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**INTERNAL CONDUCT REGULATIONS IN THE SECURITIES MARKETS FOR FLUIDRA, S.A.**



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## 1. PURPOSE.

These restated text of the Internal Regulations on Conduct in the Securities Markets (hereinafter, the “**Regulations**”) has been approved by the Board of Directors of FLUIDRA, S.A. (hereinafter, the “**Company**”) held on March 2008, 25, in compliance with the mandate established in the 4th Additional Provision of Law 44/2002 of 22 November on the measures for reform of the financial system.

The purpose of these Regulations is to adjust the Company’s actions, its administration bodies, employees and representatives to the norms of conduct that, in exercising the activities related with the securities markets, are to be respected by the former, contained in the Law 24/1988 of 28 July on the Securities market, as modified by the aforementioned Law 44/2002 (hereinafter, the “**LMV**”) and in Royal Decree 1333/2005 (hereinafter, the **RD 1333/2005**) of 11 November on market abuse.

As a listed company, it is the Company’s duty and intention (a definition that includes the aforementioned addressees) to behave with maximum diligence and transparency in all their actions, to reduce to the minimum the risks of conflicts of interest and to ensure, in summary, proper and timely information for investors, all of the above to the benefit of market integrity.

## 2. DEFINITIONS

For the purposes of these Regulations the following are understood to be:

- **Relevant Documents:**

The material support – written, computerised or of any other type – for Relevant Information, which are to strictly confidential in nature.

- **The Fluidra Group:**

The Company and all those subsidiaries and holdings that are covered, by relation to it, under the situation provided for in article 4 of the LMV.

- **Relevant Event:**

Any notification of Relevant Information that securities issuers are obliged to distribute immediately to the Comisión Nacional del Mercado de Valores (“**CNMV**”) (National Securities and Exchange Commission) in accordance with article 82.2. LMV.

- **Privileged Information:**

In accordance with article 81.1. LMV Privileged Information is understood to be all information of a specific nature that refers, directly or indirectly, to one or more Negotiable Securities and Financial Instruments issued by the Company that has

not been made public and that, if it were to be made public could influence or could have had a material influence on the quotation for said Negotiable Securities and Financial Instruments in a market or organised trading system.

The concept of quotation includes, in addition to that for Negotiable Securities or Financial Instruments, the quotation for the derived financial instruments related with them.

In accordance with article 1.1 RD 1333/2005, it is considered that the information is specific if it indicates a series of circumstances that can arise, or can reasonably be expected to arise, or an event that has been produced or could reasonably be expected to be produced when this information is specifically specific to allow one to be able to conclude the possible effect of this series of circumstances or events on the prices of the corresponding Negotiable Securities or Financial Instruments or, as applicable, of the derived financial instruments related thereto.

Likewise, in accordance with the aforementioned article 1.1 it is to be considered that an item of information that could have an appreciable influence on the quotation when this information is such that it could be used by a reasonable investor as part of the basis for his or her investment decisions.

- **Relevant Information:**

In accordance with article 82.1 of the LMV, Relevant Information is to be considered as all that information the knowledge of which could reasonably affect an investor in acquiring or transferring securities or financial instruments and, therefore, may have an appreciable influence on its quotation on a secondary market.

- **Persons Subject to the Regulations:**

The following shall be considered to be Persons Subject to the Regulations:

- (i) the members of the Company's Board of Directors and, in the event that they are not members, the Secretary and Vice-secretary to the Board of Directors as well as the Company's Legal Director (if this does not coincide with the Secretary);
- (ii) the Company's top management;
- (iii) the managers and employees as determined, both for the Company and in its subsidiary companies and who perform their activities in areas related with securities markets or who have access to the Privileged Information related, directly or indirectly, with the Company and its dependent companies.
- (iv) the external advisers and consultants hired by the Company to intervene in transactions covered by these Regulations, as per the definition contained in the last paragraph of the seventh section of these Regulations;



- (v) if they exist, the personnel forming part of the stock exchange services of the Fluidra Group companies, and
- (vi) any other person included in the scope of application of the Regulations by decision of the Chairman of the Company's Board of Directors in view of the circumstances that concur in each case.

