

## TO THE SPANISH NATIONAL SECURITIES MARKET COMMISSION

Fluidra, S.A. (“**Fluidra**”), pursuant to the provisions of article 228 of the Consolidated Securities Market Act approved by Legislative Royal Decree 4/2015, of 23 October, hereby issues the following:

### MATERIAL FACT

The Extraordinary Shareholders’ Meeting of Fluidra held today on February 20, 2018, has resolved each and all the items included on the Agenda, which was notified as a material fact on January 18, 2018, under registration number 260762 and which is transcribed hereunder:

**Item 1: Approval of the cross-border merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity), in accordance with the common terms of merger. Information from the directors on significant changes in the assets and liabilities of the companies participating in the merger that have occurred between the date on which the common terms of merger were drafted and the holding of the Shareholders’ Meeting which resolves upon the merger. Consideration of the half-yearly financial report of Fluidra, S.A. as at June 30, 2017, corresponding to the first half of 2017, as the merger balance sheet. Share capital increase at Fluidra, S.A. through the issue of 83,000,000 ordinary shares, each with a face value of one euro, in accordance with the exchange ratio for the merger, and the consequent amendment of article 5 of the Bylaws. Application requesting the admission to trading of the new shares on the Barcelona and Madrid Stock Markets. Grant of powers in relation to the resolutions in respect of the merger operation, including the power to sub-delegate.**

In relation to the cross-border merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra (absorbing entity) and in accordance with the provisions of article 39.3 of Law 3/2009 of April 3, 2009 on structural modifications to commercial companies and article 265(2) of the Luxembourg Act of August 10, 1915 on commercial companies (*loi du 10 août 1915 sur les sociétés commerciales*), prior to submitting the resolution regarding the proposed merger to the Shareholders’ Meeting, the directors reported about that there were not significant changes in the assets and liabilities of the companies participating in the merger which have occurred between the date on which the common terms of merger were drafted and the holding of this Shareholders’ Meeting.

*Resolutions approved as part of a single operation consisting of the cross-border merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (by Fluidra, S.A.)*

Approval of the cross-border merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (“**Zodiac HoldCo**”) (absorbed entity) by Fluidra, S.A. (“**Fluidra**”) (absorbing entity), with the extinction, through the dissolution without liquidation, of the absorbed entity and transfer en bloc of all of its assets and liabilities to the absorbing entity, which will acquire, by universal succession, all the assets and liabilities and the rights and obligations of the absorbed entity (the “**Merger**”), on the terms and conditions provided for in the common terms of merger which was prepared, approved and adopted by the Board of Directors of Fluidra on November 29, 2017 and by the board of managers of Zodiac HoldCo on November 30, 2017 (the “**Terms of Merger**”).

In this respect, for the purposes of the provisions of Law 3/2009 of April 3, 2009 on structural modifications to commercial companies (the “**Spanish Structural Changes Act**”) and the Luxembourg Law of August 10, 1915 on commercial companies (*loi du 10 août 1915 sur les sociétés commerciales*) (the “**Luxembourg Companies Act**”) and other applicable legislation, to approve the following resolutions as part of the Merger as a single operation:

**1.1. Consideration of the half-yearly financial report of Fluidra, S.A. as at June 30, 2017, corresponding to the first half of 2017, as the merger balance sheet**

In accordance with article 36.1 of the Spanish Structural Changes Act, to approve the consideration of the half-yearly financial report closed on June 30, 2017 corresponding to the first half of 2017 as the merger balance sheet of Fluidra, for the purposes of the Merger.

**1.2. Approval of the terms of merger**

To approve in their entirety the Terms of Merger by absorption of Zodiac HoldCo by Fluidra, which were jointly prepared, approved and adopted by the Board of Directors of Fluidra on November 29, 2017 and by the board of managers of Zodiac HoldCo on November 30, 2017, and which is deemed to be reproduced in its entirety for all appropriate purposes.

It is placed on record that the Terms of Merger were published on November 30, 2017 on the Fluidra corporate website ([www.fluidra.com](http://www.fluidra.com)), and available for downloading and printing, with such publication having been announced in Official Commercial Registry Gazette dated December 13, 2017 number 235.

Similarly, the Terms of Merger was published in the Official Gazette of the Grand Duchy of Luxembourg on December 11, 2017.

**1.3. Approval of the merger**

Approval of the cross-border merger by absorption of Zodiac HoldCo by Fluidra, with the extinction, through the dissolution without liquidation, of the absorbed entity and transfer en bloc of all of its assets and liabilities to the absorbing entity, which will acquire, by universal succession, all the assets and liabilities and the

rights and obligations of the absorbed entity, on the terms and conditions provided for in the Terms of Merger.

l) Information required pursuant to article 228 of the Spanish Commercial Registry Regulations.

The following information, which forms an integral part of this Merger resolution, is placed on record in compliance with the provisions of article 228 of the Spanish Commercial Registry Regulations:

**A) Identifying particulars of the companies involved in the merger**

***The absorbing entity:*** Fluidra, S.A. (Fluidra) is a Spanish listed public limited company (*sociedad anónima*), with registered office in Sabadell (Barcelona), at Avenida Francesc Macià, 60, planta 20, and tax identification number (C.I.F.) A-17728593, registered at the Barcelona Commercial Registry, in volume 36883, sheet 132, sheet B-290316.

***The absorbed entity:*** Piscine Luxembourg Holdings 2 S.à r.l. (Zodiac HoldCo) is a Luxembourg private limited liability company (*société à responsabilité limitée*), with registered office at 14, Rue Edward Steichen, L-2540, Grand Duchy of Luxembourg, which is registered at the Register of Commerce and Companies (*Registre de Commerce et des Sociétés*) under number B210590.

**B) Amendments of the Bylaws**

The amendments to be made to the Bylaws as a result of the Merger are those submitted for consideration to this Shareholders' Meeting under items 2.1 to 2.7 on the agenda and article 5 (Capital and Shares) under item 1 of the agenda as a result of the share capital increase to cover the Merger exchange.

**C) Exchange ratio**

The exchange ratio at which Zodiac HoldCo's shares will be exchanged for shares in Fluidra, which has been determined on the basis of the actual value of the assets and liabilities of both companies, will be the following: 69.1666667 ordinary shares of Fluidra, with a face value of €1 each, for each ordinary share of Zodiac HoldCo, with a face value of €0.01, with no additional cash consideration.

In accordance with the above exchange ratio, and considering the total number of outstanding shares of Zodiac HoldCo (i.e. 1,200,000 shares, with a face value of €0.01 each, minus, if appropriate, Zodiac HoldCo's treasury shares, which will not be exchanged), the sole shareholder of Zodiac HoldCo, Piscine Luxembourg Holdings 1 S.à r.l. (the "**Zodiac HoldCo Shareholder**"), will be entitled to receive 83,000,000 newly issued ordinary shares in Fluidra's share capital, with a face value of €1

each, representing approximately 42.43% of the share capital of Fluidra following the registration of the deed formalizing the resolutions related to the Merger at the commercial registry corresponding to Fluidra's registered office, whereas the other shareholders of Fluidra (including Fluidra in respect of any owned shares held by it as treasury shares) will hold, jointly, approximately 57.57% of the mentioned share capital.

