

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

CITY OF SOUTHFIELD FIRE AND POLICE
RETIREMENT SYSTEM, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

v.

HAYWARD HOLDINGS, INC., KEVIN
HOLLERAN, EIFION JONES, CCMP
CAPITAL ADVISORS, LP, CCMP
CAPITAL INVESTORS III, L.P., CCMP
CAPITAL INVESTORS III (EMPLOYEE),
L.P., CCMP CAPITAL ASSOCIATES III,
L.P., CCMP CAPITAL ASSOCIATES III
GP, LLC, CCMP CAPITAL, LP, CCMP
CAPITAL GP, LLC, MSD AQUA
PARTNERS, LLC, MSD PARTNERS, L.P.,
MSD PARTNERS (GP), LLC, MARK
MCFADDEN, GREG BRENNEMAN,
TIMOTHY WALSH, CHRISTOPHER
BERTRAND, and KEVIN BROWN

Defendants.

Civil Action No. 2:23-cv-04146

Hon. William J. Martini

NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

TO: ALL PERSONS AND ENTITIES WHO PURCHASED OR ACQUIRED HAYWARD HOLDINGS, INC. COMMON STOCK (TICKER SYMBOL HAYW) BETWEEN OCTOBER 27, 2021 AND JULY 28, 2022, INCLUSIVE.

TO QUALIFY FOR A SETTLEMENT PAYMENT, YOU MUST TIMELY SUBMIT A PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) BY JUNE 19, 2026.

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A SOLICITATION FROM A LAWYER. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

Please be advised that your rights may be affected by a class action pending in the United States District Court for the District of New Jersey. This Notice explains important rights you may have. Please read it carefully.

- This Notice informs you of the proposed settlement (“Settlement”) of the above-captioned class action lawsuit (“Action”) and the hearing (“Settlement Hearing”) to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, as set forth in the Settlement Agreement by and between Plaintiff Fulton County Employees’ Retirement System (“Lead Plaintiff”), on behalf of itself and the Settlement Class, and Hayward Holdings, Inc. and its CEO and CFO; the “CCMP Defendants” (CCMP Capital Advisors, LP; CCMP Capital Investors III, L.P.; CCMP Capital Investors III (Employee), L.P.; CCMP Capital Associates III, L.P.; CCMP Capital Associates III GP, LLC; CCMP Capital, LP; and CCMP Capital GP, LLC); Mark McFadden; Timothy Walsh; Greg Brenneman; the “MSD Defendants” (MSD Aqua Partners, LLC; MSD Partners, L.P.; and MSD Partners (GP), LLC); Christopher Bertrand; and Kevin Brown (“Defendants”).¹

¹ You can view a copy of the Settlement Agreement, dated January 23, 2026, at www.HAYWSecuritiesLitigation.com. Capitalized terms in this document have the meaning given to them in the Settlement Agreement.

- This Notice is intended to inform you how the Action and proposed Settlement may affect your rights and what steps you may take in relation to it. This Notice is NOT an expression of any opinion by the Court as to the merits of the claims or defenses asserted in the Action or whether the Defendants engaged in any wrongdoing.
- If approved by the Court, the Settlement will provide \$19,850,000 gross, plus interest as it accrues, minus any Court-awarded attorneys' fees to Plaintiff's Counsel, Court-awarded service award to Plaintiff, costs, administrative expenses, and net of any taxes on interest, to pay claims of investors who purchased or otherwise acquired Hayward Holdings, Inc. common stock between October 27, 2021 and July 28, 2022, inclusive.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A PROOF OF CLAIM	The only way to be eligible to receive a payment from the Settlement. Proofs of Claim must be postmarked or submitted electronically to the Claims Administrator by June 19, 2026.
EXCLUDE YOURSELF	Get no payment. This is the only option that potentially allows you to ever be part of another lawsuit against the Defendants or any other Released Defendants' Parties based on the matters being resolved by this Settlement. Exclusion requests must be mailed to the Claims Administrator, postmarked by May 20, 2026.
OBJECT	Write to the Court about why you do not like the Settlement, Plan of Allocation, and/or request for attorneys' fees, expenses, and service award. You are still eligible to be a member of the Class and submit a Proof of Claim. Objections must be filed with the Court by May 20, 2026.
ATTEND THE SETTLEMENT HEARING	Ask to speak in Court about the fairness of the Settlement. Requests to speak must be filed with the Court by May 20, 2026. You are still eligible to be a member of the Class and submit a Proof of Claim.
DO NOTHING	Get no payment. You will, however, still be a member of the Settlement Class, which means that you give up your right to ever be part of any other lawsuit against the Defendants or any other Released Defendants' Parties about the legal claims being resolved by this Settlement, and that you will be bound by any judgments or orders entered by the Court in the Action.

You may submit a claim or object, or do both, or do nothing. However, if you timely exclude yourself, that is the only thing you can do: you may not object in writing, you may not appear at the Settlement Hearing to state any objections, and you may not submit a claim. The Court presiding over this case must decide whether to approve the Settlement. Payments will be made only if the Court approves the Settlement, and only after resolution of any appeals and the review and processing of all Proofs of Claim. Please be patient.