- **Related Persons:**

The following are to be considered as Related Persons with regard to the Persons Subject to the regulations, in line with what is provided for in article 9 of the RD 1333/2005;

- (i) the spouse or person with analogous relationship;
- (ii) children in his or her charge;
- (iii) relatives living with him or her or are his or her responsibility for, as a minimum for one year as from the date of performing a transaction;
- (iv) any legal person or any fiduciary legal business in which the Person Subject to the Regulations or the persons provided for in the previous section occupying a management position or is responsible for its management; or which is directly or indirectly controlled by the Person Subject to the Regulations, or created for his or her benefit, or whose economic interests are, to a great extent, equivalent to those of the Persons Subject to the Regulations; and
- (v) interposed persons, these being understood to be those who, in their own name, carry out transactions on securities on behalf of the Person Subject to the Regulations.

- **Negotiable Securities or Financial Instruments:**

Negotiable Securities or Financial Instruments are understood to be:

- (i) Fixed or variable income moveable securities, whether or not participative, issued by the Company or its subsidiaries that are traded on a secondary market.
- (ii) Financial instruments and contracts of any type that grant the right to acquire the above securities, including those not traded on a secondary market.
- (iii) The financial instruments and contracts, including those not negotiated on secondary markets, that have underlying securities or instruments issued by the Company or its subsidiaries.
- (iv) For the sole purposes of article 4 of these Regulations (*"Treatment of Privileged Information"*), those securities or financial instruments issued by other companies with regard to which there is Privileged Information.

### 3. SUBJECTIVE SCOPE OF APPLICATION

Unless expressly indicated otherwise, these Conduct Regulations apply to the Subject Persons.

The Company's Legal Director is to maintain at all times an updated register of the Persons Subject to this Code of Conduct. Said register shall contain at least the following information: (i) Full identifying information, (ii) reason for submission to the code, (iii) and date of addition or modification of the entry.

### 4. TREATMENT OF THE PRIVILEGED INFORMATION

In accordance with article 81.2 LMV the Subject Persons who possess any class of Privileged Information:

- (a) Are to abstain from preparing or performing, directly or indirectly, for their own or for a third party's account, any kind of transaction on the Company's Negotiable Securities and Financial Instruments. Excepted from this is the preparation and performance of the transactions the existence of which constitutes Privileged Information, as well as the transactions carried out in compliance of an obligation, already due, for acquiring or transferring said Negotiable Securities and Financial Instruments, when this obligation is covered in agreement entered into prior to the Subject Persons coming into possession of the Privileged Information. Also excepted are other transactions carried out in compliance with the applicable regulations.
- (b) Said Privileged Information is not to be disclosed to third parties unless this turns out to be necessary as demanded by the responsible performance of their work, profession, position or duties and with the requirements provided for in these Conduct Regulations.
- (c) They are not to recommend to third parties, by virtue of holding said Privileged Information, the acquisition or sale of the Company's Negotiable Securities or Financial Instruments.
- (d) They are, in general, to comply with the provisions set out in the applicable legislation and in these Regulations.

### 5. STANDARDS OF CONDUCT WITH REGARD TO NEGOTIABLE SECURITIES AND FINANCIAL INSTRUMENTS

#### 5.1. Periods of restricted action

Subject Persons are to abstain from purchasing or selling the Company's Negotiable Securities or Financial Instruments during the following periods of restricted action:

- (i) during the fifteen days prior to the estimated date of publication of quarterly, six-monthly and annual advance results announcements that the Company has to send to the Comisión Nacional del Mercado de Valores ("**CNMV**") and to the Stock Exchanges' Governing Companies up until their general publication.

- (ii) as from when they have information on proposals for the distribution of dividends, capital increases or reductions, or issues of Company's convertible securities, up until their general publication.
- (iii) As from when they have any other relevant information until this is the object of public dissemination or knowledge.

