

**REPORT BY THE APPOINTMENTS AND COMPENSATION COMMITTEE OF  
FLUIDRA, S.A. IN RELATION TO THE REELECTION AS PROPRIETARY  
DIRECTOR OF MR. BRUCE W. BROOKS, WHICH IS PRESENTED TO THE BOARD  
OF DIRECTORS TO BE SUBMITTED TO THE ANNUAL SHAREHOLDERS' MEETING**

## **1. Introduction**

In compliance with the provisions of section 6 of article 529 decies of the Capital Companies Law (the "**CCL**") and articles 5.2 and 17.1 of the Board of Directors Regulations of Fluidra, S.A. ("**Fluidra**" or the "**Company**") and of article 6(iii) of the Regulations of the Appointments and Compensation Committee of Fluidra, the Company's Appointments and Compensation Committee (the "**ACC**") issues this favorable report in respect of the proposal for the re-election of the director **Mr. Bruce W. Brooks** as a member of the Company's board of directors (the "**Report**"), with the category of proprietary director, representing the shareholding interest of Aniol, S.L., and its wholly owned subsidiary Piumoc Inversions, S.L.U., as shareholders of the Company.

## **2. Purpose of the Report**

This Report is prepared for the purpose of complying with the provisions of section 6 of article 529 decies of the CCL.

In evaluating the reelection proposal, the ACC has considered the following: (i) Recommendation 14 of the Code of Good Governance for Listed Companies and sections 3 and 5 of Technical Guide 1/2019 on appointments and compensation committees, approved by the CNMV on February 20, 2019; (ii) applicable rules, including those of the Board Regulations, the Appointments and Compensation Committee Regulations, and the Company's policy on the selection of directors; and (iii) the candidate's track record as a director of the Company; and (iv) the new category of proprietary director that he would acquire with the proposed re-election.

## **3. Aspects considered by the ACC**

### **3.1 Competence, experience and merits**

The view formed by the ACC is that Mr. Bruce W. Brooks has the competence, experience and merits necessary to hold office as a director of Fluidra, as is reflected in the curriculum vitae attached hereto as **Schedule** to this report.

Mr. Bruce W. Brooks has served as a director of the Company, with the category of executive (CEO), since July 2, 2018, and was re-elected to hold the same position for the last time on May 5, 2022, until his resignation as CEO of the Company, effective September 1, 2024, at which point he will transition to the role of director with the category of "other external" (as communicated to the CNMV as Privileged Information with entry registration number 2,260, on May 20, 2024, and as Other Relevant Information with entry registration number 30,342, on September 2, 2024).

The following aspects of the director's curriculum vitae are to be highlighted:

- His highly qualified professional profile for the discharge of the functions of proprietary director, due to his extensive experience as well as his training, experience and knowledge in the different management areas, with a professional career in various positions of responsibility in the international business arena.
- His knowledge of the Company's business. Specifically, the Board of Directors has valued his experience as CEO of the Company for over six (6) years, during which the Company has reached significant milestones, including the integration of the Zodiac group, several acquisitions, overcoming the challenges of the pandemic and sector normalization, as well as the implementation of the Simplification Program to boost margins and transform the company into a more agile organization.
- The combination of the candidate's attributes and skills, which will enable him to contribute to the tasks performed by the managing body for the supervision and control of Fluidra, as well as complement and enrich the skills chart of the Board of Directors as a whole.

Mr. Bruce W. Brooks' experience, background and professional profile indicate that he has the merits and competence required to be re-elected as director. His knowledge of the industry in which the Company operates is particularly recognized, in a highly competitive international market, where the candidate has demonstrated significant experience, having accumulated notable professional achievements throughout his career. In this sense, the Board of Directors considers that his professional profile contributes positively to complementing and enriching the skills chart of the Board of Directors as a whole.

## **3.2 Evaluation by the ACC**

### **3.2.1 Dedication**

As regards the level of dedication required to serve as director of Fluidra, it has been verified that Mr. Bruce W. Brooks other professional duties, which are indicated in the professional profile set out above, will allow him to effectively dedicate the appropriate time to the Board of Directors of Fluidra and to any Board committees of which he could become a member.

### **3.2.2. Suitability and appropriateness of his knowledge, skills and experience in relation to the professional profiles defined by the Board of Directors and the ACC.**

In the analysis of Mr. Bruce W. Brooks's suitability, much consideration has been given to his background and professional profile, which lend diversity to the Board. Having analyzed his curriculum vitae, the Board of Directors is of the opinion that his profile includes all the skills and experience necessary to hold office as director of Fluidra, making a valuable contribution by supplementing and enriching the competencies map of the Board as a whole, as has been demonstrated during the years in which he has served as a member of the Company's Board of Directors.

Mr. Bruce W. Brooks' professional career has been developed over more than six years as CEO of the Company, making him particularly knowledgeable about the specificities of the business the Company operates.

In this regard, his experience and knowledge in management areas, with significant international exposure in various leadership roles, bring substantial value to the Board of Directors.

### **3.2.3. Classing as a proprietary director**

The ACC has confirmed that the proposed candidate meets the requirements for re-election as a director with the category of proprietary, in accordance with article 529 duodecies of the CCL, representing the shareholder interest of Aniol, S.L., and its wholly owned subsidiary Piumoc Inversions, S.L.U., as shareholders of the Company.

## **4. Conclusions reached by the ACC**

The conclusion reached by the ACC in light of the foregoing is that the proposal to re-elect Mr. Bruce W. Brooks as a member of the Company's Board of Directors, for a period of two (2) years and as a proprietary director, is justified, and it has resolved unanimously to report in favor of such proposal for its subsequent submission, if appropriate, to the Company's Shareholders' Meeting.

### **Schedule**

Born in 1964, Bruce W. Brooks holds a Degree in Marketing from the University of Virginia. Bruce has significant experience in international management, after more than 20 years at Black & Decker Corporation. In 1986, shortly after obtaining his degree, he started his career at that company, where he held a number of different posts over the years, including group vice-president, president of the consumer product group, president of construction tools and vice-president of Latin America.

In 2011, he joined Zodiac Pool Solutions where he held the post of CEO. During his time at Zodiac, Bruce brought the company to an approach focused on the residential pool market, thus leading the company's financial resurgence after 2011.

In 2016, Bruce oversaw the successful transition of ownership from the Carlyle Group to the Rhône Group and in 2018 he played a decisive role in the plan to integrate with Fluidra.

Throughout his career, Bruce has shown great skill in the management and development of existing companies as well as in their expansion into new markets, at both domestic and international level and is highly valued for his strategic reasoning and his capacity to develop and execute systems and processes with the successful attainment of short and long-term goals. Bruce held the post of CEO of Fluidra until September 2024 and is currently a member of the Board of Directors of Fluidra.