Focus on sustainable products & solutions
  - Energy efficiency and water-saving pool equipment
  - Sustainable products will support aftermarket growth

Complementary Offering, Innovation and Connectivity Will Drive Above-Market Growth

### <sup>2</sup> World Class Management Team Comprised of Industry and Functional Experts

#### 

Eloi Planes Executive Chairman

- Over 20 years of experience in the sector
- Fluidra's CEO since 2006 and Executive Chairman since 2016
- Managing Director of Fluidra Group since its inception in 2002

#### Xavier Tintore Finance

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

#### **Carlos Franquesa** Europe, Asia, LatAm and Southern Hemisphere

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

#### Jaume Carol Manufacturing

- Joined Fluidra in 1991
- Over 25 years of operational and manufacturing experience



#### Highly Complementary and Experienced Management Team

### **③ A Double-Engine Model: Growth & Resilience**

Growth Contributors	Annual Revenue Growth Range	Combined Business is 90% Resilient <sup>(1)</sup>
Installed Base Growth	3.5-4.5%	10% New Build over all- time low
New Construction Growth	1.0-1.5%	at all-time low
Market Share Growth	1.0-1.5%	Sales (64%) Aftermarket
		Resilient Sales Base Due to Diversified Geographical Footprint
Organic Growth	6.0-7.0%	Servicing the Ageing Park of Installed Pools Drives Aftermarket Growth
		New Construction Well Below Historical Peak

#### FLUIDRA

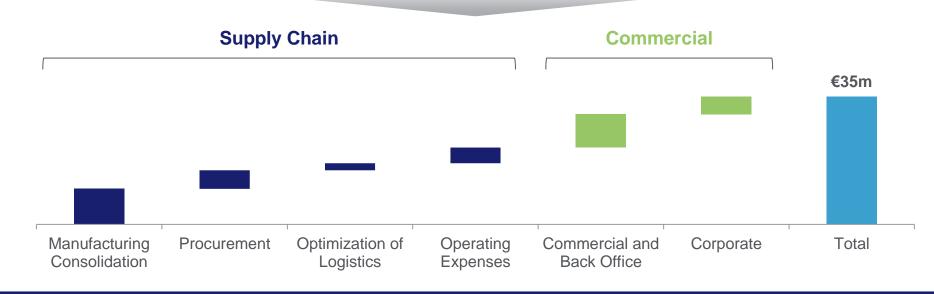
Note: (1) Resilient defined as the combination of aftermarket + base line of new builds (defined as 2009 trough levels, considered as the likely floor). The c. 10% remainder accounts for new builds above 2009 trough levels.

### **③ Significant Synergies that Deliver Long Term Value**



- Manufacturing consolidation
- Procurement opportunities
- Optimization of logistics operations
- Reduction in indirect operating expenses
- Regional sales integration and back-office savings
- Corporate consolidation