The Company's Legal Director may agree on the prohibition or mandatory submission of transactions on Negotiable Securities and Financial Instruments of all or some of the Subject Persons to their prior authorisation during the period determined by him, when the concurrent circumstances so justify this. In this case, the power for authorising the personal transactions by the Company's Legal Director involving Negotiable Securities and Financial Instruments is to lie with the Managing Director.

#### 5.2. Obligation to inform.

The Subject Persons are to notify the Company's Legal Director in writing of any transaction covering the Company's Negotiable Securities and Financial Instruments, whether carried out for their own or a third party's account. Those carried out by Related Persons are to be treated as transactions carried out for one's own account and have to be declared.

The notification is to be made within five working days as from the transaction. Persons who, for any circumstance, are included in the subjective scope of these Regulations, are to notify the transactions carried out with the Company's Negotiable Securities and Financial Instruments on the date on which they are incorporated therein.

The notification is to include the following information:

- a) The name of the Subject Person or the principal in the transaction, as the case may be.
- b) The reason for the notification obligation
- c) The description of the Negotiable Security or Financial Instrument.
- d) The nature of the transaction.
- e) The date on and the market in which the transaction took place
- f) The price and volume of the transaction.

#### 5.3. Prohibition on resale

In no case may the Negotiable Securities and Financial Instruments acquired be sold on the same day on which the purchase transaction takes place.

## 6. PORTFOLIO MANAGEMENT

As for the portfolio management contracts entered into by the Subject Persons with entities entitled to perform this investment service, the following rules are to apply:

- (i) **Contents of the discretionary portfolio management contracts:** On the full understanding that such contracts grant the investment decision faculty to a manager acting for and on behalf of its principal, the Subject Persons are to:
  - (a) Notify the manager of the Subject Person being subject to these Regulations and its contents; and
  - (b) Ensure that these contracts contain clauses establishing the manager's obligation to inform the Company's Legal Director, should this be so required, of any transaction carried out on the Negotiable Securities and Financial Instruments.

The obligation referred to in the above paragraph shall not apply to those portfolio management contracts in which there is an absolute and irrevocable guarantee that the transactions are to be carried out without any intervention on the part of the Subject Persons and, therefore, exclusively under the manager's professional criterion and in accordance with the criteria applied generally to clients with similar financial and investment profiles.

In any case, the regime provided for in article 5 above shall not apply to the transactions on Negotiable Securities and Financial Instruments within the framework of discretionary management portfolios that require the express agreement of the Subject Persons, with the latter having to comply with the obligations established therein.

- (ii) **Notification:** the Subject Persons who formalise a discretionary management portfolio contract are to send a copy of the same to the Company's Legal Advice Manager within the five days following its signature. If the Company's Legal Director were, with reason, to consider that the contract does not comply with the provisions of this section it is to notify the Subject Person so that the agreement can be amended in the appropriate aspects. Until such amendment has been made the Subject Persons are to order the manager to not carry out any transaction with the Negotiable Securities and Financial Instruments.
- (iii) **Contract cancellation:** the Subject Person is to be responsible for evaluating the advisability of cancelling the portfolio management contracts in the event of non-compliance by the manager of the provisions of these Regulations.
- (iv) **Prior contracts:** The contracts formalised by the Subject Persons prior to these Regulations coming into effect are to be adapted to the provisions set out herein, with the provisions of section (ii) above on the prohibition of carrying out transactions on the Negotiable Securities and Financial Instruments to apply meanwhile.



## 7. STANDARDS OF CONDUCT WITH REGARD TO THE PRIVILEGED AND RELEVANT INFORMATION

In line with the provisions of articles 83 bis of the LMV and 8.1 of the RD 1333/2005, during the study or negotiation phases of any legal or financial transaction that might have an appreciable influence on the quotation for the Negotiable Securities and Financial Instruments of any class issued by the Company:

- a) Knowledge of the information is to be strictly limited to those persons, within or outside the organisation, for whom it is essential.
- b) The Company's Legal Director is to maintain for each transaction a documentary register of the Subject Persons with the identity of the persons referred to in the above section, the reason for that person appearing on such Register and the dates on which the Register was created and updated. This Register needs to be updated on an immediate basis in the following cases:
  - When there is a change in the reasons for a person appearing in said Register.
  - When it is necessary to add a new person to this Register.
  - When a person who appears in the Register ceases to have access to Privileged or Relevant Information, in which case the date on which this circumstance arises should be recorded.