For these purposes, Fluidra will carry out a capital increase in the amount of €83,000,000 by issuing and placing into circulation of 83,000,000 new ordinary shares with a face value of €1 each, of the same class and series as those already in existence, represented by book entries, the subscription of which will be entirely reserved to Zodiac HoldCo Shareholder, and without any preferred subscription rights in accordance with article 304.2 of the Spanish Companies Act.

Fluidra will request the listing of the new shares issued to cover the exchange under the Merger on the Barcelona and Madrid Spanish Stock Exchanges through the Spanish Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market).

As a result of the Merger, Zodiac HoldCo's shares will be automatically cancelled.

**D) Share exchange procedure and date as from which the new shares will entitle their holders to participate in the company's profits**

The exchange of Zodiac HoldCo's shares for Fluidra's shares and, consequently, the delivery to Zodiac HoldCo Shareholder of the 83,000,000 newly issued ordinary Fluidra shares to which it is entitled according to the exchange ratio indicated in the preceding section will be carried out in accordance with the procedures established in the applicable regulations and, in particular, in Spanish Royal Decree 878/2015, of October 2, 2015.

The exchange of Fluidra's shares indicated in the preceding paragraph will be carried out immediately after each and every one of the following events has taken place:

- (i) the approval of the Merger by this Shareholders' Meeting and by the Zodiac HoldCo Shareholder;
- (ii) the satisfaction of the conditions precedent referred to in section 10 of the Terms of Merger and which will be described in part II of this section 1.3;
- (iii) the execution in the presence of a notary of the Merger deed and of the consequent capital increase of Fluidra; and

- (iv) the registration of the Merger deed at the commercial registry corresponding to Fluidra's registered office.

A member entity of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Sociedad Unipersonal) ("**IBERCLEAR**") will be appointed by Fluidra as an exchange agent in order for Zodiac HoldCo Shareholder to receive the 83,000,000 new issued ordinary Fluidra shares in accordance with the exchange ratio set out in the above section.

Zodiac HoldCo Shareholder shall evidence to the exchange agent that it owns the Zodiac HoldCo shares in the form requested by the agent. In addition, Zodiac HoldCo Shareholder will carry out any other actions as may be necessary to implement the exchange, including, without limitation, notifying the agent of the securities account opened at any member entity of IBERCLEAR which will be the depositary of the Fluidra shares received by it pursuant to the Merger.

The delivery of the Fluidra shares to Zodiac HoldCo Shareholder will take place by recording them in the securities account designated by Zodiac HoldCo Shareholder.

In accordance with article 31.6 of the Spanish Structural Changes Act and article 261(2)d of the Luxembourg Companies Act, it is hereby stated that the new shares to be issued by Fluidra to Zodiac HoldCo Shareholder to cover the Merger exchange will be ordinary shares of the same class and series as those already in existence, and will benefit from the same rights as from the registration of the deed formalizing the resolutions related to the Merger at the commercial registry corresponding to Fluidra's registered office. In particular, the mentioned new shares to be issued by Fluidra to Zodiac HoldCo Shareholder will entitle it to participate in the profits of Fluidra, as from the registration of the deed formalizing the resolutions related to the Merger at the commercial registry corresponding to Fluidra's registered office, on the same terms and conditions as the remaining Fluidra shares already in existence.

**E) Date as from which the transactions of the absorbed entity will be deemed performed, for accounting purposes, by the absorbing entity**

The date from which the transactions of the acquired company will be deemed performed for accounting purposes by the acquiring company will be that which results from applying the Spanish General Chart of Accounts approved by Royal Decree 1514/2007, of November 16, and, in particular, its rule 19.

For such purpose, it is placed on record that the date of the Merger for accounting purposes is the date of the filing of the deed formalizing the

resolutions related to the Merger at the commercial registry corresponding to Fluidra's registered office.

**F) Rights to be conferred at the absorbing entity to the holders of special classes of shares, preferred shares and holders of special rights or, where appropriate, the options offered by them**

There are no shareholders' industry contributions, ancillary obligations, special shares, special instruments, or holders of special rights other than that of simple ownership of the shares at Fluidra or at Zodiac HoldCo, meaning that no special right will be awarded, nor will any type of option be offered.

In particular, it is placed on record that the Fluidra shares to be issued to Zodiac HoldCo Shareholder pursuant to the Merger will not award any special right.

**G) Advantages of any kind to be granted at the absorbing entity to the independent expert or to the directors of the companies participating in the Merger**

No advantages of any type will be granted to the independent expert who will issue the relevant report on the Terms of Merger nor to the directors of Fluidra and Zodiac HoldCo, including those whose appointment will be proposed to this Shareholders' Meeting, nor, where applicable, to the members of the management, surveillance or control of Fluidra and Zodiac HoldCo or their auditors.

**H) Valuation of the assets and liabilities of the acquired company which are transferred to the acquiring company**

As a result of the Merger, Zodiac HoldCo will be dissolved without liquidation and its assets and liabilities will be transferred *en bloc* to Fluidra by way of universal succession.

It is placed on record that, in accordance with the applicable accounting legislation, the assets and liabilities of the acquired company shall be accounted for in the acquiring company at their fair value as of the date of effectiveness of the Merger for accounting purposes.

**I) Date of the financial statements of the companies participating in the merger used to establish the conditions for the merger**

It is placed on record that the terms and conditions on which the Merger is to take place have been determined considering the half-yearly financial report of Fluidra corresponding to the first half of 2017, closed on June 30, 2017.



It is stated that Zodiac HoldCo had no historical financial statements closed and approved at the date of the Terms of Merger, since it was incorporated on November 22, 2016 and its first financial year started on November 22, 2016 and ended on September 30, 2017. It is placed on record that such annual accounts were drafted and approved on 30 November 2017.

**J) Possible consequences of the merger for employment, gender-related impact on the managing bodies and impact on corporate social responsibility**

***Possible consequences of the merger for employment***

The Merger is not expected to have any direct impact on the employees of Fluidra and Zodiac HoldCo.

***Information about the procedure to be followed for arranging the details of employee involvement in the stipulation of their rights of co-determination in Fluidra***

It is hereby stated that Zodiac HoldCo does not have any employment participation system in existence within Zodiac HoldCo.

With respect to Fluidra, Spanish law does not provide for employee participation rights or participation procedure periods that may be applied in the framework of the Merger.

In light of the above, there is no need to carry out any participation or negotiation procedure for participation nor is it necessary to take terms of reference regarding Fluidra employee participation into account in the context of the Merger.