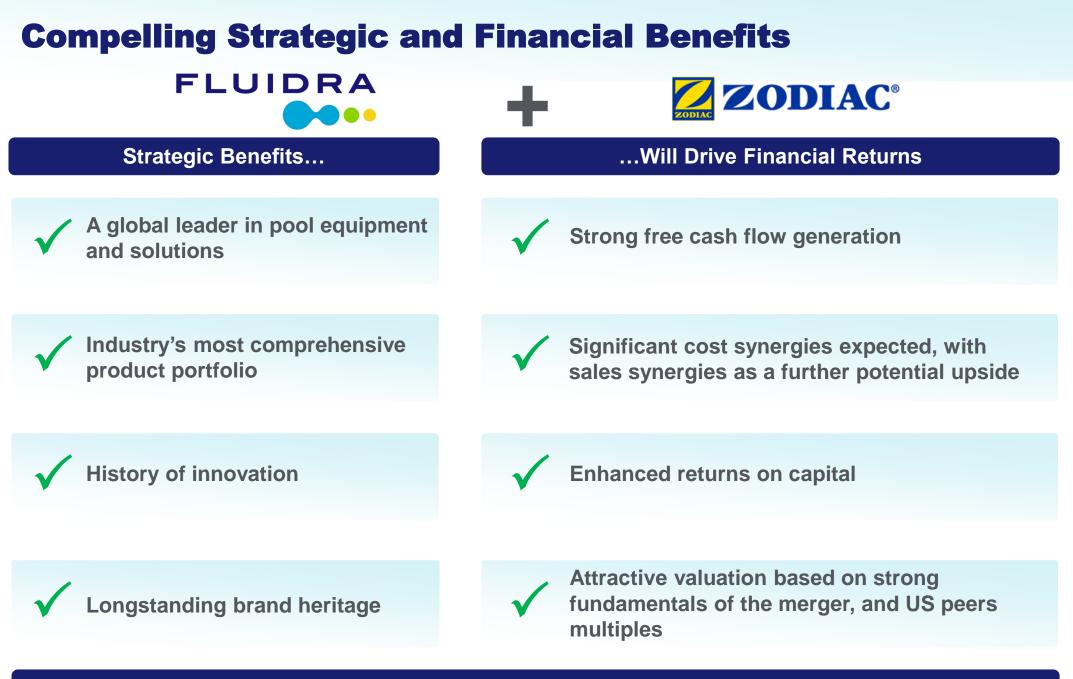


Incremental Cost and Sales Synergies Provide Further Potential Upside

## **3** Compelling Business Model with a Strong and Growing Cash Generation Profile

	LTM Sept-17 PF	Key Drivers	Long-term Target
Sales (€m)	1,291	<ul> <li>Steady aftermarket growth driven by installed base</li> <li>New construction recovery in Europe and US</li> <li>Cross-selling opportunities</li> </ul>	<ul> <li>6-7% organic annual growth rate</li> <li>Upside from synergies</li> </ul>
EBITDA (€m)	<b>247</b> 19% margin	<ul> <li>Operational efficiencies, operating leverage</li> <li>Expected cost-synergies</li> </ul>	<ul> <li>EBITDA margin of ~21%</li> </ul>
Capex (€m)	<b>41</b> 3% of sales	<ul> <li>Manufacturing and R&amp;D optimization</li> </ul>	<ul> <li>~3% of sales</li> </ul>
Net Working Capital % of Sales (%)	19% of sales(1)	<ul> <li>Manufacturing and logistics optimization</li> </ul>	<ul> <li>~25% of sales</li> </ul>
Net Leverage (x)	2.9x	<ul> <li>Strong free cash flow generation</li> </ul>	Net leverage < 2.0x

(1) Reflects seasonal low point of net working capital.



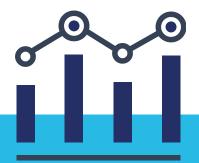
Strong Strategic and Financial Benefits to Further Generate Meaningful Shareholder Value

### **Appendix 1 – 1H2018 RESULTS**

### Summary 1H RESULTS 2018

Main figures	2017	2018	
	€M	€M	Evol. 18/17
Sales	452.5	454.2	0.4%
EBITDA*	73.2	74.3	1.4%
EBITA*	58.7	60.0	2.2%
Net Profit*	32.9	37.3	13.3%
Reported EBITDA	70.9	64.2	-9.5%
Reported Net Profit	34.1	32.2	-5.7%
Net Financial Debt	192.1	202.3	5.3%
Net Working Capital	252.9	294.1	16.3%

\*Adjusted items exclude non-recurring income & expenses



- Adjusted for currencies, <u>Sales</u> growth is 2.7% in an irregular season impacted by weather in Spain, France, and the US, and a strong Commercial Pool business in H1 2017.
- Despite limited increase in volume, margin expands at <u>EBITDA</u> level and combined with lower interest expense, delivers strong performance at <u>Net Income.</u>
- <u>Reported EBITDA</u> and <u>Reported Net Income</u> are impacted by €6.8m of transaction expenses.
- <u>Net Debt</u> increases by 5.3% due to Net Working Capital investments, cash invested in earn-out payments and payments of transaction expenses.
- <u>Net Working Capital</u> is impacted by the irregular season in Q2, a cancellation of sale of receivable program and less earn-outs in short term payables.

