

## FLUIDRA, S.A.

### CALL NOTICE TO THE ANNUAL SHAREHOLDERS' MEETING

The Board of Directors of Fluidra, S.A. ("**Fluidra**" or the "**Company**"), at the meeting held on March 25, 2021, resolved to call the Company's Annual Shareholders' Meeting, to be held by electronic means exclusively — i.e. without the shareholders or their proxies attending physically or in person —, on **May 6, 2021, at 12:30 hours, at first and single call**, to discuss the following

#### AGENDA

1. Approval of the annual financial statements and of the management report, both of the Company and of its consolidated group of companies, for the financial year ended December 31, 2020.
2. Approval of the non-financial information consolidated statement of Fluidra, S.A. for the financial year ended December 31, 2020.
3. Approval of the proposed allocation for the financial year ended December 31, 2020.
4. Approval of the management by the Board of Directors during the financial year 2020.
5. Shareholder remuneration: distribution of dividends out of reserves.
6. Re-election of Directors:
  - 6.1. Re-election of Mr. Eloy Planes Corts as Director of the Company.
  - 6.2. Re-election of Mr. Bernardo Corbera Serra as Director of the Company.
  - 6.3. Re-election of Mr. Óscar Serra Duffo as Director of the Company.
7. Amendment of the following articles of the Company's Articles of Association:
  - 7.1. Creation of article 28.bis (attendance by electronic or telematic means) and amendment of articles 29 (representation at meetings), 31 (remote voting prior to the General Meeting) and 33 (deliberation and adoption of resolutions).
  - 7.2. Amendment of article 45 (delegate bodies of the Board).
8. Amendment of the following articles of the Company's Shareholders' Meeting Regulations:
  - 8.1. Creation of article 10.bis (remote assistance) and amendment of articles 7 (call notice), 8 (publication of information on the corporate website as from the date of the call), 10 (right to attend), 12 (representation), 14 (planning, resources and venue for the shareholders' meeting), 18 (register of shareholders), 19 (preparation of the list of attendees) and 23 (voting using means of distance communication prior to the shareholders' meeting).

- 8.2. Amendment of article 27 (publication of resolutions).
9. Approval of the directors' compensation policy for 2022, 2023 and 2024.
10. Consultative vote on the annual report on directors' compensation for financial year 2020.
11. Delegation of powers to notarize, construe, supplement, implement, remedy and execute the resolutions adopted by the Shareholders' Meeting.

### **Holding of the Shareholders' Meeting without the shareholders and proxies attending physically**

Royal Decree-Law 5/2021 of March 12, 2021, on extraordinary measures to support the solvency of businesses in response to the COVID-19 pandemic, has amended the provisions of article 3.1.a) of Royal Decree-Law 34/2020 of November 17, 2020 on urgent measures to support the solvency of businesses and the energy sector and in the tax field, allowing the holding of Shareholders' Meetings by electronic means exclusively throughout 2021, with the rights of minority shareholders who are unable to travel physically to the place where the Shareholders' Meeting is held being guaranteed.

In this respect, in light of the current extraordinary circumstances generated by the Covid-19 pandemic, the restrictions imposed by the authorities, and their recommendations in relation to mobility and the holding of meetings, and in order to protect general interests and health, the Board of Directors of Fluidra, in its meeting of March 25, 2021, has resolved that the Shareholders' Meeting shall be held by electronic means exclusively, without the shareholders and their proxies attending physically.

The measures set out in this call notice are compatible with compliance with corporate obligations and allow shareholders' voting rights to be fully guaranteed.

The attendance of the members of the Board of Directors by conference call or video-conference is envisaged, in the terms stipulated in article 180 of the Capital Companies Law. In this respect, the meeting shall be deemed held at the registered office, irrespective of the location of the Chairman of the Board.

The Chairman shall only invite or authorize the attendance at the Shareholders' Meeting of whatever internal and external collaborating personnel may be strictly necessary to enable the Shareholders' Meeting to be held.

