

REGULATIONS OF THE AUDIT COMMITTEE OF FLUIDRA, S.A.

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## **REGULATIONS OF THE AUDIT COMMITTEE OF FLUIDRA, S.A.**

### **CHAPTER I. – PRELIMINARY**

#### **Article 1.- Origin and purpose**

1. These Regulations have been approved by the Board of Directors of FLUIDRA, S.A. (the "**Company**") and will be reported to the Shareholders' Meeting. The purpose of these Regulations is to establish the guidelines for the Audit Committee's actions and the basic rules governing its organization and functioning and the conduct of its members (the "**Audit Committee Regulations**" or the "**Regulations**").

#### **Article 2.- Interpretation**

1. These Regulations complete the regulations applicable to the Audit Committee pursuant to the legislation in force, the Company's Bylaws and the Board of Directors' Regulations. They shall be interpreted in accordance with the applicable statutory and bylaw provisions and with the principles and recommendations on the corporate governance of listed companies approved or issued by the Spanish authorities and the authorities of comparable countries, or by special commissions or working groups established by virtue of the mandate of such authorities.
2. Any queries relating to the application and interpretation of these Regulations shall be resolved by the Board of Directors in accordance with the general criteria for interpretation of statutory provisions.

#### **Article 3.- Amendment**

1. These Regulations may only be amended at the proposal of the Chairman of the Board of Directors, the Chief Executive Officer or one-third of the directors or of the Board of Directors, accompanying the amendment proposal with an explanatory report.
2. The text of the proposed amendment and the explanatory report must be attached to the call notice for the Board of Directors meeting at which the proposal will be discussed. The call notice for said meeting shall be sent at least ten (10) days in advance.
3. In order to be valid, any amendment to the Regulations shall require a resolution adopted by a majority comprising two-thirds (2/3) of the directors present at the meeting in person or by proxy. These Regulations must be updated whenever necessary in order to bring their content into line with the applicable legislation in force.

#### **Article 4.- Dissemination**

1. The members of the Audit Committee must be familiar, comply and ensure compliance with these Regulations. For such purposes, the Board Secretary shall provide each member of the Audit Committee with a copy of the Regulations on acceptance of their respective appointments or on signature of their contracts, as applicable, and they must deliver to the Secretary a signed statement, following the model attached hereto as Schedule I, indicating that they are aware of and accept the content of these Regulations, undertaking to fulfil all such obligations falling to them hereunder.
2. The Board of Directors shall adopt the appropriate measures to ensure that these Regulations are disseminated among the shareholders and the investing public in general.

## **CHAPTER II.- FUNCTIONS OF THE AUDIT COMMITTEE**

### **Article 5.- Basic principles of action**

The Audit Committee, when exercising its powers, must comply with the basic principles of:

- (i) Responsibility, given that, as a collective body, it has specific responsibilities to advise the Board and to supervise and control the financial information preparation and presentation processes, as well as responsibilities regarding the independence of the external auditor and the effectiveness of the internal risk management and internal control systems, notwithstanding the responsibility of the Board;
- (ii) Scepticism, sufficiently questioning the data, the assessment processes and the preliminary conclusions reached by the Company's executives and managers, which entails a critical attitude, not automatically accepting their opinion, noting the pros and the cons and forming its own view, not only individually (each of its members) but also collectively;
- (iii) Dialogue, both:
  - (a) Among its members, so as to favour a diversity of opinion that enriches the Audit Committee's analyses and proposals, establishing a climate within the Audit Committee that fosters constructive dialogue among its members, promoting free speech and a critical attitude; and
  - (b) With the Company's management (in particular, general and financial management), the Global Director of the Internal Audit and Compliance and the external auditor.
- (iv) Sufficient analytical capacity, being authorized to obtain, if deemed necessary or appropriate, expert advice from a third party capable of aiding the Audit Committee in the process of analysing particularly complex aspects (for example, contentious or new accounting treatments, determination of the reasonable value of certain assets or liabilities, valuation of related-party transactions or tax treatments or complex risks or of key audit areas). To best perform its functions, the Audit Committee shall have the power, resources and budget to seek advice from the external experts when it considers it necessary for the correct fulfilment of its duties.

