

TO THE SPANISH SECURITIES COMMISSION

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

MATERIAL FACT

On May 22, 2018, Aniol, S.L. transferred to Piumoc Inversions, S.A.U., a company wholly owned by Aniol, S.L., 9,922,469 ordinary Fluidra shares representing approximately 8.81% of its issued share capital (the “**Aniol Transfer**”). As a result of the Aniol Transfer, Piumoc Inversions, S.A.U. has been subrogated to the contractual position of Aniol, S.L., with respect to the Fluidra shares transferred, under (i) the Fluidra share and voting syndication agreement of September 5, 2017, which is currently in force, following multiple novations, between Dispur, S.L., Aniol, S.L., Boyser, S.L., Boyser Pool, S.L.U., Boyser Corporate Portfolio, S.L.U., Edrem, S.L. and Edrem Cartera, S.L.U. (the “**Syndication Agreement**”) and under (ii) the Fluidra shareholders’ agreement executed on November 3, 2017 between Dispur, S.L., Aniol, S.L., Boyser, S.L., Boyser Pool, S.L.U., Boyser Corporate Portfolio, S.L.U., Edrem, S.L. Edrem Cartera, S.L.U. and Piscine Luxembourg Holdings 1 S.à r.l. (the “**SHA**”), all on the terms of the texts attached below (the subrogation to the SHA drafted in the English language).

In addition, on today’s date, Dispur, S.L. has transferred to Dispur Pool, S.L.U., a company wholly owned by Dispur, S.L., 11,999,364 ordinary Fluidra shares representing approximately 10.65% of its issued share capital (the “**Dispur Transfer**”). As a result of the Dispur Transfer, Dispur Pool, S.L.U. has been subrogated to the contractual position of Dispur, S.L., with respect to the Fluidra shares transferred, under the Syndication Agreement and under the SHA, all on the terms of the texts attached below (the subrogation to the SHA drafted in the English language).

Sabadell, May 23, 2018

En Olot (Girona), a veintidós de mayo de dos mil dieciocho.

Apreciados Señores:

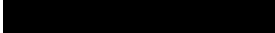
Por la presente, el abajo firmante, actuando en nombre y representación de PIUMOC INVERSIONS, S.A.U. (en adelante, el "**Accionista Sindicado Adquirente**"), acepta subrogarse, con efectos a día de hoy, pura y simplemente, en la posición contractual de ANIOL, S.L. (en adelante, el "**Accionista Sindicado Transmitente**") en el Convenio de Sindicación y Voto, suscrito inicialmente en fecha 5 de septiembre de 2007, referente a las acciones de FLUIDRA, S.A., tal y como dicho convenio ha sido modificado y se encuentra vigente a día de hoy, en relación con las acciones de FLUIDRA, S.A. que el Accionista Sindicado Adquirente va a adquirir del Accionista Sindicado Transmitente a fecha de hoy, es decir, un total de 9.922.469 acciones, representativas aproximadamente del 8,81% del capital social actual de FLUIDRA, S.A.

El convenio de sindicación se encuentra actualmente suscrito, tras sus múltiples novaciones, por Dispur, S.L., Boyser, S.L., Boyser Pool, S.L.U., Boyser Corporate Portfolio, S.L.U., Edrem, S.L., Edrem Cartera, S.L., y el Accionista Sindicado Transmitente.

Y para que conste a todos los efectos oportunos, suscribo la presente, en el lugar y fecha indicados en el encabezamiento.

Atentamente,

Por el Accionista Adquirente,


Rep. persona física del administrador único

Deed of Adherence

ANIOL, S.L., (the "Transferring Shareholder"), an entity duly incorporated and existing under the laws of Spain, having its registered office at Olot (Girona), Paseo de Barcelona, number 6, office 15 and registered at the Girona Commercial Registry, under volume 2.120, sheet 162, page GI-1.702, registration number 41, and with Spanish Tax Identification Number B-17.148.222, and duly represented herein [REDACTED], with national identification number [REDACTED], in his capacity as Managing Director, and

PIUMOC INVERSIONS, S.A.U. (the "Transferee"), an entity duly incorporated and existing under the laws of Spain, having its registered office at Olot (Girona), Paseo de Barcelona, number 6, office 15 and registered at the Girona Commercial Registry, under volume 2.980, sheet 202, page GI-54.385, registration number 6, and with Spanish Tax Identification Number A-55.154.652, and duly represented herein by [REDACTED], with national identification number [REDACTED], in his capacity as the natural person designated by the sole director of the Company, ANIOL, S.L. to exercise the functions of this position,

