

**JOINT REPORT ISSUED BY THE BOARD OF DIRECTORS OF FLUIDRA, S.A. IN
RELATION TO THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND THE SHAREHOLDERS' MEETING REGULATIONS, PREPARED UNDER ITEMS
SEVEN AND EIGHT OF THE AGENDA OF THE ANNUAL SHAREHOLDERS' MEETING OF
2021**

1. Introduction

The Board of Directors of Fluidra, S.A. (the "**Company**") resolved at its meeting of March 25, 2021, to call the Annual Shareholders' Meeting of the Company, to be held on May 6, 2021 at first and only call, and to submit to that Shareholders' Meeting:

- under item 7, the approval of the creation and/or amendment of the following articles of the Company's Articles of Association: (i) creation of article 28.bis (attendance by electronic or telematic means); (ii) amendment of article 29 (representation at meetings); (iii) amendment of article 31 (remote voting prior to the General Meeting); (iv) amendment of article 33 (deliberation and adoption of resolutions); and (v) amendment of article 45 (delegate bodies of the Board); and to submit to that Shareholders' Meeting:
- under item 8, the approval of the creation and/or amendment of the following articles of the Regulations of the Company's Shareholders' Meeting: (i) amendment of article 7 (call notice); (ii) amendment of article 8 (publication of information on the corporate website as from the date of the call); (iii) amendment of article 10 (right to attend); (iv) creation of article 10 bis (remote attendance); (v) amendment of article 12 (representation); (vi) amendment of article 14 (planning, resources and venue for the shareholders' meeting); (vii) amendment of article 18 (register of shareholders); (viii) amendment of article 19 (preparation of the list of attendees); (ix) amendment of article 23 (voting using means of distance communication prior to the shareholders' meeting); and (x) amendment of article 27 (publication of resolutions).

In accordance with the provisions of article 286 of the revised Capital Companies Law, approved by Legislative Royal Decree 1/2010, of July 2, 2010, and related provisions of the Commercial Registry Regulations, the proposed resolutions to be submitted to the Shareholders' Meeting require an explanatory report (the "**Report**") to be prepared by the managing body as well as the full wording of the proposed bylaw amendments. As there is a single purpose, the Report is also issued to justify the proposed amendments to the Shareholders' Meeting Regulations, which follow the same line as the proposed amendments to the Articles of Association.

2. Justification for the proposal

In general terms, the amendments to the Articles of Association and the Shareholders' Meeting Regulations that are submitted to the Shareholders' Meeting for approval have a dual aim:

- (i) to adapt, in the Articles of Association and the Shareholders' Meeting Regulations, the rules on the attendance of the Shareholders' Meeting, including the possibility of using electronic or telematic means of remote communication, in line with the best good governance practices; and
- (ii) to adapt the Articles of Association and Shareholders' Meeting Regulations to the amendments made in relation to reporting to the market, adapting the terminology applicable pursuant to Legislative Royal Decree 4/2015, of October 23, approving the revised Securities Market Law, and introducing technical improvements in their wording.

The proposed amendments are justified and explained below in greater detail:

(i) Proposed creation of article 28 bis of the Articles of Association and article 10 bis of the Shareholders' Meeting Regulations, and amendment of article 18 of the Shareholders' Meeting Regulations.

The purpose of the proposed changes to create article 28 bis of the Articles of Association and article 10 bis of the Shareholders' Meeting Regulations, and the amendment of article 18 of the Shareholders' Meeting Regulations is to adapt the regulations on the attendance to the Shareholders' Meeting in force to include the possibility of using electronic or telematic means of remote communication, in line with best good governance practices, where so decided by the Board of Directors, implementing the conditions and safeguards necessary for remote attendance and the casting of the electronic vote remotely during the holding of the meeting.

In addition, a number of provisions and procedures are established for remote attendance by the shareholders, regulating the procedure to be followed in those meetings, establishing that in all case they shall be published on the Company's corporate website.

In this regard, the aim is for the Company to be able to choose, if necessary and appropriate in the Board of Directors' opinion, the possibility to attend the Shareholders' Meeting by electronic or telematic means, without needing to resort to transitional legislative provisions that may arise due to exceptional situations such as those generated by the Covid-19 pandemic. In this way, the aim is to provide legal certainty to the shareholders of Fluidra, and to safeguard their interests and address their needs.

