

Avda. Francesc Macià, 38 planta 16 E-08208 Sabadell (Barcelona) Tel. +34 93 724 39 00 Fax +34 93 723 86 65 www.fluidra.com

-For information purposes only-

#### FLUIDRA, S.A.

#### **CALL FOR THE ANNUAL SHAREHOLDERS' MEETING**

Pursuant to a resolution adopted by the board of directors of Fluidra, S.A., on March 25, 2008, the shareholders are called to the annual shareholders' meeting to be held on May 30, 2008, at 12:00h, at first and single call, in Sabadell (Barcelona), at Cambra de Comerç de Sabadell, Avenida Francesc Macià, 35, to discuss the following

#### **AGENDA**

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 as

of December 31, 2007.

Two: Allocation of profits/losses for the financial year closed as of

December 31, 2007.

Three: Examination and approval, if fitting, of the management of the

Company by the Board of Directors in financial year 2007.

Four: Reelection of the auditor of the Company and of its consolidated

group of companies.

Five: Authorization so that, pursuant to articles 75 and related articles of

the Spanish Business Corporations Law, the Company may proceed to the derivative acquisition of treasury stock, directly or through companies in the group, rendering null and void the authorizations granted by the Shareholders' Meeting held on September 5, 2007, and authorization to allocate, if appropriate, the treasury stock portfolio to the implementation or coverage of

remuneration systems.

Six: Presentation of the Directors Compensation Policy Report.

Seven: Delegation of powers to formalize, construe, remedy and execute

the resolutions adopted by the Shareholders' Meeting.

After the presentation of the matters on the agenda, the Shareholders' Meeting will be informed of the amendment of the Internal Rules of Conduct approved by the Board of Directors on March 25, 2008, and the contents of the management report contemplated in article 116 bis of the Spanish Securities Market Act and of the Annual Report of the Audit Committee for financial year 2007 will be submitted.



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## Right of attendance

Any shareholder, regardless of the number of shares he holds may attend the shareholders' meeting, provided that such shares are entered in his name on the relevant book entry register at least five days in advance of the date on which the shareholders' meeting is to be held and that he is provided with the relevant attendance card, the certificate issued by the relevant entity responsible for book entries or the document evidencing his shareholder status pursuant to law.

# **Right of representation**

Any shareholder entitled to attend may attend the shareholders' meeting represented by another person, who need not be a shareholder, in compliance with the requirements and formalities required by law, by article 29 of the articles of association and by article 12 of the shareholders' meeting Regulations.

The proxy's authorization shall be stated on the attendance card or by letter, in any event, signed with an autographed signature, without prejudice to the provisions below on appointing proxies using remote media prior to the holding of the shareholders' meeting. The document recording the proxy will include the following statements: date on which the shareholders' meeting is to be held and its agenda, identity of the constituent and of the person empowered by proxy (if not specified, it will be construed that the proxy has been granted, indistinctly, to the chairman of the board of directors, to the CEO or to the secretary of the board of directors), number of shares held by the person granting the proxy and instructions on the manner in which the shareholder granting the proxy is to vote in respect of each of the items on the agenda.

In the event of a public request for proxy, the document recording the proxy will contain, in addition to the statements contemplated in the above paragraph, the manner in which the person empowered by proxy is to vote should no specific instructions be given.

## **Right to information**

After this notice of call is published, in compliance with legislation in force, with the articles of association and with the shareholders' meeting regulations, the shareholders may examine at the registered office of the Company and consult in the web page of the Company (<a href="www.fluidra.com">www.fluidra.com</a>) the documents set forth below, and obtain from the Company the delivery or remittance of a copy of such documents, free of charge:

• Financial statements and management report of the Company and of its consolidated group of companies, for the financial year closed at December 31, 2007.



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- Report issued by the auditor on the financial statements of the Company and of its consolidated group of companies for the financial year closed at December 31, 2007
- Explanatory report on the management report contemplated in article 116 bis of the Securities Market Law.
- Full text of the proposal of resolutions submitted to the shareholders' meeting for consideration, and of the supporting documents of each one of them.
- Annual Corporate Governance Report for financial year 2007.
- Annual Report of the Audit Committee for financial year 2007, which also contains specific statements related to compliance with the provisions of the Internal Rules of Conduct and eventual incidents and proceedings of financial year 2007.
- Directors Compensation Policy Report.
- Restated text of the Internal Regulations on Conduct in the Securities Markets.

The shareholders, through a written document to the directors sent on or before the seventh day preceding the date on which the shareholders' meeting is to be held, may request information or clarifications or raise questions on the items included on the agenda or on the information accessible to the public and notified by the Company to the *Comisión Nacional del Mercado de Valores* (Spanish National Securities Market Committee) after the date of the last shareholders' meeting, in other words, after September 17, 2007.

Such requests must conform to the procedure established in article 9 of the shareholders' meeting Regulations.