The data recorded in said Register are to be conserved for at last five years following the date on which they were last entered or updated.

- c) The Company's Legal Director is to warn expressly the persons included in the register of the reserved nature of the information and of his duty to confidentiality and prohibition on its use, as well as of the infringements and penalties derived from its improper use. Likewise, the [·] is to inform the interested parties of their inclusion in the register and of the other matters provided for in the Organic Law 15/1999 of 13 December on the Protection of Data of a Personal Nature.
- d) The necessary security measures are to be established for ensuring the custody, filing, access, reproduction and distribution of the Privileged and Relevant Information in accordance with the restrictive standards contained in these Regulations.
- e) The Company's Legal Director and the Finance Director, or the person or persons designated for that purpose, are to monitor the market evolution of the Negotiable Securities and Financial Instruments issued by the Company and the news that the professional disseminators of economic information and the media issue and that might affect these.
- f) In the event of there arising an abnormal evolution of the volumes contracted or of the prices negotiated and the existence of rational indications that said

evolution is arising as a consequence of a premature, partial or distorted dissemination of the Privileged and Relevant Information, the Legal Director and the Finance Director, subject to consultation with the managing director, are to issue immediately a Relevant Event notice informing, clearly and precisely, the state of the operation in progress or which contains an advance of the information to be provided. Notwithstanding the above, when the above persons consider that the information should not be made public as this would affect the Company's legitimate interests, the Company's Legal Director is to notify the CNMV immediately of this circumstance.

Furthermore, the Subject Persons who have any Privileged or Relevant Information shall be obliged to:

- safeguard this, without affecting their duty to notify and collaborate with the legal and administrative authorities under the terms provided for in the LMV and other applicable legislation;
- adopt appropriate measures to prevent this Information being the object of abusive or unfair use;
- notify the Company's Legal Director immediately of any abusive or unfair use of the Privileged or Relevant Information of which they are aware.

The Relevant Events are to be made known immediately to the CNMV by the Company's Legal Director or Finance Director subject to consultation with the managing director. This notification is to be made prior to its dissemination by any other means and as soon as the Relevant Event becomes known, the decision has been taken or the corresponding agreement or contract signed. The content of the notification has to be true, clear, complete and, if the nature of the information so requires, quantified in such a manner that this could lead to confusion or deception. All of the above in accordance with the provisions set out in article 82.3 of the LMV and other applicable provisions.

The Relevant Events are to be accessible on the Company's web page as soon as it has been notified to the CNMV.

The Company's Legal Director is to carry out a periodic supervision that the contents of the Company web page are adjusted to the aforementioned demand and, in general, to all of the information requirements derived from its condition as a listed company.

The Company's Legal Director or Finance Director, subject to consultation with the managing director, is to confirm or deny, as applicable, the public information on the circumstances that are considered to be a Relevant Event.

In order to ensure that the Relevant Information is transmitted to the market in a symmetrical and equitable manner, the Subject Persons are to abstain from furnishing analysts, shareholders, investors or the press with information considered to be a Relevant Event that has not been provided, previously or simultaneously, to the market in general.

The Subject Persons are to procure with utmost diligence the suitable conservation of the Relevant Documents and to maintain the strictly confidential nature of these such that the normal quotation for the Negotiable Securities and Financial Instruments cannot be affected by third party knowledge.

In the case of external advisers, their access to the Relevant Documents shall require a prior signature to a confidentiality commitment in which they are advised of the nature of the information provided to them and of the obligations they assume on this matter, as well as on the inclusion of their details in the corresponding documentary register under the terms mentioned in this section. Annex I attached hereto contains the model confidentiality agreement.