(ii) Proposed amendment of articles 29, 31 and 33 of the Articles of Association and articles 12 and 23 of the Shareholders' Meeting Regulations

The purpose of the proposed changes in articles 29, 31, 33 of the Articles of Association and in articles 12, 18 and 23 of the Shareholders' Meeting Regulations is to adapt the regulation of the shareholders' right of representation by proxy, and of the casting of votes, to the provision regarding the use of telematic means according to the modification described in section (i) above, adjusting those articles as necessary to adapt them to the rules on attendance, representation by proxy and voting (whether before or during the meeting) by electronic or telematic means.

(iii) Proposed amendment of article 45 of the Articles of Association

The purpose of the proposed change in article 45 of the Articles of Association is to adapt the regulation of the Board delegate bodies due to the approval of the Regulations of the Audit Committee and of the Appointments and Compensation Committee by the Board of Directors at its meeting of March 25, 2021, without greater implications for the Company.

(iv) Proposed amendment of articles 7 and 8 of the Shareholders' Meeting Regulations

The purpose of the proposed changes in articles 7 and 8 of the Shareholders' Meeting Regulations is to adapt the regulations on the call notice, and the availability of information on the Company's corporate website, to the possibility of attending the Shareholders' Meeting by telematic or electronic means.

(v) Proposed amendment of articles 10 and 14 of the Shareholders' Meeting Regulations

The purpose of the proposed changes in articles 10 and 14 of the Shareholders' Meeting Regulations is to include the possibility for the Board of Directors to approve the live transmission of the Shareholders' Meeting on the Company's corporate website and to establish the relevant mechanisms for audiovisual transmission, as appropriate.

(vi) Proposed amendment of article 19 of the Shareholders' Meeting Regulations

The purpose of the proposed change in article 19 of the Shareholders' Meeting Regulations is merely to include a technical correction, without greater implications for the Company.

(vii) Proposed amendment of article 27 of the Shareholders' Meeting Regulations

The purpose of the proposed change in article 27 of the Shareholders' Meeting Regulations is to adapt the regulations on the advertising of the resolutions in relation to inside information or other kinds of relevant information, to the changes made in relation to the diffusion of information to the market, adapting the applicable terminology pursuant to Legislative Royal Decree 4/2015, of October 23, 2015, approving the LMV.

3. Full wording of the proposed Bylaw amendments

The proposed amendments to the Articles of Association, if they are approved by the Shareholders' Meeting, will entail the creation and/or amendment of the articles set forth below with the following literal wording:

"Article 28.bis - Attendance by electronic or telematic means

Remote attendance at the shareholders meeting by telematic and simultaneous means that duly guarantee the identity of the subject and remote electronic voting during the meeting may be admitted subject to the requirements set forth in the Shareholders' Meeting Regulations.

The administrative body shall be empowered to determine, taking into account the state of the art, the appropriate conditions of security and simplicity, with the appropriate guarantees, remote attendance at the General Meeting by telematic and simultaneous means and the casting of remote electronic votes during the holding of the meeting.

The Board of Directors, in accordance with the provisions of the Shareholders' Meeting Regulations, may develop the foregoing provisions by establishing the appropriate rules, means and procedures to implement remote attendance, in accordance, where appropriate, with the regulations issued for this purpose. The implementing rules adopted under the provisions of this section shall be published on the Company's website.

Those attending by electronic or telematic means shall be deemed to have attended the General Meeting, which shall be deemed to have been held where the principal place is located."

"Article 29 - Representation at Meetings

Without prejudice to the attendance of the shareholding legal entities authorising him to act as representative, any shareholder entitled to attend may be represented at the Meeting by any person, whether a shareholder of the Company or not. The representation must be conferred in writing or by remote means of communication that duly ensure the identity of the represented and the representative, as determined by the administrative body, and specially for each meeting, under the terms and with the scope established in the Corporations Law and in the Shareholders' Meeting Regulations.

The President of the General Meeting or persons designated by him shall be considered authorised to determine the validity of the representations conferred and compliance with the requirements for attendance at the Meeting.

The provisions of the foregoing paragraphs shall not apply when the representative is the spouse or a relative in the ascending or descending line of the represented person, nor when the representative holds a general proxy conferred in a certified document with authority to administer all assets which the represented person has within the country.

Representation is always revocable and the casting of the votes remotely or the personal attendance of the represented person at the General Meeting shall revoke the representation.

The Board of Directors may develop the provisions relating to proxies granted by remote means of communication, in accordance with the provisions of Article 31 below."