### **Right of attendance**

Any shareholder, regardless of the number of shares he holds, provided that the shares are entered in his name on the book entry record at least five (5) days in advance of the date on which the Shareholders' Meeting is to be held, may attend such Meeting electronically.

The mechanisms to be used to attend the Shareholders' Meeting electronically will be made available in the section dedicated to the 2021 Shareholders' Meeting of Fluidra's corporate website ([www.fluidra.com](http://www.fluidra.com)) in the terms stipulated below.

Electronic attendance at the Shareholders' Meeting shall be subject to the provisions of the Law and to the following basic rules, which shall be supplemented and elaborated upon by those published on the Fluidra corporate website ([www.fluidra.com](http://www.fluidra.com)):

- i. **Identification and prior registration:** Shareholders wishing to attend the meeting electronically must pre-register in the section of the Company's website relating to the 2021 Shareholders' Meeting ([www.fluidra.com](http://www.fluidra.com)), as from 00:00 hours (CET) on May 6, 2021 and up to 12:30 hours (CET) on May 6, 2021. After that time, no prior registrations will be accepted for the exercising of rights of attendance.

In the case of proxy appointments, such appointments must have been made prior to the Meeting date.

Shareholders (or their proxies where appropriate), having pre-registered within the period stipulated above, may attend and vote at the Shareholders' Meeting electronically, by logging in on the scheduled meeting day.

- ii. **Login and attendance:** so that the electronic attendance systems can be properly managed, shareholders (or their proxies) who have pre-registered to attend the Shareholders' Meeting pursuant to point (i) above must log in to the Company's website ([www.fluidra.com](http://www.fluidra.com)) between 10:30 hours and 12:30 hours (CET) on May 6, 2021, and identify themselves in the manner indicated in the pertinent instructions.

Electronic attendance of the Meeting by shareholders (provided the Meeting is constituted) will render ineffective any vote or proxy appointment made previously, through any other procedure established by the Company.

- iii. **Participation:** in accordance with the Capital Companies Law, addresses to the meeting and proposed resolutions or requests for information or clarification which persons who are to attend electronically intend to make in accordance with the law, must be submitted to the Company in writing and, in all cases, in the form, terms and conditions established on the aforementioned Company website, before the submission deadline set by the Chairman or, as the case may be, by the Secretary of the Shareholders' Meeting, during the course of the Meeting. Persons attending electronically who wish to have their addresses recorded in the Meeting minutes must expressly indicate this in the text submitted.
- iv. **Voting:** Votes on proposals included as agenda items may be cast from the time the shareholder (or proxy where appropriate) logs in up to the point at which the Chairman or, as the case may be, the Secretary of the Meeting, announces the close of voting on resolution proposals included as agenda items. With respect to resolution proposals on matters that, by law, do not need to be included as agenda items, shareholders or proxies attending electronically may vote as from the moment said proposals are read and opened for voting. The procedures established in the Articles of Association and in the Shareholders' Meeting Regulations will be followed when voting on resolution proposals. Shareholders or proxies attending the Shareholders' Meeting electronically may place on record any reservations they deem appropriate regarding the constitution of the Shareholders' Meeting.
- v. **Other issues:** The Company may adapt, with the proper safeguards, the procedures for electronic attendance of the Shareholders' Meeting in the case of shareholders resident

outside Spain, qualified investors and other similar cases.

