

FLUIDRA, S.A. AND SUBSIDIARIES

Consolidated Annual Accounts and Consolidated Directors' Report

**(prepared in accordance with International Financial Reporting Standards
as adopted by the European Union)**

31 December 2008 and 2007

(With Auditors' Report Thereon)

**(Free translation from the original in Spanish. In the event of discrepancy, the
Spanish-language version prevails)**

Auditors' Report on the Consolidated Annual Accounts

(Translation from the original in Spanish. In the event of discrepancy the original Spanish-language version prevails.)

To the shareholders of
Fluidra, S.A.

We have audited the consolidated annual accounts of Fluidra, S.A. (hereinafter the Company) and subsidiaries (hereinafter the Group), which comprise the consolidated balance sheet at 31 December 2008, the consolidated statements of income, cash flows and changes in equity for the year then ended and the notes thereto, the preparation of which is the responsibility of the Company's board of directors. Our responsibility is to express an opinion on the consolidated annual accounts taken as a whole, based on our examination which was conducted in accordance with generally accepted auditing standards in Spain, which require examining, on a test basis, evidence supporting the amounts in the consolidated annual accounts and assessing the appropriateness of their presentation, of the accounting principles applied and of the estimates employed.

In accordance with prevailing Spanish legislation, these consolidated annual accounts for 2008 also include, for each individual caption in the consolidated balance sheet and consolidated statements of income, changes in equity and cash flows, comparative figures for the previous year. We express our opinion solely on the consolidated annual accounts for 2008. On 26 March 2008 we issued our unqualified audit report on the consolidated annual accounts for 2007.

In our opinion, these consolidated annual accounts for 2008 present fairly, in all material respects, of the consolidated equity and consolidated financial position of Fluidra, S.A. and subsidiaries at 31 December 2008 and the consolidated results of their operations and the changes in consolidated equity and consolidated cash flows for the year then ended, and contain sufficient information necessary for their adequate interpretation and understanding, in accordance with generally accepted accounting principles in international financial reporting standards as adopted by the European Union, which have been applied on a basis consistent with that of the preceding year.

The accompanying consolidated directors' report for 2008 contains such explanations as the directors of Fluidra, S.A. consider relevant to the situation of the Group, the evolution of its business and other matters, but is not an integral part of the consolidated annual accounts. We have verified that the accounting information contained therein is consistent with that disclosed in the consolidated annual accounts for 2008. Our work as auditors is limited to the verification of the consolidated directors' report within the scope described in this paragraph and does not include a review of information other than that obtained from the accounting records of Fluidra, S.A. and subsidiaries.

KPMG Auditores, S.L.

(Signed on the original in Spanish)

Manuel Blanco Vera
Partner

27 March 2009

Fluidra, S.A. and Subsidiaries

Consolidated Annual Accounts

31 December 2008 and 2007

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(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

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Fluidra, S.A. and Subsidiaries

Consolidated Balance Sheets

31 December 2008 and 2007

(Expressed in thousands of Euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

<u>Assets</u>	<u>Note</u>	<u>31/12/2008</u>	<u>31/12/2007</u>
Property, plant and equipment	6	145.528	143.320
Investment property	8	2.194	2.118
Goodwill	7	156.035	149.213
Other intangible assets	7	39.275	41.717
Equity accounted investees	9	120	137
Non-current financial assets	11	5.683	5.771
Other receivables	14 y 31	2.073	1.365
Deferred tax assets	31	12.650	5.382
Total non-current assets		363.558	349.023
Inventories	13	165.987	165.022
Trade and other receivables	14	166.932	167.350
Other current financial assets	11	3.311	930
Cash and cash equivalents	15	32.395	52.988
Total current assets		368.625	386.290
TOTAL ASSETS		732.183	735.313
<u>Equity</u>			
Issued capital		112.629	112.629
Share premium		92.831	92.831
Accumulated gains		106.707	99.272
Treasury shares		(4.862)	(819)
Recognised income and expense		(7.175)	(1.498)
Interim dividend		-	-
Equity attributable to equityholders of the Parent	16	300.130	302.415
Minority interest		6.603	7.121
Total equity		306.733	309.536
Loans and borrowings	19	105.966	110.886
Derivative financial instruments	12	2.743	942
Deferred tax liabilities	31	31.122	27.396
Provisions	18	6.644	7.984
Government grants		554	351
Other non- current liabilities	21	10.366	9.101
Total non-current liabilities		157.395	156.660
Loans and borrowings	19	160.952	131.904
Trade and other payables	20	104.886	135.520
Provisions	18	1.910	1.590
Derivative financial instruments	12	307	103
Total current liabilities		268.055	269.117
TOTAL EQUITY AND LIABILITIES		732.183	735.313

The accompanying consolidated notes form an integral part of the consolidated annual accounts of Fluidra, S.A. and subsidiaries for the years ended 31 December 2008 and 2007 prepared in accordance with EU-IFRS.

(Continued)

Fluidra, S.A. and Subsidiaries

Consolidated Income Statements

for the years ended

31 December 2008 and 2007

(Expressed in thousands of Euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

	<u>Note</u>	<u>31/12/2008</u>	<u>31/12/2007</u>
Operating income			
Goods for resale and finished goods		652.678	657.202
Revenue from the rendering of services	24	17.510	17.022
Other income	25	2.358	4.639
Total operating income		<u>672.546</u>	<u>678.863</u>
Operating expenses			
Changes in inventories of finished goods, work in progress and raw materials	23	(327.722)	(332.098)
Personnel expense	26	(131.641)	(123.590)
Depreciation and amortisation expense and impairment losses	6,7,8 y 11	(32.170)	(31.376)
Other operating expenses	27	(128.622)	(124.010)
Other expenses	28	(3.980)	(6.322)
Total operating expenses		<u>(624.135)</u>	<u>(617.396)</u>
Profit from operations		<u>48.411</u>	<u>61.467</u>
Finance income/expense			
Finance income		3.622	2.982
Finance expense		(20.265)	(15.150)
Exchange losses		(136)	(791)
Net finance expense	30	<u>(16.779)</u>	<u>(12.959)</u>
Share of profit/(losses) of equity accounted investees			
	9	(209)	121
Profit before income tax		<u>31.423</u>	<u>48.629</u>
Income tax expense	31	(8.610)	(13.810)
Post-tax profit		22.813	34.819
Losses attributable to minority interests		(1.773)	(2.136)
Profit attributable to equityholders of the Parent		<u>21.040</u>	<u>32.683</u>
EBITDA	36	<u>81.994</u>	<u>94.647</u>
Basic earnings per share (expressed in Euros)	17	<u>0,18861</u>	<u>0,29019</u>

The accompanying consolidated notes form an integral part of the consolidated annual accounts of Fluidra, S.A. and subsidiaries for the years ended 31 December 2008 and 2007 prepared in accordance with EU-IFRS.

Fluidra, S.A. and Subsidiaries

Consolidated statements of changes in equity
for the years ended 31 December 2008 and 2007
(Expressed in thousands of Euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

	Equity attributable to equityholders of the Parent						Recognised income and expense			Minority interest	Total equity
	Capital	Share premium	Legal reserve	Accumulated gains	Treasury shares	Interim dividend	Translation differences	Others	Total		
Balance at 1 January 2007	112,629	92,831	1,928	82,197	-	(6,500)	(171)	98	283,012	5,981	288,993
Profit recognised directly in equity	-	-	-	-	-	-	-	(98)	(98)	-	(98)
Profit for the year	-	-	-	32,683	-	-	-	-	32,683	2,136	34,819
Total income and expense recognised during the year	-	-	-	32,683	-	-	-	(98)	32,585	2,136	34,721
Translation differences of foreign operations	-	-	-	-	-	-	(1,327)	-	(1,327)	36	(1,291)
Treasury shares	-	-	-	-	(819)	-	-	-	(819)	-	(819)
Others	-	-	5,638	(5,674)	-	-	-	-	(36)	(382)	(418)
Transfer of interim dividend	-	-	-	(6,500)	-	6,500	-	-	-	-	-
Dividend	-	-	-	(11,000)	-	-	-	-	(11,000)	(650)	(11,650)
Balance at 31 December 2007	112,629	92,831	7,566	91,706	(819)	-	(1,498)	-	302,415	7,121	309,536
Profit recognised directly in equity	-	-	-	-	-	-	-	(490)	(490)	-	(490)
Profit for the year	-	-	-	21,040	-	-	-	-	21,040	1,774	22,814
Total income and expense recognised during the year	-	-	-	21,040	-	-	-	(490)	20,550	1,774	22,324
Diluted minority interest	-	-	-	69	-	-	-	-	69	(69)	-
Share capital increase	-	-	-	-	-	-	-	-	-	312	312
Translation differences of foreign operations	-	-	-	-	-	-	(5,187)	-	(5,187)	(331)	(5,518)
Treasury shares	-	-	-	(3,547)	(4,043)	-	-	-	(7,590)	-	(7,590)
Others	-	-	1,183	(1,174)	-	-	-	-	9	(1,420)	(1,411)
Transfer of interim dividend	-	-	-	-	-	-	-	-	-	-	-
Dividend	-	-	-	(10,136)	-	-	-	-	(10,136)	(784)	(10,920)
Balance at 31 December 2008	112,629	92,831	8,749	97,958	(4,862)	-	(6,685)	(490)	300,130	6,603	306,733

The accompanying notes form an integral part of the consolidated annual accounts of Fluidra, S.A. and subsidiaries for the years ended 31 December 2008 and 2007 prepared in accordance with EU-IFRS.

Fluidra, S.A. and Subsidiaries

Consolidated cash flow statements
for the years ended
31 December 2008 and 2007
(Expressed in thousands of Euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

	Note	2008	2007
Cash flows from operating activities			
Profit for the year before tax		31.423	48.629
Adjustments for:			
Amortisation and depreciation	6, 7 and 8	31.388	30.159
Provision for bad debts	14	7.829	3.210
Provision/(Reversal) for/of impairment losses	7 and 11	782	1.247
Provision/(Reversal) for/of losses for liabilities and charges	18	506	1.905
Provision/(Reversal) for/of losses for inventories	13	2.733	4.347
Addition of financial assets	30	(2.589)	(2.624)
Finance expenses	30	17.289	14.759
Share of Group profits/(losses)	9	209	(121)
Losses on sale of property, plant and equipment and other intangible assets		(2.002)	(4.552)
Recognition of government grants in income statement		(71)	(33)
Profit on derivative financial instruments at fair value with adjustments to the income statement	30	1.943	32
Operating profit before changes in working capital		89.441	96.958
Changes in working capital, excluding effect of acquisitions and translation differences			
Increase/Decrease in trade and other receivables		(3.013)	(8.545)
Increase/Decrease in inventories	23	(539)	(23.693)
Increase/Decrease in trade and other payables		(32.361)	(1.837)
Payment of provisions	18	(1.608)	(467)
Cash generated from operating activities		51.920	62.416
Interest paid		(17.142)	(13.320)
Income tax paid		(15.793)	(12.181)
Net cash from operating activities		(18.985)	36.915
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		3.945	8.574
Proceeds from sale of intangible assets		26	4.978
Proceeds from sale of investments		1.258	-
Dividends received	9	6	-
Translation differences		(1.521)	(539)
Acquisition of property, plant and equipment		(22.689)	(19.472)
Acquisition of intangible assets		(6.783)	(6.988)
Acquisition of other investments		(3.478)	(3.575)
Acquisition of subsidiaries, net of cash and cash equivalents	5	(14.186)	(23.694)
Net cash flow from investing activities		(43.422)	(40.716)
Cash flows from financing activities			
Proceeds from capital increases		312	130
Payments arising from surrender of treasury shares		(7.590)	(1.421)
Proceeds from sale of treasury shares		-	602
Proceeds from grants		338	182
Proceeds from borrowings		81.069	69.497
Repayment of interest-bearing loans and borrowings		(55.267)	(50.268)
Payment of finance lease liabilities		(3.555)	(4.344)
Dividends paid		(10.920)	(11.650)
Net cash from financing activities		4.387	2.728
Net increase of cash and cash equivalents		(20.050)	(1.073)
Cash and cash equivalents at 1 January	15	52.988	54.347
Effect of exchange rate fluctuations on cash held		(543)	(286)
Cash and cash equivalents at 31 December	15	32.395	52.988

The accompanying consolidated notes form an integral part of the consolidated annual accounts of Fluidra, S.A. and subsidiaries for the years ended 31 December 2008 and 2007 prepared in accordance with EU-IFRS.

Fluidra, S.A. and Subsidiaries

Consolidated Annual Accounts

31 December 2008 and 2007

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

1. Nature, Principal Activities and Group Composition

Fluidra, S.A. (hereinafter the Company) was incorporated in Girona with limited liability under Spanish law on 3 October 2002 under the name Aquaria de Inv. Corp., S.L., adopting the current name on 17 September 2007.

The statutory and principal activities of the Company consist of the holding and use of shares, stocks and other securities and advising, managing and administrating companies in which it holds an interest.

The registered offices of the Company are located in Avenida Francesc Macià, nº 60, planta 20, in Sabadell (Barcelona).

The Group's activity consists of the manufacture and commercialisation of accessories and specific products for swimming pools, irrigation, and water treatment and purification systems.

Fluidra, S.A. is the Parent of the Group formed of the subsidiaries (hereinafter Fluidra Group or the Group) details of which are included in Appendix I. The Group also holds interests in other entities and in joint ventures, which are detailed in the same Appendix. Group companies have been consolidated on the basis of the financial statements or annual accounts prepared by their respective directors.

In view of the deterioration of the general economy in 2008, especially in the Spanish market, and the adverse weather conditions affecting Southern Europe during the months of highest sales, during the last half of the year the Group has started a process to optimize its production capacity and identify distribution synergies. As part of this process, the directors of Astral Pool España, S.A.U., Master Riego, S.A., Cepex Comercial, S.A.U., Certikin Pool Ibérica, S.L., CTX, S.A., Cepex Francia, S.A.S., Irrigaronne, S.A.S., Togama, S.A. and Revicer, S.L., companies which are fully owned by the Group, have prepared merger projects which have been approved by their respective shareholders. These merger and concentration processes have initially implied a cost which mainly relates to the payment of indemnities to personnel and in certain cases to the impairment of assets (see note 28), but does not imply the discontinuity of operations or impairment of the majority of the assets previously existing in these companies.

2. Basis of Presentation

The consolidated annual accounts have been prepared on the basis of the accounting records of Fluidra, S.A. and Group companies. These consolidated annual accounts have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The consolidated annual accounts have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) to present fairly the consolidated equity and consolidated financial position of Fluidra, S.A. and subsidiaries at 31 December 2008 and 2007 and the consolidated results of its operations and the changes in consolidated equity and consolidated cash flows for the years then ended.

a) Basis of presentation of the consolidated annual accounts

These consolidated annual accounts are prepared on the historical cost basis, except for derivative financial instruments, and other available-for-sale financial assets, which are recognised at their fair value.

b) Comparison of information

The accompanying consolidated annual accounts for 2008 also include for each individual caption of the consolidated balance sheet and consolidated statements of income, cash flow and changes in equity, consolidated comparative figures for 2007, which were obtained through consistent application of EU-IFRS prevailing at 31 December 2008.

All significant statutory accounting principles have been applied.

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Fluidra, S.A. and Subsidiaries

Consolidated Annual Accounts

The consolidated annual accounts for 2007 were approved by the shareholders at a general meeting held on 30 May 2008. The consolidated balance sheet and consolidated income statement at 31 December 2007 presented in these consolidated financial statements differ from those approved at the general meeting, as they have been re-expressed to present the definitive recognition of the business combinations made in 2007, once the twelve-month period allowed by IFRS 3 has elapsed for their adequate recognition (see note 2.c.)

The directors consider that the consolidated annual accounts for 2008 will be approved by the shareholders without significant changes.

The Group's accounting policies, described in note 3, have been consistently applied to the years ended 31 December 2008 and 2007.

(c) Relevant accounting estimates, assumptions and judgements

The preparation of annual accounts in conformity with EU-IFRS requires Group management to make judgements, estimates and assumptions that affect the application of standards and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances.

The Group's consolidated annual accounts for 2008 and 2007 include Group and consolidated entities' management's estimates on the value of assets, liabilities, income, expenses and commitments recognised, which were subsequently ratified by the board of directors. These estimates mainly comprise:

The useful life of customer portfolios and other intangible assets.

- Assumptions used to calculate the value in use of various Cash Generating Units (CGU) or groups of CGU to measure the impairment of goodwill or other assets (see note 7).
- Fair value of financial instruments and certain unquoted assets.
- The fair value of the restricted share unit (RSU) plan with the Company's management.

Although estimates were based on the best information available at 31 December 2008, future events may require these estimates to be modified (increased or decreased) in subsequent periods or years. Any change in accounting estimates would be recognised prospectively in the corresponding consolidated income statement, in accordance with IAS 8, with the exception of business combinations recognised provisionally, which are adjusted retroactively.

Changes have arisen in relation to the fair values of the intangible assets recognised in business combinations taking place in 2007, which were provisionally estimated at 31 December 2007. A summary of the adjustments and reclassifications included in the comparative annual accounts for 2007 which enable a reconciliation with the consolidated annual accounts for the year ended 31 December 2007, prepared by the directors is as follows:

	Thousands of Euros	
	31 December 2007	
Balance sheet	Debit	Credit
Goodwill	-	588
Other intangible assets	1,273	-
Deferred tax liabilities	-	596
Effect on profit and loss	-	89
Statement of profit and loss		
Depreciation and amortization expense	-	122
Income tax expense	33	-
Effect on result attributable to equityholders of the Parent	89	-

(Continued)

Fluidra, S.A. and Subsidiaries
Consolidated Annual Accounts

d) Standards and interpretations not applied

The following financial reporting standards (IFRS) and interpretations (IFRIC) have come into force in the accounting period starting from 1 January 2008 but are not relevant to the Group:

- IFRIC 11 IFRS 2 – Group and treasury share transactions
- IFRIC 12 – Service concession arrangements (years starting as of 1 January 2008) (pending adoption by the EU).
- IFRIC 14 IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction.
- Changes to IAS 39 – Reclassification of financial assets – Financial instruments: Recognition and Measurement and changes to IFRS 7 - Financial instruments: Disclosure (effective as of 1 July 2008).

These consolidated annual accounts have been prepared without taking into consideration the following EU-IFRS, modifications thereto and interpretations which came into force on or subsequent to 1 January 2009:

- IFRS 8 Operating segments.
- Changes to IAS 23 – Borrowing costs
- Changes to IAS 1 – Presentation of financial statements.
- IFRIC 13 – Customer loyalty programmes.
- Changes to IFRS 2 – "Vesting conditions and cancellations".

The Company's directors do not foresee that the impact of applying where applicable these standards and interpretations in the preparation of future consolidated annual accounts will be significant.

There also exist certain standards and interpretations which have not been adopted by the EU which entered into force in 2008 thereafter and which have not been adopted by the Group.

- Changes to IFRS 3 Business combinations, changes to IAS 27 Consolidated and separate financial statements
- IAS 32 and IAS 1 "Puttable instruments and obligations arising on liquidation".
- Changes to IFRS 1 and IAS 27 "Cost of an investment in a subsidiary, jointly controlled entity or associate" (adopted in 2009)
- IFRIC 15 "Agreements for the construction of real estate".
- IFRIC 16 "Hedges of a net investment in a foreign operation".
- IAS 39 Financial instruments: Measurement. Change relating to items qualified as hedged.
- Changes to IAS 39 "Reclassification of financial assets"
- Improvements to IFRS. This standard modifies the different standards.

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3. **Significant Accounting Principles**

The consolidated annual accounts have been prepared in accordance with the accounting principles and measurement standards set out in the International Financial Reporting Standards (IFRS) and interpretations (IFRIC) as adopted by the European Union (EU-IFRS) at 31 December 2008.

A summary of the most significant principles is as follows:

a) Consolidation principles

i) Subsidiaries

Subsidiaries are all entities, including special purpose entities (SPE), over which the Company, directly or indirectly, exercises control. Control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible at year end held by the Group or third parties are taken into account.

The annual accounts or financial statements of subsidiaries are included in the consolidated annual accounts from the date of acquisition, which is that on which the Group obtains that control, until the date that control ceases.

The Group applied the exception included in IFRS 1 First-time adoption of International Financial Reporting Standards, and therefore only business combinations effective as of 1 January 2005, the EU-IFRS transition date, have been accounted for by applying the purchase method. Entities acquired prior to this date were recognised in accordance with the previous Spanish Chart of Accounts, after having taken into consideration amendments and adjustments required at transition date.

The cost of a business combination is measured as the aggregate of: the fair values at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, in exchange for control of the acquiree; plus any costs directly attributable to the business combination. Adjustments to the cost of the business combination that are contingent on future events form a part thereof provided that the adjustment is probable and can be measured reliably.

The cost of a business combination is allocated between the fair value of assets acquired and liabilities and contingent liabilities assumed (identifiable net assets) of the acquiree, except for non-current assets or disposal groups that are classified as held for sale, which are recognised at fair value less costs to sell.

Any excess of cost of the business combination over the Group's interest in the net fair value of the identifiable assets of the acquiree is recognised as goodwill, whilst the shortfall, after having taken into consideration the cost of the business combination and the net fair value of assets acquired, is recognised in results.

Transactions and balances with Group companies and unrealised profit or loss have been eliminated in the consolidation process. Nevertheless, unrealised losses have been considered as an indication of impairment in transferred assets.

The accounting policies of subsidiaries have been adapted to Group accounting policies for like transactions and other events in similar circumstances.

The financial statements of consolidated subsidiaries reflect the same reporting date and period as that of the Parent.

ii) Minority interests

Any minority interest in a subsidiary is recognised at the minority's portion of the net fair values of identifiable net assets acquired. Minority interests are presented in the consolidated balance sheet in equity, separately from the Parent equity. Minority interests in the profit and loss are also separately disclosed.

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Current EU-IFRS do not establish a specific accounting treatment for the recognition of obligations arising from put options on shares in subsidiaries extended by the Group to minority interests at the acquisition date of a business combination. However, based on recent statements issued by the International Financial Reporting Interpretations Committee (IFRIC) the Group recognises put options on shares in subsidiaries extended to minority interests on the acquisition date of a business combination, considered as an advance acquisition of these interests, and recognises a liability for the present value of the best estimate of the amount payable at the acquisition date. The difference between this value and the percentage of the interests in the fair value of identifiable net assets acquired is recognised as goodwill.

In subsequent years the variation in liabilities for the effect of financial discounting is recognised as a finance expense in the consolidated income statement and the remaining amount is recognised as an adjustment to the cost of the business combination. Dividends, where applicable, paid to minority interests prior to the exercise date of the options are also recognised as adjustments to the cost of the business combination. If the options are not exercised the transaction is recognised as a sale of shares to minority interests.

iii) Associates

Associates are all entities over which the Company has significant direct or indirect influence through subsidiaries. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies.

Investments in associates are accounted for on an equity accounted basis from the date that significant commences until the date on which the Company can no longer justify its control.

The acquisition of associates is recognised by applying the purchase method which is referred to in the case of subsidiaries. Goodwill, net of accumulated impairment, is included in the carrying amount of the investment applying the equity method.

iv) Impairment

The Group applies impairment criteria set out in IAS 39: Financial instruments Recognition and Measurement, to determine whether it is necessary to recognise any additional impairment loss with respect to the investor's net investment in the associate or any other financial asset held as a result of the application of the equity method.

v) Joint ventures

Joint ventures are those entities over whose activities the Group has joint control, established by contractual agreement. Any strategic financial or operating decisions relating to activity require the unanimous consent of the Group and the remaining venturers.

Interests in jointly-controlled entities are accounted for using proportionate consolidation from the date that joint control commences until the date that joint control ceases.

b) Foreign currency

i) Functional and presentation currency

The consolidated annual accounts are presented in thousands of Euros, rounded to the nearest thousand, which is the functional and presentation currency of the Parent.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into the functional currency at the foreign exchange rate ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

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iii) Translation of foreign operations

Foreign operations, the functional currency of which is not the Euro, have been translated to Euros by applying the following criteria:

- The assets and liabilities, including goodwill and net asset adjustments, arising from the acquisition of businesses, including comparatives, are translated to Euros at foreign exchange rates ruling at the balance sheet date.
- Revenue and expenses, including comparatives, are translated to Euros at foreign exchange rates ruling at the dates of the transactions.
- Exchange differences arising from the application of the aforementioned criteria are recognised as exchange differences under equity;

The Group presents the effect of translating deferred tax assets and liabilities in foreign currency together with the deferred income tax liability in the consolidated income statement.

In the consolidated cash flow statement, cash flows, including comparatives, from subsidiaries and foreign joint ventures are translated into Euros at the exchange rate ruling at the transaction date.

Translation differences relating to foreign operations recognised under equity are recognised in the consolidated income statement jointly and are released into the income statement upon disposal

(c) Property, plant and equipment**i) Owned assets**

Property, plant and equipment is recognised at cost, less accumulated depreciation and any impairment losses. The cost of self-constructed assets is determined using the same principles as for an acquired asset, considering the principles established for the cost of constructing an asset. The capitalisation of the cost of constructing an asset is recognised under other income in the consolidated income statement.

The cost of an item of property, plant and equipment comprises the purchase price, less any trade discounts and rebates, plus any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the directors, and the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs as a consequence of having used the item for purposes other than to produce inventories.

Where parts of an item of property, plant and equipment have different useful lives, they are recognised as separate items of property, plant and equipment.

ii) Leased assets

Non-current investments in property leased to third parties are measured using the same criteria as for property, plant and equipment. Investments are amortised over the lower of useful life or the term of the lease contract. For this purpose the term of the lease is consistent with that established for its classification. Should there be any doubt as to the timely execution of the lease contract, a provision is made for the estimated carrying amount of non-recoverable investments. If applicable, the cost of these investments includes the estimated cost of dismantling and removing the related assets and the rehabilitation of the site on which they were located, for which they Group will be responsible once the contract expires, recognising a provision for the present value of the estimated costs to be incurred.

iii) Subsequent costs

The Group recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied with the item will flow to the Group and the cost of the item can be measured reliably. All other costs are recognised in the consolidated income statement as an expense as incurred.

(Continued)

iv) Depreciation

Depreciation of items of property, plant and equipment is calculated using the straight-line basis to allocate their cost, deemed cost or revalued amounts to their residual values over their estimated useful lives. Each component of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

Land is not depreciated. The estimated useful lives of other items of property, plant and equipment are as follows:

	<u>Estimated useful life (years)</u>
Buildings	33
Plant and machinery	3-10
Other installations, equipment and furniture	3-10
Information technology equipment	2-5
Motor vehicles	3-8
Other assets	4-10

The Group reassesses the depreciation method and periods at least at the end of each financial year. Changes to the initially established criteria are recognised as a change in estimations.

The Group evaluates and determines, where applicable, impairment losses and reversals of impairment losses on property, plant and equipment based on the criteria described in note 3 f).

d) Intangible assets**i) Goodwill**

Goodwill acquired in a business combination that occurred since the transition date (1 January 2005) is measured at inception at an amount equivalent to the difference between the cost of the business combination and the Group's interest in the net fair value of assets, liabilities and contingent liabilities of the subsidiary or joint venture acquired. Negative goodwill arising on an acquisition is recognised directly in consolidated profit or loss.

Goodwill is not amortised, but is tested annually for impairment or more frequently if there is an indication that the asset may be impaired. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units or groups of cash-generating units, that is expected to benefit from the synergies of the combination and the criteria referred to in note 3 f) are applied. After initial recognition, goodwill is measured at cost, less accumulated impairment losses.

Goodwill relating to business combinations prior to 1 January 2005 was included at net value as presented in the annual accounts published at 31 December 2004, considering this value as deemed cost.

Internally generated goodwill is not recognised as an asset.

ii) Internally generated intangible assets

Expenditure on research activities is recognised in the consolidated income statement as an expense as incurred. Expenditure on development activities is capitalised to the extent that:

- The Group has technical studies to justify the feasibility of the production process;
- The Group undertakes to complete production of the asset and sell it;
- The asset will generate sufficient future economic benefits;
- The Group has technical and financial resources (and other resources) to complete the development of the asset and has developed budgetary control and cost accounting systems to

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enable it to monitor budgeted expenditure, modifications introduced and expenditure actually charged to different projects.

Expenditure on assets internally generated by the Group is measured using the same principles as those established in measuring the costs to produce the assets. Production costs are capitalised using by crediting expenditure allocated to assets under Other income on the consolidated income statement.

Expenditure on activities which contribute to the development of the Group's different business combinations is recognised in the consolidated income statement as an expense when it is incurred.

In general, replacements or subsequent expenditure on intangible assets is capitalised only when it increases the future economic benefits embodied in the assets.

iii) Intangible assets acquired in business combinations

Since 1 January 2005 identifiable intangible assets acquired in business combinations are measured at fair value at acquisition date, provided that this value can be fairly measured. Subsequent expenditure on research and development projects is recognised in the same way as for internally generated intangible assets.

Customer portfolios acquired mainly relate to the value of the relationship between the corresponding company and its clients, which is based on a contractual foundation and, therefore, its status as an intangible asset is based on contractual-legal criteria. The value has been calculated by applying a market value obtained through commonly-accepted evaluation methods based on the discounting of future cash flows. Finite useful lives have been calculated based on historical evidence of the continued renewal of the relationship with these clients.

iv) Other intangible assets

Other Intangible assets are carried at cost less accumulated amortization and impairment losses.

(v) Useful life and amortization

The Group assesses whether the useful life of an intangible asset acquired is finite or indefinite. An intangible asset is regarded as having an indefinite useful life when there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows.

Intangible assets with indefinite useful lives identified in the Group's consolidated annual accounts, relate to trademarks and goodwill which are not subject to amortization but are tested for impairment at least on a yearly basis.

Intangible assets with finite useful lives are amortised on a straight-line basis based on the following useful lives:

	Amortization method	Estimated useful life (years)
Development costs	Straight line	3-4
Trademarks and patents	Straight line	5-10
Software	Straight line	5
Customer portfolio	Declining balance (*)	3-20
Other intangible assets	Straight line	5-10

(*) based on the rate of decrease of customers.

The depreciable amount of intangible asset items is the cost of acquisition less the residual value.

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The Group reassesses the residual values, useful lives and amortization methods of intangible assets at the end of each financial year. Changes to the initially established criteria are recognised as a change in estimations.

(vi) Impairment

The Company assesses and determines impairment losses and reversals of impairment losses on intangible assets based on the criteria described in note 3 (f).

e) Investment property

Investment properties are properties which are held fully or partly either to earn rental income or for capital appreciation or for both, instead of for use in production or supplying assets or services. Investment properties are initially recognised at cost, including transaction costs.

The Group measures investment property subsequent to its initial recognition, following the cost criteria established for property, plant and equipment. Amortization methods and useful lives are those reflected under property, plant and equipment.

f) Impairment of non-financial assets subject to amortization or depreciation

The Company assesses whether there are indications of possible impairment losses on non-financial assets subject to amortization or depreciation, including that relating to equity accounted entities, to verify whether the carrying amount of these assets exceeds the recoverable amount.

Irrespective of whether any indication of impairment exists, at least on a yearly basis the Group performs impairment testing of goodwill, indefinite-lived intangible assets and intangible assets that are not yet available for use.

The recoverable amount of assets is the higher of their fair value less costs to sell and value in use. An assessment of value in use, takes into consideration the estimated future cash flows deriving from use of the assets, expectations of possible variations in the amount or timing of those future cash inflows, the time value of money, the price for bearing the uncertainty inherent in the asset and other factors that market participants would reflect in pricing the future cash inflows the entity expects to derive from the asset.

Negative differences arising from comparison of carrying amounts of assets with their recoverable amounts are recognised in consolidated profit and loss.

The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, the recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs.

Impairment losses recognised in respect of CGUs are allocated first to reduce, where applicable, the carrying amount of any goodwill allocated to CGUs and then, to reduce the carrying amount of other assets in the unit, pro rata with the carrying amounts of the assets, with the limit being the higher of fair value less costs to sell, value in use and nil.

The Group assesses at each year end whether there is any indication that an impairment loss recognised in previous periods may no longer exist or may have decreased. An impairment loss in respect of goodwill is not reversed. In respect of other assets, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

The reversal of impairment losses is reflected in the consolidated income statement. Nevertheless, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

The reversal of an impairment loss for a CGU is allocated to the assets of the unit, except for goodwill, pro rata with the carrying amounts of those assets. The carrying amount of an asset shall not be increased above the lower of the recoverable amount and the carrying amount that would have been determined, net of amortization or depreciation, if no impairment loss had been recognised.

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g) Leases

The Company has the right to use certain assets through lease contracts.

Leases in terms of which the Group assumes substantially all the risks and rewards incidental to ownership are classified as finance leases, otherwise they are classified as operating leases.

i) Finance leases

At the commencement of the lease term the Group recognises finance leases as assets and liabilities at amounts equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments. Initial direct costs are included as an increase in the value of the leased asset. Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are recognised as expenses in the periods in which they are incurred.

ii) Operating leases

Lease payments under an operating lease, net of any incentives received, are recognised as an expense on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the user's benefit.

Contingent rents are recognised as expenses in the periods in which they are incurred.

h) Financial instruments**i) Classification of financial instruments**

Financial instruments are classified on initial recognition as a financial asset, financial liability or equity instrument, in accordance with the substance of the contractual agreement and the definitions of a financial asset, financial liability or equity instrument as set out in IAS 32 Financial Instruments: Presentation".

For the purpose of measurement, financial instruments are classified as financial assets and financial liabilities at fair value through profit or loss, loans and receivables, available-for-sale financial assets and financial assets and financial liabilities carried at cost. This classification depends on the purpose for which the financial instrument was acquired.

Regular-way purchases or sales of financial assets are recognised at the trade date (the date at which the Group commits to purchase or sell an asset).

ii) Offsetting principles

A financial asset and a financial liability can only be offset when the Group has a legally enforceable right to set off the recognised amounts or intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

iii) Financial assets and liabilities at fair value through profit or loss

A financial asset or financial liability at fair value through profit or loss is classified as held for trading or that which upon initial recognition is designated by the Group at 1 January 2005 and as of that date as at fair value through profit or loss.

A financial asset or financial liability is classified as held for trading if it is:

- acquired or incurred principally for the purpose of selling or repurchasing it in the near term.
- part of a portfolio or identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking; or
- a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are not designated as at fair value through profit or loss.

Financial assets and financial liabilities at fair value through profit or loss are initially recognised at fair value. Transaction costs which can be directly allocated to the purchase or issue are recognised as an expense.

After initial recognition, they are recognised at fair value through profit or loss.

iv) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are different from those classified in other categories of financial assets. These assets are initially recognised at fair value, including transaction costs incurred and are subsequently carried at amortised cost using the effective interest method.

v) Available-for-sale financial assets

The Group recognises available-for-sale financial assets as the acquisition of non-derivative financial assets that are either designated specifically to this category or do not comply with requirements for classification in the above categories.

Available-for-sale financial assets are initially recognised at fair value, plus any transaction costs directly attributable to the purchase.

After initial recognition, available-for-sale financial assets are measured at their fair values, recognising gains and losses in income and expense recognised from equity, except for impairment. The fair value cannot be deducted for any transaction costs incurred on sale or other disposal. Amounts recognised within equity are expensed upon disposal of the financial assets. Nevertheless, interest calculated using the effective interest method and dividends are recognised in profit and loss following the criteria set out in note 3 p) (income recognition).

vi) Financial assets and liabilities carried at cost

Investments in equity instruments for which fair value cannot be reliably estimated, are carried at cost. Nevertheless, if the Group is able to obtain a reliable value of the financial asset or liability, these are recognised at fair value, recognising profit or loss based on their classification.

For investments in equity instruments carried at cost the Group recognises income in investments only to the extent that reserves for cumulative gains of the investee, arising after the acquisition, are distributed. Dividends received in excess of these gains are considered as a recovery of the investment and therefore are recognised as a deduction from the investment cost.

vii) Fair value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. In general, the Group applies the following systematic hierarchy to measure the fair value of financial assets and financial liabilities:

- First the Group applies quoted prices in the most advantageous active market to which it has immediate access, adjusted where applicable, to reflect any difference in credit risk between normally traded instruments and that which is being measured. For this purpose the purchaser price is used for assets purchased or liabilities to be issued and the seller price is used for assets to be purchased or liabilities issued. If the Group has assets and liabilities which set off market risks, average market prices are used for set off risk positions, applying the adequate price to the net position.
- If no market prices are available, recent transaction prices are used, adjusted by related terms.
- On the contrary, the Group applies generally accepted measurement techniques, using where possible market data and to a lesser extent Group-specific data.

viii) Amortised cost

The amortised cost of a financial asset or financial liability is the amount at which the asset or liability is measured at initial recognition, minus principal repayments, plus or minus cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, and minus any reduction for impairment or uncollectability.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or liability. For financial instruments in which the variable related to the fees, basic points, transaction costs, discounts or premiums, is changed based on market rates prior to the expected maturity, the amortization period is the term until the following change in conditions.

Effective cash flows are estimated considering all contractual terms of the financial instrument, but does not consider future credit losses. The calculation includes all fees and points paid or received between parties to the contract, such as transaction costs and all other premiums or discounts. In those cases when it is not possible for the Group to estimate reliably the cash flows or the expected life of a financial instrument, it uses the contractual cash flows over the full contractual term.

ix) Impairment and uncollectability of financial assets

A financial asset or group of financial assets is impaired and impairment losses are incurred if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset, and that loss event, or events have an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

▪ *Impairment of financial assets carried at amortised cost*

In the case of financial assets carried at amortised cost, the impairment loss is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows, excluding future credit losses that have not been incurred, discounted at the financial asset's original effective interest rate. The impairment loss is recognised in profit or loss and can be reversed in subsequent years, if the decrease can be objectively related to an event occurring after the impairment was recognised. Nevertheless, the reversal of the impairment loss does not exceed what the amortised cost of the assets would have been had the impairment not been recognised.

▪ *Impairment of financial assets carried at cost*

The amount of the impairment loss on assets carried at cost is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses cannot be reversed and are therefore recognised directly against the value of the asset and not as a value-adjusting provision.

▪ *Impairment of available-for-sale financial assets*

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity is recognised in profit or loss even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost, net of any principal repayment and amortization, and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss.

Impairment losses for investments in equity instruments cannot be reversed and are recognised directly against the value of the asset and not as an adjusting provision.

If the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised, it is recognised in profit or loss until the amount of the previously recognised impairment loss and any excess is recognised in profit and loss within equity.

x) Financial liabilities

Financial liabilities, including trade and other payables which are not classified at fair value through profit and loss, are initially recognised at fair value, less where applicable, transaction costs directly attributable the issue of the financial liability. After initial recognition, financial liabilities are measured at amortised cost using the effective interest rate method.

(i) Derivatives and hedge accounting

The Group uses derivative financial instruments to hedge its exposure to interest rate risks and foreign exchange arising from its activities. In accordance with its treasury policy, the Group does not acquire or hold derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

Derivative financial instruments are initially measured at fair value, plus any transaction costs that are directly attributable to the acquisition or less any transaction costs directly attributable to the issue of the financial instruments.

The Group carries out cash flow hedging on interest rate risk. At the inception of the hedge, the Group formally designates and documents the hedging relationships and the objective and strategy for undertaking the hedge. Hedging accounting is only applicable when the hedge is expected to be highly effective at the inception of the hedge and in subsequent years in achieving offsetting changes in fair value or cash flows attributable to the hedged risk throughout the period for which the hedge was designated (prospective analysis) and actual effectiveness, which can be reliably measured, is within a range of 80%-125% (retrospective analysis).

For cash flow hedges of forecast transactions, the Group assesses whether these transactions are highly probable and if they present exposure to variations in cash flows that could ultimately affect profit or loss for the year.

