

**FLUIDRA**

# **2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**MAY 7 2025 | 12:30**

# DISCLAIMER

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

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

The information 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, tariffs or 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. Fluidra 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, Fluidra 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.

## **Alternative Performance Measures (APMs)**

This document and any related conference call or webcast (including a Q&A session) contain, in addition to the financial information prepared in accordance with IFRS, alternative performance measures ('APMs') as defined in the Guidelines issued by the European Securities and Markets Authority ('ESMA') on October 5, 2015.

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

APMs are prepared on a consistent basis for the periods presented in this document. They should be considered in addition to IFRS measurements, may differ to definitions given by regulatory bodies relevant to the group and to similarly titled measures presented by other companies. They have not been audited, reviewed or verified by the external auditor of Fluidra. For further details on the definition, explanation on the use, and reconciliation of APMs, please see the "Alternative performance measures" document from our website here ([link](#)).



# PROGRAM

- Welcome
- Meeting quorum
- CEO's report
- Corporate governance
- Questions and answers
- Voting on proposed resolutions





WELCOME

An underwater photograph of a swimmer in motion, creating a large splash of white water. The swimmer is wearing a dark cap and goggles. The background is a deep blue. A white, wavy line graphic, resembling a sine wave, is overlaid on the image, starting from the left and curving around the swimmer. The text 'MEETING QUORUM' is written in white, bold, uppercase letters, positioned to the right of a short horizontal white line.

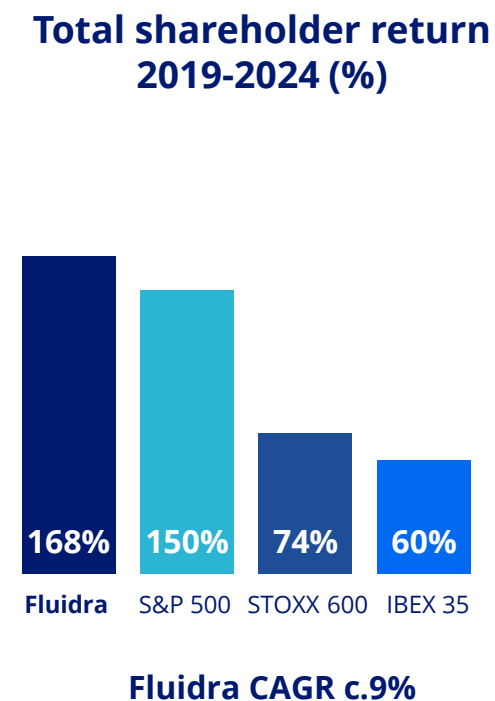
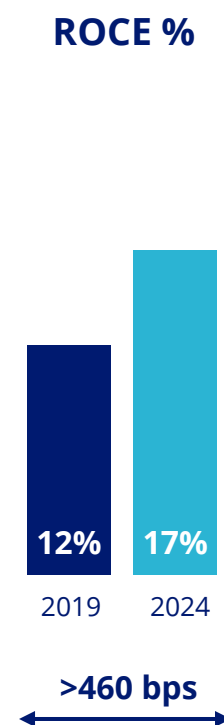
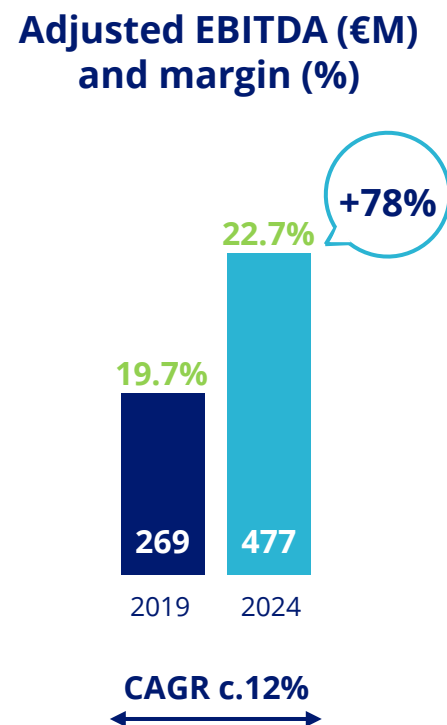
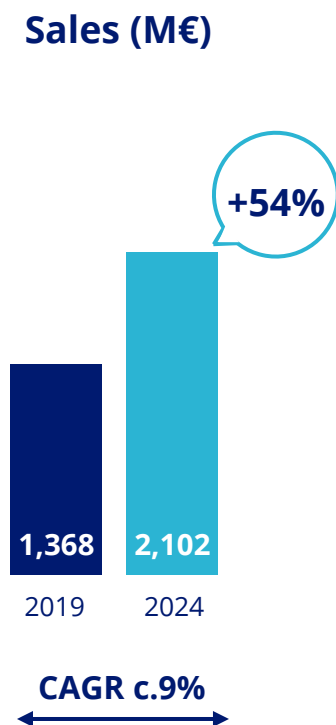
# MEETING QUORUM