Whereas:

- A. The Transferring Shareholder has agreed to transfer to the Transferee (I) 9.922.469 syndicated ordinary shares of Fluidra, S.A. (the "Company"), representing, approximately, a stake of 8,81% of its issued share capital (the "Transferred Shares").
- B. This Deed of Adherence is entered into in compliance with Clause [12] (*Deed of Adherence*) of a shareholders agreement entered into on 3rd of November 2017 between Dispur, S.L., Aniol, S.L., Boyser, S.L., Boyser Pool, S.L.U, Boyser Corporate Portfolio, S.L.U., Edrem, S.L. and Edrem Cartera, S.L.U. (the "Current Shareholders") and Piscine Luxembourg Holdings 1 S.à r.l. (the "Zodiac HoldCo Shareholder"), as such agreement has been or may be amended, supplemented or novated from time to time (the "Agreement").

It is agreed as follows:

1. The Transferee confirms that it has been supplied with and has read a copy of the Agreement.
2. The Transferee agrees to accede and be bound by the terms of the Agreement assuming the same position (subrogation) of the Transferring Shareholder in respect of the Transferred Shares from the date on which the acquisition of the Transferred Shares by the Transferee becomes effective.
3. This Deed of Adherence is made for the benefit of (a) the original Parties to the Agreement and (b) any other person or persons who after the date of the Agreement (and whether or not prior to or after the date of this Deed of Adherence) adhere to the Agreement.
4. The address and fax number of the Transferee for the purposes of Clause [24.7] (*Notices*) of the Agreement are as follows:

Address: Olot (Girona), Paseo de Barcelona, number 6, office 15.

Email address: [REDACTED].

Attention: [REDACTED], representative of the sole director, ANIOL, S.L. to exercise the functions of this position.

5. Capitalised terms used but not defined herein shall have the meanings given to them in the Agreement.

6. Clause [24.8] (*Governing law and jurisdiction*) of the Agreement shall apply to this Deed of Adherence as if set out in full herein.

In witness whereof, this Deed of Adherence has been executed in Olot, on 22th of May 2018.

Signed by [REDACTED]
Representative of the sole director, "ANIOL, S.L."
"PIUMOC INVERSIONS, S.A.U."

Signed by [REDACTED]
"ANIOL, S.L."

En Sant Cugat del Vallés (Barcelona), a veintitrés de mayo de dos mil dieciocho.

A la atención de:

Aniol, S.L.

[REDACTED]
Paseo de Barcelona, 6, oficina 15
Olot (17800 - Girona)

Piumoc Inversions, SAU

[REDACTED]
Paseo de Barcelona, 6, oficina 15
Olot (17800 - Girona)

Boyser, S.L.

[REDACTED]
Avenida Diagonal, número 415, 6º
Barcelona (08008)

Boyser Pool, S.L.U.

[REDACTED]
Camino Viejo del Cura, número 84, portal 4, 2º, 2ª
Madrid (28055)

Boyser Corporate Portfolio, S.L.U.

[REDACTED]
Avenida Diagonal, número 415, 6º
Barcelona (08008)

Edrem, S.L.

[REDACTED]
Travessera de Gràcia, número 56, entlº, 2ª
Barcelona (08006)

Edrem Cartera, S.L.U.

[REDACTED]
Travessera de Gràcia, número 56, entlº, 2ª
Barcelona (08006)

Por correo certificado con acuse de recibo

Apreciados Señores:

Por la presente, el abajo firmante, actuando en nombre y representación de Dispur Pool, S.L. (en adelante, el “**Accionista Adquirente**”), acepta subrogarse, con efectos a día de hoy, pura y simplemente, en la posición contractual de Dispur, S.L. (en adelante, el “**Accionista Transmitente**”) en el Convenio de Sindicación suscrito en fecha 5 de septiembre de 2007 referente a las acciones de la sociedad Fluidra, S.A., tal y como dicho convenio ha sido modificado y se encuentra vigente a día de hoy, en relación con las acciones de Fluidra, S.A. que el Accionista Adquirente ha adquirido en fecha de hoy del Accionista Transmitente, esto es, 11.999.364 acciones, representativas de un 10,65% del capital social actual.

El convenio de sindicación se encuentra actualmente suscrito, tras sus múltiples novaciones, por Boyser, S.L., Boyser Pool, S.L.U., Boyser Corporate Portfolio, S.L.U., Edrem, S.L., Edrem Cartera, S.L., Aniol,

S.L., Piumoc Inversions, S.A.U. y el Accionista Sindicado Transmitente.