The Group recognises the portion of the gain or loss on the measurement at fair value of a hedging instrument that is determined to be an effective hedge in recognised income and expense. The ineffective portion and the specific component of the gain or loss or cash flows on the hedging instrument, excluding the measurement of the hedge effectiveness, are recognised as finance income or expense.

The separate component of equity associated with the hedge item is adjusted to the lesser of the cumulative gain or loss on the hedging instrument from inception of the hedge or the cumulative change in fair value or present value of the expected future cash flows on the hedged item from inception of the hedge. However, if the Group expects that all or a portion of a loss recognised in equity will not be recovered in one or more future periods, it reclassifies into profit or loss, as finance income or expenses, the amount that is not expected to be recovered.

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or liability, the associated gains and losses that were recognised in equity are reclassified to profit or loss in the same period or periods during which the asset acquired or liability assumed affects profit or loss and under the same caption of the consolidated income statement.

The Group discontinues prospectively the hedge accounting if the hedging instrument expires or is sold or if the hedge no longer meets the criteria for hedge accounting. In this case, the cumulative gain in equity is not recognised in income and expenses until the forecast transaction occurs. However, if the transaction is no longer expected to occur, the cumulative gain or loss that had been recognised in equity is reclassified as finance income or expense.

If the Group revokes the designation for hedges of a forecast transaction, the cumulative gain in equity is recognised in profit and loss when the transaction occurs or is no longer expected to occur.

j) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The costs of conversion of inventories include costs directly related to the units of production and a systematic allocation of fixed and variable production overheads that are incurred in the conversion process. The allocation of fixed production overheads is based on the higher of normal capacity of the production facilities or the actual level of production.

The cost of raw materials and other supplies, the cost of merchandise and costs of conversion are assigned to the different inventory units based on the weighted average price method.

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The Group uses the same cost formula for all inventories of the same nature and similar use within the Group.

Volume discounts extended by suppliers are recognised when it is probable that the discount conditions, such as a reduction in the cost of the inventories, will be met. Purchase discounts for prompt payment are recognised as a reduction in the cost of the inventories acquired.

The cost of inventories is subject to adjustments against profit or loss in cases where cost exceeds net realisable value. For this purpose, net realisable value is as follows:

- Raw materials and other supplies At replacement cost. Nevertheless, the Group does not make any adjustment in those cases where it is expected that the finished goods, which include raw materials and other supplies, will be sold at or above cost of production.
- Goods for resale and finished goods: at estimated selling cost, less costs to sell;
- Work in progress: at estimated selling price of related finished goods, less the estimated costs of completion and the estimated costs necessary to make the sale;

A reduction in the previously recognised value is reversed against profit and loss when the circumstances that previously caused inventories to be written down no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances. The reversal of the write-down is limited to the lower of cost and the revised net realisable value of the inventories.

k) Cash and cash equivalents

Cash and cash equivalents include cash on hand and demand deposits in credit entities. They also include other short-term, highly liquid investments that are readily convertible to known amounts of cash and which have a short maturity of three months or less from the date of acquisition.

Bank overdrafts which are recognised as financial liabilities on the consolidated balance sheet are included as a component of cash and cash equivalents for the purposes of the statement of cash flows.

The Group classifies cash flows relating to interest received and paid as operating activities, except for interest collected relating to loans received for reasons other than the normal activity of the Group. Dividends received from associates are classified as investment activities and dividends paid by the Company are recognised as financing activities.

l) Equity instruments

Incremental costs directly attributable to the issue of equity instruments, except those incurred on the issue of equity instruments as a result of the acquisition of a business are recognised as a deduction from equity, net of any related tax incentives or tax effect.

Where any Group entity purchases the Company's shares, the consideration paid is deducted from equity and presented in a separate category of equity called Treasury Shares. No gain or loss is recognised on the purchase, sale, issue or cancellation of the Company's own equity during the year. Treasury shares may be acquired and held by the Company or by other companies of the consolidated Group. Consideration paid or received is recognised directly as a reduction in equity.

m) Government grants

Government grants are recognised when there is reasonable assurance of compliance with the conditions attaching to them and that the grants will be received.

i) Capital grants

Capital grants extended in the form of monetary assets are recognised under government grants on the consolidated balance sheet and recognised as other income on the consolidated income statement to the extent that the assets financed by them are depreciated.

ii) Operating grants

Operating grants are recognised as a reduction in expenses financed by them.

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Grants received to set off expenses or losses already incurred or to render immediate financial support not related with future expenses are recognised as other income on the consolidated income statement.

iii) Interest rate grants

Financial liabilities including implicit grants in the form of applying below market interest rates are initially recognised at fair value. The difference between this value, adjusted where applicable by issue costs of the financial liability and the amount received, is recognised as a government grant in line with the nature of the grant given.

n) Employee benefits

i) Termination benefits

The Group recognises benefits for termination unrelated to restructuring processes when it is demonstrably committed to terminating the employment of current employees before the normal retirement date. The Group is demonstrably committed to terminating the employment of current employees when a detailed formal plan has been prepared and there is no realistic possibility of changing the decisions made.

Indemnities payable in over 12 months are discounted at interest rates based on market rates of high quality bonds and debentures.

ii) Other long-term employee benefits

The Group has assumed the payment to its employees of obligations arising from the collective labour agreements to which certain Spanish Group companies adhere. Based on this collective labour agreement personnel with at least 25 or 40 years of service to the company will receive 45 days or 75 days, respectively, of the last fixed salary. The Group companies affected by this agreement have recognised the estimated liability for this commitment under provisions on the consolidated balance sheet.

The liability for long-term benefits recognised in the consolidated balance sheet relate to the present value of the obligations assumed at that date.

The Group recognises the net cost of services rendered during the year, the interest cost and reimbursement cost or effect of any reduction or payment of acquired obligations as an accrued expense or income in respect of long-term benefits.

The present value of obligations existing at year end and the cost of services rendered is calculated on a regular basis by independent actuaries using the projected unit credit method. The discount rate is calculated based on quality bonds and debentures denominated in currencies in which the benefits will be paid and that have maturity dates approximating to the terms of the corresponding obligations.

When it is virtually certain that the expenditure required to partly or fully settle a defined benefit obligation will be reimbursed, the right to reimbursement is recognised.

In addition, in accordance with prevailing legislation in each country, certain foreign Group companies have retirement premium obligations with personnel, recognising the liability under the aforementioned caption. Based on these, when personnel retire they will receive an amount which has been constituted throughout their working life with the company. This is based on an accrued annual amount calculated by applying a coefficient to the worker's total annual remuneration for each year, with the amount established at the start of the year being subject the accumulated accrued liability to rises in the cost of living.

iii) Short-term employee benefits

The Group recognises the expected cost of short-term employee benefits in the form of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences. If such entitlements are not accumulative the expense is recognised when the absences occur.

The Group recognises the expected cost of profit-sharing and bonus payments to employees when it has a present legal or constructive obligation to make such payments as a result of past events and a reliable estimate of the obligation can be made.

o) Provisions

The Group recognises provisions when it has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.

The amounts recognised as a provision are the best estimate of the expenditure required to settle the present obligation at the consolidated balance sheet date, taking into account the risks and uncertainties related with the provision and, where significant, the financial effect of the discount, provided that the expenditures required in each period can be reliably measured. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The financial effect of provisions are recognised under finance expenses in the consolidated income statement.

If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed against the income statement item where the corresponding expense was recognised, and any excess is recognised as other income.

p) Recognition of revenue

Revenue is recognised at the fair value of the consideration received or receivable for the sale of assets or services. Volume rebates or other types of trade discounts for prompt payment are recognised as a reduction in revenues if considered probable at the date of recognition of revenue.

i) Sale of goods

Revenue from the sale of goods is recognised when the Group:

- Has transferred to the buyer the significant risks and rewards of ownership of the goods;
- Retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue and the costs incurred or to be incurred in respect of the transaction can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Group; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably;

The Group sells certain goods which can be returned by the purchasers. In these cases, the sale of goods is recognised when the above terms are complied with and it is possible to make a reliable estimate of returns based on previous experience and other relevant factors. Estimated returns are recognised under revenues and charged to the provision for sales returns, recognising the estimated cost value relating to the goods returned, net of the effect of any impairment, as inventory on deposit.

ii) Dividends

Revenues on dividends arising from equity instrument investments are recognised when the Group's legal right to receive payment is established.

q) Income taxes

Tax expense or tax income on profit for the period comprises both current and deferred tax.

Current tax is the amount of income taxes payable or recoverable in respect of the consolidated taxable profit or tax loss for a period. Current tax assets or liabilities are measured at the amount expected to be paid or recovered from the taxation authorities, using the tax rates and tax laws that have been enacted or substantially enacted by the closing date.

Deferred tax liabilities are the amounts of income taxes payable in future periods in respect of taxable temporary differences, whereas deferred tax assets are the amounts of income taxes recoverable in future periods in respect of deductible temporary differences, the carryforward of unused tax losses, and unused tax credits. Temporary differences are differences between the carrying amount of an asset or liability in the balance sheet and its tax base.

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Current and deferred tax is recognised as income or an expense, except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different year, directly in equity or from a business combination.

Income tax deductions granted by public entities as a reduction in this tax are recognised as a lower income tax expenses when there exists reasonable assurance that the terms associated with the entitlement to deduction are met.

The Spanish taxation authorities have granted a consolidated tax regime to Fluidra, S.A. and a number of other subsidiaries of the Company. This regime establishes that the taxable income calculated individually for the companies included in Appendix I (except for non-resident companies in Spain and resident companies that file individual tax returns such as Meip Internacional, S.L., Maberplast, S.L., Togama, S.A., Productes Elastòmers, S.A., ID Electroquímica S.L., Calderería Plástica del Norte, S.L., Industrias Mecánicas Lago, S.L. and Certikin Pool Ibérica, S.L.) is included in the consolidated taxable income of the Parent of the consolidated tax group. Likewise, the Basque Country taxation authorities have granted a consolidated tax regime to Swimco Corp, S.L. and the subsidiaries Manufacturas Gre, S.A. and Gre, Aqua and Pool, S.L.

i) Recognition of taxable temporary differences

Taxable temporary differences are recognised in all cases, unless:

- They arise from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit/tax loss;
- They relate to differences associated with investments in subsidiaries and joint ventures for which the Group is able to control the timing of the reversal of the temporary difference and if it is probable that the temporary difference will not reverse in the foreseeable future.

ii) Recognition of deductible temporary differences

Deductible temporary differences are recognised to the extent that:

- It is probable that future taxable profit will be available against which the deductible temporary difference can be utilised, unless the differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction affects neither accounting profit nor taxable profit/tax loss;
- They relate to temporary differences associated with investments in subsidiaries and joint ventures to the extent that temporary differences will revert in the foreseeable future and it is probable that future taxable profit will be available against which the differences can be utilised;

Tax planning opportunities are only considered on evaluation of the recoverability of deferred tax assets and if the Group intends to use these opportunities or it is probable that they will be used.

iii) Measurement

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the years when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and reflecting the tax consequences that would follow from the manner in which the Group expects to recover or settle the carrying amount of its assets or liabilities.

At year end the Group reviews the carrying amount of deferred tax assets in order to reduce the carrying amount to the extent that it is not probable that sufficient taxable profit will be available to allow the deferred tax asset to be utilised.

Deferred tax assets that fail to meet the aforementioned terms are not recognised in the consolidated balance sheet. At year end the Group re-assesses compliance with terms for recognising deferred tax assets that previously had not been recognised.

(Continued)

iv) Classification and offsetting

The Group only offsets current tax assets and current tax liabilities if it has a legally enforceable right to set off the recognised amounts and it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group only offsets tax assets and liabilities where it has a legally enforceable right, when they relate to income taxes levied by the same taxation authority and the taxation authority permits the entity either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

r) Offsetting assets and liabilities, income and expenses

Liabilities cannot be offset by assets, nor expenses by income, unless permitted by a relevant standard or interpretation.

s) Classification of assets and liabilities as current

The Group presents the consolidated balance sheet classifying assets and liabilities as current and non-current. For this purpose assets and liabilities are classified as current when they satisfy the following criteria:

- Assets are classified as current where they are expected to be realised in, or are intended for sale or consumption in the Group's normal operating cycle, within twelve months after the balance sheet date or when they are held primarily for the purpose of being traded. Cash and cash equivalents are also classified as current, unless they are restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.
- Liabilities are classified as current when they are expected to be settled in the Group's normal operating cycle, are held primarily for the purpose of being traded, are due to be settled within twelve months after the balance sheet date or where the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.
- The Group classifies financial liabilities as current when they are due to be settled within twelve months after the balance sheet date, even if the original term was for a period longer than twelve months and an agreement to refinance or to reschedule payments, on a long-term basis is completed after the balance sheet date and before the consolidated annual accounts are authorised.
- Deferred tax assets and liabilities are recognised on the consolidated balance sheet under non-current assets or liabilities, irrespective of the expected date of realisation or settlement.

t) Segment Reporting

A business segment is a distinguishable component of the Group that is engaged in providing an individual product or service or a group of related products or services and that is subject to risks and returns that are different from those of other business segments within the Group. The factors that the Group considers in determining whether products or services are related include: the type of end customer, the risk and the return on the products or services.

A geographical segment is a distinguishable component of the Group that is engaged in providing products or services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments.

u) Environment

The Group takes measures to prevent, reduce or repair damage caused to the environment by its activities.

Expenses incurred in environmental activities are recognised as operating expenses in the year in which they are accrued.

Non-current assets used by the Group to minimise the environmental impact of its activity and protect and improve the environment, are recognised as tangible assets, applying the measurement criteria described above.

(Continued)

The Group makes provision for environmental activity when expenses incurred during the year or in prior years become known and are clearly specified as being of an environmental nature, although the amount and date to be incurred is not determined. These provisions are best estimates of the expense necessary to cover the obligation, taking into consideration the financial effect in the event of it being material. Compensation receivable by the Group in relation to the origin of environmental obligations is recognised as a receivable under assets, when it is assured that this reimbursement will be received, and without exceeding the amount of the obligation recognised.

4. **Segment Reporting**

Segment information is presented in respect of the Group's business and geographical segments. The Group uses business segments as its primary reporting format and geographical segments as its secondary reporting format.

At 31 December 2008 the Group comprises the following business segments, broken down into the following main products and services:

- **Pool**

The Pool division manufactures and commercialises in the swimming pool sector and complimentary sectors.

The Pool division includes private swimming pools (swimming pool equipment and accessories for which a whole range of items for the building, maintenance and usage of swimming pools, except for civil works, is manufactured and commercialised), public swimming pools (equipment and accessories for public swimming pools such as water parks, competition pools, hotels and resorts and wellness clinics) and large consumption swimming pools which cover swimming pool components, equipment and accessories ready for assembly and usage.

This division of Fluidra is the most consolidated from a production and commercial standpoint, with wide distribution networks in proximity to customers.

- **Water**

The Water division manufactures and distributes equipment and accessories for the piping, control, distribution and treatment of water.

The Water division includes the piping, control and distribution of fluids (manufacture of fittings and valves in all kinds of plastics and irrigation applications), water treatment (both for domestic and industrial use). This segregation by segments is based on strategic reasons, as due to the acquisitions of Cepex, Neokem and SNTE at the beginning of 2006 the Group commits itself to being a leader in the water sector, complementing a strategy based until then on development within the swimming pool sector. In addition, the types of distribution, customers, competitors etc are sufficiently broad enough in both segments to enable separate monitoring.

Inter-segment sales prices are established in accordance with normal commercial terms and conditions governing non-related third parties.

The Group operates geographically in all areas of the world, its main market being that of Europe. Its future strategic commitment will aim towards reducing the weight of activity in Europe in favour of developing international activity, including the US market. Therefore, the current geographical segments are: Europe and International.

For the presentation of information by geographical segment, revenue is presented based on the geographical location of the customers, while the segment's assets are presented based on their geographical location.

Details of financial information by the Group's business and geographical segments for 2008 and 2007 are shown in Appendix II to these consolidated annual accounts.

5. Business Combinations

Details of operations involving the most significant additions during 2007 and 2008 are as follows:

2007

- On 20 February 2007 the Group acquired 100% of the Irrigaronne Group and its subsidiaries (Irrigaronne, Airria and CFI Environnement), with turnover of approximately Euros 19,228 thousand at 31 December 2007, at a fixed price.
- On 2 April 2007 the Group acquired 80% of Aplicaciones Técnicas Hidráulicas S.L. (ATH), a company with a turnover of approximately Euros 18,225 thousand, to reinforce its presence in the water treatment sector. A fixed price has been paid for this acquisition and contingent quantities have been established subject to certain conditions. As a result of the aforementioned acquisition, the Group has extended a minority shareholder the right to a put option on 20% of the remaining amount, the exercise period of which is between 1 January 2010 and 31 December 2012 and the price of which is subject to the performance of the results of this company in the two years prior to exercising the put and call option. If the option is not exercised the Group will be entitled to exercise a call option equivalent to the aforementioned percentage to be exercised between 1 January 2013 and 31 December 2018 based on the same price formula as mentioned above. At 31 December 2008 the Group has recognised a non-current liability at the present value of the price of the aforementioned right amounting to Euros 2,377 thousand and has derecognised the carrying amount of the minority interest.
- On 8 May 2007 the Group exercised the call option on 20% of Comercial Exclusivas Internacionales Blage, S.L.'s (CEIBSA) share capital as agreed in the aforementioned sale and purchase agreement signed on 11 October 2006 and derecognised the liability. The Group has also acquired an additional 1.8% interest.
- On 18 May 2007 the Group acquired 86% of the share capital of Master Riego, S.A. to reinforce its presence in the irrigation equipment distribution sector. As a result of the aforementioned acquisition, a right over a call option has been extended to the Group on the remaining 14%, the exercise period of which is between 1 January 2010 and 1 January 2015 and the price of which is subject to the performance of the results of this company in the year prior to being exercised. On 31 July 2008 the Group exercised the call option on 14% of Master Riego, S.A., derecognising the liability recognised.
- On 1 October 2007 the Group acquired 80.06% of the capital of Pacific Industries, S.A.S. As a result of this acquisition, a right over a put option has been extended to the minority shareholder on the remaining 19.94%, the exercise period of which expires on 15 April 2011 and the price of which is subject to the performance of the results of this company in the year prior to exercising the option. At 31 December 2008 the Group has recognised a non-current liability at the present value of the price of the aforementioned right, amounting to Euros 2,561 thousand, and has derecognised the carrying amount of the minority interest.

2008

- On 15 January 2008 the Group proceeded with the acquisition 90% of the Italian company Swimming Pool Equipment Italy, S.r.l (SPEI), with turnover of approximately Euros 7,452 thousand. A fixed price has been paid for this acquisition and contingent quantities have been established subject to certain conditions. As a result of the aforementioned acquisition, the Group has extended a minority shareholder the right to a put option on 10% of the remaining amount, the exercise period of which is between 30 June 2010 and 31 December 2010 and the price of which is subject to the performance of the results of this company in the three years prior to exercising the right. At 31 December 2008 the Group recognised a non-current liability for the present value of the price of the aforementioned right, amounting to Euros 168 thousand, and has not recognised the minority interest.
- On 15 January 2008 the Group acquired 100% of the Italian company ME 2000, S.r.l. A fixed price was paid for this acquisition.
- On 23 May 2008 the Group acquired 80% of Caldereria Plástica del Norte S.L.(CALPLAS), a company with a turnover of approximately Euros 3,900 thousand, to reinforce its presence in the water treatment sector. A fixed price has been paid for this acquisition and contingent quantities have been established subject to certain conditions. As a result of the aforementioned acquisition, the Group has extended a minority

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shareholder the right to a put option on 20% of the remaining amount, and the minority shareholder has extended the Group a right to a call option, the exercise period of which is between 1 January 2012 and 31 December 2015 and the price of which is subject to the performance of the shareholders' equity and results of this company. At 31 December 2008 the Group has recognised a non-current liability at the present value of the price of the aforementioned right, amounting to Euros 1,623 thousand and has not recognised the minority interest

- On 9 July 2008 the Group acquired the business dedicated to the production of made-to-measure swimming pool liners and the commercialisation of PVC swimming pool materials and accessories from the related companies Interpool, S.A.S and Euroliner, S.A.R.L. The acquisition of these businesses involved the acquisition of customer portfolios, trademarks associated with the activity, and inventories at 30 June 2008, as well as the transfer of the personnel associated with this business. A fixed price of Euros 1,143 thousand and Euros 568 thousand, respectively, was established for this acquisition.

In addition, on 1 April 2008 the Group acquired an additional 21% of the capital of the Austrian subsidiary Schwimmbad-Sauna-Ausstattungs GmbH (SSA). The Group already held 74% of the capital of this company and continues with its joint control status in accordance with the agreements signed between shareholders. The Group has granted a put option to a minority shareholder for the remaining 5% of the share capital, the exercise period of which falls due on 15 December 2009, extendable until 31 December 2012. The strike price of the put option amounts to Euros 365 thousand, plus Euribor at twelve months accrued since 1 January 2004. As business control has not been obtained, this acquisition is not considered as an acquisition by stages and therefore the proportion of net assets from the first acquisition has not been re-measured.

During 2008 and 2007 no subsidiaries or associates have been derecognised.

The main businesses acquired, as mentioned above, have generated total consolidated profit of Euros 973 thousand for the Group from the acquisition dates to 31 December 2008 (Euros 1,833 thousand from those acquired during 2007)

Sales of goods and finished goods (including inter-Group company sales) corresponding to the acquired companies Swimming Pool Equipment Italy S.r.l., ME 2000, S.r.l., Calderería Plástica del Norte, S.L. (CALPLAS), businesses acquired from Interpool, S.A.S. and Euroliner, S.A.R.L. and the part acquired from Schwimmbad-Sauna-Ausstattungs GmbH (SSA) during 2008 amounted to Euros 16,927 thousand. Sales to third parties (excluding inter-Group company sales) of these companies and for the same period amounted to Euros 16,308 thousand.

Sales of goods and finished goods (including inter-Group company sales) corresponding to the acquired companies IRRIGARONNE, ATH, Master Riego, S.A. and Pacific Industries, S.A.S. for 2007 amounted to Euros 35,489 thousand. Sales to third parties (excluding inter-Group company sales) of these companies during 2007 amounted to Euros 34,984 thousand.

If the acquisitions of Swimming Pool Equipment Italy, S.r.l. ME 2000, S.r.l., Calderería Plástica del Norte S.L. (CALPLAS), Schwimmbad-Sauna-Ausstattungs GmbH (SSA), and the businesses of Interpool, S.A.S. and Euroliner, S.A.R.L. had taken place at 1 January 2008, the Group's sales of goods and finished goods and the consolidated profit for 2008 would have been Euros 7,362 thousand and Euros 97 thousand higher, respectively.

If the acquisitions of Groupe Irrigaronne, ATH Aplicaciones Técnicas Hidráulicas, S.L., Master Riego, S.A. and Pacific Industries, S.A.S. had taken place at 1 January 2007, the Group's sales of goods for resale and finished goods and the consolidated profit for 2007 would have been Euros 18,194 thousand and Euros 1,566 thousand higher, respectively.

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Aggregate details of the cost of business combinations during 2007, the fair value of net assets acquired and goodwill are as follows:

	Thousands of Euros
Cost of business combinations	
Cash paid	24,464
Fair value of deferred payments	14,147
Directly attributable costs	596
Total cost of combinations	39,207
 Fair value of net assets acquired	 17,296
Goodwill	21,911

Intangible assets which have not been recognised separately from goodwill, and which are included as part of goodwill as they do not meet the separability requirements established by EU IFRS, mainly relate to the distribution networks, workforce and synergies of the businesses acquired.

(Continued)

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The amounts recognised at the acquisition date of assets, liabilities and contingent liabilities in the businesses acquired during 2007 are as follows:

	Thousands of Euros	
	Fair value	Carrying amount
Property, plant and equipment	1,820	1,820
Other intangible assets	13,955	916
Available-for-sale financial assets	76	76
Trade and other receivables	18,815	18,815
Inventories	9,139	9,334
Cash and cash equivalents	825	825
 Total assets	 44,630	 31,786
 Loans and borrowings	 5,944	 5,944
Trade and other payables	14,329	14,329
Current tax liabilities	528	528
Other provisions and other non-current liabilities	679	679
Other current liabilities	1,335	1,335
Deferred tax liabilities	4,425	27
 Total liabilities and contingent liabilities	 27,240	 22,842
 Total net assets	 17,390	 8,944
 Minority interest	 (94)	
 Total net assets acquired	 17,296	
 Consideration paid, satisfied in cash	 24,464	
Cash and cash equivalents	825	
 Cash flow paid for acquisitions	 23,639	

(Continued)

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Aggregate details of the cost of business combinations during 2008, the fair value of net assets acquired and goodwill are as follows:

	Thousands of Euros
Cost of business combinations	
Cash paid	9,323
Fair value of deferred payments	5,506
Directly attributable costs	<u>43</u>
Total cost of combinations	<u>14,872</u>
 Fair value of net assets acquired	 <u>5,765</u>
Goodwill	<u>9,107</u>

Intangible assets which have not been recognised separately from goodwill, and which are included as part of goodwill as they do not meet the separability requirements established by EU IFRS, mainly relate to the distribution networks, workforce and synergies of the businesses acquired.

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The amounts recognised at the acquisition date of assets, liabilities and contingent liabilities in the businesses acquired during 2008 are as follows:

	Thousands of Euros	
	Fair value	Carrying amount
Property, plant and equipment	3,485	2,195
Other intangible assets	1,708	213
Other non-current financial assets	1,112	1,112
Deferred tax assets	225	225
Trade and other receivables	4,612	4,612
Inventories	3,406	3,654
Cash and cash equivalents	261	261
Total assets	14,809	12,272
Loans and borrowings	3,201	3,201
Trade and other payables	3,478	3,478
Current tax liabilities	781	781
Other non-current liabilities	105	105
Otras provisiones	577	577
Deferred tax liabilities	902	32
Total liabilities and contingent liabilities	9,044	8,174
Total net assets	5,765	4,098
Minority interest	-	-
Total net assets acquired	5,765	-
Consideration paid, satisfied in cash	9,323	-
Cash and cash equivalents	261	-
Cash flow paid for acquisitions	9,062	-

During 2008, the company has paid the amount of 5.124 thousand of Euros in relation to acquisitions of subsidiary companies, produced during previous years.

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6. Property, Plant and Equipment

Details of and movement in property, plant and equipment during 2008 and 2007 are as follows:

Thousands of Euros							
	Balances at 31.12.06	Business combinations	Additions	Disposals	Transfers	Translation differences	Balances at 31.12.07
Cost							
Land and buildings	73,329	437	2,547	(538)	455	(101)	76,129
Plant and machinery	103,823	1,124	7,454	(3,605)	(90)	(195)	108,511
Other installations, equipment and furniture	81,930	984	7,532	(3,554)	201	(338)	86,755
Other fixed assets	15,554	806	2,760	(1,564)	2,896	(107)	20,345
Work in progress	5,222	-	2,932	(146)	(3,480)	(3)	4,525
	<u>279,858</u>	<u>3,351</u>	<u>23,225</u>	<u>(9,407)</u>	<u>(18)</u>	<u>(744)</u>	<u>296,265</u>
Accumulated depreciation							
Buildings	(8,913)	(98)	(1,992)	(7)	480	61	(10,469)
Plant and machinery	(58,188)	(456)	(10,174)	3,205	692	99	(64,822)
Other installations, equipment and furniture	(59,763)	(450)	(8,268)	3,183	1,545	237	(63,516)
Other fixed assets	(10,079)	(527)	(2,176)	1,283	(2,699)	60	(14,138)
	<u>(136,943)</u>	<u>(1,531)</u>	<u>(22,610)</u>	<u>7,664</u>	<u>18</u>	<u>457</u>	<u>(152,945)</u>
Carrying amount	<u>142,915</u>	<u>1,820</u>	<u>615</u>	<u>(1,743)</u>	<u>-</u>	<u>(287)</u>	<u>143,320</u>
Thousands of Euros							
	Balances at 31.12.07	Business combinations	Additions	Disposals	Transfers	Translation differences	Balances at 31.12.08
Cost							
Land and buildings	76,129	3,663	1,084	(1,394)	1,373	(292)	80,563
Plant and machinery	108,511	738	11,367	(1,574)	963	(827)	119,178
Other installations, equipment and furniture	86,755	448	7,596	(848)	1,837	(711)	95,077
Other fixed assets	20,345	270	1,751	(1,277)	(1,178)	(259)	19,652
Work in progress	4,525	-	2,056	(382)	(3,379)	(12)	2,808
	<u>296,265</u>	<u>5,119</u>	<u>23,854</u>	<u>(5,475)</u>	<u>(384)</u>	<u>(2,101)</u>	<u>317,278</u>
Accumulated depreciation							
Buildings	(10,469)	(1,034)	(2,463)	219	(174)	165	(13,756)
Plant and machinery	(64,822)	(125)	(9,735)	1,084	(665)	549	(73,714)
Other installations, equipment and furniture	(63,516)	(265)	(6,864)	635	(2,004)	585	(71,429)
Other fixed assets	(14,138)	(210)	(2,350)	889	2,833	125	(12,851)
	<u>(152,945)</u>	<u>(1,634)</u>	<u>(21,412)</u>	<u>2,827</u>	<u>(10)</u>	<u>1,424</u>	<u>(171,750)</u>
Carrying amount	<u>143,320</u>	<u>3,485</u>	<u>2,442</u>	<u>(2,648)</u>	<u>(394)</u>	<u>(677)</u>	<u>145,528</u>

a) Mortgaged property, plant and equipment

At 31 December 2008 property, plant and equipment with a carrying amount of Euros 9,756 thousand (Euros 10,506 thousand in 2007) are mortgaged to secure payment of certain bank loans (see note 19).

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b) Insurance

The consolidated Group has contracted several insurance policies to cover the risk of damage to its property, plant and equipment. The coverage of these policies is considered sufficient.

(c) Assets acquired through finance lease

The Group has the following kinds of asset contracted through finance lease at 31 December 2008 and 2007:

	Thousands of Euros	
	2008	2007
Buildings	30,561	27,756
Plant and machinery	6,296	7,317
Other installations	924	561
Furniture	123	160
Information technology equipment	510	491
Moulds	853	1,026
Motor vehicles	1,134	875
Other assets	439	563
	40,840	38,749
Less, accumulated depreciation	(9,383)	(7,139)
Balance at 31 December	31,457	31,610

The main characteristics of the most significant finance lease contracts are as follows:

1) Pexce Inmobiliaria, S.L.: property lease with BBVA for the purchase of an industrial building in La Garriga at a cost value of Euros 10,700 thousand. Contract signed on 21 December 2004 and the last instalment falling due on 21 December 2019. Instalments are settled on a monthly basis and the amount due at 31 December 2008 is Euros 9,288 thousand (Euros 9,800 thousand in 2007), with a purchase option of Euros 100 thousand. This property lease accrues interest at a fixed rate of 3.8% until 2013 and a floating interest rate based on Euribor plus a 0.5% spread.

2) Aquambiente, S.A.: property lease with BPI bank for an industrial building in Portugal at a cost value of Euros 1,674 thousand. Contract signed on 4 November 2005 and the last instalment falling due on 4 November 2020. Instalments are settled on a monthly basis and the amount due at 31 December 2008 is Euros 1,435 thousand (Euros 1,508 thousand in 2007), with a purchase option of Euros 167 thousand. This property lease accrues floating interest based on Euribor plus a 1% spread.

3) Astral Italia, S.P.A.: property lease with Italease Spa for an industrial building in Bedizzole (Italy) at a cost value of Euros 2,006 thousand. Contract signed on 4 October 2001 and the last instalment falling due on 4 October 2009. Instalments are settled on a monthly basis and the amount due at 31 December 2008 is Euros 186 thousand (Euros 517 thousand in 2007), with a purchase option of Euros 25 thousand. This property lease accrues floating interest based on Euribor plus a 1% spread.

4) Hydros swim International: property lease with Fructicom (the Natixis Group) and Natiocredimurs to finance an industrial unit in La Chevrolière (France), at a cost value of Euros 1,900 thousand. Contract signed on 25 May 2007 and the last instalment falling due on 1 July 2019. Instalments are settled on a quarterly basis and the amount due at 31 December 2008 is Euros 1,777 thousand

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(Euros 1,900 thousand in 2007), with a purchase option of Euros 1. This property lease accrues floating interest based on Euribor plus a 0.85% spread.

5) ME 2000: Property lease with Hypo Alpe-Adria Bank S.p.A. for the acquisition of the industrial building located in Comunna de Calcinado (Brescia) at a cost value of Euros 1,923 thousand. Contract signed on 22 November 2001 and maturity date extended to 22 November 2016. Instalments are settled on a monthly basis and the amount due at 31 December 2008 is Euros 1,242 thousand, with a purchase option of Euros 769 thousand. This property lease accrues interest at a floating rate based on Euribor plus a 3.20% spread.

6) ME 2000: Property lease with Hypo Alpe-Adria Bank S.p.A. for the extension of the industrial building located in Comunna de Calcinado (Brescia) at a cost value of Euros 512 thousand. Contract signed on 30 November 2003 and maturity date extended to 20 August 2018. Instalments are settled on a monthly basis and the amount due at 31 December 2008 is Euros 287 thousand, with a purchase option of Euros 205 thousand. This property lease accrues interest at a floating rate based on Euribor plus a 2.10% spread.

A reconciliation between the minimum payments due for the leases at 31 December 2008 and 2007 and their present values are shown in note 19.

Details of the terms in which these payments fall due are shown in note 19, together with the rest of the Group's borrowings. Finance lease liabilities are effectively guaranteed in such a way that the rights to the leased asset are reverted to the lessor in the event of non-compliance.

During the year no contingent rent from these contracts has been paid, except for the interest differential resulting from annual Euribor evolution, in accordance with the original terms agreed in these contracts.

7. Goodwill and Other Intangible Assets

Details of and movement in goodwill and other intangible assets during 2008 and 2007 are as follows:

a) Goodwill

	Thousands of Euros					
	Balances at 31.12.06	Business combinations	Additions	Impairment	Translation differences	Balances at 31.12.07
Cost						
Goodwill	128,802	21,911	188	(1,282)	(406)	149,213

	Thousands of Euros					
	Balances at 31.12.07	Business combinations	Additions	Impairment	Translation differences	Balances at 31.12.08
Cost						
Goodwill	149,213	9,107	726	(649)	(2,362)	156,035

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b) Other intangible assets

Thousands of Euros						
	Balances at 31.12.06	Business combinations	Additions	Dispos als	Transfers	Balances at 31.12.07
Cost						
Product development costs in progress	1,000	-	4,107	(60)	-	5,020
Customer relationships	27,023	9,424	-	-	-	36,458
Software	3,069	284	997	(40)	11	4,306
Patents	2,066	5,688	247	(249)	6	7,737
Trademarks	2,227	-	-	-	-	2,227
Other intangible assets	195	-	836	(69)	(8)	892
	35,580	15,396	6,187	(418)	9	56,640
Accumulated amortization						
Product development costs	-	-	(691)	(9)	(21)	(714)
Customer relationships	(2,962)	-	(5,811)	-	-	(8,763)
Software	(2,023)	(188)	(630)	36	-	(2,796)
Patents	(1,299)	(1,253)	(319)	242	10	(2,602)
Trademarks	-	-	-	-	-	-
Other intangible assets	(66)	-	(58)	29	2	(45)
	(6,350)	(1,441)	(7,509)	298	(9)	(14,920)
Carrying amount	29,230	13,955	(1,322)	(120)	-	41,720

Thousands of Euros						
	Balances at 31.12.07	Business combinations	Additions	Dispos als	Transfers	Balances at 31.12.08
Cost						
Product development costs in progress	5,020	-	4,502	(136)	(56)	9,247
Customer relationships	36,458	374	-	-	-	36,174
Software	4,306	67	1,171	(157)	409	5,796
Patents	7,737	-	232	(121)	33	7,836
Trademarks	2,227	1,313	-	-	-	3,540
Other intangible assets	892	40	110	(40)	(88)	1,008
	56,640	1,794	6,015	(454)	298	63,601
Accumulated amortization						
Product development costs	(714)	-	(2,640)	179	(35)	(3,187)
Customer relationships	(8,763)	-	(5,772)	-	(9)	(14,305)
Software	(2,796)	(62)	(921)	157	-	(3,622)
Patents	(2,602)	-	(524)	53	22	(3,017)
Trademarks	-	-	-	-	-	-
Other intangible assets	(45)	(24)	(89)	39	11	(192)
	(14,920)	(86)	(9,946)	428	(11)	(24,323)
Carrying amount	41,720	1,708	(3,931)	(26)	287	39,278

(Continued)

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There are no guaranteed intangible assets.

Additions of product development costs in progress of Euros 4,502 thousand comprise own expenses capitalised.

The cost of fully amortised intangible assets in use at 31 December 2008 amounts to Euros 2,071 thousand (Euros 1,467 thousand in 2007). These items mainly relate to software.

Details of the carrying amount and residual amortization period of individually significant intangible assets at 31 December 2008 and 2007, before translation differences, are as follows:

Description of asset	Residual useful life	Thousands of Euros	
		2008	2007
Customer portfolio			
Cepex	3 - 7	6,524	8,153
Neokem and SNTE	4 - 19	9,073	11,339
Hurlcon	5 - 6	2,033	2,938
Irrigaronne	4	1,906	2,382
Pacific	4 - 14	1,983	2,269
Calderería Plástica del Norte	8	347	-
Contractual relationships		-	611
		<u>21,866</u>	<u>27,692</u>

(c) Impairment of goodwill and intangible assets with indefinite useful lives

In addition to goodwill the Group has recognised a trademark for a carrying amount of Euros 2,227 thousand. This trademark has an indefinite useful life as no clear factors exist which enable a conclusion to be reached on its useful life. Group management considers that the current margin premium associated with this trademark will be maintained. As a result of the business combination carried out in 2006 this trademark is assigned to the Neokem subgroup.

The Group has also recognised a trademark for a carrying amount of Euros 1,313 thousand. This trademark has an indefinite useful life as no clear factors exist which enable a conclusion to be reached on its useful life. Group management considers that the current margin premium associated with this trademark will be maintained. As a result of the business combination carried out in 2008 this trademark is assigned to the Swimco subgroup.

For the purpose of impairment testing, goodwill and intangible assets with indefinite useful lives have been allocated to the Group's cash-generating units (CGU) in accordance with the business segment and its CGUs or groups of CGUs.

(Continued)

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Goodwill allocated by CGU or groups of CGUs at 31 December 2008 and 2007 is as follows:

	Segment	Thousands of Euros	
		2008	2007
Astral Pool, S.A.U. and subsidiaries	Pool	34,051	33,250
Auric Pool, S.A.U. and subsidiaries	Pool	27,557	26,927
Manufacturas Gre, S.A.	Pool	23,741	23,741
Hydrosxim International, S.A.S.	Pool	-	749
Certikin Internacional LTD	Pool	3,062	4,047
Schwimmbad-Sauna-Ausstattungs GmbH	Pool	5,146	3,346
MTH-Moderne Wassertechnik AG	Pool	1,440	1,465
I.D. Electroquímica, S.L.	Pool	2,680	2,680
Comercial de Exclusivas Internacionales Blage, S.A.	Pool	3,031	2,728
Hurlcon Holdings, PTY LTD and subsidiaries	Pool	5,477	6,624
Pacific Industries, S.A.S.	Pool	5,816	5,816
Swimnig Pool Equipment Italy, S.R.L.	Pool	1,309	-
Cepex Holding, S.A. and subsidiaries	Water	20,906	20,553
Neokem Grup, S.A. and subsidiaries and Snte Agua Group, S.A. and subsidiaries	Water	10,561	9,791
Irrigaronne, S.A.S.	Water	7,496	7,496
Caldereria Plástica del Norte, S.L.	Water	3,762	-
Total		156,035	149,213

The recoverable amount of each CGU is based on value in use calculations. Those calculations use cash flow projections based on financial budgets approved by management which cover a period of five years. Generally, for those CGUs located in markets which are not undergoing expansion, these projections include a decrease in income/yield forecast for 2009/2010, continuing with the decline in 2008, the beginning of a recovery in 2010/2011, with 2007 sales/yield levels estimated to be reached in 2012 (projection base for perpetual yield) and mostly remaining below these levels in the majority of cases. Cash flows beyond the period of four years are extrapolated using a 2% estimated growth rate. The growth rate does not exceed the medium to long-term average growth rate for the Pool and Water businesses in which the CGUs operate. Discount rates after tax range between 10% and 12% according to the CGU and reflect specific risks relating to relevant segments.

