

**Report by the Appointments and Compensation Committee of Fluidra, S.A. in
relation to the appointment of Mr. Bruce Brooks as executive director**

In Sabadell, on November 28, 2017

1. Introduction

Clause 7 of the common terms of merger between Fluidra, S.A. (“**Fluidra**”) (as absorbing company) and Piscine Luxembourg Holdings 2 S.à r.l. (“**Zodiac HoldCo**”) (as absorbed company) establishes that on the date of registration of the merger deed at the Commercial Registry corresponding to Fluidra’s registered office, the Board of Directors of Fluidra will be composed of twelve directors, four of whom will be proposed by the sole shareholder of Zodiac HoldCo, that is, the company Piscine Luxembourg Holdings 1 S.à r.l.

Piscine Luxembourg Holdings 1 S.à r.l. has notified the Board of Directors of Fluidra of its intention to appoint Mr. Bruce Brooks as one of its four representatives on the Board of Directors of Fluidra following the merger.

Taking the above into account and in accordance with the provisions of articles 14.3 and 17.1 of the Fluidra Board Regulations, and section 6 of article 529 *decies* of the Spanish Companies Act, the Appointments and Compensation Committee of Fluidra has prepared and issued this report on the appointment of Mr. Bruce Brooks as a director of Fluidra with the category of “executive” for the period stipulated in the Bylaws, for its submission to the decision of the Extraordinary Shareholders’ Meeting (the “**Report**”).

2. Purpose of the Report

The Report is prepared by the Appointments and Compensation Committee of Fluidra for the purposes of evaluating the competency, experience and merits of the candidate proposed to hold office as executive director of Fluidra.

3. Aspects taken into consideration

In relation to the proposed appointment of Mr. Bruce Brooks as executive director of Fluidra, the Appointments and Compensation Committee has taken into account the following factors, among others, based on the information in the candidate’s CV and his professional career:

- his career and highly qualified professional profile for the discharge of the functions of executive director of Fluidra, due to his extensive experience and training;
- his training, experience and knowledge in the area of management and running of organizations;
- his ability to lead, develop and execute the short-, medium- and long-term strategy of the companies, highlighting his leadership in the management of strategic, operating and organizational processes; and

- his knowledge of Fluidra's business, which will enable him to add value to the Strategic Plan of Fluidra and to the Plan for Integration of the Zodiac Group into the Fluidra Group.

In order to complete the information, the CV of Mr. Bruce Brooks is attached to this Report as **Schedule A**.

Lastly, the Appointments and Compensation Committee has verified that the other professional occupations of Mr. Bruce Brooks will enable him to dedicate adequate time to the discharge of his office as executive director of Fluidra.

4. Category of director

As previously indicated Mr. Bruce Brooks is one of the candidates proposed by Piscine Luxembourg Holdings 1 S.à r.l. to be its representative on the Board of Directors of Fluidra. Moreover, in the shareholder's agreement signed on November 3, 2017 as part of the merger transaction, it was agreed that Mr. Bruce Brooks would be appointed CEO of Fluidra following the merger.

Accordingly, in accordance with section 1 (second paragraph) of article 529 *duodecies* of the Spanish Companies Law, if Mr. Bruce Brooks is appointed a director of Fluidra, it will be with the category of "executive" director.

5. Conclusion

Having evaluated the requirements relating to the competency, experience and merits of the candidate for the discharge of the office of executive director of Fluidra, his good standing and aptitude for the exercise of good governance at Fluidra, the Appointments and Compensation Committee reports favorably on the proposed appointment of Mr. Bruce Brooks as executive director of Fluidra for the period stipulated in the Bylaws, with effect from the registration of the deed of merger by absorption of Zodiac HoldCo into Fluidra at the Commercial Registry corresponding to Fluidra's registered office, for submission to the Board of Directors of Fluidra.

Schedule A

Bruce Brooks graduated from the McIntire School of Commerce at the University of Virginia with a Bachelor of Science degree with a concentration in marketing.

After graduating, in 1986, he joined the management development program at Black & Decker, where he spent nearly 25 years, holding a number of positions of increasing responsibility in the consumer, industrial and international divisions. This included time spent living in Brazil.

In his last role with Black & Decker, he was president of the consumer products group and an officer of the corporation.

In 2011, he was recruited to join Zodiac Group as their global CEO and board member.