

## **FLUIDRA, S.A.**

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

The Board of Directors of Fluidra, S.A., at the meeting it held on March 30, 2016, resolved to call the Annual Shareholders' Meeting, to be held at the Cambra de Comerç de Sabadell, Avenida Francesc Macià, 35, Sabadell (Barcelona), **on May 3, 2016, at 12:30 pm, on first and single call**, to discuss the following

#### **AGENDA**

1. 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.
2. Allocation of profit of the financial year ended December 31, 2015.
3. Examination and approval, if fitting, of the management of the company by the Board of Directors in financial year 2015.
4. Appointment of the auditor, both for the Company and for its consolidated group of companies.
5. Submission to consultative ballot of the Shareholders' Report of the Annual Report on Compensation of Directors.
6. Approval of the compensation policy for directors of the Company.
7. Ratification and appointment of Dispur, S.L. to member of the Board of Directors of the Company.
8. Amendment to article 38 of the Bylaws of the Company.
9. Delegation of powers to notarize, construe, supplement, implement, remedy and execute the resolutions adopted by the shareholders' meeting.

After the presentation of the items on the agenda, the contents of the Annual Report of the Audit Committee for financial year 2015 will be presented.

#### **Right of attendance**

Any shareholder, regardless of the number of shares he holds, provided that the shares are entered in his name on the book entry record at least five days in advance of the date of the Shareholders' Meeting and that he bears the relevant attendance card, the certificate issued by the respective entity responsible for book entry or the document evidencing his shareholder' status pursuant to law, may attend the Shareholders' Meeting.

The registration of attendance cards will commence two hours before the time set for commencement of the Shareholders' Meeting.

### **Right of representation**

Any shareholder having the right to attend the Shareholders' Meeting may do so represented by another person, who need not be a shareholder, meeting the requirements and complying with the formalities required by the law, by article 29 of the Bylaws and by article 12 of the Shareholders' Meeting Regulation.

Proxies shall be recorded in the attendance card or granted by letter, in any case, signed by the constituent, notwithstanding the following provisions in the event of proxies granted through remote communication procedures in advance of the Shareholders' Meeting. The document granting the proxy shall include the following statements: date and agenda of the Shareholders' Meeting, identity of the principal and of the representative, number of shares held by the shareholder granting the proxy and voting instructions of the shareholder granting the proxy as regards each of the items on the agenda. If no precise instructions are given, it will be deemed that the vote must be cast in favor of the proposals for resolutions issued by the Board of Directors.

In the event of public request for proxy, the document granting the proxy must contain, in addition to the statements contemplated in the above paragraph, a statement as regards whether the representative should vote in favor or against if no precise instructions are given. It will be deemed that precise voting instructions have been given in favor of the proposals for resolutions issued by the Board of Directors when the document recording the proxy does not state that the vote should be cast against the adoption of the resolution.

If the identity of the representative is not specified, it will be deemed that the proxy has been granted either to the chairman of the Board of Directors, to the secretary of the Board of Directors or to the secretary of the Shareholders' Meeting.

If the appointed representative is included in an event of conflict of interest in the voting on any of the proposals submitted to the Shareholders' Meeting and the principal did not give precise instructions, the proxy will be deemed granted to any of the other two persons mentioned not included in such an event.

### **Right to information**

Upon publication of this notice of call, in compliance with legislation in force, in the Bylaws and in the Shareholders' Meeting Regulation, the shareholders may examine at the registered office of the Company and consult in the website of the Company ([www.fluidra.com](http://www.fluidra.com)) the document set out below, and obtain from the Company the delivery or sending free of charge of a copy of such documents:

- Annual Financial Statements and Management Report of the Company and of its consolidated Group of companies, for the financial year ended December 31, 2014.
- Report issued by the auditor in respect of the Annual Financial Statements of the Company and of its consolidated Group of companies, for the financial year ended December 31, 2014.
- Annual Report on Compensation of Directors.
- Annual Corporate Governance Report for financial year 2015.
- Annual Audit Committee Report for financial year 2015.
- Report of the Appointments and Compensation Committee on compensation policy for directors of the Company.
- Proposal of the Board of Directors relating to the compensation policy for directors of the Company.
- Report of the Appointments and Compensation Committee relating to the proposal for ratification and appointment of Dispur, S.L., represented by Eulàlia Planes Corts, to member of the Board of Directors of Fluidra, S.A.
- Favorable report of the Board of Directors on the proposal for ratification and appointment of Dispur, S.L. to director.
- Favorable report of the Board of Directors on the amendment to article 38 of the Bylaws, including the full text of the proposed amendment.
- Board Regulation.

The shareholders, through a written notice, may request the directors, until the fifth day before that proposed for the Shareholders' Meeting, said date included, for information or clarifications, or submit questions on the items on the agenda or on the information accessible to the public reported by the Company to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) after the last Shareholders' Meeting was held, in other words, after May 5, 2015, and on the auditor's report.

Request for information shall conform to the rules established in article 9 of the Shareholders' Meeting Regulation.

Likewise, pursuant to article 518 of the Spanish Corporate Enterprises Law (*Ley de Sociedades de Capital*) and to article 8 of the Shareholders' Regulation, from the date of this notice of call to the date of the Shareholders' Meeting, shareholders who so desire may consult through the website of the Company ([www.fluidra.com](http://www.fluidra.com)) the information contemplated in said articles.