### **Relevant Facts** 1H 2018 RESULTS

#### **MERGER COMPLETED, WORKING ON INTEGRATION NOW**

- Merger deed was signed on July 2<sup>nd</sup>. Late June, all authorisations were obtained. New shares were listed on July 10<sup>th</sup>, increasing share count to 195.6m and market cap above €2.2b.
- The European Commission anti-trust approval has a condition to divest Aquatron, a manufacturing and R&D unit in the electronic cleaner category located in Israel. The unit represents less than 2% of combined sales and EBITDA, and it is not changing the strategic logic of the merger.
- From a business perspective, Zodiac business is impacted by similar trends to the ones seen by Fluidra. The US
  business has had a late start of the season but is showing a solid recovery in June & July. Last Twelve Months
  Sales growth is in mid single digit at constant currency rates.
- The new management team is already in place with the new organizational chart implemented and the team is executing the 100 day plan to integrate both companies.
- After several months of integration planning process and with anti-trust limitations lifted, we have validated our strategic assumptions. That is why we reaffirm our guidance of €35m with one time cost of €30m. We are working to prepare a new Strategic Plan that will be shared with the market on an Investor's day in November.

### **Profit & Loss Account**

### 1H RESULTS 2018

		2017		2018	
	€M	% sales	€M	% sales	Evol. 18/17
Sales	452.5	100.0%	454.2	100.0%	0.4%
Gross Margin	229.5	50.7%	234.5	51.6%	2.2%
Opex before Dep. & Amort. *	154.9	34.2%	158.9	35.0%	2.6%
Provisions for Bad Debt	1.4	0.3%	1.4	0.3%	-5.9%
EBITDA*	73.2	16.2%	74.3	16.4%	1.4%
EBIT*	53.3	11.8%	57.3	12.6%	7.5%
Non-recurring Income/Expense	1.2	0.3%	-6.8	-1.5%	n/a
Net Financial Result	-5.6	-1.2%	-4.0	-0.9%	-27.6%
Net Profit*	32.9	7.3%	37.3	8.2%	13.3%
Reported EBITDA	70.9	15.8%	64.2	14.3%	-9.5%
Reported Net Profit * Adjusted for non-recurring	<b>34.1</b>	7.6%	32.2	7.1%	-5.7%

\* Adjusted for non-recurring income / expense



- Sales are affected by late start in Northern Hemisphere, adjusted by FX, Sales growth is 2.7%
- Positive Gross Margin evolution thanks to mix and pricing increases that absorb commodity cost increases.
- EBITDA\* and EBIT\* show positive leverage despite the limited volume gains, thanks to margin evolution & good Opex control.
- Non-recurring expense reflects €6.8m of transaction related costs and costs to capture synergies.

## Sales by geographical area

#### 1H RESULTS 2018

	€M	% sales	€M	% sales	Evol. 18/17
Spain	97.5	21.5%	98.0	21.6%	0.5%
Southern Europe – Rest	126.9	28.0%	139.5	30.7%	9.9%
Central & Northern Europe	72.4	16.0%	75.6	16.6%	4.4%
Eastern Europe	22.7	5.0%	24.6	5.4%	8.2%
Asia and Australia	69.5	15.4%	58.6	12.9%	-15.7%
Rest of the World	63.5	14.0%	58.0	12.8%	-8.7%
TOTAL	452.5	100%	454.2	100%	0.4%