### **Article 6.- Basic functions of the Audit Committee**

Without prejudice to any other tasks assigned to the Audit Committee by law, the Bylaws or the Board of Directors, the basic functions of the Audit Committee shall be as follows:

- (i) Inform the Shareholders' Meeting of any questions that arise regarding matters falling within its remit;
- (ii) Propose to the Board of Directors, for submission at the Shareholders' Meeting, the appointment of the Company's statutory auditor or external audit firm as referred to in article 264 of the Capital Companies Law, as well as the conditions of the engagement, the scope of the professional mandate and, where appropriate, the revocation or non-renewal thereof;

- (iii) Supervise the effectiveness of the Company's internal control systems and, in particular, its internal control over financial reporting, internal audit, where applicable, and risk management systems (including for tax risk) and to discuss with the statutory auditor or external audit firm any significant weaknesses detected in the internal control system during the course of the audit;
- (iv) Monitor the process of drawing up and disclosing regulated financial information;
- (v) Review the Company's accounts and oversee compliance with legal requirements and the correct application of generally accepted accounting principles, directly working to that end with internal and external auditors. In particular, the Audit Committee shall strive to ensure that in those cases where the audit firm includes any qualification in its report, the Chairman of the Audit Committee should give a clear explanation at the General Meeting of the opinion of the Audit Committee regarding its scope and content, making a summary of that opinion available to the shareholders at the time of the publication of the notice of the meeting, along with the rest of proposals and reports of the Board;
- (vi) Maintain and oversee relationships with the statutory auditor or external audit firms to obtain information on those matters that could jeopardize their independence, for review by the Audit Committee, and any other audit-related items, as well as any other notices provided for in audit legislation and standards;
- (vii) Oversee compliance with the audit services agreement, ensuring that the opinion on the annual financial statements and the main content of the audit report are drafted in a clear and precise manner and evaluating the results of each audit performed;
- (viii) Supervise compliance with legislation on related-party transactions. In particular, the Audit Committee shall ensure that information on these transactions is disclosed to the market in compliance with the provisions of Ministry of Economy and Finance Order 3050/2004, of September 15, 2004;
- (ix) Examine compliance with the Internal Code of Conduct, with these Regulations and, in general, with the Company's corporate rules and make any proposals as may be appropriate for the improvement thereof; and
- (x) Receive information and, when appropriate, issue reports on the disciplinary measures to be imposed on the members of the Company's senior management team.

#### **Article 7.- Functions over information and internal control systems**

Without prejudice to any other tasks assigned to the Audit Committee by law, the Bylaws or the Board of Directors, the functions of the Audit Committee with respect to internal control and reporting systems shall include:

- (i) Monitor and evaluate the preparation and the integrity of the financial and non-financial information prepared, as well as the control and management systems of financial and non-financial risks relating to the Company and, where appropriate, the group, verifying compliance with legal provisions, the accurate demarcation of the consolidation scope and the correct application of accounting principles;

- (ii) Review internal control and risk management systems on a regular basis, ensuring that the main risks are properly identified, managed and disclosed;
- (iii) Monitor the independence and efficacy of the internal audit function, propose the selection, appointment and removal of the Director of internal audit; propose the department's budget; approve or make a proposal for approval to the Board of Directors of the guidelines and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks (including reputational risks); receive regular report-backs on its activities and verify that senior management are acting on the findings and recommendations of its reports;
- (iv) Establish and supervise a mechanism that allows employees and other persons related to the Company, such as directors, shareholders, suppliers, customers, contractors or subcontractors, to report irregularities of potential significance, including financial or accounting irregularities, or those of any other nature, related to the Company, that they notice within the Company or its group. This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party;
- (v) Supervise the application of the general policy for the communication of economic-financial, non-financial and corporate information. Similarly, the way in which the Company communicates and relates with small and medium-sized shareholders should be monitored.