An underwater photograph of a swimmer in motion, creating a large splash of white water. The swimmer is wearing a dark cap and goggles. The background is a deep blue, and the overall image has a blue tint.

# CEO'S REPORT

# CONTINUING TO STRENGTHEN THE BUSINESS

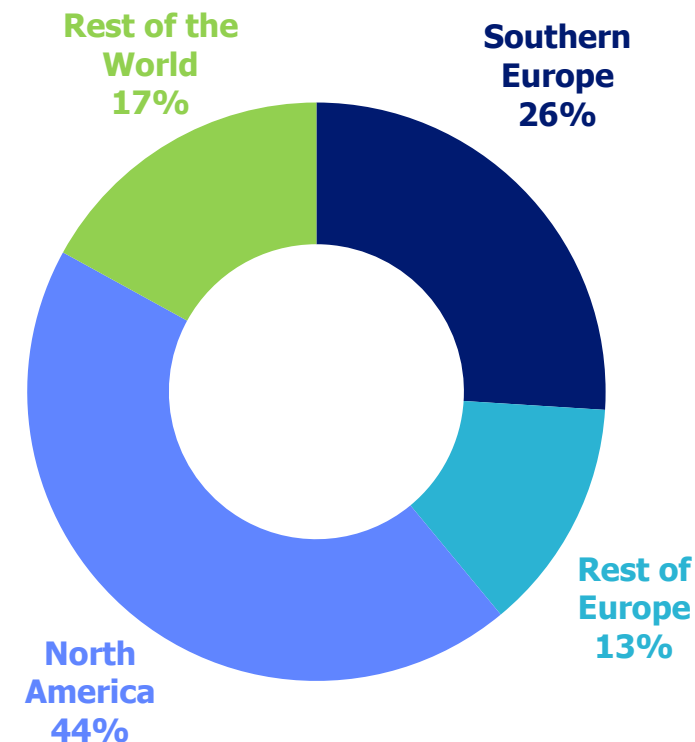


# STRONG PERFORMANCE IN 2024

€M	FY 2023	FY 2024	% Evol.
Sales	2,051	2,102	+2.5%
Adjusted EBITDA	445	477	+7.3%
Adjusted EPS (€/share)	1.10	1.21	+10.2%
Dividend per share (€/share)	0.70	0.55	(21.4%)
Operating net working capital	374	371	(0.8%)
Net debt / Adjusted EBITDA	2.63x	2.37x	(0.3x)

- Strong performance in 2024, retuning to growth. Sequential sales improvement across all regions
- Outstanding margin performance, driven by the Simplification Program
- Good cash generation and improved leverage
- Awarded “Vendor of the Year” by the fourth year in a row by US top distributors

## SALES BY GEOGRAPHY





# SUSTAINABILITY AS A PILLAR FOR FUTURE GROWTH



# 2025 FIRST QUARTER RESULTS AND FY 2025 OUTLOOK

	Q1 2024	Q1 2025	% Evol.	Guidance 2025
<b>Sales (€M)</b>	527	564	+6.9%	2,140 - 2,250
<b>Adjusted EBITDA (€M)</b>	118	131	+10.4%	500 - 540
<b>Adjusted EPS (€/share)</b>	0.31	0.35	+12.5%	1.33 - 1.48

