

**SCHEDULE 6****FULL TEXT OF THE PROPOSALS OF RESOLUTIONS TO BE SUBMITTED TO THE ANNUAL SHAREHOLDERS' MEETING**

**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, 2008.**

***Proposed resolution***

To approve the financial statements of the Company, consisting of the balance sheet, the income statement, the statement of changes in the equity, cash flow statement and notes to the financial statements, and the management report, of Fluidra, S.A. and of its consolidated group of companies, for the financial year closed at December 31, 2008, prepared by the Board of Directors of the Company on March 26, 2009.

**Item Two: Allocation of profit/loss of the financial year closed at December 31, 2008.**

***Proposed resolution***

To approve the distribution of the profit of financial year 2008, amounting to €7,512,768.89, as set forth below:

To the legal reserve:	€751,276.89
To voluntary reserves:	€2,761,492
To a dividend:	€4,000,000

The payment of the described dividend shall take place through the member entities of Iberclear (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*) on October 9, 2009.

**Item Three: Examination and approval, if fitting, of the management of the Company by the Board of Directors in financial year 2008.**

***Proposed resolution***

To approve the management of the Company by the Board of Directors in financial year 2008.

**Item Four: Reelection or appointment of the auditor, both of the Company and of its consolidated group of companies.**

***Proposed resolution***

To reelect as auditor of Fluidra, S.A. and of its consolidated group of companies for financial year 2009, the firm KPMG Auditores, S.L., with its registered office at Paseo de la Castellana 95, Madrid, with Tax Identity Code ("CIF") B-78,510,153, entered at the Commercial Registry of Madrid, in volume 11.961, folio 84, page M-188.007.

**Item Five: Authorization for the Company to be able to proceed to the derivative acquisition of treasury stock, directly or through companies in the group, with express power to reduce capital to redeem treasury stock, delegating to the Board of Directors the powers necessary to implement the resolutions to be adopted by the Shareholders' Meeting related to this matter, rendering the previous authorization null and void to allocate, if appropriate, the portfolio of treasury stock to implementation or coverage of compensation systems.**

***Proposed resolution***

- (A) To authorize the Board of Directors so that, in compliance with article 75 and related articles of the Spanish Business Corporations Law (*Ley de Sociedades Anónimas*), it might proceed to the derivative acquisition of treasury stock of the Company through any procedure, either directly or through its controlled companies, and subsequently to dispose of or redeem them, on the following terms and conditions:
1. The shares may be acquired by purchase or through any other procedure for consideration.
  2. The maximum number of shares to be acquired, summed to those held by Fluidra, S.A. or any of its controlled companies, will not exceed the maximum percentage of share capital of the Company established by law from time to time.
  3. The shares to be acquired will be free and clear from encumbrances and charges and will be fully paid up.
  4. The minimum acquisition price of the shares will not be less than their par value and the maximum price will not be higher than 120% of their listed value on the date of acquisition.
  5. This authorization will remain in effect for 18 months after the date of this resolution.
- (B) To render null and void the authorization granted related to the same matter by the Shareholders' Meeting held on May 30, 2008.
- (C) To authorize the Board of Directors to allocate, in whole or in part, the treasury stock acquired to implementation or coverage of compensation systems (currently in existence and/or implemented in future, as appropriate) that have the purpose of or imply deliver of shares or stock options, or that are based in any manner on the evolution of the listed value of the share, as provided for in article 75.1 of the Spanish Business Corporations Law.
- (D) To reduce capital, to redeem the treasury stock of the Company that it may have on its balance sheet, charged to profits or freely available reserves, in the amount advisable or necessary from time to time, up to the maximum treasury stock existing from time to time.

To delegate to the Board of Directors the implementation of this resolution to reduce capital, the Board to implement it in one or more transactions, within the maximum term of eighteen months after the date of adoption of this resolution, complying with any formalities, taking any steps and obtaining any authorizations necessary or required by the Spanish Business Corporations Law and other applicable legal provisions and, particularly,

with authority, within the terms and subject to the limits established for such implementation, (i) to establish the date(s) of the specific reduction(s) of capital and their opportunity and advisability, (ii) to establish the amount of the reduction, (iii) to establish the allocation of the amount of the reduction, furnishing, if appropriate, any necessary security and complying with the statutory requirements, (iv) to adapt article 5 of the Bylaws to the new share capital, (v) to apply for de-listing of the redeemed shares and, (vi) in general, to adopt such resolutions as may be necessary for the purposes of such redemption and consequent reduction of capital, appointing the persons to act in its execution in a public instrument.