***Potential impact on gender within the management bodies***

The Merger is not expected to have any impact on the gender balance of the management body of Fluidra.

In the future decision processes regarding the composition of Fluidra's Board of Directors, the recommendations on gender diversity included in the Code of Good Governance for Listed Companies will be considered.

***Impact, if any, of the merger on corporate social responsibility***

The Merger is not expected to have a negative impact on the corporate social responsibility policy of Fluidra contained in its Code of Ethics - People Values and its Supplier Code of Ethics.

II) Conditions precedent

In accordance with the Terms of Merger, it is placed on record that the completion and effectiveness of the Merger is subject to fulfillment of the following conditions precedent:

- (i) the issue of a report by the independent expert appointed by the Barcelona Commercial Registry, confirming that: (a) the methods used by the Board of Directors of Fluidra and the board of managers of Zodiac HoldCo to determine the exchange ratio are appropriate, (b) the exchange ratio is justified, and (c) the assets and liabilities contributed by Zodiac HoldCo are at least equal to the amount of the capital increase at Fluidra;
- (ii) in relation to the jurisdictions of Australia, the European Union, New Zealand, South Africa, the United States of America and the United Arab Emirates, any prior clearance from the competent merger control authority in such jurisdictions having been obtained or deemed to be obtained or any waiting period applicable to the Merger under applicable merger control laws in such jurisdictions having terminated or expired;
- (iii) the granting by the Spanish Stock Exchange Commission (*Comisión Nacional del Mercado de Valores*), pursuant to article 8.g) of Royal Decree 1066/2007, of 27 July, on takeovers, of an exemption to Zodiac HoldCo Shareholder with respect to its obligation to make a mandatory takeover bid for all the outstanding securities in Fluidra as a result of Zodiac HoldCo Shareholder acquiring control (as defined by the Spanish takeover regulations) over Fluidra as a result of the Merger;
- (iv) no entity of the Fluidra group nor any entity of the Zodiac HoldCo group, as of the date of registration of the deed formalizing the resolutions related to the Merger at the commercial registry corresponding to Fluidra's registered office, being located or carrying out any activities in any country subject to economic sanctions laws enforced by the United States of America, the United Nations, the European Union, the United Kingdom or any other competent sanctions authority, or engaging in activities with any individuals or entities listed on the corresponding lists issued by any of the aforementioned authorities or being in violation of the applicable anti-money laundering and anti-terrorism laws; and
- (v) to the extent that the Merger is deemed to constitute a notifiable action or a significant action under the Australian foreign acquisitions and takeovers laws and regulations, that (a) written notice has been received by the Treasurer of the Commonwealth of Australia (or its delegate) to the effect that there are no objections to the Merger under the Australian foreign investment laws; or (b) following notice of the Merger having been given under Australian foreign investment laws, the Commonwealth Treasurer (or its delegate) ceasing to be



empowered to make any order or decision in respect of the Merger due to the expiry of the applicable statutory waiting period.

**1.4. Share capital increase at Fluidra through the issue of 83,000,000 ordinary shares, each with a face value of one euro, in accordance with the exchange ratio for the merger, and the consequent amendment of article 5 of the Bylaws.**

As a result of the Merger and in order to cover the share exchange deriving from it, to increase the share capital of Fluidra, which currently stands at one hundred and twelve million, six hundred and twenty-nine thousand and seventy euros (€112,629,070), by a nominal amount of eighty-three million euros (€83,000,000), that is, bringing it up to a figure of one hundred and ninety-five million, six hundred and twenty-nine thousand and seventy euros (€195,629,070), by issuing and placing into circulation of eighty-three million (83,000,000) new ordinary shares, each with a face value of one euro (€1), of the same class and series as those already in existence.

The right to subscribe the new shares shall be reserved in its entirety to Zodiac HoldCo Shareholder, with no preferred subscription rights in accordance with article 304.2 of the Spanish Companies Act.

The difference between the fair value of the assets and liabilities received by Fluidra under the Merger and the face value of the new shares will be allocated to share premium (merger premium).

Both the face value of the new shares and the corresponding share premium (merger premium) will be fully paid-up as a result of transfer en bloc, upon the consummation of the Merger, of the assets and liabilities of Zodiac HoldCo to Fluidra, which will acquire all the assets and liabilities and all the rights and obligations of the Zodiac HoldCo by universal succession.

For such purposes, it is placed on record that on December 21, 2017, Auren Auditores, S.P., S.L.P., as the sole independent expert appointed by the Barcelona Commercial Registry, issued the report on the Terms of Merger and on this capital increase, which has been made available to the shareholders of Fluidra and to the bondholders, holders of special rights and employees' representatives, and to all other persons thus entitled pursuant to the applicable legislation, as well as to Zodiac HoldCo Shareholder and, to the extent applicable, to its bondholders, holders of special rights and employees' representatives and to all other persons thus entitled pursuant to the applicable legislation. The issue of such report fulfills the condition precedent indicated in section 1.3 II (i) of this item 1 on the agenda.

The new shares shall be represented by book entries, the register of which shall be kept by IBERCLEAR and its member entities on the terms stipulated in the applicable legislation.

As a result of the foregoing, article 5 of the Bylaws of Fluidra will be worded as follows:

*“Article 5.- Capital and Shares*

*The share capital is ONE HUNDRED NINETY-FIVE MILLION SIX HUNDRED TWENTY-NINE THOUSAND AND SEVENTY EUROS (EUR 195,629,070.00). It is divided into ONE HUNDRED NINETY-FIVE MILLION SIX HUNDRED TWENTY-NINE THOUSAND AND SEVENTY (195,629,070) ordinary shares with a face value of one (1) Euro each. All shares have been fully subscribed and paid in and give their holders the same rights.”*

In accordance with article 297.1.a) of the Spanish Companies Act, to approve the delegation to the Board of Directors, with express powers to sub-delegate, of the authority to set the date on which the capital increase resolution should be implemented and to establish any terms and conditions of such increase which are not envisaged in this resolution within not more than one year after the date of approval of this resolution and, in particular, without limitation, to exactly determine the share premium (merger premium) and the definitive amount of the capital increase.

**1.5. Application requesting the admission to trading of the new shares on the Barcelona and Madrid Stock Markets**

To approve the application requesting the admission to trading of the new shares issued pursuant to the capital increase resolution under item 1.4 above on the Barcelona and Madrid Stock Exchanges through the Spanish Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market), expressly placing on record that Fluidra is subject to the currently existing rules and any rules which may be laid down in relation to stock markets, particularly those relating to trading, continuation and exclusion from official trading.