BASIC INFORMATION ABOUT THE LAWSUIT

1. Why did I get this Notice?

The Court has directed that this Notice be sent to you because you or someone in your family may have purchased or otherwise acquired Hayward Holdings, Inc. common stock between October 27, 2021 and July 28, 2022, inclusive ("Class Period"). The Court has directed us to send you this Notice because, as a potential Settlement Class Member, you have a right to know about the proposed Settlement and all of your options before the Court decides whether to approve the Settlement. The Honorable William J. Martini of United States District Court for the District of New Jersey is overseeing this case, which is known as *City of Southfield Fire and Police Retirement System v. Hayward Holdings, Inc., et al.*, No. 2:23-cv-04146 (D.N.J) (the "Action").

2. What is this lawsuit about?

The Action alleges that Defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. Specifically, Lead Plaintiff alleges that during the Class Period of October 27, 2021 through July 28, 2022, Defendants Hayward Holdings, Inc. (“Hayward”), and its CEO and CFO made materially false and misleading statements and omissions regarding inventory, growth, and demand trends for Hayward’s pool products. The Action further alleges that the CCMP Defendants, MSD Defendants, and certain individual directors affiliated with those entities are liable as control persons under Section 20(a) of the Exchange Act. Lead Plaintiff contends that as a result of these alleged misrepresentations and omissions, Hayward’s stock traded at artificially inflated prices during the Class Period, and that Settlement Class Members suffered damages when the alleged truth was revealed and the stock price declined.

3. What is a class action and who is involved?

In a class action, one or more people or entities called “Lead Plaintiffs” or “class representatives” are appointed by the court to sue on behalf of themselves and other persons or entities who have the same or similar claims. In this case, the Court appointed Fulton County Employees’ Retirement System as the “Lead Plaintiff.” The Lead Plaintiff and those it represents together are called a “class” or “class members.” Those who filed the suit are called “plaintiffs” and those being sued are called “defendants.” The Court resolves the issues and claims for all class members, except for those who exclude themselves, or “opt out,” from the class.

4. What has happened so far?

On August 2, 2023 and September 28, 2023, two class actions were filed in the United States District Court for the District of New Jersey on behalf of purchasers of Hayward shares. On December 19, 2023, the Court consolidated the two cases and appointed Fulton County Employees’ Retirement System as Lead Plaintiff, Scott+Scott Attorneys at Law LLP as Lead Counsel, and Cohn, Lifland, Pearlman, Herrmann & Knopf, LLP as Liaison Counsel.

On March 4, 2024, Lead Plaintiff filed a Consolidated Class Action Complaint (ECF No. 41) in the same court. On May 3, 2024, Defendants brought three separate motions to dismiss the Action in full. Lead Plaintiff filed opposition briefs to the motions to dismiss, and Defendants filed replies in support of the motions. On October 2, 2024, the Court granted Defendants’ motions but allowed Lead Plaintiff to file a Consolidated Amended Class Action Complaint (ECF No. 91) on November 1, 2024.

On December 18, 2024, Defendants brought three motions to dismiss the Action in full, Lead Plaintiff again filed opposition briefs to the motions to dismiss, with Defendants again filing replies in support of their motions. On June 4, 2025, the Court granted in part and denied in part the motions. The Court allowed the Section 10(b) claims to proceed based on statements made during the Class Period which denied excess channel inventory, weak channel demand, and slowing sales, along with Section 20(a) control person claims against the private equity sponsors, individual officers, and board members for documents they signed. The Court dismissed claims based on forward-looking statements, statements about order cancellations and Hayward’s own inventory, risk disclosures, and statements deemed non-actionable puffery.

Following this decision and prior to the commencement of discovery, the Court ordered the parties to submit the name of an agreed-upon mediator. On July 8, 2025, the parties informed the Court that they had selected Miles Ruthberg, Esq., a nationally recognized mediator with experience in securities litigation, and were conferring on dates for mediation. On July 9, the Court stayed the case pending the outcome of the mediation. The parties participated in an initial full day mediation on October 9, 2025 and a follow up session on November 6, 2025, both conducted by Mr. Ruthberg. On November 20, 2025, the parties reported to the Court that they had reached an agreement in principle to settle the case. The Court granted the parties’ request to stay all pending deadlines while they prepared the Settlement for submission to the Court.

5. Why is there a Settlement?

The Court did not decide in favor of Lead Plaintiff or Defendants. Instead, Lead Plaintiff and Defendants agreed to a Settlement. If approved, the Settlement will avoid the cost and uncertainties of further litigation, trial, and likely appeals as against all Defendants (and Released Defendants’ Parties, as defined in the Stipulation, in their capacities as such).

Although the Lead Plaintiff and Lead Counsel in the Action believe that the claims that will be released under the Settlement have merit, they recognize that continuing to litigate the Released Claims through trial and likely appeals would be expensive, probably take years, and would involve a substantial risk that Plaintiff would be unable to prove (i) that the Defendants were liable, or (ii) that the Defendants (even if they were liable) had caused any legally recoverable damages.

Defendants deny all allegations of wrongdoing or liability whatsoever, and the parties are entering into the Settlement solely to eliminate the uncertainty, burden, and expense of further protracted litigation.