2017

#### 2018



- Europe presents an irregular season impacted by cold and wet spring. Spain grows by 3.0% adjusting for ATH divestiture. Rest of Southern Europe growth is half organic, half acquisitions.
- Central and Northern Europe, affected by the late start of the season and adverse weather conditions in Q1, has a strong recovery with double digit growth in the quarter.
- Asia and Australia, adjusted for currency, decreases 7.5%, with Australia growing in mid single digit and Asia impacted by a robust H1 2017 in Commercial Pool installations.
- Rest of the World segment, adjusted for FX, shows a decrease of 4.5%, due to a late start of the season in the US and weakness in South Africa, not compensated by good evolution in Latin America and Northern Africa.

### Sales by business unit

#### 1H RESULTS 2018

		2017		2018	
	€M	% sales	€M	% sales	Evol. 18/17
Pool & Wellness	419.5	92.7%	425.0	93.6%	1.3%
Residential	265.2	58.6%	270.6	59.6%	2.0%
Commercial	51.2	11.3%	47.3	10.4%	-7.7%
Pool Water Treatment	68.5	15.1%	73.4	16.2%	7.2%
Fluid Handling	34.6	7.6%	33.6	7.4%	-2.7%
Irrigation and Domestic Water Treatment	17.9	4.0%	14.5	3.2%	-18.8%
Industrial and Others	15.1	3.3%	14.7	3.2%	-2.7%
TOTAL	452.5	100%	454.2	100%	0.4%

- Mixed evolution of Residential Pool after a slow start of the season with great performance of above ground pool helped by Laghetto acquisition.
- Commercial Pool decreases due to the strong H1 2017, which included several major projects in the Asian region.
- Good evolution of Pool Water Treatment, with very good performance of disinfection equipment (salt chlorinators).
- Irrigation and Domestic Water Treatment segment evolution mainly impacted by ATH divestiture in Q1 2017.

1H RESULTS 30 July 2018

**Net Working Capital** 

289.2

### **Net Working Capital**

#### 1H RESULTS 2018



 Inventories affected by the irregular season in Northern Hemisphere. Accounts Receivable is impacted by the cancellation of a sale of receivables program due to the implementation of the new financing contract. Without this impact, growth would have been 1.3%.

 Adjusted Net Working Capital better reflects the evolution of the business as it adjusts for acquisitions, divestitures and earn-out payments. The irregularity of the season has impacted the efficiency of capital usage in the quarter, but plans are in place to get back to usual NWC/Sales ratio.

### FLUIDRA

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### Net Financial Debt and Free Cash Flow

### 1H RESULTS 2018

Net Financial Debt		January - June	2017	2018	
202.3			€M	€M	Evol. 18/17
		Reported Net Profit	34.1	32.2	-1.9
192.1	2017	Depreciation & Amortization (+)	19.9	17.0	-2.9
	2018	Increase (-) / Decrease(+) Adjusted NWC	-63.7	-88.4	-24.7
		Investments (organic)	-12.7	-12.9	-0.1
		Free Cash Flow pre-acquisitions	-22.3	-52.1	-29.8
		Acquisitions & Divestitures	0.7	-8.7	-9.5
		Free Cash Flow post-acquisitions	-21.6	-60.8	-39.2

- Free Cash Flow for H1 is impacted by the slow start of the season that is reflected in NWC usage and the nonrecurring expenses associated to the Zodiac merger that have impacted Net Profit.
- The Acquisitions & Divestitures heading mainly covers SIBO's and Waterlinx's earn-out payments, while last year
  included an inflow as a net result of the ATH divestiture and the Aqua's earn out.
- As of July 2<sup>nd</sup> with the completion of the merger, the syndicated loan and several other facilities were paid down and the new financing for the combined company became effective.