**1.6. Grant of powers in relation to the resolutions in respect of the merger operation, including the power to sub-delegate**

To delegate to the Board of Directors with express powers to sub-delegate to any of its members as well as to the Chairman and Secretary of the Board, individually, powers as broad as may be required by law to interpret, implement, execute, formalize and rectify all of the above resolutions for the successful completion of the Merger, and to execute such acts, legal transactions, agreements, representations and operations as may be necessary, and adopt such resolutions and decisions as may be necessary or appropriate for such purpose, with express powers of ratification, clarification, rectification and correction, and in particular, without limitation, the power to:

- (i) Establish, complete, expand on, amend, correct and adapt the above resolutions to oral or written assessments made by the competent commercial registrars or any other competent authorities, civil servants or institutions.

- (ii) Draft, publish and make all such announcements or communications as may be necessary or appropriate in relation to the Merger.
- (iii) Declare to be fulfilled or unfulfilled or waive, to the extent legally admissible and appropriate for the corporate interest, any conditions precedent to which the Merger may have been subject. This power includes the authority to execute the acts and adopt the decisions necessary for its fulfillment.
- (iv) Set the date on which the resolutions relating to the Merger are to be executed and notarized and the corresponding Merger deed is to be submitted for registration in the commercial registry.
- (v) Appear before a notary to notarize the resolutions relating to the Merger as well as any supplementary documentation, whether public or private, that may be necessary for the effectiveness of the Merger as well as to carry out any required representations in relation to the Merger.
- (vi) Declare the period for objection to the transaction by creditors to have expired and take the necessary steps to settle and secure the claims of any creditors that have objected to the Merger on the terms established in the law.
- (vii) Execute all deeds containing inventories of assets, as applicable, or any other deeds or documents that may be necessary or appropriate to evidence the absorbing entity's ownership of the assets and rights acquired as a result of the Merger and register any registrable assets at public registries in the name of the absorbing entity.
- (viii) Appoint the member entity of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Sociedad Unipersonal) (IBERCLEAR) that is to act as exchange agent for the Merger and for the issue of the new shares, and sign all such contracts as may be necessary or appropriate for such purpose.
- (ix) Draft, sign and submit the necessary documentation relating to the Merger to the Spanish Stock Exchange Commission in accordance with the applicable legislation and, in particular, to prepare, verify and register the necessary documentation for the admission to trading of the new shares.
- (x) Perform or make any step, declaration, communication or formality vis-à-vis the Spanish Stock Exchange Commission, the Spanish Market and Competition Commission, the Stock Exchange Governing Companies, the Stock Exchange Company, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Sociedad Unipersonal) (IBERCLEAR) and the National Numbering Agency, and any other public or private entity, body or registry, in Spain or abroad, in relation to the Merger.

- (xi) Perform all such formalities and steps as may be necessary or appropriate in order to request and obtain the admission to trading of the new shares on the Barcelona and Madrid Stock Exchanges through the Spanish Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market).
- (xii) Draft, sign, execute and certify, where appropriate, any type of document relating to the Merger.
- (xiii) Determine all other aspects as may be required, adopting and implementing the necessary resolutions, formalizing the necessary or advisable documents and completing all such formalities as may be appropriate before any public or private body, entity or registry, in Spain or abroad, and fulfilling all such requirements as may be necessary in accordance with the law for the registration of the Merger at the competent registries and for the fullest execution of the Merger.
- (xiv) And in general, to take all such steps as may be necessary, recommendable, required or advisable for the successful and full completion of the Merger.

**Item 2: Amendment of the following articles of the Fluidra, S.A. Bylaws with effect as from the registration of the merger deed referred to in item 1 of the agenda at the commercial registry corresponding to the registered office of Fluidra, S.A.:**

- 2.1 Article 2 (Corporate Purpose).**
- 2.2 Article 3 (Corporate Domicile).**
- 2.3 Article 33 (Deliberation and adoption of resolutions).**
- 2.4 Article 36 (Composition of the Board of Directors).**
- 2.5 Article 37 (Duration of office. Board Statute).**
- 2.6 Article 42 (Conduct of meetings).**
- 2.7 Article 45 (Delegate bodies of the Board).**

Amendment of the following articles of the Bylaws of Fluidra, S.A.: article 2 (Corporate Purpose); article 3 (Corporate Domicile); article 33 (Deliberation and adoption of resolutions); article 36 (Composition of the Board of Directors), article 37 (Duration of office. Board statute), article 42 (Conduct of meetings) and article 45 (Delegate bodies of the Board, which will hereafter be worded as transcribed below, with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.

## 2.1 Article 2 (Corporate Purpose)

*Approved resolution*

To amend article 2 (Corporate Purpose) of the Bylaws of Fluidra, S.A., which will hereafter be worded as follows, with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.:

### **“Article 2.- Corporate Purpose**

*The Company’s corporate purpose is:*

- a) *The manufacture, sale and distribution of any type of machinery, equipment, components and parts of machinery, instruments, automation and landscaping products, accessories and specific products for swimming pools and spas, irrigation and water treatment and purification in general, made of metal materials and with any type of plastic and its processed products.*
- b) *Trade, both domestic and foreign, in all types of merchandise and products, directly or indirectly related to paragraph a).*
- c) *Representation of commercial and industrial firms and businesses involved in manufacturing the products listed in paragraph a) of the present article, both domestic and foreign.*
- d) *Capital investment in all types of businesses and companies by purchase and subscription by any legal means, holding, management and administration of all kinds of securities, expressly excluding activities reserved to collective investment institutions and operations under the Securities Market Act.*
- e) *Consulting, managing and administering companies and businesses in which the Company holds stock.*
- f) *Any activity requiring a prior express administrative authorisation is excluded from the Company’s corporate purpose.”*

## 2.2 Article 3 (Corporate Domicile)

*Approved resolution*

To amend article 3 (Corporate Domicile) of the Bylaws of Fluidra, S.A., which will hereafter be worded as follows, with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.:

**“Article 3.- Corporate Domicile**

*The corporate domicile is set at Avenida Francesc Macià, number 60, 20th floor, in Sabadell, which will be the centre of the Company’s actual administration and management.*

*The Board of Directors may transfer the corporate domicile within the same national territory, and establish, eliminate or transfer manufacturing, commercial, administrative or storage facilities, agencies, representative offices, delegations or branches anywhere within Spain and abroad.”*

**2.3 Article 33 (Deliberation and adoption of resolutions)**

*Approved resolution*

To amend article 33 (Deliberation and adoption of resolutions) of the Bylaws of Fluidra, S.A., which will hereafter be worded as follows, with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.:

**“Article 33 - Deliberation and adoption of resolutions**

*The President shall submit for deliberation the matters included on the agenda and shall lead discussions so that the meeting proceeds smoothly. For this purpose he shall enjoy appropriate authority to establish order and discipline and may order the ejection of anyone disturbing the Meeting’s normal progress and decide to temporarily suspend the session. The President, even when present at the session, may entrust guidance of the discussions to the Secretary or to the member of the Board of Directors that he deems appropriate.*

*Shareholders may request information under the conditions established at article 30 above.*