"Article 31 - Remote voting prior to the General Meeting

Without prejudice to the provisions of Article 28.bis, and therefore irrespective of the possibility of remote assistance by electronic or telematic means, shareholders entitled to attend may vote remotely on motions relating to items included on the agenda of any type of General Meeting by remote means of communication (i.e. mail post or electronic communication) provided that the identity of the shareholder exercising his voting rights and the security of electronic communications are duly guaranteed.

Postal votes shall be cast by returning the attendance and vote card sent by the entity or entities responsible for keeping the account notes register, signed and completed for this purpose.

Votes cast by electronic means of communication with the Company shall be issued under electronic signature or in such other form as the Board of Directors deems appropriate to ensure the authenticity and identification of the shareholder exercising his right, accompanied by a copy in electronic format of the attendance and voting card duly completed for this purpose.

The vote cast telematic means shall be valid only when received by the Company before 12:00 midnight of the day immediately prior to the date set for the Meeting at first call and the appropriate conditions of safety and simplicity are verified. Otherwise, the vote shall be considered not to have been cast. The Board of Directors may set a shorter period.

In accordance with the provisions of the General Meeting's Rules and Regulations, the Board of Directors may expand on the preceding provisions by setting rules, media and procedures adapted to the state of the art to implement the casting of votes and the issue of proxies by remote means

of communication, conforming if appropriate to the standards set for this purpose. The expanded rules adopted under the present paragraph shall be published on the Company's Web page.

Shareholders who cast their vote by remote means of communication in accordance with the provisions of this article and the provisions developed for such purposes by the Board of Directors shall be deemed to be present for the purposes of the constitution of the General Meeting in question.

Personal attendance by the shareholder or his representative at the General Meeting shall revoke the vote cast by remote means of communication."

"Article 33 - Deliberation and adoption of resolutions

The President shall submit for deliberation the matters included on the agenda and shall lead discussions so that the meeting proceeds smoothly. For this purpose he shall enjoy appropriate authority to establish order and discipline and may order the ejection of anyone disturbing the Meeting's normal progress and decide to temporarily suspend the session. The President, even when present at the session, may entrust guidance of the discussions to the Secretary or to the member of the Board of Directors that he deems appropriate.

Shareholders may request information under the conditions established at article 30 above.

Any shareholder may also participate at least once in the discussion of the items on the agenda, although the President, using his powers, is authorised to adopt measures for order such as limiting the time allotted to each speaker, setting turns, or closing off the list of speakers.

Once the matter has been sufficiently discussed, the President puts it to the vote.

The President is responsible for setting the voting system he deems most appropriate and for directing the corresponding process, adapting if appropriate to the expanded rules set forth in the General Meeting's Rules and Regulations.

Each voting share present or represented at the General Meeting shall be entitled to one vote. The shareholder entitled to vote may exercise his right by remote means of communication in compliance with the provisions of the General Meeting's Rules and Regulations.

The Meeting's decisions shall be taken by the favourable vote of a simple majority of the votes of the shareholders present or represented at the Meeting, and a resolution shall be deemed adopted where it obtains more votes for than against of the capital present or represented. This is without prejudice to those cases in which the law or the present articles of association stipulate a greater majority. In particular, for the adoption of the resolutions referred to in article 194 of the Corporate Enterprises Law and not referred to Shareholders Meetings Reserved Matters (as defined below), if the capital present or represented exceeds fifty percent, it shall suffice for the resolution to be adopted by an absolute majority, except when, on second call, shareholders are present who represent twenty-five percent or more of the subscribed voting capital without reaching fifty percent, in which case the favourable vote of two-thirds of the share capital present or represented at the Meeting shall be necessary.

Additionally, to adopt resolutions on the matters referred below (the "Shareholders Meetings Reserved Matters"), the favourable vote of sixty-nine per cent (69%) of the share capital of the

Company shall be necessary on first call and the favourable vote of sixty-six per cent (66%) of the share capital of the Company on second call:

- (i) capital increases, or the issuance of bonds or securities convertible into shares, with or without preferred subscription rights, and the delegation to the Board of Directors of the power to resolve on any of the preceding matters;*
- (ii) capital reductions unless mandatory by applicable law;*
- (iii) the approval of any structural modification, such as transformation of corporate form, mergers, spin-off, transfer en bloc of assets and liabilities or relocation of registered office of the Company to another country;*
- (iv) the approval of transactions for the acquisition or disposal of "essential assets" pursuant to articles 160.f) and 511 bis 2 of the Companies Act;*
- (v) the voluntary winding-up of the Company;*
- (vi) the amendment of the number of members of the Board of Directors;*
- (vii) de-listing of the Company's shares from any securities markets;*
- (viii) the amendment of the Company's Articles of Association with respect to any of the above matters."*

"Article 45 - Delegate bodies of the Board

The Board of Directors may designate within it an Executive Committee and one or more Executive Directors, without prejudice to any delegations of authority it may confer on any person; it may delegate to them, in whole or in part, temporarily or permanently, all powers that may be delegated according to law.

The Board may also establish other committees with consultative or advisory functions, and, on an exceptional basis, may attribute certain decision-making authorities to them.

In any case, the Board must establish an Audit Committee and an Appointments and Remuneration Committee, with powers to inform, oversee, advise and propose in matters for which it is responsible, which are explained in the Board of Directors' Rules and Regulations and, where appropriate, in the Regulations of the Committees themselves. In addition, the Board of Directors' Regulations and, where applicable, the Regulations of the Committees themselves shall establish the composition and functioning of both delegated bodies."

4. Full wording of the proposed amendments to the Regulations of the Shareholders' Meeting

The proposed amendments to the Shareholders' Meeting Regulations, if they are approved by the Shareholders' Meeting, will entail the amendment of the articles set forth below with the following literal wording:

"Article 7. Call notice

The call notice for both annual and special shareholders' meetings shall be served in accordance with the legislation in force at least one month in advance of the date scheduled for the meeting, unless a different time period is provided by law.

The managing body shall evaluate the appropriateness of disseminating the call notice through a higher number of social communication media than envisaged, as the case may be, by the legislation in force.

The call notice shall state the name of the Company, the annual or special nature of the meeting, the venue for the meeting, the date and time of the meeting on first call, the office of the person(s) making the call, the agenda including all business to be transacted, the date on which shareholders must have registered shares in their name in order to be able to participate and vote at the shareholders' meeting, the place and manner in which the full text of the documents and proposed resolutions can be obtained, the address of the corporate website on which the information will be available and any other requirements stipulated by law in each case.

It shall also include the shareholders' right to information and the manner of exercising such right, as well as the right to include items on the agenda and to present proposed resolutions and the period for exercising such rights. Where the notice states that more detailed information on these rights can be found on the corporate website, the notice may simply indicate the period for exercising the rights.

The call notice may also state the date of the shareholders' meeting on second call, as applicable. A period of at least 24 hours must elapse between the meeting on first and second call. To the extent possible, the shareholders shall be advised of the greater likelihood of the shareholders' meeting being held on first or second call.

The call notice shall also include a reference to the shareholders' right to be represented by another person at the shareholders' meeting, who need not be a shareholder, and the requirements and procedure for exercise of this right.

The managing body must include a reference in the call notice to the specific means of distance communication that may be used by shareholders, if applicable, to attend the shareholders meeting by remote means of communication, grant proxies or vote remotely, and the instructions they must follow in order to do so.

Additionally, it shall also include other aspects of interest for the follow-up of the meeting, such as, where appropriate, audio-visual broadcasting of the shareholders meeting.

Shareholders representing at least 3% of the share capital may request the publication of a supplement to the call notice for the annual shareholders' meeting, including one or more items on the agenda, provided that the new items are accompanied by justification or, as the case may be, a reasoned proposal for a resolution. Under no circumstances may such right be exercised with respect to the call for a special shareholders' meeting. This right must be exercised by serving duly authenticated notice, which must be received at the registered office within five days of the publication of the original call notice.

The supplement to the call notice must be published at least fifteen days in advance of the date scheduled for the shareholders' meeting.

Failure to publish the supplement to the call notice within the legally established period shall be grounds for challenging the shareholders' meeting.

Shareholders representing at least 3% of the share capital may, within the same period indicated above for requesting publication of the supplement to the call notice, submit reasoned proposals for resolutions on items already included or that should be included on the agenda. The Company shall ensure the dissemination of these proposed resolutions, and of any attached documentation, among the rest of the shareholders, in accordance with the provisions of the law.

The Company shall send the call notice for the shareholders' meeting to the National Securities Market Commission, all in accordance with the legislation applicable in each case.