#### **Article 8.- Functions relating to the external auditor or audit firm**

Without prejudice to any other tasks assigned to the Audit Committee by law, the Bylaws or the Board of Directors, the functions of the Audit Committee with respect to the statutory auditor or the external audit firm shall include:

- (i) Make recommendations to the Board for the selection, appointment, reappointment and removal of the statutory auditor or external audit firm and the terms and conditions of the engagement with said auditor. The selection process will include the following criteria:
  - (a) The resources, experiences and geographic coverage of the audit firm;
  - (b) Availability of staff having necessary skills and capabilities;
  - (c) Technical and specialized resources for addressing complex issues consistent with the Company's operations;
  - (d) The independence of the audit firm in consideration of all circumstances which may be reasonably projected to occur;
  - (e) Non-discrimination of audit firms of lesser size; and
  - (f) Service quality and effectiveness.
- (ii) Meet with and receive regular information from the statutory auditor or external audit firm on the progress and findings of the audit program and verify that senior management is acting on its recommendations. At such meetings, matters to be addressed will include:

- (a) Appropriateness of the scope of consolidation;
- (b) Judgments, criteria, assessments and estimates having a material impact on the financial statements and non-financial information;
- (c) Changes in significant criteria;
- (d) Assessments of alternative performance measures (APMs) and the extent to which they may provide useful information to investors;
- (e) Significant weaknesses in internal control; and
- (f) Significant adjustments identified or arising from internal audit reviews and management's position on such adjustments.

The Audit Committee will review the main findings of the statutory auditor and, as the case may be, will propose to the Board of Directors the adoption of all appropriate measures to remove the causes of these events if they are within the control of the Company.

- (iii) Ensure the independence of the statutory auditor or external audit firm in the discharge of its functions and, for this purpose:
  - (a) Ensure that the Company informs to the National Securities Market Commission (CNMV) as "other relevant information" ("*otra información relevante*") of any change in the external auditor, accompanied by a statement on any disagreements with the outgoing auditor and the nature of such disagreement;
  - (b) Ensure that the remuneration of the external auditor does not compromise its quality or independence;
  - (c) Ensure that the Company and the auditor uphold prevailing rules governing the provision of non-audit services and, in general, all other rules in place to safeguard auditor independence; and
  - (d) Should the statutory auditor or external audit firm resign, investigate the circumstances giving rise to such resignation.

The Audit Committee must receive written confirmation on an annual basis from the statutory auditor or external audit firm of their independence from the Company or other entities directly or indirectly related to the Company, as well as information on the additional services of any kind provided to such entities by the statutory auditor or audit firm or by persons or entities related to them in accordance with the provisions of the audit legislation.

The Audit Committee shall also issue on an annual basis, prior to the issuance of the audit report, a report stating an opinion regarding the independence of the statutory auditor or audit firm. This report must contain, in all cases, an assessment of the provision of the additional services referred to in the preceding paragraph, taken individually and as a whole, other than the statutory audit, in relation to the rules on independence or to audit legislation.

- (iv) Foster that the group auditor takes on the audit of all of the subsidiaries in the Company's group.



- (v) Ensure fluid and ongoing communications with the statutory auditor by seeking information on the audit plan, its effectiveness and any other issue relating to the auditing process. These communications must be compliant with the duties and obligations of each party to ensure independence of the statutory auditor. These communications shall be held in annual meetings, most of which will be held without the presence of the Company's management.

#### **Article 9.- Functions relating to risk policy and management**

Without prejudice to any other tasks assigned to the Audit Committee by law, the Bylaws or the Board of Directors, the functions of the Audit Committee with respect to risk management and the risk policy shall include:

- (i) Supervise the various types of risk faced by the Company;
- (ii) Propose the risk levels deemed acceptable by the Company to be approved by the Board;
- (iii) To assess (at least once a year) the list of the most significant financial and non-financial risks and the level of tolerance stipulated for each one;
- (iv) To review, when necessary, the Risk Management and Control Policy and to propose its amendment and update to the Board;
- (v) Determine the measures in place to mitigate the impact of identified risk events should the risk events occur;
- (vi) Identify the internal control and reporting systems to be used to control and manage the above risks; and
- (vii) Report, in advance, on the risks of the Company to be included in the Company's annual corporate governance report and to inform the Board of its conclusions, so that it may assess them.

