

## **Schedule 1**

**Proposals of the Appointments and Compensations Committee of Fluidra, S.A. for reelection of Mr. Richard J. Cathcart and Mr. Juan Ignacio Acha-Orbea Echeverría as independent directors**

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In Sabadell, on March 29, 2017

**1. Proposal of the Appointments and Compensations Committee concerning the re-election of Mr. Richard J. Cathcart as independent director**

In compliance with section 4 of article 529 *decies* of the Spanish Restated Corporate Enterprises Law enacted by Legislative Decree 1/2010 (*Texto Refundido de la Ley de Sociedades de Capital*) (“**LSC**”) , the Appointments and Compensations Committee of Fluidra, S.A., (the “**Company**”), after assessing the suitability of the profile of Mr. Richard J. Cathcart to hold office as director of the Company, given his important contribution to the Board of Directors and to the Appointments and Compensations Committee within the previous years during which the director has hold the office of independent director, resolved, at the meeting it held on March 29, 2017, to propose to the Board of Directors his reelection as member of the Board of Directors of the Company, in the capacity of independent director until September 5, 2019, date on which he would forfeit the status of independent director due to the expiration of the period of twelve (12) years, pursuant to section 4 of article 529 *duodecies* of the Corporate Enterprises Law.

To complete this proposal, the favorable report to be prepared and signed by the Board of Directors as regards the re-election of Mr. Richard J. Cathcart is attached as **Schedule A**.

**2. Proposal of the Appointments and Compensations Committee concerning the re-election of Mr. Juan Ignacio Acha-Orbea Echeverría as independent director**

In compliance with section 4 of article 529 *decies* of the LSC , the Appointments and Compensations Committee of the Company, after assessing the suitability of the profile of Mr. Juan Ignacio Acha-Orbea Echeverría to hold office as director of the Company, given his important contribution to the Board of Directors and to the Audit Committee within the previous years during which the director has hold the office of independent director, resolved, at the meeting it held on March 29, 2017, to propose to the Board of Directors his reelection as member of the Board of Directors of the Company, in the capacity of independent director until September 5, 2019, date on which he would forfeit the status of independent director due to the expiration of the period of twelve (12) years, pursuant to section 4 of article 529 *duodecies* of the Corporate Enterprises Law.

To complete this proposal, the favorable report to be prepared and signed by the Board of Directors as regards the re-election of Mr. Juan Ignacio Acha-Orbea Echeverría is attached as **Schedule B**.

**Schedule A**

**Supporting report issued by the Board of Directors on the proposal for re-election  
of Mr. Richard J. Cathcart as an independent director**

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In Sabadell, March 30, 2017

**SUPPORTING REPORT ISSUED BY THE BOARD OF DIRECTORS OF FLUIDRA S.A., ASSESSING THE COMPETENCE, EXPERIENCE AND MERITS OF THE DIRECTOR MR. RICHARD J. CATHCART**

The Board of Directors of Fluidra S.A. (the “**Company**”) issues this document to report on the proposal of re-election of Mr. Richard J. Cathcart as, taking into account the provisions of the Bylaws, the system contemplated in the Restated Corporate Enterprises Law and the principles of the Code of Good Governance for listed companies.

Particularly, the system established in section 5 of article 529 decies of the Restated Corporate Enterprises Law has been taken into account when assessing the competence, experience and merits of the proposed director, Mr. Richard J. Cathcart.

After assessing all the requirements relating to commercial and professional honorability, the adequate knowledge and experience to perform director functions and disposition to exercise good governance of the Company of the proposed director, pointing out his capacity and professional career, as well as the quality of his work and his dedication to the director office up to date, the board of directors, once reviewed the proposal issued by the appointments and compensations committee, resolved to propose to the shareholders’ meeting the re-election as director of the Company of Mr. Richard J. Cathcart, proposing additionally his re-election as independent director until September 5, 2019, date on which he would forfeit the status of independent director due to the expiration of the period of twelve (12) years, pursuant to section 4 of article 529 duodecies of the Corporate Enterprises Law.

To complete such information, the CV of Mr. Richard J. Cathcart is attached to this report as **Schedule 1**.

## **Schedule 1**

### **Mr. Richard J. Cathcart**

Born in Washington (USA) on 28 September 1944. He became a pilot with an engineering degree in the United States Air Force.

From 1975 to 1995, he held a number of management positions in Honeywell Inc.

In 1996 he was appointed manager head of Pentair Water Businesses (Minneapolis, USA), within the company Pentair.

From 2005 he held the post of deputy chairman of the Board of Directors of Pentair (Minneapolis, USA), where he handled international operations and business development.

Mr. Cathcart was appointed to the Board of Directors of Watts Water Technology from September 2007 to May 2017.

**Schedule B**

**Supporting report issued by the Board of Directors on the proposal for re-election  
of Mr. Juan Ignacio Acha-Orbea Echeverría as an independent director**

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In Sabadell, March 30, 2017

**SUPPORTING REPORT ISSUED BY THE BOARD OF DIRECTORS OF FLUIDRA S.A., ASSESSING THE COMPETENCE, EXPERIENCE AND MERITS OF THE DIRECTOR MR. JUAN IGNACIO ACHA-ORBEA ECHEVERRÍA**

The Board of Directors of Fluidra S.A. (the “**Company**”) issues this document to report on the proposal of re-election of Mr. Juan Ignacio Acha-Orbea Echeverría, taking into account the provisions of the Bylaws, the system contemplated in the Restated Corporate Enterprises Law and the principles of the Code of Good Governance for listed companies.

Particularly, the system established in section 5 of article 529 *decies* of the Restated Corporate Enterprises Law has been taken into account when assessing the competence, experience and merits of the proposed director, Mr. Juan Ignacio Acha-Orbea Echeverría.

After assessing all the requirements relating to commercial and professional honorability, the adequate knowledge and experience to perform director functions and disposition to exercise good governance of the Company of the proposed director, pointing out his capacity and professional career, as well as the quality of his work and his dedication to the director office up to date, the board of directors, once reviewed the proposal issued by the appointments and compensations committee, resolved to propose to the shareholders’ meeting the re-election as director of the Company of Mr. Juan Ignacio Acha-Orbea Echeverría, proposing additionally his re-election as independent director until September 5, 2019, date on which he would forfeit the status of independent director due to the expiration of the period of twelve (12) years, pursuant to section 4 of article 529 *duodecies* of the Corporate Enterprises Law.

To complete such information, the CV of Mr. Juan Ignacio Acha-Orbea Echeverría is attached to this report as **Schedule 1**.

## **Schedule 1**

### **Don Juan Ignacio Acha-Orbea Echeverría**

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.

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.

From 1989 until 2003 he was General Manager and Chairman of BBVA Bolsa, S.V.

He has been a Member of the Board, Barcelona Stock Exchange and Member of the Board of IESE Madrid.

From 2003 until 2006 he formed part, as independent director, of the Board of Directors of the listed company TPI Páginas Amarillas.

He has been a Board Member and Member of the Audit Committee of Fluidra since 2007.

He has been a Board Member since 2012 and Chairman of the Audit Committee of Aena since 2015.

He has been a Board Member of Instituto Español de Analistas Financieros (IEAF) since 2012.

He has been Chairman of the senior management consulting company Equity Contraste Uno since 2003.