

## FLUIDRA, S.A.

### CALL FOR THE ANNUAL SHAREHOLDERS' MEETING

Pursuant to a resolution adopted by the Board of Directors of Fluidra, S.A., on April 24, 2013, the shareholders are called to the annual Shareholders' Meeting to be held **on June 5, 2013, at 12:30h, at first and single call**, in Sabadell (Barcelona), at Cambra de Comerç de Sabadell, Avenida Francesc Macià, 35, to discuss the following

#### AGENDA

- Item one:** Examination and approval, if fitting, of the financial statements and of the management report, both of the Company and of its consolidated group of companies, for the financial year closed at December 31, 2012
- Item two:** Application of profit/loss of the financial year closed at December 31, 2012
- Item three:** Allocation of dividends against voluntary reserve
- Item four:** Examination and approval, if fitting, of the management of the Company by the Board of Directors in financial year 2012
- Item five:** Reelection of the auditor, both of the Company and of its consolidated group of companies
- Item six:** Submission of the Report on Compensations for the directors to the consultative vote by the Shareholders' Meeting
- Item seven:** Amendment of article 37 of the Bylaws ("Term of office. Director's rules") to reduce the maximum term in office of directors
- Item eight:** Re-election of directors of the Company
- Item nine:** Establishment of an incentives plan based on shares for executives of the Fluidra Group
- Item ten:** Request for delisting from the Bilbao and Valencia Stock Exchanges of all the shares representing the share capital of the Company
- Item eleven:** Delegation of powers to execute in a public instrument, construe, remedy and implement the resolutions adopted by the Shareholders' Meeting.

Once concluded the exposition of the points of the agenda the shareholders will be informed about the amendments to the Regulations of the Board of Directors approved in the meeting of the Board of Directors celebrated in April 24, 2013. Likewise, the content of the Annual Report of the Audit Committee related to 2012 will be submitted.

#### Right of attendance

Any shareholder, regardless of the number of shares he holds may attend the Shareholders' Meeting, provided that such shares are entered in his name on the relevant book entry register at least five days in advance of the date on which the Shareholders' Meeting is to be held and

that he is provided with the relevant attendance card, the certificate issued by the relevant entity responsible for book entries or the document evidencing his shareholder status pursuant to law. The register of attendance cards will begin two hours before the time set for the beginning of the Shareholders' Meeting.

### **Right of representation**

Any shareholder entitled to attend may attend the Shareholders' Meeting represented by another person, who need not be a shareholder, in compliance with the requirements and formalities required by law, by article 29 of the articles of association and by article 12 of the Shareholders' Meeting Regulations.

Proxies would be placed on record on the attendance card or by letter, as appropriate, always signed by the constituent shareholder, without prejudice to the following procedure in the event of appointment of proxies through remote means of communication before the Shareholders' Meeting is held. The letter of proxy should include the following statements: date of the Shareholders' Meeting and agenda, identity of the constituent shareholder and of his proxy, number of shares held by the constituent shareholder and instructions on the manner in which the constituent shareholder will vote on each of the items on the agenda. Should no specific instructions be given, it would be deemed that the proxy should vote in favor of the resolutions proposed by the Board.

In the event of public request for proxy, the letter of proxy should contain, in addition to the statements mentioned in the above paragraph, instructions as to the manner in which the proxy should vote should no precise instructions be given.

Should the identity of the proxy not be specified it shall be deemed either that the Chairman of the Board, the CEO or the secretary of the Board has been appointed as proxy.

Should the appointed proxy find himself in an event of conflict of interest when voting on any of the proposals submitted to the Shareholders' Meeting and should the constituent have given no precise instructions, any of the other two persons mentioned above not included in such event would be deemed to have been appointed as proxy.

### **Right to information**

After this notice of call is published, in compliance with legislation in force, with the articles of association and with the Shareholders' Meeting regulations, the shareholders may examine at the registered office of the Company and consult in the web page of the Company ([www.fluidra.com](http://www.fluidra.com)) the documents set forth below, and obtain from the Company the delivery or remittance of a copy of such documents, free of charge:

- Financial statements and management report of the Company and of its consolidated group of companies, for the financial year closed at December 31, 2012.
- Report issued by the auditor on the financial statements of the Company and of its consolidated group of companies for the financial year closed at December 31, 2012.
- Report issued by the Board of Directors supporting the proposal for amendment of the Bylaws, including the full text of the proposed amendment.
- Annual report on remuneration of the directors.
- Annual Corporate Governance Report for financial year 2012.

- Annual Report of the Audit Committee for financial year 2012.
- Board Regulations.
- 
- Professional and biographical profile of the directors whose reelection had been proposed to the Shareholders' Meeting.

The shareholders, through a written document to the directors sent on or before the seventh day preceding the date on which the Shareholders' Meeting is to be held, may request information or clarifications or raise questions on the items included on the agenda or on the information accessible to the public and notified by the Company to the Comisión Nacional del Mercado de Valores (Spanish National Securities Market Committee) after the date of the last Shareholders' Meeting, in other words, after June 6, 2012, or on the auditor's report.

Such requests must conform to the procedure established in article 9 of the Shareholders' Meeting Regulations.

Likewise, pursuant to article 518 of the Corporations Law and article 8 of the Shareholders' Regulations, after this call is published and until the Shareholders' Meeting is held, the shareholders who so wish may consult through the web page of the Company ([www.fluidra.com](http://www.fluidra.com)) the information to which said articles refer.