6. What does the Settlement Provide?

The Settlement will result in a fund of \$19,850,000 in cash in exchange for a release of the Released Claims (defined below) and the dismissal of the Action as against all Defendants. After deductions for taxes, Court-approved attorneys' fees and expenses, Lead Plaintiff's service award, and costs of claims administration, the balance of the fund (the "Net Settlement Fund") will be distributed *pro rata*, in accordance with a "Plan of Allocation," to Settlement Class Members who submit valid Proofs of Claim. The proposed Plan of Allocation, which is subject to approval by Court, is described in more detail in this Notice.

DETERMINING IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS

7. How do I know if I am a Settlement Class Member?

You are potentially a member of the Settlement Class if you purchased or otherwise acquired Hayward Holdings, Inc. ("Hayward") common stock (ticker symbol HAYW) between October 27, 2021 and July 28, 2022, inclusive.

If you are the legal representative or fiduciary of a person or legal entity that acquired Hayward common stock (e.g., if you are the trustee of a trust that acquired Hayward common stock), then the person or entity that you represent will be the Settlement Class Member, but it may be legally bound by your decisions.

8. Are there exceptions to being included in the Settlement Class?

Yes. Some people and entities are excluded from the Settlement Class by definition. The excluded persons and entities are: Defendants; their respective successors and assigns; the past and current executive officers and directors of Defendants; the Immediate Family Members of the Individual Defendants; and the legal representatives, heirs, successors, or assigns of any excluded person, and any entity in which any of the above excluded persons have or had a direct or controlling ownership interest, and the legal representatives, heirs, successors-in-interest or assigns of any such excluded persons or entities.

Other people and entities can also choose to be excluded from the Settlement Class by validly requesting exclusion in accordance with the procedures set forth in this Notice.

9. Are you still not sure if you are included?

If you are still not sure whether you are included in the Settlement Class, you can get free help at www.HAYWSecuritiesLitigation.com, or by contacting the Claims Administrator by mail at Hayward Holdings, Inc. Securities Litigation, c/o A.B. Data Ltd., P.O. Box 173127, Milwaukee, WI 53217; by email at info@HAYWSecuritiesLitigation.com; or by phone at 866-302-5581.

YOUR OPTIONS AS A SETTLEMENT CLASS MEMBER

10. How can I obtain a payment?

To be eligible for a payment from the proceeds of the Settlement, you must be an eligible Settlement Class Member and must submit a valid Proof of Claim. A Proof of Claim is enclosed with this Notice. You may also download a Proof of Claim from www.HAYWSecuritiesLitigation.com, or request one from the Claims Administrator by calling toll free 866-302-5581. Please read the Proof of Claim instructions carefully, provide all required information, include copies of the required supporting documents, sign the form, and electronically submit it via the Settlement Website no later than June 19, 2026 or mail it so that it is postmarked (or if sent by private delivery service, marked as having been submitted for pre-paid delivery) no later than June 19, 2026.

11. When will I receive my payment?

The Court will hold a Settlement Hearing on July 28, 2026 at 12:00 p.m. Eastern Time, to decide whether to approve the Settlement and Plan of Allocation. Please note that the Settlement Hearing date is subject to change without further notice. If the Court approves the Settlement and Plan of Allocation, there may be appeals. It is always uncertain when appeals will be resolved, and even if no appeals are filed it also takes time for the Claims Administrator to process all Proofs of Claim and make payments. Please be patient.

12. What am I giving up to receive a payment?

Unless you timely and validly exclude yourself from the Settlement Class by May 20, 2026, if you fit within the definition of the Settlement Class, you will continue to be a Settlement Class Member, which means that you cannot sue or be part of any other lawsuit that brings any of the Released Claims (including the claims asserted in this Action) against any of the Defendants or the other Released Defendants' Parties. It also means that all of the Court's orders will apply to you and legally bind you. If you remain a Settlement Class Member, and if the Settlement is approved, you and your related parties ("Released Plaintiff's Parties" (as defined below)) will give up all "Released Claims" (as defined below), including "Unknown Claims" (as defined below), against Defendants and "Released Defendants' Parties" (as defined below):