**Item Six: Submission of the Report on Compensation Policy for the directors.**

***Proposed resolution***

In compliance with article 25 of the Board Regulations, the mandatory Report on the Compensation Policy for the Directors of Fluidra, S.A. for financial year 2008 and the financial year in progress was submitted to the Shareholders' Meeting, which acknowledged its content.

**Item Seven: Amendment of article 44 of the Bylaws related to the compensation of the directors.**

***Proposed resolution***

After examining the proposal of the Board of Directors and the relevant report to support the proposed amendment of the bylaws, issued in view of the favorable report issued by the Appointments and Compensations Committee, to amend article 44 of the Bylaws of the Company, rewording it as set forth below:

"Article 44:

- 1. The Directors' remuneration shall consist of a fixed, specific annual emolument and of a fee for attending the meetings of the Board of Directors and of its delegational and consulting committees. The maximum amount of the remunerations which the Company may pay to the Directors as a whole for both items shall be determined for such purpose by the Shareholders' Meeting and shall remain in force until such time as the Shareholders' Meeting decides to modify it. The exact amount to be paid within that limit, the distribution thereof amongst the different Directors and the payment schedule shall be determined by the Board of Directors in the proportion which it freely determines. When determining the amount of remuneration to be received by each Director, the principle shall be applied whereby the amount is to reflect the actual professional performance of each of them.*
- 2. Additionally, apart from the remuneration provided for in the preceding paragraph, the Company plans to establish remuneration systems which are indexed to the market value of the shares or which entail the delivery of shares or of stock option to the Directors. The application of such remuneration systems shall be decided on by the Shareholders' Meeting, which shall determine, as the case may be, the value of the shares to be taken as a reference, the number of shares to be delivered to each Director, the exercise price of the stock options, the duration of this remuneration system and any other conditions it deems appropriate.*

3. *The remuneration established in the preceding paragraphs derived from the Directors' membership on the Board of Director shall be compatible with the other professional or employment items received by the Directors for any executive or advisory functions they may perform for the Company other than those relating to supervision and collective decision-making specific to their office as Directors, and which shall be subject to the legal regime applicable to them. "*

**Item Eight:            Acknowledgement of the amendment made to article 25 of the Board Regulations.**

***Proposed resolution***

To acknowledge that the Board of Directors at the meeting it held on April 24, 2009, resolved to amend article 25 of the Board Regulations related to the compensation of the directors, subject to approval of the amendment of article 44 of the bylaws by this Annual Shareholders' Meeting.

Said article 25 of the Board Regulations was reworded as set forth below:

"Article 25:

1. *The remuneration of the Directors shall consist of a fixed established yearly amount and per diem for attendance at the meetings of the Board of Directors and its delegate and consultative Committees. The maximum amount of the remuneration that the Company may pay to its directors in the aggregate for both items shall be that to be established for such purpose by the Shareholders' Meeting, which amount shall remain in effect until the Shareholders' Meeting decides to modify it. The Board of Directors shall establish the accurate amount to be paid within such limit and its distribution among the Directors and the time schedule for its payment in the proportion it may freely decide. The criteria that the amount should reflect the actual work performed by each director shall be following when establishing the amount of the remuneration to be received by each one of them.*
2. *In addition, the Board of Directors shall ensure that the amount of the remuneration of the external director is such that incentives are provided for his work but this does not compromise his independence.*
3. *In addition, regardless of the remuneration contemplated in the above section, it is forecast that remuneration systems will be established referenced to the listed value of the shares or that imply the delivery of shares or of stock options, for Directors. The implementation of such remuneration systems shall be resolved by the Shareholders' Meeting, which shall establish, if appropriate, the value of the shares used as a reference, the number of shares to be delivered to each Director, the price of exercise of the stock options,*

*the term of effectiveness of such remuneration system and other terms and conditions it may deem advisable.*

4. *The Board of Directors shall prepare each year a report on the compensation policy of the financial year in progress and the implementation of the compensation policy of the preceding financial year, which report shall be made available to the shareholders through the procedure deemed appropriate by the Board of Directors, together with the notice of call for the Annual Shareholders' Meeting.*
5. *The remuneration contemplated in the above sections, for being a Board member, shall be compatible with other professional or employment emoluments to which the Directors are entitled for other executive or advisory duties that, they may discharge for the Company other than those of supervision and decision-making acting as a body pertaining to their status as Directors, which shall be subject to the applicable legal system."*

**Item Nine:           Establishing of the annual compensation to be received by the directors in the aggregate pursuant to new article 44 of the Bylaws.**

***Proposed resolution***

To establish, as provided for in new article 44.1 of the Bylaws, at 1,200,000 euros the maximum gross yearly compensation to be paid by the Company to its directors in the aggregate. Said amount, according with the provisions set forth in the above referred article, would remain effective until the Shareholders' Meeting resolved its amendment.