For the purposes of the provisions of this article, external advisers are understood to be those individuals or legal persons and, in the latter case, their directors and employees, who provide advisory or consultancy services or those of an analogous nature to any of the companies making up the Fluidra Group and who, by consequence thereof, have access to the Privileged and Relevant Information.

## **8. PROHIBITION ON MANIPULATING THE QUOTATION OF THE COMPANY'S NEGOTIABLE SECURITIES AND FINANCIAL INSTRUMENTS**

In accordance with articles 83 *ter* of the LMV and 2.1 of the RD 1335/2005, the Subject Persons are to abstain from preparing or carrying out practices that falsify the free formation of the prices for the Company's Negotiable Securities and Financial Instruments, such as:

- Issuing orders or carrying out transactions in the market that provide or could provide false or deceptive signs with regard to the supply, demand or price of the Company's Negotiable Securities or Financial Instruments.
- Issuing orders or carrying out transactions that ensure, by means of one or various persons acting in concert, the price of one or more of the Company's Negotiable Securities or Financial Instruments at an abnormal or artificial level, unless the person who carried out the transactions or who issued the orders were to demonstrate the legitimacy of their reasons and that these are in line with market practices accepted in the corresponding regulated market, as well the concerted actions of one or more persons in ensuring a dominant position on the supply or demand for a Negotiable Security or Financial Instrument with the result of fixing, directly or indirectly, purchase or sales prices or other non-equitable trading conditions.
- Issuing orders or carrying out transactions that employ fictitious devices or any form of deception or machination, as well as the sale or purchase of a Negotiable Security or Financial Instrument at the moment of market closure with the effect of inducing error in investors who are acting on the basis of closing quotations.
- Disseminating, through the media, including Internet or any other medium, information that provide or could provide false or deceptive indications with

regard to the Company's Negotiable Securities and Financial Instruments, including the propagation of rumours and false or deceptive news when the person so spreading these knows or should have known that the information were to be false or deceptive.

- Taking advantage of the occasional or periodic access to traditional or electronic media expressing an opinion on the Negotiable Securities and Financial Instruments or, indirectly on its issuer, after having benefited from the repercussions of the opinion expressed on the price of said Security or Financial Instrument, without having simultaneously notified this conflict of interest in a suitable and effective manner to public opinion.

Not to be considered as included in this article are the following transactions or orders:

- those that have their origin in the execution by the Company of programmes for the repurchase of own shares provided that the conditions legally established for this; and
- in general, those carried out in compliance with the applicable regulations.

## 9. STANDARDS WITH REGARD TO TREASURY STOCK

### 9.1. Delimitation

Bought-back shares transactions are to be understood to be those performed on Negotiable Securities or Financial Instruments referred to in sections (i), (ii) y (iii) of article 2.1 of these Regulations.

The transactions may be carried out:

- (i) Directly by the Company or other companies belonging to the Fluidra Group.
- (ii) Indirectly, through third parties with express or tacit mandate.
- (iii) By third parties who, without having received a mandate, act with the same objectives.

### 9.2. General principles for action

Within the scope of the authorisation granted by the Shareholders in General Meeting, the Board of Directors of each of the Group's companies is empowered to determine specific plans for the acquisition or disposal of treasury shares, being adjusted to the following principles of action:

- (i) Compliance with regulations: all Subject Persons are under the obligation to know and comply with the applicable regulations and internal procedures.