8. Investment Property

Details of and movement in investment property during 2008 and 2007 are as follows:

	Thousands of Euros				
	Balances at 31.12.06	Additions	Disposals	Transfers	Balances at 31.12.07
Cost					
Land	3,302	-	(2,081)	-	1,221
Buildings	1,759	-	(694)	-	1,065
	5,061	-	(2,775)	-	2,286
Accumulated depreciation					
Buildings	(595)	(35)	462	-	(168)
	(595)	(35)	462	-	(168)
Carrying amount	4,466	(35)	(2,313)	-	2,118

(Continued)

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	Thousands of Euros			
	Balances at 31.12.07	Additions	Disposals	Balances at 31.12.08
Cost				
Land	1,221	-	-	1,221
Buildings	1,065	-	-	1,179
	2,286	-	-	2,400
Accumulated depreciation				
Buildings	(168)	(30)	-	(206)
	(168)	(30)	-	(206)
Carrying amount	2,118	(30)	-	2,194

The fair value of investment property does not differ substantially from the carrying amount.

9. Investments Accounted for Using the Equity Method

Movement in investments accounted for using the equity method is as follows:

	Thousands of Euros	
	2008	2007
Balance at 1 January	137	68
Additions	198	63
Transfers	-	(115)
Share of profit/(losses)	(209)	121
Dividends received	(6)	-
Balance at 31 December	120	137

Details of the investments accounted for using the equity method for 2008 and 2007 are as follows:

			2008				
			Thousands of Euros				
	Country	% ownership	Assets	Liabilities	Equity	Income	Profit/(loss)
Inquevap S.L.	Spain	30.5	1,493	1,542	(49)	3,041	(312)
Astral Nigeria, LTD	Nigeria	25	243	60	183	888	42
Laminats de Catalunya, S.L	Spain	25	2,288	1,993	295	131	(497)
			4,024	3,595	429	4,060	(767)

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			2007				
			Thousands of Euros				
	Country	% ownership	Assets	Liabilities	Equity	Income	Profit/(loss)
Inquevap AIE	Spain	30	1,257	945	312	1,021	(16)
Astral Nigeria, LTD	Nigeria	25	277	109	168	63	45
			1,534	1,054	480	1,084	29

10. Joint Ventures

The Group has a joint venture in Schwimmbad-Sauna-Ausstattungs Gmbh in which it participates in 95% of the economic rights 74% in 2007). In accordance with an agreement between shareholders, common control is exercised over the business combination. Details of the total current assets and liabilities, non-current assets and liabilities, income and expense of the joint venture for 2008 and 2007 are as follows:

		Thousands of Euros	
		2008	2007
Current assets		5,627	4,379
Non-current assets		446	202
Current liabilities		1,939	1,008
Non-current liabilities		356	1,025
Sales income		21,663	18,038
Costs of sale		15,690	13,072

Schwimmbad-Sauna-Ausstattungs, GMBH, with registered offices in Salzburg (Austria), the principal activity of which is the commercialisation of swimming pool products, is invested in by Astral Pool, S.A. and other individuals with which it has common control.

(Continued)

11. Current and Non-current Financial Assets

Details of other current and non-current financial assets are as follows:

	Note	Thousands of Euros	
		2008	2007
Available-for-sale financial assets		2,356	2,571
Guarantee deposits		3,308	2,426
Other financial assets		-	238
Derivative financial instruments	12	47	604
Impairment valuation allowances		(28)	(68)
Total non-current		<u>5,683</u>	<u>5,771</u>
Available-for-sale financial assets		113	712
Guarantee deposits		3,109	37
Derivative financial instruments	12	89	181
Total current		<u>3,311</u>	<u>930</u>

Movement in available-for-sale financial assets is as follows:

	Thousands of Euros	
	2008	2007
At 1 January	3,283	4,853
Additions	-	897
Business combinations	1,058	76
Disposals	(1,731)	(2,438)
Adjustment to fair value recognised in equity	(7)	(105)
Adjustment to fair value recognised in profit and loss	(134)	-
At 31 December	2,469	3,283
Less: current portion	<u>(113)</u>	<u>(712)</u>
Total non-current	<u>2,356</u>	<u>2,571</u>

Non-current available-for-sale assets mainly relate to perpetual debt securities quoted on an over-the-counter market and which accrue a rate of interest based on Euribor, increased by three percentage points. Current balances relate to bonds and treasury bonds accruing interest at market rates.

The fair value of quoted securities is calculated based on the quoted value at the closing date of the consolidated annual accounts.

(Continued)

12. Derivative Financial Instruments

Details of derivative financial instruments are as follows:

2008					
Notional amount	Thousands of Euros				
	Fair values				
	Assets		Liabilities		
	Non-current	Current	Non-current	Current	
1) Derivatives held for trading					
a) <i>Exchange-rate derivatives</i>					
Foreign currency forwards	2,971	-	86	-	4
Total derivatives traded in OTC markets		-	86	-	4
b) <i>Interest-rate derivatives</i>					
Interest rate swaps	95,334	-	3	2,047	303
Interest-rate and currency swaps	3,969	36	-	-	-
Interest-rate options in OTC markets	4,493	11	-	-	-
Total derivatives traded in OTC markets		47	3	2,047	303
Total derivatives held for trading		47	89	2,047	307
2) Hedging derivatives					
a) <i>Cash flow hedges</i>					
Interest rate swaps	25,000	-	-	696	-
Total hedging derivatives		-	-	696	-
Total recognised derivatives		47	89	2,743	307
		(Note 11)	(Note 11)		
2007					
Notional amount	Thousands of Euros				
	Fair values				
	Assets		Liabilities		
	Non-current	Current	Non-current	Current	
Derivatives held for trading					
a) <i>Exchange-rate derivatives</i>					
Foreign currency forwards	7,683	-	181	-	79
Options traded in OTC markets	1,359	-	-	-	24
Total derivatives traded in OTC markets		-	181	-	103
b) <i>Interest-rate derivatives</i>					
Interest rate swaps	181,276	599	-	851	-
Interest-rate and currency swaps	4,684	-	-	91	-
Interest-rate options in OTC markets	5,990	5	-	-	-
Total derivatives traded in OTC markets		604	-	942	-
Total derivatives held for trading		604	181	942	103
		(Note 11)	(Note 11)		

(Continued)

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The total variation in estimated fair value of derivatives held for trading, using measurement techniques recognised in profit and loss has been Euros 1,943 thousand (Euros 33 thousand in 2007) (see note 30).

The total change in estimated fair value of hedging instruments using measurement techniques recognised in equity, as they relate to effective hedging, has been Euros 696 thousand.

Total cash flow hedges transferred from recognised income and expense in equity to the consolidated income statement amounts to Euros 56 thousand.

a) Interest rate swaps

The Group uses interest rate swaps instruments for floating to fixed rates with or without deactivating barriers, with fixed rate values ranging between 2.37% and 4.67% and with barrier intervals between 4-5.75%. These derivatives are used to manage interest rate fluctuation exposure, mainly relating to its bank loans. The inception and maturity dates of derivatives at 31 December 2008 are as follows:

Notional amount in thousands of Euros	Start date	End date	Derivatives held for trading
			Type of derivative
1,354	24/11/2004	24/11/2009	Knock-in Knock-out
150	27/12/2004	27/09/2009	Fixed-rate swap
9,242	21/12/2004	21/10/2019	Barrier swap
8,000	07/06/2006	07/06/2011	Up-and-out barrier swap
8,081	22/09/2006	22/09/2011	Up-and-out barrier swap
12,000	02/02/2007	08/03/2009	Up-and-out barrier swap
1,094	10/04/2006	22/12/2009	Fixed-rate swap
1,000	06/06/2006	06/06/2011	Up-and-out barrier swap
10,000	29/09/2006	29/09/2011	Up-and-out barrier swap
2,649	11/10/2006	13/10/2014	Up-and-out barrier swap with rebate
2,555	25/10/2006	24/10/2014	Up-and-out barrier swap with rebate
4,493	21/11/2006	21/11/2009	Cap option
3,969	01/12/2006	20/10/2013	Cap option and exchange-rate hedge
11,416	16/02/2008	16/02/2014	Barrier swap
7,586	30/03/2007	30/03/2014	Barrier swap
4,018	03/05/2007	03/05/2014	Barrier swap
3,969	09/05/2007	20/10/2013	Barrier swap
500	20/04/2006	20/04/2011	Up-and-out barrier swap
1,094	28/07/2005	28/07/2010	Barrier swap
2,920	11/11/2005	11/11/2010	Barrier swap
1,448	27/07/2007	24/06/2012	Up-and-out barrier swap
2,986	14/09/2007	30/08/2013	Knock-in Knock-out
1,272	17/10/2007	08/10/2012	Knock-in Knock-out
2,000	14/01/2008	14/01/2015	Knock-in Knock-out

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Hedging derivatives			
Notional amount in thousands of Euros	Start date	End date	Type of Derivative
7,500	15/05/2008	31/03/2010	Fixed-rate swap
7,500	15/05/2008	31/03/2010	Fixed-rate swap
5,000	15/05/2008	31/03/2010	Fixed-rate swap
5,000	15/05/2008	31/03/2010	Fixed-rate swap
<u>25,000</u>			

The Group does not apply hedge accounting on these contracts due to the difficulty in testing effectiveness in accordance with the standard. Therefore, although these contracts hedge the Group's exposure to interest rate fluctuations, the majority are recognised as though they are held for trading.

A breakdown by notional amount and residual maturity term of swaps existing at consolidated balance sheet date is as follows:

	Thousands of Euros	
	2008	2007
Up to 1 year	14,598	-
Between 1 and 5 years	71,746	137,723
More than 5 years	42,452	54,227
	<u>128,796</u>	<u>191,950</u>

Because they are derivatives which cannot be traded on organised markets, the fair value of swaps is calculated using the revised value of the expected cash flows due to the difference in rates, based on market conditions at the measurement date.

b) Foreign currency forward contracts

In order to manage its exchange rate exposure in forward outright sale and purchase contracts, the Group has entered into purchase and sale forward contracts on the main markets in which it operates. Nevertheless, although these derivative hedge transactions in foreign currency, the Group does not apply hedge accounting due to the difficulty in testing effectiveness as required by the standard.

A breakdown by type of currency, of the notional amounts of forward contracts at 31 December 2007 and 2008, the residual values of which are of less than one year, is as follows:

	Thousands of Euros	
	2008	2007
USD	1,821	3,478
GBP	1,150	5,564
	<u>2,971</u>	<u>9,042</u>

The fair values of these forward contracts have been estimated using discounted cash flows based on forward exchange rates available from public databases at the balance sheet date.

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Losses and gains on measuring or settling these contracts have been taken to profit or loss during the year.

13. Inventories

Details of inventories are as follows:

	Thousands of Euros	
	2008	2007
Goods for resale	42,888	47,108
Raw materials and other supplies	34,765	34,220
Finished goods and work in progress	88,334	83,694
	<u>165,987</u>	<u>165,022</u>

At 31 December 2008 and 2007 the Group does not have any inventories, the recovery period of which is estimated to be greater than 12 months from the consolidated balance sheet date.

As a result of business combinations taking place in 2008, inventories have been included as follows:

	Thousands of Euros
Goods for resale	1,988
Raw materials and other supplies	1,304
Finished goods and work in progress	114
	<u>3,406</u>

Consolidated Group companies have contracted various insurance policies to cover the risk of damages to inventories. The coverage of these policies is considered sufficient.

There are no relevant commitments to purchase or sell goods.

During 2008 the Group has impaired inventories to adjust them to their net realisable value amounting to Euros 2,733 thousand (Euros 4,347 thousand during 2007). (see note 23).

14. Trade and Other Receivables

Details of trade and other receivables in the consolidated balance sheet are as follows:

	Thousands of Euros	
	2008	2007
<u>Non-current</u>		
Other non-current receivables (see note 31)	2,073	1,365
<u>Current</u>		
Trade receivables	167,602	157,837
Other receivables and prepayments	8,158	8,878
Public entities	8,282	13,489
Current income tax assets	1,705	258
Provisions for impairment and uncollectability	(18,815)	(13,112)
Total current	<u>166,932</u>	<u>167,350</u>

Fair values of trade and other receivables coincide with their carrying amounts.

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As the Group has a large number of customers, there is no concentration of credit risk with regard to trade receivables in any of its segments.

The most significant balances in foreign currencies at 31 December 2008 and 2007 are as follows:

Trade receivables:

	Thousands of Euros	
	2008	2007
US Dollar	10,326	4,824
Australian Dollar	5,089	6,040
United Arab Emirates Dirham	4,739	3,793
Pounds Sterling	5,443	6,500
Chilean Peso	1,255	1,244
Turkish Lira	1,717	759
Moroccan Dirham	2,056	1,987
Mexican Peso	1,688	952
	<u>32,313</u>	<u>26,099</u>

Receivables from public entities are as follows:

	Thousands of Euros	
	2008	2007
Taxation authorities		
VAT	7,285	12,301
Other items	997	1,188
	<u>8,282</u>	<u>13,489</u>

Movement in valuation allowances for impairment and uncollectability for 2008 and 2007 is as follows:

	Thousands of Euros
Balance at 31 December 2006	11,695
Charge for the year	4,515
Business combinations	403
Translation differences	(81)
Impairment reversals	(1,305)
Write-offs	(2,115)
Balance at 31 December 2007	<u>13,112</u>
Charge for the year	9,545
Business combinations	444
Translation differences	(215)
Impairment reversals	(1,716)
Write-offs	(2,355)
Balance at 31 December 2008	<u>18,815</u>

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15. Cash and Cash Equivalents

Details of cash and cash equivalents are as follows:

	Thousands of Euros	
	2008	2007
Cash in hand and at banks	23,734	49,115
Current bank deposits	8,661	3,873
	<u>32,395</u>	<u>52,988</u>

Current bank deposits accrue interest at market rates.

During 2008 and 2007 the Group has carried out investment and/or financing operations which have not involved the use of cash or cash equivalents. These operations are as follows:

- The Group has acquired property, plant and equipment under finance lease in 2008 amounting to Euros 880 thousand financed with a debt of the same amount (Euros 3,754 thousand financed with a debt for the same amount in 2007)

In 2008 the Group has acquired businesses for Euros 14,829 thousand, financed by a debt of Euros 5,506 thousand (Euros 38,611 thousand financed by a debt of Euros 14,147 thousand in 2007).

16. Equity

A breakdown and movement in equity is shown in the consolidated statement of changes in equity.

a) Share capital

At 31 December 2008 the share capital of Fluidra, S.A. is represented by 112,629,070 ordinary shares of Euros 1 par value each, which are fully paid up. These shares are represented by book entries which are recognised in the corresponding accounting record. All shares have the same voting and profit-sharing rights.

On 31 October 2007 Fluidra, S.A. (the Company) was floated on the stock market. This process was conducted through the public offering of 44,082,943 ordinary shares of Euro 1 par value each.

Since that date, these shares representing the Company's share capital have been listed on the Barcelona, Madrid, Valencia and Bilbao stock exchanges and on the electronic stock market.

The Company only becomes aware of the identity of its shareholders when information is voluntarily provided by them or in compliance with prevailing legislation. Based on the information held by the Company, its most significant shareholders at 31 December 2008 are as follows:

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	Percentage ownership
Boyser, S.R.L.	14.12%
Edrem, S.L.	13.50%
Dispur, S.L.	12.05%
Bansabadell Inversió Desenvolupament, S.A.	9.67%
Aniol, S.L.	8.50%
Grupo Corporativo Empres. Caja de Navarra	5.00%
Bestinver Gestión, S.A. SGIIC	5.00%
Other shareholders	32.16%
	<u>100.00%</u>

b) Share premium

This reserve is freely distributable, with the exception of what is outlined in section f) of this note.

c) Legal reserve

In accordance with the amended text of the Spanish Companies Act, 10% of the profits for the year should be taken to a legal reserve until such a reserve reaches an amount equal to at least 20% of the share capital.

The legal reserve may be used to increase share capital provided that the balance left on the reserve is at least equal to 10% of the nominal value of the total share capital after the increase. Other than for the aforementioned purpose, while this reserve does not exceed 20% of share capital, it can be used to offset losses if no other reserves are available.

d) Parent shares

Movement in treasury shares during 2007 and 2008 has been as follows:

	Euros		
	Number of shares	Par value	Average cost of acquisition/disposal
Balances at 01.01.07	-	-	-
Acquisitions	241.079	241.079	5.8923
Disposals	(102.157)	(102.157)	5.9608
Balances at 31.12.07	<u>138.922</u>	<u>138.922</u>	<u>5.8950</u>
Acquisitions	1.993.511	1.993.511	3.8073
Disposals	-	-	-
Balances at 31.12.08	<u>2.132.433</u>	<u>2.132.433</u>	<u>3.9433</u>

In an extraordinary general meeting held on 5 September 2007 the shareholders authorised the board of directors to directly or indirectly acquire treasury shares, especially and without limit, to fulfil the share option plan for the management team (including executive directors) and to cover the employees' tranche of the public offering of the Company's shares (see note 34). This authorisation is for a period of 18 months as from 6 September 2007.

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At the general ordinary meeting held on 30 May 2008 the shareholders of Fluidra, S.A., in accordance with articles 75 and subsequent articles of the Spanish Companies Act, authorised the Company to proceed with the acquisition of treasury shares directly or through group companies, rendering null and void the authorisations given by the shareholders at the meeting held on 5 September 2007. The shareholders also authorised the Company to apply the treasury share portfolio to execute or cover remuneration packages.

At the board of directors' meeting held on 28 August 2008, the directors unanimously agreed to ratify the actions of the Company's managing director, Mr Eloy Planes Corts, regarding treasury shares, therefore executing the authorisations granted to the Board by the shareholders at an extraordinary general meeting held on September 2007 and at an ordinary general meeting held on 30 May 2008.

The board of directors unanimously agreed to authorise the managing director, Mr Eloy Planes Corts, to acquire treasury shares of the Company upto a maximum number which cannot exceed 2% of the Company's capital. This authorisation is valid until 31 December 2009.

At the board of directors' meeting held on 16 December 2008 the directors agreed to increase the managing director's limit to 3% of the Company's capital.

The timing limit and maximum percentage of treasury shares is in line with legal maximum limits.

e) Recognised income and expense

These include translation differences and changes in the fair value of available-for-sale financial assets, as well as losses or gains on the measurement at fair value of the hedging instrument corresponding to the part identified as the effective hedge, net of tax effect where applicable.

f) Dividends and restrictions on dividend distribution

At 31 December 2008, the Parent's voluntary reserves, amounting to Euros 29,056 thousand, together with the share premium and profit for the year, are subject to legal limitations regarding distribution.

In accordance with the decision made by the shareholders in an extraordinary meeting held on 12 April 2007, the Company approved the distribution to shareholders of a dividend of Euros 0.0977 per share for a total amount of Euros 11,000 thousand.

In accordance with the minutes of the Company's ordinary shareholders' meeting held on 30 May 2008, it was agreed to distribute an interim dividend of Euros 0.08999 per share to the shareholders, totalling Euros 10,136,232.72 thousand.

On 26 March 2009 the board of directors agreed to propose to the shareholders that dividends of Euros 4,000,000 be distributed against reserves for 2008.

The proposed distribution of profit included in the annual accounts of the Parent company for 2008 and 2007 are as follows:

	Thousands of Euros	
	2008	2007
Basis of allocation:		
Profit for the year	7,513	11,833
Distribution:		
Legal reserve	751	1,183
Voluntary reserves	2,762	514
Dividends	4,000	10,136
Total	7,513	11,833

(Continued)

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g) Capital management

The Group's objective when managing capital is to ensure its capacity to continue as a going concern, so that it can continue to provide yield to its shareholders and benefits to other groups of interest and maintain an optimum capital structure to reduce the capital cost.

In order to maintain and adjust its capital structure, the Group can adjust the dividends payable to shareholders, issue shares or sell assets to reduce its debt.

Fluidra, S.A. controls the capital structure based on total leverage ratios and net financial debt as a percentage of EBITDA.

- The total leverage ratio is calculated as total assets dividend by total equity.
- The net financial debt ratio as a percentage of EBITDA is calculated as the quotient between the net financial debt and EBITDA (see note 36). Net financial debt is determined based on the sum of current and non-current financial liabilities with financial institutions less non-current financial assets, less cash and other cash equivalents and less other current financial assets.

During 2008 the strategy has not changed with respect to 2007 and has consisted of maintaining the total leverage ratio and net financial debt ratio as a percentage of EBITDA between 2 and 2.5. The decrease in EBITDA stands at 2.75. During 2009 it is expected that a restrictive investment and working capital management policy will be employed so that this ratio stands within an objective range. Ratios for 2008 and 2007 have been calculated as follows:

Total leverage ratio:

	Thousands of Euros	
	2008	2007
Total assets	732,183	735,313
Total equity	306,733	309,536
Total leverage ratio	2.39	2.38

Net financial debt as a percentage of EBITDA:

	Thousands of Euros	
	2008	2007
Liabilities with banks	266,918	242,790
Less: Cash and cash equivalents	(32,395)	(52,988)
Less: Non-current financial assets	(5,683)	(5,771)
Menos: Other current financial assets	(3,311)	(930)
Net financial debt	225,529	183,101
EBITDA (note 36)	81,994	94,647
Net financial debt as a percentage of EBITDA	2.75	1.93

(Continued)

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17. Earnings per Share

a) Basic earnings

Basic earnings per share are calculated by dividing profit or loss for the year attributable to equityholders of the Parent by the weighted average number of ordinary shares issued during the twelve-month periods ended 31 December 2008 and 2007, excluding treasury shares.

Details of the calculation of basic earnings per share are as follows:

	<u>31.12.2008</u>	<u>31.12.2007</u>
Profit attributable to equityholders of the Parent (in thousands of Euros)	21,040	32,683
Weighted average of ordinary shares in circulation	111,549,481	112,624,808
Basic earnings per share (in Euros)	<u>0.188614</u>	<u>0.290194</u>

It should be highlighted that the re-expressed values have been taken into consideration for the calculations (see note 2.b. and 2.c.)

Profit for the year corresponds to profit attributable to equityholders of the Parent.

The weighted average number of ordinary shares issued is determined as follows:

	<u>Number of shares</u>	
	<u>31.12.2008</u>	<u>31.12.2007</u>
Ordinary shares in circulation at 1 January	112,629,070	112,629,070
Effect of treasury shares	(1,079,589)	(4,262)
Weighted average number of ordinary shares in circulation at 31 December	<u>111,549,481</u>	<u>112,624,808</u>

b) Diluted earnings

Diluted earnings per share are calculated by adjusting profit attributable to equityholders of the Parent entity and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares. As there are no potential ordinary shares, this calculation is not necessary.

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18. Provisions

Details of provisions are as follows:

	Thousands of Euros			
	2.008		2.007	
	Non-current	Current	Non-current	Current
Guarantees	-	1,910	-	1,590
Provisions for tax	3,867	-	4,457	-
Provisions for employee commitments	1,985	-	2,059	-
Litigation and other liabilities	792	-	1,468	-
Total	<u>6,644</u>	<u>1,910</u>	<u>7,984</u>	<u>1,590</u>

Movement in provisions during 2008 and 2007 is as follows:

	Guarantees	Provisions for employee commitments	Litigation and other liabilities	Provision for tax	Total
At 1 January 2007	753	1,280	1,237	1,769	5,039
Charges	987	783	736	2,745	5,251
Payments	-	(206)	(197)	(64)	(467)
Applications	(372)	(60)	(244)	(694)	(1,370)
Transfers	-	277	(204)	451	524
Business combinations	229	-	200	250	679
Translation differences	(7)	(15)	(60)	-	(82)
At 31 December 2007	1,590	2,059	1,468	4,457	9,574
Charges	609	444	520	-	1,573
Payments	-	(610)	(747)	(251)	(1,608)
Applications	(305)	(100)	(662)	(289)	(1,356)
Transfers	86	20	(187)	(50)	(131)
Business combinations	7	170	400	-	577
Translation differences	(77)	2	-	-	(75)
At 31 December 2008	<u>1,910</u>	<u>1,985</u>	<u>792</u>	<u>3,867</u>	<u>8,554</u>

(Continued)

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19. Loans and borrowings

Details of this caption of the consolidated balance sheet are as follows:

	Thousands of Euros	
	2008	2007
Bank loans	90,760	95,726
Finance leases	15,206	15,160
Total non-current	105,966	110,886
Bank loans	50,259	49,124
Credit facilities	101,840	69,462
Lineas de descuento	6,421	9,937
Finance leases	2,432	3,381
Total current	160,952	131,904
Total loans and borrowings	266,918	242,790

At 31 December 2008 and 2007 bank loans and credits accrue interest at an average market rate, except for those extended by public entities which accrue interest at rates of between 0% and 5%. There are no significant differences between the carrying amount of financial liabilities and their fair value at 31 December 2008 and 2007.

Details of the most significant loans and finance lease operations are as follows:

	Company	Amount due (Thousands of Euros)	
		2008	2007
1 Loan for nominal amount of Euros 12,800 thousand falling due on 16/02/14 and with floating interest rate based on Euribor at 12 months, plus a margin of 0.50%, requested for the acquisition of Irrigaronne.	Cepex Holding	11,416	12,800
2 Loan for nominal amount of Euros 10,000 thousand falling due on 31.12.2011 and with floating interest rate based on Euribor at 3 months plus a 1.25% spread, requested for the acquisition of Manufacturas Gre, S.A.	Fluidra, SA	10,000	-
3 Property lease for nominal amount of Euros 10,700 thousand falling due on 21/01/20 and with fixed interest rate of 3.80% until 2013 and floating interest rate based on Euribor plus a spread of 0.5%	Pexce Inmobiliaria	9,288	9,800
4 Loan for nominal amount of Euros 10,750 thousand falling due on 20/10/11 and with floating interest rate based on Euribor at 6 months, plus a spread of 0.65%, requested for the acquisition of Huricon Holdings Pty Ltd.	Astralpool SAU	7,938	9,368
5 Loan for nominal amount of Euros 8,500 thousand falling due on 30.03.14 and with floating interest rate based on Euribor at 12 months, plus a spread of 0.50%, requested for the acquisition of Aplicaciones Técnicas Hidráulicas, SA	SNTE Agua Group, SAU	7,586	8,500
6 Mortgage loan for nominal amount of Euros 10,962 thousand falling due on 31/12/12 and with floating interest rate based on Euribor plus a spread of 0.50%	Trace Logistics, SAU	6,112	7,497
7 Loan for nominal amount of Euros 5,990 thousand falling due on 21.11.11 and with floating interest rate based on Euribor at 12 months plus a 0.50% spread, requested for the acquisition of Manufacturas Gre, S.A.	Fluidra, SA	4,493	5,990
8 Loan for nominal amount of Euros 4,500 thousand falling due on 03.05.14 and with floating interest rate based on Euribor at 12 months plus a 0.50% spread, requested for the acquisition of Master Riego, SA	Cepex Holding	4,018	4,500
9 Loan for nominal amount of Euros 7,000 thousand falling due on 22/05/11 and with floating interest rate based on Euribor at 6 months plus a 0.50% spread, requested for the acquisition of SNTE Agua Group, S.A.	Fluidra, SA	3,500	4,900
10 Loan for nominal amount of Euros 5,840 thousand falling due on 11.11.10 and with floating interest rate based on Euribor at 12 months plus a 0.50% spread, requested for the acquisition of Manufacturas Gre, S.A.	Fluidra, SA	2,920	4,380

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The most significant balances in foreign currencies at 31 December 2008 and 2007 are as follows:

Borrowings:

	Thousands of Euros	
	2008	2007
US Dollar	4,320	2,482
Australian Dollar	4,134	3,310
Pounds Sterling	5,646	7,570
Other currencies	391	539
	<u>14,491</u>	<u>13,901</u>

The Group has the following credit and discounting facilities at 31 December 2008 and 2007:

	Thousands of Euros			
	2008		2007	
	Drawn down	Limit	Drawn down	Limit
Credit facilities	101,840	194,080	69,462	155,690
Discounting facilities	6,421	47,211	9,937	72,948
	<u>108,261</u>	<u>241,291</u>	<u>79,399</u>	<u>228,638</u>

The following borrowings are guaranteed as follows (see note 6):

Creditor	Guarantee	Thousands of Euros	
		2008	2007
Trace Logistics, S.A.	Mortgage guarantee	6,112	7,497
AP Immobilière	Mortgage guarantee	893	1,140
SCI La Cerisay	Mortgage guarantee	332	388
		<u>7,337</u>	<u>9,025</u>

Bank loans mature as follows:

Maturity	Thousands of Euros	
	2008	2007
Up to 1 year	160,952	131,904
2 years	29,111	32,302
3 years	32,428	24,081
4 years	16,433	18,083
5 years	13,241	12,054
More than 5 years	14,753	24,366
	<u>266,918</u>	<u>242,790</u>

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Details of payments and due dates of finance lease liabilities are as follows:

	Thousands of Euros					
	2008			2007		
	Minimum payments	Interest	Principal	Minimum payments	Interest	Principal
Up to 1 year	3,019	587	2,432	3,590	209	3,381
Between 1 and 5 years	7,593	1,979	5,614	7,185	1,703	5,482
More than 5 years	10,497	905	9,592	10,787	1,109	9,678
	<u>21,109</u>	<u>3,471</u>	<u>17,638</u>	<u>21,562</u>	<u>3,021</u>	<u>18,541</u>

Finance lease liabilities are effectively guaranteed, with rights over leased assets reverting to the lessor in the event of default.

With the exception of the property lease which accrues fixed interest until 2013, the carrying amount of which at 31 December 2008 stands at Euros 9,286 thousand, group loan interest rates are renewed quarterly, six-monthly or yearly.

The Group considers that there are no significant differences between the carrying amount and fair value of financial assets and financial liabilities.

20. Trade and other payables

Details of this caption of the consolidated balance sheet are as follows:

	Thousands of Euros	
	2008	2007
Trade payables	71,454	95,224
Other payables	4,206	5,678
Fixed asset suppliers	8,942	9,424
Public entities	11,094	12,428
Current income tax liabilities	1,854	4,014
Salaries payable	7,336	8,752
	<u>104,886</u>	<u>135,520</u>

The most significant balances in foreign currencies at 31 December 2008 and 2007 are as follows:

Trade payables:

	Thousands of Euros	
	2008	2007
US Dollar	5,557	2,000
Australian Dollar	2,817	3,844
Pounds Sterling	3,013	2,307
Turkish Pound	170	18
	<u>11,557</u>	<u>8,169</u>

(Continued)

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Payables to public entities are as follows:

	Thousands of Euros	
	2008	2007
Taxation authorities		
VAT	3,673	4,734
Withholdings	2,278	3,043
Social Security	4,035	3,765
Others	1,108	886
	<u>11,094</u>	<u>12,428</u>

21. Other non-Current Liabilities

Details of non-current liabilities are as follows:

	Thousands of Euros	
	2008	2007
PPE suppliers	9,652	8,660
Others	714	441
	<u>10,366</u>	<u>9,101</u>
Total		

22. Risk Management

The Group's activities are exposed to various financial risks: market risk (including interest rate risk in the fair value and price risk), credit risk, liquidity risk, currency risk and interest rate risk in cash flows. The Group's risk management is based on the uncertainty of the financial markets and aims to minimise potential adverse effects on the Group's profitability. The Group uses derivatives to hedge certain risks.

The management of market, liquidity, currency and interest rate risk is controlled by the Group's Central Treasury Department in accordance with the policies approved by the Group. This Department identifies, evaluates and covers financial risk, in close collaboration with the Group's operating units.

Credit risk is managed in a decentralised manner by each of the Group's operating units, based on parameters established by Group policies.

a) Credit risk

The Group does not have significant concentrations of credit risk. The Group has policies to ensure that sales are made to clients with a history of sufficient credit. Derivative operations on foreign currencies and operations on a cash basis are only carried out with financial institutions with high credit ratings. The Group has policies to limit the amount of risk with any financial institution.

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At 31 December 2008 and 2007 details of balances past due and not past due as a percentage of total trade receivables are as follows:

	2.008	2.007
Not past due	69%	82%
Past due	31%	18%
Less than 120 days	20%	10%
More than 120 days	11%	8%

Provision is made for all balances past due by more than 120 days.

b) Liquidity risk

The Group manages liquidity risk using prudent criteria, based on maintenance of sufficient cash and negotiable securities, availability of financing using a sufficient amount of committed credit facilities and sufficient capacity to liquidate its market positions. Due to the dynamic character of the underlying businesses, the Group's Treasury Department aims to maintain flexible financing through credit facilities.

The Group's exposure to liquidity risk at 31 December 2007 and 2008 is presented below in the table analysing financial liabilities by maturity date.

	2007					
	Thousands of Euros					
	1 year	2 years	3 years	4 years	5 years	More than 5 years
Loans and borrowings	136,597	34,246	25,465	18,882	12,005	16,047
Issued capital	128,523	30,360	22,684	16,990	11,004	14,688
Interest	8,074	3,886	2,781	1,892	1,001	1,359
Finance lease payables	3,590	2,394	1,839	1,510	1,442	10,787
Issued capital	3,381	1,942	1,397	1,093	1,050	9,678
Interest	209	452	442	417	392	1,109
Trade and other payables	135,520					
	<u>275,707</u>	<u>36,640</u>	<u>27,304</u>	<u>20,392</u>	<u>13,447</u>	<u>26,834</u>

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	2008					
	Thousands of Euros					
	1 year	2 years	3 years	4 years	5 years	More than 5 years
Loans and borrowings	167,682	32,479	35,588	18,639	14,998	12,734
Issued capital	158,520	27,459	31,027	15,076	12,035	5,163
Interest	9,162	5,020	4,561	3,563	2,963	7,571
Finance lease payables	3,019	2,222	1,913	1,825	1,633	10,496
Issued capital	2,432	1,652	1,401	1,356	1,205	9,592
Interest	587	570	512	469	428	904
Trade and other payables	104,886					
	<u>275,587</u>	<u>34,701</u>	<u>37,501</u>	<u>20,464</u>	<u>16,631</u>	<u>23,230</u>

In forthcoming months, based on cash forecasts, the Group does not expect any liquidity problems.

c) Currency risk

The Group operates internationally and is therefore exposed to currency risk, especially relating to the US Dollar, Pound Sterling and Australian Dollar. The currency risk arises from future commercial transactions, recognised assets and liabilities and net investments in businesses abroad.

The Group companies enter into forward exchange contracts, negotiated with the Group's Treasury Department, to hedge currency risks on future commercial transactions and recognised assets and liabilities. A currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency other than the Company's functional currency. The Group's Treasury Department is responsible for managing the net position in each foreign currency using external forward contracts.

The Group's risk management policy is to hedge, through natural hedging (offsetting of receivables and payables), the excess or shortfall US Dollar risk using forward derivatives. In the case of Pound Sterling, all transactions with the Euro are hedged using forwards. The remaining currencies are not hedged. The Group has various investments in businesses abroad, the net assets of which are exposed to currency risk. Currency risk on net assets from the Group's operations in the United Kingdom, Australia and USA are mainly managed using financing denominated in the corresponding foreign currencies.

Although future currency purchase contracts entered into by the Group are used to hedge the currency risks incurred, hedge accounting is not used, due to the difficulty in complying with the requirements established in IAS 39 for testing their effectiveness.

At 31 December 2008 had the Euro strengthened 10% against the US Dollar, the Australian Dollar and the Pound Sterling, with the other variables remaining constant, consolidated profit after income tax would have been Euros 292 thousand higher. Had the Euro weakened 10% against the aforementioned currencies, consolidated profit after income tax would have been Euros 357 thousand higher, mainly as a result of translating receivables to foreign currency. The translation differences recognised in income and expenses would have been Euros 1,252 thousand lower had the Euro strengthened by 10%, and Euros 5,924 thousand lower had the Euro weakened by 10%.

At 31 December 2007 had the Euro strengthened 10% against the US Dollar, the Australian Dollar and the Pound Sterling, with the other variables remaining constant, consolidated profit after income tax would have been Euros 342 thousand higher. Had the Euro weakened 10% against the aforementioned currencies, consolidated profit after income tax would have fallen by Euros 412 thousand, primarily because of the translation of financial debt. The translation differences recognised in income and expenses would have been Euros 2,388 thousand lower had the Euro strengthened by 10%, and Euros 2,918 thousand higher had the Euro weakened by 10%.

(Continued)

d) Cash flow interest rate risks

As the Group does not have a considerable amount of remunerated assets, income and cash flows from operating activities are not significantly affected by fluctuations in market interest rates.

The Group's interest rate risks arise from other non-current borrowings. Borrowings, all of which are at floating interest rates, expose the Group to cash flow interest rate risks. As can be observed in note 19, the Group's main loans are linked to market interest rates which are updated on a quarterly, six-monthly or yearly basis.

The Group manages interest rate risks in cash flows through floating to fixed interest rate swaps with barriers. These interest rate swaps convert floating interest rates on borrowings to fixed interest rates. Generally, the Group obtains other long-term borrowings with floating interest rates and swaps these for fixed interest rates. These are generally at lower rates than those which would have been obtained had the Group obtained the resources directly with fixed interest rates. Through interest rate swaps, the Group undertakes to exchange the difference between fixed interest and floating interest with other parties periodically (generally quarterly). The difference is calculated based on the contracted notional principal. The Group's policy is to contract interest rate hedging instruments for loans exceeding Euros 1 million.

Although the majority of swaps contracted by the Group hedge interest rate risks in cash flows, they do not comply with the requirements established in IAS 39 for hedge accounting purposes. Consequently, the variation in the fair value of swaps at each balance sheet date is recognised in consolidated profit and loss for the year. Swaps complying with hedge accounting requirements are recognised as income and expense in equity.

Had interest rates been 25 base points higher at 31 December 2008, with the other variables remaining constant, consolidated profit before income tax would have been Euros 622 thousand (Euros 537 thousand in 2007) lower or higher, mainly because of a higher finance expense for borrowings at floating interest rates.

c) Market risk

Apart from the swaps contracted by the Group, as mentioned in the section above, there are no significant price risks relating to equity instruments classified as available-for-sale or at fair value through profit and loss.

23. Purchase costs and changes in inventories

This caption of the income statement is as follows:

	Thousands of Euros	
	2008	2007
Raw materials and materials purchased	324,789	351,540
Changes in goods for resale	6,208	(14,612)
Changes in inventories of raw materials	759	(6,540)
Changes in inventories of finished goods and work in progress	(6,767)	(2,637)
Provision for obsolescence	2,733	4,347
Total	<u>327,722</u>	<u>332,098</u>

(Continued)

24. Services rendered and work performed by the Group and capitalised

This caption includes income on sales transport services, other logistics services rendered by the Group and work performed by the Group and capitalised.

25. Other Income

This caption mainly includes profit on the sale of plant, property and equipment and the surplus current provisions not related to inventories or trade receivables.