- "Released Claims" means all claims (including "Unknown Claims"), disputes, demands, losses, liabilities, rights, damages, losses, actions or causes of action, obligations, sums of money due, judgments, suits, amounts, matters, issues and charges of any kind whatsoever (including, but not limited to, any claims for interest, attorneys' fees, expert or consulting fees, and any other costs, expenses, amounts, or liabilities whatsoever) of every nature and description whatsoever, whether in law or in equity, that have been or could have been asserted in the Action or could in the future be asserted in any forum, whether known claims or Unknown Claims (defined herein), whether foreign or domestic, whether arising under federal, state, common, or foreign law, by Lead Plaintiff, any Member of the Settlement Class, or their respective successors, assigns, executors, administrators, representatives, attorneys, and agents, in their capacities as such, whether brought directly or indirectly against any of the Released Defendants' Parties, that both (a) arise out of, are based on, or relate in any way to any of the allegations, claims, disclosures, acts, transactions, facts, events, circumstances, matters, occurrences, conduct, failures to act, statements, representations or omissions involved, set forth, alleged or referred to in the Action (or any complaint filed in the Action), or which could have been alleged or referred to in the Action, and (b) arise out of, are based on, or relate to the purchase or acquisition of any Hayward securities during the Class Period. "Released Claims" does not, however, include (i) claims to enforce the Settlement, or (ii) any derivative claims purportedly asserted on behalf of Hayward.
- "Released Defendants' Parties" means (i) Defendants, (ii) each and all of Defendants' respective past, present and future Immediate Family Members (for Individual Defendants) and each of their direct or indirect parent entities, subsidiaries, related entities and affiliates, any trust of which any Individual Defendant is the settlor or which is for the benefit of any Defendant and/or his Immediate Family Members, (iii) any entity in which a Defendant or his Immediate Family Members has a controlling interest, and (iv) for any of the persons and entities included in parts (i) through (iii), their respective past, present and future: general partners, limited partners, principals, shareholders, joint venturers, members, officers, directors, managers, managing directors, supervisors, employees, contractors, consultants, experts, auditors, accountants, financial advisors, professional advisors, investment bankers, representatives, insurers, reinsurers, trustees, trustors, agents, attorneys, professionals, parents, predecessors, successors, subsidiaries, assigns, heirs, executors, administrators, legal representatives, estates, beneficiaries, foundations, or any other person or entity acting or purporting to act for or on behalf of any Defendant or any counsel for any Defendant, and each of their respective predecessors, successors, assigns, insurers, reinsurers, and/or controlling persons, in their respective capacities as such.
- "Unknown Claims" means any and all Released Claims against the Released Defendants' Parties that Lead Plaintiff or any Settlement Class Member, or any other person or entity legally entitled to bring Released Claims on behalf of any Settlement Class Member in such capacity only, does not know or suspect to exist in his, her, their, or its favor at the time of the release of such claims, and any and all Released Defendants' Claims against the Released Plaintiff's Parties that any Defendant does not know or suspect to exist in his, her, their, or its favor at the time of the release of such claims, including without limitation those that, if known might have affected his, her, their, or its decision(s) with respect to the Settlement or the releases. With respect to any and all Released Claims and Released Defendants' Claims, the Parties agree that, upon the "Effective Date" (as defined in the Stipulation), Lead Plaintiff and each Defendant shall expressly waive, and each Settlement Class Member shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to Cal. Civ. Code §1542, which provides: "A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor." Lead Plaintiff and Defendants acknowledge, and each of the Released Defendants' Parties and Released Plaintiff's Parties shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

- “Released Plaintiff’s Parties” means (i) Lead Plaintiff, and the Members of the Settlement Class, and (ii) each of their respective past, present and future Immediate Family Members, and their respective past, present and future general partners, limited partners, principals, shareholders, joint venturers, members, officers, directors, managers, managing directors, supervisors, employees, contractors, consultants, experts, auditors, accountants, financial advisors, professional advisors, investment bankers, representatives, insurers, trustees, trustors, agents, attorneys (including Plaintiff’s Counsel and all other counsel who have represented any current or former plaintiff or proposed putative class in the Action), professionals, parents, predecessors, successors, assigns, heirs, executors, administrators, estates, beneficiaries, foundations and any controlling person thereof, in their capacities as such.

13. What happens if I “opt out” (exclude myself) from the Settlement Class?

If you opt out of the Settlement Class (by stating in writing that you do not want to be included in the Settlement Class in this Action in accordance with the procedures set forth under question 14 in this Notice), you will give up the right to seek a payment from the Settlement Fund. But you will keep any rights you may currently have to sue Defendants regarding the legal claims at issue in this lawsuit; however, you could be barred from asserting certain claims covered by this lawsuit by the applicable statutes of limitations or repose and should consult a lawyer to determine whether any claims you wish to pursue are timely. If you opt out of the Settlement Class, you will also not be bound by the Court’s determinations in this Action and will no longer be represented by Lead Counsel.

14. How do I “opt out” (exclude myself) from the Settlement Class?

To exclude yourself from the Settlement Class, you must send a letter by mail saying that you want to be excluded from the Settlement Class, in the following action: *City of Southfield Fire and Police Retirement System v. Hayward Holdings, Inc.*, et al., No. 2:23-cv-04146 (D.N.J). To be valid, your request must (i) include your name, address, telephone number, and email address, (ii) include your signature, and (iii) state the date(s), price(s), and number of Hayward Holdings, Inc. shares that you purchased or otherwise acquired during the Settlement Class Period, as well as information sufficient to identify any sales or redemptions of such shares that you completed. Unless the deadline is otherwise extended by the Court, you must mail your exclusion request by First Class Mail, postage prepaid, or otherwise deliver it on a delivery prepaid basis, so that if mailed, it is postmarked on or before May 20, 2026 (“Exclusion Deadline”), or if sent by a private service, it is marked as having been submitted for delivery on or before that date, to the following address:

Hayward Holdings, Inc. Securities Litigation
Exclusions
c/o A.B. Data, Ltd.
P.O. Box 173001
Milwaukee, WI 53217

Unless otherwise ordered by the Court, your exclusion request must comply with the above requirements in order to be valid. ***Please note that you cannot exclude yourself on the phone or by email.*** If you ask to be excluded, you will not be eligible to receive any payment from the Settlement and you cannot object to the Settlement, but you will not be legally bound by anything that happens in this Action, and you may be able to sue on your own Defendants and the other Released Defendants’ Parties on the Released Claims in the future.