*Any shareholder may also participate at least once in the discussion of the items on the agenda, although the President, using his powers, is authorised to adopt measures for order such as limiting the time allotted to each speaker, setting turns, or closing off the list of speakers.*

*Once the matter has been sufficiently discussed, the President puts it to the vote.*

*The President is responsible for setting the voting system he deems most appropriate and for directing the corresponding process, adapting if appropriate to the expanded rules set forth in the General Meeting’s Rules and Regulations.*

*Each voting share present or represented at the General Meeting shall be entitled to one vote. The shareholder entitled to vote may exercise his right by*



*post in compliance with the provisions of the General Meeting's Rules and Regulations.*

*The Meeting's decisions shall be taken by the favourable vote of a simple majority of the votes of the shareholders present or represented at the Meeting, and a resolution shall be deemed adopted where it obtains more votes for than against of the capital present or represented. This is without prejudice to those cases in which the law or the present articles of association stipulate a greater majority. In particular, for the adoption of the resolutions referred to in article 194 of the Corporate Enterprises Law and not referred to Shareholders Meetings Reserved Matters (as defined below), if the capital present or represented exceeds fifty percent, it shall suffice for the resolution to be adopted by an absolute majority, except when, on second call, shareholders are present who represent twenty-five percent or more of the subscribed voting capital without reaching fifty percent, in which case the favourable vote of two-thirds of the share capital present or represented at the Meeting shall be necessary.*

*Additionally, to adopt resolutions on the matters referred below (the "**Shareholders Meetings Reserved Matters**"), the favourable vote of sixty-nine per cent (69%) of the share capital of the Company shall be necessary on first call and the favourable vote of sixty-six per cent (66%) of the share capital of the Company on second call:*

- (i) capital increases, or the issuance of bonds or securities convertible into shares, with or without preferred subscription rights, and the delegation to the Board of Directors of the power to resolve on any of the preceding matters;*
- (ii) capital reductions unless mandatory by applicable law;*
- (iii) the approval of any structural modification, such as transformation of corporate form, mergers, spin-off, transfer en bloc of assets and liabilities or relocation of registered office of the Company to another country;*
- (iv) the approval of transactions for the acquisition or disposal of "essential assets" pursuant to articles 160.f) and 511 bis 2 of the Companies Act;*
- (v) the voluntary winding-up of the Company;*
- (vi) the amendment of the number of members of the Board of Directors;*
- (vii) de-listing of the Company's shares from any securities markets;*
- (viii) the amendment of the Company's bylaws with respect to any of the above matters."*

## **2.4 Article 36 (Composition of the Board of Directors)**

*Approved resolution*

To amend article 36 (Composition of the Board of Directors) of the Bylaws of Fluidra, S.A., which will hereafter be worded as follows, with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.:

**“Article 36.- Composition of the Board of Directors**

*The Board of Directors shall be composed of twelve (12) members.*

*The General Meeting must ensure that, to the extent possible, the number of outside or non-executive members on the Board is a substantial majority with respect to the number of executive members. The number of executive members must likewise be the minimum necessary, taking into account the complexity of the group and the percentage of the executive members' participation in the Company's capital. Finally, the Meeting must ensure that the number of independent members represents at least one-third (1/3) of the total number of members.*

*The definitions of the various categories of members shall be those set forth in the Corporate Enterprises Law.*

*In the event that there is some outside member who cannot be considered to represent substantial shareholders or to be independent, the Company shall explain this circumstance and its connections with the Company or its executives and with its shareholders.*

*The nature of each member must be explained by the Board before the General Meeting of shareholders that is to appoint them or ratify their appointment.”*

**2.5 Article 37 (Duration of office. Board Statute)**

*Approved resolution*

To amend article 37 (Duration of office. Board Statute) of the Bylaws of Fluidra, S.A., which will hereafter be worded as follows, with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.:

**“Article 37.- Duration of office. Board Statute**

*Board members shall hold their office for the period of time established by the General Meeting, may not exceed four years, at the end of which they may be re-elected one or more times for periods of the same maximum duration.*

*In particular, the Shareholders' Meeting may appoint independent directors for a period equal to the time remaining until the status of independent is forfeited, in accordance with section 4 of the article 529 duodecies, of the Corporate Enterprises Law, even if that period is shorter than that of the rest of directors, as long as the maximum term of four years is observed.*

*Appointments of directors shall expire when, upon completion of the term, the next General meeting is held or the legal term has passed for holding the Meeting that is to approve the accounts for the preceding year.*

*Members appointed by co-option (who shall be designated so long as the vacancy occurs during the term for which the director was appointed) must have the appointment ratified at the first General Meeting held after the date of appointment.*

*Board members may not engage, for their own account or for the account of a third party in any activity that involves effective competition, whether actual or potential, with the Company or that in any other way place it in permanent conflict with the interests of the Company, with the exception of offices they may hold, as the case may be, in companies of the Group, unless expressly authorised by the General Meeting, and without prejudice to the provisions of articles 227 to 230 of the Companies Law."*

## **2.6 Article 42 (Conduct of meetings)**

*Approved resolution*

To amend article 42 (Conduct of meetings) of the Bylaws of Fluidra, S.A., which will hereafter be worded as follows, with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.:

### **"Article 42.- Conduct of meetings**

*The Board shall be validly constituted when the majority of its members, present or represented, participate in the meeting. Representation shall be conferred in writing and must be in favour of another Board member, especially for each meeting, by letter addressed to the Chairman.*

*Decisions shall be taken by an absolute majority of those attending the meeting, except in those cases in which the law, the present articles of association or the Board of Directors' Rules and Regulations have set larger majorities. In the event of a tie, the Chairman's vote shall decide. Particularly, for the adoption of any decision in respect of the following matters, the majorities indicated below shall be required:*

- (i) *the removal from office of the Secretary to the Board of Directors shall require that the decision is approved with the favourable vote of at least seven (7) members of the Board of Directors;*
- (ii) *the removal from office of any member of the Senior Management shall require that the decision is approved with the favourable vote of at least seven (7) members of the Board of Directors;*
- (iii) *the admission to listing of the shares of the Company on the stock exchange market “New York Stock Exchange” or on any other comparable listing venue shall require that the decision is approved with the favourable vote of at least seven (7) members of the Board of Directors;*
- (iv) *the following matters shall require the favourable vote of at least nine (9) members of the Board of Directors;*
  - (a) *the appointment and the removal from office of the Chairperson of the Board of Directors;*
  - (b) *the appointment and the removal from office of the Chief Executive Officer;*
  - (c) *the delegation of powers to an executive committee within the Board of Directors, as well as the appointment of any of its members;*
  - (d) *the appointment from office of the Secretary to the Board of Directors;*
  - (e) *the appointment of any members of Senior Management;*
  - (f) *any amendment to the list of positions comprised by Senior Management;*
  - (g) *the Company or any entity within its group incurring additional long-term indebtedness to the extent that such long-term indebtedness would cause the ratio of net long-term indebtedness to the consolidated adjusted EBITDA to exceed 3.0x;; and*
  - /h) *the amendment of the number of members of the committees within the Board of Directors.*