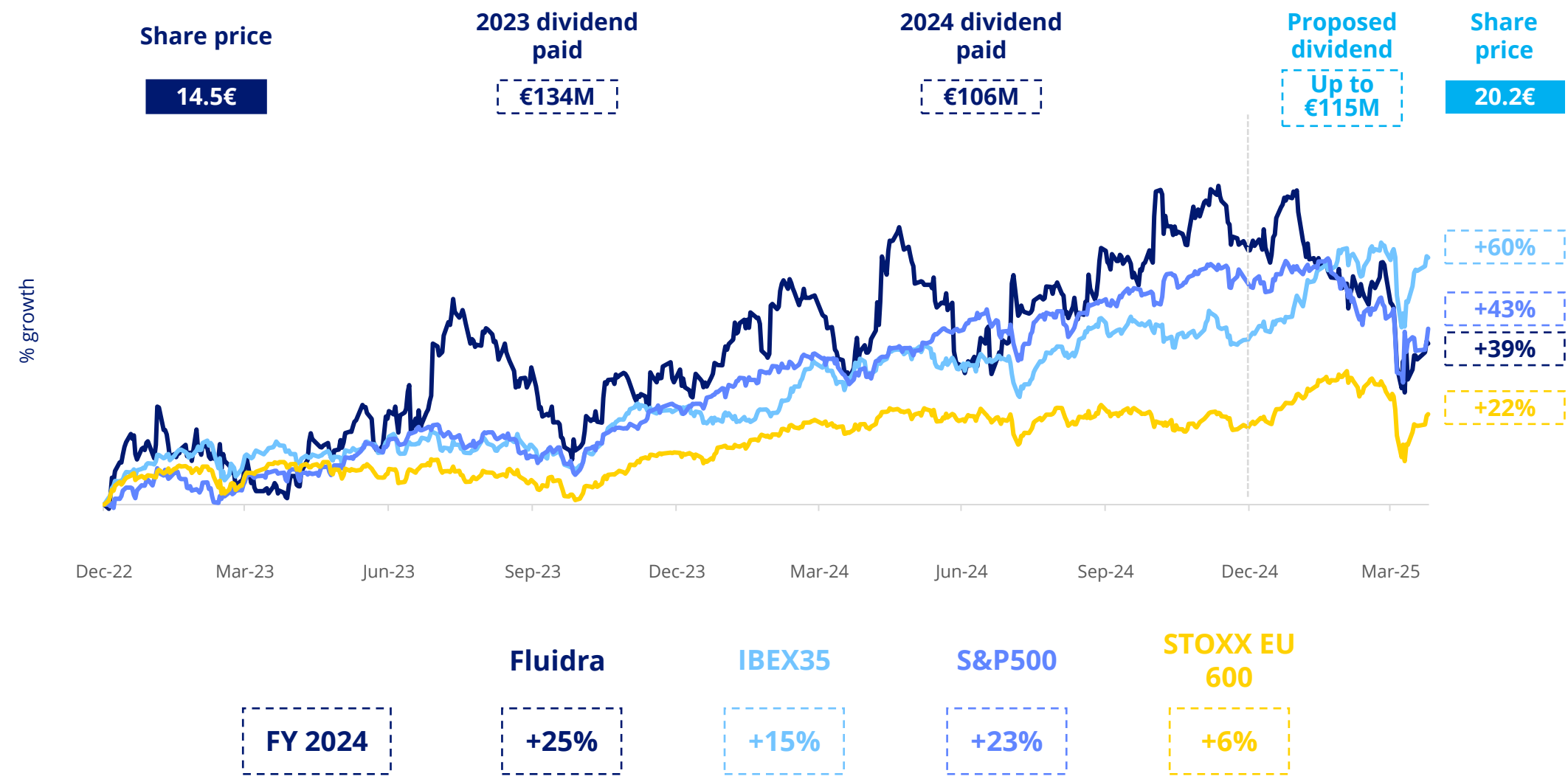
- 1. Strong start to the year, with growth across all regions**
  - Positive volume and price contribution
  - Good gross margin progression, driven by the Simplification Program
  - Solid balance sheet. Stable working capital and improved leverage ratio
- 2. Plan to fully offset tariffs in 2025**
- 3. FY 2025 guidance maintained after Q1 results - we continue to monitor fluid trading environment**
- 4. Strengthening the business for the long-term**

An underwater photograph of a swimmer in motion, creating a large splash of white water. The swimmer is wearing a dark cap and goggles. The background is a deep blue. A white, wavy line graphic, resembling a stylized 'S' or a wave, is overlaid on the image, starting from the left and curving around the swimmer. The text 'CORPORATE GOVERNANCE' is written in white, bold, uppercase letters, positioned to the right of the swimmer and partially enclosed by the wavy line.