26. Personnel Expenses

Details of personnel expenses in 2008 and 2007 are as follows:

	Thousands of Euros	
	31.12.2008	31.12.2007
Wages and salaries	102,068	94,384
Compensation for termination of employment ⁽¹⁾	158	2,095
Social Security	26,097	23,709
Other employee benefits expense	3,318	3,402
	<u>131,641</u>	<u>123,590</u>

(1) This does not include indemnities arising from the process involving the optimisation of production capacity and search for distribution synergies, which as indicated in note 28, have been recognised under Other expenses.

The average headcount in 2008 and 2007, distributed by category, is as follows:

	31.12.2008	31.12.2007 ⁽²⁾
Management	103	101
Sales, logistics and production	3,002	2,925
Administration and purchasing	754	722
	<u>3,859</u>	<u>3,748</u>

(2) Disclosure of the average number of employees for 2007 is in line with that of 2008.

The Parent's personnel and directors by gender at 2007 and 2008 year end are as follows:

<u>Category and level</u>	Number	
	Female	Male
Directors (including 1 senior executive)	-	9

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27. Other Operating Expenses

Details are as follows:

	Thousands of Euros	
	2008	2007
Rentals and royalties	18,660	16,416
Repairs and maintenance	6,927	7,040
Independent professional services	9,603	7,440
Temporary employment expenses	6,826	9,567
Commission	3,137	4,155
Sales transport	27,560	27,336
Insurance premiums	2,985	3,527
Banking services	1,322	1,465
Marketing and publicity	8,140	9,294
Supplies	10,115	9,749
Communication	3,350	3,336
Travel expenses	7,386	6,783
Other taxes	3,471	3,497
Changes in trade provisions	7,838	3,210
Others (*)	11,302	11,195
	<u>128,622</u>	<u>124,010</u>

(*) This includes office supplies, logistics, remuneration to the board of directors, guarantees, R&D expenses and other expenses.

28. Other Expenses

This caption mainly includes indemnities (Euros 3,434 thousand) and impairment of assets and other expenses (Euros 546 thousand) associated with the optimization of production capacity and identification of distribution synergies. In 2007 this caption included non-recurrent expenses arising from the flotation on the stock market (Euros 5,141 thousand).

This caption also includes losses on the sale or disposal of property, plant and equipment and expenses not related to inventories or trade receivables.

29. Operating Leases

The Group has various warehouses, premises and industrial facilities leased from third parties under operating lease.

The main operating lease agreements for warehouses and buildings are for a term of 1 to 7 years (slightly lower than the useful lives of the assets) and are at market prices. There are no advantageous purchase operations and most of the agreements have renewal options at the termination date of the contracts by mutual agreement by the parties. Lease payments are revised periodically in accordance with a price index established in each agreement.

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Future non-cancellable minimum payments on operating leases are as follows:

	Thousands of Euros	
	2008	2007
Up to 1 year	14,205	10,954
Between 1 and 5 years	30,204	21,395
More than 5 years	13,351	7,114
	<u>57,760</u>	<u>39,463</u>

Operating lease instalments recognised as expenses for the year amount to Euros 18,660 thousand (Euros 16,416 thousand in 2007).

30. Finance Income and Expenses

Details are as follows:

	Thousands of Euros	
	2008	2007
Finance income		
Gains on fair value of financial instruments	1,033	358
Derivative financial instruments held for trading	419	252
Other finance income	2,170	2,372
Total finance income	<u>3,622</u>	<u>2,982</u>
Finance expenses		
Debt interest (leases and loans)	(10,039)	(11,616)
Interest on discounted notes	(6,167)	(1,322)
Other finance expenses	(638)	(1,664)
Derivative financial instruments held for trading	(445)	(157)
Losses on fair value of financial instruments	(2,976)	(391)
Total finance expenses	<u>(20,265)</u>	<u>(15,150)</u>
Exchange differences		
Exchange gains	6,659	3,358
Exchange losses	(6,795)	(4,149)
Total exchange differences	<u>(136)</u>	<u>(791)</u>
Net expense	<u>(16,779)</u>	<u>(12,959)</u>

31. Deferred Tax and Income Tax

During 2007 the Group filed consolidated tax returns through two tax subgroups: Fluidra, S.A. and Swimco Corp S.L. (the latter with the Basque Country taxation authorities). The head of each subgroup is the Parent of this tax consolidation and is responsible for filing the corresponding tax returns with the taxation authorities. Non-resident companies in Spain and resident companies which filed individual tax returns such as Meip Internacional, S.L., Maber Plast, S.L., Togama, S.A., Productes Elastòmers, S.A., Comercial de Exclusivas

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Internacionales Blage, S.A., Waterchem, A.I.E. e ID Electroquímica, S.L., Master Riego, S.A. and ATH - Aplicaciones Técnicas Hidráulicas, S.L. were excluded from the tax consolidated groups at Spanish and Basque tax authority level. Profit calculated in accordance with prevailing fiscal legislation in Spain was subject to a tax rate of 32.5% of the taxable income for companies located in Spain (excluding Basque Country).

During 2008 the Group has filed consolidated tax returns through two tax subgroups: Fluidra, S.A. and Swimco Corp S.L. (the latter with the Basque Country taxation authorities). The head of each subgroup is the Parent of this tax consolidation and is responsible for filing the corresponding tax returns with the taxation authorities. Non-resident companies in Spain and resident companies which file individual tax returns such as Meip Internacional, S.L., Maber Plast, S.L., Togama, S.A., Productos Elastómeros, S.A., Waterchem, A.I.E., ID Electroquímica, S.L., Calderería Plástica del Norte, S.L., Industrias Mecánicas Lago, S.A. and Certikin Pool Ibérica, S.L. are excluded from the tax consolidated groups at Spanish and Basque tax authority level. Profit calculated in accordance with prevailing fiscal legislation in Spain is subject to a tax rate of 30% of the taxable income for companies located in Spain (excluding Basque Country).

The Company and the remaining subsidiaries (except Astral Middle East FZE and Cepex Middle East) are obliged to file income tax returns each year.

In accordance with Personal Income Tax Law 35 of 28 November 2006, partially modifying the income tax, non-resident and wealth tax laws, the income tax rate for Spanish companies has been changed. In accordance with this new legislation, the tax rate was 32.5% for years commencing after 1 January 2007 and 30% for years commencing after 1 January 2008. On 22 March 2007 the Economy and Treasury Commission of the General Assemblies of Bizkaia approved the Basque income tax reform establishing a general tax rate of 28% for large companies. The approved reform affects tax rates and tax deductions. The general tax rate therefore dropped from 32.6% to 28% for years starting 1 January 2007.

Details of deferred tax assets and liabilities, by type, are as follows:

	Thousands of Euros					
	Assets		Liabilities		Net	
	2008	2007	2008	2007	2008	2007
Finance lease	79	-	1,625	1,742	(1,546)	(1,742)
Property, plant and equipment and investment property	245	27	7,135	6,976	(6,890)	(6,949)
Establishment of companies abroad	-	-	539	953	(539)	(953)
Deferred gains	1,390	-	3,506	2,116	(2,116)	(2,116)
R&D costs	476	39	196	11	280	28
Exchange differences	316	-	2	197	314	(197)
Customer portfolio	-	-	6,749	8,290	(6,749)	(8,290)
Trademarks	-	-	988	662	(988)	(662)
Patents	-	-	1,266	1,360	(1,266)	(1,360)
Contractual relationships	-	-	97	183	(97)	(183)
Inventories	2,359	2,199	85	199	2,274	2,000
Provisions	4,178	2,400	731	24	3,447	2,376
Establishment costs	26	187	-	-	26	187
Other items	3,581	530	8,203	4,683	(4,622)	(4,153)
	<u>12,650</u>	<u>5,382</u>	<u>31,122</u>	<u>27,396</u>	<u>(18,472)</u>	<u>(22,014)</u>

(Continued)

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Details of the variation in deferred tax assets and liabilities, by type, are as follows:

	Thousands of Euros						
	31.12.2006	Profit and loss	Exchange- rate effect on P&L	Equity	Business combinations	Other	31.12.2007
Finance lease	(1,779)	15	-	-	(27)	49	(1,742)
Property, plant and equipment and investment property	(8,022)	983	-	-	-	90	(6,949)
Establishment of companies abroad	(1,101)	148	-	-	-	-	(953)
Deferred gains on incorporation of Cepex, Neokem and ADBE Cartera	(7,790)	-	-	-	-	6,425	(1,365)
Deferred gains on incorporation of the profit from the sale of Certikin France and Snte SAS	-	(751)	-	-	-	-	(751)
R&D costs	-	28	-	-	-	-	28
Exchange differences	(231)	36	-	-	-	(2)	(197)
Customer portfolio	(7,087)	1,812	-	-	(3,015)	-	(8,290)
Trademarks	(662)	-	-	-	-	-	(662)
Patents	-	23	-	-	(1,383)	-	(1,360)
Contractual relationships	(240)	57	-	-	-	-	(183)
Inventories	2,067	(261)	-	-	-	194	2,000
Provisions	885	1,227	-	-	-	264	2,376
Establishment costs	542	(355)	-	-	-	-	187
Other items	(2,704)	(1,862)	389	45	-	(21)	(4,153)
Total	(26,122)	1,100	389	45	(4,425)	6,999	(22,014)

	Thousands of Euros						
	31.12.2007	Profit and loss	Exchange- rate effect on P&L	Equity	Business combinations	Other	31.12.2008
Finance lease	(1,742)	166	-	-	33	(3)	(1,546)
Property, plant and equipment and investment property	(6,949)	520	-	-	(452)	(9)	(6,890)
Establishment of companies abroad	(953)	269	-	-	-	145	(539)
Deferred gains	(2,116)	-	-	-	-	-	(2,116)
R&D costs	28	252	-	-	-	-	280
Exchange differences	(197)	229	-	-	-	282	314
Customer portfolio	(8,290)	1,541	-	-	-	-	(6,749)
Trademarks	(662)	(6)	-	-	(314)	(6)	(988)
Patents	(1,360)	94	-	-	-	-	(1,266)
Contractual relationships	(183)	191	-	-	(105)	-	(97)
Inventories	2,000	173	-	-	-	101	2,274
Provisions	2,376	805	-	-	161	105	3,447
Establishment costs	187	(161)	-	-	-	-	26
Other items	(4,153)	(1,567)	-	172	-	926	(4,622)
Total	(22,014)	2,506	-	172	(677)	1,541	(18,472)

(Continued)

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On 30 March 2006 the Company increased capital through a non-monetary contribution of shares, adhering to the special tax regime included in title VII, chapter VIII of Royal Decree-Law 4 of 5 March 2004, approving the Modified Text of Spanish Income Tax Law.

Initially, the shareholders contributing shares in the aforementioned transaction adhered to this tax exemption, therefore transferring the commitment with the taxation authorities for the corresponding deferred tax liability, which amounts to Euros 7,790 thousand, to the Parent. Nevertheless, on 31 March 2006 these shareholders signed a commitment to reimburse the Parent for the total amount of this exemption, which will be required in the event that the associated shares are sold by the Parent or the corresponding tax is directly settled by the contributing shareholders should they sell all or part of the shares received in exchange for this contribution. Consequently, at 31 December 2006 the Company recognised a non-current deferred tax liability and a non-current receivable, both for the aforementioned amount. Should the Company generate a receivable from the contributing shareholders, the amount payable by the contributing shareholders will be set off by future dividends to be distributed by the Company. As a result of the disposal of shares by the shareholders on 31 October 2007 in relation to floating the Company on the stock market, this non-current deferred tax liability and the non-current receivable have been reduced by Euros 1,365 thousand.

Items charged and credited directly to equity for the year relate to available-for-sale financial assets and derivative financial instruments and amount to Euros 172 thousand in 2008 and Euros 45 thousand in 2007.

Remaining deferred tax assets and liabilities recognised in 2007 and 2008 have been charged or credited to the income statement, except for those generated by business combinations or other items.

Deferred tax assets and liabilities expected to revert in the next 12 months amount to Euros 9,663 thousand and Euros 9,761 thousand, respectively. (Euros 4,721 thousand and Euros 6,156 thousand, respectively, in 2007).

Details of the income tax expense are as follows:

	Thousands of Euros	
	2008	2007
Current tax expense		
Current year	13,683	17,147
Tax credits	(2,085)	(3,124)
Prior year adjustments	(193)	(775)
Provision for taxes	(289)	2,051
Deferred taxes		
Origination and reversal of temporary differences	(2,506)	(1,100)
Effect of change in tax rate in Spain	-	(389)
Total income tax expense	<u>8,610</u>	<u>13,810</u>

(Continued)

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A reconciliation of the current tax expense with current net income tax liabilities is as follows:

	Thousands of Euros	
	2008	2007
Current tax expense	11,598	14,023
Withholdings and payments on account during the year	(11,420)	(10,501)
Additional liabilities on business combinations	138	234
Tax payable 2007	(167)	-
	<u>149</u>	<u>3,756</u>
Net current income tax liability		

The relationship between income tax expense and profit on continuing operations is as follows:

	Thousands of Euros	
	2008	2007
Profit before income tax on continuing operations	31,423	48,629
Tax at 30%	9,427	
Tax at 32.5%		15,804
Effect of application of tax rates in different countries	391	(730)
Permanent differences	1,328	1,098
Offset of loss carryforwards not recognised in prior years	(292)	(536)
Differences in prior years' income tax expense	(194)	(775)
Provision for taxes	(289)	2,051
Tax credits	(2,085)	(3,124)
Effect of change in tax rate in Spain	-	(389)
Others	324	411
Income tax expense	<u>8,610</u>	<u>13,810</u>

Deferred tax assets, loss carryforwards and deductions not recognised in the Group's consolidated annual accounts are as follows:

	Thousands of Euros	
	2008	2007
Deductions	1,779	1,775
Tax losses	2,065	1,901
	<u>3,844</u>	<u>3,676</u>

(Continued)

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Deduction amounts and reversal periods at 31 December 2008 are as follows:

Years	Thousands of Euros	Final date
2007	1,760	2,017
2008	19	2,018
	<u>1,779</u>	

Tax loss carryforward amounts and reversal periods are as follows:

Year	Thousands of Euros	Final date
2001	18	2021
2002	94	2022
2004	37	2011
2004	107	2009
2005	357	2010
2005	264	2012
2005	55	2020
2005	3	2025
2006	516	2011
2006	230	2013
2006	29	2021
2006	212	2026
2007	40	2012
2007	423	2022
2008	981	2023
2002-2008	<u>3,699</u>	No time limit for offset of losses
	<u>7,065</u>	

The Group companies have open to inspection by the taxation authorities all applicable taxes for all years which legally can be open to inspection in each country. It is not expected that any significant additional liabilities would arise for the Companies in the event of an inspection.

The Spanish companies have the following years open to inspection:

Tax	Years open
Income tax	2004 to 2008
VAT	2005 to 2008
Personal income tax	2005 to 2008
Business activities tax	2005 to 2008

Exceptionally, Irrigaronne, S.A.S. and Européenne de Couvertures Automatiques, S.A.R.L. are being inspected by the taxation authorities as explained in the notes to their annual accounts, although no significant liabilities for the Fluidra Group are expected to arise as a result of these inspections.

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The directors of the Group companies consider that in the event of inspection the possibility of contingencies materialising is remote, and in any case, the additional tax debt arising would not significantly affect the Group's consolidated financial statements taken as a whole.

32. Transactions and Balances with Related Parties

Details of balances receivable from and payable to related parties are as follows:

	Thousands of Euros			
	31.12.2008		31.12.2007	
	Receivables	Payables	Receivables	Payables
Trade receivables	1,043	-	694	-
Receivables	499	-	2,223	-
Suppliers	-	1,476	-	3,069
Trade payables	-	417	-	354
Loans	-	-	-	-
Total current	<u>1,542</u>	<u>1,893</u>	<u>2,917</u>	<u>3,423</u>

a) **Consolidated Group transactions with related parties**

Operations in force with related parties are part of the Company's ordinary business and have been carried out under market conditions. They mainly include the following transactions:

- Purchases of finished goods, especially spas and accessories from Iberspa, S.L. and swimming pool liners from Interpool Ibérica, S.L. and Interpool SAS.
- Building rental agreements between the Group and Inmobiliaria Tralsa, S.A., Constralsa, S.L. and Stick Inmobiliere, recognised under costs for services received.
- Sales to Iberspa of components and materials produced by the Group for the manufacture of spas.
- Services rendered by the Group to Iberspa, S.L.

During the first half of 2007 four buildings (three in Spain and one in France) were sold on an arm's length basis, for a sales price of Euros 6,150 thousand, for which the Group obtained a profit of Euros 3,691 thousand. These buildings were sold to Constralsa S.L., a company related to the Fluidra Group.

During 2008 a building located in Spain was sold on an arm's length basis at a sales price of Euros 2,300 thousand, for which the Group has obtained a profit of Euros 1,190 thousand. This building was sold to Constralsa, S.L., a company related to the Fluidra Group.

(Continued)

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The amounts of consolidated Group transactions with related parties are as follows:

	Thousands of Euros					
	31.12.2008			31.12.2007		
	Associates	Joint ventures	Related entities	Associates	Joint ventures	Related entities
Sales	468	4,386	1,142	470	4,854	1,191
Income on services	18	18	661	20	13	701
Purchases	-	(20)	(6,702)	-	(41)	(10,082)
Expenses on services and others	(717)	(20)	(2,503)	(409)	(29)	(2,270)
Sale of buildings	-	-	2,300	-	-	6,150
Purchase of businesses	-	-	(1,710)	-	-	-

b) Information on Parent directors and key Group management personnel

No advances or loans have been extended to key management personnel or the directors.

Remuneration received by key management personnel and the Company's directors is as follows:

	Thousands of Euros	
	31.12.2008	31.12.2007
Total key management personnel	1,673	1,922
Total, Parent directors	1,099	1,503

The members of the Company's board of directors have received a total of Euros 849 thousand in 2008 (Euros 836 thousand in 2007), respectively, from the consolidated companies in which they are directors. In addition, they have received a total of Euros 250 thousand for executive functions in 2008 (Euros 667 thousand in 2007). They have also received subsistence allowances amounting to Euros 98 thousand (Euros 23 thousand in 2007).

The Company has a pension commitment with a senior executive consisting of complementary income in the event of permanent disability whilst employed by the Company. This commitment has been externalised through a life insurance policy, for which the Company has recognised an expense of Euros 1,686 during 2008.

Apart from the above, the Group has no obligations regarding pensions or life insurance with either former or current members of the board of directors or key management personnel and holds no guarantees on their behalf.

(c) Transactions outside ordinary trading or on a non-arm's length basis carried out by Parent directors

The directors of the Parent have not carried out any transactions outside ordinary trading or on a non-arm's length basis with the Company or with Group companies during 2007 and 2008.

(Continued)

d) **Investments and positions held in other companies by the Parent's directors**

Details of the investments held by the Parent's directors in companies with a statutory activity that is identical, similar or complementary to that of the Group, and the positions held and duties and activities performed by the directors are provided in Appendix III which forms an integral part of this note to the consolidated annual accounts.

33. Environmental Information

The most significant systems, equipment and installations included as property, plant and equipment at 31 December 2008 and 2007, the purpose of which is to minimise the environmental impact and protect and improve the environment, are as follows:

2008			
Thousands of Euros			
	Cost	Accumulated depreciation	Carrying amount
Waste treatment	5,388	(1,936)	3,452
Energy saving	14	(3)	11
Emissions reduction	571	(141)	430
Contamination reduction	523	(195)	328
Others	6	(6)	-
	<u>6,502</u>	<u>(2,281)</u>	<u>4,221</u>
2007			
Thousands of Euros			
	Cost	Accumulated depreciation	Carrying amount
Waste treatment	4,150	(1,565)	2,585
Energy saving	13	(2)	11
Emissions reduction	519	(91)	428
Contamination reduction	514	(141)	373
Others	6	(6)	-
	<u>5,202</u>	<u>(1,805)</u>	<u>3,397</u>

Expenses incurred to protect and improve the environment during 2008 and 2007 have been as follows:

Description of expenses	Thousands of Euros	
	2008	2007
External services	211	218
Environmental protection	174	194
Ordinary expenses	20	32

The directors consider that no significant contingencies exist concerning the protection and improvement of the environment, and accordingly, no provision has been made for liabilities and charges by any Group company at 31 December 2008.

During the year ended 31 December 2008 no environmental grants have been received.

(Continued)

34. Other Commitments and Contingencies

At 31 December 2008 the Group has mortgaged various assets to secure a bank loan, the capital pending repayment of which amounts to Euros 7,337 thousand at 31 December 2008 (see note 19).

At 31 December 2008, the Group has guarantees with banks and other entities amounting to Euros 3,216 thousand (Euros 2,992 thousand in 2007).

The Group has share purchase options with some of its subsidiaries, which could enable it to increase its interest in these subsidiaries in the future:

- IDEGIS: IDEGIS: a call option on 10% of the share capital of this company which can be exercised from the date the profits after income tax reach Euros 1,650 thousand and will expire on 31 December 2017. The strike price of the call option is subject to the results of the aforementioned company until the option is exercised, with a minimum limit of Euros 1,155 thousand.

In the case of SSA and IDEGIS, the minority shareholders of these companies have also been extended a right to a put option which could involve a commitment to purchase these shares if certain conditions are met. These conditions have not been fulfilled at 31 December 2008.

- IDEGIS: a put option on 30% of the share capital of the company, the exercise period of which is between 1 January 2018 and 31 December 2023 on the condition that the abovementioned 10% call option is previously exercised. The strike price of this put option is subject to the results of the company until the option is exercised.
- SSA: a put option on 5% of the share capital of the company, the exercise period of which is between 15 December 2009 and 31 December 2012. The price of the option is Euros 365 thousand plus Euribor at 12 months accrued since 1 January 2004.

The put options on the share capital of ATH, Pacific Industries, SPEI and CALPLAS are carried as liabilities in the balance sheet for Euros 2,377 thousand, Euros 2,561 thousand, Euros 168 thousand and Euros 1,623 thousand, respectively.

At their general meeting held on 5 September 2007, the shareholders approved a restricted share unit (RSU) plan for the management team, including executive directors.

Upon approval by the board of directors the Plan was started on 11 December 2007 and involves vesting the beneficiaries with a certain number of restricted stock units (RSUs) which will be converted into shares in the Company after a period of four years or once the "value creation period" has elapsed. The start date of the Plan is 1 January 2008.

The RSUs are free of charge and non-transferable and confer the holders the possibility of obtaining one share in the Company for each RSU received, on fulfilling the objective of increasing the value of the Company's shares and the value of the Group's business during the term of the Plan compared to the values existing at the date of the Offer. The holders of the RSUs are not shareholders of the Company unless the RSUs are converted into shares in the Company and the RSUs do not confer the beneficiary the right to further RSUs in the future, as this is a one-off offer which does not establish or ensure future offers.

In accordance with an agreement adopted by the board of directors on 11 December 2007 and in compliance with the objectives mentioned in the paragraph above the beneficiaries of the Plan can only receive a maximum of Euros 646,150 ordinary shares.

At 31 December 2008 the fair value of this commitment is approximately zero and, consequently, no amount has been recognised for this item.

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35. Fees of the Auditor and the Auditor's Group and Related Companies

KPMG Auditores, S.L. and other companies related to the auditors as defined in the fourteenth additional provision of legislation governing the reform of the financial system, have invoiced the Company and its subsidiaries, associates and joint ventures, net fees for professional services during the year ended 31 December 2008, as follows:

	<u>Euros</u>
Audit services	1,278,055
Other services	<u>88,484</u>
Total	<u>1,366,539</u>

The amounts detailed in the above table include the total professional service fees for 2008, irrespective of the date of invoice.

36. EBITDA

The consolidated income statement shows the EBITDA, which for the purpose of these consolidated annual accounts is defined as follows:

Sales of goods and finished goods + Services rendered (see note 24) – Changes in inventories of finished goods and work in progress and raw materials used – Personnel expenses – Other operating expenses + Share of profit/loss of equity accounted investees.

Calculation of EBITDA for 2008 and 2007

	<u>Thousands of Euros</u>	
	<u>31.12.2008</u>	<u>31.12.2007</u>
Sale of goods for resale and finished goods	652,678	657,202
Services rendered	17,510	17,022
Changes in inventories of finished goods, work in progress and raw material supplies	(327,722)	(332,098)
Personnel expenses	(131,641)	(123,590)
Other operating expenses	(128,622)	(124,010)
Share of profit/(loss) of equity accounted investees	(209)	121
EBITDA	<u>81,994</u>	<u>94,647</u>

(Continued)

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Calculation of EBITDA based on segment reporting included in
Appendix II (see also note 4)

	POOL	WATER
	31.12.2008	31.12.2008
Sale of goods for resale and finished goods (*)	508,803	202,654
Services rendered	13,384	4,722
Changes in inventories of finished goods, work in progress and raw material supplies (*)	(269,463)	(116,823)
Personnel expenses (*)	(98,288)	(33,354)
Other operating expenses (*)	(94,255)	(34,962)
Share of profit/(loss) of equity accounted investees	(114)	(95)
EBITDA	<u>60,067</u>	<u>22,142</u>

	POOL	WATER
	31.12.2007	31.12.2007
Sale of goods for resale and finished goods (*)	523,035	193,148
Services rendered	13,753	3,269
Changes in inventories of finished goods, work in progress and raw material supplies (*)	(281,679)	(109,029)
Personnel expenses	(90,946)	(32,644)
Other operating expenses (*)	(92,867)	(31,143)
Share of profit/(loss) of equity accounted investees	126	(5)
EBITDA	<u>71,422</u>	<u>23,596</u>

(*) The difference between the sum of these key indicators of the Pool and Water segments and the total of these key indicators in the consolidated statement of profit and loss is equivalent to the intra-segment consolidation adjustments, primarily Water's sales to Pool and the corresponding adjustment to the inventories margin.

(Continued)

37. Subsequent events

Taking into consideration the economic outlook for 2009 and the objective of bringing the Group as closely into line with demand within the various markets as possible, Fluidra has implemented a new organisational structure, effective as of the beginning of 2009.

This new structure is based on four divisions, three of which bring together the Group's commercial and distribution activity through a geographical approach, and the fourth of which integrates industrial activity.

The commercial divisions are *South-West Europe (SWE)*, *North-East Europe, Middle East and Africa (NEEMEA)* and *America and Asia-Pacific (AAP)*. These divisions are then cross-divided into four business units (swimming pools, water treatment, irrigation and piping of fluids), each focused on the sale of products in the residential, commercial, agricultural and industrial segments. This new commercial structure will allow the combination of a more direct focus on each business and market segment with the ability to secure operating synergies, such as shared distribution networks by country.

The industrial division is focused on increasing cost efficiency by streamlining the structure of production plants and optimising industrial assets.

The new organisational structure has a direct impact on the Group's cash-generating units (CGUs), as well as segment reporting.

With regard to cash-generating units (CGUs), the former holding companies (Astral Pool SAU and subsidiaries, Auric Pool SAU and subsidiaries, Cepex Holding, SAU and subsidiaries, Neokem Grup, S.A.U subsidiaries and SNTE Agua Group, S.A.U.) will be reorganised to bring them into line with the new structure. In addition, certain individual commercial and production companies by country will be merged to make the most of the commercial network and technological production synergies. Consequently, the goodwill allocated by CGU will be as follows:

Fluidra Europa Sud-Oeste
Certikin Internacional Ltd
Fluidra Industrial
Manufacturas Gre S.A.
Calderería Plástica del Norte S.L.
Pacific Industries S.A.S. and I.D. Electroquímica S.L.
Fluidra North-East Europe, Middle East and Africa
Schwimmbad-Sauna-Ausstattungs GMBH
Fluidra America Asia Pacific
Hurlcon Holdings, PTY LTD and subsidiaries

In terms of business segments, the new organisational structure will replace the current Pool and Water segments with the four aforementioned divisions. The new business segments will be: South-West Europe; North-East Europe, Middle East and Africa; America and Asia-Pacific; and Industrial. This is a result of the distribution and manufacturing networks will become the same for the current Pool and Water segments, thereby taking full advantage of distribution and manufacturing synergies. Geographical segments will be maintained, providing a complementary overview to that of the divisions.

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2008

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

Overview of business performance

The Fluidra Group closed 2008 with a 0.7% drop in sales. This quarterly performance can be broken down as follows: growth of 9.8% in the first quarter and decreases of 4%, 0.5% and 7.8% in the second, third and fourth quarters, respectively. It should be noted that, based on performance by geographical area, this downturn can be basically attributed to the Spanish market (-11.4%), partly offset by other Southern European countries (France, Italy and Portugal) with growth of 6.8%. Fluidra has also expanded by 13.8% in the Asia & Australia market. Excluding the effect of acquisitions in 2008, sales have fallen by 3% in annual terms, and 10.1% in the last quarter.

The deterioration in the general economy, especially in the Spanish market, and the adverse weather conditions experienced in Southern Europe in April, May and June (35% of sales are concentrated in this quarter) have been key factors affecting sales performance during 2008.

This stability in sales has had a direct impact on profit, due to the increased proportion of fixed expenses included in overheads. Personnel expenses are up 6.5% despite having dropped by 1.3% in the second half of the year. Operating expenses have risen by 3.7% which, irrespective of provisions for bad debts, illustrates stable growth.

The rise in personnel expenses and provisions has led to stable growth in sales, despite a slight recovery of the gross margin (from 49.5% in 2007 to 49.8% in 2008), causing EBITDA to drop by 13.4%, from Euros 94.7 million in 2007 to Euros 82 million in 2008.

Financial results have worsened for two main reasons: firstly due to the rise in net financial borrowing caused by a reduction in cash generated as a result of lower profits and due to increased investment in working capital; and secondly due to the influence of hedging instruments on the income statement which, because of the volatility of short and medium-term interest rates, has had a significantly negative effect on the income statement (Euros 1.9 million).

Net profit amounts to Euros 21.0 million, 35.6% lower than the Euros 32.7 million generated in the previous year.

In view of the deterioration of the general economy in 2008, especially in the Spanish market, and the adverse weather conditions affecting Southern Europe during the months of highest sales, during the last half of the year the Group has started a process to optimise its production capacity and identify distribution synergies.

Sales for the Pool division have fallen by 2.7%, from Euros 523 million in 2007 to Euros 508.8 million in 2008. The decline in consumer trust and the slowdown of the Spanish construction sector have had a significant effect, with sales in Spain dropping by 14.8%. This downturn has been limited by growth in other areas, with an increase of 6.8% in the rest of Southern Europe (basically France and Italy) and growth of 9.4% in the Asia & Australia area. The gross margin has performed favourably, rising from 46.1% in 2007 to 47% in 2008, due to the increased weight of value added products. Nevertheless, the 8.1% rise in personnel expenses has brought EBITDA margins down from 13.7% in 2007 to 11.8% in 2008.

Water division sales are up by 4.9%, from Euros 193.1 million in 2007 to Euros 202.6 million in 2008. This increase is due to considerable growth in the agricultural irrigation sector in France and the industrial sector in general. It should be highlighted that growth in the Spanish market is down by 2.3%. Notwithstanding the above, the EBITDA margin has been reduced by the higher increase in distributed products (with a lower EBITDA margin in percentage terms), from 12.2% in 2007 to 10.9% in 2008.

Net working capital is up 15.8% (13.8% excluding the effect of acquisitions). The increase is mainly due to payables being affected by the drop in production and inventories at year end.

The average headcount is up by 111 employees. At 31 December 2008 the average number of employees is 3,859.

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Fluidra's ongoing commitment to the environment is reflected in the optimisation of the natural resources used in its production processes, as well as its heightened use of alternative energies. Additionally, one of the core priorities of the Company's R&D projects is the responsible use of water.

Information regarding transactions with related parties is disclosed in note 32 of the consolidated annual accounts.

Overview of risk policy

The Group focuses its risk management on the uncertainty of the financial markets (exchange rates and interest rates) and aims to minimise possible adverse effects on the Group's financial profitability.

The Group operates internationally and is therefore exposed to the risk of exchange-rate fluctuations when operating in foreign currencies, especially the US Dollar (USD), Pound Sterling (GBP) and Australian Dollar (AUD).

Sales in foreign currency:	USD – 28,298 thousand, GBP – 40,078 thousand and AUD – 27,912 thousand.
Purchases in foreign currency:	USD – 24,431 thousand, GBP – 21,326 thousand and AUD – 13,780 thousand.

The Group's risk management policy is to hedge, through natural hedging (offsetting receivables and payables), the excess or shortfall US Dollar risk using forwards. In the case of Pounds Sterling and Australian Dollars, all transactions with the Euro are hedged using forwards.

The Group mitigates the interest rate risk affecting its cash flows using floating-to-fixed barrier swaps with fixed rates of between 2.37% and 4.67% and barriers at an interval ranging from 4% to 5.75%. At the closing date approximately 50% of loans and borrowings are hedged.

The Group is not exposed to significant credit risk and prudently manages liquidity risk, with the central treasury department ensuring that the Group's financing is sufficiently flexible to meet the needs of the business.

Treasury shares

During 2008 the Group has carried out several purchase transactions (1,993,511 shares) involving treasury shares, within the legally established limits and having duly notified the Spanish National Securities Market Commission. At year end the Fluidra Group held 2,132,433 treasury shares, representing 1.89% of its share capital and with a total cost of Euros 8,409 thousand.

Research, development and innovation

Investments in research, development and innovation have amounted to Euros 4,502 thousand during 2008.

Subsequent events

Taking into consideration the economic outlook for 2009 and in order to bring the Group as closely into line with demand within the various markets, Fluidra has implemented a new organisational structure, effective as of the beginning of 2009.

This new structure is based on four divisions, three of which bring together the Group's commercial and distribution activity through a geographical approach, and the fourth of which integrates industrial activity.

The commercial divisions are *South-West Europe (SWE)*, *North-East Europe, Middle East and Africa (NEEMEA)* and *America and Asia-Pacific (AAP)*. These divisions are then cross-divided into four business units (swimming pools, water treatment, irrigation and piping of fluids), each focused on the sale of the products in the residential, commercial, agricultural and industrial segments. This new commercial structure will allow the combination of a more direct focus on each business and market segment with the ability to secure operating synergies, such as shared distribution networks by country.

The industrial division is focused on increasing cost efficiency by streamlining the structure of production plants and optimising industrial assets.

(Continued)

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EXPLANATORY REPORT PRESENTED BY THE BOARD OF DIRECTORS OF FLUIDRA, S.A. ON ASPECTS OF THE DIRECTORS' REPORT INCLUDED IN ARTICLE 116 OF THE SPANISH SECURITIES MARKET LAW

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

In accordance with Article 116 of the Spanish Securities Market Law 24 of 28 July 1988, introduced by Law 6 of 12 April 2007, Fluidra, S.A.'s board of directors hereby issues this explanatory report on those aspects of the directors' report that are considered in this law for the purposes of informing the Company's shareholders in their annual general meeting.

- a) The capital structure, including any securities that are not traded on official European Union markets, indicating where necessary, the different classes of shares and for each class of share, the rights and obligations they confer and the percentage of share capital they represent.**

At 31 December 2008 the share capital of Fluidra, S.A. (hereinafter Fluidra) amounts to Euros 112,629,070, represented by 112,629,070 ordinary shares of a single class and series, with a par value of Euro 1 each, fully subscribed and paid up, which confer the holders thereof the same rights.

- b) Any restrictions on the transfer of shares**

No statutory restrictions on the transfer of shares exist.

Article 6 of the articles of association establishes that shares are represented by book entries. Shares can be transferred by any means recognised by Law according to their nature and in accordance with legislation on the transfer of securities, and represented by book entries.

Nonetheless, Article 81.2 of the Spanish Securities Market Law and Article 4 of the Internal Code of Conduct establish that individuals holding any form of privileged information must abstain from preparing or performing directly or indirectly on their own behalf or that of others, any operations involving any of the Company's marketable securities and financial instruments. Likewise, individuals subject to Fluidra's Internal Code of Conduct must abstain from purchasing or selling the Company's marketable securities or financial instruments during the following periods of restricted activity:

- (i) During the 15 days prior to the estimated date of publication of weekly, quarterly and annual reports on results which the Company has to send to the Spanish National Securities Market Commission and the Spanish Stock Exchange Councils, until the date of general publication.
- (ii) From the moment they obtain information on proposals of dividend distributions, share capital increases or reductions, or the issue of convertible securities of the Company until the date of general publication.
- (iii) From the moment they obtain any other relevant information (as defined in the Company's Internal Code of Conduct) until it is divulged or made public knowledge.

In accordance with the terms of article 5.3 of the Internal Code of Conduct, marketable securities and financial instruments may not be sold by individuals subject to Fluidra's Internal Code of Conduct on the same day on which the purchase operation has been carried out.

- c) Significant direct or indirect shareholdings**

Significant interests in Fluidra's share capital which are equal to or exceed 3% of share capital or voting rights and of which the Company has been informed at 31 December 2008 are as follows:

(Continued)

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Name or company name of shareholder	Number of direct voting rights	Number of indirect voting rights (*)	Voting rights as percentage of total
BOYSER, S.R.L	15,905,405	0	14.122
Mr Juan Serra Aragonés	0	15,905,405	14.122
Mr Bernat Corbera BROS	99,213	15,204,914	13.588
EDREM, S.L.	15,204,914	0	13.500
DISPUR, S.A	13,572,929	0	12.051
ANIOL, S.L.	9,578,143	0	8.504
Mr Robert Garrigós Ruiz	0	9,578,143	8.504
CAJA DE AHORROS Y M. PIEDAD DE NAVARRA	0	5,631,454	5.000
GRUPO CORPORATIVO EMPRESARIAL DE LA CAJA DE AHORROS Y M. PIEDAD DE NAVARRA	5,631,454	0	5.000
BESTINVER GESTIÓN SA SGIIC	0	5,633,267	5.002
AVIVA INTERNATIONAL, HOLDING LIMITED (AIHL)	0	3,382,008	3.003

* Through:

(Continued)

Name or company name of direct shareholder	Through: name or company name of direct shareholder	Number of direct voting rights	% of total voting rights
Mr Juan Serra Aragonés	BOYSER, S.L.	15,905,405	14.122
Mr Bernat Corbera BROS	EDREM, S.L.	15,204,914	13.500
Mr Robert Garrigós Ruiz	ANIOL, S.L.	9,578,143	8.504
CAJA DE AHORROS Y MONTE DE PIEDAD DE NAVARRA	GRUPO CORPORATIVO EMPRESARIAL DE LA CAJA DE AHORROS Y M. PIEDAD DE NAVARRA	5,631,454	5.000

d) Restrictions to voting rights

There are no legal or statutory restrictions to the exercising of voting rights.

e) Associative arrangements

Fluidra is aware of the existence of an associative arrangement entered into on 5 September 2007 by the Company's main shareholders (Dispur, S.L., Aniol S.L., Boyser, S.L., Edrem S.L. and Bansabadell Inversió Desenvolupament, S.A.U.) to jointly define their control over Fluidra, both in terms of their voting rights and the right to internally syndicate certain share transfers. The associative arrangement has a maximum duration of 7 years from the listing of Fluidra shares, although the provisions for vote syndication have a duration of 4 years from the aforementioned date.

The most noteworthy terms of this associative arrangement are as follows:

(i) Vote syndication: the signatories of the arrangement undertake to exercise their voting rights at Fluidra's annual general meetings as agreed by the syndicate's body appointed in the contract, known as the assembly.

The adoption of agreements by the assembly requires a favourable vote from syndicated shareholders representing 50% or more of the aforementioned syndicated shareholders' total voting rights. Notwithstanding the above, certain agreements require a reinforced majority (70%) or a unanimous vote (qualified majority).

