

**FULL TEXT OF THE PROPOSALS FOR RESOLUTIONS TO BE  
SUBMITTED TO THE 2014 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, for the financial year ended at December 31, 2013**

***Proposed resolution***

To approve the annual financial statements of the Company, consisting of the balance sheet, the statement of income, the statement of changes in equity, the statement of cash flows and the notes to the financial statements, in addition to the management report, of Fluidra, S.A. and of its consolidated group of companies, for the financial year ended at December 31, 2013, prepared by the board of directors of the Company on March 27, 2014.

**Item Two: Allocation of result of the financial year ended at December 31, 2013**

***Proposed resolution***

To approve the proposal for the allocation of the result of the financial year ended at December 31, 2013, with the following distribution:

To the legal reserve:	467,720.15 euros
To voluntary reserves:	4,209,481.39 euros

**Item Three: Review and approval, if fitting, of the management of the company by the board of directors in financial year 2013**

***Proposed resolution***

To approve the management of the company by the board of directors in financial year 2013.

**Item four: Reelection of auditor, both of the Company and of its consolidated group**

***Proposed resolution***

To reelect to auditor of Fluidra, S.A. and of its consolidated group of companies for financial year 2014 the firm KPMG Auditores, S.L., with registered office at Madrid, Paseo de la Castellana 95, with Tax I.D. No. B-

78.510.153 and entered at the Commercial Registry of Madrid on volume 11,961, folio 84, page M-188,007.

**Item Five: Submission to consultative ballot of the shareholders' meeting the Annual report on remuneration of the directors**

***Proposed resolution***

To vote in favor of the Annual report on remuneration of the directors, which includes information on the remuneration policy of the Company for the year in progress, that forecast for future years, an overall summary of the manner in which the remuneration policy was applied in financial year 2013 and the breakdown of the individual remuneration accrued to each of the directors, submitted to this shareholders' meeting for consultation.

**Item Six: Amendment to article 41 of the bylaws ("Meetings of the Board of Directors") for the purpose of contemplating the possibility of holding meetings of the board of directors of the Company by video-conference, by multiple telephone conference or other remote communication procedures**

***Proposed resolution***

In view of the proposal of the board of directors and its supporting report, to approve the amendment to article 41 of the bylaws ("Meetings of the Board of Directors") for them to contemplate: (i) the possibility of holding meetings of the board of directors of the Company by video-conference, by multiple telephone conference or other remote communication procedures; and (ii) the possibility of adoption of resolutions by the board of directors through the written procedure and without assembly. Henceforth said article would be worded as follows:

**"Article 41.- Meetings of the Board of Directors**

*The Board of Directors shall hold an ordinary meeting at least six times per year and, in any case, it shall assemble with the frequency necessary for it to discharge its duties, following the schedule of dates and matters to be established at the beginning of the year, each director to be entitled to propose other items on the agenda not initially contemplated where such request is made at least five days in advance of the date set for the meeting.*

*In addition, the Board shall assemble at the initiative of the Chairman, as often as he deems this advisable for the proper*

*operation of the Company and also at the request of, at least, two of its members in which case it shall be called by the Chairman to assemble within fifteen days after the request. The Directors making up at least one third of the members of the Board of Directors may call it, stating the agenda, for it to be held in the town of the registered office, if, after it has been requested by the Chairman, the Chairman, without justified cause, did not call it within the term of one month.*

*Ordinary meetings shall be called through a letter sent by registered mail, fax, telegram or e-mail, authorized with the signature of the Chairman or that of the Secretary or Deputy Secretary on the instructions of the Chairman. The notice of call shall be made at least five days in advance.*

*The notice of call shall always include the agenda of the meeting and shall have attached the relevant information duly prepared and summarized.*

*Notwithstanding the above, the Board of Directors shall be deemed validly assembled without need for prior call where all its members present in person or by proxy unanimously accept that the meeting be held and its agenda.*

*Resolutions of the Board of Directors held by video-conference, by multiple telephone conference or other remote communication procedures shall be valid, provided that none of the Directors object to such procedure, having the means necessary for the purpose, and mutually recognize each other, which shall be placed on record in the minutes of the board meeting and in the certificate of such resolutions. In such event, the meeting of the Board shall be deemed to be a single meeting held at the registered office. The adoption of resolutions by the Board of Directors through the written procedure and without assembly shall be valid provided that none of the directors objects to such procedure.”*

**Item Seven: Delegation of powers to formalize, interpret, supplement, develop, remedy and execute the resolutions adopted by the shareholders' meeting**

***Proposed resolution***

To delegate to the board of directors, with express powers of substitution to the Chairman, to the CEO and/or to the Secretary of the board for each and any one of them, acting individually, to formalize and execute in a public instrument the resolutions adopted at this meeting and, particularly, to proceed to file with the Commercial Registry, for deposit, the certificate of the resolutions approving the annual financial statements and the allocation of profit, and to execute any public or private document necessary to obtain the appropriate entry of the adopted resolutions at the Commercial Registry, including the request for partial entry, with powers, even, for their remedy or rectification in view of the eventual oral or written assessment issued by the Registrar.