It is the exclusive responsibility of shareholders (or of their proxies) to safeguard the login and identification credentials needed to access and use the electronic attendance service. In the case of legal entity shareholders, said entities must give notice of any change in or revocation of the powers granted to their representatives; accordingly, the Company shall accept no liability until such notice has been served.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for attending the Shareholders' Meeting electronically when so required or necessary for technical reasons or reasons of security. The Company will not be liable for any loss or damage caused to shareholders as a result of malfunctions, overloads, line failures, failed connections or any other contingency of the same or a similar nature, beyond the control of Fluidra, that prevent utilization of the mechanisms for attending the Shareholders' Meeting electronically. Consequently, such circumstances will not constitute an unlawful privation of shareholder rights. If any of the circumstances referred to in this section should arise, shareholders will be duly informed via the Company's website ([www.fluidra.com](http://www.fluidra.com)) with the shortest possible delay.

### **Right of representation**

Any shareholder having the right to attend the Shareholders' Meeting may grant powers of representation to another person, who need not be a shareholder, to attend the Meeting electronically, subject to the requirements and compliance with the formalities required by the law, by article 29 of the Articles of Association and by article 12 of the Shareholders' Meeting Regulations. Company shareholders entitled to vote who do not attend the Shareholders' Meeting may, prior to the holding of the Meeting, grant their proxies (i) by completing and signing the attendance card issued by the entity or entities responsible for the book entry of the shares or (ii) electronically through the system provided for this purpose on the Company's website ([www.fluidra.com](http://www.fluidra.com)).

The document granting the proxy shall include, at least, the following statements: date and agenda of the Shareholders' Meeting, the identity of the principal and of the representative, the number of shares held by the shareholder granting the proxy and voting instructions of the shareholder granting the proxy as regards each of the items on the agenda. If no precise instructions are given, it will be deemed that the vote must be cast in favor of the proposals for resolutions made by the Board of Directors.

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

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

If the appointed representative is affected by a conflict of interest in the voting on any of the proposals submitted to the Shareholders' Meeting, and the principal did not give precise instructions, the proxy will be deemed granted to either of the other two persons mentioned in the preceding paragraph, who is not affected by such circumstance.

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

- i. By ordinary mail to "Fluidra, S.A. (Attn. Junta General de Accionistas), Avenida Francesc Macià, 60, planta 20, 08208 Sabadell (Barcelona)."
- ii. Using the "pre-stamped" envelope attached, as the case may be, to the attendance card.
- iii. By delivery at the aforementioned address.
- iv. By e-mail to [accionistas@fluidra.com](mailto:accionistas@fluidra.com).

The Company's shareholders with voting rights who do not attend the General Meeting may, in addition, grant their proxy electronically through the system set up for this purpose on the Company's website ([www.fluidra.com](http://www.fluidra.com)). The procedure to be followed by the shareholder to exercise these rights is explained therein.

If a shareholder grants a proxy to the chairman of the Board of Directors, to the secretary of the Board of Directors or to the secretary of the Shareholders' Meeting, the shareholder must send the duly completed and signed attendance card to the registered office or confer their representation electronically through the system set up for this purpose on the Company's website.

Any shareholder granting a proxy by mail undertakes to notify the designated representative of the proxy granted for its acceptance. It will be deemed that the proxy has been accepted when the representative sends to the Company (either by ordinary mail, email or by delivery to the registered office) the card for attendance, proxy and remote voting by filling in the space reserved for remote voting.

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

In order to be valid, the representation conferred by ordinary mail, by email or electronically through the system enabled for this purpose, must be received by the Company before 11:30 hours on the day the Shareholders' Meeting is held.

Powers of representation shall in all cases be revocable and the casting of votes or personal attendance of the shareholder represented at the Meeting shall imply their revocation.