Y para que conste a todos los efectos oportunos, suscribo la presente, en el lugar y fecha indicados en el encabezamiento.

Atentamente,

Por el Accionista Adquirente,

██████████s,
Representante persona física del administrador
único, la sociedad Dispur, S.L.

Recibido y conforme:

Sociedad

Firma

Aniol, S.L.

[REDACTED]
Paseo de Barcelona, 6, oficina 15
Olot (17800 - Girona)

Piumoc Inversions, SAU

[REDACTED]
Paseo de Barcelona, 6, oficina 15
Olot (17800 - Girona)

Boyser, S.L.

[REDACTED]
Avenida Diagonal, número 415, 6º
Barcelona (08008)

Boyser Pool, S.L.U.

[REDACTED]
Camino Viejo del Cura, número 84, portal 4, 2º, 2ª
Madrid (28055)

Boyser Corporate Portfolio, S.L.U.

[REDACTED]
Avenida Diagonal, número 415, 6º
Barcelona (08008)

Edrem, S.L.

[REDACTED]
Travessera de Gràcia, número 56, entlº, 2ª
Barcelona (08006)

Edrem Cartera, S.L.U.

[REDACTED]
Travessera de Gràcia, número 56, entlº, 2ª
Barcelona (08006)

Deed of Adherence

DISPUR, S.L., (the “**Transferring Shareholder**”), an entity duly incorporated and existing under the laws of Spain, having its registered office at Sant Cugat del Vallés (Barcelona), Santa Maria street, number 42, 2 floor and registered at the Barcelona Commercial Registry, under volume 41071, sheet 205, page B-35994, with Spanish Tax Identification Number B-58372145, and duly represented herein by [REDACTED], with national identification number [REDACTED], in his capacity as Director duly authorised by a board of directors minutes as of today.

DISPUR POOL, S.L.U. (the “**Transferee**”), an entity duly incorporated and existing under the laws of Spain, having its registered office at Sant Cugat del Vallés (Barcelona), Santa Maria street, number 42, 2 floor and registered at the Barcelona Commercial Registry, under volume 46412, sheet 32, page B-519133, with Spanish Tax Identification Number B-67192294, and duly represented herein by [REDACTED], with national identification number [REDACTED], in his capacity as the natural person designated by the sole director of the Company, Dispur, S.L., to exercise the functions of this position,

WHEREAS

- A. The Transferring Shareholder has agreed to transfer to the Transferee 11.999.364 syndicated ordinary shares of Fluidra, S.A. (the “**Company**”), representing a stake of 10.65% of its issued share capital (the “**Transferred Shares**”).
- B. This Deed of Adherence is entered into in compliance with Clause 12 (*Deed of Adherence*) of a shareholders agreement entered into on 3rd of November 2017 between Dispur, S.L., Aniol, S.L., Boyser, S.L., Boyser Pool, S.L.U, Boyser Corporate Portfolio, S.L.U., Edrem, S.L. and Edrem Cartera, S.L.U. (the “**Current Shareholders**”) and Piscine Luxembourg Holdings 1 S.à r.l. (the “**Zodiac HoldCo Shareholder**”), as such agreement has been or may be amended, supplemented or novated from time to time (the “**Agreement**”).

IT IS AGREED AS FOLLOWS

1. The Transferee confirms that it has been supplied with and has read a copy of the Agreement.
2. The Transferee agrees to accede and be bound by the terms of the Agreement assuming the same position (subrogation) of the Transferring Shareholder in respect of the Transferred Shares from the date on which the acquisition of the Transferred Shares by the Transferee becomes effective.
3. This Deed of Adherence is made for the benefit of (a) the original Parties to the Agreement and (b) any other person or persons who after the date of the Agreement (and whether or not prior to or after the date of this Deed of Adherence) adhere to the Agreement.
4. The address and fax number of the Transferee for the purposes of Clause 24.7 (*Notices*) of the Agreement are as follows:

Address: Sant Cugat del Vallés (Barcelona), Santa Maria street, number 42, 2 floor.

Email address: [REDACTED]

Attention: [REDACTED], representative of the sole director, DISPUR, S.L. to exercise the functions of this position.

5. Capitalised terms used but not defined herein shall have the meanings given to them in the

Agreement.

6. Clause 24.8 (*Governing law and jurisdiction*) of the Agreement shall apply to this Deed of Adherence as if set out in full herein.

In witness whereof, this Deed of Adherence has been executed in Sant Cugat del Vallés (Barcelona), on 23th of May 2018.

Dispur, S.L.
[REDACTED]

Dispur Pool, S.L.
[REDACTED]