*In case of a tie vote, Chairman does not have casting vote.*

*Minutes shall be kept of the meetings of the Board of Directors, shall be prepared either in English and Spanish, and shall be signed at least by the Chairman or the Vice-Chairman and the Secretary or the Deputy Secretary, and shall be transcribed or collected according to law in a special book of Board minutes.*

*The minutes shall be approved by the Board of Directors itself, at the end of the meeting or subsequently.”*

## 2.7 Article 45 (Delegate bodies of the Board)

### *Approved resolution*

To amend article 45 (Delegate bodies of the Board) of the Bylaws of Fluidra, S.A., which will hereafter be worded as follows, with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.:

### *“Article 45.- Delegate bodies of the Board*

*The Board of Directors may designate within it an Executive Committee and one or more Executive Directors, without prejudice to any delegations of authority it may confer on any person; it may delegate to them, in whole or in part, temporarily or permanently, all powers that may be delegated according to law.*

*The Board may also establish other committees with consultative or advisory functions, and, on an exceptional basis, may attribute certain decision-making authorities to them.*

*In any case, the Board must establish an Audit Committee and an Appointments and Remuneration Committee, with powers to inform, oversee, advise and propose in matters for which it is responsible, which are explained in the Board of Directors’ Rules and Regulations. In addition, the Board of Directors’ Regulations shall establish the composition and functioning of both delegated bodies.”*

**Item 3:** **With the number of directors having been set at twelve in the event of approval of the amendment to the Bylaws referred to in item 2.4 of the agenda, acknowledgment and acceptance of the resignation of a director and appointment of directors for the statutory period, with effect as from the registration of the merger deed referred to in item 1 of the agenda at the commercial registry corresponding to the registered office of Fluidra, S.A.**

- 3.1 Acknowledgment of the resignation of Dispur, S.L. as director.**
- 3.2. Appointment to the board of Mr. Bruce Brooks, as an executive director.**
- 3.3. Appointment to the board of Mr. M. Steven Langman, as a proprietary director.**
- 3.4. Appointment to the board of Mr. Sebastien Mazella di Bosco, as a proprietary director.**
- 3.5. Appointment to the board of Mr. Jose Manuel Vargas Gómez, as a proprietary director.**

### **3.1 Acknowledgment and acceptance of the resignation of Dispur, S.L. as director.**

#### *Approved resolution*

To acknowledge and accept the resignation tendered by Dispur, S.L., whose particulars are on record at the commercial registry, from the position of director of Fluidra, S.A., tendered by a letter dated December 18, 2017 and with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A., approving the management of the same and appreciating the dedication to its position and the services rendered to Fluidra, S.A. until this date.

### **3.2 Appointment to the board of Mr. Bruce Brooks as an executive director.**

#### *Approved resolution*

To appoint subject to a favorable report by the Appointments and Compensation Committee, Mr. Bruce Brooks as a director of Fluidra, S.A., with the category of executive director, for the period stipulated in the Bylaws.

This appointment shall be effective from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.

In compliance of sections 4, 5 and 6 of article 529 decies of the Spanish Companies Act, it is hereby stated that: (i) the Board of Directors proposed the appointment of Mr. Bruce Brooks on its meeting held on December 18, 2017; (ii) such proposal of appointment was supported by the required assessment report of the appropriateness of Mr. Bruce Brooks, to hold the position of director, prepared and approved by the Board of Directors on December 18, 2017, accompanying such report to the minutes of the Board of Directors' meeting; and (iii) the proposal of Mr. Bruce Brooks, was preceded by favorable report issued by the Appointments and Compensation Committee of Fluidra, S.A. on its meeting held on November 28, 2017.

### **3.3 Appointment to the board of Mr. M. Steven Langman, as a proprietary director.**

#### *Approved resolution*

To appoint, subject to a favorable report by the Appointments and Compensation Committee, Mr. M Steven Langman as a director of Fluidra, with the category of proprietary director, for the period stipulated in the Bylaws.



This appointment shall be effective from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.

In compliance of sections 4, 5 and 6 of article 529 decies of the recast text of the Spanish Companies Act, it is hereby stated that: (i) the Board of Directors proposed the appointment of Mr. M. Steven Langman on its meeting held on December 18, 2017; (ii) such proposal of appointment was supported by the required assessment report of the appropriateness of Mr. M. Steven Langman, to hold the position of director, prepared and approved by the Board of Directors on December 18, 2017, accompanying such report to the minutes of the Board of Directors' meeting; and (iii) the proposal of Mr. M. Steven Langman, was preceded by favorable report issued by the Appointments and Compensation Committee of Fluidra, S.A. on its meeting held on November 28, 2017.

#### **3.4 Appointment to the board of Mr. Sebastien Mazella di Bosco, as a proprietary director.**

*Approved resolution*

To appoint subject to a favorable report by the Appointments and Compensation Committee, Mr. Sebastien Mazella di Bosco as a director of Fluidra, with the category of proprietary director, for the period stipulated in the Bylaws.

This appointment shall be effective from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.

In compliance of sections 4, 5 and 6 of article 529 decies of the recast text of the Spanish Companies Act, it is hereby stated that: (i) the Board of Directors proposed the appointment of Mr. Sebastien Mazella di Bosco on its meeting held on December 18, 2017; (ii) such proposal of appointment was supported by the required assessment report of the appropriateness of Mr. Sebastien Mazella di Bosco, to hold the position of director, prepared and approved by the Board of Directors on December 18, 2017, accompanying such report to the minutes of the Board of Directors' meeting; and (iii) the proposal of Mr. Sebastien Mazella di Bosco, was preceded by favorable report issued by the Appointments and Compensation Committee of Fluidra, S.A. on its meeting held on November 28, 2017.

#### **3.5 Appointment to the board of Mr. Jose Manuel Vargas Gómez, as a proprietary director.**

*Approved resolution*

To appoint subject to a favorable report by the Appointments and Compensation Committee, Mr. Jose Manuel Vargas Gómez as a director of Fluidra, with the category of proprietary director, for the period stipulated in the Bylaws.

This appointment shall be effective from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.

In compliance of sections 4, 5 and 6 of article 529 decies of the recast text of the Spanish Companies Act, it is hereby stated that: (i) the Board of Directors proposed the appointment of Mr. Jose Manuel Vargas Gómez on its meeting held on December 18, 2017; (ii) such proposal of appointment was supported by the required assessment report of the appropriateness of Mr. Jose Manuel Vargas Gómez, to hold the position of director, prepared and approved by the Board of Directors on December 18, 2017, accompanying such report to the minutes of the Board of Directors' meeting; and (iii) the proposal of Mr. Jose Manuel Vargas Gómez, was preceded by favorable report issued by the Appointments and Compensation Committee of Fluidra, S.A. on its meeting held on November 28, 2017.