## Right to information

Upon publication of this call notice, in compliance with legislation in force, in the Articles of Association and in the Shareholders' Meeting Regulation, the shareholders and any other persons entitled to do so under prevailing legislation may examine at the registered office of the Company and consult on Fluidra's corporate website ([www.fluidra.com](http://www.fluidra.com)) the documents set out below, and obtain from the Company the delivery or sending free of charge of a copy of such documents:

- The full text of the call notice to the Shareholders' Meeting.
- The full texts of the proposed resolutions for each and every agenda item issued by the Board of Directors.
- Annual Financial Statements and Management Report of the Company and of its consolidated group of companies, for the financial year ended December 31, 2020, which include the statement of non-financial consolidated information of the Company.
- Report issued by the auditor in respect of the Annual Financial Statements of the Company and of its consolidated group of companies, for the financial year ended December 31, 2020.
- Annual Report on compensation of directors for financial year 2020.
- Annual corporate governance Report for financial year 2020.
- Annual Audit Committee Activities Report for financial year 2020.
- Annual Appointments and Compensation Committee Activities Report for financial year 2020.
- Report by the Audit Committee on the independence of the external auditor.
- Explanatory report by the Board of Directors on the proposal to re-elect Mr. Eloy Planes Corts as an executive director.
- Explanatory report by the Board of Directors on the proposal to re-elect Mr. Bernardo Corbera Serra as a proprietary director.
- Explanatory report by the Board of Directors on the proposal to re-elect Mr. Óscar Serra Duffo as a proprietary director.
- Explanatory report by the Appointments and Compensation Committee on the proposal to re-elect Mr. Eloy Planes Corts as an executive director.
- Explanatory report by the Appointments and Compensation Committee on the proposal to re-elect Mr. Bernardo Corbera Serra as a proprietary director.
- Explanatory report by the Appointments and Compensation Committee on the proposal to re-elect Mr. Óscar Serra Duffo as a proprietary director.

- Reasoned proposal on the approval of the directors' compensation policy for the years 2022, 2023 and 2024, including the text of such policy and the specific report on it issued by the Appointments and Compensation Committee.
- Total number of shares and voting rights on the date of the call notice.
- Articles of Association of the Company currently in force.
- Resulting text of the Company's Articles of Association if the amendments proposed to the Shareholders' Meeting are approved.
- General Shareholders' Meeting Regulations currently in force.
- Resulting text of the Shareholders' Meeting Regulations if the amendments proposed to the Meeting are approved.
- Combined report issued by the Board of Directors in relation to the amendment of the Articles of Association and of the Company's Shareholders' Meeting Regulations, proposed as points 7 and 8 on the Agenda.
- The Board Regulations.
- The Audit Committee Regulations.
- The Appointments and Compensation Committee Regulations.

The shareholders, through a written notice, may ask the directors, until the fifth (5<sup>th</sup>) day before that proposed for the Shareholders' Meeting, said date included, to provide information or clarifications, or submit questions on the items on the agenda or on the information accessible to the public reported by the Company to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last Shareholders' Meeting was held, and on the auditor's report. The above notwithstanding, in light of the situation in relation to the Covid-19 pandemic, the period allowed for the exercising of information rights prior to the Shareholders' Meeting is extended up to 12:00 noon of the day immediately preceding that on which the Shareholders' Meeting is to be held.

Shareholders may send their requests for information to the Company, delivering them to the registered office or by e-mail to [accionistas@fluidra.com](mailto:accionistas@fluidra.com). Requests received after the fifth (5<sup>th</sup>) day prior to the scheduled date of the Shareholders' Meeting may be answered at the Shareholders' Meeting itself or up to the seventh day following the meeting.

Requests for information shall conform to the rules established in article 9 of the Shareholders' Meeting Regulations. Likewise, pursuant to article 518 of the Spanish Capital Companies Law (Ley de Sociedades de Capital) and article 8 of the Shareholders' Meeting Regulations, from the date of this call notice to the date of the Shareholders' Meeting, shareholders who so desire may consult the information referred to in said articles on the Company's corporate website ([www.fluidra.com](http://www.fluidra.com)).

Moreover, requests for information or clarification made by persons attending electronically will be answered either during the course of the Shareholders' Meeting or during the seven (7) days following the Meeting, in writing, pursuant to the provisions of the Capital Companies Law.