The board of directors may request that a notary be present at the meeting to draw up the minutes. It must do so when the circumstances contemplated in the law are present.

If the duly called shareholders' meeting is not held on first call, and no date is specified for the second call in the call notice, the meeting must be announced, with the same publication requirements as the first notice, within the fifteen days following the date of the shareholders' meeting not held, and at least ten days in advance of the date of the meeting."

"Article 8. Publication of information on the corporate website as from the date of the call

Without prejudice to the provisions of the legislation in force from time to time, the Company must publish the following documents on its website from the date of publication of the call notice for the shareholders' meeting, without interruption:

- (i) The call notice.*
- (ii) The total number of shares and voting rights at the date of the call, broken down by share class, if any.*
- (iii) The documents to be submitted to the shareholders' meeting and, in particular, reports from directors, auditors and independent experts.*
- (iv) The full text of the proposed resolutions on each and every one of the items on the agenda or, in relation to items merely for information purposes, a report by the competent bodies on each of them.*
- (v) Proposed resolutions submitted by shareholders shall also be included as and when they are received.*
- (vi) The forms to be used for voting by proxy and distance voting, except when they are sent directly by the Company to each shareholder. Where they cannot be published on the website for technical reasons, the Company must indicate on the website how to obtain the forms on paper and must send them to any shareholder who so requests.*

As from the date of the call notice, all information deemed useful or appropriate to facilitate shareholder attendance and participation at the shareholders' meeting shall be published on the corporate website, including the following, without limitation:

- (i) Information on the venue for the shareholders' meeting, how to get there and how to access the meeting.*
- (ii) Information, as the case may be, on the systems and procedures to enable the shareholders' meeting to be followed or the assistance by remote means of communication.*
- (iii) Where the shareholders' meeting is to deliberate on the appointment, re-appointment or ratification of directors, the following updated information shall also be published on the corporate website as from the date of the call notice:*
 - Background and professional profile.*
 - Directorships held at other companies, listed or otherwise.*
 - Indication of the director's category, stating, in the case of nominee directors, the shareholder they represent or have links with.*
 - The date of their first and any subsequent appointments as a Company director.*
 - Shares held in the Company and any share options.*
 - The proposed appointment and reports required by the law and the Articles of Association.*

In accordance with article 539 of the Capital Companies Law, the Company shall provide a Shareholders' Electronic Forum on its website, which may be accessed with the appropriate safeguards by all individual shareholders and any voluntary associations they may create, in order to facilitate communication among them prior to shareholders' meetings."

"Article 10. Right to attend

Shareholders shall be entitled to attend the shareholders' meeting regardless of the number of shares they hold, provided that they are registered in their name on the relevant register of book entries at least five days in advance of the date of the shareholders' meeting. Where shareholders exercise their right to vote using means of distance communication, this condition must also be met at the time the vote is cast.

It shall also be a requirement in order to attend the shareholders' meeting that shareholders hold the relevant attendance card, the corresponding certificate issued by the entity entrusted with keeping the register of book entries in each case, or the document evidencing their shareholder status, in accordance with the law.

Shareholders who attend the meeting venue in person or by proxy on the date scheduled for the shareholders' meeting must present their attendance card, in accordance with the provisions of these Regulations.

Shareholders wishing to cast their vote by means of distance communication must evidence their identity and shareholder status in the manner determined by the managing body in the call notice.

The Company shall broadcast live, via its corporate website, the holding of the General Meeting, and shall ensure mechanisms that enable proxy voting and voting by telematic means and even, in the event that the Company happens to be a large cap company and to the extent proportionate, attendance and active participation in the General Meeting."

"Article 10.bis. Remote assistance

Pursuant to the provisions of article 28.bis of the Articles of Association and regardless of the shareholders' right to vote remotely in the manner provided for in article 23 of these Regulations, shareholders entitled to attend the General Meeting held at the place indicated in the call notice may exercise this right using electronic or telematic means of remote communication when so agreed by the Board of Directors, taking into account the state of the art and having verified the appropriate conditions of security and simplicity.

The Board of Directors shall indicate in the call notice the means that may be used for these purposes as they meet the security conditions required to enable the identification of shareholders, the correct exercise of their rights and the proper conduct of the meeting.

In the event that the Board of Directors resolves to allow remote attendance at the General Meeting, the call notice shall describe the deadlines, forms and means of exercising the shareholders' rights envisaged by the Board of Directors to enable the shareholders meeting to be properly conducted.