#### **Article 10.- Other functions conferred on the Audit Committee**

1. The functions of the Audit Committee with respect to obligations relating to listed companies must be reported to the Board of Directors, before resolutions are put to a vote, on all matters provided for in the law, the Bylaws and the Regulations of the Board of Directors, and, in particular, on:
  - (i) The financial information that the Company must periodically disclose as a listed company. The Audit Committee shall ensure that interim financial statements are prepared using the same accounting principles as the annual statements and, to this end, may ask the statutory auditor or external audit firm to conduct a limited review;
  - (ii) The creation or acquisition of holdings in special purpose vehicles or entities domiciled in countries or territories considered to be tax havens and any other transaction or operation of a similar nature that, due to its complexity, could diminish the transparency of the group;
  - (iii) Transactions with related parties;

- (iv) Transactions that entail or could entail a conflict of interest.
2. The Audit Committee shall not perform the functions provided for under letters (i), (ii) and (iii) above where, pursuant to the Bylaws, the functions have been entrusted to another oversight and control committee, as provided by law.
  3. The functions of the Audit Committee with respect to Compliance shall include:
    - (i) Propose to the Board of Directors the compliance policies;
    - (ii) Propose to the Board for its approval, with the favourable report of the Appointments and Compensation committee, the appointment and the removal of the head of the compliance function;
    - (iii) Follow up on the Ethics Committee activities and to resolve on its remediation action proposals;
    - (iv) Supervise compliance with corporate governance rules, internal codes of conduct and any other aspects which the Audit Committee may agree from time to time;
    - (v) Include compliance training in the annual requirements for Audit Committee members;
    - (vi) Gather and analyze all the necessary information and documentation on any transaction which the Company intends to enter into with directors or significant shareholders. The Audit Committee will evaluate the effect on the Company's interest or whether the transaction would be entered into at arms-length;
    - (vii) Verify that the information posted on the Company's website is up to date and matches the information authorized for issue by the Board of Directors and published, when applicable, on the CNMV website; and
    - (viii) Review the functioning and effectiveness of the Company's whistleblower system by reviewing regular reports and key metrics.
  4. Any other tasks assigned to the Audit Committee by law, the Bylaws or the Board of Directors.

### **CHAPTER III.- COMPOSITION**

#### **Article 11.- Quantitative and qualitative composition**

1. The Audit Committee comprises five (5) directors, all of which must be non-executive directors. Executive directors and senior executives may also attend Audit Committee meetings when expressly agreed by the committee members. At least three (3) members of the Audit Committee must be independent directors, and each of them, and in particular the Committee Chairman will be appointed on the basis of their knowledge and experience in accounting, auditing and risk management, and financial and non-financial reporting.

2. The proposal and appointment of Audit Committee members must procure diversity of composition, in particular with respect to gender, professional experience, sector-specific knowledge and geographic origin to encourage the expression of differing point of view and positions.
3. Audit Committee members, as Board members, are presumed to have the experience and knowledge of management, economics, finance and business necessary in all good directors. Nonetheless:
  - (i) Collectively, they must have pertinent technical knowledge related to the industry to which the Company belongs; and
  - (ii) At least one of the Audit Committee member must be designated having equal regard to his knowledge and experience in matters of accounting, audit or both.

In addition to the foregoing, when proposing and appointing Audit Committee members and officers, the Appointments and Remuneration Committee must procure that:

- (i) The Committee Chairman has knowledge, aptitudes and experience suitable to the functions she/he is called to perform in matters of accounting, audit or risk management;
- (ii) Audit Committee members, collectively, have aptitudes in financial and internal control matters; and
- (iii) At least one Audit Committee member has experience in information technology (IT), among other reasons, so as to provide effective supervision of internal control and risk management systems (which generally use complex computer applications) and so as to be able to make a suitable assessment of new emerging risks, such as that of cybersecurity.

#### **Article 12.- Posts**

1. The Audit Committee will appoint a Committee Chairman from among the independent Audit Committee members. The Committee Chairman must be replaced every four (4) years and can be re-elected, provided that one (1) year has elapsed since the end of her/his term, notwithstanding her/his continuity or re-election as an Audit Committee member.

The Committee Chairman, among other aspects:

- (i) must have sufficient capacity and availability to provide the Audit Committee with greater dedication than its other members;
- (ii) must maintain regular contact with key staff involved in the Company's governance and management;
- (iii) will be the person who channels and furnishes the necessary information and documentation to the other Audit Committee members, in time for them to be able to analyse it prior to Audit Committee meetings; and
- (iv) with a view to favouring the diversity of opinion that enriches the Audit Committee's analyses and proposals, will ensure that Audit Committee members participate

freely in deliberations and will foster constructive dialogue among its members, promoting free speech and a critical attitude.