The agreements requiring a reinforced majority (favourable vote of at least 70% of the voting rights of syndicated shares) include, inter alia, the following: (i) modification of the Company's articles of association which include an increase or reduction of share capital - excluding those which require a qualified majority as outlined in the following paragraph -, the creation of shares with no voting rights, modifications to the par value of shares, replacement or modification of the statutory activity, etc; (ii) changes to the administration system or its number of members, appointments, dismissals or composition; (iii) the issue of bonds or any other debt instruments or securities that may be converted into shares; (iv) establishment of share option plans for Fluidra board members or employees; and (v) the authorisation of operations with treasury shares, to a maximum of 2%.

The following arrangements require a qualified majority (ie, the unanimous vote of the syndicated shareholders), (i) modification of articles of association which requires a capital increase of an amount exceeding 10% of Fluidra's capital at the date immediately preceding the date of the increase; (ii) transformation, merger, spin-off, etc.; (iii) exclusion of Fluidra shares from listing on the stock exchange; and (iv) authorisation of Fluidra treasury share operations exceeding 2%.

(ii) Limitations to the transfer of shares: the associative arrangement prohibits the signatories from selling

(Continued)

or transferring shares subject to the arrangement for a period of 4 years from the date of Fluidra's flotation on the stock exchange. There are certain exceptions to this limitation.

Once the aforementioned 4 year period has elapsed and for the remaining term of the arrangement, the non-transferring syndicated shareholders have a preferential acquisition right in the case of transfer of shares subject to the arrangement.

(iii) Composition of governing bodies: the arrangement establishes a regulation relating to the number of members and the composition of certain governing bodies of Fluidra.

(iv) Anti-trust: the arrangement establishes an anti-trust clause for the syndicated shareholders whereby the shareholders agree not to compete against Fluidra during a period of 4 years from the date of Fluidra's flotation on the stock exchange, except in the case of prior written consent from Fluidra.

d) Regulations applicable to the appointment and replacement of members of the Board of Directors and modification of the articles of association.

• Appointment and resignation of members of the board of directors

The members of the administrative body are appointed by the shareholders at a General Meeting or provisionally appointed by the Board of Directors in accordance with the provisions of the Spanish Companies Act and the Company's articles of association.

Article 17.1 of the Regulations of the Company's Board of Directors establishes that directors should be appointed (i) at the request of the Appointments and Remuneration Committee, in the case of independent directors, and (ii) subsequent to notifying the Appointments and Remuneration Committee in the case of the other directors, by the shareholders at the annual general meeting or the Board of Directors in accordance with the provisions of the Spanish Companies Act.

For external directors, Article 18 of the Regulations of the Company's Board of Directors stipulates that the Board of Directors should ensure that the candidates elected are individuals of known solvency, competence and experience, and should take strict measures in relation to covering the positions of independent directors set out in Article 6 of the aforementioned Regulations.

The directors may not occupy this position for more than six years, and may be reelected once or twice for periods of equal duration.

Article 19 of the Regulations of the Board of Directors establishes that, before proposing the reelection of directors at the annual general meeting, the Board of Directors should assess, with the abstention of the individuals in question, the quality of the work and the dedication to the position of the proposed directors during the preceding term of office.

Article 21.1 of the Company's Board Regulations states that the directors will cease from their position when the period for which they were appointed has elapsed and when decided by the shareholders' at a General Meeting using their powers conferred for legal and statutory purposes.

In accordance with article 21.2 of the Board of Directors Regulations, the directors must render their position available to the Board of Directors and formalise, where appropriate, their resignation in the following cases: a) when they cease to occupy the executive posts associated with their appointment as director; b) when they qualify for any of the legally established assumptions of incompatibility or prohibition; c) when they have been seriously reprimanded by the Board of Directors due to having breached their obligations as directors; d) when their permanence on the Board could pose a risk to or jeopardise the Company's interests, standing or reputation or when the reasons for their appointment no longer exist; e) independent directors may not remain as such for a continuous period of more than 12 years. Once this period has elapsed they must render their position available to the Board of Directors and formalise their resignation; f) In the case of directors representing shareholders ("consejeros dominicales") (i) when the shareholder represented sells all of its shares and also (ii) for the corresponding number, when the shareholder lowers its shareholding to a level requiring a reduction in the number of directors representing shareholders.

Article 21.3 of the Board of Directors' Regulations stipulates that if, as a result of resignation or any other reason, directors have to leave their posts prior to the end of their term of office, the reasons must be explained in a letter sent to all members of the Board.

The Board of Directors can only propose the resignation of an independent director prior to the end of the statutory period when there is true cause, confirmed by the Board, and subsequent to informing the Appointments and Remuneration Committee. True cause is understood to exist when the director has breached the duties inherent to the post or has unexpectedly caused any of the preventive circumstances described in the definition of an independent director outlined in the prevailing good corporate governance recommendations.

• Modification to articles of association

In accordance with article 5 of the Company's General Shareholders' Meeting Regulations, any modification to the articles of association must be agreed, *inter alia*, by the shareholders at a General Meeting.

Ⓜ Ⓢ Powers of the members of the Board of Directors and, in particular, those relating to the possibility of issuing or repurchasing shares

The director Mr Eloy Planes Corts has been given the same powers conferred to the Board of Directors in the articles of association, except for those which cannot be delegated by law.

At an ordinary general meeting held on 30 May 2008 the shareholders authorized the board of directors, in accordance with articles 75 and thereafter of the Spanish Companies Act, to directly or indirectly acquire treasury shares, rendering ineffective the authorizations given by the shareholders in their meeting held on 5 September 2007 and also authorized it to apply treasury shares, where applicable, to execute or cover employee benefit systems.

At a meeting held on 28 August 2008 the Board of Directors unanimously agreed to authorise the Managing Director, Mr Eloy Planes Corts, to proceed with the acquisition of the Company's treasury shares up to a maximum number of shares which does not exceed 2% of the Company's capital. This authorisation will be valid until 31 December 2009.

At a meeting held on 16 December 2008 the Board of Directors agreed unanimously to extend this authorisation to the Managing Director to acquire treasury shares up to a limit of 3% of share capital.

f) Significant agreements made by the Company and which enter into force, are modified or concluded in the event of a change in control of the Company due to a public share offering and its effects, except when disclosure could be seriously detrimental to the Company. This exception shall not be applicable when the Company is legally under the obligation to publish this information.

The Company does not have any agreements which enter into force, are modified or are concluded as a result of a public share offering.

i) Agreements between the Company and its management and directors who receive indemnities when they resign or are dismissed unfairly or if the labour relationship is terminated due to a public share offering.

Except for the Managing Director, the Company does not have any agreements other than those set out in the Workers' Statute or in the Senior Management Decree 1382/1985 which provide indemnities upon resignation, unfair dismissal or if the labour relationship is terminated due to a takeover bid.

In the case of the Managing Director and General Managers, higher indemnities than those applicable in accordance with the aforementioned legislation have been recognized in the case of unfair dismissal.

A. OWNERSHIP STRUCTURE**A.1 Complete the following table on the company's share capital.**

Last update	Share capital (€)	Number of shares	Number of voting rights
30.3.2006	112,629,070.00	112,629,070.00	112,629,070

There is only one class of share and, therefore, none of the shares have additional rights.

A.2 Specify the direct and indirect holders of significant shares in your company at the closing date of the financial year, excluding the Directors:

Name or corporate name of shareholder	Number of direct voting rights	Number of indirect voting rights.*	% over the total voting rights
BOYSER S.R.L	15.905.405	0	14,122
Juan Serra Aragonés	0	15.905.405	14,122
Bernat Corbera Bros	99.213	15.204.914	13,588
EDREM S.L	15.204.914	0	13,500
DISPUR S.L	13.572	0	12,051
ANIL S.L	9.578.143	0	8,504
Robert Garrigós Ruiz	0	9.578.143	8,504
BESTINVER GESTION SA SGIIC	0	5.633.267	5,002
CAJA DE AHORROS Y MPIEDAD DE NAVARRA	0	5.631.454	5,000
GRUPO CORPORATIVO EMPRESARIAL DE LA CAJA DE AHORROS Y MPIEDAD DE NAVARRA	5.631.454	0	5,000
AVIVA INTERNATIONAL HOLDING LIMITED (AHL)	0	3.382.250	3,003
BESTINVER BOLSA FI	3.548.942	0	3,151
ALBERT COSTAFREDA JO	3.476.859	0	3,087

*Through :

(Continued)

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Name of the indirect shareholder	Name or corporate name of the direct shareholder	Number of direct voting rights	% over the total voting rights
JUAN SERRA ARAGONES	BOYSER, S.L.	15.905.405	14,122
BERNAT CORBERA BROS	EDREM S.L	15.204.914	13,500
ROBERT GARRIGOS RUIZ	ANIOL S.L	9.578.143	8,504
CAJA DE AHORROS Y MONTE DE PIEDAD DE NAVARRA	GRUPO CORPORATIVO EMPRESARIAL DE LA CAJA DE AHORROS Y MPIEDAD DE NAVARRA	5.631.454	5,000

Specify the most significant transactions that have taken place during the year in the shareholding structure:

A.3. Complete the following tables regarding the members of the company's Board of Directors who hold shares in the company.

Name or corporate name of the director	Number of direct voting rights	Number of indirect voting rights *	% over the total voting rights
Juan Planes Vila	0	13.572.929	12,051
Eloy Planes Corts	63.621	0	0,056
Bansabadell Inversió Desenvolupment, S.A. represented by Mr. Carlos Ventura Santamans	10.891.053	0	9,670
Bernardo Corbera Serra	202.243	0	0,18
Oscar Serra Duffo	0	0	0
Bernat Garrigós Castro	13.254	0	0,012
Richard J. Cathcart	7.200	0	0.006

Through*:

Name or corporate name of the direct shareholder	Number of direct voting rights	% over the total voting rights
DISPUR, SL	13.572.929	12,051
% of total voting rights held by the Board of Directors		21,975

Complete the following tables regarding the members of the company Board of Directors who own rights over company shares:

(Continued)

Name or corporate name of the director	Number of direct option rights	Number of indirect option rights	Number of equivalent shares	Total % of voting rights
ELOY PLANES CORTS	92.308	0	92.308	0.082

A.4. If applicable, state whether there are any relationships of a family, commercial, contractual or business nature between the significant shareholders that are known to the Company, unless such relationships are of little relevance or are the result of the ordinary line of business.

Name or company name related	Relationship	Briefly description
EDREM S.L and BOYSER S.R.L.	familiar	

A.5. If applicable, state whether there are any relationships of a family, commercial, contractual or business nature between the significant shareholders and the the Company and/or the group, unless such relationships are of little relevance or are the result of the ordinary line of business.

N/A

A.6. Specify whether the company has been notified of any agreements made by shareholders that may affect it in accordance with the provisions of Article 112 of the Spanish Stock Market Act. If applicable, give a brief description and list the shareholders related to the agreement.

On September 5th 2007 a syndication agreement was signed. It had the following features:

Intervening parties in the shareholders' agreement	% of capital affected	Brief description of the agreement
Mr Juan Planes Vila on behalf of Dispur, S.L; Mr Robert Garrigós Ruiz on behalf of Aniol, S.L; Mr Óscar Serra Duffo on behalf of Boyser, S.L; Mr Bernardo Corbera Serra on behalf of Edrem, S.L; Mr Carles Ventura Santamans on behalf of Bansabadell Inversió Desenvolupament, S.A.U	<hr/> Total 54.5000% <hr/> <hr/>	<p>It aims to regulate voting rights over four (4) years as of the date Fluidra shares are listed on the market. It likewise aims to regulate the limitations imposed on the free transfer of Syndicated Shares.</p> <p>In accordance with the law, all of the terms that must be adopted at the Fluidra General Shareholders Meeting are excluded from this Agreement.</p>

A.7. Specify whether any individual or legal entity exists that exercises or has the power to exercise control over the company in accordance with Article 4 of the Stock Market Act. If applicable, please specify:

YES

NO X

A.8. Fill in the following tables regarding the company's treasury stock:

At the close of the financial year:

Number of directly owned shares	Number of indirectly owned shares	Total % of share capital
2.132.433	0	1,893

Specify any significant variations that have taken place during the year, under the provisions of Royal Decree 1362/2007: NOT APPLICABLE

A.9. Detail the conditions and deadline of authorisation by the Board of Directors to execute acquisitions or transfers of own shares:

(Continued)

Pursuant to article 75 and related regulations in the Public Limited Companies Act, the General Shareholders Meeting held on 30 May 2008 unanimously agreed to authorise the Company to proceed with share buyback scheme, either directly or through companies in the group. As a result, the authorisations approved by the General Meeting on September fifth two thousand and seven is rendered null and void and, if applicable, authorisation is granted to use treasury stock for the execution or cover of remuneration plans

At the meeting of the Board of Directors held on 28/08/2008, it was unanimously agreed to ratify, as required, the actions taken, either directly or at the instruction of the Company's CEO, Mr Eloy Planes Corts, related to treasury stock in the performance of the authorisations granted for such purposes to the Board by the Extraordinary General Shareholders Meeting on September fifth two thousand and seven and by the Regular Shareholders Meeting held on 30 May 2008.

The Board of Directors unanimously agreed to authorise the CEO, Mr Eloy Planes Corts, to proceed with the Company's share buyback scheme, providing no more than two (2) percent of the Company's equity were bought back. This authorisation will be valid until 31 December 2009.

At the Board Meeting held on December sixteenth 2008, it was agreed to grant the CEO power of attorney to purchase up to a maximum of 3% of the Company's equity in treasury stock.

A.10. Specify, if applicable, the legal and statutory restrictions pertaining to exercising voting rights, as well as any legal restrictions on the acquisition or transfer of shares in the share capital:

Specify whether there are any legal restrictions on the exercise of voting rights:

YES ☐

NO ☒

The Share Syndication Agreement signed on September 5th 2007 reflects the wish of the Syndicated Shareholders to define their overall position of control over Fluidra, both in terms of exercising their voting rights and in syndicating certain share transfer operations between themselves.

None of the Syndicated Shareholders may sell, transfer, assign, encumber or in any other way dispose of the Syndicated Shares. The same applies to the transfer of the inherent political and economic rights of the Syndicated Shares during the initial four- (4) year Syndication Period.

Specify whether there are any legal restrictions on the purchase or transfer of shares in the share capital:

☒ YES

☐ NO

Description of the legal restrictions on the purchase or transfer of shares in the share capital

Under the provisions of Article 81.2 of the Stock Market Act, any Liable Individuals that are party to any kind of Privileged Information, "may not prepare or perform, directly or indirectly, whether in person or through third parties, any kind of transaction on the Company's Negotiable Securities and Financial Instruments".

Liable Individuals may not purchase or sell Negotiable Securities or Financial Instruments while the restriction periods are in force, that is:

- (iv) In the fifteen days prior to the estimated date of publication of the quarterly, six-monthly and annual forecast statements that the Company is obliged to submit to the Spanish Securities Commission and the Governing Bodies of the Stock Exchange, and until its general publication.
- (v) From the time that any information is made available until its general publication about proposals on the distribution of dividends, capital increases or decreases, of the issue of the Company's convertible securities.
- (vi) From the time any other Relevant Information is made available until it is officially released or becomes public knowledge.

In accordance with the provisions of Article 5.3 of the Internal Regulations on Conduct, negotiable securities may not be sold on the same day on which a purchase transaction takes place.

Subsequent to approval by the CEO, the Director of the Company's Legal Department may decide to either prohibit Liable Individuals from entering into transactions involving Negotiable Securities and Financial Instruments or to make such transactions mandatorily subject to his prior authorisation over the time that he sees fit, when circumstances so require. Under these circumstances, the CEO will be responsible for authorising any personal transactions the Director of the Legal Department may wish to conduct that involve Negotiable Securities and Financial Instruments.

A.11. Specify whether at the General Shareholders Meeting it was agreed to adopt neutralisation measures with regard to a takeover bid as provided for under Act 6/2007.

YES

☐

NO

☒

COMPANY MANAGEMENT STRUCTURE**B****B.1. Board of Directors****B.1.1. Specify the maximum and minimum number of directors foreseen in the articles of association:**

Maximum number of directors	15
Minimum number of directors	5

B.1.2. Fill in the table below with the appropriate information about the members of the Board:

Name or company name of the director	Representative	Position on the Board	Date of first appointment	Date of last appointment	Election procedure
Mr Joan Planes		Chairman	5.9.07	5.9.07	Unanimous decision at General Shareholders Meeting.
Mr Eloy Planes		CEO and Member	5.9.07	5.9.07	Unanimous decision at General Shareholders Meeting.
Mr Bernat Garrigós		Deputy Secretary	5.9.07	5.9.07	Unanimous decision at General Shareholders Meeting.
Mr Oscar Serra Duffo		Member	5.9.07	5.9.07	Unanimous decision at General Shareholders Meeting.
					Unanimous decision at

(Continued)

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Mr Bernardo Corbera Serra		Member	5.9.07	5.9.07	General Shareholders Meeting.
Bansabadell Inversio Desenvolupament, SA	Mr Carles Ventura Santamans	Member	5.9.07	5.9.07	Unanimous decision at General Shareholders Meeting.
Mr Richard Cathcart		Member	5.9.07	5.9.07	Unanimous decision at General Shareholders Meeting.
Mr Kam Son Leong		Member	5.9.07	5.9.07	Unanimous decision at General Shareholders Meeting.
Mr Juan Ignacio Acha-Orbea Echeverría		Member	5.9.07	5.9.07	Unanimous decision at General Shareholders Meeting.

Total number of Board Members	9
-------------------------------	---

Specify the resignations tendered from the Board of Directors over the last year:

(Continued)

B.1.3. Fill in the tables below with the appropriate information about the members of the Board and their positions.

EXECUTIVE DIRECTORS

Name or company name of the director	Authority by which appointment made	Position on the company organisation chart
Eloy Planes Corts	N/A	CEO

Total number of Executive Directors:	1
% of the Board	11.11%

EXTERNAL DIRECTORS REPRESENTING CONTROLLING SHAREHOLDERS

Name or company name of the director	Authority by which appointment made	Name or company name of the significant shareholder represented or that proposed the appointment
Mr Juan Planes	N/A	DISPUR, S.L.
Mr Bernat Garrigós	N/A	ANIOL, SL.
Mr Oscar Serra Duffo	N/A	BOYSER, SL
Mr Bernardo Corbera Serra	N/A	EDREM, SL
Bansabadell Inversio Desenvolupament, SA	N/A	BANSABADELL DESENVOLUPAMENT, SAU

(Continued)

Total number of external directors representing controlling shareholders	5
% of the Board	55.55%

EXTERNAL INDEPENDENT DIRECTORS

Name or company name of the director	Profile
Mr Richard J. Cathcart	<p>Born in Washington (USA) on 28 September 1944. He became a pilot with an engineering degree in the United States Air Force.</p> <p>From 1975 to 1995, he held a number of management positions in Honeywell Inc.</p> <p>In 1996 he was appointed manager head of Pentair Water Businesses (Minneapolis, USA), within the company Pentair.</p> <p>From 2005 until the current year, 2007, he held the post of deputy chairman of the Board of Directors of Pentair (Minneapolis, USA), where he handled international operations and business development.</p> <p>In September 2007, Mr. Cathcart was appointed to the Board of Directors of Watts Water Technology where he continues to serve.</p>
Mr Kam Son Leong	<p>Born in Selangor (Malaysia), on 27 January 1955. Graduated with Master Degree in mechanical engineering from Iowa State University in the United States.</p> <p>In the year 2000 he was appointed president of Asia/Pacific of York International Corp., a Fortune 500 company listed at the NYSE. He performed said post until end 2004, handling the strategies of finance, business development and execution of business plan..</p> <p>From 2005, he joined J. W. Childs, a private equity company headquartered in Boston.</p> <p>He is a also board member in the following companies: Vast Lava, Pro-Logic, HL Partners, Deluxe International, and Chairman of Henan ADD Electric Power Equipment, LTD.</p>
	<p>Born in San Sebastián on 1 July 1956. He graduated in Economic Sciences from the Universidad Complutense of Madrid and earned a Masters in Business Administration from IESE Business School.</p>

(Continued)

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Mr Juan Ignacio Acha-Orbea Echeverría	<p>From 1982 until 1986 he was the Manager of the company Chemical Bank, in Madrid and in New York. From 1986 until 1989, he carried out the post of Director of Variable Income and Investment Funds for the entity Bankinter.</p> <p>From 1989 until 2003 he was General Manager and Chairman of BBVA Bolsa, S.V.</p> <p>From 2003 until 2006 he formed part, as independent director, of the Board of Directors of the listed company TPI Páginas Amarillas.</p> <p>Furthermore, in the year 2003, he was appointed Chairman of the company Equity Contraste Uno, post which he continues to exercise at present.</p>
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Total number of independent Directors	3
% of the Board	33,33 %

OTHER EXTERNAL DIRECTORS:

NONE

If applicable, specify the changes that have occurred over the past year in the duties performed by each director:

Not applicable

B.1.4.: Explain, if applicable, the reasons why external directors representing controlling shareholders were appointed at the request of the shareholders who own less than 5% of the capital: Not applicable.

Specify whether any formal requests to attend board meetings have been ignored if such requests have been made by shareholders who own the same number or more shares as others and at whose request external directors representing controlling shareholders directors would have been appointed. If applicable, explain why these requests were ignored.

YES

☐

NO

☒

B.1.5: Specify whether any directors have resigned from their posts before the end of their mandate. Give the reasons that were given for doing so and through which means of communication. If such resignations were tendered in writing to the Board, set out the reasons given for doing so below.

NOT APPLICABLE

(Continued)

B.1.6. If applicable, specify the duties that are delegated to the CEO.

The current CEO, Mr Eloy Planes, has delegated all duties on a permanent basis that are delegable according to the Law.

B.1.7 If applicable, specify the members of the Board who act as directors in other companies that form part of the group if the listed company.

Name	Company	Position/Partner
Eloy Planes Corts	Astral Nigeria, Ltd.	Director
	Maghrebine Des Equipments D'eau, S.A.R.L.	Joint and several director
	Fluidra Italia, S.R.L.	Sole director
	Astral Italia, S.P.A.	Sole director
	Astral Bazenove Prislusentsvi, S.R.O.	Joint and several director
	Astral India Private, Limited	Director
	Astral Pool Singapore, Pte Ltd.	Director
	Astral Piscine, S.A.S.	Sole director
	Certikin International, Limited	Director
	AP Immobiliere	Sole director
	Turcat Polyester Sanayi Ve Ticaret Anonim Sirketi	Director
	Cepex USA, Inc.	Director
	Zao Astral, SNG	Director
	Astral Pool Polska, S.A.	Director
	Astral Pool México, S.A. de C.V.	Director
	Astral Scandinavia AS/	Director
	Magyar Astral Pool, Kft.	Joint and several director
	Astral Products, Inc.	Director
	Astral Pool Chile, Sociedad Anónima Cerrada	Director
	Manufacturas Gre, S.A.U.	Sole director
	ADBE Cartera, S.A.U.	Sole director
	Aquaambiente Tratamiento de aguas o soluções para o ambiente, S.A.	Director
	Astral Pool Group, S.L.U.	Sole director
	Fluidra Services, S.A.U.	Director
	Prohogar, S.L.	Sole director
	Astral Pool Deutschland GmbH	Joint and several director
	Astral Equipment Australia Pty, Ltd.	Director
	Astral Pool Hellas	Director
	Astral Pool Balkans JSC	Director
	Moderne Wassertechnik AG (MTH)	Director

(Continued)

Fluidra, S.A. and Subsidiaries

Consolidated Directors' Report

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Name	Company	Position/Partner
	Catpool, S.A. de C.V.	Director
	Astral pool UK, Limited	Director
	Marazul, Lda.	Sole director
	Gre Aqua and Pool, S.L.U.	Sole director
	SNTE Agua Group, S.A.U.	Sole director
	Astral Havuz Ekipmanlari Sanayi ve Ticaret	Director
	Astral Pool España, S.A.U.	Sole director
	Cepex Holding, S.A.U.	Sole director
	Neokem Grup, S.A.U.	Sole director
	Auric Pool, S.A.U.	Sole director
	Astral Pool, S.A.U.	Sole director
	Manufacturas Gre, S.A.U.	Sole director
	Astral Export, S.A.	Sole director
	Mercamaster Group, S.L.U.	Sole director
	Pool Supplier, S.L.U.	Sole director
	Inmobiliaria Swim 38, S.L.U.	Sole director
	Swimco Corp, S.L.	Sole Director
	Fluidra France, S.A.S.	Sole Director
	Ya Shi Tu Swimming Pool Equipment (Shangai) Co, Ltd	Sole Director
	Astralpool Cyprus, Ltd	Director
	CTX Chemicals, SRL	Director
		Director
	Cepex, S.R.L.	
		Director
	Certikin Italia, Spa	
	Astral Pool Thailand, Co., Ltd	Joint and several Director
	Fluidra Thailand, Co., Ltd	Joint and several Director
	Astral South Africa, Pty, Ltd	Joint and several Director

B.1.8. If applicable, provide details about the directors of the company who sit on the Board of Directors of other officially listed companies in Spain that do not belong to your group and about which the company has been officially notified: N/A

B.1.9. Specify and, if applicable, provide details about whether the company has established rules on the number of boards on which your directors may sit:

Yes x

No

- It was unnecessary to limit the number of boards per board member. The evaluation of the performance of the Board members by the Committee was a sufficient control formula.
- In cases of no conflict of interest, the Board member would notify to the Board

(Continued)

Secretary his intention to become a member of another board. The Secretary would in turn notify the Chairman, the CEO and the legal management of Fluidra.

- In cases of conflict of interest, consent would have to be requested from Fluidra through the Board Secretary to be able to be a member of the other board.

B.1.10. With regard to recommendation number 8 in the Unified Code of Corporate Governance, describe the company's general policies and strategies that may only be approved at plenary Board meetings.

	YES	NO
Investment and financing policies* unless they correspond to the General Shareholders' Meeting	x	
The definition of the group's corporate structure	x	
Corporate governance policies	x	
Policies on corporate liability	x	
The strategic or business plan, management goals and annual expenditure	x	
Policies on remuneration and the assessment of the performance of senior management	x	
Policies on risk management, the regular monitoring of internal information and control systems	x	
Policies on dividends and treasury stock, with particular regard to the thresholds of such	x	

B.1.11 Fill in the tables below with details about the aggregate remuneration of the Board members accrued over the year:

In the company that is the subject of this report:

Remuneration category	Figures in thousands of euros
Fixed remuneration	1099
Variable remuneration	0
Travelling expenses	0
Statutory business	0
Stock options and/or other financial instruments	0
Other	0
TOTAL:	1099

b) In other companies in which the directors sit on the board and/or in other companies in the group in which they perform senior management tasks:

Remuneration category	Figures in thousands of euros
Fixed remuneration	--
Variable remuneration	--
Travelling expenses	-
Statutory business	-
Stock options and/or other financial instruments	-
Other	-
TOTAL:	--

Other benefits	Figures in thousands of euros
Advances	-
Loans granted	-
Pension Funds and Plans: Contributions	-
Pension Funds and Plans: obligations incurred	-
Life insurance premiums	2
Guarantees provided by the company to the directors	-

c) Total remuneration by category of director:

Category of director	By company	By group
Executive	345	
External directors representing controlling shareholders	480	
External Independent	274	
Other External	0	
Total	1099	0

d) In comparison with the profits derived from the parent company:

Total remuneration for directors (in thousands of euros)	1099
Total remuneration for directors/profits derived from the parent company (expressed in %)	5,2%

B.1.12 Name the members of the senior management that are not executive directors, and state their total accrued remuneration over the year:

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Name or company name	Post
Mr Jaume Carol	General Manager for Operations
Mr. Jesús Serra	Business Unit Manager
Mr Antoni Rubio	General Manager for Corporate and Financial Affairs
Mr Pere Ballart	Business Unit Manager
Mr Amadeu Serra	Business Unit Manager
Mr Carles Franquesa	Business Unit Manager
Mr Javier del Campo	Business Unit Manager
Mr Ignacio Elburgo	Business Unit Manager
Total remuneration for senior management (in thousands of euros)	
	1.423

B.1.13 In aggregate terms, state whether there are any guarantee or protection clauses in the case of dismissal or changes of control for senior management, including executive directors, of the company or the group. State whether the company or the group's governing bodies must be notified and/or approve such contracts:

Number of beneficiaries	9	
	Board of Directors	General Meeting
Body that approves the clauses	x	
	YES	NO
Is the General Meeting informed about the clauses?		x

B.1.14 Describe the process for establishing the remuneration of the members of the Board of Directors and the related clauses in the articles of association:

<p>Process for establishing the remuneration of the members of the Board of Directors and the related clauses in the articles of association</p>
<p>Article 44 of the Articles of Association makes the following provisions: Amount. Total annual remuneration for the Board for all items mentioned below shall be five per cent of the profits of the consolidated group, approved by the General Meeting, although the Board of Directors may reduce this percentage in any financial years it deems appropriate to do so.</p> <p>Items. Remuneration for Board members consists of a fixed monthly amount and a share in profits. The Board shall be responsible for distributing the corresponding amount between the foregoing items and among the Board members in the manner,</p>

(Continued)

time and proportion it freely determines.

In determining the amount of pay to the directors, heed shall be taken of any observations made by the auditors of the Company. It shall likewise be ensured that the said remuneration is based on the actual performance of the directors, rather than just on the market performance of the industry in which the company operates or other similar circumstances

In accordance with the provisions of Article 130 of the Corporations Act, profit-sharing remuneration may be collected by the Board members only after the legal and statutory reserve has been covered and the shareholders have been paid a minimum dividend of four per cent.

Members of the Board of Directors shall also receive per diems for attending each meeting of the Company's administrative bodies and committees. The Board of Directors may set the amount of the per diems, which shall not exceed the amount determined as a fixed monthly allowance.

Board members may also be remunerated with stock in the Company or another company in the group to which it belongs, options on same, or instruments linked to its price. When the remuneration involves Company shares, it must be approved by the General Meeting of Shareholders. This decision, if applicable, shall state the number of shares to be given, the price for the exercise of option rights, the value of the shares taken as reference, and the length of time for this form of remuneration.

The Company is authorised to contract civil liability insurance for its Board members.

Benefits accounting. The remuneration envisioned in this article shall be compatible with and independent of salaries, payment in kind, emoluments, reimbursements, pensions, contributions to social security systems, life insurance, stock or stock options or compensations of any kind established generally or individually for those members of the Board of Directors who perform executive functions, regardless of the nature of their relationship with the Company, whether occupational – ordinary or special upper-management – mercantile or provision of services, which relationships shall be compatible with the status of members of the Board of Directors.

The remuneration paid to the Board of Directors as specified in point d) of section B.1.11 includes the remuneration paid to the Managing Director for his executive role. Without taking this remuneration into account, the % of remuneration paid to the Board of Directors on the net consolidated profit of the parent company is 4,%, as defined in the Articles of Association.

State whether the following decisions are taken at plenary Board meetings:

	Yes	No
At the proposal of the company's most senior executive, appointments and dismissals of senior management, and the conditions of severance pay.	x	

(Continued)

The remuneration of directors and, in the case of executives, bonuses for carrying out their executive duties and other contractual conditions that must be respected.	x	
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B.1.15 State whether the Board of Directors approves a detailed breakdown of retributions and specify the matters on which it has a say:

Yes ☒ xNo ☐

	Yes	No
Amount of fixed expenditure, with a breakdown, if applicable, of expenses for Board and Committee members, and an estimate of the fixed annual remuneration to which they give rise.	x	
Remuneration items of a variable nature.	x	
Main characteristics of payment forecast systems, with an estimate of the amount involved or the annual equivalent cost.	x	
Conditions that must be met by the contracts of senior managers, such as executive directors.	x	

B.1.16 State whether a report on the remuneration policy for company directors is put to the vote by the Board at the General Meeting as a separate item on the agenda and for the purposes of consultation. If applicable, explain the aspects in the report that deal with the remuneration policy that has been passed by the Board for future application, the most significant changes to such policies over the past year and a general summary of how the remuneration policy was applied during the year. Give details of the role played by the Remuneration Committee and state whether external advice has been sought and name the external consultants who have provided such services:

Yes ☒ xNo ☐

Matters dealt with in the report on the remuneration policy
General principles of the remuneration policy
General principles of the remuneration policy for Board Members
Remuneration system for Executive Directors
Remuneration system for Non-executive Directors

Role played by the Remuneration Committee
Drawing up of the Remunerations Report

	Yes	No
Has external advice been sought?		

(Continued)

Name of external consultants	
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B.1.17 If applicable, name the members of the Board who are Directors of Boards, senior managers or employees of other companies and who also hold significant shares in the listed company and/or other organisations in the group:

Name or company name of the Board member	Company name of the significant shareholder	Post

If applicable, describe any relevant relationships, other than those specified in the above section, that the members of the Board of Directors may have with any of the significant shareholders and/or organisations in the group:

Name or company name of the director concerned	Name or company name of the substantial shareholder concerned	Description of relationship
D. Juan Planes Vila	DISPUR, S.L.	Chairman
D. Eloy Planes Corts	DISPUR, S.L.	Member
D. Bernat Garrigós Castro	ANIOL, S.L.	CEO
D. Bernardo Corbera Serra	EDREM, S.L.	CEO
D. Oscar Serra Duffo	BOYSER, S.L.	Executive Chairman
BANSABADELL INVERSIO I DESENVOLUPAMENT, S.A. represented by Mr. Carles Ventura Santamans	BANSABADELL INVERSIO I DESENVOLUPAMENT, S.A. represented by Mr. Carles Ventura Santamans	CEO

B.1.18. State whether any changes have been made to the Board's regulations over the past year:

Yes

No ☒ X

B.1.19. Describe the procedures for the appointment, re-election, assessment and removal of directors. Provide details about the responsible bodies, the procedures to be followed and the criteria to be applied in each of the procedures.

Article 36 of the Articles of Association sets out the following:

The Board of Directors shall be composed of a number of members, which shall not be less than five (5) or greater than fifteen (15). The members shall be determined by the General Meeting.

(Continued)

The General Meeting of shareholders is responsible for setting the number of directors. For this purpose, it shall proceed directly to set said number by means of an express decision or indirectly by the filling of vacancies or the naming of new directors, within the maximum limit set in the preceding paragraph.

The General Meeting must ensure that, insofar as is 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 and must take into account the group's complexity and the proportion of the Company's capital that is held by the executive members. 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-governance recommendations that are applicable at any time.

In the event that there is any outside member who cannot be considered to represent the controlling shareholders or to be independent, the Company shall explain this circumstance and the relationship that this member has, whether that be with the Company, its executives or 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.

Appointment of Directors:

- Pursuant to Article 17.1 of the Board's Regulations, directors shall be put forward (i) at the suggestion of the Appointments and Remuneration Committee, in the case of independent directors; and (ii) subsequent to a report by the Appointments and Remuneration Committee in the case of all other directors. Directors shall be appointed by the General Meeting or the Board of Directors in accordance with the provisions of the Public Limited Companies Act.

- With regard to external directors, Article 18 of the Board's Regulations sets out that the Board of Directors must endeavour to ensure that candidates are solvent, competent and have proven experience. These conditions will be strictly upheld in the case of calls to cover the position of independent director, as provided for under Article 6 of the Regulations.

Re-election of Directors:

- Article 19 of the Board's Regulations only establishes that before proposing the re-election of directors to the General Meeting, the Board shall assess the quality of work and the dedication the proposed candidates have displayed in their previous mandates. Pursuant to Article 22, the assessment shall be made in the absence of the candidates.

Assessment of Directors:

- Article 19 of the Board's Regulations establishes that before proposing the re-election of directors to the General Meeting, the Board shall assess the quality of work and the dedication the proposed candidates have displayed in their previous mandates. Pursuant to Article 22, the assessment shall be made in the absence of the candidates.

Removal of Directors:

- Article 21.1 of the Board's Regulations sets out that directors shall step down from their posts when the period for which they were appointed has terminated, or when the General Meeting so decides should it exercise its legal or statutory powers. This is in accordance with the terms and conditions set out in Article 132 of the Public Limited Companies Act.

(Continued)

B.1.20. State the circumstances in which directors must step down.

Pursuant to Article 21.2 of the Board's Regulations, the directors must place their posts at the disposal of the Board of Directors and formalise, if it deems this appropriate, the corresponding resignation in the following cases:

- a) When they step down from the posts as executives that were related to their appointment as directors.
- b) When involved in any legally established circumstances of incompatibility or prohibition.
- c) When seriously warned by the Board of Directors due to having infringed their obligations as directors.
- d) When their permanence on the Board might endanger or prejudice the interests, credit or reputation of the company or when the reasons for which they were appointed disappear (for example, when an external director representing controlling shareholders disposes of their participation in the company);
- e) In the case of independent directors, they may not remain as such for a continuous period of more than twelve years, and therefore once such period has elapsed, they must place their post at the disposal of the Board of Directors and formalise the corresponding resignation.
- f) In the case of external directors representing controlling shareholders; (i) when the shareholder they represent sells in full their shareholding stake, and furthermore (ii) in the number which corresponds, when such shareholder reduces their shareholding stake to a level which requires a reduction in the number of external directors representing controlling shareholders.

- In addition, Article 21.3 sets out that in the case that a director steps down, whether due to resignation or any other reason, before the end of his mandate period, the reasons for doing so must be given in a letter that must be sent to all of the members of the Board.

The Board of Directors may only propose the removal of an independent director before the end of the statutory period if there is a good reason for doing so, which must be assessed by the Board subsequent to submitting a report to the Appointments and Remuneration Committee. It shall specifically be understood that a director may be justifiably removed should he fail to fulfil the duties inherent to his post or should he for any reason become involved in any of the circumstances that independent directors are barred from as described in the recommendations on good corporate governance that are in force at any time.

B.1.21. Explain whether the duties of chief executive of the company are assigned to the office of the Chairman of the Board of Directors. If so, state the measures that have been taken to limit the risks of accumulation of powers by a sole person:

(Continued)

Yes

No X

Measures to limit risks

State and, if appropriate, explain whether rules have been established to empower one of the independent directors to call a meeting of the Board or to include new items on the agenda, to co-ordinate and express the concerns of the external directors and to direct the evaluation by the Board of Directors.

Yes X

No

Measures to limit risks
Article 15.4 of the Regulations of the Board of Directors foresee that, in the event of the Chairman of the Board also being the chief executive of the Company (which does not arise in this case), the Board of Directors will empower one of the independent directors to be able to call a meeting of the Board or include new items on the agenda, and thus be able to co-ordinate and express the concerns of the independent directors and direct evaluation of the Chairman by the Board. Should one or several Vice-Chairmen of the Company have independent director status, the Board will empower any of them so they may perform the duties to which this section refers.

B.1.22. Are higher majorities required, other than those required by law in any decision making processes?

Yes

No X

State how the resolutions by the Board of Directors are passed, stating at least the minimum attendance quorum and the type of majorities to adopt the resolutions:

- Pursuant to article 16.4 of the Regulations of the Board of Directors, all the decisions by the Board must be passed by an absolute majority, except in the cases in which the Law, the Articles of Association or those Regulations specifically establish other voting quorums, the resolutions will be passed by absolute majority of the parties attending the meeting. In the event of a draw in the votes, the Chairman will cast the deciding vote.
- Article 16.1 of the Regulations of the Board of Directors establishes that the Board will be validly constituted when attended by at least half plus one of its members, who are present or represented. The directors will do everything possible to attend the meetings of the Board and when unable to attend personally, will grant their representation in writing, specifically for each meeting, to another member of the Board, including the appropriate instructions and a notification to the Chairman of the Board of Directors.

B.1.23 Explain whether there are specific requisites, other than those concerning the directors, to be appointed as Chairman.

Yes

No X

(Continued)

Description of the requisites

B.1.24 State whether the Chairman has a deciding vote:Yes **X**

No

Matters in which there is a deciding vote
In all matters in the event of a draw

B.1.25 State whether the Articles of Association or regulations of the Board establish any limit on the age of the directors.