The right to information through electronic or remote communication means may be exercised through the web page of the Company the electronic document remitted by the shareholder to bear a legally recognized electronic signature used by the applicant.

## Voting and delegation of voting rights through remote communication means

Pursuant to the Articles of Association and the shareholders' meeting Regulations, voting rights and rights of representation may be exercised through remote communication means before the shareholders' meeting is held, provided that the requirements established by law and in this notice of call are met.

## (1) Voting through remote communication means



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Shareholders having voting rights and who fail to attend the shareholders' meeting may, before the shareholders' meeting is held, cast their votes through the following means of remote communication:

#### (a) Electronic means

Shareholders may cast their votes through electronic means, before the shareholders' meeting is held through the web page of the Company (<a href="www.fluidra.com">www.fluidra.com</a>), by accessing the space devoted to the shareholders' meeting year 2008, section *Delegación y Voto a distancia* (Proxies and voting through remote means), using the procedure established for the purpose in said page.

The electronic voting procedure shall be made available to shareholders on or after May 12, 2008.

To ensure the authenticity and identification of the shareholder exercising voting rights through electronic means before the shareholders' meeting is held, only the recognized electronic signature and the advanced electronic signature, as provided for in Law 59/2003, of December 19, on electronic signature, will be admitted, provided that such signatures are based on (i) the electronic user certificate issued by the Spanish Certification Public Authority CERES) attached to the *Fábrica Nacional de la Moneda y el Timbre* (Spanish Mint), which certificate will not have been revoked, (ii) or the recognized electronic certificate including in the electronic national identity document issued pursuant to Royal Decree 1553/2005, of December 23, regulating the issuance of the national identity document and its electronic signature certificates.

Any shareholder having an electronic signature that meets any of the above requirements and uses it to identify himself will be able to cast his votes on the items on the Agenda.

Votes cast through electronic means must be in the possession of the Company before 24:00h., on the day immediately preceding that of the shareholders' meeting.

#### (b) Ordinary mail

To cast votes by mail before the shareholders' meeting is held, shareholders must complete and sign the relevant attendance card. Any shareholder may cast his votes by ordinary mail provided that the shares he holds are recorded in his name in the relevant book entry register five days in advance, at least, of the date on which the shareholders' meeting is to be held.

After the card has been completed and signed, it may be remitted to the Company using any of the following procedures:



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- (i) Through a letter sent by ordinary mail to the following address: "Fluidra, S.A. (Junta General de Accionistas 2008), Avenida Francesc Macià, 38, planta 16, 08208 Sabadell.
- (ii) Using the *franqueo en destino* (postage paid by recipient) envelope attached, if appropriate, to the attendance card.
- (iii) Personal delivery at the aforementioned address.

Votes cast by ordinary mail must be in the possession of the Company before 24:00h., on the day immediately preceding the date on which the shareholders' meeting is to be held.

## (2) Proxies granted by remote communication means

Shareholders of the Company having voting rights who fail to attend the shareholders' meeting, may, before the shareholders' meeting is held, grant a proxy through any of the following means of remote communication:

# (1) Electronic means

Shareholders may grant proxies by electronic means before the shareholders' meeting is held through the web page of the company (<a href="www.fluidra.com">www.fluidra.com</a>), by accessing the space devoted to the shareholders' meeting year 2008, section Delegación y Voto a Distancia (Proxies and voting through remote means), using the procedure established for the purpose in said page.

The procedure for granting proxies by electronic means shall be made available to shareholders on or after May 12, 2008.

To ensure the authenticity and identification of the shareholder granting proxies through electronic means before the shareholders' meeting is held, only the recognized electronic signature and the advanced electronic signature, as provided for in Law 59/2003, of December 19, on electronic signature, will be admitted, provided that such signatures are based on (i) the electronic user certificate issued by the Spanish Certification Public Authority CERES) attached to the *Fábrica Nacional de la Moneda y el Timbre* (Spanish Mint), which certificate will not have been revoked, (ii) or the recognized electronic certificate including in the electronic national identity document issued pursuant to Royal Decree 1553/2005, of December 23, regulating the issuance of the national identity document and its electronic signature certificates.

Any shareholder having an electronic signature that meets any of the above requirements and uses it to identify himself will be able to grant proxies through remote communication means.



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Only proxies granted by the shareholder and received by the Company before 24:00h., on the day immediately preceding that of the shareholders' meeting will be valid.

The shareholder who grants proxies through electronic means undertakes to report the proxy granted to the person designated to represent him for such person to accept the proxy. It will be considered that the proxy has been accepted where the person designated identifies himself through his Spanish identity document or passport on the date and at the place where the shareholders' meeting is to be held, within two (2) hours before the meeting is held, for the personnel responsible for the shareholders register to be able to ascertain the proxy, attaching an original copy of such electronic proxy.

Where the proxy is granted to the chairman, to the CEO or to the Secretary of the Board, such communication will be deemed to have been made and accepted upon receipt by the Company of such electronic proxy in due time and form.