### Conclusions 1H RESULTS 2018

- Industry fundamentals continue to be healthy and positive, however, the year has been affected by rainy and cold spring in some of our key markets. In addition, currency is having an impact on reported growth. This is an unusual year with some temporary effects but we remain confident in our outlook for the next quarters.
- To provide transparency on the new Fluidra, on a pro-forma basis, the 2018 estimates are Sales between €1,310 1,340 m; Adjusted Ebitda between €215 230 m; and Net Debt/Adjusted Ebitda ratio between 3.0 3.3x.
- With the merger closed, we are working on creating the best pool company in the industry, with strong focus on delivering value to our customers, employees and shareholders:
  - The new management team is in place and working on having a smooth integration, capturing the €35m cost synergies and accelerating sales growth through the implementation of sales synergy plans.
  - Pool & Wellness is an industry with healthy fundamentals and now, that we are working together, we reaffirm the strategic rational of the merger.
  - We are preparing a new Strategic Plan to present to the market in November in which we will share with you how are we creating the best pool company.



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## THANK YOU



### **Appendix 2 – ZODIAC**

# A US Champion of Residential Pool Equipment Solutions

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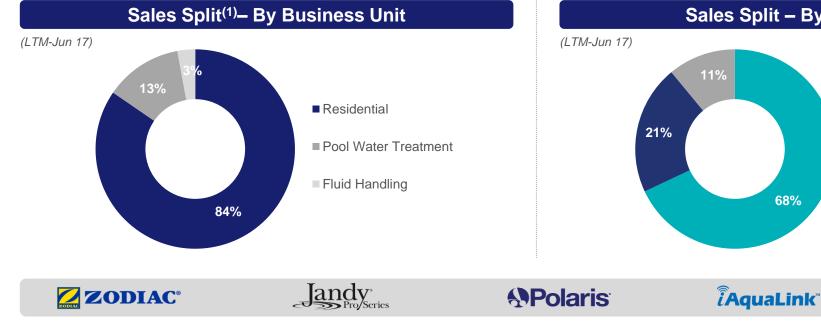
### **Introducing Zodiac**

#### **Company Overview**

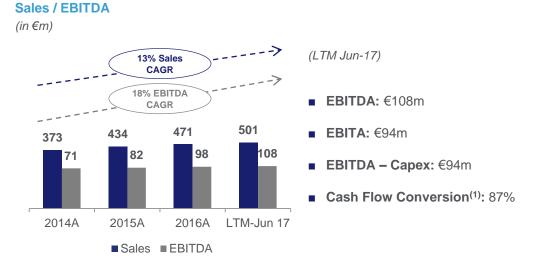
- Zodiac is a premium branded pure play pool solutions company
- Core competency in innovation and a industry leader in Internet of Pools (IoP) / connected pools
- Leading position in the new build segment in the US
- Compelling aftermarket opportunity in the US
- Capital light manufacturing model and strategy

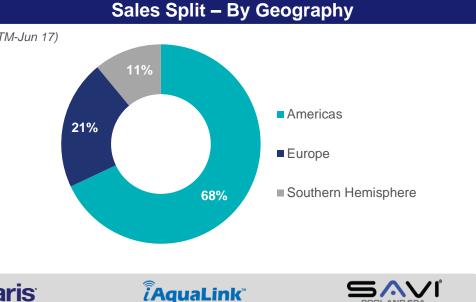
Note: (1) Gross sales for business mix details.

Privately owned business managed primarily from the US



#### **Highly Profitable and Cash Generating Business**





### **Zodiac Differentiated Business Model**

#### **User-driven, Innovative Products**



- Continuous investment in R&D based on user and customer feedback
- ✓ Robust patent portfolio
- ✓ Clear leader in IoT on connected pools





### ZODIAC'ACADEMY

- Total solution approach drives customer loyalty
  - Strong and established sales and field team
  - Comprehensive marketing
  - Leading customer care solutions

#### Leveraging Robust Global Footprint



- Most globally balanced of the full line providers
- Strength in large, growing US
   Sun Belt region
- ✓ Capital light manufacturing model

### **Zodiac: A Compelling Story**