2. The Secretary of the Audit Committee shall be the person selected by the Committee and may or may not be a director.

#### **Article 13.- Term of office**

1. Audit Committee members will hold office for as long as their appointment as Company directors remains in force, unless the Board resolves otherwise. The renewal, re-election and removal of directors making up this Audit Committee will be governed by what is resolved by the Board.
2. Audit Committee members re-elected as Company directors by resolution of the Shareholders' Meeting will continue to hold office on the Audit Committee provided that the Board so resolves.

#### **Article 14.- Removal from office**

Audit Committee members will be removed from office:

- (i) when they cease to be Company directors;
- (ii) when, despite continuing to be Company directors, they cease to be non-executive directors;
- (iii) by resolution of the Board;
- (iv) when their presence on the Board may put the Company's interests at risk or when the reasons for which they were appointed disappear. In particular, directors shall be obliged to inform the Board of Directors, and if applicable, resign when situations arise that affect them, whether or not they are related to their actions in the Company, that could damage the Company's credit and reputation and, in particular, any criminal case in which they are under investigation, as well as any subsequent procedural events.

#### **Article 15.- Training plan**

1. New members of the Audit Committee will complete the Board Welcome Program that covers the role of the Audit Committee, up-to-date knowledge of new accounting legislation, specific regulatory framework of the Company's activity, internal and external audit, risk management, internal control, technological advances significant to the Company, the Audit goals, workings of other Committees, time commitment, comprehensive overview of the Company and its operations and its reporting duties.
2. The Audit Committee members will participate in a periodic training program to ensure that they have up-to-date knowledge of new accounting legislation, the specific regulatory framework of the Company's activity, internal and external audit, risk management, internal control and the technological advances significant to the Company.

### **CHAPTER IV.- FUNCTIONALITY**

## **Article 16.- Annual working plan**

1. Prior to the commencement of each year, the Audit Committee will approve an annual working plan that covers at least:
  - (i) the specific objectives for each of the Audit Committee's functions, especially for any that are new or refer to the most relevant matters;
  - (ii) the organization of the information and agenda for meetings, planning fixed sections (matters discussed habitually) and matters to be discussed only at certain meetings;
  - (iii) meetings or other periodic forms of communicating with Company directors, with the Global Director of the Internal Audit and Compliance and with the external auditor; and
  - (iv) the training deemed appropriate for the correct performance of the Audit Committee's functions.
2. When preparing the plan, regard must be held to the fact that the responsibilities of Audit Committee members are fundamentally supervisory and advisory, and that they should not take part in enforcement or management functions specific to the management and the executive bodies of the Company.

## **Article 17.- Meetings**

1. The Audit Committee shall hold ordinary meetings on a quarterly basis in order to review the periodic financial information to be submitted to the securities market authorities and the information that the Board of Directors must approve and include in its annual public disclosures. The Audit Committee shall also meet when so requested by any of its members and whenever convened by the Committee Chairman, who must call a meeting whenever the Board of Directors of the Company or the Board Chairman requests that the Audit Committee issue a report or adopt a resolution, and, in any event, whenever a meeting is considered advisable for the proper pursuit of its functions.
2. Meetings shall be held in English with simultaneous translation into Spanish if required, unless all the directors present at the meeting fluently speak Spanish in which case, the relevant meeting will be held in Spanish.

## **Article 18.- Notice of meetings**

1. Ordinary meetings of the Audit Committee shall be called through a letter sent by registered mail or email, authorized with the signature of the Committee Chairman or that of the Secretary on the instructions of the Chairman. The call notice shall be served at least five (5) days in advance and shall always include the meeting agenda. The Committee Chairman may call special Audit Committee meetings when, in her/his opinion, the circumstances so dictate; in this case, the aforementioned advance notice period shall not apply. The Audit Committee shall be deemed validly assembled without need for prior call if all its members are present, either in person or by proxy, and unanimously agree to hold a meeting.
2. Resolutions taken at Audit Committee meetings held by videoconference, conference call or other remote communication means shall be valid provided that no committee member

objects to the procedure, that the members have the means necessary for the purpose and that they mutually recognize one another, which must be expressly placed on record in the meeting minutes.