15. How do I tell the Court if I do not like the Settlement?

If you are a Settlement Class Member, you can object to the proposed Settlement, the proposed Plan of Allocation, Lead Counsel’s request for attorneys’ fees and expenses, and/or Lead Plaintiff’s request for a service award. To object, you must file a written statement of objection with the Court and serve copies on Lead Counsel and Defendants’ Counsel at the addresses listed below, no later than May 20, 2026.

Your written objection must be signed by you, even if you are represented by an attorney, and must include: (i) a statement that you are a Settlement Class Member, accompanied by proof of your membership in the Settlement Class (e.g., documents showing your purchases of Hayward Holdings, Inc. common stock during the Class Period); (ii) identification of which part(s) of the Settlement, Plan of Allocation, fee and expense request, and/or service award request you are objecting to; and (iii) the specific reason(s) for your objection, including any legal support you wish to bring to the Court’s attention and any evidence you wish to submit in support of your objection.

If you hire an attorney to represent you for purposes of making an objection, your attorney must file with the Court and serve a notice of appearance on counsel listed below by no later than May 20, 2026.

You do not need to appear at the Settlement Hearing for the Court to consider your objection. However, if you wish to appear at the Settlement Hearing, you must state your intention to appear in your written objection and identify any

witnesses you may call to testify and any exhibits you intend to introduce into evidence at the hearing. If you intend to present evidence at the Settlement Hearing, you must include copies of any exhibits with your written objection.

Any Settlement Class Member who does not make their objection in the manner provided herein shall be deemed to have waived such objection and shall be foreclosed from making any objection to the fairness or adequacy of the Settlement, Plan of Allocation, service award to Lead Plaintiff, and/or award of attorneys' fees and expenses, unless otherwise ordered by the Court.

The addresses for filing and service are:

Court: United States District Court for the District of New Jersey, Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Courtroom MLK 4B, Newark, New Jersey 07101

Lead Counsel: Max Schwartz, Scott+Scott Attorneys at Law LLP, The Helmsley Building, 230 Park Avenue, 24th Floor, New York, New York 10169

Defendants' Counsel: Kevin M. McDonough, Latham & Watkins LLP, 1271 Avenue of the Americas, New York, NY 10020

16. What happens if I do nothing?

If you do nothing, all of your Released Claims against Defendants and Released Defendants' Parties will be released, and you will also not receive any money from the Settlement (because it is necessary to submit a valid and timely Proof of Claim to be eligible for a payment).

PROPOSED PLAN OF ALLOCATION OF NET SETTLEMENT FUND AMONG SETTLEMENT CLASS MEMBERS

17. What is the proposed Plan of Allocation?

The \$19.85 million Settlement Amount and any interest earned thereon is the "Settlement Fund." The Settlement Fund, less all taxes and Court-approved costs, fees and expenses (the "Net Settlement Fund") will be distributed to Members of the Settlement Class who submit valid Claim Forms that are accepted for payment, in accordance with the Plan of Allocation approved by the Court ("Authorized Claimants").

The Claims Administrator will determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's "Recognized Claim." The calculations made pursuant to the Plan of Allocation are not intended to estimate the amount a Settlement Class Member might have been able to recover after a trial; nor are they to estimate the amount that will be paid to Authorized Claimants pursuant to the Settlement. The calculations pursuant to the Plan are a method to weigh the claims of Authorized Claimants against one another for the purpose of making *pro rata* allocations of the Net Settlement Fund.

The objective of this Plan of Allocation is to equitably distribute the Net Settlement Fund among Authorized Claimants who allegedly suffered economic losses as a result of the alleged violations of the federal securities laws during the Class Period (October 27, 2021, through July 28, 2022). To design this Plan, Plaintiff's Counsel has conferred with their damages expert. This Plan is intended to be generally consistent with an assessment of, among other things, the damages that Lead Counsel and Lead Plaintiff believe may have been recoverable in the Action. The Plan of Allocation, however, is not a formal damages analysis.

For losses to be compensable damages under the federal securities laws, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of the securities at issue. In this case, Lead Plaintiff alleges that Hayward issued false statements and omitted material facts during the Class Period, which allegedly artificially inflated the price of Hayward common stock. It is alleged that corrective information released to the market on January 24, 2022 (prior to market open), May 2, 2022 (after market close), and July 28, 2022 (prior to market open), impacted the market price of Hayward common stock in a statistically significant manner and removed portions of the alleged artificial inflation from Hayward common stock on January 24, 2022, May 3, 2022, and July 28, 2022. Accordingly, in order to have a compensable loss in this Settlement, Hayward common stock must have been purchased or otherwise acquired during the Class Period and held through at least one of the alleged corrective disclosures listed above.²

² Any transactions in Hayward common stock executed outside of regular trading hours for the U.S. financial markets shall be deemed to have occurred during the next regular trading session.

18. How will Recognized Claims be calculated?

For purposes of determining whether a Claimant has a “Recognized Claim,” purchases, acquisitions, and sales of Hayward common stock will first be matched on a First In/First Out (“FIFO”) basis. Class Period sales will be matched first against any holdings at the beginning of the Class Period and then against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Class Period.