**Item Ten:           Establishment of a compensation system referenced to the value of the shares for the members of the Board of Directors of the Company.**

***Proposed resolution***

After examining the proposal made by the Board of Directors, in view of the favorable report issued by the Appointments and Compensations Committee, to approve the establishment of a compensation system (hereinafter, the "Compensation System") for the members of the Board of Directors, referenced to the value of the shares of the Company, with the following basic features:

- (i) Purpose: grant of an incentive consisting of payment of a yearly variable remuneration referenced to the value of the shares of the Company.
- (ii) Beneficiaries: all the members of the Board of Directors of the Company will be beneficiaries of the Compensation System.
- (iii) Value of the shares to be used as a reference: the variation of the listed value of the shares of the Company from the commencement to the closing of each financial year, as explained further in detail, shall be taken into consideration for the computation of the variable remuneration of which the Compensation System shall consist.

- (iv) Term of effectiveness: the Compensation System shall commence in the financial year in progress and shall have a maximum term of effectiveness of five (5) years, in other words, until financial year 2013, said year included.
- (v) Settlement of the compensation: the variable remuneration of which the Compensation System will consist shall be settled each year by delivery to each of the directors of the Company of a monetary amount as a lump sum calculated according to the following formula:

$$\text{Variable remuneration} = (N / V_i * 1.05) * V_f$$

N: Base amount to be established each year by the Board of Directors subject to the following limits:

a) N may not exceed twenty per cent (20%) of the sum of N, the fixed yearly amount in the aggregate for all the members of the Board of Directors and the amount in the aggregate of the per diem for attendance of all the members of the Board received as provided for in article 44.1 of the Bylaws.

b) The amount in the aggregate of N, the fixed yearly amount of all the members of the Board of Directors and the per diem for attendance of such members may not exceed the maximum compensation that the Shareholders' Meeting establishes for all the members of the Board of Directors pursuant to article 44.1 of the Bylaws.

V<sub>i</sub>: Initial listed value of the share (average listed value of the share in the month of December of the financial year preceding that for which the compensation is calculated).

V<sub>f</sub>: Final listed value of the share (average listed value of the share in the month of December of the financial year preceding that for which the compensation is calculated).

To facilitate the implementation of the above resolution, the Shareholders' Meeting resolved to delegate to the Board of Directors, with express powers of substitution to any of its members, any powers necessary to implement said resolution and, particularly, to calculate each year the amount of the Compensation System in compliance with the basic procedure approved by the Shareholders' Meeting.

### **Item Eleven: Amendment of articles 31 and 33 of the Bylaws as regards electronic voting and consequent amendment of articles 12 and 24 of the Shareholders' Meeting Regulations.**

#### ***Proposed resolution***

- (a) After examining the proposal made by the Board of Directors and the report supporting it, to amend articles 31 and 33 of the Bylaws of the Company, to be reworded as set forth below:

***"Article 31: Electronic voting***

***"Article 33: Discussion and adoption of resolutions***

- (b) As a consequence of the above amendment, after examining the supporting report of the proposal for amendment of articles 12 and 24 of the Shareholders' Meeting Regulations issued by the Board of Directors, to amend said articles, rewording them as set forth verbatim below:

**"Article 12: Proxies**

**"Article 24: Voting through remote means of communication**

**Item Twelve: Delegation of powers to execute in a public instrument, construe, remedy and implement the resolutions adopted by the Shareholders' Meeting.**

***Proposed resolution***

To delegate powers to the Board of Directors, with express powers of substitution for the Chairman, the Chief Executive Office and/or the Secretary of the Board of Directors, for any one of them, acting individually, to execute in a public instrument the resolutions adopted at this Shareholders' Meeting and, particularly, to file for entry at the Commercial Registry the certificate of the resolutions of approval of the financial statement and allocation of profits/losses and to execute such public or private documents as may be necessary for the entry of the adopted resolutions at the Commercial Registry, including to request their partial entry, with authority for their remedy or rectification in view of the oral or written classification that may be issued by the Registrar.