Yes

No **X**

Limit on the Chairman's age

Limit on the age of a CEO

Limit on the age of a Director

B.1.26 State whether the Articles of Association or regulations of the Board establish a limited term of office for independent directors:

Yes

No **X**

Maximum number of years of term of office	
---	--

B.1.27 If the number of female members of the board is scarce or null, explain the reasons and the initiatives adopted to correct that situation.

Explanation of the reasons and initiatives
Fluidra's Criteria for the Selection and Appointment of Independent Directors , which were approved by the Board of Directors, state that the Company "in the selection of directors, will take into account gender diversity in order to safeguard Equal Opportunities, as set out in the Equal Opportunities Act (22 March 2007). Likewise, Fluidra shall endeavour to ensure that the members of the Board of Directors are not only chosen on the basis of gender diversity, but also on the basis of diversity in origin, age and professional experience".

In particular, state whether the Appointments and Remuneration Committee has established procedures so the selection procedures do not suffer from an implicit bias that hinders the selection of female board members, deliberately seeking female candidates who meet the required profile:

Yes ☐ No ☒ X

State the main procedures

B.1.28 State whether there are formal processes for the delegation of votes on the Board of Directors. If so, describe briefly.

Article 42 of the Articles of Association sets out the following:

The Board shall be validly constituted when one-half plus one of its members, present or represented, attends the meeting. Representation by proxy shall be made in writing through a letter addressed to the Chairman for each particular meeting and must be in favour of another Board member.

Decisions shall be taken by an absolute majority of those attending the meeting, except in those cases in which the law, these Articles of Association or the Regulations of the Board of Directors have set higher majorities. In the event of a tie, the Chairman's vote shall decide.

Minutes shall be kept of the meetings of the Board of Directors 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 compiled according to law in a special book of Board minutes.

The minutes shall be approved by the Board of Directors at the end of the meeting or at a subsequent one.

Article 16.1 of the Regulations of the Board of Directors sets out the following:

Meetings of the Board of Directors shall be validly constituted when at least one half plus one of its members is present or represented. The directors shall make every endeavour to attend all Board meetings and when unable to do so shall designate a proxy in writing. Such proxies shall be members of the Board, specifically designated for one meeting only and issued with instructions for the meeting. The Chairman of the Board of Directors shall be notified of such circumstances.

B.1.29 State the number of meetings the Board of Directors has held during the financial year. If applicable, also state the number of times the Chairman has not attended Board meetings:

Number of Board meetings	7
Number of Board meetings not attended by the Chairman	1

State the number of meetings of the different committees of the Board held during the year:

Number of meetings of the Executive or Delegate Committee	6
Number of meetings of the Audit Committee	7
Number of meetings of the Appointments and Remuneration Committee	5
Number of meetings of the Appointments Committee	5
Number of meetings of the Remunerations Committee	5

B.1.30 State the number of meetings the Board of Directors has held during the financial year without it being attended by all its members. The calculation will consider representation without specific instructions as non-attendance:

Number of non-attendances by directors during the financial year	Ø
% non-attendance out of total votes during the financial year	Ø

B.1.31. State whether the consolidated individual annual accounts presented to the Board for approval are previously certified:

YES

NO X

B.1.32. Explain, if any, the mechanisms established by the Board of Directors to avoid the individual and consolidated accounts prepared by it being presented to the General Meeting of Shareholders with qualifications in the auditor's report.

No formal procedure has been established, despite the fact that the Audit Committee must notify the Board of Directors prior to the drawing up of Individual and Consolidated Accounts to ensure they are presented without reservations.

B.1.33. Is the Secretary to the Board a director?

No, the Secretary to the Board is not a director.

B.1.34. Explain the procedures for the appointment and severance of the Secretary to the Board, stating whether his appointment and removal are reported by the Appointments Committee and approved by the plenary Board meeting:

Appointment and severance procedure
Article 5.1 of the Regulations of the Board of Directors establishes that it will be the remit of the Board to appoint and renew the positions on it.
Pursuant to Article 10 of the Regulations of the Board of Directors and in order to safeguard independence, impartiality and professionalism of the Secretary, his appointment and severance will be reported by the Appointments and Remuneration Committee and approved by the plenary meeting of the Board.
The current Secretary to the Board was appointed by the meeting of the Board of Directors held on September 17 th 2007 at the same time as the Remunerations and Appointments Committee was created. His curriculum vitae, which proves his objectivity and professionalism, are included in the Information Prospectus of the Public Offer for the Sale of Shares by Fluidra, S.A. on October 11 th 2007.

(Continued)

	YES	NO
Does the Appointments Committee report on appointments?	X	
Does the Appointments Committee report on severance?	X	
Does the Meeting of the Board approve the appointment?	X	
Does the Meeting of the Board approve severance?	X	

Is the Secretary to the Board specifically entrusted with the recommendations of good governance?

YES X NO

Remarks
Article 10.3 of the Regulations of the Board of Directors establishes that the Secretary, among other duties, shall specifically ensure that the actions by the Board take into account the recommendations on the good governance of the Company.

B.1.35 State, if any, the mechanisms established by the Company to ensure the independence of the auditor, the financial analysts, merchant banks and rating agencies.

To ensure the independence of the auditor:

Article 46 of the Articles of Association establishes that the Audit Committee must:

- Propose the appointment of the external accounts auditors, as set out in article 204 of the Public Limited Companies Act, to the Board of Directors for submission to the General Shareholders Meeting, as well as their conditions of hire, the scope of their professional mandate and, as appropriate, the revocation or renewal of their contracts.
- Deal directly with the external auditors so that any information received on matters that may jeopardise the independence of the latter may be tackled. It must likewise deal with all matters related to the account auditing process, any notices that have to be issued under the provisions in the legislation on account auditing and ensure compliance to auditing standards.

Article 54 establishes that auditors will be appointed by the General Shareholders Meeting before the end of the period to be audited, for a specific period of time that may not be less than three years or exceed nine. Moreover, the Meeting may appoint one or several individuals or corporations to act jointly. The General Shareholders Meeting may not dismiss the auditors before the end of the period for which they were appointed, unless there is a fair reason.

Moreover, the Regulations of the Company's Board of Directors, and more specifically article 13, establishes that the Audit Committee must:

- Receive regular information from the external auditor on the audit plan and the results of its execution, and verify that senior management takes its recommendations into account.
- Ensure the independence of the external auditor and, therefore, (i) it will be responsible for the Company reporting a change of auditor to the Spanish Securities Commission (CNMV) as a relevant fact and for backing up such reports with a statement on disagreements, if any, that have arisen with the outgoing auditor and their nature; (ii) it will ensure that the Company and auditor abide by the regulations in force on the provision of services other than auditing and, in general, that they abide by all other regulations established to ensure the independence of auditors; and (iii) in the event of an external auditor resigning, it must examine the circumstances behind the resignation.
- Ensure that the auditor takes full liability for the audits of each company in the group in the case of group audits.

(Continued)

To ensure the independence of financial analysts, merchant banks and rating agencies:

The Company must maintain a relationship with financial analysts and merchant banks that safeguards the transparency, non-discrimination, veracity and reliability of all information supplied. The Manager for Corporate Finance, through the Manager for Investor Relations, coordinates the processing and management of all requests for information from private and institutional investors. The mandates to merchant banks are granted by the General Manager for Corporate Finance. The Manager for Development grants any mandates for advice that may be deemed necessary from merchant banks in their field of operations and in coordination with the General Manager for Corporate Finance. The Company does not have a credit rating and, therefore, does not have a relationship with credit rating agencies.

The independence of financial analysts is safeguarded through the Manager for Investor Relations, whose specific remit is to deal with investors in an objective, fair and non-discriminatory way. In compliance with the regulations set out by the Securities Commission, the Company has several channels of communication in order to safeguard the principles of transparency and non-discrimination:

- Personalised customer services for analysts and investors.
- Publication of information relative to the quarterly results, relevant facts and other notices.
- Publication of press releases.
- E-mail on the website (investor_relations@fluidra.com) and a shareholders' helpline (+34902026039).
- List of presentations either made in person or over the phone.
- Visits to the Company's facilities.

All of the above information is available on the Company's website (www.fluidra.com).

B.1.36. State whether during the financial year, the Company has changed external auditor. If so, identify the incoming and outgoing auditor.

The external auditors were not changed by the Company in 2008.

B.1.37. State whether the firm of auditors performs other work for the company and/or its group other than those of auditing. If applicable, state the fees paid for that work and the percentage in terms of the overall fees that were billed.

	COMPANY	GROUP	TOTAL
Amounts for work other than auditing (thousands of euros) * includes fees for Market listing	976.812	924.501	1.901.313
Amount for work other than auditing/total amount billed by the auditing firm in %	69,000	12,000	20,850

(Continued)

B.1.38. State whether the audit report on the Annual Accounts of the previous financial year has reservations or qualifications. If appropriate, state the reasons given by the Chairman of the Audit Committee to explain the content and scope of those reservations or qualifications.

YES NO X

B.1.39 State the number of years the current auditing firm has uninterruptedly performed the auditing of the annual accounts of the Company and/or Group. Likewise, state in percentage terms the number of years the current auditing firm has been responsible for auditing the accounts.

	Company	Group
Number of uninterrupted years	5+ the current year	7 + the current year
Number of years audited by the current auditing firm/number of years the company has been audited (%)	100%	100%

B.1.40 State the shares held by members of the Company's Board of Directors in the capital of firms that carry out the same, similar or complementary activities to those that are the corporate object of both the company and its group, and that have been reported to the Company. Likewise, state the posts held or duties performed at those companies:

Name or company name of Director	Name of the subject company	% share	Post or duties
Mr Juan Planes Vila	DISPUR, S.L.	72,445%	CHAIRMAN
Mr Oscar Serra Duffo	---		
Mr Bernat Corbera Serra			
Mr Bernat Garrigós Castro	Aniol, S.L.	0.694%	CEO
BanSabadell Inversió Desenvolupament, S.A.	Companyia d'Aigües de Sabadell, S.A.	5.68%	---
Mr Juan Ignacio Acha-Orbea Echevarría	---		
Mr Kam Son Leong	---		
Mr Richard J. Cathcart	---		
Mr Eloy Planes Corts	DISPUR, S.L.	4,724%	Member

B.1.41. State and, if appropriate, specify whether there is a procedure for the directors to be able to obtain external advice:YES ☒ X

NO

Details about the procedure

Pursuant to Article 21 of the Regulations of the Board of Directors, all the directors, in order to be aided in exercise of their duties, may obtain the necessary advice from the Company to perform their duties. To that end, the Company will provide the adequate channels that, under special circumstances, may include external advice at the Company's expense.

In any case, the commission must necessarily concern the specific problems that are of a certain nature and complexity that arise in the performance of duties.

The decision to hire must be reported to the Chairman of the Company and may be vetoed by the Board of Directors if the following is accredited:

- a) That it is not necessary for the full performance of the duties with which the external directors are entrusted.
- b) That its cost is not reasonable with regard to the importance of the problem and the assets and revenue of the company.
- c) That the professional advice obtained may be adequately dealt with by experts and technicians in the Company.

B.1.42 State, and if appropriate, specify whether there is a procedure for directors to obtain the necessary information to prepare the meetings of the governing bodies with sufficient time in advance:YES ☒ X

NO

Details about the procedure

Article 23 of the Regulations of the Board of Directors establishes the following mechanism:

1. Directors may request information on any matter for which the Board is responsible and to this end may examine the books, records, documents and other documentation. The right to information includes investees, whenever this is possible.
2. The request for information must be addressed to the Secretary of the Board of Directors, who will convey it to the Chairman of the Board and the appropriate contact at the Company.
3. The Secretary will advise the director of the confidential nature of the information requested and received and of his duty to maintain confidentiality under the terms in the Regulations of the Board.
4. The Chairman may refuse to provide information if he considers (i) that it is not necessary for the full performance of the duties with which the director is entrusted or (ii) that its cost is not reasonable in view of the importance of the problem and the assets and revenue of the Company.

B.1.43 State and, if appropriate, specify whether the company has established rules that oblige the directors to notify, and if appropriate resign, in cases in which they may damage the credibility and reputation of the company:YES ☒ X

NO

Explain the rules

Article 26 of the Regulations of the Board of Directors establishes, among other obligations of directors, that they must notify the Appointments and Remuneration Committee of their other professional obligations, in case they interfere with the dedication required.

Article 28 of the same Regulations establishes that directors may not hold office as administrators or executives of companies that compete with the Company, with the exception of the posts they might hold, if applicable, in a company in the group. Likewise, although they may provide professional services to firms that have a corporate object that is totally or partially similar to that of the company, they must previously inform the Board of Directors, which may provide justified refusal to authorise such activities.

Article 34.2 of the same Regulations establishes the obligation of directors to inform the Company of posts held on the Board of Directors of other listed companies and, in general, of facts, circumstances or situations that may be relevant to their management activities. Likewise, all directors must inform the Company in cases in which they may damage the credibility and reputation of the company and, in particular, they must inform the Board of criminal cases in which they are charged as accused, as well as the subsequent result of such proceedings. Lastly, that same article establishes that, in the event of a director being prosecuted, or a court order being handed down to take trial proceedings against him for any of the offences stated under Article 124 of the Stock Company Act, the Board shall examine the case as soon as possible and, depending on the specific circumstances, will decide whether or not it is appropriate for the director to remain in office.

B.1.44 State whether any member of the Board of Directors has notified the company that he has been prosecuted or had trial proceedings ordered against him, for any of the offences pursuant to Article 124 of the Stock Company Act:

YES

NO X

B.2.1 List all of the committees pertaining to the Board of Directors and their members:

EXECUTIVE OR DELEGATE COMMITTEE

Name	Position	Type
Mr Eloy Planes Corts	Chairman	Executive director
Mr Oscar Serra Duffo	Member	External directors representing controlling shareholders
Mr Bernardo Corbera Serra	Member	External directors representing controlling shareholders
Bansabadell Inversió Desenvolupament, S.A.U.	Member	External directors representing controlling shareholders
Mr Juan Ignacio Acha-Orbea Echevarría	Member	Independent director
Mr Bernat Garrigós Castro	Non-member secretary	External directors representing controlling shareholders

AUDIT COMMITTEE

Name	Position	Type
Mr Juan Ignacio Acha-Orbea Echevarría	Chairman	Independent director
Bansabadell Inversió Desenvolupament, S.A.U.	Secretary	External directors representing controlling shareholders
Mr Juan Planes Vila	Member	External directors representing controlling shareholders

(Continued)

APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Position	Type
Mr Richard J. Cathcart	Chairman	Independent director
Mr Bernat Garrigós Castro	Member	External directors representing controlling shareholders
Mr Kam Son Leong	Member	Independent director

B.2.2 State whether the Audit Committee is responsible for carrying out the following:

	Yes	No
Supervising the drawing up and integrity of the company's and, if applicable, the group's financial statements. Ensuring that regulations are complied with, that the scope of consolidation is abided by and that accounting standards are properly applied.	X	
Regularly reviewing internal control and risk management systems in order to ensure that the main risks are properly identified, managed and made known.	X	
Ensuring that internal auditing systems are objective and efficient. Proposing the selection, appointment, re-election and dismissal of the head of the internal auditing department. Proposing the budget for this department. Receiving regular information about the department's activities. Checking that senior management takes the conclusions and recommendations in reports into account.	X	
Establishing and monitoring a system whereby employees are able to supply confidential or anonymous information about irregularities that they have detected in the company, which have potentially serious consequences, particularly with regard to financial and accounting practices.	x	
Presenting the Board with proposals for the selection, appointment, re-election and replacement of the external auditor and suggesting amendments to the auditor's contract.	x	
Receiving regular information from the external auditor about its auditing policy and the results of its application. Checking that senior management takes the auditor's recommendations into account.	X	
Ensuring the objectivity of the external auditor.	X	
Encouraging auditor to take responsibility for all of the audits that are carried out in the companies that make up the group, if applicable.	X	

B.2.3. Describe the rules governing the organisation, functions, and responsibilities of each of the Board committees.

The Board of Directors may appoint one or more Delegate Directors. Moreover, it may delegate, totally or partially, temporarily or permanently, all the powers which are subject to delegation pursuant to Law. In order to be valid, the delegation and appointment of the members of the Board to occupy such posts will require the favourable vote of two thirds of the members of the Board. Such posts will not come into effect until they have been recorded in the Company Registry.

Delegate Committee:

Without prejudice to the delegation of powers in favour of one or more delegate directors and powers of attorney that may be granted to any individual, the Board of Directors, in the same way as described in the point above, may appoint a Delegate Committee that will be made up of five directors. In as far as is possible, the Delegate Committee shall reflect the make-up of the Board in terms of the quality and balance between executive, external directors representing controlling shareholders and independent directors.

Audit Committee:

An Audit Committee has been set up within the Board of Directors. It is made up of a minimum of three directors, non-executives and who are appointed by the Board of Directors.

The Audit Committee will exercise, notwithstanding any other duties it might be assigned by the Board of Directors from time to time, the following basic duties:

- Inform in the General Shareholders' Meeting of matters raised therein by the shareholders in matters that fall within the scope of their responsibility.
- Propose to the Board of Directors the appointment of the external accounts auditors referred to in article 204 of the Spanish Public Limited Liability Companies Act, as well as their contracting conditions, the scope of their professional mandate and, where applicable, their revocation or non-renewal, which shall subsequently be submitted to the General Shareholders' Meeting.
- Supervise the internal auditing systems.
- Review the accounts of the Company, ensure the fulfilment of the legal requirements and the correct application of the generally accepted accounting principles, with the direct collaboration of the external and internal auditors to do so.
- Supervise the policy on control and risk management involved in the achieving of the corporate objectives.
- Be familiar with the processes for financial information, the internal control systems of the Company, verify the suitability and integral nature of the same and review the appointing or replacing of those responsible.
- Take care of and supervise the relationships with the external auditors.
- Supervise compliance with the auditing agreement, ensuring that the opinion regarding the annual accounts and the main contents of the auditing report are drawn up clearly and precisely, and evaluate the results of each audit.
- Examine the fulfilment of the Internal Code of Conduct, of these Regulations and, in general, of the rules of management of the Company, and make the proposals necessary for their improvement.
- Receive information and, where applicable, issue reports on the disciplinary measures which they intend to impose on members of the senior executive team of the Company.

Furthermore, the following corresponds to the Audit Committee:

- In relation to the information and internal control systems:
 - (a) Supervise the preparation process and integral nature of the financial information regarding the Company and, where applicable, the group, reviewing the fulfilment of the regulation requisites, the appropriate delimiting of the scope of consolidation of the accounts and the correct application of the accounting criteria.
 - (b) Review periodically the internal control and risk management systems, so that the main

(Continued)

risks are identified, handled and recognised suitably.

- (c) Ensure the independence and efficacy of the internal auditing function; propose the selection, appointment, re-election and removal of the head of the internal auditing service; propose the budget of the service; receive periodical information on its activities; and verify that the senior executive team takes into account the conclusions and recommendations of their reports.
 - (d) Establish and supervise a mechanism which enables the employees to communicate confidentially and, if deemed appropriate, anonymously, any irregularities of potential transcendence, especially financial and accounts information, which they might notice within the Company.
- In relation to the external auditor:
 - (a) Raise before the Board the proposals of the selection, appointment, re-election and replacement of the external auditor, as well as the conditions of their contracts.
 - (b) Receive regularly from the external auditor information regarding the auditing plan and the results of the execution thereof, and verify that the senior executive team takes into account its recommendations.
 - (c) Ensure the independence of the external auditor and, to such end: (i) that the Company informs as a relevant event to the CNMV any change in auditor and accompanies this with a statement regarding the possible existence of disagreements with the outgoing auditor and, should these have existed, of their content; (ii) that it is ensured that the Company and the auditor respect prevailing norms on the provision of services other than those on auditing and, in general, all other established norms in order to ensure the independence of the auditors; and (iii) that in the event of the resignation of the external auditor, that it examines the circumstances giving rise thereto.
 - (d) In the case of groups, encourage the auditor of the Group to assume responsibility for the auditing of the companies comprising it.
 - In relation to policy and risk management:
 - (a) Identify the various different types of risk (operational, technological, financial, legal, reputation-related) which the Company faces, including the financial or economic, contingent liabilities and other risks beyond the balance sheet.
 - (b) Identify the establishing of the level of risk the Company considers acceptable.
 - (c) Identify the measures envisaged in order to mitigate the impact of the risks identified, should they materialise.
 - (d) Identify the information and internal control systems to be used to control and manage said risks, including contingent liabilities and other risks beyond the balance sheet.
 - In relation to the obligations inherent in listed companies:

Inform the Board of Directors, prior to the latter adopting the corresponding decisions regarding:

- (a) The financial information which, due to it being listed, the Company must make public periodically. The Audit Committee must ensure the interim accounts are prepared using the same accounting criteria as the annual accounts and, to such end, consider the appropriateness of a limited review of the external auditor.

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- (b) The creation or acquisition of participations in special purpose entities or those domiciled in countries or territories considered to be tax havens, as well as any other transactions or operations of a similar nature which, due to their complexity, might be detrimental to the transparency of the Group.
- (c) Any connected operations, unless this duty of prior reporting has been attributed to another Committee for supervision and control.
- (d) Any operations that involve or may involve conflicts of interest.

The Audit Committee shall be held accountable for its activities and be answerable for its work at the first plenary meeting of the Board of Directors that is held after it has met. The Audit Committee shall likewise keep minutes of its meetings, a copy of which must be sent to all of the members of the Board. The Audit Committee shall draw up an annual report, in which it shall highlight the main incidents that have occurred, if any, in relation to the performance of its normal duties. Furthermore, whenever the Audit Committee deems fit, it shall include proposals in its report to improve the Company's governance regulations. The Audit Committee's report shall be attached to the Company's annual report on corporate governance and shall be made available to shareholders and investors on the Company's website.

Appointments and Remuneration Committee:

An Appointments and Remuneration Committee has also been set up within the Board of Directors. It is made up of a minimum of three external directors, the majority of whom are independent and who are appointed by the Board of Directors.

The Appointments and Remuneration Committee, notwithstanding any other duties which might be assigned to it by the Board of Directors, will carry out the following basic duties:

- Formulate and review the criteria to be followed for the composition of the management team of the Company and its subsidiaries and for the selection of candidates.
- Evaluate the competence, knowledge and experience necessary on the Board, define, as a result, the duties and aptitudes necessary in the candidates to cover each vacancy, and evaluate the time and dedication needed in order for them to carry out their duties properly.
- Inform, and raise before, the Board of Directors of the appointments and removals of senior executives and managers that the chief executive proposes, in order for the Board to appoint them.
- Inform the Board on matters of gender diversification and qualifications of directors, as set forth in article 6.2 of the Board of Directors' Regulations.
- It will propose to the Board of Directors: (i) the remuneration policy for the directors and senior executives; (ii) the individual remuneration of the senior executives and any other conditions of their agreements; (iii) the contract policies and basic conditions of the senior executives agreements of the Company.
- Examine or organise, so that it is suitably understood, the succession of the Chairman and of the chief executive and, where applicable, make proposals to the Board so that such succession takes place in an orderly, well-planned manner.
- Ensure the observance of the payment policy established by the Company and the transparency of payments.

The Committee must give an account of its activity and be answerable for the work carried out before the first plenary session of the Board of Directors subsequent to its meetings. Furthermore, the Committee must record Minutes of its meetings, of which it will send copies to all members of the Board.

(Continued)

The Committee must consult the Chairman and chief executive of the Company, especially when dealing with matters relating to the executive directors and senior executives.

The Board of Directors must discuss the proposals and reports presented to it by the Committee.

B.2.4. State, if applicable, the advisory powers and, if applicable, powers that have been delegated to each of the committees: SEE THE ABOVE POINT

B.2.5. State, if applicable, whether there are regulations to which the Board's committees are subject, and if so, where they are available for consultation and any amendments made to them during the financial year. Likewise, state whether any non-mandatory annual reports have been issued concerning the activities of each committee.

The Committees are subject to the Regulations for Boards of Directors that are published by the CNMV and that can also be found on the Company's website.

The Company voluntarily compiled two separate annual reports on the Audit Committee and on the Appointments and Remuneration Committee.

B.2.6. State whether the make-up of the executive committee reflects the Board Member's responsibilities according to their posts:

Yes.

C TRANSFER PRICING

C.1 State whether subsequent to a favourable report by the Audit Committee or any other body entrusted to draw one up, the Board reserves the right to approve the transactions that the Company carries out with its directors, significant shareholders or shareholders represented by the Board, or individuals related to them at its plenary sessions:

☒ Yes

☐ No

C.2 Describe any relevant transactions that entail a transfer of resources or obligations between the Company or its subsidiaries, and the Company's significant shareholders:

Name or company name of the significant shareholder	Name or company name of the company or organisation in the group	Nature of the relationship	Type of transaction	Amount (thousands of euros)
BOYSER,S.L.	ASTRAL ITALIA, SPA	Commercial	Purchases	667
BOYSER,S.L.	ASTRAL PISCINE, S.AS	Commercial	Purchases	852
	ASTRAL POOL ESPAÑA, SAUGrupo			
BOYSER,S.L.	Fluidra	Commercial	Purchases	2320
BOYSER,S.L.	ECA SARLGrupo Fluidra	Contractual	Purchases of assets	1710
BOYSER,S.L.	PROHOGAR SL	Commercial	Sale of Fixed Assets	2300
	Dispur Edrem			
	Aniol through			
	Constralsa		Untangibles and other assets	

- We reported the transactions with related organisations that were of a significant amount (above 0.1% of the sale of merchandise and finished products: approximately €650,000).

(Continued)

- The sale of fixed assets corresponded to the sale of four properties (three in Spain and one in France) for a sale price of €6,150,000 at market conditions, and for which the Group made a profit of €3,691,000.
- The transaction listed as Other Expenses for a total of €750,000 corresponds to the purchase of part of a transferred business' client portfolio.

C.3 Describe any relevant transactions that entail a transfer of resources or obligations between the Company or its subsidiaries, and the Company's administrators or directors:

Name or company name of the administrators or directors	Name or company name of the company or organisation in the group	Nature of the relationship	Type of transaction	Amount (thousands of euros)
BANC SABADELL INVERSIÓ I DESENVOLUPAMENT, S.L	Fluidra	Contractual	Delegate Committee Remuneration	28
BANC SABADELL INVERSIÓ I DESENVOLUPAMENT, S.L	Fluidra	Contractual	Rendered services	70
BERNAT CORBERA SERRA	Fluidra	Contractual	Rendered services	70
BERNAT CORBERA SERRA	Fluidra	Delegate Committee Remuneration	Other expenses	20
BERNAT GARRIGOS CASTRO	Fluidra	Delegate Committee Remuneration	Other expenses	18
BERNAT GARRIGOS CASTRO	Fluidra	Contractual	Rendered services	70
ELOY PLANES CORTS	Fluidra	Delegate Committee CEO	Other expenses	260
ELOY PLANES CORTS	Fluidra	Contractual	Other expenses	70
JUAN IGNACIO ACHA-ORBEA ECHEVERRÍA	Fluidra	Contractual	Rendered services	70
JUAN IGNACIO ACHA-ORBEA ECHEVERRÍA	Fluidra	Delegate Committee Remuneration	Other expenses	28
JUAN PLANES VILA	Fluidra	Contractual	Rendered services	106
JUAN PLANES VILA	Fluidra	Delegate Committee Remuneration	Other expenses	8
KAM SON LEONG	Fluidra	Contractual	Rendered services	80
OSCAR SERRA DUFFO	Fluidra	Contractual	Rendered services	70
OSCAR SERRA DUFFO	Fluidra	Delegate Committee Remuneration	Other expenses	20
RICHARD J CATHCART	Fluidra	Delegate Committee	Other expenses	8
RICHARD J CATHCART	Fluidra	Contractual	Services reception	80

C.4 Describe any relevant transactions that the Company performed with other companies belonging to the group, provided they are not cancelled out in the consolidated financial statements and that they do not form part of the Company's normal scope of business operations:

Company name of the organisation in the group	Brief description of the transaction	Amount (thousands of euros)
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(Continued)

C.5 State, if applicable, any circumstances in which company directors were involved that may constitute a conflict of interest, pursuant to the provisions of Article 127.3 of the Limited Companies Act.

☐ Yes ☒ No

- To be consistent with the information stated in the paragraph C.2 above this paragraph does not report transactions that do not exceed significant amounts (i.e. above 0.1% of the sale of merchandise and finished products: approximately €650,000).

Name or company name of the director	Description of the circumstance of the conflict of interest
--------------------------------------	---

Pending the completion of the notification and acknowledgement of receipt process.

C.6 Describe the mechanisms in place to detect, determine and resolve possible conflicts of interest between the Company and/or its group and its directors, managers and significant shareholders.

. In accordance with the provisions in the Regulations of the Board of Directors, members must notify the Board of Directors of any cases of conflict of interest and refrain from attending or intervening in deliberations that affect affairs in which they may have a personal interest.

It is also considered that a director has a personal interest when a matter affects any of the following individuals: spouse or person with whom there is a similar relationship; ascendants, descendants and siblings and their respective spouses or persons with whom there is a similar relationship; and individuals, companies or organisations over which any of the persons mentioned above may have a significant influence.

In the case of directors that are corporate entities, it shall be understood that they are individuals related to the following: shareholders who find themselves in any of the situations described in Article 4 of Act 24/1988 on Stock Markets, of 28 July; de facto or de jure directors, receivers and proxies with general power of attorney for directors who are corporate entities; the companies and their shareholders that belong to the group, as defined in Article 4 of Act 24/1988 on Stock Markets, of 28 July; the individuals that are considered to be related to proxies and directors that are corporate entities. The Directors may not use the Company's name or act in their capacity as Directors to carry out transactions on their own behalf or for related individuals.

Directors may not directly or indirectly carry out professional or trading transactions with the Company unless prior notice has been given of a possible conflict of interest and the Board approves the transaction.

Transactions that are part of the Company's ordinary business and that are of a habitual and recurring nature may be carried out providing the Board of Directors has issued a general authorisation to do so.

In accordance with Article 10 of the Internal Regulations on Conduct, the following is set out with regard to conflicts of interest:

(Continued)

Liable Individuals subject to conflicts of interest must abide by the following general principles of conduct:

Independence: Liable Individuals must at all times act fairly and loyally to the Company and its shareholders, regardless of their own interests or those of third parties. Therefore, they shall abstain from placing their own interests before those of the Company or other investors at the expense of others.

Abstention: They must abstain from intervening in or influencing any decisions taken that may affect individuals or organisations with which there are conflicts of interest and from accessing any Relevant Information that may have a bearing on such conflicts.

Notification: Liable Individuals must notify the Director of the Company's Legal Department of any possible conflicts of interest to which they may be subject as a result of their activities outside the Company, their family ties, their personal assets, or any other interests they may have in:

- (i) The Company or any of the companies that belong to the Fluidra Group.
- (ii) The suppliers or major customers of the Company or any of the companies that belong to the Fluidra Group.
- (iii) Organisations that are devoted to the same line of business or that are competitors of the Company or any of the companies that belong to the Fluidra Group.

Any doubts as to a possible conflict of interest must be addressed to the Director of the Company's Legal Department and the final decision will rest with the Audit Committee.

A conflict of interest arises if Liable Individuals fulfil any of the following conditions with regard to the organisations mentioned in this article.

- (i) They are directors or senior managers.
- (ii) They have a significant shareholding (the latter being understood, in the case of listed companies on any official secondary market in Spain or abroad, as that defined in article 53 of the LMV (Stock Exchange Act) and any other legislation that may apply, and in the case of unlisted Spanish or foreign companies, any direct or indirect holding over and above twenty per cent of the equity issued).
- (iii) They have a family tie to the second degree of affinity or to the third degree by blood with the directors, significant shareholders or senior managers.
- (iv) They have a relevant contractual relationship, either directly or indirectly.

C.7. Is more than one of the Group's companies listed in Spain?

YES

NO X

D

RISK CONTROL SYSTEMS

D.1 General description of the risk policy of the company and/or its group. Provide details and assess the risks covered by the system. Justify the adequacy of these systems with regard to the profile of each kind of risk.

During the tax year, the Company has carried out a study to identify and assess the Group's business risks in view of its activity and the current climate. The controls associated with these risks were also subject to the same study.

The risk assessment took into consideration the strategic, financial, operational and unforeseeable risks. The business' main risks were identified and they have been arranged in order of priority according to the probability of their actually occurring and the impact or effects they may have on the Company. The controls the Company has in place to monitor these risks were likewise assessed and those that should be strengthened to improve its risk profile were identified. Based on this study, a risk map was drawn up.

In 2009, work will continue to study the measures anticipated to mitigate the impact of risks should they arise and to identify the information and internal control systems that monitor and manage these risks, the contingent liabilities and/or off-balance sheet risks. The aim will be to identify the improvements

(Continued)

made to these measures and the controls intended to improve existing risk management practices so that they become more effective and more efficient. The Company will pay particular attention to the risks classified as high and/or those with weak control mechanisms.

However, as an objective for 2008, work will continue on the development of a Risk Policy and on the definition of systems for controlling them. Likewise, acceptable risk levels and measures to mitigate risks in the event of their materialising will be established.

D.2 State whether any of the different types of risks have materialised (operational, technological, financial, legal, reputation, tax, etc.) that affect the company and/or its group:

☐ Yes ☒ No

If affirmative, state the circumstances that have given rise to these and whether the control systems established have worked.

Risk materialised in the financial year	Circumstances that gave rise to it	Operation of the control systems
-	-	-

D.3 State whether there is any committee or other governing body responsible for establishing and monitoring these control devices:

☒ Yes ☐ No

If affirmative, detail what their duties are.

Name of the committee or body:

Audit Committee

Description of duties:

The responsibilities that arise from the Company's risk management control mechanism are as follows:

- Related to risk policies and management:
 - Identifying the various types of risk (operational, technological, financial, legal, reputational) that the Company faces, including contingent liabilities and other off-balance sheet risks.
 - Identifying the set level of risk that the Company considers acceptable.
 - Identifying the measures foreseen to mitigate the impact of the risks identified should they actually arise.
 - Identifying the information and internal control systems that monitor and manage these risks, including contingent liabilities and off-balance sheet risks.
- Related to the obligations of a listed company:
 - Giving the Board prior notice that it should adopt the corresponding decision on transfer pricing operations and any transactions that involve or may involve a conflict of interest.

Name of the committee or body:

Body Responsible for the Fulfilment of Regulations

Description of duties:

- Fulfilment of regulations on obligations as a listed company
- Management of risks derived from the listing

D.4 Identification and description of the processes to comply with the various regulations that affect the company and/or its group.

On the date of issue of this report, no incidents had been detected and most critical processes had been implemented. Critical processes are understood to mean all those that have a significant bearing on the Company.

The processes are described in detail in the Regulations of the General Shareholders' Meeting, the Regulations of the Board of Directors and the Internal Regulations on Conduct, about which comments have been made in Section B of this report.

GENERAL SHAREHOLDERS MEETING

E.1 State, and if applicable describe, whether the quorum required to hold a General Shareholders' Meeting differs in any way to the provisions set out in the Limited Companies Act (LSA).

YES

☒ NO

	Difference in % of the quorum compared to Art. 102 of the LSA for general budget meetings	Difference in % of the quorum compared to Art. 103 of the LAS for special budget meetings
Quorum required for the 1 st call	N/A	N/A
Quorum required for the 2 nd call	N/A	N/A

Description of differences
NOT APPLICABLE

E.2 Explain the system for adopting corporate resolutions. Describe any differences with regard to the system provided for in the Limited Companies Act (LSA):

YES

☒ NO

Describe how the system differs to that in the LSA.

	Different supermajority to that provided for in Art. 103.2 of the LSA	Other instances of a supermajority
% established by the organisation for adopting agreements		
Describe the differences		

E.3 List any of the shareholders' rights at general meetings that are different to those provided for in the LSA.

N/A

E.4 If applicable, state the measures adopted to encourage shareholders to attend the general meetings.

N/A

E.5 State whether the post of chairman for the General Shareholders' Meeting is held by the Chairman of the Board of Directors. If applicable, provide details about the measures in place to insure the objectivity and smooth running of the General Meeting:

☒ YES

☐ NO

Describe the measures
<p>According to Article 16 of the Regulations of the General Shareholders' Meeting, it shall be chaired by the chairman of the Board of Directors or, in his absence, by the Vice-chairman, and in the absences of both, by a member of the Board of Directors that the General Meeting designates.</p> <p>Measures for guaranteeing the objectivity and smooth running of the General Meeting:</p> <p>The Regulations of the General Shareholders' Meeting were approved at the meeting held on September 5th 2007. A set of measures were included in these regulations to ensure the objectivity and smooth running of General Meetings.</p> <p>These Regulations are available on the Company's website.</p>

E.6 Describe, if any, the amendments made over the year to the regulations that govern General Shareholders' Meetings.

N/A

(Continued)

E.7 Provide attendance figures for the general meetings held over the year to which this report refers:

	Attendance figures				
Date of General Meeting	% physically present	% by proxy	% Distance voting		Total
			Electronic votes	Other	
12-01-07	100%				
12-04-07	100%				
09-05-07	100%				
30-06-07	100%				
05-09-07	100%				
27-09-07	100%				

N/A

E.8 Give a brief description of the agreements adopted at the general shareholders' meetings held over the year to which this report refers and the percentage of votes cast for the adoption of each vote.

Point One: Review and approval, if required, of the annual accounts and the management report, both of the Company and its consolidated group of companies, corresponding to the tax year that closed on 31 December 2007.

Point Two: Distribution of profits from the year ending as at December thirty-first two thousand and seven.

Point Three: Review and approval, if required, of the Board of Director's management strategy over the two thousand and seven tax year.

Point Four: Re-election of the accounts auditor, both of the Company and its consolidated group of companies.

Point Five: Pursuant to article 75 and related regulations in the Public Limited Companies Act, authorisation has been given for the Company to proceed with the share buyback scheme, either directly or through companies in the group. As a result, the authorisations approved by the General Meeting on September fifth two thousand and seven is rendered null and void and, if applicable, authorisation is granted to use treasury stock for the execution or cover of compensation plans.

Point Six: Presentation of the report on the Remuneration Policy for directors

Point Seven: Granting of powers of attorney to enter into, interpret, amend and execute the agreements adopted by the General Shareholders Meeting.

All the agreements were passed with the quorum of the 100% of the shareholders present or represented in the meeting.

E.9 State whether any of the articles of association set out a minimum number of shares as a requirement to attend the General Shareholders' Meeting:

Negative reply

No. of shares required to attend a General Meeting	Minimum of one share
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(Continued)

E.10 Describe and justify the policies followed by the Company with regard to voting by proxy at the General Shareholders' Meeting.

All shareholders who are entitled to attend General Meetings may vote by a proxy, who does not necessarily have to be a shareholder, at the General Meetings. Votes cast by proxy must be done so in accordance with the requisites and formalities set out in the law, in Article 29 of the Articles of Association and in Article 12 of the Regulations of the General Shareholders' Meeting.

All votes cast by proxy shall be certified by means of the attendance card or a letter, which in both cases must bear the original signature of the person represented. The document that certifies voting by proxy must contain the following information: the date of the General Meeting and its agenda, the identity of the person represented and the proxy (in the case that no proxy is specified, it shall be understood that voting rights have been granted to either the chairman of the Board of Directors, the managing director or the secretary of the Board of Directors), the number of shares the shareholder has and instructions as to how the proxy should vote for each of the items that are on the agenda.

Should public requests be made to be represented by proxy, in addition to the items mentioned in the paragraph above, the document that designates the proxy must contain an indication as to how the proxy should vote if precise instructions are not provided.