- (ii) Finality: the treasury share transactions are to have as their primordial finality providing investors with suitable volumes of liquidity and depth in the securities and minimising the possible temporary imbalances that might exist between supply and demand in the market. In no case are the transactions to correspond to a proposal for intervention in the free process of price formation. No purchase and sales orders are to be maintained simultaneously on the Company's shares.
- (iii) Transparency: care is to be taken on the transparency in relationships with the market supervisors and governing bodies with regard to treasury share transactions.
- (iv) Non-use of the Privileged Information: under no concept may treasury share transactions be carried out by persons who have had access to the Privileged Information or Relevant Information on Negotiable Securities or Financial Instruments.
- (v) Neutrality in price formation: the action needs to be neutral and in no case may dominant positions in the market be maintained. The Company will carry out a treasury share policy which does not hinder the correct formation of prices in the market.
- (vi) Intermediary: the companies within the Fluidra Group are to channel all of their transactions on Company shares through a limited number of market members.
- (vii) Counterpart: The companies in the Fluidra Group are to abstain from making purchase and sale transactions on the Company's shares in which the counterpart is one of the following persons or entities: (i) Fluidra Group companies, (ii) their directors, (iii) their significant shareholders or (iv) interposed persons for any of the foregoing.
- (viii) Limitation: During the procedures for public offers for sale or public offers for acquisition of the Company's shares, mergers or other corporate operations of a similar nature, no transactions are to be carried out on these, unless expressly provided otherwise by the prospectus for the operation.

### 9.3. Specific plans

Without affecting the above, the rules contained in articles 9.1 and 9.2 shall not apply with regard to the operations for the acquisition of the Company's own shares for their subsequent transfer to the beneficiaries of the Company's share option plans as approved by the Board of Directors, nor to the other operations on treasury shares carried out by the Company within the framework of a share buy-back programme. Such operations are to be carried out by meeting their particular characteristics in the form and with the special aspects established by the Board of Directors on approving these plans, which are to comply with the conditions contained in the legislation in force at any time.

#### 9.4. Treasury shares portfolio manager

The Company's Finance Director is to manage the Company's treasury shares portfolio once the corresponding agreements have been taken by the legally competent bodies.

The Company's Finance Director is to take on a special commitment to confidentiality with regard to the strategy and operations regarding the treasury shares portfolio.

The Finance Director is to be responsible for:

- (i) Managing the treasury shares portfolio in accordance with the generally established principles in these Regulations and those laid down by the Company's governing bodies.
- (ii) Monitoring the evolution of the Negotiable Securities, being obliged to inform the Company's Legal Director and Board of Directors of any significant variation in the quotation that, in reasonable terms cannot be attributed to market movements.
- (iii) Maintaining a file of all transactions ordered and carried out for the treasury shares portfolio operations at the disposal of the Company's Legal Director or the persons he or she designates.
- (iv) Establishing the relationships with the supervisory entities that are necessary for the proper development of what is established in these Regulations.
- (v) Informing the Company's Legal Director of any significant incident arising in the management of the treasury shares portfolio.

#### 9.5. Acquisition of Company shares by its subsidiaries

The acquisition of the Company's shares by its subsidiaries within the scope of the authorisations granted by the respective Shareholders' Meetings is to be adjusted to criteria established in these Regulations.

#### 9.6. Notifications, register and file for operations

The Company's Legal Director is to be responsible for making the official notifications of the transactions carried out on the Company's treasury shares as required by the provisions in force and to maintain at all times a register and file of the purchase and sale operations on the Company's own shares, including the Company's shares acquired by its subsidiaries.

## 10. **CONFLICTS OF INTEREST**

The Subject Persons submitted to conflicts of interest are to observe the following general principles of conduct:

**Independence:** The Subject Persons are to behave at all times with freedom of opinion, with loyalty to the Company and its shareholders and independently of own or outside interests. In consequence, they are to abstain from giving priority to their own interests at the expense of those of the Company or those of some investors at the expense of those of others.

**Abstention:** They are to abstain from intervening in or influencing the taking of decisions that might affect the persons or entities with which there is a conflict and from accessing the Relevant Information that affects said conflict.

**Notification:** The Subject Persons are to notify the Company's Legal Director of the possible conflicts of interest in which they find themselves by reason of their activities outside of the Company, their family relationships, their personal wealth or for any other reason, with:

- (i) the Company or any of the companies forming part of the Fluidra Group.
- (ii) Significant suppliers or customers of the Company or of Fluidra Group companies.
- (iii) Entities that are in the same type of business or are competitors of the Company or of any of the Fluidra Group companies.