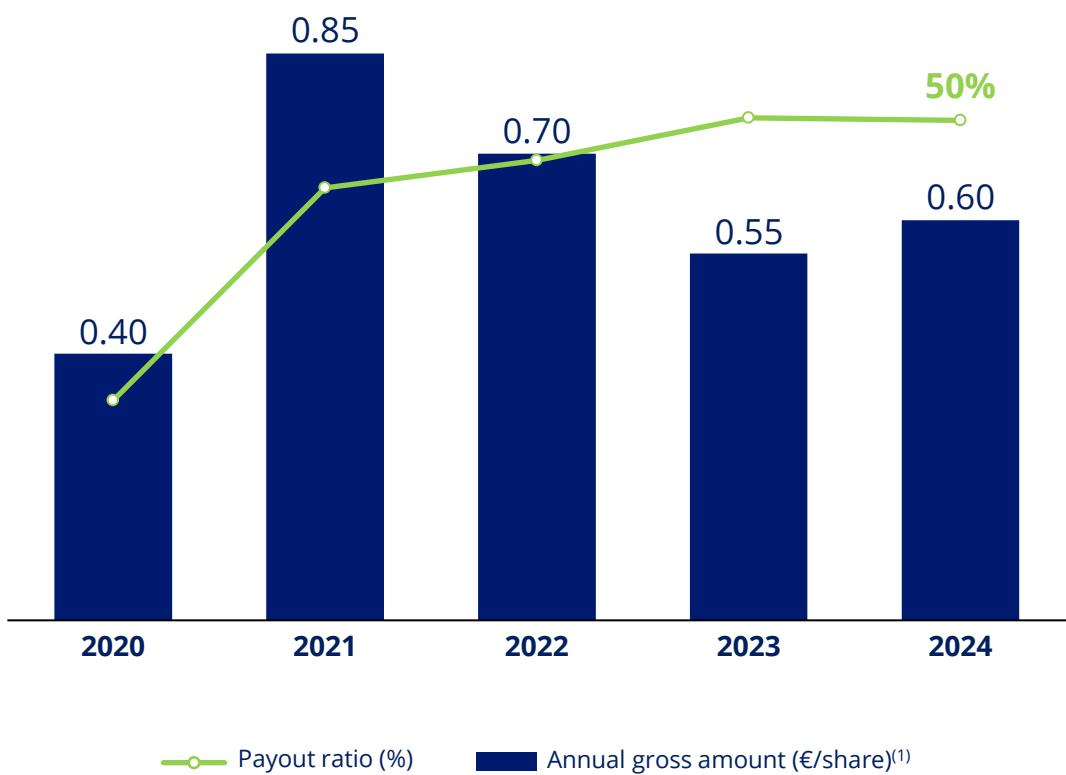
# CORPORATE GOVERNANCE



# SHAREHOLDER RETURN



# CONSISTENT DIVIDEND POLICY



<sup>(1)</sup> Proposed dividend for each fiscal year, which is paid in the following year



**CONSISTENT VALUE CREATION FOR  
SHAREHOLDERS  
>160% OF TSR SINCE 2019**

# CORPORATE GOVERNANCE



1

- **Advancing in the recommendations of the CNMV Good Governance Code** – exceeding 40% Board gender diversity
- Progression of women joining the Board over the last 6 years:

2019	2022	2023	2024	2025
0%	17%	23%	29%	43%



2

- **Publication of the skills matrix**, showing that the Board has the appropriate set of knowledge, skills, and experience to effectively govern and address the Company’s strategic challenges



3

- **Greater focus on sustainability:** the ‘Audit Committee’ has been renamed the ‘Audit and Sustainability Committee’ (ASC), taking on oversight of sustainability matters and working in coordination with the ‘Appointments and Remuneration Committee’ (ARC). The ‘Delegated, Strategy and ESG Committee’ has been renamed the ‘Delegated Committee’ (DC)
- **Regulatory update:** the regulations of the Board, the ARC, and the ASC have been amended (the latter aligned with the latest CNMV guidelines on audit committees)
- **Female leadership:** the ARC and the ASC are chaired by women – aligned with best Good Governance practices
- **Improved level of independence** of the ARC (from 50% to 75%) and the ASC (from 60% to 75%)



# REPORT ON THE ACTIVITY OF THE AUDIT AND SUSTAINABILITY COMMITTEE



# REPORT ON THE ACTIVITY OF THE APPOINTMENTS AND REMUNERATION COMMITTEE



- **Oversight of the CEO succession process** (selection process and favorable report on candidate and terms). Favorable report on the agreement to terminate the former CEO's contract, and monitoring of the succession process and handover of responsibilities to the new CEO

