

**Justifying report of the Board of Directors on the proposal for appointment of Mr.
Bruce Brooks, as a member of the Board of Directors of Fluidra, S.A.**

In Sabadell, on December 18, 2017

JUSTIFYING REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF FLUIDRA S.A., ASSESSING THE COMPETENCE, EXPERIENCE AND MERITS OF MR. BRUCE BROOKS FOR HIS APPOINTMENT AS A MEMBER OF THE BOARD OF DIRECTORS OF FLUIDRA, S.A.

The Board of Directors of Fluidra S.A. (the “**Company**”) issues this report on the proposed appointment of Mr. Bruce Brooks as a member of the Company’s Board of Directors, taking into account the provisions of the Bylaws, the system contemplated in the Spanish Companies Act and the principles of the Code of Good Governance of listed companies.

In particular, the system contemplated in section 5 of article 529 *decies* of the Spanish Companies Act has been taken into account for the purposes of assessing the competence, experience and merits of the proposed director, Mr. Bruce Brooks.

Having evaluated the requirements relating to the competency, experience and merits of the candidate for the discharge of the office of director, his good standing and aptitude for the exercise of good governance at the Company, the Board of Directors, in view of the favorable report issued on November 28, 2017, by the Appointments and Compensation Committee, resolved to propose to the Shareholders’ Meeting the appointment of Mr. Bruce Brooks as director of the Company, for the period stipulated in the Bylaws, as an executive director within the meaning of article 529 *duodecies* of the Spanish Companies Act with effect from the registration of the deed of merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. into the Company at the Commercial Registry corresponding to the Company’s registered office, for submission to the Board of Directors of the Company.

The suitability of Mr. Bruce Brooks to discharge the duties of director of the Company’s Board of Directors is demonstrated by:

- his career and highly qualified professional profile for the discharge of the functions of executive director of the Company, 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 the Company’s business, which will enable him to add value to the Strategic Plan of the Company and to the Plan for Integration of the Zodiac Group into the Fluidra Group.

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

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.