Remote attendance of shareholders at the General Meeting by electronic or telematic means shall be subject to the following provisions, which may be developed and supplemented by the Board of Directors:

- (i) Connection to the system for monitoring the General Meeting must be made as far in advance as is indicated in the call notice in relation to the time set for the start of the meeting. Once the time limit set for this purpose has passed, a shareholder who initiates the connection after this time shall not be considered to be present.*
- (ii) Shareholders wishing to attend the shareholders meeting and exercise their rights must identify themselves by means of a recognised electronic signature or other form of identification in the terms established by the Board of Directors in the resolution adopted for this purpose and with the appropriate guarantees of authenticity and identification of the shareholder in question. Voting and information rights must be exercised through the electronic means of remote communication considered suitable in accordance with the provisions of these Regulations.*
- (iii) Votes on proposals on items included on the Agenda of the meeting may be cast from the moment the Chairman of the General Meeting declares it to be validly constituted and makes an indication to that effect, and up to the time indicated for that purpose by the Chairman. On the other hand, votes on proposals on matters not included on the Agenda must be cast in the time interval indicated for this purpose by the Chairman, once the proposal has been formulated and it is considered that it is to be put to the vote.*

- (iv) *Shareholders attending remotely in accordance with this article may exercise their right to information by asking the questions or requesting the clarifications they consider relevant, provided that they refer to matters included in the Agenda. The Board of Directors may determine in the call notice that the interventions and proposed resolutions which, in accordance with the law, are made by shareholders attending by telematic means, shall be sent to the Company prior to the constitution of the shareholders meeting. The replies to those shareholders who attend the shareholders meeting by this way and who exercise their right to information during the course of the meeting shall be produced in writing, where appropriate, within seven (7) days after the shareholders meeting is held.*
- (v) *The inclusion of shareholders attending remotely in the list of attendees shall be in accordance with the provisions of these Regulations.*
- (vi) *The Presiding Board of the shareholders meeting, and if appropriate, the Notary, must have direct access to the connection systems that enable attendance at the shareholders meeting, so that they are immediately aware of the communications made by the shareholders attending remotely and of the declarations they make.*
- (vii) *Interruption of communication, due to technical circumstances or for security reasons arising from supervening circumstances, may not be invoked as an illegitimate deprivation of the shareholder's rights, nor as grounds for challenging the resolutions adopted by the shareholders meeting.*

The Board of Directors may establish and update the means and procedures appropriate to the state of the art to implement remote attendance and remote electronic voting during the General Meeting, in accordance, where appropriate, with the legal regulations developing this system and with the provisions of the Articles of Association and these Regulations. These means and procedures shall be published on the Company's corporate website."

"Article 12. Representation

Without prejudice to attendance by legal entity shareholders through their representatives, all shareholders entitled to attend may be represented at the shareholders' meeting by another person, who need not be a Company shareholder.

Proxies may be revoked at all times and the casting of votes or the attendance in person of the principal at the meeting shall have the effect of revocation. As a general rule, and provided that the date can be evidenced with certainty, the last step taken by the shareholder prior to the holding of the shareholders' meeting shall be deemed valid. If no such certainty exists, the vote of the shareholder shall prevail over the proxy. In all cases, attendance in person at the shareholders' meeting by the principal shall revoke the proxy conferred.

Proxies must be granted specially for each shareholders' meeting, in writing or using the means of distance communication expressly provided for by the managing body in the call notice, provided that the requirements provided in the call notice are met and, in all cases, the identity of the principal and of the proxy can be duly guaranteed.

Without prejudice to the provisions of article 187 of the Capital Companies Law, the proxy, which shall be special for each shareholders' meeting, must be granted in writing.

Representation by delivery or post shall be conferred by sending to the Company the attendance card issued by the entity or entities in charge of keeping the register of book entities duly signed and completed by the shareholder, or any other written means which, in the opinion of the board of directors in a prior resolution adopted for the purpose, allows for proper verification of the identity of the shareholder granting the proxy and that of the proxy-holder.

Representation by electronic means of communication with the Company shall be conferred by electronic signature or in such other form as the Board of Directors deems appropriate to ensure the authenticity and identification of the shareholder exercising his/her right, accompanied by a copy in electronic format of the attendance card, and detailing in the communication the proxy granted and the identity of the shareholder represented.