- **Favorable report on changes in the composition of the Board and its committees**

- **Favorable report on changes in the composition of the MAC** (both for new appointments and terminations)

- **Analysis and favorable report on organizational changes to support business transformation**, proposed growth, and new leadership model

- **Update of the talent map** and succession

planning for Fluidra's key positions

- **External board evaluation** and favorable report on the resulting action plan

- **Review of compensation** for Executive Directors and the Management Team

- **Confirmation of the 3rd LTI Cycle 2022–26** and follow-up on the evolution of previous cycles

- **Review of the global employee share purchase plan** (Spain, USA, and Australia) and favorable report on certain improvements

- **Monitoring of the global HR strategy** 2024–26, aligned with the organizational model and strategic plan

- **Monitoring of the gender pay gap** to

confirm continued compliance with the no-gap objective since 2024

- Analysis and definition of measures to **increase gender diversity on the Board**
- **Update of Policies and Amendments to the Bylaws** (Board composition) and to the Board and Committee Regulations



An underwater photograph of a swimmer in motion, creating a large splash of white water. The swimmer is wearing a dark cap and goggles. The background is a deep blue. A white, wavy line graphic, resembling a sine wave, is overlaid on the image, starting from the left, curving up and then down, and ending on the right. The text 'QUESTIONS AND ANSWERS' is written in white, bold, sans-serif capital letters, positioned to the right of a short horizontal white line that sits on the first upward curve of the wavy line.


# QUESTIONS AND ANSWERS



An underwater photograph of a swimmer in motion, creating a large splash of white water. The swimmer is wearing a dark cap and goggles. The background is a deep blue. Overlaid on the image is a white, continuous wavy line that forms a large, stylized 'S' or 'M' shape, framing the central text. A small horizontal white line is positioned above the first letter of the title.


# VOTING ON PROPOSED RESOLUTIONS

# VOTING ON PROPOSED RESOLUTIONS



1	First item	Approval of the annual financial statements and of the management report, both of the Company and of its consolidated group of companies, for the financial year ended December 31, 2024
2	Second item	Approval of the non-financial information consolidated statement and sustainability information of Fluidra, S.A. for the financial year ended December 31, 2024
3	Third item	Approval of the proposed allocation for the financial year ended December 31, 2024
4	Fourth item	Approval of the management by the Board of Directors during the financial year 2024
5	Fifth item	Reelection of the statutory auditor for both the Company and its consolidated group of companies, for the financial years 2026, 2027 and 2028
6	Sixth item	Appointment of directors:
	Item 6.1	Appointment of Mr. Jaime Alberto Ramírez Alzate as executive director of the Company.
	Item 6.2	Appointment of Ms. Mercedes Grau Monjo as proprietary director of the Company
	Item 6.3	Appointment of Ms. María del Carmen Gañet Cirera as proprietary director of the Company

# VOTING ON PROPOSED RESOLUTIONS



	7	Seventh item	<b>Re-election of directors:</b>
		Item 7.1	<b>Re-election of Mr. Eloy Planes Corts as executive director of the Company</b>
		Item 7.2	<b>Re-election of Mr. Bruce W. Brooks as proprietary director of the Company</b>
		Item 7.3	<b>Re-election of Mr. Jorge Valentín Constans Fernández as independent director of the Company</b>
		Item 7.4	<b>Re-election of Mr. Brian McDonald as independent director of the Company</b>
	8	Eighth item	<b>Consultative vote on the annual report on directors' compensation for the financial year 2024</b>
	9	Ninth item	<b>Approval of a long-term incentive plan for executives and executive directors of the Fluidra Group</b>
	10	Tenth item	<b>Approval of the director compensation policy for the remaining of the financial year 2025 and the financial years 2026, 2027 and 2028</b>
	11	Eleventh item	<b>Delegation of powers to notarize, construe, supplement, implement, remedy and execute the resolutions adopted by the Shareholders' Meeting</b>



# FLUIDRA

Thank you for your attention



+34 93 724 39 00



[Investor\\_relations@fluidra.com](mailto:Investor_relations@fluidra.com)



Avda. Alcalde Barnils 69 - 08174 Sant Cugat (Barcelona)



[www.fluidra.com](http://www.fluidra.com)