

Avda. Francesc Macià, 60, planta 2C 08208 Sabadell (Barcelona) Tel. +34 93 724 39 0C Fax +34 93 724 29 92

## TO THE SPANISH SECURITIES COMMISSION

Fluidra, S.A. ("Fluidra"), pursuant to the provisions of article 228 of the Consolidated Securities Market Act approved by Legislative Royal Decree 4/2015, of 23 October, hereby issues the following:

## MATERIAL FACT

In relation to the merger process between Fluidra (as absorbing company) and Piscine Luxembourg Holdings 2 S.à r.l. (as absorbed company), notified for the first time by means of the material fact published on November 3, 2017 under number 258221 (the "Merger"), and following the material fact published on June 27, 2018 under number 267244, we hereby inform that on the date hereof, the Merger deed has been registered with the Barcelona Commercial Registry.

As a result of the foregoing:

- 1. The Merger has become effective.
- 2. Fluidra has issued 83,000,000 new shares, representing approximately 42.43% of Fluidra's share capital after completion of the Merger, which have been delivered to and subscribed by Piscine Luxembourg Holdings 1 S.à r.l., the sole shareholder of the absorbed company.
- 3. The resolutions approved by the shareholders of Fluidra at the Extraordinary General Shareholders' Meeting held on February 20, 2018, under item two of its agenda, pursuant to which the following articles of Fluidra's Bylaws were amended: article 2 (Corporate Purpose); article 3 (Corporate Domicile); article 33 (Deliberation and adoption of resolutions); article 36 (Composition of the Board of Directors), article 37 (Duration of office. Board statute), article 42 (Conduct of meetings) and article 45 (Delegate bodies of the Board); have become effective.

The recast text of Fluidra's Bylaws which include these amendments will be available on Fluidra's website (www.fluidra.com).

4. The resolutions approved by the shareholders of Fluidra at the Extraordinary General Shareholders' Meeting held on February 20, 2018, under item three of its agenda, pursuant to which: (i) the resignation of Dispur, S.L. as director of Fluidra was acknowledged and accepted; (ii) Mr. Bruce Brooks was appointed as director of Fluidra with the category of executive director; (iii) Mr. M. Steven Langman was appointed as director of Fluidra with the category of proprietary director; (iv) Mr. Sebastien Mazella di Bosco was appointed as director of Fluidra with the category of proprietary director; and (v) Mr. José Manuel Vargas Gómez was appointed as director of Fluidra with the category of proprietary director; have become effective.

## **FLUIDRA**



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- 5. The resolution approved by the shareholders of Fluidra at the Extraordinary General Shareholders' Meeting held on February 20, 2018, under item four of its agenda, pursuant to which article 25 (Adoption of resolutions and conclusion of the Shareholders' Meeting) of the Shareholders' Meeting Regulations was amended has become effective.
  - The recast text of the Shareholders' Meeting Regulations of Fluidra which include these amendments will be available on Fluidra's website (www.fluidra.com).
- 6. The refinancing the debt capital structure of the Fluidra and Zodiac's groups, notified for the first time by means of the material fact published on February 15, 2018 under number 2261590, has been completed.

Sabadell, July 2, 2018