A “Recognized Loss Amount” will be calculated as set forth for each purchase of Hayward common stock during the Class Period from October 27, 2021, through July 28, 2022 that is listed in the Claim Form and for which adequate documentation is provided. To the extent that the calculation of a Claimant’s Recognized Loss Amount results in a negative number, that number shall be set to zero.

For each share of Hayward common stock purchased or otherwise acquired during the Class Period and sold before the close of trading on October 25, 2022, an “Out of Pocket Loss” will be calculated. Out of Pocket Loss is defined as the purchase price (without regard to any fees, taxes, commissions or other costs) minus the sale price (without regard to any fees, taxes, commissions or other costs). To the extent that the calculation of the Out of Pocket Loss results in a negative number, that number shall be set to zero.

For each share of Hayward common stock purchased or acquired at any point from October 27, 2021 through and including July 28, 2022 and:

- A. Sold before the opening of trading on January 24, 2022, the Recognized Loss Amount for each such share shall be zero.
- B. Sold after the opening of trading on January 24, 2022, and before the close of trading on July 28, 2022, the Recognized Loss Amount for each such share shall be *the lesser of*:
 1. the dollar artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below *minus* the dollar artificial inflation applicable to each such share on the date of sale as set forth in **Table 1** below; or
 2. the Out of Pocket Loss.
- C. Sold after the close of trading on July 28, 2022, and before the close of trading on October 25, 2022, the Recognized Loss Amount for each such share shall be *the least of*:
 1. the dollar artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below; or
 2. the actual purchase/acquisition price of each such share *minus* the average closing price from July 28, 2022, up to the date of sale as set forth in **Table 2** below; or
 3. the Out of Pocket Loss.
- D. Held as of the close of trading on October 25, 2022, the Recognized Loss Amount for each such share shall be *the lesser of*:
 1. the dollar artificial inflation applicable to each such share on the date of purchase/acquisition as set forth in **Table 1** below; or
 2. the actual purchase/acquisition price of each such share *minus* \$10.35.³

³ Pursuant to Section 21D(e)(1) of the Exchange Act, “in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market.” Consistent with the requirements of the Exchange Act, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of Hayward common stock during the “90-day look-back period,” July 28, 2022, through October 25, 2022. The mean (average) closing price for Hayward common stock during this 90-day look-back period was \$10.35.

TABLE 1
Hayward Common Stock Alleged Artificial Inflation
For Purposes of Calculating Purchase and Sale Inflation

Transaction Date	Alleged Artificial Inflation Per Share
Until October 26, 2021	\$0.00
October 27, 2021 - January 21, 2022	\$6.76
January 24, 2022 - May 2, 2022	\$4.89
May 3, 2022 - July 27, 2022	\$2.86
July 28, 2022 Onwards	\$0.00

TABLE 2
Hayward Common Stock Closing Price and Average Closing Price
July 28, 2022 – October 25, 2022

Date	Closing Price	Average Closing Price between July 28, 2022 and Date Shown	Date	Closing Price	Average Closing Price between July 28, 2022 and Date Shown
7/28/22	\$11.21	\$11.21	9/13/22	\$10.60	\$11.38
7/29/22	\$11.67	\$11.44	9/14/22	\$10.26	\$11.34
8/1/22	\$11.52	\$11.47	9/15/22	\$10.27	\$11.31
8/2/22	\$11.57	\$11.49	9/16/22	\$10.08	\$11.28
8/3/22	\$11.71	\$11.54	9/19/22	\$10.25	\$11.25
8/4/22	\$11.65	\$11.56	9/20/22	\$9.86	\$11.21
8/5/22	\$11.57	\$11.56	9/21/22	\$9.90	\$11.18
8/8/22	\$12.01	\$11.61	9/22/22	\$9.58	\$11.14
8/9/22	\$11.43	\$11.59	9/23/22	\$9.22	\$11.09
8/10/22	\$11.57	\$11.59	9/26/22	\$9.00	\$11.04
8/11/22	\$11.67	\$11.60	9/27/22	\$9.14	\$11.00
8/12/22	\$12.18	\$11.65	9/28/22	\$9.32	\$10.96
8/15/22	\$12.23	\$11.69	9/29/22	\$8.93	\$10.92
8/16/22	\$12.31	\$11.74	9/30/22	\$8.87	\$10.87
8/17/22	\$12.20	\$11.77	10/3/22	\$9.41	\$10.84
8/18/22	\$12.10	\$11.79	10/4/22	\$9.74	\$10.82
8/19/22	\$11.75	\$11.79	10/5/22	\$9.53	\$10.79
8/22/22	\$11.46	\$11.77	10/6/22	\$9.32	\$10.76
8/23/22	\$11.03	\$11.73	10/7/22	\$8.99	\$10.73
8/24/22	\$11.05	\$11.69	10/10/22	\$8.87	\$10.69
8/25/22	\$11.34	\$11.68	10/11/22	\$9.03	\$10.66
8/26/22	\$11.00	\$11.65	10/12/22	\$8.87	\$10.63
8/29/22	\$10.70	\$11.61	10/13/22	\$9.00	\$10.60
8/30/22	\$10.80	\$11.57	10/14/22	\$8.73	\$10.56
8/31/22	\$10.51	\$11.53	10/17/22	\$9.01	\$10.54
9/1/22	\$10.30	\$11.48	10/18/22	\$9.01	\$10.51
9/2/22	\$10.27	\$11.44	10/19/22	\$8.51	\$10.48
9/6/22	\$10.70	\$11.41	10/20/22	\$8.13	\$10.44
9/7/22	\$11.13	\$11.40	10/21/22	\$8.37	\$10.40
9/8/22	\$11.34	\$11.40	10/24/22	\$8.48	\$10.37
9/9/22	\$11.38	\$11.40	10/25/22	\$9.04	\$10.35
9/12/22	\$11.47	\$11.40			