Voting by Proxy may also be granted via the following means of distance communication:

- (i) In writing by post, by sending the Company an attendance card and the vote that must have been obtained from and issued by the organisation or organisations responsible for recording the entry of shares in the corresponding register. Such votes must be duly signed and filled out. Other written means may be used that is approved by the Board of Directors, and that prior permission to so has been obtained. If such other means are used, it must be possible to check the identity of the shareholder who votes by proxy in this way.
- (ii) By other electronic distance means of communication, providing the electronic document that is used to vote by proxy has an electronic signature that is legally recognised, or any other type of electronic signature that the Board of Directors is willing to accept. Prior permission must have been obtained to vote in this manner as proper guarantees must be ensured on the authenticity and identification of the shareholder who votes by proxy in this way.

Proxy voting that is granted by means of distance communication must reach the Company before midnight on the day prior to which it has been arranged for the first call of the General Shareholders' Meeting to be held.

E. 11 State whether or not the Company is aware any policies of institutional investors to participate or in Company decisions:

Negative reply

E.12 State the address and access route to the contents the corporate governance regulations of your Website.

www.fluidra.com

Go to the SHAREHOLDERS AND INVESTORS section and a CORPORATE GOVERNANCE submenu will appear.

F DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Indicate the company's degree of compliance with the recommendations given in the unified code of good governance.

In the event of failure to comply with any such recommendations, explain the recommendations, standards, practices or criteria applied by the company.

1. The articles of association of listed companies should not limit the maximum number of votes that can be issued by the same shareholder or contain other restrictions that prevent the company from being taken over through the purchase of its shares on the market.

See epigraphs: A.9 , B.1.22, B.1.23 and E.1, E.2.

Complies ☒ **Explain** ☐

2. When the parent company and the subsidiary are listed, they must both publicly define the following in detail:

a) Their respective activity areas and possible business relations between them, as well as those of the listed subsidiary with the other companies in the group;

b) The mechanisms laid down to solve possible conflicts of interests as they arise.

See epigraphs: C.4 and C.7

Complies ☐ **Complies partially** ☐ **Explain** ☐ **Not applicable** ☒

3. Although it is not expressly required in mercantile legislation, they should submit the transactions that involve a modification to the company's structure for approval by the General Shareholders Meeting, especially the following:

a) The change of listed companies into holding companies through "subsidiarisation" or the incorporation into entities dependent on essential activities carried out until then by the company itself, even though the said company maintains full control over them;

b) The acquisition or transfer of essential operating assets when there is an actual modification of the corporate purpose;

c) The transactions whose effect is equivalent to that of the company's liquidation.

Complies ☒ **Complies partially** ☐ **Explain** ☐

4. The detailed proposals of the agreements to be adopted by the General Shareholders Meeting, including the information referred to in recommendation 28, should be published with the publication of the announcement of the call to the meeting.

Complies x Explain ☐

5. In the General Shareholders Meeting, the matters that are substantially independent must be voted separately so that shareholders can exercise their voting preferences separately. And the said rule should be applied, in particular:

a) On the appointment or ratification of the members of the board, which should be voted individually;

b) In the case of modifications to the articles of association, each article or group of articles that is substantially independent.

See epigraph: E.8

Complies x Complies partially ☐ Explain ☐

6. The companies should allow the division of the vote so that the financial brokers legitimated as shareholders but acting on behalf of different clients can issue their votes in accordance with the instructions given by the said clients.

See epigraph: E.4

Complies x Explain ☐

7. The board should carry out its functions on the basis of a unified purpose and independence, giving the same treatment to all the shareholders and following the company's interest, understood as maximising the company's economic value in a sustained manner.

It should also ensure that, in its relations with the stakeholders, the company observes legislation and regulations; fulfils its duties and contracts in good faith; observes the uses and good practices of the sectors and territories in which it operates; and observes the additional principles of corporate liability it has voluntarily accepted.

Complies x Complies partially ☐ Explain ☐

8. As the core of its mission, the board should adopt the company's strategy and the organisation required for its implementation, as well as supervising and controlling the management's fulfilment of targets and observance of the company's corporate interest and purpose. Accordingly, in its plenary session, the board reserves the power to adopt the following:

a) The company's general strategies and policies, in particular:

i) The strategic or business plan, as well as management targets and annual budgets;

ii) The investment and finance policy;

iii) The definition of the structure of the group of companies;

iv) The corporate governance policy;

- v) **The corporate liability policy;**
- vi) **The salary policy and appraisal of senior management performance;**
- vii) **The risk management and control policy, as well as the regular monitoring of internal information and control systems.**
- viii) **The dividend policy, as well as the treasury stock policy and, in particular, its limits.**

See epigraphs: B.1.10, B.1.13, B.1.14 and D.3

b) The following decisions:

- i) **On the proposal of the company's chief executive, the appointment and removal of senior managers, as well as their severance clauses.**

See epigraph: B.1.14.

- ii) **The salaries for the members of the board, as well as, in the case of executives, the additional payment for their executive functions and other conditions to be observed in their contracts.**

See epigraph: B.1.14.

- iii) **The financial information which, due to its status as a listed company, it has to publish on a regular basis.**

- iv) **The investments or transactions of all kinds which, owing to their high amount or special characteristics, are of a strategic nature, unless their approval corresponds to the General Shareholders Meeting;**

- v) **The creation or acquisition of shares in entities with special purposes or domiciled in countries or territories that are considered as tax havens, as well as whatsoever other similar transaction or operation which, owing to its complexity, could undermine the group's transparency.**

- c) **The transactions completed by the company with members of the board, important shareholders or shareholders represented on the board or with related individuals ("related transactions").**

However, this authorisation by the board should not be considered necessary for the related transactions that meet the following three conditions:

1. They are carried out by virtue of contracts whose terms and conditions are standardised and applied generally to many clients;
2. They are carried out at prices or rates generally established by the person acting as the supplier of the good or service in question;
3. Their amount does not exceed 1% of the company's annual revenue.

It is recommended that the board should approve the related transactions after a favourable report has been issued by the Audit Committee or, where applicable, any other party to which that function has been commissioned; and, besides not exercising or delegating their right to vote, the members of the board who are affected should leave the meeting room while the board deliberates and votes on the matter.

It is recommended that it should not be possible to delegate the powers attributed to the board here, except for those mentioned in paragraphs b) and c), which may be adopted in emergencies by the Delegate Commission and subsequently ratified by the board in its plenary session.

See epigraphs: C.1 and C.6

Complies x Complies partially ☐ Explain ☐

9. The board should have the necessary size for effective, participatory operation, which means that it should not have fewer than five or more than fifteen members.

See epigraph: B.1.1

Complies x Explain ☐

10. The external directors representing controlling shareholders and independent directors should represent a broad majority of the Board and the number of executive directors should be the required minimum, taking into account the complexity of the corporate group and the percentage of interest of the executive directors in the company's capital.

See epigraphs: A.2, A.3, B.1.3 and B.1.14.

Complies x Complies partially ☐ Explain ☐

11. If there is an external director who cannot be considered as either an external director representing controlling shareholders or an independent director, the company should explain the said circumstance and his association either with the company or its managers, as well as with its shareholders.

See epigraph: B.1.3

Complies x Explain ☐ Not applicable ☐

12. Among the external directors, the ratio between the number of external directors representing controlling shareholders and the independent directors should reflect the proportion between the company's share capital represented by the external directors representing controlling shareholders and the rest of the share capital.

This criterion of strict proportionality could be reduced as the weight of the external directors representing controlling shareholders is greater than that which would correspond to the total percentage of the share capital they represent:

1. In companies with a high level of capitalisation, when the shares that are legally considered as significant are zero or low-level, but where shareholders exist, with blocks of shares of high absolute value.

2. When it is a question of companies in which there is a plurality of shareholders represented on the Board who are not related between them.

(Continued)

See epigraphs: B.1.3 , A.2 and A.3

Complies x **Explain ☐**

13. The number of independent directors should represent at least one third of the total number of directors.

See epigraph: B.1.3

Complies x **Explain ☐**

14. The nature of each director must be explained by the Board before the General Shareholders Meeting that is to carry out or ratify his appointment, which should be confirmed or reviewed annually, as appropriate, in the annual report on corporate governance, with prior confirmation by the Appointments Committee. The said report should also explain the reasons why external directors representing controlling shareholders have been appointed at the request of shareholders whose holding is less than 5% of the share capital; and reasons should be given for the rejection, where applicable, of formal requests for presence on the Board from shareholders whose holding is equal to or higher than that of others at whose request external directors representing controlling shareholders have been appointed.

See epigraphs: B.1.3 and B.1.4

Complies x **Complies partially ☐** **Explain ☐**

15. When the number of female directors is zero or almost zero, the board should explain the reasons and the initiatives adopted to correct the said situation; in particular, the Appointments Committee should ensure that, when new vacancies arise:

a) The selection process does not involve implicit bias that prevents the selection of female directors

b) The company should deliberately look for and include among potential candidates women that comply with the professional profile being sought.

See epigraphs: B.1.2, B.1.27 and B.2.3.

Complies x **Complies partially** **Explain ☐** **Not applicable ☐**

No gender discrimination practices are carried out. The directors are chosen according to the opportunities that arise among external directors representing controlling shareholders and according to professional experience in the case of independent shareholders. It has been planned to deal with this issue in 2008.

16. As the person responsible for the effective operation of the Board, the Chairman should ensure that the directors receive sufficient information beforehand; stimulate debate and the active participation of the directors during the board's sessions, safeguarding his free standpoint and opinion; and organise and coordinate with the chairmen of the relevant commissions the regular assessment of the board, as well as that of the CEO or chief executive, where applicable.

See epigraph: B.1 42

Complies x **Complies partially ☐** **Explain ☐**

17. When the Chairman of the Board is also the company's chief executive, one of the independent directors should be empowered to request the call to meeting of the Board or the inclusion of new matters on the agenda; coordinate and echo the concerns of the external directors; and direct the Board's assessment of its Chairman.

See epigraph: B.1.21

Complies ☐ Complies partially ☐ Explain ☐ Not applicable ☒

18. The Secretary of the Board should make sure, in particular, that the board's actions:

- a) Comply with the content and spirit of legislation and the corresponding regulations, including those adopted by the regulating bodies;
- b) Comply with the company's articles of association and with the regulations of the General Shareholders Meeting, the Board and other company regulations;
- c) Take into account the recommendations on good governance laid down in the unified code accepted by the company.

And, in order to safeguard the Secretary's independence, impartiality and professionalism, his appointment and removal must be reported by the Appointments Committee and approved by the Board in its plenary session; and the said appointment and dismissal procedure must be laid down in the Board regulations.

See epigraph: B.1.34

Complies ☒ Complies partially ☐ Explain ☐

19. The board should meet as regularly as necessary to carry out its functions effectively, following the schedule of dates and business laid down at the beginning of the year, where each director may propose other business for the agenda not considered initially.

See epigraph: B.1.29

Complies ☒ Complies partially ☐ Explain ☐

20. The non-attendance of the directors should be reduced to essential cases and quantified in the annual corporate governance report. And if representation is essential, it must be designated with instructions.

See epigraphs: B.1.28 and B.1.30

Complies ☒ Complies partially ☐ Explain ☐

21. When the directors or the Secretary express concern for any proposal or, in the case of the directors, for the company's progress and the said concern is not resolved by the board, it should be recorded in the minutes of the meeting at the request of the person expressing the said concern.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

22. In its plenary session, the board should assess the following once a year:

- a) The quality and efficiency of the board's operations;

- b) Based on the report issued by the Appointments Committee, the functions carried out by the Chairman of the Board and the company's chief executive;
- c) The running of its Committees, based on the reports they issue.

See epigraph: B.1.19

Complies x **Complies partially** ☐ **Explain** ☐

23. All the directors should be able to exercise the right to compile any additional information they consider necessary on business that falls within the remit of the Board. And, unless the articles of association or the regulations of the board lay down otherwise, they should address their requirement to the chairman or secretary of the board.

See epigraph: B.1.42

Complies x **Explain** ☐

24. All the directors have the right to obtain the advice they need for the fulfilment of their functions from the company. The company should lay down the appropriate ways of exercising this right, which, under special circumstances, could include external advisory services on the company's account.

See epigraph: B.1.41

Complies x **Explain** ☐

25. The company should establish a guidance programme to provide new directors with rapid and sufficient knowledge of the company, as well as its rules on corporate governance. They should also offer directors programmes for updating their knowledge when circumstances so recommend.

Complies x **Complies partially** ☐ **Explain** ☐

26. The company should require the directors to devote the time and effort necessary for carrying out their function effectively and, consequently:

- a) The directors should report to the Appointments Committee on their other professional duties in case they interfere with the required devotion;
- b) The companies should lay down rules on the number of boards on which their directors can sit.

See epigraphs: B.1.8, B.1.9 and B.1.17

Complies x **Complies partially** ☐ **Explain** ☐

27. The proposal for the appointment or re-election of directors raised by the Board to the General Shareholders Meeting, as well as their provisional appointment by co-optation, should be approved by the board:

- a) At the proposal of the Appointments Committee, in the case of independent directors.
- b) After a report issued by the Appointments Committee, in the case of the other directors.

See epigraph: B.1.2

Complies x **Complies partially** ☐ **Explain** ☐

28. The companies should publish the following information about their directors on their website and keep the said information up-to-date:

- a) Professional and biographical profile
- b) Other boards on which they sit, whether the companies are listed or not;
- c) Indication of the category of director to which they belong, where applicable, indicating, in the case of the external directors representing controlling shareholders, the shareholder they represent or with whom they are related.
- d) Date of their first appointment as a director of the company, as well as of the subsequent appointments; and
- e) The shares they own in the company and the stock options over the said shares.

x **Complies** ☐ **Explain**

29. The independent directors should not remain as such for a continued term of more than 12 years.

See epigraph: B.1.2

Complies x **Explain** ☐

30. The external directors representing controlling shareholders should present their resignation when the shareholder they represent sells all his shares in the company. They should also present their resignation, in the corresponding number, when the said shareholder lowers his shares in the company to a level that requires a reduction in the number of his external directors representing controlling shareholders.

See epigraphs: A.2, A.3 and B.1.2

Complies x **Complies partially** ☐ **Explain** ☐

31. The Board of Directors should not propose the removal of any independent director before the fulfilment of the statutory term for which he has been appointed, except when there is just cause, understood as such by the Board after a report issued by the Appointments Committee. In particular, just cause shall be understood as applicable when the director is in breach of the duties inherent to his post or has entered into any of the circumstances laid down in epigraph 5 of section III on definitions in this code.

The removal of independent directors resulting from takeover bids, mergers or other similar corporate transactions that represent a change to the company's share capital structure could be proposed when the said changes to the structure of the board are brought about by the criterion of proportionality indicated in Recommendation 12.

See epigraphs: B.1.2, B.1.5 and B.1.26

Complies x **Explain** ☐

32. The company should establish rules that oblige the directors to report and, where applicable, resign in cases that can damage the company's reputation and credit and, in particular, oblige them to inform the board of the criminal cases in which they appear as an accused party, as well as their subsequent procedural events.

(Continued)

If a director is tried or a sentence is issued against him for the commencement of a hearing for any of the crimes laid down in article 124 of the Spanish Public Limited Companies Act, the Board should examine the case as soon as possible and, in view of the specific circumstances, decide whether or not it is fitting for the director to continue in his post. And, the Board should give a reasoned account of all the events in the Annual Corporate Governance report.

See epigraphs: B.1.43, B.1.44

Complies x Complies partially ☐ Explain ☐

33. All the directors should clearly express their opposition when they consider that any proposed decision submitted to the Board may be contrary to the company's interests. And this should apply especially to the independent directors and other directors not affected by the potential conflict of interest in the case of decisions that may damage the shareholders not represented on the Board.

When the Board adopts significant or reiterated decisions on which the director has formulated serious reservations, the said director should draw the corresponding conclusions and, if he decides to resign, explain the reasons in the letter referred to in the following recommendation.

The scope of this recommendation also includes the Secretary of the Board, even though he does not have the status of director.

Complies x Complies partially ☐ Explain ☐ Not applicable ☐

34. When, either due to resignation or any other reason, a director abandons his post before the end of his mandate, he should explain the reasons in a letter sent to all the members of the Board. And, without prejudice to the said resignation being notified as a relevant event, the reason for the resignation should be accounted for in the Annual Corporate Governance report.

See epigraph: B.1.5

Complies ☐ Complies partially X Explain ☐ Not applicable ☐

According to internal standards, there is no obligation to include the reason for the resignation in the Annual Report.

35. The salary policy approved by the Board should indicate at least the following:

a) The amount of the fixed components, with a breakdown, where applicable, of the expenses for participation in the board and its commissions and an estimate of the annual fixed salary resulting therefrom;

b) Variable salary concepts, including, in particular:

i) Classes of directors to which they are applied, as well as an explanation of the relative importance of the variable salary concepts with regard to the fixed salary concepts.

ii) Results assessment criteria on which any right to payment in shares, stock options or any variable component is based;

iii) Fundamental parameters and basis of any annual premium system (bonus) or other benefits not paid in cash; and

iv) **An estimate of the absolute amount of the variable salary payments arising from the proposed salary plan in accordance with the level of fulfilment of the hypotheses or objectives taken as reference.**

c) **Main characteristics of the company pension plans (e.g. top-up schemes, life insurance policies and similar), with an estimate of their amount or equivalent annual cost.**

d) **Conditions to be observed in the contracts of those who exercise senior management functions as executive directors including:**

i) **Term;**

ii) **Terms of notice; and**

iii) **Any other clauses related to contracting premiums, such as severance payments or golden parachutes for early termination or cancellation of the contractual relations between the company and the executive director.**

See epigraph: B.1.15

Complies x Complies partially ☐ Explain ☐

36. The payments made through shares in the company or companies in the group, stock options or instruments referenced to the value of the share, variable payments associated with the company's performance or company pension plans should be limited to the executive directors.

This recommendation will not cover the provision of shares when it is conditioned to the directors maintaining them until their resignation as a director.

See epigraphs: A.3, B.1.3

Complies x Explain ☐

37. The salary payments of the external directors must be the amount necessary for compensating the devotion, qualification and responsibility required by the post; but not so high as to compromise their independence.

Complies x Explain ☐

38. The salary payments related to the company's results should take into account the possible exceptions included in the external auditor's report, which may reduce the said results.

Complies ☐ Explain ☐ Not applicable X

39. In the case of variable salary payments, the salary policies should incorporate the necessary technical precautionary measures to ensure that the said salary payments are related to the professional devotion of the beneficiaries and do not result simply from the general evolution of the markets or the company's activity sector or other similar circumstances.

Complies ☐ Explain ☐ Not applicable X

40. The Board should submit a report on the directors' salary policy to vote at the General Shareholders Meeting, as a separate, consultative matter on the agenda. The said report should be made available to the shareholders either separately or in any other way the company considers appropriate.

The said report should focus particularly on the salary policy approved by the Board for the present year, as well as, where applicable, the policies anticipated for future years. It shall include all the matters referred to in Recommendation 35, except for circumstances that may suppose the revelation of sensitive commercial information. It shall underline the most significant changes in the said policies with regard to that applied during the past year to which the General Shareholders Meeting refers. It shall also include an overall summary of how the salary policy was applied during the past year.

The Board should also report on the role played by the Remunerations Committee in the preparation of the salary policy and, if external consultancy services are used, on the identity of the external consultants providing the service.

See epigraph: B.1.16

Complies ☐ Complies partially ☐ Explain X

Not applicable last year. Applicable this year.

41. The Report should give details of the individual salaries paid to directors during the year and include:

a) The individualised breakdown of the salary of each director, which shall include, where applicable:

- i) The allowances for attendance or other fixed payments as a director;
- ii) The additional remuneration as chairman or member of one of the board's committees;
- iii) Any payments for profit sharing or premiums and the reason why they were made;
- iv) Contributions in the director's favour to fixed-contribution pension schemes; or the increase of the director's consolidated rights in the case of contributions to fixed-benefit plans;
- v) Any severance payments agreed or paid in the case of the termination of his functions;
- vi) The payments received as a director of other companies in the group;
- vii) Payments for carrying out the senior-management functions of the executive directors;

viii) Any other salary concepts other than the above, regardless of their nature or the entity of the group making the payment, especially when they are considered as related transactions or their omission distorts the fair view of the total salary payments received by the director.

b) The individualised breakdown of the shares, stock options or any other instrument referenced to the value of the share eventually awarded to directors, with details on the following:

i) Number of shares or options awarded during the year and the terms and conditions of their exercise;

ii) Number of options exercised during the year, indicating the number of shares affected and the price of the exercise;

iii) Number of pending options at the end of the year, indicating their price, date and other exercise requirements;

iv) Whatsoever modification during the year to the conditions for exercising the options already awarded.

c) Information about the ratio during the said past year between the salary obtained by the executive directors and the results or other measurements of the company's performance.

Complies x Complies partially ☐ Explain

Not applicable last year. Applicable this year.

42. When there is a Delegate or Executive Committee (hereinafter called "Delegate Committee"), the participation structure of the various categories of directors should be similar to that of the Board itself and its secretary should be the Secretary of the Board.

See epigraphs: B.2.1 and B.2.6

Complies x Complies partially ☐ Explain ☐ Not applicable ☐

The Vice-secretary of the Board performs the duties of Secretary on the Delegate Committee.

43. The Board should always be aware of the matters dealt with and the decisions adopted by the Delegate Committee and all the members of the Board should receive a copy of the minutes of the meetings of the Delegate Committee.

Complies x Explain ☐ Not applicable ☐

44. The Board of Directors should constitute not only the Audit Committee required by the Stock Exchange Act, but also one or two separate Committees: the Appointments Committee and the Remuneration Committee.

The rules governing the make-up and operation of the Audit Committee and the Appointments and Remuneration Committee or Committees should be recorded in the regulations of the Board and include the following:

a) The board should appoint the members of these Committees, bearing in mind the know-how, skills and experience of the directors and the missions of each Committee; it should deliberate on its proposals and report; and it should report on its activities and respond for the work carried out during the first plenary session of the Board after its meetings.

b) The said Committees should be made up exclusively of a minimum of three external directors. The above is understood as without prejudice to the attendance of executive directors or senior managers when so agreed expressly by the members of the Committee.

(Continued)

Their Chairmen should be independent directors.

d) They should be able to seek external consultancy services when they consider it necessary for their functions.

e) Minutes should be recorded of their meetings and a copy of the said minutes should be sent to all the members of the Board.

See epigraphs: B.2.1 and B.2.3

Complies x Complies partially ☐ Explain ☐

45. The supervision of compliance with the internal code of conduct and the rules of corporate governance should be the responsibility of the Audit Committee, the Appointments Committee or, if they exist separately, the Corporate Governance or Fulfilment Committees.

x Complies ☐ Explain

46. The members of the Audit Committee and, in particular, its chairman should be appointed on the basis of their know-how and experience in bookkeeping, audits and risk management.

x Complies ☐ Explain

47. The listed companies should have an internal audit function which, under the supervision of the Audit Committee, should monitor the correct functioning of the internal control and information systems.

xComplies ☐ Explain

48. The person responsible for the internal audit function should present his annual work plan to the Audit Committee; he should inform it directly of the incidents occurring during its development; and, at the end of each year, submit an activities report.

x Complies ☐ Complies partially ☐ Explain

49. The risk management and control policies should identify at least:

a) The different types of risk (operative, technological, financial, legal, reputational, etc.) facing the company, where the financial or economic risks should include the contingent liabilities and other off-balance-sheet risks.

b) The level of risk considered acceptable by the company;

c) The measures laid down to reduce the impact of the risks that are identified should they occur;

d) The internal control and information systems that will be used to control and process the said risks, including the contingent liabilities or off-balance-sheet risks.

See epigraph: D

☐ Complies x Complies partially ☐ Explain

Over the tax year, we have carried out a study to identify and assess the Group's business risks in view of its activity and the current climate. The controls associated with these risks were also subject to the same study.

In 2009, work will continue to study the control measures intended to improve existing risk management practices so that they become more effective and more efficient. The Company will pay particular attention to the risks classified as high and/or those with weak control mechanisms

5. The Audit Committee should be responsible for the following:

1. In relation to the internal control and information systems:

- a) Supervising the preparation process and integrity of the financial information related to the company and, where applicable, the group, reviewing compliance with the standard requirements, the appropriate definition of the consolidation perimeter and the correct application of the bookkeeping criteria.
- b) Regularly reviewing the internal control and risk management systems so that the main risks can be identified, processed and appropriately publicised.
- c) Ensuring the independence and effectiveness of the function of the internal audit; proposing the selection, appointment, re-election and dismissal of the person responsible for the internal audit service; proposing the budget of the service; receiving regular information on its activities; and ensuring that senior management takes into account the conclusions and recommendations put forward in its report.
- d) Setting up and supervising a mechanism that enables employees to communicate any significant irregularities, especially those related to finance and bookkeeping, and to do so in a confidential manner.

2. In relation to the external auditor:

- a) Raising the selection, appointment, re-election and substitution proposals concerning the external auditor to the Board, as well as the terms and conditions of his contract.
- b) Regularly receiving information from the external auditor on the audit plan and the results of its implementation and ensuring that senior management takes into account the corresponding recommendations.
- c) Guaranteeing the independence of the external auditor and, accordingly:
 - i) The company should report the change of auditor to the Spanish National Securities Market Commission as a relevant event and accompany the said report with the declaration on the existence of disagreements with the departing auditor and, where applicable, the corresponding content.
 - ii) It should be ensured that the company and the auditor observe current standards on the provision of services other than auditing services, the limits to the auditor's business concentration and, in general, the other standards established to guarantee the independence of auditors;
 - iii) In the case of the resignation of the external auditor, it should examine the circumstances leading to the said resignation.
- d) In the case of groups, it should favour the group's auditor assuming the responsibility for the audits of the companies in the group.

See epigraphs: B.1.35, B.2.2, B.2.3 and D.3

☐ Complies ☒ Complies partially ☐ Explain

The point that was not put into practice in the 2008 tax year and that will be applied in 2009 is as follows:

In the 2008 tax year, the external auditor was appointed for a one-year term by virtue of the agreement adopted by the General Shareholders Meeting on 30/05/08. With regard to 2009, the Audit Committee will be informed so that is able to make recommendations to the Board on the selection, appointment, re-election and replacement of the external auditor, and the terms and conditions of the latter's contract.

51. The Audit Committee should be able to call any of the company's employee or manager and also have them appear without the presence of any other manager.

☒ Complies ☐ Explain

52. The Audit Committee should report to the Board before the Board adopts the corresponding decisions on the following matters indicated in Recommendation 8:

a) The financial information which, due to its status as a listed company, must be published by the company on a regular basis. The committee should ensure that the interim accounts are prepared under the same bookkeeping criteria as the annual accounts and, accordingly, consider the appropriateness of a limited review by the external auditor.

b) The creation or acquisition of shares in entities with special purposes or domiciled in countries or territories that are considered as tax havens, as well as whatsoever other similar transaction or operation which, owing to its complexity, could undermine the group's transparency.

c) The related transactions, unless the preliminary report function has been attributed to another control and supervision Committee.

See epigraphs: B.2.2 and B.2.3

☒ Complies ☐ Complies partially ☐ Explain

53. The Board of Directors should seek to present the accounts to the General Shareholders Meeting without any reservations or qualifications in the audit report and, in whatsoever exceptional case, both the Chairman of the Audit Committee and the auditors should clearly explain to the shareholders the content and scope of the said reservations or qualifications.

See epigraph: B.1.38

☒ Complies ☐ Complies partially ☐ Explain

Historically, we have had consolidated audit reports without reservations or qualifications. The external auditors stand before the Audit Committee before the presentation of the Annual Accounts to the Board of Directors to explain the conclusions drawn from their audit.

54. Most of the members of the Appointments Committee (or the Appointments and Remuneration Committee, if there is only one Committee) should be independent directors.

See epigraph: B.2.1

Complies ☒ **Explain ☐** **Not applicable ☐**

55. Besides the functions indicated in the above recommendations, the following responsibilities should correspond to the Appointments Committee:

a) Assessing the skills, know-how and experience required of the Board and, consequently, defining the functions and skills required of the candidates to cover each vacancy; and assessing the time and devotion necessary for them to carry out their task correctly.

b) Examining or organising, as considered appropriate, the succession of the Chairman and the chief executive and, where applicable, making proposals to the Board so that the said succession occurs in an orderly and well-planned manner.

c) Reporting the appointments and resignations of senior executives as proposed to the Board by the chief executive.

(Continued)

d) Reporting to the Board on matters of gender diversity as per Recommendation 14 of this code.

See epigraph: B.2.3

Complies x **Complies partially** ☐ **Explain** ☐ **Not applicable** ☐

56. The Appointments Committee should consult the company's Chairman and chief executive, especially with regard to business concerning the executive directors.

And any director should be able to ask the Appointments Committee to consider potential candidates for the vacancy of director if they consider them to be ideal.

Complies x **Complies partially** ☐ **Explain** ☐ **Not applicable** ☐

57. Besides the functions indicated in the above recommendations, the following responsibilities should correspond to the Remuneration Committee:

- a) Proposing to the Board of Directors:
 - i) The salary policy for directors and senior managers;
 - ii) The individual salaries of the executive directors and the other terms and conditions of their contracts.
 - iii) The basic terms and conditions of the senior managers' contracts.
- b) Ensuring the observance of the salary policy laid down by the company.

See epigraphs: B.1.14, B.2.3

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

58. The Remuneration Committee should consult the company's Chairman and chief executive, especially with regard to business concerning the executive directors.

Complies ☒ Explains ☐ Not applicable ☐

G. OTHER INFORMATION OF INTEREST

If you consider that there is any important principle or aspect regarding the corporate governance practices applied by your company which have not been covered in this report, please explain below.

Negative reply.

More specifically, indicate whether your company is subject to any corporate governance legislation other than Spanish law, and if so, include any information that is mandatory and different from that requested herein.

Negative reply.

Binding definition of independent director:

Indicate whether or not any of the independent directors has or has had any relationship with the company, its significant shareholders or managers which, if sufficiently significant or important, would have meant that the director could not be considered as independent in accordance with the definition laid down in section 5 of the unified code of good governance:

Negative reply.

This Annual Report was approved at the meeting held on March 26th 2009 by the Board of Directors.

Fluidra, S.A. and Subsidiaries

Consolidated Annual Accounts

2008

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

On 26 March 2009 the board of directors of Fluidra, S.A. prepared the consolidated annual accounts in conformity with International Financial Reporting Standards as adopted by the European Union (including the consolidated balance sheet, consolidated income statement, consolidated statement of changes in equity, consolidated cash flow statement and notes to the consolidated annual accounts) for the year ended 31 December 2008. All the members of the board of directors sign this sheet as a sign of conformity and the non-executive Secretary to the Board, Mr. Albert Hurtado Armengol has signed each of the pages of the aforementioned documents for identification purposes.

Mr Juan Planes Vila (signed)

BANSABADELL INVERSIÓ DESENVOLUPAMENT, S.A.
Mr Carlos Ventura Santamans (signed)

Mr Eloy Planes Corts (signed)

Mr Richard Cathcart (signed)

Mr Bernat Garrigós Castro (signed)

Mr Kam Son Leong (signed)

Mr Oscar Serra Duffo (signed)

Mr Juan Ignacio Acha-Orbea Echevarría (signed)

Mr Bernat Corbera Serra (signed)

FLUIDRA, S.A.
AND SUBSIDIARIES

Details of the registered offices and statutory activity
of subsidiaries, associates
and jointly-controlled companies in which direct and indirect interests are held

(Free translation from the original in Spanish.
In the event of discrepancy, the Spanish-language version prevails)

Fully consolidated subsidiaries

- Astral Pool, S.A.U., with registered offices in Sabadell (Barcelona), dedicated to the holding and use of stocks and shares and advising, managing and administering the companies in which it has an interest.
- Astral Pool España, S.A.U., with registered offices in Polinyà (Barcelona), dedicated to the manufacture, sale and purchase and distribution of all types of machinery, equipment, components and parts of machinery, instruments, accessories and specific products for swimming pools, irrigation, and water treatment and purification systems.
- SCI 11 Rue Denfert Rochereau, with registered offices in Saint Dennis (France), operates in the real estate sector.
- Astral Piscine, S.A.S., with registered offices in Perpignan (France), the statutory activity of which involves the manufacture, sale and purchase, distribution, commercialisation, export and import of all types of swimming pool-related products.
- Astral Pool Belgique, S.R.L. with registered offices in Carcelles (Belgium), the statutory activity of which involves the manufacture, sale and purchase, distribution, commercialisation, export and import of all types of swimming pool-related products.
- Astral UK, Ltd., with registered offices in Hants (England), the statutory activity of which involves the manufacture, sale and purchase, distribution commercialisation, export and import of all types of swimming pool-related products.
- Mercamaster Group, S.L.U., with registered offices in Sabadell (Barcelona), the statutory activity of which involves commercial and service intermediation.
- Astral Pool Deutschland, GMBH, with registered offices in Hirschberg (Germany), the statutory activity of which involves the manufacture, sale and purchase, distribution commercialisation, export and import of all types of swimming pool-related products.
- Astral Italia, S.P.A., with registered offices in Brescia (Italy), the statutory activity of which involves the manufacture, sale and purchase, distribution commercialisation, export and import of all types of swimming pool-related products.
- Astral Service, S.R.L., with registered offices in Brescia (Italy), the statutory activity of which involves rendering services and conducting real estate activities.
- Astral Pool Switzerland, S.A., with registered offices in Bedano (Switzerland), the principal activity of which is the commercialisation of swimming pool-related materials.
- Astral Export, S.A., with registered offices in Barberà del Vallés (Spain) is dedicated to trading all type of products and goods on both domestic and foreign markets, whilst its principal activity involves the commercialisation of swimming pool-related products, basically acquired from related companies.
- Astral Middle East, Fze., with registered offices in Jebel Ali (Dubai), dedicated to the commercialisation of equipment for swimming pools and water treatment and related accessories.

FLUIDRA, S.A.
AND SUBSIDIARIES

Details of the registered offices and statutory activity
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- Astral Havuz Ekipmanlari, S.V.T.A., with registered offices in Kartal (Turkey), dedicated to the import of equipment, chemical products and other accessories for swimming pools, for their subsequent distribution.
- Maghrebine Des Equipements d'Eau, S.A.R.L., with registered offices in Casablanca (Morocco), the statutory activity of which is the import, export, manufacture, commercialisation, sale and distribution of parts for swimming pools, irrigation and water treatment systems.
- Astral Bazénové Příslušenství Spol, S.R.O., with registered offices in Prague (the Czech Republic), the principal activity of which is the commercialisation of swimming pool-related accessories.
- Astral Scandinavia, A/S, with registered offices in Roedekro (Denmark), importer of technical components and equipment for all types of water treatment processes.
- Zao "Astral Sng", with registered offices in Moscow (Russia), the principal activity of which is the purchase of swimming pool-related materials for their subsequent sale on the national market.
- Magyar Astral Pool, Kft., with registered offices in Budapest (Hungary), the principal activity of which is the commercialisation and assembly of machinery and accessories for swimming pools, irrigation and water treatment and purification systems.
- Astral Pool Polska SP, Z.o.o., with registered offices in Wroclaw (Poland), the principal activity of which is the commercialisation of swimming pool-related accessories.
- Astral Pool Chile, S.A., with registered offices in Santiago de Chile (Chile), the principal activity of which is the distribution and commercialisation of products for swimming pools, irrigation and water treatment and purification systems.
- Astral Pool México, S.A. de C.V., with registered offices in Tlaquepaque (Mexico), the principal activity of which is the commercialisation of swimming pool-related materials.
- Astral Products, Inc., with registered offices in Jacksonville (USA), dedicated to the commercialisation of swimming pool-related products and accessories.
- Astral India PVT LTD, with registered offices in Mumbai (India), the principal activity of which is the commercialisation of swimming pool-related materials.
- Marazul Importação, Exportação, Comércio e Indústria Limitada, with registered offices in São Domingo da Rana (Portugal), dedicated to the manufacture, sale and purchase, distribution commercialisation, export and import of all types of swimming pool-related products.
- Pool Supplier, S.L.U., with registered offices in Polinyà (Barcelona), dedicated to the sale and purchase of swimming pool-related products and the distribution of these products among group companies.
- Astral Pool Group, S.L.U., with registered offices in Sabadell (Spain), the statutory activity of which involves economic support by rendering administration services, providing legal, financial and accounting advisory services, managing and training personnel, and providing IT, R&D and marketing services.
- Astral Pool Hellas, S.A., with registered offices in Aspropyrgos (Greece), the principal activity of which is the distribution of swimming pool accessories.
- Ya Shi Tu (Ningbo Water Treatment Equipment, LTD), with registered offices in Donquiao Town (China), the principal activity of which is the commercialisation of swimming pool-related products.

FLUIDRA, S.A.
AND SUBSIDIARIES

Details of the registered offices and statutory activity
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- Catpool SA de C.V. with registered offices in Mexico DF (Mexico), the principal activity of which is the purchase, sale and distribution of chemical products related with the maintenance of swimming pools and water systems.
- Astral Pool Australia PTY LTD, with registered offices in Melbourne (Australia), the principal activity of which is the purchase, sale, production and distribution of machinery, equipment, products and special equipment for the maintenance of swimming pools and water systems.
- Astral Pool Hongkong CO. LTD, with registered offices in Hong Kong (Hong Kong), the principal activity of which is the commercialisation of swimming pool-related accessories.
- Astral Pool Singapore PTE LTD, registered offices in Singapore (Singapore), the principal activity of which is the commercialisation of swimming pool accessories.
- Astral Pool Balkans JSK, with registered offices in Plovdiv (Bulgaria), the principal activity of which is the purchase, sale and distribution of machinery, equipment, materials, products and special equipment for the maintenance of swimming pools and water systems.
- Ya Shi Tu Swimming Pool Equipment (Shanghai) Co. Ltd with registered offices in Tower E, Building 18, No. 238, Nandandong Raod, Xu Hui District (Shanghai), the principal activity of which is the commercialisation of swimming pool products.
- MTH Moderne Wassertechnik AG, with registered offices in Gilching (Germany), the principal activity of which is the sale and purchase, manufacture and distribution of machinery, equipment, products and special maintenance equipment for swimming pools and water systems.
- Blue Water Parts, S.A.S., with registered offices in Villeurbanne (France), mainly dedicated to selling replacement materials for swimming pools.
- Astra Pools Cyprus, LTD with registered offices in Limassol (Cyprus), the principal activity of which is the commercialisation of swimming pool accessories.
- Metalast, S.A.U., with registered offices in Polinyà (Barcelona), dedicated to the manufacture of metal products, piping and street furniture, and the wholesale of accessories.
- Unipen, S.L.U., with registered offices in Polinyà (Barcelona), the statutory activity of which is the development and rental of real estate.
- Poltank, S.A.U., with registered offices in Tortellà (Girona), the statutory activity of which involves the manufacture and commercialisation of swimming pool filters by injection-moulding, projection or lamination.
- Sacopa, S.A.U., with registered offices in Sant Jaume de Llierca (Girona), the principal activity of which is the transformation and commercialisation of plastic materials.
- Unistral Recambios, S.A.U., with registered offices in Massanet de la Selva (Girona), the statutory activity of which involves the manufacture, sale and purchase and distribution of machinery, accessories, spare parts, components and specific products for the treatment and purification of water.
- Revicer, S.L., with registered offices in Arganda del Rey (Madrid), dedicated to the manufacture and commercialisation, sale and distribution of various sized tiles and other materials for the construction industry.