In order to be valid, proxies granted by any of the above means must be received by the Company before midnight on the day prior to the date scheduled for the shareholders' meeting on first call. The board of directors may establish a shorter period in accordance with the provisions of the Articles of Association.

In addition, the documents recording proxies for the shareholders' meeting must include at least the following references:

- (i) the date scheduled for the shareholders' meeting and the agenda;*
- (ii) the identity of the proxy-holder and the principal. If not specified, it shall be understood that the proxy has been granted, without distinction, to the chairman of the board of directors, the chief executive officer or the secretary of the board of directors, or any other member of the managing body specifically determined for the purpose in each call notice;*
- (iii) the number of shares held by the shareholder granting the proxy;*
- (iv) instructions on the direction of the vote of the shareholder granting the proxy for each item on the agenda.*

The chairman of the shareholders' meeting or the persons appointed by him shall be deemed authorized to determine the validity of the proxies granted and the fulfillment of the requirements to attend the shareholders' meeting.

The provisions of the preceding paragraphs shall not apply when the proxy-holder is the spouse, ascendant or descendant of the principal, or when the proxy-holder has a general power of attorney conferred in a public deed with powers to manage all of the assets of the principal in the national territory.

The Board of Directors may develop the above provisions regarding proxies granted by remote means of communication, in accordance with the provisions of Article 29 of the Articles of Association and Article 23 of these Regulations."

"Article 14. Planning, resources and venue of the shareholders' meeting

The managing body may decide, based on the circumstances, to use resources or systems that provide for greater and better monitoring of the shareholders' meeting and a broader dissemination of its proceedings.

Specifically, the managing body may:

- (i) institute simultaneous translation mechanisms or audio-visual broadcasting of the General Meeting;*
- (ii) establish the appropriate access control, security, protection and safety mechanisms; and*
- (iii) adopt measures to provide disabled shareholders with access to the room where the shareholders' meeting is held.*

Attendees may not use photography, video or recording devices, cell phones or similar in the room(s) or, if applicable, in the media in which the shareholders' meeting is held, unless so permitted by the chairman. Control mechanisms to facilitate compliance with this provision may be established at the meeting access points.

Shareholders' meetings shall be held in the place indicated in the call notice, within the municipality in which the registered office of the Company is located. If the call notice does not state the venue for the meeting, it shall be understood that the meeting shall take place at the registered office of the Company."

"Article 18. Register of shareholders

At the place and on the day established for the holding of the shareholders' meeting, on first or second call, and as from two hours before the time announced for the start of the meeting (unless specified otherwise in the call notice), the shareholders, or their valid proxy-holders, may submit to the staff in charge of the register of shareholders their respective attendance cards and, as the case may be, the documents evidencing the proxy that has been granted to them. Attendance cards and proxy documents shall not be admitted from persons who present themselves to the staff in charge of the register of shareholders after the time established for the start of the shareholders' meeting.

The register of shareholders present, in person or by proxy, shall be drawn up by the persons designated for such purpose by the secretary using any technical means considered appropriate.

Shareholders who assist by the means described in Article 10.bis and/or those who cast their votes using distance means, insofar as permitted in accordance with the provisions of the Articles of Association and these Regulations, must be taken into account as present for the purposes of the constitution of the shareholders' meeting."

"Article 19. Preparation of the list of attendees

Once the process of recording attendance cards and proxies has concluded and the existence of a sufficient quorum has been verified, the list of attendees shall be drawn up.

Once the admission of attendance cards and proxies has been closed, any shareholders, or their proxy-holders as the case may be, who arrive late at the meeting venue shall be provided with an invitation so that they may follow the meeting (in the same room as the meeting or in an adjoining room if deemed appropriate by the Company so as not to cause confusion during the meeting) but neither such shareholders nor such proxy-holders (nor the shareholders they represent) shall be included on the list of attendees.

Once the presiding panel has been constituted and the list of attendees has been drawn up, the shareholders' meeting shall start at the place, on the day and at the time set for the holding thereof, on first or second call, as the case may be.

First, the secretary shall read aloud the legal call notice for the meeting. The secretary shall then read aloud the overall figures resulting from the list of attendees, specifying the number of shareholders with the right to vote present in person (including any who have exercised the right to vote using distance means) or by proxy at the meeting, the number of shares corresponding to one and the other and the percentage of capital they represent, specifying, where appropriate, that corresponding to the shareholders with the right to vote. The chairman shall then declare the shareholders' meeting to be validly constituted, on first or second call, as appropriate.

