

**FULL TEXT OF THE PROPOSALS FOR RESOLUTIONS TO BE  
SUBMITTED TO THE 2016 ANNUAL SHAREHOLDERS' MEETING**

**Item One: Examination and approval, if fitting, of the Annual Financial Statements and of the Management Report, both of the Company and of its consolidated group of companies, for the financial year ended December 31, 2015.**

*Proposed resolution*

To approve the annual financial statements of the Company, consisting of the balance sheet, the income statement, the statement of changes in equity, the statement of cash flows and the notes to the financial statements, and the management report, of Fluidra, S.A. and of its consolidated group of companies, for the financial year ended December 31, 2015, prepared by the Board of Directors of the Company on March 30, 2016.

**Item Two: Allocation of profit for the financial year ended December 31, 2015.**

*Proposed resolution*

To approve the proposal for the allocation of profit for the financial year ended December 31, 2015, with the following distribution:

- To legal reserve: 2,745,538.69 euros
- To voluntary reserves: 7,500,853.38 euros
- To distribution of dividends: 10,000,000 euros
- To negative results from previous financial years: 7,208,994.79 euros

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. –"Iberclear") during October 2016.

**Item Three: Examination and approval, if fitting, of the management by the Board of Directors in financial year 2015.**

*Proposed resolution*

To approve the management by the Board of Directors in financial year 2015.

**Item Four: Appointment of the auditor of the Company and of its consolidated group of companies.**

*Proposed resolution*

To appoint Ernst & Young, S.L., a company with its registered office in Madrid, at Plaza Pablo Ruiz Picasso, no. 1, Edificio Torre Picasso, entered at the Commercial Registry of Madrid on volume 12,749, folio 215, section 8, page M-23,123, with Tax ID No. (“N.I.F.”) B-78,970,506, entered at the Official Registry of Auditors (*Registro Oficial de Auditores de Cuentas* –“ROAC”) with number S0530, as auditor of Fluidra, S.A. and of its consolidated group of companies for a term of three (3) years, that is to say, to audit the annual financial statements to be closed on December 31, 2016, December 31, 2017 and December 31, 2018, respectively.

**Item Five: Submission to consultative ballot of the Shareholders’ Meeting of the Annual Report on Compensation of Directors.**

*Proposed resolution*

To vote in favor of the Annual report on compensation of directors, including information on the compensation policy of the Company for the year in progress, that forecast for future years, a global summary on the manner in which the compensation policy was applied in financial year 2015 and the breakdown of individual compensation accrued to each of the directors submitted to this shareholders’ meeting for consultation.

**Item Six: Approval of the compensation policy for directors of the Company.**

*Proposed resolution*

To approve the Compensation policy for directors of the Company the text of which was made available to the shareholders together with the rest of the documentation relating to the Shareholders’ Meeting after the date on which it was called.

**Item Seven: Ratification and appointment of Dispur, S.L. to member of the Board of Directors of the Company.**

*Proposed resolution*

To ratify the resolution appointing Dispur, S.L., with registered office at Sant Cugat del Vallès (Barcelona), calle Santa María, número 42, P-2, with Tax ID No. (“N.I.F.”) B-58.372.145, entered at the Commercial Registry of Barcelona

on volume 36,038, folio 120, page B-35.994, 27th entry, appointing it as board member, as a nominee director, for the statutory term of four (4) years.

Dispur, S.L. was appointed to board member by co-opting through a resolution of the Board of Directors of the Company dated January 21, 2016, to fill the vacancy existing on the Board of Directors due to the resignation tendered on November 30, 2015, by the former board member, Joan Planes Vila, with date of effects at December 31, 2015.

In compliance with sections 4, 5, 6 and 7 of article 529 *decies* of the restated Spanish Corporate Enterprises Law, passed by Legislative Royal Decree 1/2010, of July 2, it is placed on record that: (i) the Board of Directors proposed the ratification and appointment of Dispur, S.L. at the meeting it held on March 30, 2016; (ii) said proposal was supported by the compulsory report of assessment of the suitability of Dispur, S.L., to hold office as director, and of the suitability of the individual representative proposed to discharge the duties pertaining to the office, Eulàlia Planes Corts, prepared and issued by the Board of Directors on March 30, 2016, attaching said report to the minutes of the Board meeting; and (iii) the proposal for ratification and appointment of Dispur, S.L., and of its individual representative to discharge the duties pertaining to the office, Eulàlia Planes Corts, was preceded by a favorable report issued by the Appointments and Compensation Committee of the Company at the meeting it held on March 29, 2016.

**Item Eight:                   Amendment to article 38 of the Bylaws of the Company.**

*Proposed resolution*

To approve the amendment to article 38 (Appointment of offices on the Board of Directors) of the bylaws to include a new paragraph to regulate the possibility that the Board of Directors may appoint an Honorary President from among those persons who held office as chairman of the Board of Directors of the Company.

Said article would be restated as set out below:

***“Article 38. Designation of offices on the Board of Directors***

*The Board of Directors, after a report of the Appointments and Compensation Committee, shall appoint from among its members the Chairman and, as the case may be, one or more Deputy Chairmen, to replace the Chairman in the event of vacancy, absence or disease. It shall also appoint the person to hold office as Secretary, after a report issued by the Appointments and Compensation Committee.*

*To be appointed to Chairman or Deputy Chairman, the designated person shall necessarily be a member of the Board of Directors, which circumstance shall not be required for the person to be*

*designated to hold office as Secretary, in which case the Secretary shall have the right to speak but not to vote.*

*The Board of Directors may also appoint voluntarily, after a report of the Appointments and Compensation Committee, one Deputy Secretary who need not be a Board member.*

*In addition, the Board of Directors may designate an Honorary President of the Company from among those persons who held office as Chairman of the Board of Directors of the Company, given the special relevance of their mandate. The Honorary President shall have functions of honorary representation and shall advise the Board of Directors, the Chairman and the Deputy Chairman of the Board of Directors. The Board of Directors shall make available to the Honorary President the technical, material and human means that it deems advisable for the Honorary President to perform his functions on the most adequate terms and using the most appropriate procedures.”*

**Item Nine: Delegation of powers to notarize, construe, supplement, implement, remedy and execute the resolutions adopted by the shareholders' meeting.**

*Proposed resolution*

To delegate to the Board of Directors, with express powers to sub-delegate to the Chairman, to the CEO and/or to the Secretary of the board, powers for each and any one of them, acting individually, to notarize and execute in a public instrument the resolutions adopted at this shareholders' meeting and, particularly, to proceed to file at the Commercial Registry, for deposit, the certificate of the resolutions for approval of the annual financial statements and allocation of profit or loss, and to execute any public or private documents that may be necessary until the relevant entry of the adopted resolutions at the Commercial Registry is obtained, including the request for partial entry, including the remedy or rectification thereof in view of the oral or written assessment that may be issued by the Registrar.