#### **Article 19.- Venue**

1. Audit Committee meetings will be held at the venue indicated in the call notice.
2. Audit Committee meetings may be held at various venues connected with each other by systems that permit the recognition and identification of attendees, ongoing communication between them, participation and voting, all in real time. In such case, the Audit Committee meeting shall be considered a single meeting held at the registered office.

#### **Article 20.- Constitution**

1. The Audit Committee shall be deemed validly assembled when at least the majority of the Audit Committee members are present in person or by proxy.
2. The Audit Committee secretary will act as the meeting secretary. In the event of vacancy, illness, impossibility or absence of the Audit Committee secretary, the secretary will be the person designated by the Audit Committee for such purpose.
3. Audit Committee members are required to do everything in their power to attend Audit Committee meetings. When they absolutely cannot attend in person, they may grant proxy to another Audit Committee member in writing, specifically for each meeting, providing the pertinent voting instructions and notifying the Chairman Committee of the proxy appointment. Independent directors may only grant proxy to another independent director.

#### **Article 21.- Resolutions**

1. Audit Committee resolutions shall be adopted by a majority of the members in attendance, in person or by proxy. In the event of a tie, the Committee Chairman shall not have the casting vote.
2. Resolutions will be recorded in minutes signed by the Committee Chairman and the secretary, or by whomever is standing in for them. Resolutions should be approved at the same meeting or at the meeting held immediately thereafter and they will be recorded in a book of Audit Committee resolutions.
3. The Audit Committee shall report on and be accountable for its activities in the first plenary meeting of the Board of Directors following the committee's own meeting. Minutes of the Audit Committee meetings shall be drafted and kept in both English and Spanish and sent to all members of the Audit Committee. The minutes shall also be made available to the members of the Board of Directors.
4. Provided that no Audit Committee member objects, resolutions may be adopted by written consent and without a meeting.

#### **Article 22.- Conflicts of interest**

Where the matters to be discussed at Audit Committee meetings have a direct impact on any Audit Committee members or on persons related to them and, in general, where said Audit

Committee member is subject to a conflict of interest, she/he must refrain from attending and participating in deliberations that relate to matters in which she/he is in a situation of conflict of interest, and will be discounted from the number of Audit Committee members used to calculate quorum and majorities in connection with the matter in question.

#### **Article 23.- Attendance**

1. At the request of the Committee Chairman, by way of a petition addressed for such purpose to the Chairman of the Board, any director may be asked to attend an Audit Committee meeting.
2. The Audit Committee may request the presence of any member of management or any Company employee, even ordering their appearance without the presence of another executive. These individuals shall be obliged to attend the meetings of the Audit Committee and to cooperate and provide access to the information in their possession.
3. The Audit Committee may require the external auditor of the Company or of any entity forming part of the group to attend an Audit Committee meeting, provided that there is no legal barrier to such attendance.
4. The presence of managers or other directors, whether or not executive, at Audit Committee meetings will be occasional and only if necessary, following an invitation by the Committee Chairman, and will be limited strictly to those items on the agenda for which they are invited.

### **CHAPTER V.- RELATIONS**

#### **Article 24.- Relations with the Board of Directors**

The Committee Chairman will inform the Board of Directors of the matters discussed and the resolutions adopted at its meetings at the first Board meeting held after each Audit Committee meeting.

#### **Article 25.- Relations with the Internal Audit and Compliance Department**

1. The Audit Committee will propose to the Board for its approval, with the favourable report of the Appointments and Compensation committee, the appointment and the removal of the Global Director of the Internal Audit and Compliance.
2. The Audit Committee will ensure that the members of the internal audit and compliance department have access to the necessary documentation and staff and will aid them in the use of suitable research techniques without any barrier whatsoever.
3. The Audit Committee will guide and supervise the activities of the internal audit and compliance department, for which purpose it will approve an annual working plan. As an integral part of the plan, the Audit Committee will approve the budget of the internal audit and compliance department and for the Ethics Committee.
4. The Global Director of the Internal Audit and Compliance will report directly to the Audit Committee on any possible incidents or scope limitations arising during the development of its annual working plan, as well as the results and monitoring of its recommendations, shall report directly to it on its execution and will submit an activities report to the Audit Committee at the end of each fiscal year.

5. The Global Director of Internal Audit and Compliance shall assist the Committee Chairman in the preparation of the agenda of the Audit Committee meetings and, when so required by the Chairman, shall also assist her/him in the preparation of the contents and presentation of such contents to the Committee members during the Audit Committee meetings.

