

FLUIDRA

REPORT OF THE AUDIT COMMITTEE ON THE INDEPENDENCE OF THE AUDITOR AND ON ADDITIONAL SERVICES

1. Introduction

In compliance with the provisions of article 529 *quaterdecies* 4(f) of the consolidated text of the Spanish Corporate Enterprises Act [*Ley de Sociedades de Capital*] approved by Spanish Royal Legislative Decree 1/2010, of 2 July (in the version approved in Spanish Law 31/2014, of 3 December) and pursuant to article 13 of the Regulations of the Board of Directors of Fluidra, S.A. (the “**Company**”), the Audit Committee (the “**Committee**”) must issue a report each year before the audit report is issued expressing an opinion on the independence of the auditors or audit firms, with the obligation to issue an opinion in any event on the provision of additional services.

This report satisfies that obligation.

2. Basis for the report

The Audit Committee has based this report on the following background facts and information:

- (i) To ensure the independence of the external auditor, the Committee supervised the Company and the external auditor throughout 2018 to ensure that they complied with the current regulations on providing non-audit services.
- (ii) To satisfy its specific obligations, the Committee asked the auditor for information on any issues that it believes might endanger its independence, on the work it has performed for the Company in addition to its specific auditing work, and on the total amount of its fees for all charges, including for these additional services, and for information on the procedures, systems and mechanisms that the auditors use to guarantee compliance with regulations in this regard, with the information referring in all cases to both the audit firm itself and to the various individual employees who are on its staff, in order to assess the auditor’s independence.
- (iii) The external auditor appeared at the Committee’s meeting of 26 March 2019 to:
 - present the conclusions from the work performed on the audited financial statements and the auditor's opinion on the Fluidra Group’s individual and consolidated financial statements at 31 December 2018;

- provide the Committee a breakdown of the agreed work, confirming that no work has been performed aside from the audit itself and the work related to it. The total fees agreed and accrued amounted to 1,286,367 euros. Further information on these additional non-audit services is attached as **Appendix I**; and
- submit the auditor's letter confirming that it is independent from the Company. This letter is attached as **Appendix II** and it has been signed by Alfredo Eguiagaray (a partner in EY), with a report issued in accordance with Spanish Law 22/2015, of 20 July, on Auditing [*Ley 22/2015, de Auditoría de Cuentas*] (the “**Audit Act**”).

This statement of independence also attests that in 2018 the auditor did not incur in any of the grounds for incompatibility specified in the Audit Act.

(iv) Moreover, the Committee has also verified:

- the auditor’s business concentration limits under the Audit Act. In this regard, the 1,286,367 euros that the external auditor billed in 2018 does not represent a significant percentage of its annual turnover; and
- that the obligation to rotate the auditor partner who signs the financial statements does not apply.

3. Conclusions

Based on the facts above, the Committee has concluded that:

- (v) In its specific work in 2018, the auditor acted in adherence with the rules on independence that apply to it under current auditing regulations.
- (vi) The work included in the non-audit services for the year:
 - (a) has been deemed not to have been able to have caused potential conflicts of interest under the Audit Act;
 - (b) does not represent a significant percentage of the external auditor’s total annual turnover pursuant to the Audit Act; and
 - (c) has reasonably justified fees that have been determined not to exceed the reasonable market prices applicable to it.
- (vii) The obligation to rotate the auditor partner who signs the financial statements does not currently apply.

- (viii) There are no aspects that could reasonably be considered to violate auditing regulations on auditor independence and on the provision of non-audit services.

Appendix I

Non-audit services rendered to the Company

The external auditors and the other companies affiliated with the group around the world provided the following non-audit services in 2018:

- i. In Spain, assurance services, which consisted of preparing agreed procedures on the information prepared by the Fluidra Group companies in relation to the calculations performed to show compliance with the financial ratios required under the syndicated facility agreement and under a financing agreement with COFIDES, S.A.
- ii. In Spain, reviewing and evaluating the content of Section F of the annual internal control over financial reporting (ICFR) report.
- iii. In Spain, the report on the agreed procedures for the annual packaging declaration.
- iv. In Spain, assurance services, which consisted of performing agreed procedures on the information prepared by Fluidra Group companies in relation to calculation of royalties.
- v. In Spain, agreed procedures on pro-forma financial reporting.
- vi. In Spain, agreed procedures on pro-forma EBITDA reporting.