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- Talleres del Agua, S.L., with registered offices in Polígono Industrial de Barros, Ayuntamiento de los Corrales de Buelna (Cantabria), the statutory activity of which involves the construction, sale, installation, conditioning and maintenance of swimming pools, as well as the manufacture, sale and purchase, import and export of all types of swimming pool-related tools.
- Maber Plast, S.L., with registered offices in Sant Joan les Fonts (Girona), the principal activity of which is the transformation of plastic materials.
- Togama, S.A., with registered offices in Villareal (Castellón), the statutory activity of which is the manufacture of ceramic insulators and insulating parts for electrical installations.
- Llierca Naus, S.A., with registered offices in Sant Jaume de Llierca (Girona), rents its industrial buildings to several group companies.
- Exex Pool, S.L., with registered offices in Polinyà (Barcelona), the statutory activity of which involves rendering administration services, providing legal, financial and accounting advisory services, managing and training personnel, and providing IT, R&D and marketing services.
- Auric Pool, S.A.U., with registered offices in Polinyà (Barcelona), dedicated to the holding and use of shares and advising, managing and administering the companies in which it has an interest.
- Productes Elastomers, S.A., with registered offices in Sant Joan Les Fonts (Girona), dedicated to the manufacture of moulded rubber parts and all types of natural and synthetic rubber items, the implementation and development of techniques for maintaining, repairing and adjusting pressure chambers, and in general, the preparation, manufacture and transformation of all types of rubber and plastic products.
- Ningbo Linya Swimming Pool & Water Treatment Co. Ltd., with registered offices in Ningbo (China), the statutory activity of which is the design, research and development and manufacture of equipment for swimming pools and water disinfection, pumps, dehumidifiers, metallic products, plastic products and vitreous linings.
- Turcat Polyester Sanayi Ve Ticaret A.S., with registered offices in Istanbul (Turkey), the statutory activity of which is the production, import, export and commercialisation of products and accessories, purification filters and chemical products.
- Europeenne de Couverteurs Automatiques, S.A.R.L., with registered offices in Perpignan (France), the statutory activity of which is the manufacture of motorised swimming pool covers.
- Rotoplastics, S.L. with registered offices in Saint Antonin Noble Val (France), the statutory activity of which is the manufacture of swimming-pool and water treatment materials.
- Aquant Trading Co. LTD, with registered offices in Shanghai (China), the statutory activity of which is the commercialisation, import and export of swimming pool equipment, accessories and other swimming pool sector-related components, together with the rendering of services related to its statutory activity.
- Ningbo Dongchuan Swimmingpool, with registered offices in Ningbo (China), the statutory activity of which is the manufacture and installation of swimming pool equipment, brushes, plastic and aluminium products, industrial thermometers, water disinfection equipment and water testing equipment. It also imports and exports technology for its own use or as an agent.
- ID Electroquímica, S.L., with registered offices in Alicante (Spain), the statutory activity of which is the sale of all kinds of machinery for the development of electrochemical processes and reactors.

FLUIDRA, S.A.
AND SUBSIDIARIES

Details of the registered offices and statutory activity
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- Pacific Industries, S.A.S, with registered offices in Boulazac (France), the statutory activity of which is the manufacture and storage of water treatment materials, filtration equipment and domestic and industrial accessories.
- Swimco Corp., S.L., with registered offices in Munguia (Vizcaya) the statutory activity of which involves the holding and use of shares, securities and other interests and advising, managing and administrating the companies in which it has an interest.
- Meip Internacional, S.L., with registered offices in Barberà del Vallès (Barcelona), dedicated to the sale of swimming pool-related products, materials and accessories.
- Manufacturas Gre, S.A., with registered offices in Munguia (Vizcaya), the statutory activity of which involves the manufacture and commercialisation of swimming pool-related products, materials and accessories.
- Gre, Aqua and Pool, S.L. with registered offices in Munguia, Vizcaya (Spain), the principal activity of which is identical to the statutory activity consisting of the distribution and sale of swimming pools and spas.
- Swimming Pool Equipment Italy, S.R.L. with registered offices in Brescia (Italy), the statutory activity of which involves the manufacture, sale and purchase, distribution, commercialisation, as well import and export of all types of swimming pool-related products.
- Me 2000, S.R.L. with registered offices in Brescia (Italy), the statutory activity of which is the development and rental of real estate.
- Certikin Internacional, Ltd., with registered offices in Witney Oxon (England), the principal activity of which is the commercialisation of swimming pool-related products.
- Hydrosxim International, S.A.S. (formerly MMC, S.A.S.), with registered offices in La Chevroliere (France), the principal activity of which involves the manufacture and commercialisation of swimming pool filters and pumps.
- Industrias Mecánicas Lago, S.A., with registered offices in Sant Julià de Ramis (Girona), the statutory activity of which involves the manufacture and commercialisation of water pumps, swimming pools and associated accessories.
- Certikin Pool Ibérica S.L., with registered offices in Palafròls (Barcelona), the principal activity of which is the commercialisation of swimming pool-related products.
- Comercial de Exclusivas Internacionales Blage, S.A. with registered offices on the Mas Puigvert Industrial Estate, Oeste, Parcela 3, nº 19, Palafròls, Barcelona, the statutory activity of which is the distribution and assembly of swimming pool products.
- Certikin Swimming Pool Products India Private Limited, with registered offices in Bangalore (India), the principal activity of which is the commercialisation of swimming pool-related products.
- Cepex Holding, S.A.U. with registered offices in La Garriga (Barcelona, Spain), the principal activity of which is the management of holding companies.
- Cepex, S.A.U. with registered offices in Granollers, Barcelona (Spain), the principal activity of which is the manufacture and distribution of injected plastics and in particular, plastic parts for valves.

FLUIDRA, S.A.
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Details of the registered offices and statutory activity
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- Valvules i Racords Canovelles, S.A. with registered offices in La Garriga, Barcelona (Spain), the principal activity of which is the manufacture and distribution of injected plastics and in particular, plastic parts for valves.
- Manufactures de Plastics Sola, S.A.U., with registered offices in Vic, Barcelona (Spain), the principal activity of which is the manufacture of moulds for fluid conduction.
- Pro Cepex, S.A.R.L., with registered offices in Casablanca (Morocco), the principal activity of which is the commercialisation of fluid conduction products.
- Ningbo Xi Pei Valves and Fittings, with registered offices in Beilun, Ningbo (China), the principal activity of which is the manufacture and assembly of valves, accessories and moulds and their commercialisation and after-sales service.
- Cepex Comercial, S.A.U., with registered offices in La Garriga, Barcelona (Spain), the principal activity of which is the commercialisation of fluid conduction products.
- Cepex Portugal, with registered offices in Quinta do Anjo (Portugal), the principal activity of which is the commercialisation of fluid conduction products.
- Cepex S.R.L., with registered offices in Bedizzole, Brescia (Italy), the principal activity of which is the commercialisation of fluid conduction products.
- Cepex USA Inc. with registered offices in Jacksonville, Florida (USA), the principal activity of which is the commercialisation of fluid conduction products.
- Cepex Mexico, S.A. de CV. with registered offices in Mexico City (Mexico), the principal activity of which is the commercialisation of fluid conduction products.
- Agro Cepex, S.A.R.L., with registered offices in Casablanca (Morocco), the principal activity of which is the commercialisation of fluid conduction products.
- Cepex GmbH with registered offices in Munich (Germany), the principal activity of which is the commercialisation of piping products.
- Cepex Middle East, F.Z.E., with registered offices in Dubai (United Arab Emirates), the principal activity of which is the commercialisation of fluid conduction products.
- Master Riego, S.A. with registered offices in Algete, calle El Nogal número 3, nave 2, polígono industrial Los Nogales (Madrid, Spain), the activity of which is the commercialisation of all types of sprinkler irrigation materials.
- Irrigaronne, S.A.S. with registered offices at Zone Industriekke 47550, 47000 Agen (France), the activity of which is the assembly and repair of hydraulic plant for irrigation, agricultural irrigation and mechanised agriculture.
- Neokem Grup, S.A., with registered offices in Barberá del Vallés, Barcelona (Spain), the principal activity of which is the rendering of administrative management services.
- Inquide, S.A., with registered offices in Polinyà, Barcelona (Spain), the principal activity of which is the manufacture of products and chemical specialties in general, with the exclusion of pharmaceuticals.
- Inquide Flix, S.A. with registered offices at calle Mogoda 75 in Barberá del Vallés, Barcelona (Spain), the principal activity of which is the manufacture, purchase, sale, distribution and commercialisation of trichloroisocyanuric acid.

FLUIDRA, S.A.
AND SUBSIDIARIES

Details of the registered offices and statutory activity
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- Iwerquímica, S.L., with registered offices at calle Río Gállego, 27 in Cuarte de Huerva (Zaragoza), the principal activity of which is the manufacture and commercialisation of chemical products for water disinfection.
- CTX, S.A. with registered offices in calle Pintor Fortuny 6 in Polinyà, Barcelona, (Spain), the principal activity of which is the commercialisation of chemical water disinfection products.
- SENTEX, S.A.R.L., with registered offices in Perpignan (France), the principal activity of which is the commercialisation of chemical water disinfection products.
- CTX Chemicals, S.R.L., with registered offices in Bedizzole, Brescia (Italy), the principal activity of which is the commercialisation of chemical water disinfection products.
- Aquambiente, S.A. with registered offices in Estrada Nacional 249 – Parque Industrial Cabra Figa, Lote 15 Cabra Figa (Portugal), the principal activity of which is the commercialisation of chemical water disinfection products.
- Waterchem, S.L., with registered offices at calle Mogoda 75 in Barberá del Vallès, (Barcelona), the principal activity of which is the rendering of services to group companies.
- SNTE Agua Group, S.A. with registered offices at C/Mogoda 75 P. Industrial Can Salvatella (Barberà del Vallès - Spain), the principal activity of which is the holding of shares in group companies.
- Servaqua, S.A.U., with registered offices in C/Industria S/N P. Ind La Coromina, Balsareny (Spain), the principal activity of which is the commercialisation and manufacture of water treatment filters and accessories.
- Grupsente, S.L. with registered offices in C/Mogoda 75 P. Industrial Can Salvatella, Barberà del Vallès (Spain), the principal activity of which is the rendering of services for Snte Group companies.
- Astramatic, S.A.U., with registered offices in C/ Mogoda 75, P. Industrial Can Salvatella, Barberà del Vallès (Spain), the principal activity of which is the commercialisation and manufacture of industrial water treatment equipment and items to be applied in the water sector.
- S. C.I. Cerisay, with registered offices in Avenue Maurice Bellonte, Perpignan, (France), the principal activity of which is the holding of real estate securities.
- SNTE España, S.L. with registered offices in C/Mogoda 75, P. Industrial Can Salvatella, Barberà del Vallès (Spain), the principal activity of which is the manufacture and commercialisation of equipment for the treatment of household water supplies.
- ATH Aplicaciones Técnicas Hidráulicas, S.L. with registered offices in Cervelló, Calle Joan Torruella I Urbina, 31 (Barcelona, Spain), the activity of which is the retailing and wholesale of machinery, materials, equipment and accessories for water installations and treatment.
- Calderería Plástica del Norte, S.L. with registered offices in Rentería (Guipúzcoa, Spain), the principal activity of which is the manufacturing and commercialisation of plastic utensils for water purification and treatment.
- Trace Logistics, S.A., with registered offices in Massanet de la Selva (Girona), the statutory activity of which involves holding third-party assets on deposit in its warehouses and premises to store, control and distribute them to third parties at the request of its depositors, performing storage, loading and unloading and other associated tasks required to manage the distribution of these assets following the instructions of the depositors, as well as contracting and managing transport services.

FLUIDRA, S.A.
AND SUBSIDIARIES

Details of the registered offices and statutory activity
of subsidiaries, associates
and jointly-controlled companies in which direct and indirect interests are held

- AP Immobiliere, with registered offices in Perpignan (France), the statutory activity of which is the development and rental of real estate.
- ADBE Cartera, S.A.U. with registered offices Sabadell (Spain), the principal activity of which is the rendering of administrative, legal, fiscal and financial advisory services.
- Dispreau, G.I.E. with registered offices in Perpignan (France), the principal activity of which is the rendering of administration services, providing legal, tax and financial advice, personnel management and training and IT services.
- Prohogar, S.L., with registered offices in Sabadell (Spain), operates in the real estate sector.
- Fluidra Services, S.A.U., with registered offices in Sabadell (Spain), mainly dedicated to rendering administration services and providing legal, tax and financial advice, personnel management and training and IT services.
- Accent Graphic, S.L., with registered offices in Santa Perpètua de Mogoda (Spain), dedicated to rendering all types of advertising and graphic design services. Responsible for the corporate image of the Astral Group by designing price lists, catalogues, etc.
- Inmobiliaria Swim 38, S.L.U., with registered offices in Sabadell (Barcelona), the statutory activity of which is the development and rental of real estate.
- Fluidra France, S.A.S. with registered offices in Perpignan (France), the principal activity of which is the rendering of administration, legal, tax, financial, management, personnel training and IT services.

Equity accounted associates

- Astral Nigeria, Ltd, with registered offices in Surulere-Lagos (Nigeria), the principal activity of which is the commercialisation of swimming pool-related products.
- Inquevap, A.I.E, with registered offices in Monzón (Huesca), the principal activity of which is electricity cogeneration.
- Laminats de Catalunya, S.L., with registered offices in Amposta (Tarragona), the statutory activity of which is the design, manufacture and distribution of all types products involving compound materials and their components, applications, by-products and auxiliary materials required for their manufacture.

Proportionally consolidated jointly-controlled companies

- Schwimmbad-Sauna-Ausstattungs, GMBH, with registered offices in Salzburg (Austria), the principal activity of which is the commercialisation of swimming pool products. This company is jointly managed with Mr Helmut Brabenetz and Mr Walter Brabenetz.

SUBSIDIARIES

31 December 2008

% Ownership	
Direct	Indirect

Details of fully consolidated subsidiaries**Astral Pool, S.A. and subsidiaries**

ASTRAL POOL, S.A.U.	100%	
ASTRAL POOL ESPAÑA, S.A.U.		100%
ASTRAL PISCINE, S.A.S.		100%
SCI 11 RUE DENFERT ROCHEREAU		50%
ASTRAL POOL BELGIQUE, S.R.L.		100%
ASTRAL UK LIMITED		100%
MERCAMASTER GROUP, S.L.U.		100%
ASTRAL POOL DEUTSCHLAND GmbH		100%
ASTRAL ITALIA, S.P.A.		100%
ASTRAL SERVICE, S.R.L.		100%
ASTRAL POOL SWITZERLAND, S.A.		100%
ASTRAL EXPORT, S.A.		95%
YA SHI TU (Ningbo) Water Treatment Equipment, Ltd.		100%
ASTRAL MIDDLE EAST FZE		100%
ASTRAL HAVUZ EQUIPMANLARI S.V.T.A.		51%
MAGHREBINE DES EQUIPEMENTS D'EAU, S.A.R.L.		91%
ASTRAL BAZENOVE PRISLUSENTSVI, S.R.O.		85%
ASTRAL SCANDINAVIA AS		100%
ZAO "ASTRAL SNG"		70%
MAGYAR ASTRAL POOL Kft.		90%
ASTRAL POOL CHILE S.A.	98,10%	
ASTRAL POOL POLSKA, SP. Z.O.O.		85%
ASTRAL INDIA Pvt, Ltd.		85%
MARAZUL, LDA.		100%
ASTRAL POOL HELLAS, S.A.		80%
ASTRAL PRODUCTS, INC.		97%
ASTRAL POOL MEXICO, S.A. DE C.V.		70%
CATPOOL S.A. de C.V.		99%
UNIPEN, S.L.		40%
POOL SUPPLIER, S.L.U.		100%
ASTRAL POOL GROUP, S.L.		100%
TURCAT POLYESTER SANAYI VE TICARET, A.S.		49,85%
ASTRAL POOL AUSTRALIA PTY LTD (4)	100,00%	
ASTRAL HONG KONG CO, Ltd.	100,00%	
ASTRAL SINGAPORE PTE. LTD		100%
ASTRALPOOL BALKANS JSC	66,67%	
ASTRALPOOL CYPRUS, LTD		80%
YA SHI TU SWIMMING POOL EQUIPMENT (SHANGHAI) Co. Ltd.		100%
MTH-Moderne Wassertechnik AG		100%
PROHOGAR, S.L.		50%
BLUE WATER PARTS, S.A.S.		100%
CEPEX COMERCIAL, S.A.		100%
MASTERRIEGO, S.A.		100%

Auric Pool, S.A. and subsidiaries

AURIC POOL S.A.U.	100%	
METALAST, S.A.U.		100%
POLTANK, S.A.U.		100%
SACOPA, S.A.U.		100%
UNISTRAL RECAMBIOS, S.A.U.		100%
REVICER, S.L.		100%
TALLERES DEL AGUA, S.L.		100%
MABER PLAST, S.L.		100%
TOGAMA, S.A.	69,97%	
LLIERCA NAUS, S.A.		100%
EXEXPOOL, S.L.		100%
PRODUCTES ELASTOMERS, S.A.		70%
NINGBO LINYA SWIMMING POOL & WATER TREATMENT CO., LTD.		100%
TURCAT POLYESTER SANAYI VE TICARET, A.S.	50,00%	
UNIPEN, S.L.	60,00%	
EUROPEENNE DE COUVERTEURS AUTOMATIQUES S.A.R.L.		100%
ROTOPLASTICS, S.L.		100%
AQUANT TRADING CO, Ltd.		100%
NINGBO DONGCHUAN SWIMMINGPOOL		70%
IDEGIS, S.L.		60%
PACIFIC INDUSTRIES, S.A.S.		80% (5) - 100%

Swimco Corp., S.L. and subsidiaries

SWIMCO CORP., S.L.	100,00%	
MEIP INTERNACIONAL, S.L.		60%
MANUFACTURAS GRE, S.A.		100%
GRE, AQUA AND POOL, S.L.		100%
SWIMMING POOL EQUIPMENT ITALY, S.R.L. (SPEI)		90% (5) - 100%
ME 2000, S.R.L.		100%
CERTIKIN INTERNATIONAL, LTD.		100%
HYDROSWIM International, S.A.S.		100%
INDUSTRIAS MECANICAS LAGO, S.A.U.		100%
CERTIKIN POOL IBERICA, S.L.		100%
COMERCIAL DE EXCLUSIVAS INTERNACIONALES BLAGE, S.L.		100%
CERTIKIN SWIMMING POOL PRODUCTS INDIA PRIVATE LIMITED		100%
CALDERERÍA PLÁSTICA DEL NORTE, S.L.		80% (5) - 100%

Swimco Corp., S.L. and subsidiaries

CEPEX HOLDING, S.A.	100%	
CEPEX S.A.U.		100%
VALVULES I RACORDS CANOVELLES, S.A.		100%
MANUFACTURES DE PLÁSTICS SOLÁ, S.A.		100%
PROCEPEX, S.R.L.		70%
NINGBO XI PEI VALVES AND FITTINGS		100%
CEPEX PORTUGAL, LD		80%
CEPEX ITALIA S.R.L.		79%
CEPEX USA INC.		90%
CEPEX MEXICO, S.A. DE C.V.		100%
AGROCEPEX, S.A.L.L.		56%
CEPEX GMBH		100%
CEPEX MIDDLE EAST FZE		100%
IRRIGARONNE, S.A.S.		100%

NEOKEM Grup, S.A. and subsidiaries

NEOKEM GRUP, S.A.	100%	
INQUIDE, S.A.U.		100%
INQUIDE FLIX, S.A.		100%
IWERQUIMICA, S.L.		100%
CTX, S.A.U.		100%
SENTEX, S.A.R.L.		100%
CTX CHEMICALS, S.R.L.		85%
AQUAAMBIENTE, S.A.		80%
WATERCHEM, S.L.		100%
MEIP INTERNATIONAL, S.L.		40%

SNTE Agua Group, S.A. and subsidiaries

SNTE AGUA GROUP, S.A.	100%	
SERVAQUA, S.A.		100%
GRUPSENTE, A.I.E.		100%
ASTRAMATIC, S.A.		100%
SCI LA CERISAY		99%
SNTE España, S.L.		100%
APLICACIONES TÉCNICAS HIDRÁULICAS, S.L.		80% (5) - 100%

ADBE CARTERA, S.A. and subsidiaries

ADBE CARTERA, S.A.U.	100%	
PROHOGAR, S.L.		50%

INMOBILIARIA SWIM 38, S.L. and subsidiaries

INMOBILIARIA SWIM 38, S.L.	100%	
A.P. IMMOBILIERE		99,9%

TRACE LOGISTICS, S.A.	100%	
ACCENT GRAPHIC, S.L.	100%	
FLUIDRA SERVICES, S.A.	100%	
DISPREAU, GIE	100%	
FLUIDRA FRANCE, S.A.S.	100%	

Detaliis of equity accounted associates

INQUEVAP, A.I.E.	30%
ASTRAL NIGERIA, LTD. (1)	25%
LAMINATS DE CATALUNYA, S.L.	25%

Details of proportionally consolidated joint ventures

SCHWIMMBAD-SAUNA-AUSSTATTUNGS GmbH	95%
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Details of companies consolidated at cost

DISCOVERPOOLS COM, INC. (2)	11%
SOCIETE DE DISTRIBUTION ET DE MAINTENANCE (SODIMA) (3)	12,53%

(1) Companies belonging to the Astral Pool, S.A. and subsidiaries subgroup.

(2) Companies belonging to the Astral Pool, S.A. and subsidiaries subgroup and Auric Pool, S.A. and subsidiaries subgroup.

(3) Company belonging to the Astral Pool, S.A. and subsidiaries subgroup and to Manufacturas Gre, S.A.

(4) Hurlcon Holdings Pty Ltd is a group of companies in which the Parent holds 100% of the capital of Hurlcon Manufacturing & Sales Pty Ltd, Hurlcon Staffing Pty Ltd, Hurlcon Investments Pty Ltd, Hurlcon Research Pty Ltd, Rolachem Australia Pty Ltd and Herdy Manufacturing Pty Ltd.

(5) Companies for which the % indicated in the condensed interim financial statements has been integrated and which have derecognised the carrying amount of the minority interest (see note

SUBSIDIARIES

31 December 2007

(Expressed in Euros)

% Ownership	
Direct	Indirect

Details of fully consolidated subsidiaries**Astral Pool, S.A. and subsidiaries**

ASTRAL POOL, S.A.U.	100%	
ASTRAL POOL ESPAÑA, S.A.U.	100%	
ASTRAL PISCINE, S.A.S.	100%	
SCI 11 RUE DENFERT ROCHEREAU	50%	
ASTRAL UK LIMITED	100%	
MERCAMASTER GROUP, S.L.U.	100%	
ASTRAL SCHWIMMBADTECHNICK GmbH	100%	
ASTRAL ITALIA, S.P.A.	100%	
ASTRAL SERVICE, S.R.L.	100%	
ASTRAL POOL SWITZERLAND, S.A.	100%	
ASTRAL EXPORT, S.A.	95%	
YA SHI TU (Ningbo) Water Treatment Equipment, Ltd.	100%	
ASTRAL MIDDLE EAST FZE	100%	
ASTRAL HAVUZ EQUIPMANLARI S.V.T.A.	51%	
MAGHREBINE DES EQUIPEMENTS D'EAU, S.A.R.L.	51%	
ASTRAL BAZENOVE PRISLUSENTSVI, S.R.O.	85%	
ASTRAL SCANDINAVIA AS	100%	
ZAO "ASTRAL SNG"	70%	
ASTRAL EQUIPMENT AUSTRALIA PTY, LTD	94,54%	
MAGYAR ASTRAL POOL Kft.	90%	
ASTRAL POOL CHILE S.A.	60%	
ASTRAL POOL POLSKA, SP. Z.O.O.	85%	
ASTRAL INDIA Pvt. Ltd.	88%	
MARAZUL, LDA.	100%	
ASTRAL POOL HELLAS, S.A.	80%	
ASTRAL PRODUCTS, INC.	97%	
ASTRAL POOL MEXICO, S.A. DE C.V.	70%	
CATPOOL S.A. de C.V.	99%	
UNIPEN, S.L.	40%	
POOL SUPPLIER, S.L.U.	100%	
ASTRAL POOL GROUP, S.L.	100%	
CONTROLPOOLS, S.A.	30%	
TURCAT POLYESTER SANAYI VE TICARET, A.S.	49,85%	
HURLCON HOLDINGS PTY LTD (4)	100,00%	
ASTRAL HONG KONG CO. Ltd.	100,00%	
ASTRAL SINGAPORE PTE. LTD	85%	
ASTRALPOOL BALKANS JSC	66,67%	
MTH-Moderne Wassertechnik AG	80% (5) - 100%	
PROHOGAR, S.L.	50%	
BLUE WATER PARTS, S.A.S.	100%	

Auric Pool, S.A. and subsidiaries

AURIC POOL S.A.U.	100%	
METALAST, S.A.U.	100%	
POLTANK, S.A.U.	100%	
SACOPA, S.A.U.	100%	
UNISTRAL RECAMBIO, S.A.U.	100%	
REVICER, S.L.	100%	
TALLERES DEL AGUA, S.L.	80%	
MABER PLAST, S.L.	60%	
TOGAMA, S.A.	69,97%	
LLIERCA NAUS, S.A.	100%	
EXEPOOL, S.L.	100%	
PRODUCTES ELASTOMERS, S.A.	70%	
INVERSIONES DE LOSCUA, S.L.	100%	
NINGBO LINYA SWIMMING POOL & WATER TREATMENT CO., LTD.	100%	
TURCAT POLYESTER SANAYI VE TICARET, A.S.	50,00%	
UNIPEN, S.L.	60,00%	
EUROPEENNE DE COUVERTEURS AUTOMATIQUES S.A.R.L.	100%	
CONTROLPOOLS, S.A.	30%	
SWIMCO CORP., S.L.	22,58%	
ROTOPLASTICS, S.L.	100%	
AQUANT TRADING CO. Ltd.	100%	
NINGBO DONGCHUAN SWIMMINGPOOL	70%	
IDEGIS, S.L.	60%	
PACIFIC INDUSTRIES, S.A.S.	80% (5) - 100%	

Swimco Corp., S.L. and subsidiaries

SWIMCO CORP., S.L.	77,42%	
MEIP INTERNACIONAL, S.L.		60%
MANUFACTURAS GRE, S.A.		100%
GRE, AQUA AND POOL, S.L.		100%

European Corner, S.A. and subsidiaries

EUROPEAN CORNER, S.A.	100%	
CERTIKIN INTERNATIONAL, LTD.		100%
HYDROSWIM International, S.A.S.		100%
INDUSTRIAS MECANICAS LAGO, S.A.U.		100%
CERTIKIN POOL IBERICA, S.L.		100%
COMERCIAL DE EXCLUSIVAS INTERNACIONALES BLAGE, S.L.		88,8%

Cepex Holding, S.A. and subsidiaries

CEPEX HOLDING, S.A.	100%	
CEPEX S.A.U.		100%
FORPLAST, SAU		100%
VALVULES I RACORDS CANOVELLES, S.A.		100%
MANUFACTURES DE PLASTICS SOLÀ, S.A.		100%
PROCEPEX, S.R.L.		70%
NINGBO XI PEI VALVES AND FITTINGS		100%
CEPEX COMERCIAL, S.A.		100%
CEPEX PORTUGAL, LTD		80%
CEPEX ITALIA S.R.L.		79%
CEPEX FRANCIA, S.A.S.		100%
CEPEX USA INC.		90%
CEPEX MEXICO, S.A. DE C.V.		100%
AGROCEPEX, S.A.L.L.		56%
CEPEX GMBH		100%
CEPEX MIDDLE EAST FZE		100%
PEXCE INMOBILIARIA, S.L.		100%
CEPEXER, S.L.		100%
MASTERRIEGO, S.A.		86%
IRRIGARONNE, S.A.S		100%

NEOKEM Grup, S.A. and subsidiaries

NEOKEM GRUP, S.A.	100%	
INQUIDE, S.A.U.		100%
INQUIDE FLIX, S.A.		100%
IWERQUIMICA, S.L.		100%
CTX, S.A.U.		100%
CTX Piscine, SARL		95%
CTX CHEMICALS, SRL		85%
AQUAAMBIENTE, S.A.		80%
WATERCHEM, AIE		95%
MEIP INTERNATIONAL, S.L.		40%
CONTROLPOOLS, S.A.		40%

SNTE Aqua Group, S.A. and subsidiaries

SNTE AGUA GROUP, S.A.	100%	
SERVAQUA, S.A.		100%
MEMBRANE CONCEPTS, S.L.		50%
GRUPSENTE, A.I.E.		100%
ASTRAMATIC, S.A.		100%
SCI LA CERISAY		100%
SNTE España, S.L.		100%
SOCIETE NATIONALE DE TRAITEMENT DES EAUX-SNTE, SAS		100%
APLICACIONES TÉCNICAS HIDRÁULICAS, S.L.		80% (5) - 100%

ADBE CARTERA, S.A. and subsidiaries

ADBE CARTERA, S.A.U.	100%	
PROHOGAR, S.L.		50%

INMOBILIARIA SWIM 38, S.L. and subsidiaries

INMOBILIARIA SWIM 38, S.L.	100%	
A.P. IMMOBILIERE		99,9%

TRACE LOGISTICS, S.A.	100%	
ACCENT GRAPHIC, S.L.	100%	
AQUAPOINT, S.A.	100%	
DISPREAU, GIE	100%	

Details of equity accounted associates

INQUEVAP AIE	30%
ASTRAL NIGERIA, LTD. (1)	25%

Details of proportionally consolidated joint ventures

SCHWIMMBAD-SAUNA-AUSSTATTUNGS GmbH	74%
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Details of companies consolidated at cost

DISCOVERPOOLS COM, INC. (2)	11%
SOCIETE DE DISTRIBUTION ET DE MAINTENANCE (SODIMA) (3)	12,53%

(1) Companies belonging to the Astral Pool, S.A. and subsidiaries subgroup.

(2) Companies belonging to the Astral Pool, S.A. and subsidiaries subgroup and Auric Pool, S.A. and subsidiaries subgroup.

(3) Company belonging to the Astral Pool, S.A. and subsidiaries subgroup and Io Manufacturas Gre, S.A.

(4) Hurlicon Holdings Pty Ltd is a group of companies in which the Parent holds 100% of the capital of Hurlicon Manufacturing & Sales Pty Ltd, Hurlicon Staffing Pty Ltd, Hurlicon Investments Pty Ltd, Hurlicon Research Pty Ltd, Rolachem Australia Pty Ltd and Hendy Manufacturing Pty Ltd.

(5) Companies for which the % indicated in the condensed interim financial statements has been integrated and which have derecognised the carrying amount of the minority interest (see note 6).

Fluidra, S.A. and Subsidiaries

Details of results by segment
for the years ended 31 December 2008 and 2007
(expressed in thousands of Euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

	Pool		Water		Derecognition		Total consolidated figures	
	31.12.08	31.12.07	31.12.08	31.12.07	31.12.08	31.12.07	31.12.08	31.12.07
Sales to third parties	500.202	516.844	152.476	140.358	-	-	652.678	657.202
Inter-segment sales	8.601	6.191	50.178	52.790	(58.779)	(58.981)	-	-
Segment sales of goods for resale and finished goods	508.803	523.035	202.654	193.148	(58.779)	(58.981)	652.678	657.202
Revenue from services rendered	13.384	13.753	4.722	3.269	(596)	-	17.510	17.022
Segment profit and operating profit on continuing operations	41.590	54.082	7.037	7.756	(216)	(371)	48.411	61.467
Net finance expense							(16.779)	(12.959)
Share of profit/(loss) of associates							(209)	121
Profit before income tax							31.423	48.629
Income taxes							(8.610)	(13.810)
Profit for the year from continuing operations							22.813	34.819

This Appendix forms an integral part of note 4 to the consolidated annual accounts of Fluidra, S.A. and subsidiaries as at and for the years ended 31 December 2008 and 2007 prepared in conformity with EU-IFRS, in conjunction with which it should be read.

Fluidra, S.A. and Subsidiaries

Details of assets and liabilities by segment
for the years ended 31 December 2008 and 2007
(expressed in thousands of Euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

	Pool		Water		Not allocated		Derecognition		Total consolidated figures	
	31.12.08	31.12.07	31.12.08	31.12.07	31.12.08	31.12.07	31.12.08	31.12.07	31.12.08	31.12.07
Assets										
Total non-current assets	206,936	204,517	136,096	131,851	20,526	12,655	-	-	363,558	349,023
Total current assets	241,552	259,160	115,326	116,303	37,574	54,175	(25,827)	(43,348)	368,625	386,290
Total assets	448,488	463,677	251,422	248,154	58,100	66,830	(25,827)	(43,348)	732,183	735,313
Liabilities										
Total non-current liabilities	11,441	11,357	6,123	6,080	139,831	139,223	-	-	157,395	156,660
Total current liabilities	85,697	116,871	41,437	41,236	163,113	136,021	(22,192)	(25,011)	268,055	269,117
Total liabilities	97,138	128,228	47,560	47,316	302,944	275,244	(22,192)	(25,011)	425,450	425,777
Other information										
Amortization and depreciation expenses	18,118	15,646	14,052	15,730	-	-	-	-	32,170	31,376
Expenses not requiring cash disbursement	7,990	5,390	2,124	2,305	-	-	-	-	10,114	7,695
Additions of property, plant & equipment, goodwill and intangible assets	22,753	26,784	16,949	25,367	-	-	-	-	39,702	52,151

This Appendix forms an integral part of note 4 to the consolidated annual accounts of Fluidra, S.A. and subsidiaries as at and for the years ended 31 December 2008 and 2007 prepared in accordance with EU-IFRS, in conjunction with which it should be read.

Fluidra, S.A. and Subsidiaries

Details of assets, sales and investments by geographical segment
for the years ended 31 December 2008 and 2007
(expressed in thousands of Euros)

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

2008	Pool		Water		Unassigned	Derecognition	Total
	Europe	International	Europe	International			
Assets	383.065	65.423	246.264	5.158	58.100	(25.827)	732.183
Sales (1)	407.395	92.807	140.443	12.033	-	-	652.678
Investments	21.156	1.597	16.866	83	-	-	39.702

2007	Pool		Water		Unassigned	Derecognition	Total
	Europe	International	Europe	International			
Assets	409.888	53.789	242.778	5.376	66.830	(43.348)	735.313
Sales (1)	430.297	86.544	131.925	8.436	-	-	657.202
Investments	25.092	1.692	25.271	96	-	-	52.151

(1) Only includes revenue from sales of goods for resale and finished goods

Fluidra, S.A. and Subsidiaries

Details of investments and positions held by the directors in other companies
31 December 2008

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

Name	Company	% ownership	Position held
Eloy Planes Corts	Astral Nigeria, Ltd.	---	Director
	Maghrebine Des Equipments D'eau, S.A.R.L.	---	Joint and several director
	Fluidra Italia, S.R.L.	---	Sole director
	Astral Italia, S.P.A.	---	Sole director
	Astral Bazenove Prislusentsvi, S.R.O.	---	Joint and several director
	Astral India Private, Limited	---	Director
	Astral Pool Singapore, Pte Ltd.	---	Director
	Astral Piscine, S.A.S.	---	Sole director
	Certikin International, Limited	---	Director
	AP Immobiliere	---	Sole director
	Turcat Polyester Sanayi Ve Ticaret Anonim Sirketi	---	Director
	Cepex USA, Inc.	---	Director
	Zao Astral, SNG	---	Director
	Astral Pool Polska, S.A.	---	Director
	Astral Pool México, S.A. de C.V.	---	Director
	Inmobiliaria Tralsa, S.A.	---	Several director
	Astral Scandinavia AS/	---	Director
	Magyar Astral Pool, Kft.	---	Joint and several director
	Astral Products, Inc.	---	Director
	Astral Pool Chile, Sociedad Anónima Cerrada	---	Director
	Manufacturas Gre, S.A.U.	---	Sole director
	ADBE Cartera, S.A.U.	---	Sole director
	Aquaambiente Tratamiento de aguas o soluções para o ambiente, S.A.	---	Director
	Astral Pool Group, S.L.U.	---	Sole director
	Fluidra Services, S.A.U.	---	Director
	Prohogar, S.L	---	Sole director
	Astral Pool Deutschland GmbH	---	Joint and several director
	Astral Equipment Australia Pty, Ltd.	---	Director

Fluidra, S.A. and Subsidiaries

Details of investments and positions held by the directors in other companies
31 December 2008

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

Name	Company	% ownership	Position held
	Astral Pool Hellas	---	Director
	Astral Pool Balkans JSC	---	Director
	Moderne Wassertechnik AG (MTH)	---	Director
	Catpool, S.A. de C.V.	---	Director
	Astral pool UK, Limited	---	Director
	Marazul, Lda.	---	Sole director
	Gre Aqua and Pool, S.L.U.	---	Sole director
	SNTE Agua Group, S.A.U.	---	Sole director
	Astral Havuz Ekipmanlari Sanayi ve Ticaret	---	Sole director
	Astral Pool España, S.A.U.	---	Sole director
	Cepex Holding, S.A.U.	---	Sole director
	Neokem Grup, S.A.U.	---	Sole director
	Auric Pool, S.A.U.	---	Sole director
	Astral Pool, S.A.U.	---	Sole director
	Manufacturas Gre, S.A.U.	---	Sole director
	Astral Export, S.A.	---	Sole director
	Mercamaster Group, S.L.U.	---	Sole director
	Pool Supplier, S.L.U.	---	Sole director
	Inmobiliaria Swim 38, S.L.U.	---	Sole director
	Swimco Corp, S.L.	---	Sole director
	Dispur, S.L.	10%	Board member
	Fluidra France, S.A.S.	---	Sole director
	Ya Shi Tu Swimming Pool Equipment (Shangai) Co, Ltd	---	Sole director
	Astralpool Cyprus, Ltd	---	Director
	CTX Chemicals, SRL	---	Director
	Cepex, S.R.L.	---	Director
	Certikin Italia, Spa	---	Director
	Astral Pool Thailand, Co., Ltd	---	Joint and several director
	Fluidra Thailand, Co., Ltd	---	Joint and several director
	Astral South Africa, Pty, Ltd	---	Joint and several director
	Estam-Haritz, S.L.U.	---	Sole Director

This Appendix forms an integral part of note 32 to the consolidated annual accounts of Fluidra, S.A. and subsidiaries as at and for the years ended 31 December 2008 and 2007 prepared in conformity with EU-IFRS, in conjunction with which it should be read.

Fluidra, S.A. and Subsidiaries

Details of investments and positions held by the directors in other companies
31 December 2008

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails)

Name	Company	% ownership	Position held
Mr Juan Planes Vila	Dispur, S.L. - Preblau, S.L. - Aqualink, S.L. - Fundació Privada St. Vicenç d'Estamariu - Stick Stock 98, S.L. - Granja Estamariu, S.C.C.L. - Constralsa, S.R.L. - Faders, S.A. - SCI L'Etoile - Glops Estamariu, S.L.	51.34% 95% indirect 18%	Chairman --- --- Chairman Vocal (repr. Dispur) Chairman Chairman (repr. Dispur) Chairman (repr. Dispur) Manager Chairman (repr. Dispur)
Mr Oscar Serra Duffo	Boyser, S.R.L. - Consultoria de Servicios O. Serra, S.L.U. - Gratan, S.L. - Luri 3, S.A.	5% 100% 25%	Chairman of board of directors Director Director Director
Mr Bernat Corbera Serra	- Beran Cartera, S.L. Edrem, S.L. - Inmobiliaria Tralsa, S.A. - Luri 3, S.A.	100% 7.947%	Sole director Managing director Joint director Chairman
Mr. Bernat Garrigós Castro	ANIOL, S.L.	14%	Managing director
BanSabadell Inversió Desenvolupament, S.A.	Companyia D'aigües De Sabadell, S.A.	7.07%	---
Mr. Juan Ignacio Acha-Orbea Echevarría	---	--	--
Mr Kam Son Leong	General Electric Pro-Logic Vast Laba HI Partners Henan ADD Power Equipment Deluxe International	0% 100% 100% 50% 10% 10%	Shareholder Director Director Director Chairman Director
Mr Richard J. Cathcart	---	--	--