#### **Article 26.- Relations with the External Auditor**

1. Communications and meetings with the external auditor must respect the latter's independence, must be smooth and ongoing and must discuss, inter alia, the following matters:
  - (i) the suitability of the consolidation perimeter;
  - (ii) opinions, methods, assessments and estimates made, where they have a significant impact on the financial statements and related non-financial statements;
  - (iii) changes to significant accounting principles applied;
  - (iv) significant internal control weaknesses; and
  - (v) significant adjustments identified by the external auditor or resulting from the reviews performed by the internal audit department, and the position taken by the management in connection therewith.
2. Communications with the external auditor must be projected on an activities calendar and an annual meeting agenda; most meetings will be held without the presence of Company management and will include all matters with a potential influence on the external auditor opinion and on the independence of the external auditor.
3. The Audit Committee must at all times abide by the general principle of independence of the external auditor and the latter's duty not to participate in any way in the Company's management or in the decision-making of any of the Company's bodies, including the Audit Committee itself.

### **CHAPTER VI.- PREROGATIVES OF THE AUDIT COMMITTEE, DUTIES OF ITS MEMBERS AND EVALUATION OF ITS FUNCTIONING**

#### **Article 27.- Prerogatives**

1. The Audit Committee may access, without restriction, any employee or any type of information or documentation available to the Company in connection with the matters under the Audit Committee's authority and deemed necessary by the Audit Committee for the performance of its functions.
2. The Audit Committee may also enlist, with a charge to the Company, the cooperation or advisory services of external professionals, who must address their reports directly to the Committee Chairman. In such case, the Audit Committee must prevent any conflicts of interest from jeopardizing the independence of the external advice received.



### **Article 28.- Duties of the members of the Audit Committee**

1. Audit Committee members must act with independence of criteria and of action with respect to the rest of the organization and must perform their work with the utmost professional diligence and skill.
2. Audit Committee members will be subject, as such, to all the duties of a director pursuant to the Board Regulations, insofar as they apply to the functions performed by the Audit Committee.

### **Article 29.- Evaluation. Activity Report**

1. The Audit Committee shall assess its own performance independently to reinforce its functioning and improve planning for the following year.
2. The Audit Committee shall prepare an annual report on its activities, highlighting the main incidents arising, if any, in relation to its functions. Moreover, where the Audit Committee sees fit, it may include in such report proposals to improve the governance rules of the Company. Audit Committee reports shall be made available to shareholders and investors on the Company website along with the rules and regulations of the Audit Committee.
3. The Audit Committee's activity report will include the following:
  - (i) Rules and regulations of the Audit Committee;
  - (ii) Composition of the committee throughout the year, including the category and length of service of each member;
  - (iii) Role performed in practice throughout the year by the Audit Committee;
  - (iv) Meetings held in the year and number of persons present, including invitees who are not members of the committee;
  - (v) Significant activities carried out in the period in relation to financial reporting, related-party transactions, corporate social responsibility policy, risk management and control, internal audit, statutory auditor, compliance functions, follow-up of the Audit Committee's own action plans and the nature and scope of any communications with regulators;
  - (vi) Assessment of the functioning and performance of the Audit Committee, and methods used to evaluate its effectiveness;
  - (vii) Information on the audit committee's opinion on the independence of the statutory auditor;
  - (viii) Disclosure of the practical guides on Audit Committee being followed; and
  - (ix) Conclusions.

### **Article 30.- Entry into force**

These Regulations are valid for an indefinite period, shall enter into force on the day following the date of its approval by the Board of Directors and shall apply to all Audit Committee members after the date of entry into force.



**SCHEDULE I**  
**ACCEPTANCE OF THE REGULATIONS**

Mr./Ms. [•]  
Secretary of the Board  
FLUIDRA, S.A.  
Avenida Francesc Maciá, núm. 60, planta 20  
08208 Sabadell (Barcelona)

[Place], on [•] [•], [•]

I hereby state that I have been duly informed of the content of the Regulations of the Audit Committee of FLUIDRA, S.A., that I am aware of, understand and accept said Regulations and that I undertake to fulfill all obligations falling to me thereunder.

Sincerely,

Signed:  
[Name]  
[Member of the Audit Committee/Secretary]