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

Pursuant to the Bylaws and to the Shareholders' Meeting Regulation, the voting right and the right of representation may be exercised through remote communication means before the Shareholders' Meeting is held, provided that the requirements established by law and contemplated in this notice of call are met.

#### **(1) *Voting through remote communication means***

Shareholders having voting rights and who fail to attend the Shareholders' Meeting may, before the meeting is held, cast their vote by ordinary mail.

To cast the vote before the Shareholders' Meeting is held, by ordinary mail, the shareholders must complete and sign the relevant attendance card. A shareholder may cast his vote by ordinary mail provided that the shares he holds are entered on the relevant book entry record five days in advance, at least, of the date of the Shareholders' Meeting.

After the attendance card has been completed and signed, it may be sent to the Company through the following procedures:

- (i) By ordinary mail to "Fluidra, S.A. (Junta General de Accionistas 2015), Avenida Francesc Macià, 60, planta 20, 08208 Sabadell."
- (ii) Using the "pre-stamped" envelope attached, as the case may be, to the attendance card.
- (iii) By delivery at the aforementioned address.

Votes sent by ordinary mail should be in the possession of the Company before 24:00h., on the day immediately preceding that set for the Shareholders' Meeting.

#### **(2) Grant of proxies through remote communication means**

Shareholders of the Company with voting rights who fail to attend the Shareholders' Meeting may, before it is held, grant their proxies by ordinary mail. For such purpose, the shareholder must complete and sign the attendance card issued by the entity or entities responsible for the book entry of the shares.

Once the card has been completed and signed, the original may be sent through any of the following procedures:

- (i) By ordinary mail to "Fluidra, S.A. (Junta General de Accionistas 2015), Avenida Francesc Macià, 60, planta 20, 08208 Sabadell."

- (ii) Using the “pre-stamped” envelope attached, as the case may be, to the attendance card.
- (iii) By delivery at the aforementioned address.

If the shareholder grants his proxy to the chairman of the Board of Directors, to the secretary of the Board of Directors or to the secretary of the Shareholders’ Meeting, the shareholder must send the duly completed and signed attendance card to the registered office.

The shareholder granting his proxy by ordinary mail undertakes to notify to the designated representative the proxy granted for its acceptance. It will be deemed that the proxy has been accepted when the representative is identified by his national identity document or passport on the date and at the place of the Shareholders Meeting, within two (2) hours before it is held, for the personnel responsible for the registration of shareholders to be able to verify the proxy granted, bearing an original of the letter of proxy.

When the proxy is granted to the chairman of the Board of Directors, to the secretary of the Board of Directors or to the secretary of the Shareholders’ Meeting, such notice shall be deemed made upon receipt by the Company of the original attendance card.

Only proxies granted by the shareholder and received by the Company before 24:00h., on the day immediately preceding that set for the Shareholders’ Meeting shall be deemed valid.

The representative may only exercise the voting right of his principal by attending the Shareholders’ Meeting in person.

### **Personal Data Protection**

In compliance with Basic Law 15/1999, of December 13, Spanish Personal Data Protection Law (*Ley de Protección de Datos de Carácter Personal*), and pursuant to Royal Decree 878/2015, of October 2, we inform you that the personal data of the shareholders shall be obtained from the Companies Participating in the Securities Book Entry, Clearance and Settlement System (*Sistema de Registro, Compensación y Liquidación de Valores*) for the purposes of this notice of call. In addition, we comply with our obligation to inform you that your data will be completed at the Shareholders’ Meeting with your attendance and exercise of voting right at the Shareholders’ Meeting. We inform you that such data form part of a filing system owned by FLUIDRA, S.A. for management of the interests of the shareholders. You may exercise your rights of access, cancellation, rectification and objection at the following address: Avda. Francesc Macià, 60, planta 20, 08208 Sabadell (Barcelona).

### **Participation of a notary public at the Shareholders’ Meeting**

The Board of Directors had decided that a notary public be present to draw up the minutes of the meeting.

### **Supplement to the notice of call and submission of proposals**

Shareholders representing, at least, three per cent (3%) of the share capital may request that a supplement to this notice of call be published, including one or more items on the agenda, provided that the new items are accompanied by a supporting report or, as the case may be, a founded proposal for a resolution. For such purposes, the shareholders must evidence in a duly attested manner to the Company that they represent, at least, said percentage of share capital.

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

In addition, shareholders representing, at least, three per cent (3%) of the share capital may, within the term of five days after the publication of this notice of call, submit founded proposals for resolutions on items already included or that should be included on the agenda.

### **General Information**

In compliance with article 539 of the Spanish Corporate Enterprises Law, a Shareholders' Electronic Forum is enabled on the website of the Company. Its operating rules and the form to be completed to participate in said forum are available on the website of the Company.

For issues relating to the Shareholders' Meeting and not contemplated in this notice, the shareholders may consult the Shareholders' Regulation available on the website of the Company ([www.fluidra.com](http://www.fluidra.com)).

Sabadell (Barcelona), March 30, 2016. The Secretary non-member of the Board of Directors, Albert Collado Armengol.