**Item 4: Amendment of article 25 (Adoption of resolutions and conclusion of the Shareholders' Meeting) of the Shareholders' Meeting Regulations with effect from the registration of the merger deed referred to in item 1 of the agenda at the commercial registry corresponding to the registered office of Fluidra, S.A.**

Amendment of article 25 (Adoption of resolutions and conclusion of the Shareholders' Meeting) of the Shareholders' Meeting Regulations to adapt the wording of such article to the new rules on majorities established in the amendment proposed for article 33 of the Bylaws of the Company under item 2.3 of the agenda.

*Approved resolution*

To amend article 25 (Adoption of resolutions and conclusion of the Shareholders' Meeting) of the Shareholders' Meeting Regulations, which shall hereafter be worded as follows, with effect from, and subject to, the registration of the deed formalizing the merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. (absorbed entity) by Fluidra, S.A. (absorbing entity) at the commercial registry corresponding to the registered office of Fluidra, S.A.:

***"Article 25. Adoption of resolutions and conclusion of the Shareholders' Meeting***

*The resolutions shall be adopted by a simple majority of the votes cast by the shareholders present in person or by proxy at the Shareholders' Meeting, and it shall be construed that a resolution has been adopted when it obtains more votes in favor than against the share capital present in person or by proxy, except where the Law or the Bylaws require a greater majority.*

*In particular, for the adoption of the resolutions referred to in article 194 of the Spanish Companies Act and not referred to Shareholders Meetings Reserved Matters (as defined below), if the capital present or represented exceeds fifty percent, it shall suffice for the resolution to be adopted by an absolute majority, except when, on second call, shareholders are present who represent twenty-five percent or more of the subscribed voting capital without reaching fifty percent, in which case the favorable vote of two-thirds of the share capital present in person or by proxy at the Meeting shall be necessary.*

*Additionally, to adopt resolutions on the matters referred below (the “**Shareholders Meetings Reserved Matters**”), the favourable vote of sixty-nine per cent (69%) of the share capital of the Company shall be necessary on first call and the favourable vote of sixty-six per cent (66%) of the share capital of the Company on second call:*

- (i) capital increases, or the issuance of bonds or securities convertible into shares, with or without preferred subscription rights, and the delegation to the Board of Directors of the power to resolve on any of the preceding matters;*
- (ii) capital reductions unless mandatory by applicable law;*
- (iii) the approval of any structural modification, such as transformation of corporate form, mergers, spin-off, transfer en bloc of assets and liabilities or relocation of registered office of the Company to another country;*
- (iv) the approval of transactions for the acquisition or disposal of “essential assets” pursuant to articles 160.f) and 511 bis 2 of the Companies Act;*
- (v) the voluntary winding-up of the Company;*
- (vi) the amendment of the number of members of the Board of Directors;*
- (vii) de-listing of the Company’s shares from any securities markets;*
- (viii) the amendment of the Company’s bylaws with respect to any of the above matters.”*

*In resolutions relating to matters not included on the agenda, shares that are not considered present in person or by proxy shall be excluded from the basis for calculating the above-mentioned majority.*

*So that entities which appear as shareholders of record pursuant to the book-entry shareholder register but which act on behalf of various persons may cast their votes in accordance with the instructions from such persons, the Company shall allow the vote to be split and to be cast in different directions according to the different voting instructions, if any.*

*The intermediary entities referred to in the preceding paragraph may delegate the vote to each one of the indirect holders or to third parties designated by them, without any limitation on the delegations granted.*

*The Chairman shall declare the resolutions as approved where he has a record of the existence of sufficient votes in favor, without prejudice to recording in the Minutes the direction of the vote or the abstention of the attending shareholders who indicate such circumstance to the notary (or, as the case may be, to the Secretary or personnel who assist him).*

*For each resolution submitted to a vote by the Shareholders' Meeting, the numbers of shares with respect to which votes were validly cast, the proportion of the share capital represented by such votes, the total number of valid votes, the votes for and against each resolution and any abstentions shall be determined, at minimum.*

*Once the voting on the proposed resolutions has concluded and the outcome thereof has been announced by the Chairman, the Shareholders' Meeting shall be deemed to have concluded and the Chairman shall declare the meeting as adjourned.*

*The resolutions approved and the outcome of the voting shall be published in full on the Company's website within the five days following the end of the Shareholders' Meeting."*

**Item 5: Authorization, for the purposes of the provisions of Article 160 f) of the Spanish Companies Act, for the contribution or transfer of shares of companies owned by Fluidra, S.A. and for the grant of security**

As a consequence of the cross-border merger by acquisition of Piscine Luxembourg Holdings 2 S.à r.l. ("**Zodiac HoldCo**") by Fluidra, S.A. ("**Fluidra**") referred to in point 1 of the agenda, it is necessary to refinance the debt of the consolidated group of which Fluidra is the parent company (the "**Fluidra Group**"). This refinancing would include the existing debt of the Fluidra Group and, where relevant, also the debt which will be incorporated into the Fluidra Group as a result of the performance of the merger, originating from the consolidated group of Zodiac HoldCo (the "**Zodiac Group**").

In order to carry out the refinancing of the debt two alternatives are currently being analyzed and considered: (i) a first alternative, consisting of refinancing the debt of the Fluidra Group and Zodiac Group, entirely novating it and signing for this purpose new finance agreements (the "**Total Refinancing**"); and (ii) a second alternative, consisting of refinancing only the current debt of the Fluidra Group, partially novating for this purpose the existing debt at the current Zodiac Group, so as, inter alia, to include new tranches which would refinance only the current debt of the Fluidra Group (the "**Partial Refinancing**").

Both under the Total Refinancing and under the Partial Refinancing, Fluidra intends to carry out a reorganization, which would be performed before, simultaneously and/or after, depending on the case, the merger referred to in point 1 of the agenda (the "**Reorganization**"). Furthermore, Fluidra and certain companies of the Fluidra Group, whether existing or newly created, must grant a series of security interests in the context of the Partial Financing and the Total Refinancing (the "**Security**").

The Reorganization may include, among other actions, the contribution or transfer to one or more companies, wholly owned by the Fluidra Group, of some or all of the companies in which Fluidra has a stake, directly or indirectly, including but not limited to the companies in which it will have a stake as a consequence of the performance of the merger and which currently form part of the Zodiac Group. In the case of the Partial Refinancing, this may include, without limitation, the contribution by Fluidra of its shares or ownership interests in some of its wholly-owned subsidiaries to companies that currently form part of the Zodiac Group and which will become wholly-owned subsidiaries, directly or indirectly, of Fluidra as a result of the merger. In the case of the Total Refinancing, it may include, without limitation, the contribution of all of the companies directly or indirectly owned by Fluidra to a newly created intermediate holding company wholly owned by Fluidra.