### **Voting and delegation of voting rights through remote communication Means**

Pursuant to the Articles of Association and the Shareholders' Meeting Regulations, voting rights and rights of representation may be exercised through remote communication means before the Shareholders' Meeting is held, provided that the requirements established by law and in this notice of call are met.

#### **(1) Voting through remote communication means**

Shareholders having voting rights and who fail to attend the Shareholders' Meeting may, before the Shareholders' Meeting is held, cast their votes through ordinary mail.

To cast votes by mail before the Shareholders' Meeting is held, shareholders must complete and sign the relevant attendance card. Any shareholder may cast his votes by ordinary mail provided that the shares he holds are recorded in his name in the relevant book entry register five days in advance, at least, of the date on which the Shareholders' Meeting is to be held.

After the card has been completed and signed, it may be remitted to the Company using any of the following procedures:

- (i) Through a letter sent by ordinary mail to the following address: "Fluidra, S.A. (Junta General de Accionistas 2013), Avenida Francesc Macià, 60, floor 20th. 08208 Sabadell".
- (ii) Using the postage paid by recipient (*franqueo en destino*) envelope attached, if appropriate, to the attendance card.
- (iii) Personal delivery at the aforementioned address.

Votes cast by ordinary mail must be in the possession of the Company before 24:00h., on the day immediately preceding the date on which the Shareholders' Meeting is to be held.

## **(2) Proxies granted by remote communication means**

Shareholders of the Company having voting rights who fail to attend the Shareholders' Meeting, may, before the Shareholders' Meeting is held, grant a proxy by ordinary mail, through completion and signing by the shareholder of the attendance card issued by the entity or entities responsible for the book entry register.

After the card has been duly completed and signed, the original copy may be remitted through any of the following procedures:

(i) Through a letter sent by ordinary mail to the following address: "Fluidra, S.A. (Junta General de Accionistas 2013), Avenida Francesc Macià, 60, floor 20, 08208 Sabadell.

(ii) Using the postage paid by recipient (*franqueo en destino*) envelope attached, if appropriate, to the attendance card.

(iii) Personal delivery at the aforementioned address.

If the shareholder grants the proxy to the chairman of the board of directors, to the chief executive officer or to the secretary of the board, the shareholder will send the attendance card duly completed and signed to the registered office.

The shareholder who grants proxies by ordinary mail undertakes to report the proxy granted to the person designated to represent him for such person to accept the proxy. It will be considered that the proxy has been accepted where the person designated identifies himself through his Spanish identity document or passport on the date and at the place where the Shareholders' Meeting is to be held, within two (2) hours before the meeting is held, for the personnel responsible for the shareholders register to be able to ascertain the proxy, attaching an original copy of such proxy.

Where the proxy is granted to the chairman, to the CEO or to the Secretary of the Board, such communication will be deemed to have been made and accepted upon receipt by the Company of the original copy of the attendance card.

Only proxies granted by the shareholder and received by the Company before 24 hours on the day immediately preceding that of the Shareholders' Meeting will be valid.

The person empowered by proxy will only be able to exercise the voting rights of his constituent by attending the Shareholders' Meeting in person.

### **Personal Data Protection**

According to the "Ley Orgánica 15/1999, de 13 de diciembre, related to Personal Data Protection" and also according to the "Real Decreto 116/1992, de 14 de febrero" we inform you that all the shareholders' personal data will be obtained from the entities responsible for the register system, Compensation and liquidation of equities, S.A., in relation to the present call. At the same time, we comply with our duty to inform you that your personal data will be completed in the Shareholders' Meeting with your attendance and your exercise of voting in the Shareholders' Meeting. We inform you that such data will be part of a file owned by FLUIDRA., S.A. for the benefit of the shareholders' interest. You can exercise your right of access, cancellation, rectification or opposition to the following address: Avda. Francesc Macià, 60, floor 20, 08208 Sabadell (Barcelona)

### **Participation of a notary public in the Shareholders' Meeting**

The board of directors has agreed that a notary public be present at the annual Shareholders' Meeting.

### **Supplement to the call and the proposed resolutions**

Shareholders representing, at least, five per cent (5%) of the capital stock may request that a supplement to this call be published to including one or more additional items on the agenda provided that the new items are accompanied by supporting grounds, or, as the case may be, by a founded proposal for a resolution. For such purposes, the shareholders in question will evidence in a duly attested manner to the Company that they represent, at least, said percentage of the capital stock.

Such right will be exercised through a duly attested notification of the supplement to the call, which will be received at the registered office within five days after this notice of call is published.

Additionally, shareholders representing, at least, five per cent (5%) of the share capital may, within a term of five days after the publication of this notice of call, submit founded proposals for resolutions on matters already included or which should to be included on the agenda.

### **General Information**

Accordingly with the article 539 of the Spanish Business Corporation Act, the Company has included in his official web a "Shareholders Virtual Foro". The rules and the application form in order to be able to participate in this "foro" are at your disposal in the official web of the Company.

Any other aspects not contemplated in this notice of call, the shareholders may check the Shareholders Meeting Rules on the Fluidra website ([www.fluidra.com](http://www.fluidra.com)).

Sabadell (Barcelona), on April 24, 2013. The Chairman of the Board of Directors, Mr. Juan Planes Vila