EY's global organisation charged the Group's various companies the following fees for the services listed below:

Audits.....	1,202,867 euros
Audit related services.....	83,500 euros
Total.....	1,286,367 euros

Annex II

Letter from the auditor (doc. attached)

Fluidra, S.A.
Avda. Francesc Macià, 60
08208 SABADELL

March 26, 2019

For the attention of the Audit Committee of Fluidra, S.A.

Dear Sirs/ Madam,

In connection with the audit of the separate and consolidated financial statements of Fluidra, S.A. (hereinafter the Company) for the year ended December 31, 2018, and in compliance with Technical Auditing Standard 260 (NIA-ES 260) (Revised) "Communication with those in charge of Corporate Governance" for auditors of public interest entities (PIEs), as defined in article 15 of Royal Decree 1517/2011, of October 31 (amended by RD 877/2015 of October 2), which enacts the regulations developing the consolidated text of the Audit Law, as well as the provisions of section 4, article 529 quaterdecies of the consolidated text of the Corporate Enterprises Act, enacted by Royal Decree Law 1/2010 of July 2 (amended by final provision four of Audit Law 22/2015 of July 20), on the responsibilities of the Audit Committee, we inform you of the following:

- (a) The audit engagement team, the auditor or audit firm and, where appropriate, other people who are part of the audit firm or, when applicable, other network firms, including the applicable extensions, have met the applicable independence requirements in accordance with Audit Law 22/2015 of July 20 and Regulation (EU) No 537/2014 of April 16.
- (b) The fees by concept charged to the Company and companies related to it through a relationship of control over the period covered by the financial statements for the audit and non-audit services provided by Ernst & Young, S.L. and other network firms, so that you can evaluate them within the framework of our independence, are as follows:

Services provided	Fees (thousand euros)	
	Company*	Related parties
Audit Services	170,000	1,032,867
Other audit-related services	72,000**	11,500**
· Total audit and related services	242,000	1,044,367
· Total fee	242,000	1,044,367

* Corresponding to audit services related to the audit of the standalone and consolidated financial statement of Fluidra, S.A.

** Services corresponding to; report on the review and evaluation of the content of the caption F of the Annual Corporate Governance Report, agreed upon procedures over the information prepared by the Company and its calculation of compliance with financial covenants, agreed upon procedures over the pro-forma financial information and pro-forma EBITDA, agreed upon procedures over "Declaración Annual de Envases" and agreed upon procedures over the information prepared by subsidiaries of the Group in relation to the compliance of "royalties".

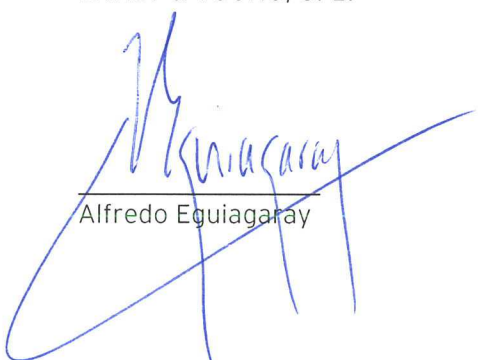
- (c) We have internal policies and procedures in place that are designed to provide reasonable assurance that the audit firm and its employees and, where appropriate, other people subject to independence requirements (including network firm personnel) are independent as required by applicable regulations. These procedures include those aimed at identifying and assessing threats that may arise as a result of circumstances related to audited entities, including those that may be a cause for incompatibility and/or those that may require the adoption of the necessary safeguards to reduce threats to an acceptably low level.

In this regard, in our professional judgment and in connection with the indicated audit, no circumstances have been identified that may individually or in the aggregate be considered a significant threat to our independence, and would therefore require the adoption of safeguards, or be considered a cause for incompatibility.

This letter is issued exclusively for the information and use of the Audit Committee of the Company and may not be distributed or used for any other purpose.

Sincerely,

ERNST & YOUNG, S. L.


Alfredo Eguiagaray