## **Voting by remote communication means prior to the holding of the Shareholders' Meeting**

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

Shareholders having voting rights who do not attend the Shareholders' Meeting may, before the meeting is held, cast their vote by ordinary mail or e-mail. To cast the vote before the Shareholders' Meeting is held, by ordinary mail or e-mail, the shareholders must complete and sign the relevant attendance card.

Shareholders may cast their vote by ordinary mail or e-mail provided that the shares they hold are entered on the relevant book entry record at least five (5) days in advance of the date of the Shareholders' Meeting. After the attendance card has been completed and signed, it may be sent to the Company through the following procedures:

- i. By ordinary mail to "Fluidra, S.A. (Attn. Junta General de Accionistas), Avenida Francesc Macià, 60, planta 20, 08208 Sabadell (Barcelona)."
- ii. Using the "pre-stamped" envelope attached, as the case may be, to the attendance card.
- iii. By delivery at the aforementioned address.
- iv. By e-mail to [accionistas@fluidra.com](mailto:accionistas@fluidra.com).

In order to be valid, votes cast by ordinary mail or e-mail must be received by the Company before 11:30 a.m. on the day the Shareholders' Meeting is held. Otherwise, the proxy shall be deemed not to have been granted and the vote shall be deemed not to have been cast, unless receipt of the proxy later but before the holding of the Shareholders' Meeting makes it possible to carry out the due checks and calculations for the preparation and holding of the Shareholders' Meeting.

## **Personal Data Protection**

The personal data that the shareholders send to Fluidra to exercise their rights of attendance, proxy and vote at the Shareholders' Meeting, to participate in the Shareholders' Electronic Forum, as well as to fulfil any other legal obligations arising from the call notice or holding of the Shareholders' Meeting, or which are furnished by banks and broker-dealers and securities brokers where the shareholders have deposited their shares, through the entity legally authorized to keep the register of book entries, will be processed for the purpose of managing the development, fulfilment and control of the shareholder relationship existing in relation to the call notice and holding of the Shareholders' Meeting (including but not limited to the call notice and the holding



of the Shareholders' Meeting and its disclosure). These data can be shared with the notary who draws up the minutes of the meeting. They may also be transferred to third parties in exercise of the right to information contained in the law.

In addition, we comply with our obligation to inform you that your data will be completed at the Shareholders' Meeting with your attendance and exercise of voting right at the Shareholders' Meeting. We inform you that such data form part of a filing system owned by Fluidra for management of the interests of the shareholders. You may exercise your rights of access, cancellation, rectification and objection at the following address: Avda. Francesc Macià, 60, planta 20, 08208 Sabadell (Barcelona). If the attendance card includes personal data relating to individuals other than the holder, the shareholder must have the consent of these individuals for the disclosure of the personal data to Fluidra, S.A. and inform them of the aspects relating to personal data processing indicated in this call notice.

Shareholders must inform their representatives of the aspects set out in the preceding paragraphs, ensuring that their consent is duly provided. Furthermore, all other requirements applicable for the correct disclosure of personal data to Fluidra must be met. Fluidra, S.A. is not required to carry out any additional actions in terms of information or consent gathering.

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

The Board of Directors has decided to request the presence of a notary public to draw up the minutes of the meeting. The Notary may attend electronically using remote means of communication in real time which adequately ensure fulfillment of his/her notarial functions. The resolutions adopted and the results of the voting shall be published by the Company on its corporate website ([www.fluidra.com](http://www.fluidra.com)).

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

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

Said right must be exercised through duly attested notification of the supplement to the call notice, which must be received at the registered office within five (5) days after this call notice is published.

In addition, shareholders representing at least three per cent (3%) of the share capital may, within the term of five (5) days after the publication of this call notice, submit founded proposals for resolutions on items already included or that should be included on the agenda.

### **General Information**

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

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

Sabadell (Barcelona), March 26, 2020. The secretary non-member of the Board of Directors, Mr. Albert Collado Armengol.