

**Report by the Appointments and Compensation Committee of Fluidra, S.A. in
relation to the appointment of Mr. José Manuel Vargas Gómez as proprietary
director**

In Sabadell, on November 28, 2017

1. Introduction

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

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

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

2. Purpose of the Report

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

3. Aspects taken into consideration

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

- his highly qualified professional profile for the discharge of the functions of proprietary director of Fluidra, due to his extensive experience as Chairman of AENA and as a member of the board of directors of various companies in the Vocento group;
- his training, experience and knowledge in the area of management at the Vocento Group, where he has held several positions on the board and was appointed managing director; and

- the combination of the candidate's attributes and skills, which will enable him to contribute to the tasks performed by the managing body for the supervision and control of Fluidra.

In order to complete the above information, the CV of Mr. José Manuel Vargas Gómez is attached to this Report as **Schedule A**.

Lastly, the Appointments and Compensation Committee has verified that the other professional occupations of Mr. José Manuel Vargas Gómez will enable him to dedicate adequate time to the discharge of his office as proprietary director of Fluidra.

4. Category of director

As previously indicated, Mr. José Manuel Vargas Gómez is one of the candidates proposed by Piscine Luxembourg Holdings 1 S.à r.l. to be its representative on the Board of Directors of Fluidra.

Accordingly, in accordance with section 3 of article 529 *duodecies* of the Spanish Companies Law, if Mr. José Manuel Vargas Gómez is appointed a director of Fluidra, it will be with the category of "proprietary" director, since his appointment would be made following the proposal by Piscine Luxembourg Holdings 1 S.à r.l., in its capacity as a shareholder holding a significant stake in Fluidra following the performance of the merger.

5. Conclusion

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

Schedule A

José Manuel Vargas holds a degree in Economics and Business Studies from the Complutense University of Madrid (1988-1993), a degree in Law from UNED (1989-1994) and is a chartered accountant (1995).

He has been a Senior Advisor of Rhône Group since 2006.

He held the position of Chairman and CEO of the Board of Directors at Aena SME, S.A. from January 2012 until October 2017, having overseen the company's restructuring, partial privatization and its IPO in 2015.

He spent more than ten years at communications group Vocento, where he held a variety of different positions. Between 2000 and 2005 he was board secretary at ABC and Corporate CEO at Vocento. He was then appointed group CFO for Vocento's IPO in 2006. Lastly, in 2007 he was appointed CEO of ABC and Vocento, positions which he held until 2011.

Before his activity in the communications sector, he was CFO and General Secretary of JOTSA (part of the Philipp Holzmann Group) from 1995 to 2000, and worked for audit firm Price Waterhouse from 1993 to 1995.

From 1996 to 2001, he combined his professional work with academic activities at CEU Luis Vives, teaching the course in Financial Accounting.

He has also been a member of several boards of directors (INECO, Cadena COPE, Net TV and Diario El Correo, among others).

In 2015, he was named "Executive of the Year" by the Spanish Association of Executives (AED) and "Person of the Year" within the economic and financial sphere by "El Economista" (a Spanish financial newspaper).