Once the shareholders' meeting has been declared constituted and without prejudice to their right to make such statements as they may consider appropriate in their speeches, the attending shareholders may convey to the notary who has been asked to attend (or, in the absence thereof, to the secretary), for due recording in the minutes of the shareholders' meeting, any reservation or protest they have regarding the valid constitution of the shareholders' meeting or the overall figures of the list of attendees previously read aloud, without this entailing any delay, interruption or postponement of the normal conduct of the meeting.

If the attendance list does not appear at the beginning of the minutes of the meeting, it shall be attached by means of an exhibit signed by the meeting secretary and countersigned by the meeting chairman. The list of attendees may also be prepared as a data file or in a computerized format. In these cases, the means used in preparing the list shall be stated in the minutes of the meeting and the appropriate identification notice, signed by the secretary of the shareholders' meeting and countersigned by the chairman, shall be attached to the sealed file cover or the medium used."

"Article 23. Voting using means of distance communication prior to the General Meeting

Without prejudice to the provisions of Article 10.bis of this Regulation, and thus independently of the right to assistance by electronic or telematic means, shareholders with the right to attend may cast their vote on the proposals relating to the items included on the agenda of any type of shareholders' meeting by means of postal correspondence or by electronic communication.

Postal votes shall be cast by sending the Company the attendance and voting card issued by the entity or entities in charge of keeping the register of book entries duly signed and completed, or any other written means which, in the opinion of the board of directors in a prior resolution adopted for the purpose, allows for the proper identification of the shareholder exercising their right to vote.

Votes cast by electronic means of communication with the Company shall be issued under electronic signature or in such other form as the Board of Directors deems appropriate to ensure the authenticity and identification of the shareholder exercising his right, accompanied by a copy in electronic format of the attendance and voting card duly completed for this purpose.

Votes cast by telematic means shall only be valid when they have been received by the Company before midnight on the day immediately preceding the date scheduled for the shareholders'

meeting on first call. Notwithstanding the foregoing, the board of directors may indicate a shorter period for receiving votes cast using distance means.

Shareholders who cast their vote using distance means in accordance with the terms of this article shall be considered present for the purposes of the constitution of the shareholders' meeting in question.

Consequently, any proxies granted previously shall be deemed revoked and any granted subsequently shall be deemed not granted.

Any vote cast using distance means referred to in this article may only be rendered null and void:

- (i) By being subsequently and expressly revoked by the same means used to cast the vote, and by the established deadline.*
- (ii) By attendance at the meeting of the shareholder who cast it.*
- (iii) By the sale of the shares conferring the right to vote, of which the Company becomes aware at least five days before the date on which the shareholders' meeting is scheduled to be held.*

The board of directors is authorized to implement the above provisions and establish the rules, means and procedures appropriate in order to implement the casting of votes and the grant of proxies by remote means of communication, adapting them, as the case may be, to the legal provisions implementing this system and to the provisions of the Articles of Association and these Regulations. Such means and procedures shall be published on the corporate website. The board of directors shall take the necessary measures to ensure that any person who casts a vote or grants a proxy by remote means of communication is duly entitled to do so in accordance with the provisions of the Articles of Association and these Regulations. The implementing rules adopted by the Board of Directors pursuant to the provisions of this section shall be published on the Company's corporate website.

Remote means of communication voters shall be included on the list of attendees by adding the data on the electronic device on which they are registered to the device containing the rest of the list. Where the list is drawn up using an attendance card data file, the data shall be incorporated by generating a document on paper containing the same information as is recorded on the card, for each shareholder that has voted by remote means of communication, without prejudice to the preservation of the vote received on a durable electronic medium."

"Article 27. Publication of resolutions

Without prejudice to the registration at the Commercial Registry of resolutions that can be registered and to the applicable legal provisions on the publication of corporate resolutions, the Company shall inform the National Securities Market Commission by means of communication of inside information or other relevant information the resolutions approved, either verbatim or by means of a summary of their contents. The text of the resolutions corresponding to the shareholders' meetings held during the current and the previous year shall also be accessible on the corporate website. Furthermore, at the request of any shareholder or their representative at the shareholders' meeting, the secretary shall issue a certificate of the resolutions or, as the case may be, of the minutes of the shareholders' meeting."

And for the appropriate legal purposes, the Board of Directors of the Company has prepared this Report in Sabadell, on March 25, 2021.