ADDITIONAL PROVISIONS

Purchases or acquisitions and sales of Hayward common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, inheritance or operation of law of Hayward common stock during the Class Period shall not be deemed a purchase, acquisition, or sale of these shares of Hayward common stock for the calculation of an Authorized Claimant’s Recognized Claim, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of such shares of such Hayward common stock unless: (i) the donor or decedent purchased or otherwise acquired such shares of Hayward common stock during the Class Period; (ii) no Claim Form was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such shares of Hayward common stock; and (iii) it is specifically so provided in the instrument of gift or assignment.

In accordance with the Plan of Allocation, the Recognized Loss Amount on any portion of a purchase or acquisition that matches against (or “covers”) a “short sale” is zero. The Recognized Loss Amount on a “short sale” that is not covered by a purchase or acquisition is also zero.

Hayward common stock is the only security eligible for recovery under the Plan of Allocation. With respect to Hayward common stock purchased or sold through the exercise of an option, the purchase/sale date of the Hayward common stock is the exercise date of the option and the purchase/sale price is the exercise price of the option.

The sum of a Claimant’s Recognized Loss Amounts will be the Claimant’s “Recognized Claim.” To the extent that the calculation of a Claimant’s Recognized Claim results in a negative number, the Claimant’s Recognized Claim will be zero.

An Authorized Claimant’s Recognized Claim shall be the amount used to calculate the Authorized Claimant’s *pro rata* share of the Net Settlement Fund. If the sum total of Recognized Claims of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant’s Recognized Claim divided by the total of Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.

If the Net Settlement Fund exceeds the sum total amount of the Recognized Claims of all Authorized Claimants entitled to receive payment, the excess amount in the Net Settlement Fund shall be distributed *pro rata* to all Authorized Claimants entitled to receive payment.

The Net Settlement Fund will be allocated among all Authorized Claimants whose prorated payment is \$10.00 or greater. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, no distribution will be made to that Authorized Claimant.

Settlement Class Members who do not submit valid Claim Forms will not share in the distribution of the Net Settlement Fund, however, they will nevertheless be bound by the Settlement and the Judgment of the Court dismissing this Action unless they have timely and validly sought exclusion.

Distributions will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. If any funds remain in the Net Settlement Fund by reason of uncashed distributions or otherwise and it is economical to do so, then, after the Claims Administrator has made reasonable and diligent efforts to have Settlement Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund at least four months after the initial distribution of such funds shall be redistributed on a *pro rata* basis to Settlement Class Members who have cashed their initial distributions in an equitable and economical manner, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund for such redistribution. These redistributions will be repeated until the balance in the Net Settlement Fund is no longer economical to distribute. Any balance that still remains in the Net Settlement Fund after redistribution(s), which is not feasible or economical to reallocate, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund, shall be contributed to an appropriate 501(c)(3) non-profit charitable organization designated by Plaintiff’s Counsel and agreed to by Defendants that has no affiliation or financial relationship with Plaintiff’s Counsel, Lead Plaintiff, Defendants, or Defendants’ Counsel.

Payment pursuant to the Plan of Allocation or such other plan as may be approved by the Court shall be conclusive against all Claimants. No person shall have any claim against Lead Plaintiff, Plaintiffs' Counsel, their damages expert, the Claims Administrator, or other agent designated by Plaintiff's Counsel, arising from determinations or distributions to Claimants made substantially in accordance with the Stipulation, the Plan of Allocation approved by the Court, or further orders of the Court. Defendants, their respective counsel, and all other Released Defendants' Parties shall have no responsibility for or liability whatsoever for the investment or distribution of the Settlement Fund, the Net Settlement Fund, the Plan of Allocation or the determination, administration, calculation, or payment of any Claim Form or non-performance of the Claims Administrator, the payment or withholding of taxes owed by the Settlement Fund or any losses incurred in connection therewith.

The Court has reserved jurisdiction to allow, disallow, or adjust on equitable grounds the claim of any Claimant. Each Claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to his, her or its Claim Form.

THE LAWYERS REPRESENTING YOU

19. As a Settlement Class Member, do I have a lawyer representing my interests in this case?

Yes. The Court has appointed lawyers to represent you and other Settlement Class Members. Lawyers from the law firm of Scott+Scott Attorneys at Law LLP have been appointed by the Court as "Lead Counsel." Lawyers from the law firm Cohn Lifland Perlman Herrmann & Knopf LLP also represent Lead Plaintiff and were appointed as "Liaison Counsel." Together these law firms are called "Plaintiff's Counsel."