The person empowered by proxy will only be able to exercise the voting rights of his constituent by attending the Shareholders' Meeting in person.

# (2) Ordinary mail

By ordinary mail, through completion and signing by the shareholder of the attendance card issued by the entity or entities responsible for the book entry register.

If the shareholder grants the proxy to the chairman of the board of directors, to the chief executive officer or to the secretary of the board, the shareholder will send the attendance card duly completed and signed to the registered office.

After the card has been duly completed and signed, the original copy may be remitted through any of the following procedures:

- (i) Through a letter sent by ordinary mail to the following address: "Fluidra, S.A. (Junta General de Accionistas 2008), Avenida Francesc Macià, 38, planta 16, 08208 Sabadell.
- (ii) Using the *franqueo en destino* (postage paid by recipient) envelope attached, if appropriate, to the attendance card.
- (iii) Personal delivery at the aforementioned address.

The shareholder who grants proxies by ordinary mail undertakes to report the proxy granted to the person designated to represent him for such person to accept the proxy. It will be considered that the proxy has been accepted where the person



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designated identifies himself through his Spanish identity document or passport on the date and at the place where the shareholders' meeting is to be held, within two (2) hours before the meeting is held, for the personnel responsible for the shareholders register to be able to ascertain the proxy, attaching an original copy of such electronic proxy.

Where the proxy is granted to the chairman, to the CEO or to the Secretary of the Board, such communication will be deemed to have been made and accepted upon receipt by the Company of the original copy of the attendance card.

Only proxies granted by the shareholder and received by the Company before 24:00h., on the day immediately preceding that of the shareholders' meeting will be valid.

The person empowered by proxy will only be able to exercise the voting rights of his constituent by attending the Shareholders' Meeting in person.

# Common procedure for exercise of rights of representation and voting rights through remote communication means

- 1. Personal attendance at the shareholders' meeting by the shareholder who has granted a proxy or voted through remote communication means before the shareholders' meeting, regardless of the means used for the purpose, will render the proxy or vote in question null and void.
- 2. In addition, any vote, regardless of the means used to cast it, will render null and void any delegation of voting rights through remote communication means, either previous, which will be revoked, or subsequent, which will be deemed not cast.
- 3. If one shareholder validly grants various proxies through remote communication means before the shareholders' meeting is held, the last of the proxies received by the Company will prevail.
- 4. If one shareholder casts various votes through remote communication means in respect of the same items on the agenda, the last vote received by the Company will prevail and those received on a previous date will be null. The revocation or modification of the vote cast through remote communication means will require personal attendance by the shareholder to the meeting.
- 5. If electronic means are used to cast votes or grant proxies, only one electronic action will be permitted for each operation (one ballot or one proxy).
- 6. Both the casting of votes and the granting of proxies through remote communication means before the shareholders' meeting is held will be rendered null and void in the event of disposition of the shares conferring the



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right to attend. Solely the shareholder will be responsible for the custody of his electronic signature to cast votes or grant proxies through electronic means.

- 7. Shareholders that are legal persons and those not resident in Spain must consult the Company to examine the possibility, if appropriate, of adapting to their particular features the procedures to cast votes and grant proxies through remote communication means. In addition, if the shareholder is a legal person, it will notify in a duly attested manner any amendment or revocation of the powers held by its representative, the Company disclaiming any liability until such notification has been made.
- 8. The Company retains the right to amend, suspend, cancel or restrict the procedures to cast votes and grant proxies through electronic means where this is required for technical or security reasons.
- 9. The Company will not be liable for any damages that may be caused to the shareholder by breakdowns, overloads, line drops, connection failures, malfunctioning of the mail service or any other equal or similar event, beyond its control, that impedes the use of the procedures for the casting of votes and granting of proxies through remote communication means.
- 10. The personal data remitted by the shareholders to exercise or delegate their attendance and voting rights at a shareholders' meeting will be processed by the Company for the sole purpose of permitting exercise of such rights, and the rights of access, rectification, cancellation and opposition may be exercised, where legally appropriate.



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## Participation of a notary public in the shareholders' meeting

The board of directors has agreed that a notary public be present at the annual shareholders' meeting, in compliance with article 114 of the Spanish Business Corporations Law related to article 101 of the Commercial Registry Regulations, and in article 7 of the shareholders' meeting Regulations.

# Supplement to the call

Pursuant to article 97.3 of the Spanish Business Corporations Law and article 7 of the shareholders' meeting Regulations, shareholders representing, at least, five per cent (5%) of the capital stock may request that a supplement to this call be published to including one or more additional items on the agenda. For such purposes, the shareholders in question will evidence in a duly attested manner to the Company that they represent, at least, said percentage of the capital stock.

Such right will be exercised through a duly attested notification of the supplement to the call, which will be received at the registered office within five days after this notice of call is published.

Sabadell (Barcelona), on March 25, 2008. The Chairman of the Board of Directors, Mr. Joan Planes Vila.