Any doubt as to the possibility of a conflict of interest should be consulted with the Company's Legal Director, with the final decision lying with the Audit Committee.

It shall be considered that there is a conflict of interest when the Subject Person is in any of the following conditions with regard to the entities to which this article refers:

- (i) Is a director or top manager.
- (ii) Is owner of a significant holding (this being understood, for the case of companies listed on any official Spanish or foreign secondary market, those referred to in article 53 of the LMV and in the legislation developing this and, for the case of non-listed national or foreign companies, any direct or indirect holding exceeding twenty per cent of its issued share capital).
- (iii) Is linked by a family relationship up to the second degree by affinity or third degree by blood relationship with their directors, owners of significant holdings in their share capital or top managers.
- (iv) Maintains important contractual relationships, direct or indirect.

## 11. NOTIFICATIONS FILE AND SHARES REGISTER

The Company's Legal Director is obliged to conserve duly filed the communications, notifications and any other action related with the obligations contained in these Regulations.

Likewise, the Company's Legal Director is to maintain a register of the information relating to the Company's Negotiable Securities and Financial Instruments owned by the Subject Persons. At least once a year the Subject Persons are to be asked to confirm the balances for the Negotiable Securities and Financial Instruments included in the file.

The details in this file are to be strictly confidential in nature. The Company's Legal Director is to notify the Board of Directors periodically of the contents of these files and whenever so requested by that body.

## **12. SUPERVISING COMPLIANCE WITH THE INTERNAL CONDUCT REGULATIONS**

In accordance with the provisions in the articles of association and in the Regulations of the Company's Board of Directors, the Audit Committee is to supervise the effective compliance with the obligations covered in these Regulations, to which end it recognises their responsibilities as follows:

- (i) Complying with and enforcing compliance with the standards of conduct for the securities markets and the rules of these Regulations, their procedures and other complementary legislation, present or future.
- (ii) Promoting knowledge of the Regulations and the remaining conduct standards in the securities markets by the Subject Persons.
- (iii) Developing, as applicable, procedures and rules for development considered appropriate for the application of the Regulations.
- (iv) Interpreting the rules contained in the Regulations and resolving the doubts or questions raised by the Subject Persons.
- (v) Hearing the disciplinary actions against Subject Persons for breach of the rules contained in these Regulations.
- (vi) Proposing to the Company's Board of Directors any modifications or improvements to these Regulations that it considers appropriate.

The Audit Committee is to enjoy all of the faculties necessary in order for it to carry out its functions, being especially enabled to, among other aspects:

- (i) Require from the Subject Persons any detail or information it considers necessary.
- (ii) Establish the information requirements, control rules and other measures it considers appropriate.

The Audit Committee is to report annually to the Board of Directors, as well as whenever it considers it necessary or is so required by the Board, on the measures adopted to ensure compliance with the provisions of the Regulations, its level of compliance and the incidents arising and open cases, as applicable, in this period.



### **13. UPDATING**

In accordance with the provisions of the additional provision four of Law 44/2002, these Regulations are to be updated by the Board of Directors whenever this is necessary to bring its contents in line with the applicable provisions in force.

### **14. BREACH**

Breach of the provisions of these Conduct Regulations is to be considered as an employment infringement the seriousness of which is to be determined in the procedure followed in compliance with the applicable provisions.

The above is to be considered as not affecting the administrative, civil or criminal responsibility that might apply in each case to the person in breach.

### **15. ENTRY INTO FORCE**

These Conduct Regulations are to have an indefinite validity and are to come into force on the date following that of the admission for official trading on the Securities Markets. The Company's Legal Director is to notify this to the Subject Persons, ensuring that the contents of these Regulations are known, understood and accepted by all of the persons belonging to the organisation to which it applies. Likewise, the Company's Legal Director is to notify these Regulations to the other companies making up the Fluidra Group for their approval by the respective boards of directors and for their dissemination to the Subject Persons in those companies.



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-For information purposes only-

**DOCUMENTS TO BE AUTHORISED ALONG WITH THE INTERNAL CONDUCT  
REGULATIONS IN THE COMPANY'S SECURITIES MARKETS**

**DOCUMENT 1**

**COMMITMENT TO UPDATING BY THE COMPANY AND TO ADHESION BY THE  
SUBJECT PERSONS TO BE SENT TO THE CNMV**

Mr. [.]  
COMISIÓN NACIONAL DEL MERCADO DE VALORES  
[Pº de la Castellana, 15  
28046 Madrid]

In [place], on [day] [month] [year]

Hereby, and in accordance with what is provided for in the fourth additional provision of Law 44/2002 of 22 November on the reform measures for the financial system, FLUIDRA, S.A. (the "**Company**") undertakes to update its Internal Conduct Regulations in the Securities Markets whenever this is necessary to bring its contents in line with the applicable legal provisions in force and also hereby states that the content of these Internal Conduct regulations in the Securities Markets is known, understood and accepted by all persons belonging to the Company to whom it applies.

Yours faithfully,

FLUIDRA, S.A.

Signed: \_\_\_\_\_

[Name]

**DOCUMENT 2**

**ADHESION COMMITMENT TO BE REQUESTED FROM THE SUBJECT PERSONS**

M. [...]

[Position]

FLUIDRA, S.A.

[Address]

In [place], on [day] [month] [year]

I hereby notify you that I have been duly informed of the contents of the Internal Conduct Regulations in the Securities Markets of FLUIDRA. S.A. that I know, understand and accept, undertaking to comply with whatever obligations may be required from me thereby.

I also state that I have been informed that:

(i) That the improper use of the privileged information to which I may have access may constitute a very serious infringement as provided for in article 99 o) of Law 24/19998 of 28 July, of the Securities Markets ("**LMV**"), a serious infringement as provided for in art. 100 x) of the aforementioned Law or an offence of abusing privileged information in the stock exchange provided for in art. 285 of Organic Law 10/1995 of 23 November approving the Criminal Code.

(ii) That the improper use of the privileged information may be subject to penalty as provided for in arts. 102 and 103 of the LMV and in art. 285 of the Organic Law 10/1995 of 23 November approving the Criminal Code, with fines, public warnings, dismissal and imprisonment.

Likewise and in accordance with the provisions of the Organic Law 15/1999 on the Protection of Data of a Personal Nature of 13 December, I state that I have been informed that my details of a personal nature contained in this letter and on occasion of the notifications made in compliance with the Internal Conduct Regulations will be incorporated into an automated file by [•], the file controller with address at [•], in order to comply with the provisions of the Internal Conduct Regulations.

Finally, I state that I have been informed of the possibility of exercising my rights to access, correction, cancellation or challenge on the basis of what is established in current legislation by contacting the file controller in writing.

Yours faithfully,

Signed: \_\_\_\_\_

Name

[Director/Top manager/Other]

## ANNEX 1

### MODEL CONFIDENTIALITY AGREEMENT FOR EXTERNAL ADVISORS

Mr./Ms.. [...]

[Position]

FLUIDRA, S.A.

[Address]

[Place], [.] [•] [•]

To whom it may concern:

I, the undersigned, do hereby promise and agree to maintain the strict confidentiality of all information and data as may come to my attention from Relevant Documents or as may be defined as such in the Internal Code of Conduct for the Securities Markets of Fluidra, S.A., as well as any information to which I have access within the context of the [details of the transaction].

Similarly, and in conformity with Organic Law 15/1999 of 13 December on the Protection of Data of a Personal Nature, I hereby acknowledge that I have been duly informed that my personal information shall be entered into a Registry of Subject Persons and used for the purposes set forth in the above mentioned Internal Code of Conduct.

Furthermore, I have been duly informed of my rights regarding the access, rectification, cancelation and challenge of said personal information by contacting the person identified as being responsible for the said Register.

In witness whereof, I sign this document in the pace and on the date specified above,

Signature: \_\_\_\_\_

[Full Name]