It is expressly placed on record that the purpose of the Reorganization is to facilitate the Total Refinancing or the Partial Refinancing (or such other refinancing alternative as Fluidra may determine is in the best interest of the company), which could imply that some company owned by Fluidra is not ultimately contributed or transferred, that the contribution or transfer is made to one or more companies owned, directly or indirectly, by Fluidra or the performance of intermediate contributions or transfers until the final structure is reached.

The Security may include the grant of security interests (pledges, mortgages, etc.) or security commitments (pledge commitments, mortgage commitments, etc.) in the assets of Fluidra or of the companies in the Fluidra Group (including the assets to be incorporated to the Fluidra Group as a result of the performance of the merger, coming from the consolidated group of Zodiac HoldCo).

It is also expressly placed on record that the two refinancing alternatives indicated above and the specific steps in connection with the Reorganization identified above and the Security are merely by way of illustration. The refinancing and, consequently, the Reorganization may be carried out by means of any other alternative in order to comply with the agreements which may be reached with the lending entities.

#### *Approved resolution*

Approve, for the purposes of the provisions of Article 160 f) of the Spanish Companies Act, the reorganization of the consolidated group, of which Fluidra, S.A. ("**Fluidra**") is the parent company (the "**Fluidra Group**"), in the manner which is most appropriate for the interests of the Fluidra Group, for the purpose of being able to undertake the process of refinancing of the Fluidra Group's debt (the "**Debt Refinancing**") which is necessary as a consequence of the performance of the cross-border merger by acquisition of Piscine Luxembourg Holdings 2 S.à r.l. ("**Zodiac HoldCo**") by Fluidra (the "**Reorganization**").

Approve, for the purposes of the provisions of Article 160 f) of the Spanish Companies Act, the grant by Fluidra of any security including the grant of security interests (pledges, mortgages, etc.) or security commitments (pledge commitments, mortgage commitments, etc.) in the assets of Fluidra or of companies in the Fluidra Group (including the assets to be incorporated to the Fluidra Group as a result of the



performance of the merger, coming from the consolidated group of Zodiac HoldCo), in the manner that is most appropriate for the interests of the Fluidra Group, in order to be able to undertake the Debt Refinancing process (the “**Security**”).

It is placed on record that the Debt Refinancing may include both the existing debt of the Fluidra Group and the debt which will be incorporated into the Fluidra Group as a result of the performance of the merger, originating from the consolidated group of Zodiac HoldCo (the “**Zodiac Group**”).

The purpose of the Reorganization is to facilitate the Debt Refinancing for the Fluidra Group (including in the case of a total refinancing referred to in the following section (i), the Zodiac Group) either by means of (i) the refinancing of the debt of the Fluidra Group and Zodiac Group, entirely novating it and signing for this purpose new finance agreements, (ii) the refinancing only of the current debt of the Fluidra Group, partially novating for this purpose the existing debt at the current Zodiac Group, so as, inter alia, to include new tranches which would refinance only the current debt of the Fluidra Group or (iii) another alternative that may be agreed with the lending entities for the Debt Refinancing.

The Reorganization may be carried out such necessary or advisable steps in order to facilitate the Debt Refinancing and may include, among others, of the contribution or transfer of some or all of the companies in which Fluidra has a stake, directly or indirectly, including but not limited to the companies in which it will have a stake as a consequence of the merger and which currently form the Zodiac Group, to one or more existing or newly-created companies, Spanish or foreign, provided that they are companies wholly owned by the Fluidra Group. In the case of the Partial Refinancing, this may include, without limitation, the contribution by Fluidra of its shares or ownership interests in some of its wholly-owned subsidiaries to companies that currently form part of the Zodiac Group and which will become wholly-owned subsidiaries, directly or indirectly, of Fluidra as a result of the merger. In the case of the Total Refinancing, it may include, without limitation, the contribution of all of the companies directly or indirectly owned by Fluidra to a newly created intermediate holding company wholly owned by Fluidra.

It is expressly placed on record that the purpose of the Reorganization is to facilitate the Debt Refinancing (or such other refinancing alternative as Fluidra may determine is in the best interest of the company), which could imply that some company owned by Fluidra is not ultimately contributed or transferred, that the contribution or transfer is made to one or more companies owned, directly or indirectly, by Fluidra or the performance of intermediate contributions or transfers until the final structure is reached.

Delegate to the Board of Directors with express powers of sub-delegation, the possibility of carrying out any actions that are necessary or merely appropriate in order to carry out the Reorganization and perform any acts that are necessary, advisable, required or appropriate for the most complete performance thereof, including, merely by way of illustration but not limited to, the following:

- (i) To determine the companies of the Fluidra Group which will be contributed



or transferred in the framework of the Reorganization and to form such companies (including holding companies) as may be necessary or appropriate in relation to the Reorganization.

- (ii) To determine the specific Security to be granted and which is necessary or appropriate in relation to the Debt Refinancing.
- (iii) To approve and execute the various operations that must be carried out for the performance of the Reorganization and the material execution thereof. By way of illustration but not limited, the contribution or transfer of companies by Fluidra may be carried out by, inter alia, sale, spin-off, merger, segregation or nonmonetary contribution in the framework of an increase of capital (or a combination of any of the above-mentioned).
- (iv) To approve and execute the various transactions that need to be carried out to grant the Security.
- (v) To determine the time when the contributions or transfers the subject of the Reorganization are to be carried out and the time when the Security is to be granted.
- (vi) To negotiate, agree, submit and sign any documents that are necessary in relation to the Reorganization, including in particular, if considered or if necessary, the grant of security, the assumption of commitments to subscribe or to refrain from transferring.
- (vii) To appear and perform any actions that are necessary before any competent authorities in any jurisdiction and approve, formalize and execute any public or private documents that are necessary or appropriate for the full effectiveness of the Reorganization and the grant of the Security in any of its aspects and contents.
- (viii) To correct, regularize, clarify and harmonize the agreements reached for the Reorganization and the Security with the meaning which may be necessary.
- (ix) And, in general, perform any actions that are necessary, advisable, required or merely advisable for the successful conclusion and the complete performance of the Reorganization and the grant of the Security.

**Item 6 Delegation of powers to interpret, implement, execute, formalize, rectify and notarize the resolutions adopted by the Shareholders' Meeting.**

*Approved resolution*

To delegate to the Board of Directors with express powers to sub-delegate to any of its members as well as to the Chairman and Secretary of the Board, individually, powers as broad as may be required by law so that any of them, without distinction, may interpret, implement, execute, formalize, rectify and notarize the resolutions adopted by

the Shareholders' Meeting, and, in particular, execute all such public or private documents as may be necessary until the adopted resolutions have been registered at the competent registries, including the power to request partial registration and to make corrections or rectifications in light of any oral or written assessment by the registrars.

Sabadell, on February 20, 2018