20. How will the lawyers for the Settlement Class be compensated?

Plaintiff's Counsel will file a motion for an award of attorneys' fees and expenses that will be considered at the Settlement Hearing. Plaintiff's Counsel will apply for an attorneys' fee award in the amount of up to 33 and 1/3% of the Settlement Fund, plus payment of litigation expenses incurred in connection with the Action in an amount not to exceed \$270,000. Plaintiff's Counsel will also seek interest on the award of attorneys' fees and expenses. In addition, Lead Plaintiff will seek a service award of up to \$10,000 for its efforts in representing the Settlement Class. Such sums, as may be approved by the Court, will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses.

The attorneys' fee and expense award requested will be the only payment to Plaintiff's Counsel for their efforts in achieving the Settlement and for their risk in undertaking this representation on a wholly contingent basis. The fees requested will compensate Plaintiff's Counsel for their work in achieving the Settlement. The Court will decide what constitutes a reasonable fee award and may award less than the amount requested by Plaintiff's Counsel.

21. Should I get my own lawyer?

You do not need to hire your own lawyer. However, you are free to hire your own lawyer at your own expense. If you hire a lawyer to speak for you or to appear in Court, your lawyer must file a Notice of Appearance.

THE COURT'S SETTLEMENT HEARING

22. When and where will the Court decide whether to approve the proposed Settlement?

The Court will hold a Settlement Hearing on July 28, 2026 at 12:00 p.m. Eastern Time, before The Honorable William J. Martini of the United States District Court for the District of New Jersey, Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Courtroom MLK 4B, Newark, New Jersey 07101, for the purpose of determining whether: (i) the Settlement, as set forth in the Stipulation, for \$19,850,000 in cash should be approved by the Court as fair, reasonable, and adequate; (ii) Judgment, as provided under the Stipulation, should be entered; (iii) to award Plaintiff's Counsel attorneys' fees and expenses out of the Settlement Fund and, if so, in what amount; (iv) to award Lead Plaintiff a service award to be paid out of the Settlement Fund and, if so, in what amount; and (v) the Plan of Allocation should be approved by the Court. Details about the Settlement Hearing will be posted on the website (www.HAYWSecuritiesLitigation.com) once available. Any updates and/or changes to the scheduling of the Settlement Hearing will be posted there as well. The Court may adjourn or continue the Settlement Hearing without further notice to members of the Settlement Class.

Any Settlement Class Member may appear at the Settlement Hearing and be heard on any of the foregoing matters; provided, however, that no such person shall be heard unless his, her, or its objection is made in writing and is filed and served in accordance with the instructions in question 15 above.

23. Do I have to attend the Settlement Hearing?

No. Plaintiff's Counsel will answer questions the Court may have. You are welcome to attend at your own expense if you would like to. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also ask your own lawyer to attend or participate (at your own expense), but it is not necessary. Settlement Class Members do not need to appear at the hearing or take any other action to indicate their approval.

GETTING MORE INFORMATION

24. Where do I get more information?

This Notice summarizes the proposed Settlement. Complete copies of public pleadings, Court rulings, and other filings are available for review and copying at the Clerk of the Court's office for the United States District Court for the District of New Jersey, Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Courtroom MLK 4B, Newark, New Jersey 07101. Public pleadings may also be accessed, for a fee, through the Court's Public Access to Court Electronic Records (PACER) system at <https://pacer.uscourts.gov>. Additional information is also available on the website maintained for this Action, www.HAYWSecuritiesLitigation.com, or by contacting the Claims Administrator by mail at Hayward Holdings, Inc. Securities Litigation, c/o A.B. Data Ltd., P.O. Box 173127, Milwaukee, WI 53217; by email at info@HAYWSecuritiesLitigation.com; or by phone at 866-302-5581.

Please do not contact the Court, the Clerk of the Court, Defendants, or Defendants' counsel for additional information. They cannot answer any questions or discuss the Action.

SPECIAL NOTICE TO BANKS, SECURITIES BROKERS, AND OTHER NOMINEES

If you purchased or acquired Hayward Holdings, Inc. common stock between October 27, 2021 and July 28, 2022, inclusive, for the beneficial interest of a person or entity other than yourself, ***within fourteen (14) calendar days of your receipt of this notice***, you should: (i) provide to the Claims Administrator the name and last known address of each person or entity for whom or which you purchased or acquired such shares (preferably in electronic format in Microsoft Excel or CSV file(s)); or (ii) request from the Claims Administrator additional copies of this Notice (which will be provided to you free of charge) and send them to the beneficial owners/acquirers of the shares, within fourteen (14) calendar days of receipt, by First-Class Mail. All communications concerning the foregoing should be addressed to the Claims Administrator at Hayward Holdings, Inc. Securities Litigation, c/o A.B. Data Ltd., P.O. Box 173127, Milwaukee, WI 53217.

Brokers and nominees may seek reimbursement of reasonable out-of-pocket expenses actually incurred up to a maximum of \$0.03 per Settlement Class Member for providing names, addresses and email addresses to the Claims Administrator; alternatively, if they elect to provide notice to beneficial owners themselves, they can seek up to \$0.03 per Claims Packet mailed plus postage at the same rate used by the Claims Administrator, or seek up to \$0.03 per Notice they send by email. Such expenses will be paid upon request and submission of appropriate supporting documentation.

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING THIS NOTICE.

Dated: February 28, 2026.

BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY