

ISSUER IDENTIFICATION PARTICULARS

Year-end date:

31/12/2024

Tax Identification Code:

A-17728593

Registered name:

FLUIDRA, S.A.

Registered office:

AVENIDA ALCALDE BARNILS 69 08174 SANT CUGAT DEL VALLES (BARCELONA)

A. OWNERSHIP STRUCTURE

- A.1.** Complete the following table regarding the share capital and attached voting rights, including any rights corresponding to loyalty shares, at the year-end:

Indicate whether the company's Articles of Association provide for double votes for loyalty:

☐ Yes
☒ No

Date of last change	Share capital €	Number of shares	Number of voting rights
14/12/2022	192,129,070.00	192,129,070	192,129,070

The share capital of Fluidra S.A. (hereinafter "Fluidra" or the "Company") was decreased by € 3,500,000 on 14th December 2022, through the redemption of 3,500,000 shares with a par value of €1 each. The current share capital is € 192,129,070 divided into 192,129,070 shares with a par value of €1 each.

The corresponding capital decrease deed was granted on 15th December 2022 before the Notary Public of Barcelona Mr Ramón García-Torrent Carballo, under number 7440 of his protocol, and was filed with the Mercantile Registry on that same date. It was registered in the Mercantile Registry of Barcelona on 10th January 2023, with effects on the date of the filing entry, i.e. 15th December 2022.

Indicate whether there are different classes of shares with different rights attaching thereto:

☐ Yes
☒ No

- A.2.** List the direct and indirect holders of significant shareholdings in the company at the end of the year, including members of the board of directors who have a significant shareholding:

Name of shareholder	% voting rights attached to shares		% voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
RHÔNE CAPITAL LLC	0.00	11.67	0.00	0.00	11.67
Mr JUAN PLANES VILA	0.03	7.33	0.00	0.00	7.36
EDREM, S.L.	0.31	6.62	0.00	0.00	6.93
BOYSER, S.L.	1.17	6.63	0.00	0.00	7.80
CONCERTED ACTION	0.00	28.29	0.00	0.00	28.29
Mr MANUEL PUIG ROCHA	0.00	7.41	0.00	0.00	7.41
G3T, S.L.	5.73	0.00	0.00	0.00	5.73

Name of shareholder	% voting rights attached to shares		% voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
BLACKROCK EUROPEAN MASTER HEDGE FUND LIMITED	0.00	0.00	0.00	3.02	3.02
BLACKROCK INC.	0.00	1.20	0.00	5.00	6.20
PISCINE LUXEMBOURG HOLDINGS 1, S.A.R.L.	11.67	0.00	0.00	0.00	11.67
DISPUR, S.L.	0.73	6.60	0.00	0.00	7.33
PIUMOC INVERSIONS, S.L.U.	5.60	0.00	0.00	0.00	5.60
ANIOL, S.L.	0.63	5.60	0.00	0.00	6.23
MARATHON ASSET MANAGEMENT LIMITED	0.00	3.02	0.00	0.00	3.02
Mr ROBERT GARRIGOS RUIZ	0.00	6.23	0.00	0.00	6.23
CAPITAL RESEARCH AND MANAGEMENT COMPANY	0.00	5.31	0.00	0.00	5.31

All the percentage shareholdings mentioned above have been recalculated on the basis of the share capital following the capital decrease on 14th December 2022: € 192,129,070. Some of the percentages indicated on the website of the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores* – CNMV) have been calculated on the basis of the previous share capital of €195,629,070.

Breakdown of the indirect shareholdings:

Name of indirect shareholder	Name of direct shareholder	% voting rights attached to shares	% voting rights through financial instruments	% of total voting rights
RHÔNE CAPITAL LLC	PISCINE LUXEMBOURG HOLDINGS 1, S.A.R.L.	11.67	0.00	11.67
Mr JUAN PLANES VILA	DISPUR, S.L.	0.73	0.00	0.73
Mr JUAN PLANES VILA	DISPUR POOL, S.L.	6.60	0.00	6.60
Mr MANUEL PUIG ROCHA	SCHWARZSEE 2018, S.L.	7.41	0.00	7.41

Name of indirect shareholder	Name of direct shareholder	% voting rights attached to shares	% voting rights through financial instruments	% of total voting rights
BOYSER, S.L.	BOYSER CORPORATE PORTFOLIO, S.L.	6.63	0.00	6.63
EDREM, S.L.	EDREM CARTERA, S.L.U.	6.62	0.00	6.62
CONCERTED ACTION	DISPUR POOL, S.L.	6.60	0.00	6.60
CONCERTED ACTION	PIUMOC INVERSIONS, S.L.U.	5.60	0.00	5.60
CONCERTED ACTION	EDREM CARTERA, S.L.U.	6.62	0.00	6.62
CONCERTED ACTION	BOYSER CORPORATE PORTFOLIO, S.L.	6.63	0.00	6.63
ANIOL, S.L.	ANIOL, S.L.	0.63	0.00	0.63
ANIOL, S.L.	PIUMOC INVERSIONS, S.L.U.	5.60	0.00	5.60
CONCERTED ACTION	DISPUR, S.L.	0.73	0.00	0.73
CONCERTED ACTION	ANIOL, S.L.	0.63	0.00	0.63
CONCERTED ACTION	EDREM, S.L.	0.31	0.00	0.31
CONCERTED ACTION	BOYSER, S.L.	1.17	0.00	1.17

State the most significant movements in the shareholding structure that have occurred during the year:

Most significant movements

On 14th February 2024, T. ROWE PRICE ASSOCIATES, INC. reduced its shareholding, specifically to 2.98%, and is therefore now below the threshold of 3% of the Company's capital.

A.3. Disclose the shareholding, irrespective of the percentage, at the end of the year held by members of the board of directors who hold voting rights attached to shares in the company or through financial instruments, excluding directors identified in section A.2 above:

Name of director	% voting rights attached to shares (including loyalty votes)		% voting rights through financial instruments		% of total voting rights	Of the total % voting rights attributed to shares, indicate where applicable the % of additional votes attributed to	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Mr ELOY PLANES CORTS	0.25	0.00	0.00	0.00	0.25	0.00	0.00
Mr BRUCE WALKER BROOKS	0.21	0.00	0.00	0.00	0.21	0.00	0.00
Mr BRIAN MCDONALD	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Mr BERNARDO CORBERA SERRA	0.11	0.15	0.00	0.00	0.26	0.00	0.00
Mr OSCAR SERRA DUFFO	0.03	0.00	0.00	0.00	0.03	0.00	0.00
Mr BERNAT GARRIGOS	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of total voting rights held by members of the board of directors							8.16

Breakdown of the indirect shareholding:

Name of director	Name of direct shareholder	% voting rights attached to shares (including loyalty votes)	% voting rights through financial instruments	% of total voting rights	Of the total % voting rights attached to shares, indicate where applicable the % of additional votes attributed to loyalty shares
Mr BERNARDO CORBERA SERRA	BERAN CARTERA S.L.U	0.15	0.00	0.15	0.00

Breakdown of the total percentage of voting rights represented on the board:

Total % voting rights represented on the board of directors	53.85
---	-------

- The shareholder Piscine Luxembourg Holdings 1, S.A.R.L., a wholly owned subsidiary of Rhône Capital LLC, which has a shareholding of 11.67% in the Company's share capital, is represented on the Board of Directors of the Company through the proprietary directors Mr José Manuel Vargas Gómez and Mr Michael Steven Langman.
- The shareholder Boyser, S.L., which has a total shareholding, direct and indirect, of 7.80% in the Company's share capital, is represented on the Board of Directors of the Company through the proprietary director Mr Óscar Serra Duffo.
- The shareholder Edrem, S.L., which has a total shareholding, direct and indirect, of 6.93% in the Company's share capital, is represented on the Board of Directors of the Company through the proprietary director Mr Bernardo Corbera Serra.
- The shareholder Dispur, S.L., which has a total shareholding, direct and indirect, of 7.33% in the Company's share capital, is represented on the Board of Directors of the Company through the executive director Mr Eloy Planes Cortés.
- The shareholder Aniol, S.L., which has a total shareholding, direct and indirect, of 6.23% in the Company's share capital, is represented on the Board of Directors of the Company through the proprietary director Mr Bernat Garrigós Castro.
- The shareholders Schwarzsee 2018, S.L. (controlled by Mr Manuel Puig Rocha) and G3T, S.L. which have a total combined direct and indirect shareholding of 13.14% in the Company's share capital, are represented on the Board of Directors of the Company through the proprietary director Mr Manuel Puig Rocha.

A.4. State any family, commercial, contractual or corporate relationships between owners of significant shareholdings, insofar as they are known to the company, except where they are immaterial or derive from ordinary commercial transactions, except those reported in section A.6:

Name of related parties	Type of relationship	Brief description
No data		

- A.5.** State any commercial, contractual or corporate relationships between owners of significant shareholdings and the company and/or the group, except where they are immaterial or derive from ordinary commercial transactions of the company:

Name of related parties	Type of relationship	Brief description
No data		

- A.6.** Describe any relationships, unless insignificant for both parties, between significant shareholders or shareholders represented on the board and directors, or their representatives in the case of board members that are legal persons.

Explain, as the case may be, how significant shareholders are represented. Specifically, state those directors who have been appointed to represent significant shareholders, those whose appointments were proposed by significant shareholders, or are related to significant shareholders and/or companies in their group, specifying the nature of such ties. In particular, mention the existence, identity and post of members of the board, or representatives of directors, of the listed company who are in turn members of the board or their representatives in companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders:

Name of related director or representative	Name of related significant shareholder	Name of the group company of the significant shareholder	Description of relationship/post
Mr JOSÉ MANUEL VARGAS GÓMEZ	PISCINE LUXEMBOURG HOLDINGS 1, S.A.R.L.	RHÔNE CAPITAL LLC	José Manuel Vargas Gómez is General Director of Rhône Group
Mr MANUEL PUIG ROCHA	G3T, S.L.	G3T, S.L.	Manuel Puig Rocha was appointed at the proposal of the shareholder G3T, S.L. (together with Schwarzsee, 2018, S.L.) through a shareholders' agreement between the two companies dated 5 th May 2023.
Mr MANUEL PUIG ROCHA	SCHWARZSEE 2018, S.L.	MAVEOR, S.L.	Manuel Puig Rocha is Sole Director of Maveor, S.L.
Mr BERNARDO CORBERA SERRA	EDREM, S.L.	EDREM, S.L.	Bernardo Corbera Serra is CEO of Edrem, S.L.
Mr OSCAR SERRA DUFFO	BOYSER, S.L.	BOYSER, S.L.	Óscar Serra Duffo is chairman of the Board of Directors of Boyser, S.L.

Name of related director or representative	Name of related significant shareholder	Name of the group company of the significant shareholder	Description of relationship/post
Mr ELOY PLANES CORTS	DISPUR, S.L.	DISPUR, S.L.	Eloy Planes Corts is a director of Dispur, S.L.
Mr BERNAT GARRIGOS CASTRO	PIUMOC INVERSIONS, S.L.U.	ANIOL, S.L.	Bernat Garrigós Castro is CEO of Aniol, S.L.
Mr BRUCE WALKER BROOKS	PISCINE LUXEMBOURG HOLDINGS 1, S.A.R.L.	RHÔNE CAPITAL LLC	The appointment of Bruce Walker Brooks as a director was proposed by Rhône Group
Mr MICHAEL STEVEN LANGMAN	PISCINE LUXEMBOURG HOLDINGS 1, S.A.R.L.	RHÔNE CAPITAL LLC	Michael Steven Langman is General Director of Rhône Group

A.7. State whether the company has been notified of any shareholders' agreements affecting the company pursuant to the provisions of articles 530 and 531 of the Companies Act (*Ley de Sociedades de Capital*). If so, briefly describe these agreements and list the shareholders bound by them:

[☒] Yes
[☐] No

Parties to the shareholders' agreement	% share capital affected	Brief description of the agreement	Date of expiration of the agreement, if any
PISCINE LUXEMBOURG HOLDINGS 1, S.A.R.L., PIUMOC INVERSIONS, S.L.U., ANIOL, S.L., EDREM, S.L., DISPUR, S.L., BOYSER, S.L., EDREM CARTERA, S.L.U., DISPUR POOL, S.L., BOYSER CORPORATE PORTFOLIO, S.L.	39.96	On 03/11/2017 a shareholders' agreement was formalized by the same shareholders of Fluidra who are parties to the shareholders' agreement initially formalized on 05/09/2007 and Piscine Luxembourg Holdings 1, S.à.r.l. (controlled by Rhône Capital LLC), reported through Relevant Event no. 258222. This shareholders' agreement came into effect on 02/07/2018, which is the date of effects of the cross-border merger by absorption by Fluidra, S.A. (transferee) of Piscine Luxembourg Holdings 2 S.à.r.l. (transferor) reported by the Company through Relevant Event no. 258221.	Regulated in Clause 20 of the Agreement, available on www.fluidra.com , Shareholders and Investors, Corporate Governance, Shareholders' Agreements
G3T, S.L., SCHWARZSEE 2018, S.L.	13.14	On 05/05/2023, an agreement was formalized between the shareholders Schwarzsee 2018, S.L. (formerly Banelana, S.L.) and G3T, S.L. The	Regulated in Clause 3 of the Agreement, available on www.fluidra.com ,

Parties to the shareholders' agreement	% share capital affected	Brief description of the agreement	Date of expiration of the agreement, if any
		purpose of this agreement is to regulate the terms and conditions under which Schwarzsee 2018, S.L. And G3T, S.L. proposed to Fluidra the appointment of a proprietary director (Mr Manuel Puig Rocha) representing both shareholders, and how their rights as shareholders of Fluidra will be exercised for the implementation and management of the proposal made.	Shareholders and Investors, Corporate Governance, Shareholders' Agreements
PIUMOC INVERSIONS, S.L.U., ANIOL, S.L., EDREM, S.L., DISPUR, S.L., BOYSER, S.L., EDREM CARTERA, S.L.U., DISPUR POOL, S.L., BOYSER CORPORATE PORTFOLIO, S.L.	28.29	On 05/09/2007 a shareholders' agreement was formalized by certain shareholders in Fluidra, S.A. which was reported as a Relevant Event to the CNMV on 02/01/2008 with no. 87808 (the "Syndication Agreement"). The Syndication Agreement has been modified on 7 occasions (First novation: 10/10/2007; Second novation: 01/12/2010, Relevant Event no. 134239; Third novation: 30/07/2015, Relevant Event no. 227028; including supplementary agreement of 30/09/2015, Relevant Event no. 229114; Fourth novation: 27/07/2017 Relevant Event no. 255114; Fifth novation 03/11/2017, Relevant Event no. 258223, modified on 25/04/2018, Relevant Event no. 264650, subrogations on 23/05/2018 Relevant Event no. 266060, and supplementary agreement to the Fifth Novation on 27/07/2018, Relevant Event no. 268610; Sixth novation 22/12/2020, Notice of Other Relevant Information no. 6355; Seventh novation 07/05/2024, Notice of Other Relevant Information no. 28491).	Regulated in Clause One, Clause Two, Clause Eight and Clause Nine of the Syndication Agreement, available on www.fluidra.com , Shareholders and Investors, Corporate Governance, Shareholders' Agreements

State whether the company is aware of the existence of concerted actions among its shareholders. If so, briefly describe them:

[☒] Yes
[☐] No

Parties to the concerted action	% share capital affected	Brief description of the concerted action	Date of expiration, if any
PIUMOC INVERSIONS, S.L.U., ANIOL, S.L., EDREM, S.L., DISPUR, S.L., BOYSER, S.L., EDREM CARTERA, S.L.U., DISPUR POOL, S.L., BOYSER CORPORATE PORTFOLIO, S.L.,	28.29	The Syndication Agreement establishes that the parties bound by it, in relation to the shares referred to in it, undertake to exercise their voting rights at General Meetings of Fluidra as indicated in the Syndication Agreement.	Regulated in Clause One and Clause Seven of the Agreement, available on www.fluidra.com , Shareholders and Investors, Corporate Governance, Shareholders' Agreement.

Expressly state whether any of such agreements, arrangements or concerted actions have been modified or terminated during the financial year:

On 07/05/2024, the seventh novation of the Fluidra Vote and Share Syndication Agreement between the current syndicated family shareholders of the Company, initially formalized on 5th September 2007 and subsequently modified on 10th October 2007, 1st December 2010, 30th July and 30th September 2015, 27th July and 3rd November 2017, 25th April and 27th July 2018 and 22nd December 2020. This new Vote and Share Syndication Agreement sets out the intention of the current syndicated family shareholders in the Company to extend the term of the syndication, modify the scope of the shares in Fluidra covered by the syndication and modify the regime for transfer of shares in Fluidra, among others.

A.8. State whether there is any individual or company that exercises or could exercise control over the company in accordance with article 5 of the Securities Market Act (*Ley del Mercado de Valores*). If so, identify the party in question:

[] Yes
[v] No

A.9. Complete the following tables regarding the company's own shares:

At year end:

Number of direct shares	Number of indirect shares (*)	Total % of share capital
2,285,612		1.19

(*) Through:

Name of direct shareholder	Number of direct shares
No data	

Explain any significant variations occurring during the year:

Explain significant variations

The Company implemented a temporary own share repurchase programme on 17th July 2023, following approval by the Board of Directors on 11th July 2023 and subsequent publication through a communication of Other Relevant Information dated 12th July 2023 under registration number 23562. The repurchase programme was executed for the purpose of implementing the Fluidra incentivized global share repurchase programme for employees of the Fluidra Group approved by the Company's Ordinary General Shareholders' Meeting held on 10th May 2023, as item ten of the agenda (the "Global Plan").

This repurchase programme should initially have ended on 16th December 2024. However, at its meeting held on 29th October 2024, the Board of Directors resolved to extend the temporary own share repurchase programme associated to the Global Plan, under the provisions of and within the limits of the authorization granted by the General Shareholders' Meeting of 5th May 2022.

This repurchase programme has been extended for the purpose of continuing with the Global Plan.

In accordance with the Global Plan, which will be extended from January 2025 to December 2026, the maximum number of shares to be acquired under the repurchase programme continues to be set at 500,000 Fluidra shares, representing approximately 0.26%

of the Company's share capital on the date the resolution was passed, and the maximum amount assigned to the repurchase programme continues to be 12.5 million euros, in the same terms and conditions as are set out in the repurchase programme. In the framework of the Global Plan, the Company acquired 40,183 own shares in 2023, which were immediately handed over to the employees who had subscribed to the Global Plan. In turn, the Company acquired 51,249 own shares in 2024, which were immediately handed over to the employees who had subscribed to the Global Plan.

A.10. Describe the terms and conditions and the duration of the powers currently in force given by the shareholders to the board of directors in order to issue, repurchase or transfer own shares of the company:

At the Ordinary General Shareholders' Meeting held on 5th May 2022, it was resolved to (i) authorize the Company to proceed with the derivative acquisition of own shares, directly or through group companies, and with the express power to reduce the share capital to redeem own shares, delegating to the Board of Directors the necessary powers to execute the resolutions passed by the General Meeting in this regard, rendering the previous authorization without effect, and (ii) authorize it to apply the portfolio of own shares, as the case may be, to the execution or coverage of remuneration systems. The authorization granted is valid for a term of five (5) years as of the date the resolution is passed, i.e. until 5th May 2027.

At the Board meeting of 14th December 2022, it was resolved, in the context of this authorization granted to the Board of Directors, to authorize the Chairman/CEO and the Co-CEO, jointly and severally and indistinctly, to proceed with the derivative acquisition and disposal of own shares up to a maximum number of shares not exceeding five per cent (5%) of the Company's share capital. This authorization was approved to be valid until 31st December 2023.

In addition, at the Board meeting held on 13th December 2023, it was resolved, in the context of this authorization granted to the Board of Directors, to authorize the Chairman/CEO and the Co-CEO, jointly and severally and indistinctly, to proceed with the derivative acquisition and disposal of own shares up to a maximum number of shares not exceeding five per cent (5%) of the Company's share capital. This authorization was approved to be valid until 31st December 2024.

Finally, at the Board meeting held on 12th December 2024, it was resolved, in the context of the authorization granted to the Board of Directors, to authorize the Chairman/CEO and the Co-CEO, jointly and severally and indistinctly, to proceed with the derivative acquisition and disposal of own shares up to a maximum number of shares not exceeding five per cent (5%) of the Company's share capital. This authorization is valid until 31st December 2025.

A.11. Estimated free float:

	%
Estimated free float	27.41

To calculate the free float, the percentage shareholders included in section A.2, among others, including both the voting rights attached to shares and voting rights through financial instruments, have been discounted, in accordance with the provisions established in CNMV Circular 3/2021, of 28th September.

A.12. State whether there are any restrictions (under the Articles of Association, legislative or of any other nature) on the transfer of securities and/or any restrictions on voting rights. In particular, disclose the existence of any restrictions that might hinder a takeover of the company through the acquisition of its shares on the market, and any prior authorization or communication arrangements in respect of acquisitions or transfers of the company's financial instruments that are applicable to it by virtue of sector-specific regulation.

☒ Yes

☐ No

Description of the restrictions

The redrafted text of the vote and share syndication agreement formalized on 7th May 2024 establishes that the syndicated shares may be freely acquired by shareholders or by third parties with no limitations other than those established by applicable legislation. In any case, any syndicated shareholder who wishes, when he or she deems appropriate within the term of the syndication, to transfer all or part of his/her syndicated shares, provided that the aforesaid transfer affects syndicated shares that represent 0.5% or more of Fluidra's share capital at that time, must notify each and every one of the group leading companies that shareholder does not belong to of his/her intention to transfer syndicated shares, at least thirty (30) calendar days prior to the date on which the transfer is to take effect, using any written means that assures reception thereof, stating the number of syndicated shares the shareholder wishes to transfer. The term of the syndication refers to the period between the date on which the Fluidra shares were admitted for trading (i.e. 31st October 2007) and the first of the following dates: (i) 30th June 2027, (ii) the date on which the obligation may arise to submit a takeover bid for all the securities of Fluidra, in accordance with the provisions of Royal Decree 1066/2007, of 27th July, on the regime of takeover bids. The agreement also establishes the mechanism for syndicating the votes attached to the syndicated shares.

In turn, the shareholders' agreement formalized on 3rd November 2017 between certain shareholders of Fluidra (the "Current Shareholders") and Piscine Luxembourg Holdings 1, S.à.r.l. (a company controlled by Rhône Capital LLC) (the "SHA") establishes a series of rules and commitments, including a pre-emption right, for transfers by Piscine Luxembourg Holdings 1, S.à.r.l. after 24 months, provided that a series of circumstances and shareholding thresholds are met. In relation to the above, on 26th June 2019 Piscine Luxembourg Holdings 1, S.à.r.l. carried out a private placement, having received prior authorization from the Current Shareholders, through the accelerated placement addressed exclusively to eligible investors of 7,850,000 shares representing approximately 4% of the Company's share capital. Subsequently, on 18th November 2020, Piscine Luxembourg Holdings 1, S.à.r.l. completed a second private placement, through an accelerated placement aimed exclusively at qualifying investors, of 12,121,212 shares representing approximately 6.2% of the Company's share capital. In 2021, Piscine Luxembourg Holdings 1, S.à.r.l. carried out three private placements, through accelerated placements aimed exclusively at qualifying investors, for a total of 40,600,000 shares representing approximately 20.71% of the Company's share capital. Following these accelerated placements, Piscine Luxembourg Holdings 1, S.à.r.l. held 22,428,788 shares in the Company, representing approximately 11.47% of the capital, which after the capital decrease carried out by the Company on 14th December 2022 by redeeming 3,500,000 own shares, represented 11.67% of the Company's share capital.

A.13. State whether the general shareholders' meeting has approved the adoption of anti-takeover measures pursuant to the provisions of Act 6/2007.

☐ Yes
☒ No

If so, describe the measures approved and the terms on which the restrictions will become ineffective:

A.14. State whether the company has issued securities that are not traded on a regulated market in the European Union.

☐ Yes
☒ No

If applicable, specify the different classes of shares and the rights and obligations attaching to each class of shares:

B. GENERAL SHAREHOLDERS' MEETING

- B.1.** State and, if applicable, describe whether there are differences with respect to the minimum requirements set out in the Companies Act in connection with the quorum needed to hold a valid general shareholders' meeting:

[] Yes
[v] No

- B.2.** State and, if applicable, describe any differences from the rules set out in the Companies Act for the adoption of corporate resolutions:

[] Yes
[v] No

- B.3.** State the rules applicable to the amendment of the company's Articles of Association. In particular, disclose the majorities provided for amending the Articles of Association, and any rules provided for the protection of shareholders' rights in the amendment of the Articles of Association.

The procedure for amending the Articles of Association must conform to the provisions of article 285 and following of the Companies Act, which require approval by the General Shareholders' Meeting, with the quorum and majorities established in articles 194 and 201 of the aforesaid Act, as well as the requirement to draw up and make available to the shareholders a mandatory report by the directors justifying the amendment. Article 27 of the Articles of Association and article 15 of the General Meeting Regulations set out the principle contained in article 194 of the Companies Act and establish that in order for an ordinary or extraordinary General Meeting to resolve validly on any amendment of the Articles of Association, the attendance, in person or through a representative, of shareholders holding at least fifty per cent of the share capital with voting rights is required on the first call. On the second call, twenty-five per cent of the aforesaid capital will be sufficient. Article 24 of the General Meeting Regulations regulates the procedure for voting on proposed resolutions of the General Shareholders' Meeting, establishing, in the case of amendments to the Articles of Association, that each article or group of articles of sufficient entity is to be voted on separately.

- B.4.** State data on attendance at general shareholders' meetings held during the year this report refers to and for the two previous years:

Date of general meeting	Attendance				
	% shareholders present in person	% represented	% remote voting		Total
			Electronic voting	Other	
05/05/2022	3.32	83.28	0.00	0.41	87.01
Of which floating capital	0.07	33.84	0.00	0.41	34.32
10/05/2023	8.67	77.33	0.00	0.45	86.45
Of which floating capital	0.17	32.25	0.00	0.45	32.87
08/05/2024	14.34	70.60	0.00	0.41	85.35
Of which floating capital	0.10	30.70	0.00	0.41	31.21

B.5. State whether any item on the agenda of the general shareholders' meetings held during the year has not been approved by the shareholders for any reason:

☐ Yes
☒ No

B.6. State whether there are any restrictions in the Articles of Association requiring a minimum number of shares in order to attend the general meeting, or to vote remotely:

☐ Yes
☒ No

B.7. State whether it has been established that certain decisions, other than those established by law, involving an acquisition, disposal, or contribution to another company of essential assets or similar corporate operations must be submitted for approval to the general shareholders' meeting:

☐ Yes
☒ No

B.8. State the address and method for accessing the company's website to access information on corporate governance and other information on general shareholders' meetings that must be made available to shareholders through the company's website:

www.fluidra.com/es

Following the route to SHAREHOLDERS AND INVESTORS (<https://www.fluidra.com/es/accionistas>), among other options the following will appear:

STOCK EXCHANGE INFORMATION

REPORTING CENTER

RELEVANT EVENTS

CORPORATE GOVERNANCE

CONTACT

C. COMPANY MANAGEMENT STRUCTURE

C.1. Board of Directors

C.1.1 Maximum and minimum number of directors established in the Articles of Association and the number set by the general shareholders' meeting:

Maximum number of directors	14
Minimum number of directors	14
Number of directors established by the General Meeting	14

☐ There are no observations in this regard.



C.1.2 Complete the following table on members of the board:

Name of director	Representative	Type of director	Position on the board	Date of first appointment	Date of last appointment	Selection procedure
Mr JOSÉ MANUEL VARGAS GÓMEZ		Proprietary	DIRECTOR	02/07/2018	05/05/2022	GENERAL MEETING RESOLUTION
Ms ESTHER BERROZPE GALINDO		Independent	DIRECTOR	06/09/2019	08/05/2024	GENERAL MEETING RESOLUTION
Mr MANUEL PUIG ROCHA		Proprietary	DIRECTOR	10/05/2023	10/05/2023	GENERAL MEETING RESOLUTION
Mr BERNARDO CORBERA SERRA		Proprietary	DIRECTOR	05/09/2007	06/05/2021	GENERAL MEETING RESOLUTION
Mr OSCAR SERRA DUFFO		Proprietary	VICE-CHAIRMAN	05/09/2007	06/05/2021	GENERAL MEETING RESOLUTION
Mr JORGE VALENTÍN CONSTANS FERNÁNDEZ		Independent	LEAD INDEPENDENT DIRECTOR	05/05/2015	10/05/2023	GENERAL MEETING RESOLUTION

Name of director	Representative	Type of director	Position on the board	Date of first appointment	Date of last appointment	Selection procedure
Mr ELOY PLANES CORTS		Executive	CHAIRMAN	31/10/2006	06/05/2021	GENERAL MEETING RESOLUTION
Mr BERNAT GARRIGOS CASTRO		Proprietary	DIRECTOR	05/05/2022	05/05/2022	GENERAL MEETING RESOLUTION
Ms AEDHMAR HYNES		Independent	DIRECTOR	10/05/2023	10/05/2023	GENERAL MEETING RESOLUTION
Mr BRUCE WALKER BROOKS		Other External	DIRECTOR	02/07/2018	05/05/2022	GENERAL MEETING RESOLUTION
Mr MICHAEL STEVEN LANGMAN		Proprietary	DIRECTOR	02/07/2018	05/05/2022	GENERAL MEETING RESOLUTION
Mr BRIAN MC DONALD		Independent	DIRECTOR	06/09/2019	08/05/2024	GENERAL MEETING RESOLUTION
Ms BARBARA BORRA		Independent	DIRECTOR	30/12/2021	05/05/2022	GENERAL MEETING RESOLUTION
Ms OLATZ URROZ GARCIA		Independent	DIRECTOR	08/05/2024	08/05/2024	GENERAL MEETING RESOLUTION

Total number of directors	14
---------------------------	----

State any directors that have left the board, either through resignation or by a resolution of the General Meeting, during the reporting period:

Name of director	Type of director at time of leaving	Date of last appointment	Date director left	Specialized committees on which director served	State whether director left before end of term
No data					

C.1.3 Complete the following tables concerning board members and their categories:

EXECUTIVE DIRECTORS		
Name of director	Position within the company's structure	Profile
Mr ELOY PLANES CORTS	Executive Chairman - CEO	Born in 1969, Eloy Planes Corts holds a Degree in Industrial Engineering from the Polytechnic University of Catalonia (UPC) and a Master's Degree in Business Management from EADA. A member of the second generation of one of the founding families, Eloy joined Fluidra (then "Astral") as R&D Manager in 1994 and in 1998 was appointed as Logistics Manager and then as General Manager of AstralPool España, leading the mergers of different commercial companies in Spain and gaining in-depth knowledge of the business. In 2000, Eloy took on the General Management of AstralPool, continuing with the expansion of the business in international markets. In 2002, the family group took a decisive step: under the leadership of Eloy as General Manager, the Fluidra group was created (under the name of "Aquaria"), bringing together the pool production and distribution companies. Banco Sabadell acquired 20% of the share capital and joined the four owner families. Eloy led the change in logistical model. In 2006, Fluidra reached its current size with the incorporation of four previously independent partners. In the same year, Eloy was appointed CEO of the Fluidra group, leading the company to significant milestones: its flotation in 2007, its restructuring in 2008/09, accompanied by an acceleration of the internationalization process in the commercial aspect and the application of lean management in the industrial part of the group. In 2016, Eloy took on the role of Executive Chairman of Fluidra. In that same year he created the Fluidra Foundation. In 2017 a major transformational corporate operation led by Eloy was announced: the merger with US company Zodiac, which was completed in July 2018. In 2021, Fluidra was included in the IBEX-35 index and closed the year with historic turnover of more than 2 billion euros. Eloy is Executive Chairman of the Board of Directors of Fluidra. He is also the President of the Barcelona International Pool Trade Show and of the Catalunya Cultura Foundation and a director of Dispur, S.L., and

EXECUTIVE DIRECTORS

Name of director	Position within the company's structure	Profile
		the natural person who acts as the representative of Dispur, S.L. as Chairman and Director of Fixe Climbing, S.L. Since September 2023, Eloy Planes has also been First Vice-President of the Chamber of Commerce of Barcelona.

Total number of executive directors	1
% of total board	7.14

There are no observations.

EXTERNAL PROPRIETARY DIRECTORS

Name of director	Name of significant shareholder represented by the director or that proposed the director's appointment	Profile
Mr JOSÉ MANUEL VARGAS GÓMEZ	RHÔNE CAPITAL LLC	Born in 1970, José Manuel Vargas joined Rhône in 2007 as a senior advisor and became managing director in 2017. In April 2021, Mr Vargas temporarily stepped aside from the post of managing director of Rhône and returned to his role as senior advisor to dedicate his efforts to Maxam, a company in Rhône's investment portfolio, as he had undertaken the post of Executive Chairman and CEO of Maxam in May 2020. With effect from 1 st January 2024, Mr Vargas resumed his role as managing director of Rhône, and has taken on oversight responsibilities for Rhône's European operations from the firm's London office. For this reason he resigned as CEO of Maxam and continues to be the Chairman of the multinational as part of Rhône's ongoing supervision of its investment. Previously he had been Chairman and CEO of Aena SME, S.A., and led the restructuring process, partial privatization and IPO of the company in 2015. Before joining Aena, he held senior management posts in Vocento, S.A. where he was Financial Director until he was promoted to CEO and was also CEO of ABC. Prior to his time in the communication industry, he had been financial director and general secretary of JOTSA (of the Philipp Holzmann group). In addition to his role as Chairman of Maxam, Mr Vargas is also part of the Board of Directors of Fluidra, S.A. Throughout his career, Mr Vargas has also served on the Board of Directors of other companies, such as Aena, Vocento, the newspaper ABC, the COPE radio station, Net TV, the newspaper El Correo and Wellbore Integrity Solutions. In early 2024 he was also appointed as a director of two companies: ASK Chemicals, which is part of Rhône's portfolio, and Petra Diamonds, and was appointed Chairman of

EXTERNAL PROPRIETARY DIRECTORS

Name of director	Name of significant shareholder represented by the director or that proposed the director's appointment	Profile
		the latter in November 2024. In 2015 he won the prize for Best Executive of the Year awarded by the Spanish Executives Association (Asociación Española de Directivos - AED) and was named Person of the Year in the economic and financial field by Spanish economic newspaper El Economista. Mr Vargas has a degree in Economic and Business Sciences from the Complutense University of Madrid and holds a Law Degree from UNED. He is also a chartered accountant.
Mr MANUEL PUIG ROCHA	G3T, S.L.	Born in 1961, Manuel Puig Rocha qualified as an Industrial Engineer from the Polytechnic University of Catalonia (UPC). Manuel Puig has held several executive posts in Puig for more than 35 years. During his career at Puig, he was responsible for managing several of its brands and in the last ten years he has participated very actively in the important acquisition processes that have brought about the inorganic growth of Puig. Since 2007, Manuel has been Vice-Chairman of Puig, a member of its Board of Directors and, since February 2021, Chairman of the ESG Commission of the Board of Directors of Puig. He is also a member of the Boards of Directors of Exea Empresarial, Isdin, Flamagas, Colonial and RACC.
Mr BERNARDO CORBERA SERRA	EDREM, S.L.	Born in 1965, Bernardo Corbera Serra holds a Degree in Business Science from E.S.E.I. and has completed the IESE Senior Executive Programme. In the past he has held several posts in the Fluidra Group, although he does not currently provide any services to it. In particular, he started his career at Astral Export, S.A. where he was responsible for expansion in Africa, the Middle East and Central America. In 1993, he moved to the USA where he took on the market study and subsequent implementation of Astral Products and Poltank in that country. In 1999, he joined Astral Grup with responsibility for North America and Mexico and was appointed as a member of the Executive Committee. In 2000 he was appointed to the Board of Directors of Fluidra, and CEO of Edrem, S.L., a family investment company. In addition, he manages and is a member of the board of Beran Cartera, S.L.
Mr OSCAR SERRA DUFFO	BOYSER, S.L.	Born in 1962, Óscar Serra Duffo obtained a Degree in Business Administration from Management School in 1981. He started his career in the marketing area of several family businesses, notably La Casera and Schweppes. In 1989 he joined the commercial department of Plasteral, taking responsibility for the Spas division. Throughout his career he has worked in the areas of marketing and communication. At present, he does not provide services for the Fluidra Group, focusing his professional activity on the management of several family companies. He is the chairman of the Board of Directors of Boyser, S.L. and holds directorships in various Boyser group companies.
Mr BERNAT GARRIGOS CASTRO	ANIOL, S.L.	Born in 1967, Bernat Garrigós Castro obtained a Degree in Biology from the University of Barcelona in 1991, and later, in 1994, studied for a Master's Degree in Environmental Management at Duke

EXTERNAL PROPRIETARY DIRECTORS

Name of director	Name of significant shareholder represented by the director or that proposed the director's appointment	Profile
		University and an Executive Development Programme organized by IESE Business School. Since 2004, he has managed Aniol, S.L. His career in the Fluidra Group has included posts in several companies. From 1995 to 1998 he was Product Manager at Astral Grup and subsequently, until 2002, held the post of Production Manager at Servaqua, S.A. He currently does not provide services for the Fluidra group. Bernat Garrigós Castro is CEO of Aniol, S.L. and of Piumoc Inversions, S.L.U. He is also president of the Alive Foundation and sole director of Constralsa, S.R.L., and Chairman of ADBE Partners, S.L.
Mr MICHAEL STEVEN LANGMAN	RHÔNE CAPITAL, LLC	Born in 1961, Michael Steven Langman co-founded Rhône in 1996 and has been responsible for the day-to-day management of the company since its inception. Rhône is an alternative asset management company specializing in private equity. He is a Member and Managing Director of Rhône. Before founding Rhône, Mr Langman was a Managing Director at Lazard Frères, where he specialized in mergers and acquisitions. Before joining Lazard Frères, he worked in the mergers and acquisitions department of Goldman Sachs. He has over thirty years of experience in finance, analysis and investments in public and private companies. In addition to Fluidra, S.A., Mr Langman currently serves on the Boards of Directors of several companies in Rhône's investment portfolio, including Hudson's Bay Company, Lummus Technology L.L.C., Vista Global Holdings and Wellbore Integrity Solutions LLC. He graduated with honours from the University of North Carolina at Chapel Hill and holds a master's degree from the London School of Economics.

Total number de proprietary directors	6
% of total board	42.86

☐ There are no observations.

☐

EXTERNAL INDEPENDENT DIRECTORS	
Name of director	Profile
Ms ESTHER BERROZPE GALINDO	Born in 1970, Esther Berrozpe has extensive international experience having worked for more than three decades in consumer goods companies for three decades, where she has held posts of responsibility both in Europe and North America. She has considerable experience in the commerce, industry and logistics sectors, in talent and cultural change management, as well as in mergers and acquisitions. Esther currently holds the posts of President, CEO and director of Attindas Hygiene Partners, world leader in the personal hygiene sector. Before joining Attindas, Esther was CEO of Ontex, a leading international group in personal hygiene listed on Euronext Brussels. Before Ontex, Esther worked for 19 years at Whirlpool Corporation, world leader in the household electrical goods sector, where she held several executive posts, the last of which as president for Europe, the Middle East and Africa and as executive vice-president. Previously, Esther worked for Pagliere, Sara Lee and the Wella Group. She was a senior advisor at American Industrial Partners (AIP) and an independent director of Pernod Ricard, Ontex Group and Roca Corporación. Esther holds a degree in Economics and Business Science from Deusto University in San Sebastián (Spain), and studied Economics and International Business at the University of Bergamo (Italy).
Mr JORGE VALENTÍN CONSTANS FERNÁNDEZ	Born in 1964, Jorge Constans holds a degree in Economics from the University of Barcelona, the General Management Programme of IESE and Business Management from ESADE. In a career spanning 22 years at Danone, he held several positions in sales, marketing, general management in Spain and was later Chairman and CEO of Danone France. He was then responsible for the Europe region, and responsibility for the USA was later added. During the last two years in the company, he was chairman of the dairy product division, with turnover of 12 B€ and present in more than 50 countries. At Louis Vuitton he held the position of Chairman and CEO. He currently serves on the Boards of Puig, Punto Fa (Mango) and Fluidra.
Ms AEDHMAR HYNES	Born in 1966, Aedhmar Hynes has developed her career in the communication and marketing industry over more than three decades, leading and supporting many of the most influential brands in the world through digital transformation and technological disruption (advising technological powerhouses such as Adobe, Cisco, Harmon, IBM, Lenove and Xerox). For more than 25 years, Aedhmar has held several executive posts in Text100, one of the leading digital communication agencies in the world, with 22 offices and more than 600 consultants in Europe, North America and Asia. From 1997 to 2000 she was President of the Operations division in North America, participating in the foundation of the first Text100 office in Silicon Valley and the establishment of offices in the US market (New York, Boston, Rochester and San Francisco) and from 2000 to 2018 she held the post of Global CEO, making the agency a world leader in the digital marketing sector. Throughout her career, she has held the post of director at Rosetta Stone (RST) and Tupperware TUP (both traded on the New York Stock Exchange). Aedhmar is currently a member of the Board of Directors of IP Group plc IPO.L (which is traded on the London Stock Exchange) and Jackson Family Wines. She also participates actively in non-profit organizations, as a member of the Board of Directors of Technoserve, a member of the Board of Trustees of Connecticut Public Broadcasting Network and as a member and former president of the Board of Trustees of The Page Society. Aedhmar has been distinguished with some of the most significant awards in the digital communication sector (specifically, in recent years she has been included among the 50 most influential communications professionals in the world and in 2019 she was included in the PRWeek Hall of Fame).
Mr BRIAN MCDONALD	Born in 1963, Brian McDonald was CEO of RGIS from 2014 to 2017. RGIS was the world's leading inventory management company, a 680-million-dollar business with 53,000 associates in 30 countries around the world. Before joining RGIS, Brian was executive vice-president and operations director at Tyco International, where he had direct responsibility for its fire and

EXTERNAL INDEPENDENT DIRECTORS

Name of director	Profile
	security installation and services division valued at 7.8 billion dollars. Brian worked at Tyco for more than 10 years in different roles, including Sales Director, Vice-President of Field Operations, Vice-President of Southern Operations and Managing Director of ADT United Kingdom/Ireland. Before joining Tyco, Brian held several executive positions with the UTC Power and Otis Elevator units of United Technologies. He is currently an executive of BLM Advisors LLC, having held this post since January 2018. In September 2021, he joined the board of directors of KPI Solutions, a US company that provides integration services in the warehouse automatization sector. He has a Degree in Physics from the US Naval Academy and MBA in Operations management from the University of Virginia Darden Graduate School of Business. On graduating from the Naval Academy, Brian served for 5 years as a lieutenant and division officer aboard a US Navy aircraft carrier, overseeing its nuclear systems. He is a trustee of the US Naval Academy Foundation Athletics and Scholarship Programs.
Ms BARBARA BORRA	Born in 1960, Barbara Borra has been President and CEO of the home solutions division of the Franke Group since January 2019. Barbara has extensive international experience, having lived in 9 countries and 11 cities in Europe, the USA and China. Before joining Franke, Barbara worked at Whirlpool for 10 years, holding different senior management posts, most recently as Vice-President of operations in China. Previously, Barbara held a number of international posts in different countries during her time at Rhodia and General Electric. Barbara has a degree in Chemical Engineering from Turin Polytechnic and an MBA from INSEAD.
Ms OLATZ URROZ GARCIA	Born in 1973, Ms Olatz Urroz Garcia started her career at General Electric (BE), where she performed a range of diverse roles in different areas (industrial, energy, financial services) and geographies (including the United Kingdom and Italy) until 2010, when she became Chief Financial Officer for the EMEA region of GE Energy. In 2013 she joined Brand Infrastructure Services as Vice-President of Finance for international business (all except the USA). That company had the backing of the private equity firm CD&R. In 2017, Ms Urroz moved to Vodafone PLC (HQS) as the Chief Financial Officer for Technology and Common Functions. In the summer of 2019, she joined Amazon.com as Vice President of Finance, Global Customer Fulfillment, Customer Service, Robotics, Sustainability, Real Estate, Health and Safety and Product and Customer Assurance. In late 2022 she took on the role of CFO of PagoNxt, a stand-alone fintech company of Banco Santander, where she was responsible for the end-to-end CFO role leading around 500 people across multiple geographies. In September 2024, Ms Urroz joined Banco Santander as Chief of Staff and Strategy.

Total number of independent directors	6
% of total board	42.86

☐ There are no observations.



State whether any director classified as independent receives from the company or its group any amount or benefit for items other than director remuneration, or maintains or has maintained during the last year a business relationship with the company or with any company of its group, whether in the director's own name or as a significant shareholder, director, or senior manager of an entity that maintains or has maintained such a relationship.

If applicable, include a reasoned statement from the board regarding the reasons why it considers that the director in question can carry out his/her duties as an independent director.

Name of director	Description of relationship	Reasoned statement
No data		

OTHER EXTERNAL DIRECTORS

Identify the other external directors and describe the reasons why they cannot be considered proprietary or independent directors, as well as their ties whether with the company, its management or its shareholders:

Name of director	Reasons	Company, director or shareholder with which the director has ties	Profile
Mr BRUCE WALKER BROOKS	Bruce W. Brooks held the post of Co-CEO of Fluidra until September 2024. Specifically, the Board of Directors of the Company resolved to accept Bruce's resignation as Co-CEO of the Company, with effect from 1 st September 2024. However, Bruce has continued to hold the post as director of Fluidra for the duration of his tenure, under the category of "Other External" director.	---	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 for Latin America. In 2011, he joined Zodiac Pool Solutions where he held the post of CEO. During his time at Zodiac, Bruce led 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 Rhône Group and in 2018 he played a decisive role in the plan to integrate with Fluidra. Throughout his career, Bruce has

OTHER EXTERNAL DIRECTORS

Identify the other external directors and describe the reasons why they cannot be considered proprietary or independent directors, as well as their ties whether with the company, its management or its shareholders:

Name of director	Reasons	Company, director or shareholder with which the director has ties	Profile
			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 co-CEO of Fluidra until September 2024 and is currently a member of the Board of Directors of Fluidra.

Total number of other directors	1
% of total board	7.14.

State the changes, if any, in the category of each director during the period:

Name of director	Date of change	Former category	Current category
Mr BRUCE WALKER BROOKS	01/09/2024	Executive	Other External

C.1.4 Complete the following table with information regarding the number of female directors for the last 4 years, as well as the category of such directors:

	Number of female directors				% of total directors of each category			
	2024	2023	2022	2021	2024	2023	2022	2021
Executive					0.00	0.00	0.00	0.00
Proprietary					0.00	0.00	0.00	0.00
Independent	4	3	2	2	66.67	60.00	40.00	40.00
Other External					0.00	0.00	0.00	0.00
Total	4	3	2	2	28.57	23.08	16.67	16.67

C.1.5 State whether the company has diversity policies in relation to the board of directors of the company on such matters as age, gender, disability, or professional training and experience. Small and medium-sized enterprises, as defined in the Auditing Act, must disclose at least the policy they have implemented in relation to gender diversity.

- ☒ Yes
☐ No
☐ Partial policies

If such diversity policies exist, describe them, their goals, the measures and the way in which they have been applied and the results obtained during the year. Also state the specific measures adopted by the board of directors and the appointments and remuneration committee to achieve a balanced and diverse presence of directors.

If the company does not apply a diversity policy, explain the reasons why it does not do so.

Description of policies, goals, measures and how they have been applied, as well as the results obtained

The Appointments and Remuneration Committee ("ARC") Regulations establish that this Committee is responsible for evaluating the necessary skills, knowledge and experience on the Board, defining as a result the functions and aptitudes required in the candidates to fill vacancies, evaluating the time and dedication required for them to fulfil their duties. For this purpose: (a) it will draw up a skills matrix; (b) it will evaluate the time and dedication required for them to fulfil their duties effectively; and (c) it will promote programmes to update directors' knowledge, when necessary. The ARC should also set representation targets for the least-represented sex on the Board, drawing up guidelines on how to reach this target and reporting to the Board on matters of gender diversity and qualifications of directors (see the Annual Report on the activities of the ARC in 2024 for further information).

The selection policy for candidates to hold positions on the Board of Fluidra ("Selection Policy"), which is published on the Company's website under "Shareholders and Investors, Corporate Governance, Policies", is aimed at favouring an appropriate composition of the Board of Directors. In accordance with the Good Governance Code for Listed Companies, the Selection Policy ensures that the proposed appointments of Company directors are based on a prior analysis of the needs of the Board of Directors, and favours diversity of knowledge, experience and gender within the Board of Directors, so that they do not suffer from implicit bias that could lead to any kind of discrimination and, in particular, could hinder the selection of female candidates, promoting an increase in their presence in light of best corporate governance practice, subject at all times to the fundamental principle of merit and suitability of the candidate in line with the analysis of the Company's needs carried out by the Board of Directors.

The Selection Policy assures compliance with applicable legislation on diversity in the composition of the Board of Directors and ensures that selection processes favour diversity (not just of gender but also of nationalities, countries of origin, cultural roots and experience and knowledge) so that they do not suffer from implicit bias that could lead to any kind of discrimination and, in particular, that could hinder the selection of female candidates. It also includes a rule that establishes that the second re-election of independent directors cannot be proposed for a term of re-election of more than 2 years, to give more flexibility to the incorporation of directors if necessary for the company.

Among other activities, the ARC and the Board of Directors of the Company have continued working to increase gender diversity on the Board of Directors in accordance with the provisions of Article 529 bis of the Spanish Companies Act, with the aim of reaching the percentage established at the 2025 General Shareholders' Meeting.

In the selection processes, our starting point is an analysis of the Board's skills map to determine the needs to be covered, and

gender diversity is taken into consideration, balanced alongside other criteria of the desired profile, such as knowledge, nationality, experience and technical capabilities, subject at all times to the fundamental principle of merit and suitability of the candidate.

This target will be achieved with the selection of new candidates to cover vacancies on the Board of Directors, or in the event that a resolution is passed to increase the number of members of the Board of Directors.

In any case, we can state that the measures adopted in relation to director selection are working, and proof of this is the fact that four of the last five appointments of independent directors have been covered by women: Ms Esther Berrozpe, Ms Barbara Borra, Ms Aedhmar Hynes and Ms Olatz Urroz.

Furthermore, following the end of the tenure of two proprietary directors, the appointment of two women has been proposed. With these appointments, the percentage of women on the Board would be 42.86%, and therefore in 2025 the Company will exceed the percentage of representation of the least-represented sex on the Board.

- C.1.6** Explain any measures approved by the Appointments Committee in order for selection procedures to be free of any implicit bias that hinders the selection of female directors, and in order for the company to search deliberately for women who meet the professional profile that is sought and include them among potential candidates and reach a balanced presence of men and women. Also state whether these measures include measures to foster the presence of a significant number of female senior executives:

Explanation of measures

In its Director selection and appointment criteria approved by the Board of Directors, Fluidra establishes that, in choosing directors, the Company will take into consideration the Board skills map to determine the needs to be covered and gender diversity, with the object of ensuring equality of opportunity as indicated in the Equality Act, the Code of Commerce, the Companies Act and the Auditing Act, with regard to non-financial and diversity reporting. Similarly, Fluidra will strive to achieve in relation to its Board of Directors, not only gender diversity, but also diversity of nationalities, countries of origin, cultural roots, age and professional experience and knowledge. Accordingly, in director selection processes, candidates will be evaluated under criteria of equality and objectivity, avoiding implicit bias that could lead to any kind of discrimination and, in particular, hinder the selection of female directors. In addition to the measures included in the Selection Policy to foster diversity, described in section C.1.5 above, one of the principles of which is to avoid, in the selection of candidates, any kind of bias that could lead to discrimination and, in particular, hinder the selection of persons of either sex, the ESG (Environmental, Social and Governance) Policy determines that all persons, irrespective of their race, gender, religion or ideology, have the same opportunities of access to the organization and personal treatment, to develop their professional potential, following the group's principles and values. Furthermore, in accordance with the ESG Policy, the Company must foster a business culture based on equality of treatment and opportunities between men and women.

Finally, it should be noted that the selection processes have deliberately sought to increase the Board with female candidates, with the aim of achieving a gender balance on the Board (see the Annual Report on the Activities of the Appointments and Remuneration Committee in 2024 for further details).

The Company is also working to increase the number of female senior executives in its Management Committee ("MAC"). In this regard, in the first quarter of 2024 a new female executive joined the MAC, which is now made up of 11 members, 2 of which are women (18.18%).

If there are few or no female directors or senior managers despite any measures adopted, describe the reasons for this:

Explanation of reasons

One of the goals of the Appointments and Remuneration Committee in relation to the director and senior management selection policy is to favour diversity in terms of professional background, knowledge, nationality and, especially, gender. In 2025 the Company will comply with the requirement established in the Companies Act concerning the presence of the least-represented sex on the Board of Directors, reaching 42.86%. The Board also has a good cultural balance and in terms of geographic origin. In this regard, the Appointments and Remuneration Committee continues to work so that future selection processes will continue to favour gender diversity not only on the Board of Directors but also in Senior Management, in order to comply with the Good Governance recommendation on this matter.

C.1.7 Explain the conclusions of the appointments committee regarding verification of compliance with the policy aimed at favouring an appropriate composition of the board of directors.

The Appointments and Remuneration Committee oversees compliance with the director Selection Policy for the purpose of ensuring that selection processes take into consideration gender diversity balanced with other criteria of the profile being sought such as knowledge, nationality, experience and solvency of the candidates. In this regard, the most recent decisions of the Appointments and Remuneration Committee in relation to the appointment of the new members of the Board of Directors reflect effective compliance with the policy aimed at favouring an appropriate composition of the Board of Directors. The Appointments and Remuneration Committee and the Board of Directors of Fluidra are aware of that established in article 529 bis of the Companies Act on gender diversity and proof of this is the fact that with the appointment by the General Shareholders' Meeting of proprietary directors in June 2025, the target of a presence of more than 40% of the least-represented sex on the Board will have been reached.

C.1.8 Explain, if applicable, the reasons why proprietary directors have been appointed at the proposal of shareholders whose shareholding is less than 3% of share capital:

Name of shareholder	Justification
No data	

State whether there has been no answer to formal petitions for presence on the board received from shareholders whose shareholding is equal to or greater than that of others at whose proposal proprietary directors have been appointed. If applicable, describe the reasons why such petitions have not been answered:

☐ Yes
☒ No

C.1.9 State any powers and faculties delegated by the board of directors, including powers relating to the possibility of issuing or repurchasing shares, to CEOs or committees of the board:

Name of director or committee	Brief description
ELOY PLANES CORTS	The Board of Directors has delegated on a permanent basis all the faculties permitted by law to Mr Eloy Planes, CEO of the Company.

C.1.10 Identify any members of the board who are directors, representatives of directors or officers of other companies that form part of the listed company's group:

Name of director	Name of group company	Position	Does he/she have executive duties?
Mr ELOY PLANES CORTS	ASTRAL NIGERIA, LTD	DIRECTOR	NO
Mr ELOY PLANES CORTS	FLUIDRA COMMERCIAL, S.A.U.	JOINT CEO	YES
Mr ELOY PLANES CORTS	INNODRIP, S.L.	DIRECTOR	NO

C.1.11 Identify the posts of director or representative of director held in other companies, whether or not they are listed companies, by directors of your company or representatives of directors:

Identification of director or representative	Name of company, listed or not	Position
Mr BERNARDO CORBERA SERRA	Beran Cartera, S.L.	SOLE DIRECTOR
Mr BERNARDO CORBERA SERRA	Edrem, S.L.	CEO
Mr BERNARDO CORBERA SERRA	Edrem Cartera, S.L.U.	CHAIRMAN
Mr BERNARDO CORBERA SERRA	Adbe Partners, S.L.	VICE-CHAIRMAN
Mr JOSÉ MANUEL VARGAS GÓMEZ	MaxamCorp Holding, S.L. (Rhône portfolio)	CHAIRMAN
Mr JOSÉ MANUEL VARGAS GÓMEZ	ASK Chemicals International Holding, GmbH	DIRECTOR
Mr JOSÉ MANUEL VARGAS GÓMEZ	Petra Diamonds	CHAIRMAN
Mr OSCAR SERRA DUFFO	Boyser Corporate Portfolio, S.L.U.	DIRECTOR
Mr OSCAR SERRA DUFFO	Boyser, S.L.	CHAIRMAN
Mr OSCAR SERRA DUFFO	Pentamar, S.A.	SOLE DIRECTOR
Mr OSCAR SERRA DUFFO	Boyser Solar, S.L.U.	CHAIRMAN
Mr OSCAR SERRA DUFFO	Adbe Partners, S.L.	DIRECTOR
Mr JORGE VALENTIN CONSTANS FERNANDEZ	Puig Brands, S.A.	DIRECTOR
Mr JORGE VALENTIN CONSTANS FERNANDEZ	Punto Fa, S.L. (Mango)	DIRECTOR
Mr ELOY PLANES CORTS	Barcelona International Pool Trade Show	PRESIDENT
Mr ELOY PLANES CORTS	Catalunya Cultura Foundation	PRESIDENT
Mr ELOY PLANES CORTS	Barcelona Chamber of Commerce	1 st VICE-PRESIDENT
Mr ELOY PLANES CORTS	Family Business Institute	TRUSTEE
Mr ELOY PLANES CORTS	Business and Climate Foundation	TRUSTEE
Mr ELOY PLANES CORTS	Fixe Climbing, S.L.	REPRESENTATIVE OF DIRECTOR
Mr ELOY PLANES CORTS	AI Lerele Inversions, S.L.	CHAIRMAN
Mr ELOY PLANES CORTS	Adbe Partners, S.L.	REPRESENTATIVE OF DIRECTOR
Mr BERNAT GARRIGOS CASTRO	Aniol, S.L.	CEO
Mr BERNAT GARRIGOS CASTRO	Piumoc Inversions, S.L.U.	CEO
Mr BERNAT GARRIGOS CASTRO	Constralsa, S.L.	SOLE DIRECTOR
Mr BERNAT GARRIGOS CASTRO	Alive Foundation	PRESIDENT
Mr BERNAT GARRIGOS CASTRO	Adbe Partners, S.L.	CHAIRMAN
Mr MICHAEL STEVEN LANGMAN	Rhône Group LLC and affiliated entities	CEO
Mr MICHAEL STEVEN LANGMAN	Hudson's Bay Company (Rhône portfolio)	DIRECTOR
Mr MICHAEL STEVEN LANGMAN	Lummus Technology LLC (Rhône portfolio)	DIRECTOR

Identification of director or representative	Name of company, listed or not	Position
Mr MICHAEL STEVEN LANGMAN	Vista Global Holding Limited (Rhône portfolio)	DIRECTOR
Mr MICHAEL STEVEN LANGMAN	Wellbore Integrity Solutions LLC (Rhône portfolio)	DIRECTOR
Mr MICHAEL STEVEN LANGMAN	Hospital for Joint Disease Musculoskeletal, NYU Langone Medical Center	DIRECTOR
Mr BRIAN MCDONALD	BLM Advisors LLC	SOLE DIRECTOR
Mr MICHAEL STEVEN LANGMAN	KPI Integrated Solutions	DIRECTOR
Mr BRIAN MCDONALD	Modigent, Inc.	DIRECTOR
Mr BRIAN MCDONALD	US Naval Academy Athletics and Scholarship Foundation	TRUSTEE
Ms BARBARA BORRA	Franke Home Solutions	PRESIDENT-CEO
Ms BARBARA BORRA	Franke S.p.A.	PRESIDENT
Ms BARBARA BORRA	Franke France SAS	PRESIDENT
Ms BARBARA BORRA	Franke Kitchen Systems Egypt S.A.E.	PRESIDENT
Ms BARBARA BORRA	Franke UK Ltd.	CEO
Ms BARBARA BORRA	Franke (China) Kitchen System Co. Ltd.	PRESIDENT
Ms BARBARA BORRA	Franke Mexico S.A. de C.V.	PRESIDENT
Ms BARBARA BORRA	Franke Mutfak ve Banyo Sistemleri Sanayi ve Tic. A.	PRESIDENT
Ms BARBARA BORRA	Franke Faber India Pvt. Ltd.	DIRECTOR
Ms BARBARA BORRA	Industrias Spar San Luis S.A.	DIRECTOR
Ms BARBARA BORRA	Franke Australia Pty Ltd.	PRESIDENT
Ms BARBARA BORRA	Franke New Zealand	PRESIDENT
Ms ESTHER BERROZPE GALINDO	Journey Personal Care Holdings Ltd. (UK)	CEO
Ms ESTHER BERROZPE GALINDO	Attends Healthcare Products Inc. (US)	PRESIDENT
Ms ESTHER BERROZPE GALINDO	Associated Hygiene Products LLC (US)	PRESIDENT
Ms ESTHER BERROZPE GALINDO	Laboratorios Indas, S.A.U. (Spain)	SOLE DIRECTOR
Ms ESTHER BERROZPE GALINDO	Attindas Hygiene Partners, Inc.	CEO
Ms ESTHER BERROZPE GALINDO	Journey DPC Corp.	PRESIDENT
Ms ESTHER BERROZPE GALINDO	Journey DPC Holdings Corp.	PRESIDENT
Ms ESTHER BERROZPE GALINDO	Journey Personal Care Corp	PRESIDENT
Ms ESTHER BERROZPE GALINDO	Journey Personal Care Holdings Corp.	PRESIDENT
Ms ESTHER BERROZPE GALINDO	Journey Personal Care Holdings LLC	PRESIDENT
Ms ESTHER BERROZPE GALINDO	PCG Holding LLC (US)	PRESIDENT
Mr MANUEL PUIG ROCHA	Lyskamm 1861, S.L.	JOINT AND SEVERAL DIRECTOR
Mr MANUEL PUIG ROCHA	Schwarzsee 2018, S.L.	JOINT AND SEVERAL DIRECTOR
Mr MANUEL PUIG ROCHA	Exea Empresarial, S.L.	REPRESENTATIVE OF DIRECTOR
Mr MANUEL PUIG ROCHA	Inmo, S.L.	JOINT AND SEVERAL DIRECTOR
Mr MANUEL PUIG ROCHA	Whymper 1865, S.C.R., S.A.	CHAIRMAN

Identification of director or representative	Name of company, listed or not	Position
Mr MANUEL PUIG ROCHA	Inmocol Torre Europa, S.A.	CHAIRMAN
Mr MANUEL PUIG ROCHA	Torre Puig LH 4648, S.L.	JOINT AND SEVERAL DIRECTOR
Mr MANUEL PUIG ROCHA	Quaestor Investments, S.A.	CHAIRMAN
Mr MANUEL PUIG ROCHA	Puig, S.L.	REPRESENTATIVE OF DIRECTOR
Mr MANUEL PUIG ROCHA	Puig Brands, S.A.	VICE-CHAIRMAN
Mr MANUEL PUIG ROCHA	Maveinn Inversiones Inmobiliarias, S.L.	JOINT AND SEVERAL DIRECTOR
Mr MANUEL PUIG ROCHA	Sociedad Textil Lonia, S.A.	DIRECTOR
Mr MANUEL PUIG ROCHA	Transiluxs, S.L.	JOINT DIRECTOR
Mr MANUEL PUIG ROCHA	Casa Fiesta Formentera y Asociados, S.L.	JOINT DIRECTOR
Mr MANUEL PUIG ROCHA	Charlotte Tilbury Limited	DIRECTOR
Mr MANUEL PUIG ROCHA	Beijing Yitian Shidai Trading Co., LLC	DIRECTOR
Mr MANUEL PUIG ROCHA	Cosmetika SAS	DIRECTOR
Mr MANUEL PUIG ROCHA	Ponteland Distribuição SA	DIRECTOR
Mr MANUEL PUIG ROCHA	Puig North America, INC	DIRECTOR
Mr MANUEL PUIG ROCHA	Quaestor Holdings SA	VICE-CHAIRMAN
Mr MANUEL PUIG ROCHA	Inmo USA INC	JOINT AND SEVERAL DIRECTOR
Mr MANUEL PUIG ROCHA	Flamasats, S.L.	DIRECTOR
Mr MANUEL PUIG ROCHA	Isdin, S.A.	DIRECTOR
Mr MANUEL PUIG ROCHA	Inmobiliaria Colonial, SOCIMI, S.A.	DIRECTOR
Mr MANUEL PUIG ROCHA	Exea Capital, SCR, S.A.	CHAIRMAN
Mr MANUEL PUIG ROCHA	Real Automóvil Club de Cataluña, S.L.	OTHER
Mr MANUEL PUIG ROCHA	Exea Ventures, S.L.U.	REPRESENTATIVE OF DIRECTOR
Ms AEDHMAR HYNES	IP Group Plc	DIRECTOR
Ms AEDHMAR HYNES	Jackson Family Wines	DIRECTOR
Ms AEDHMAR HYNES	Technoserve (Non-profit organization)	DIRECTOR
Ms AEDHMAR HYNES	Connecticut Public Broadcasting Network	TRUSTEE
Ms AEDHMAR HYNES	The Page Society	TRUSTEE
Ms OLATZ URROZ GARCIA	SMPS MERCHANT PLATFORM SOLUTIONS MEXICO, S.A. DE C.V.	PRESIDENT

State any other remunerated activities of directors or representatives of directors, irrespective of their nature, other than those indicated above:

Identification of director or representative	Other remunerated activities
Mr JORGE VALENTIN CONSTANS FERNANDEZ	He has provided business consultancy services for which he has received remuneration.
Mr BRIAN MC DONALD	He has provided consultancy services as an expert in the sector in relation to the acquisition of companies for which he has received remuneration.
Ms OLATZ URROZ GARCIA	Chief of Staff and Strategy at Banco Santander

Bernat Garrigós Castro receives remuneration for his posts as CEO of Aniol, S.L. and as CEO of Piumoc Inversions, S.L.U.
Oscar Serra Duffo receives remuneration for his post as executive chairman of Boyser, S.L.
Bernardo Corbera Serra receives remuneration for his post as sole director of Beran Cartera, S.L.
Barbara Borra receives remuneration for her post as President and CEO of Franke Home Solutions.
Jorge Valentín Constans Fernández receives remuneration for his posts as director of Puig Brands, S.A. and Punto Fa, S.L. (Mango).
Steven Langman receives remuneration for his post as managing director of Rhône Group LLC.
Brian McDonald receives remuneration for his posts as director of KPI Integrated Solutions and Modigent Inc.
Aedhmar Hynes receives remuneration for her posts as director of IP Group Plc and of Jackson Family Wines.
Manuel Puig Rocha receives remuneration for his post as director of Lyskamm 1861, S.L. and for his posts as director on the boards of Puig Brands, S.A., Quaestor Holdings, S.A., Inmobiliaria Colonial, SOCIMI, S.A. and Real Club Automóvil de Cataluña, S.L.
Esther Berrozpe Galindo receives remuneration for her post as CEO of the Attindas Hygiene Partners Group: all the companies mentioned above in which Esther Berrozpe Galindo holds a post are part of the Attindas Hygiene Partners Group.
Jose Manuel Vargas Gomez receives remuneration for his post as managing director of Rhône Group LLC, as well as for his post as chairman in MaxamCorp Holding, S.L. and also as chairman of Petra Diamonds.

C.1.12 State and, if applicable, explain whether the company has established rules on the maximum number of boards on which directors may serve, identifying, where appropriate, where this is regulated:

☒ Yes
☐ No

Explanation of the rules and identification of the regulating document

In the Board of Directors Regulations, the Company establishes in article 25 that anyone who belongs to more than four (4) Boards of Directors of listed companies other than the Company may not be appointed as a director of the Company.

C.1.13 State the following items relating to the total remuneration of the board of directors:

Remuneration of the board of directors accrued in the year (thousand euros)	4,876
Amount of funds accumulated by present directors under long-term saving systems with vested economic rights (thousand euros)	704
Amount of funds accumulated by present directors under long-term saving systems with non-vested economic rights (thousand euros)	
Amount of funds accumulated by former directors under long-term saving systems (thousand euros)	

Of the amount of vested pension rights accrued by the current directors, as detailed in the attached table, €29,000 was accrued in the 2024 financial year.
The accrued remuneration includes the vesting of the incentive corresponding to the 1st cycle 2022-2024, which entails the delivery of 3,765 shares to Mr. Eloy Planes and 4,518 shares to Mr. Bruce Brooks on June 25, 2025. Considering the share price as of December 31, 2024 (€23.52 per share), this would amount to a value of €89,000 for Mr. Eloy Planes and €106,000 for Mr. Bruce Brooks.

C.1.14 Identify the members of the company's senior management who are not executive directors and state the total remuneration accruing to them during the year:

Name	Position
Mr KEITH MCQUEEN	CHIEF TECHNOLOGY OFFICER (CTO)
Mr CARLOS FRANQUESA CASTRILLO	GENERAL BUSINESS MANAGER – Southern Europe, Australia and New Zealand
Mr JAVIER TINTORÉ SEGURA	CHIEF FINANCIAL & SUSTAINABILITY OFFICER (CFSO)
Mr MARTI GIRALT ADROHER	CHIEF PRODUCT OFFICER (CPO)
Mr NICOLÁS MARTÍNEZ FERNÁNDEZ	GLOBAL INTERNAL AUDIT AND COMPLIANCE DIRECTOR
Ms SANDRA SOFIA TAVARES DA SILVA	GLOBAL HEAD OF HUMAN RESOURCES AND TRANSFORMATION (CHRO&T)
Ms CLARA VALERA JAQUES	STRATEGY, INVESTOR RELATIONS AND M&A SENIOR DIRECTOR
Mr JAIME ALBERTO RAMIREZ ALZATE	CHIEF EXECUTIVE OFFICER (Co-CEO)
Mr JONATHAN VINER	GENERAL BUSINESS MANAGER – North America
Mr JORGE ALBERTO MAYTORENA MONAÑO	CHIEF OPERATIONS OFFICER (COO)
Mr DAVID MENDEZ RODRIGUEZ	GENERAL BUSINESS MANAGER – Central-Northern Europe and emerging markets

Number of women in senior management	2
Percentage of total members of senior management	18.18

Total senior management remuneration (in thousand euros)	7,705
--	-------

C.1.15 State whether the board regulations have been amended during the year:

[V] Yes
[] No

Description of amendments

- The Board of Directors resolved, at its meeting of 19th March 2024, to approve an amendment of the Board of Directors Regulations, with effect from 8th May 2024, for the purpose of increasing the number of members of the Company's Board of Directors from thirteen (13) to fourteen (14) members. The increase in the number of members of the Board of Directors seeks to achieve a greater number of perspectives and interests represented, with the aim of complying with best practice in good governance in the composition of the Board of Directors, while permitting a greater presence of women on the Board of Directors and thus continue with the trend the Company has been showing of progressively incorporating a greater presence of women in its governing bodies, in line with corporate governance best practice and the applicable legislation. In this regard, article 7 (quantitative composition) of the Board Regulations was amended.

C.1.16 State the procedures for the selection, appointment, re-election and removal of directors. Describe the competent bodies, the procedures to be followed and the criteria applied in each procedure.

Article 17.1 of the Board Regulations establishes that directors will be appointed at the proposal of the Appointments and Remuneration Committee, in the case of independent directors, and following a prior report by the Appointments and Remuneration Committee in the case of all other directors, by the General Shareholders' Meeting or by the Board of Directors. The proposal for appointment or re-election must be accompanied by a justificatory report from the Board assessing the competence, experience and merits of the proposed candidate, which will be attached to the minutes of the General Shareholders' Meeting or Board meeting.

In relation to external directors, article 18 of the Board Regulations establishes that the Board of Directors will strive to ensure that the elected candidates are persons of acknowledged solvency, competence and experience, and must exercise particular rigour in relation to those persons who are called upon to fill the positions of independent director established in article 6 of the Board Regulations.

In accordance with the provisions of the Appointments and Remuneration Committee Regulations, the Appointments and Remuneration Committee will evaluate the necessary skills, knowledge and experience in the Board and will define, consequently, the functions and aptitudes necessary in the candidates who are to fill each vacancy and will evaluate the time and dedication required for them to carry out their duties properly. For this purpose, it will, among others: (a) draw up a matrix of necessary skills of the Board of Directors to help the Appointments and Remuneration Committee to analyse the skills, knowledge and experience of the directors who are members of the Board and to define the functions and aptitudes of the candidates who are to cover any vacancies arising and (b) evaluate the time and dedication required for them to fulfil their duties effectively.

Removal of Directors: Article 21.1 of the Board Regulations establishes that directors will be removed from their post when the period for which they were appointed has ended and when the General Meeting so decides making use of the faculties conferred on it by law or the Articles of Association. Reference should therefore be made to the situations established in the Companies Act, specifically in article 223 and following.

The Board may only propose the removal of an independent director before the end of the term established in the Articles of Association when there is due cause, observed by the Board following a report by the Appointments and Remuneration Committee. In particular, due cause will be deemed to exist when the director has failed to comply with the inherent duties of the position or has incurred in the course of the term of office in any of the circumstances of impediment described in the definition of independent director established in the Companies Act.

In accordance with the Selection Policy, the selection of candidates is based on a prior analysis of the needs of the Company, the group and the Board. The Board must ensure that the procedures for selecting its members favour diversity of gender, nationalities, countries of origin, cultural roots, experience and knowledge, so that they do not suffer from implicit bias that could lead to any kind of discrimination and, in particular, could hinder the selection of female candidates, promoting an increase in their presence in light of best corporate governance practice, subject at all times to the fundamental principle of merit and suitability of the candidate in line with the analysis of the Company's needs carried out by the Board of Directors. When a vacancy arises, the Board of Directors will instruct the Appointments and Remuneration Committee to draw up a report setting out the evaluation of the skills, knowledge and experience, and also the diversity that are necessary in the Board of Directors and define, consequently, the required functions and aptitudes of the candidates to fill each vacancy. Based on this report, the Board of Directors will carry out an analysis of the needs of the Company and the group, which is to serve as the starting point for the director selection process. The Company may make use of the services of external advisors for the prior analysis of the Company's needs, the search for or evaluation of candidates to the post of director or the evaluation of their performance.

The candidate selection process must, in any case, avoid any kind of bias that could lead to discrimination and, in particular, could hinder the selection of persons of either sex.

Any director may ask the Appointments and Remuneration Committee to take potential candidates into consideration to cover vacancies on the Board, provided that they meet the requisites established in this Policy, for the Committee to decide whether it considers them suitable.

When the re-election of any director is being considered, the re-election proposal submitted to the General Meeting by the Board must be preceded by a report issued by the Appointments and Remuneration Committee. This report will evaluate, especially, the director's performance during his or her term of office and his or her capacity to continuing performing duties satisfactorily. In particular, in the case of independent directors, particular consideration will be given to the analysis of the Company's needs in order to determine whether the candidate for re-election can perform the functions and has the skills required by the Board, and for the second re-election, as the case may be, of an independent director, the Board of Directors may not propose to the General Meeting the re-election for a term of more than two (2) years.

C.1.17 Explain the extent to which the annual evaluation of the board has given rise to significant changes in its internal organization and to the procedures applicable to its activities:

Description of changes

In accordance with the provisions of the Appointments and Remuneration Committee Regulations, the Appointments and Remuneration Committee will evaluate the necessary skills, knowledge and experience on the Board of Directors and will define the necessary duties and aptitudes of the candidates to fill each vacancy accordingly, and will evaluate the time and dedication required in order to discharge the duties well. For this purpose: (a) it will draw up a matrix of necessary skills of the Board of Directors to help the Appointments and Remuneration Committee to analyse the skills, knowledge and experience of the directors who are members of the Board and to define the functions and aptitudes of the candidates who are to cover any vacancies arising; (b) it will evaluate the time and dedication required for them to fulfil their duties effectively; and (c) it will promote programmes to update directors' knowledge, when necessary.

The Appointments and Remuneration Committee will also promote and co-ordinate the annual performance evaluation process of the Board of Directors, the Chairman of the Board, its Committees, their members and of executive directors.

Fluidra regularly (once every three years at most) conducts evaluations of the operation and composition of the Board of Directors and its Committees, with the assistance of an external consultant. The last two such evaluations were carried out in 2021 and 2024, by the external consultant Seeliger y Conde.

The conclusion of the evaluation of the Board's functioning and composition has been positive, highlighting the following aspects:

Composition of the Board: The Board has great professional capacity, with sound and committed members, and a balanced combination of knowledge. There is mutual respect among members.

Healthy group dynamics: The Board fosters a culture of co-operation and empathy, seeking consensus in debates and decisions. Relations are honest and respectful.

Positive results: The Company's business performance has created a positive climate of trust in the management team, with alignment in the Boards' role between advisory and supervisory functions.

Effective committees: The Audit Committee is excellently managed and contributes at the expected level, and the Appointments and Remuneration Committee is operating well. The opportunities for improvement are related to ongoing measures to foster efficiency in the decision-making process and more focus and time dedicated to constructive strategic debates.

The results of the evaluation of the Board of Directors carried out in 2024 were reviewed and approved by the Appointments and Remuneration Committee. The summary of conclusions reflected the healthy state of Fluidra's Board of Directors and its Committees, and made suggestions to improve the Board of Directors and continue advancing in the continuous improvement of Fluidra's governance bodies. Although the annual Board evaluation has not given rise to important changes in its internal organization or in the procedures applicable to its activities, action plans have been defined aimed at continuing to improve the effectiveness, efficiency and strategic alignment of the Board of Directors, fostering an active, integrated and forward-looking leadership structure.

Describe the evaluation process and the areas evaluated by the board of directors, assisted, as the case may be, by an external consultant, regarding the operation and composition of the board and its committees and any other area or aspect that has been evaluated.

Description of evaluation process and areas evaluated

The evaluation of the Board of Directors was carried out in 2024 with the participation of an external consultant, taking into account the recommendations of the Good Governance Code for Listed Companies and international best practice in corporate governance.

The purpose of the evaluation is to evaluate the Board's composition, operation and performance and provide a framework for self-assessment of its skills and competences by responding to a series of questions and statements. The questionnaire is organized in four parts: the first analyses the mechanics, the organization, the structure and the performance of the Board, the second is a self-assessment of skills which examines the capabilities of each of its members, the third part concerns training needs and the last part asks for suggestions to improve the general functioning of the Board.

In 2025, the results and conclusions of the evaluation carried out in December 2024 by the external consultant were submitted to the Chair of the Appointments and Remuneration Committee.

C.1.18 In years when the evaluation has involved the assistance of an external advisor, detail any business relationship that the consultant or any company of its group have with the company or any of the group companies.

In 2024, the evaluation of the Board of Directors was assisted by the external consultant Seeliger y Conde, which has not provided any other service to the Company during the year. In previous years, Seeliger y Conde has provided certain advisory services to the Company, mainly consisting of support in selection processes, which in no case represent a conflict with the Company.

C.1.19 State the circumstances in which the resignation of directors is mandatory.

In accordance with article 21.2 of the Board Regulations, directors must offer their resignation to the Board of Directors, formalizing their resignation if the Board so decides, in the following cases:

- a) When they cease to hold the executive position to which their appointment as director was associated.
- b) When they incur in any of the situations of incompatibility or prohibition established by law.
- c) When they are severely reprimanded by the Board of Directors because of breaching their obligations as directors.
- d) When their continued presence on the Board could jeopardize or damage the Company's interests, credit or reputation or when the reasons for which they were appointed no longer exist (for example, when a proprietary director disposes of its shareholding in the Company). In particular, directors will be required to inform the Board of Directors and, as the case may be, resign when situations affecting them arise, whether or not they are related to their performance in the Company, that could damage the Company's credit and reputation, and particularly in relation to any criminal case in which they are named as investigated persons. The Board of Directors will examine the case and decide, following a report from the Appointments and Remuneration Committee, whether or not it should take any measure, such as commencing an internal investigation, requesting the director's resignation or proposing his or her removal.
- e) In the case of independent directors, they may not remain in their position as such for a continued period of more than 12 years, and therefore at the end of that term they must offer their resignation to the Board of Directors.
- f) In the case of proprietary directors (i) when the shareholder they represent sells the shareholding in full and; furthermore (ii) in respect of the corresponding number, when the aforesaid shareholder reduces its shareholding to a level that requires a reduction in the number of proprietary directors.

Article 21.3 also establishes that, in the event that a director ceases to hold his or her position before the end of the term of office, due to resignation or any other reason, the aforesaid director must explain the reasons in a letter which will be sent to all members of the Board.

C.1.20 Are qualified majorities, different from the statutory majorities, required to adopt any type of decision?

☐ Yes
☒ No

If so, describe the differences.

C.1.21 Explain whether there are specific requirements, other than the requirements relating to directors, in order to be appointed chairman of the board of directors:

☒ Yes
☐ No

Description of requirements

In accordance with the provisions of article 8 of the Board Regulations, the Chairman of the Board of directors will be elected out of the Board members with the favourable vote of at least nine (9) Board members, as established in the Company's Articles of Association, following a report from the Appointments and Remuneration Committee. The removal of the Chairman of the Board will require that the corresponding resolution be passed with the favourable vote of at least nine (9) members of the Board of Directors.

C.1.22 State whether the Articles of Association or the Board regulations establish any age limit for directors:

☐ Yes
☒ No

C.1.23 State whether the Articles of Association or the Board regulations establish any limit on the term of office or other stricter requisites in addition to those established by law for independent directors, that is different from the term established by regulatory provisions:

[] Yes
[v] No

C.1.24 State whether the Articles of Association or the Board regulations establish specific rules for proxy voting at Board meetings through other directors, the manner of doing so and, in particular, the maximum number of delegations that a director may hold, as well as whether any restriction has been established regarding the categories of directors who may be delegated, beyond the restrictions imposed by legislation. If so, briefly describe such rules.

As established in article 16 of the Board Regulations, Directors shall make every effort to attend all Board meetings and when it is impossible for them to attend in person for justified reasons, they will grant representation in writing, on a special basis for each meeting, appointing another member of the Board as proxy with the pertinent instructions and notifying the Chairman of the Board of Directors of this. Non-executive directors may only delegate another non-executive director to represent them.

C.1.25 State the number of meetings that the board of directors has held during the year. In addition, specify the number of times the board has met, if any, at which the chairman was not in attendance. Proxies granted with specific instructions shall be counted as attendance.

Number of meetings of the board	8
Number of board meetings at which the Chairman was not in attendance	0

State the number of meetings held by the lead independent director with the other directors, at which no executive director was present or represented:

Number of meetings	2
--------------------	---

State the number of meetings held by the different committees of the board during the year:

Number of meetings of the Audit Committee	7
Number of meetings of the Executive, Strategy and ESG Committee	1
Number of meetings of the Appointments and Remuneration Committee	9

C.1.26 State the number of meetings that the board of directors has held during the year and data on attendance of its members:

Number of meetings at which at least 80% of the directors were present in person	8
% of personal attendance with respect to total votes during the year	100.00
Number of meetings at which all directors were present in person or represented by proxies with specific instructions	8
% of votes cast by directors present in person or represented by proxies with specific instructions compared to total votes during the year	100.00

The attendance of each of the members of the Board of Directors at Board meetings held in 2024 is detailed below:

1. Mr Eloy Planes Corts: 100%
2. Ms Esther Berrozpe Galindo: 100%
3. Ms Barbara Borra: 100%
4. Mr Bruce W. Brooks: 100%
5. Mr Jorge Constans Fernandez: 100%
6. Mr Bernardo Corbera Serra: 100%
7. Mr Bernat Garrigós Castro: 100%
8. Ms Aedhmar Hynes: 100%
9. Mr Michael Steven Langman: 87.5%. (Delegated Mr José Manuel Vargas Gomez to represent him at one meeting).
10. Mr Brian McDonald: 100%
11. Mr Manuel Puig Rocha: 100%
12. Mr Oscar Serra Duffo: 100%
13. Ms Olatz Urroz Garcia: 100%
14. Mr Jose Manuel Vargas Gomez: 100%

Furthermore, the attendance of each of the members of the Board of Directors at the meetings of committees held in 2024 is detailed below:

- Executive, Strategy and ESG Committee:

1. Mr Eloy Planes Corts: 100%
2. Ms Barbara Borra: 100%
3. Mr Bruce W. Brooks: 100%
4. Mr Jorge Constans Fernandez: 100%
5. Ms Aedhmar Hynes: 100%
6. Mr Manuel Puig Rocha: 100%
7. Mr Oscar Serra Duffo: 100%
8. Mr Jose Manuel Vargas Gomez: 100%

- Appointments and Remuneration Committee:

1. Ms Esther Berrozpe Galindo: 100%
2. Mr Jorge Constans Fernandez: 100%
3. Mr Bernardo Corbera Serra: 77.8% (Delegated Mr Jorge Constans Fernandez to represent him on one occasions and Mr Esther Berrozpe Galindo on another).
4. Mr Michael Steven Langman: 88.9% (Delegated Ms Esther Berrozpe Galindo to represent him at one meeting).

- Audit Committee:

1. Mr Brian McDonald: 100%
2. Ms Esther Berrozpe Galindo: 85.7% (Delegated Mr Brian McDonald to represent her at one meeting).
3. Mr Bernat Garrigós Castro: 85.7% (Delegated Mr Briand McDonald to represent him at one meeting).
8. Ms Aedhmar Hynes: 100%
4. Ms Olatz Urroz Garcia: 100%
5. Mr Jose Manuel Vargas Gomez: 100%

For each of the absences, the Directors sent apologies for their absence for duly justified causes and delegated another director to represent them with specific voting instructions.

C.1.27 State whether the individual and consolidated annual accounts that are submitted to the board are previously certified:

- [] Yes
[V] No

Identify, if applicable, the person/persons that has/have certified the individual and consolidated annual accounts of the company for preparation by the board:

C.1.28 Explain the mechanisms, if any, established by the board of directors so that the annual accounts that the board of directors submits to the general shareholders' meeting are drawn up in accordance with accounting legislation.

As established in article 38.3 of the Board Regulations, the Board of Directors will strive to draw up the accounts definitively in such a way that they are prepared in accordance with accounting legislation. In exceptional cases in which there are qualifications, both the Chairman of the Audit Committee and the external auditors will explain clearly to the shareholders at the General Meeting the Audit Committee's opinion on their content and scope. However, when the Board considers that it should uphold its criteria, it will explain publicly the content and scope of the discrepancy, making a summary of that opinion available to shareholders at the time of publishing the notice of the General Meeting.

C.1.29 Is the secretary of the board a director?

[] Yes
[v] No

If the secretary is not a director, complete the following table:

Name of secretary	Representative
Mr ALBERT COLLADO ARMENGOL	

C.1.30 State the specific mechanisms established by the company to preserve the independence of the external auditors and the mechanisms, if any, to preserve the independence of financial analysts, investment banks and rating agencies, including how legal provisions have been implemented in practice.

To preserve the independence of the external auditors:

Article 8 of the Audit Committee Regulations establishes that the committee will exercise the following powers in relation to the external auditor or audit firm:

- Submit to the Board proposals for the selection, appointment, re-election and replacement of the external auditor or audit firm, and their contract conditions, according to the criteria indicated in the same Regulations (resources, experience and geographical coverage of the audit firm; availability of personnel with the necessary skills, technical resources, independence of the audit firm, non-discrimination and quality and effectiveness of the service);
- Meet with the external auditor or audit firm and receive regular information on the progress and results of the audit programme, and verify that the management team acts in accordance with their recommendations (meetings that will discuss, among other matters, the suitability of the scope of the consolidation, significant changes in policy or significant weaknesses in internal control).
- Ensure the independence of the auditor or audit firm in carrying out its duties (in this regard, the Audit Committee will issue a report each year, before the audit report on the accounts is issued, in which it will express an opinion on the independence of the auditors);
- Favour that the auditor of the group undertake responsibility for the audits of the companies that make up the group.
- Guarantee fluid and permanent communication with the auditor, requesting information on the audit plan, its effectiveness and any other matter related to the audit process. These communications must be made together with the duties and obligations of each party to assure the external auditor's independence. These communications will be made at annual meetings, most of which will be held without the presence of Company management.

In turn, article 54 of the Company's Articles of Association establishes that the auditors are to be appointed by the General Meeting before the end of the financial year that is to be audited, for an initial term, which may not be less than three years nor more than nine years, as of the date on which the first financial year to be audited commences, notwithstanding the provisions established in the legislation regulating the audit activity with regard to the possibility of an extension.

The General Meeting may appoint one or several natural or legal persons who will act jointly.

When the persons appointed are natural persons, the General Meeting must appoint as many alternates as principal auditors.

The General Meeting may not revoke the auditors' appointment before the end of the term for which they were appointed, unless there is due cause.

The Audit Committee will refrain from proposing to the Board of Directors, and the latter in turn will refrain from submitting to the General Meeting, the appointment as auditor of the Company's accounts of any firm that incurs in a cause of incompatibility under legislation on auditing as well as any firms in which the fees to be paid to them by the Company, for all services, are more than five per cent of their total revenues during the last financial year.

To preserve the independence of financial analysts, investment banks and rating agencies:

The Company maintains relations with financial analysts and investment banks in which it ensures the transparency, non-discrimination, veracity and reliability of the information provided. Corporate Financial Management, through Investor Relations Management, is responsible for co-ordinating relations with and handling requests for information from institutional or private investors. The mandates to investment banks are granted by Corporate Financial Management while Analysis and Planning Management handles the work with such banks.

In 2018 the Company obtained credit ratings from Moody's and Standard & Poor's, which are published on the Company's website and were originally reported to the market through Relevant Event notices number 261590 and number 268995. These credit ratings from Moody's and Standard & Poor's were updated and confirmed respectively on 18th March and 28th August 2024.

The independence of financial analysts is protected by the existence of Investor Relations Management which is specifically dedicated to dealing with them, guaranteeing objective, equitable and non-discriminatory treatment among investors. To guarantee the principles of transparency and non-discrimination, and complying at all times with the regulations on the Securities Market, the Company has several communication channels:

. Personalized attention to analysts and investors

. Publication of information on quarterly, half-yearly and annual results, communications of privileged information and other relevant information. Publication of press releases.

. E-mail on the website (investor_relations@fluidra.com, accionistas@fluidra.com). Shareholder information telephone service (34 937243900)

. Presentations, both in person and by telephone. Visits to the Company's premises

All this information is accessible through the Company's website (www.fluidra.com).

C.1.31 State whether the Company has changed the external auditor during the year. If so, identify the incoming and outgoing auditor:

- ☐ Yes
☒ No

If there has been any disagreement with the outgoing auditor, explain the content of such disagreements:

- ☐ Yes
☒ No

C.1.32 State whether the audit firm performs other non-audit work for the company and/or its group. If so, state the amount of the fees received for such work and the percentage this amount represents of the fees billed to the company and/or its group for audit work:

- ☒ Yes
☐ No

	Company	Group companies	Total
Amount of other non-audit work (thousand euros)	146	12	158
Amount of non-audit work / Amount of audit work (%)	104.60	0.85	10.40

Regarding the amount of non-audit services, the Audit Committee Report on the external auditor's independence (published on the Company's website on this same date) can be consulted, which details that these services correspond to other accounting verification services related to the audit.

C.1.33 State whether the audit report on the annual accounts for the previous year has qualifications. If so, state the reasons given to the shareholders at the General Meeting by the chairman of the audit committee to explain the content and scope of such qualifications.

☐ Yes
☒ No

C.1.34 State the number of years for which the current audit firm has been auditing the company's individual and/or consolidated annual accounts without interruption. Also state the percentage that the number of years audited by the current audit firm represents with respect to the total number of years in which the annual accounts have been audited:

	Individual	Consolidated
Number of years without a break	9	9

	Individual	Consolidated
No. of years audited by current audit firm / No. of years the company or its group has been audited (%)	42.90	39.10

C.1.35 State whether there is a procedure to ensure directors have the necessary information to prepare meetings of management bodies sufficiently in advance and, if so, describe it:

☒ Yes
☐ No

Description of the procedure

Fluidra adopts the necessary measures so that directors receive, whenever possible, sufficiently in advance the necessary information, specifically drawn up and oriented in order to prepare the meetings of the Board and its Committees.

In this regard, in accordance with article 15 of the Board Regulations, notice of the meetings of the Board of Directors is to be issued at least five days in advance and will always include the agenda for the meeting and the information necessary to deliberate on and pass resolutions on the matters to be discussed included in the agenda, unless the meeting of the Board of Directors has been held or convened exceptionally for reasons of urgency. The Chairman, as the person responsible for the efficient operation of the Board, with the Secretary's collaboration, will ensure that directors receive such information adequately. The Chairman of the Board of Directors may convene extraordinary meetings of the Board when in his opinion the circumstances so require, and in such cases the term of advance notice and other requisites indicated above do not apply. However, every effort will be made to ensure that any documentation that is to be provided to the Directors is delivered sufficiently in advance. Furthermore, Board meetings will be deemed valid without the need to have been previously convened if all the members are present or represented and agree unanimously to hold a meeting.

The Board and its Committees also have an action plan that details and schedules the activities to be carried out each year, according to the competences and tasks assigned to them.

To provide all the information and clarifications necessary in relation to the matters discussed, the principal senior managers of the Group regularly attend the meetings of the Board and its Committees, to provide information on matters within their area of competence.

Furthermore, article 22 of the Board Regulations establishes as follows:

1. Any director may request information on any matter that falls under the competence of the Board and, in this regard, examine its books, records, documents and other documentation. The right to information extends to companies in which a stake is held, whenever possible.
2. The request for information should be addressed to the Secretary of the Board of Directors, who will convey it to the Chairman of the Board of Directors and the appropriate person in the Company.
3. The Secretary will inform the director of the confidential nature of the information he or she requests and receives and of the duty of

☐ confidentiality in accordance with the Board Regulations. ☐

C.1.36 State whether the company has established any rules requiring directors to inform the company and, as the case may be, resign, when situations affecting them occur, whether or not they are related to their actions in the company, that could be damaging to the company's credit and reputation, and, if so, provide a detailed description:

[v] Yes
[] No

Explain the rules

Article 32.2 of the Board Regulations establishes the obligation for directors to inform the Company in any situations that might damage the Company's credit or reputation and, in particular, to inform the Board of any criminal investigations in which they are involved as investigated persons, as well as the subsequent procedural phases, any disqualification procedures initiated against them, any near-insolvency economic situations of any trading companies in which they hold stakes or which they represent or, as the case may be, the commencement of insolvency proceedings against such companies.
This same article also establishes that in the event that a director is prosecuted or a court order is issued against a director for the commencement of a trial for any of the criminal offences listed in article 213 of the Companies Act, the Board will examine the case as soon as possible and, in light of its specific circumstances, will decide whether or not the director is to remain in office.

C.1.37 State whether the board has been informed or is otherwise aware of any situation affecting a member of the board, whether or not it is related to that member's actions in the company, that could be damaging to the company's credit or reputation, unless there are special circumstances that have been duly noted in the minutes:

[] Yes
[v] No

C.1.38 Describe the significant agreements entered into by the company that come into effect, are amended, or terminate in the event of a change in control at the company as a result of a takeover bid, and the effects thereof.

☐ Not applicable. ☐

C.1.39 Identify individually, when directors are involved, and on an aggregate basis in all other cases, and provide a detailed description of the agreements between the company and its management level and decision-making positions or employees that provide for indemnities, guarantee or "golden parachute" clauses upon resignation or unfair dismissal, or if the contractual relationship is terminated as a result of a takeover bid or other type of transaction.

Number of beneficiaries	10
-------------------------	----

Type of beneficiary	Description of the agreement
Executive Chairman /Co-CEO / Senior Managers	The Executive Chairman's contract establishes compensation in the event of termination of his contract by Fluidra for any reason, except in the event of serious and culpable or negligent breach of his obligations as an executive director, for an amount equal to two years' salary, based on the gross fixed annual salary received in the

Type of beneficiary	Description of the agreement
	year termination occurs and the gross variable annual salary received. He will also be entitled to receive this compensation if he decides to end the contract by choice, provided that this is for any of the following causes: serious breach by the Company of the obligations acquired relating to his post; reduction and substantial limitation of his duties or powers; substantial modification of the conditions agreed in the contract; change of ownership of the share capital of Fluidra, whether or not there is any variation in the Company's governing bodies. The amount of this compensation includes the legal compensation that he would be entitled to receive for termination of his previous employment relationship, of sixteen years and seven months, which was suspended by his appointment as a director. The contract includes a post-contractual non-compete clause for a term of two years after the end of provision of services. The economic compensation established for the obligation undertaken by virtue of the non-compete clause is two years' fixed gross annual salary at the time of termination of the contract. Senior managers: Non-compete and non-solicitation: · One senior manager has a post-contractual non-compete clause for a term of 18 months with no additional compensation. · One senior manager has a post-contractual non-compete and non-solicitation clause for a term of 24 months with no additional compensation. · One senior manager has post-contractual clause for a term of 12 months with no additional compensation. · One senior manager has a post-contractual non-compete clause for a term of 18 months, and 15% of his fixed remuneration comprises the remuneration of the non-compete obligation. · One senior manager has a post-contractual non-compete and non-solicitation clause for a term of 18 months, and 15% of his fixed remuneration services to remunerate the non-compete obligation, and the amount received in this respect must be at least equal to 1.5 times his fixed remuneration on the date of termination, otherwise the difference must be paid. · Two senior managers have a post-contractual non-compete and non-solicitation clause for a term of 12 months, with 15% of their fixed remuneration being the remuneration for the non-compete obligation. · Two senior managers have a post-contractual non-compete clause for a term of 12 months, and 15% of their fixed remuneration serves to remunerate this obligation. For one of them the amount received in this respect must be at least equal to 1 times his fixed remuneration on the date of termination, otherwise he must be paid the difference. Guarantee clauses in the event of termination: · One senior manager is entitled to receive compensation in the event of termination of his contract by Fluidra for any reason, except in the event of fair dismissal, the amount of which is equal to one year's fixed gross annual salary at the time of termination and payment of medical insurance for 12 months. · Two senior managers are entitled to receive compensation in the event of termination of their contract by the Group for no cause or by the senior manager with cause, for an amount equal to one year's gross fixed salary, the higher of the annual variable target and the last annual variable remuneration received, payment of medical insurance for 12 months in the case of one senior manager and for a term or not more than 6 months in the case of the other, and payment of an outplacement service in the case of one of them. · One senior manager is entitled to receive compensation in the event of termination of his contract as a result of

Type of beneficiary	Description of the agreement
	a change in control, for an amount equal to one year's gross fixed salary, payment of medical insurance for a term of not more than 6 months and payment of an outplacement service for a maximum of 2 months. · One senior manager is entitled to receive compensation in the event of termination of his contract by Fluidra for any reason, except in the event of fair dismissal, the amount of which is equal to equal to one year's fixed gross annual salary at the time of termination.

State whether, beyond the cases established by law, such contracts have to be reported to and/or approved by the decision-making bodies of the company or its group. If so, specify the procedures, cases envisaged and the nature of the bodies responsible for approval or reporting them:

	Board of Directors	General Meeting
Body that authorizes the clauses	√	

	Yes	No
Is the General Meeting informed of the clauses?	√	

C.2. Committees of the board of directors

C.2.1 Describe all the committees of the board of directors, their members and the proportion of executive, proprietary, independent and other external directors of which they are comprised:

Executive, Strategy and ESG Committee		
Name	Position	Category
Mr JOSE MANUEL VARGAS GOMEZ	MEMBER	Proprietary
Mr OSCAR SERRA DUFFO	MEMBER	Proprietary
Mr JORGE VALENTÍN CONSTANS FERNÁNDEZ	MEMBER	Independent
Mr ELOY PLANES CORTS	CHAIRMAN	Executive
Ms AEDHMAR HYNES	MEMBER	Independent
Mr BRUCE WALKER BROOKS	MEMBER	Other External
Ms BARBARA BORRA	MEMBER	Independent
Mr MANUEL PUIG ROCHA	MEMBER	Proprietary

% executive directors	12.50
% proprietary directors	37.50
% independent directors	37.50
% other external directors	12.50

Explain the duties delegated or assigned to this committee other than those already described in section C.1.9, and describe the procedures and rules of organization and operation thereof. For each of these duties, state the most important actions carried out during the year and how each of the duties assigned to it, either by law or the Articles of Association or in other corporate resolutions, has been exercised in practice.

The duties of the Executive, Strategy and ESG Committee, and its procedures and rules of organization and operation, are set out in article 12 of the Board of Directors Regulations:

(i) To advise and propose to the Board of Directors actions of strategic relevance on the Company's growth, development, diversification, business transformation and technology.

(ii) To advise the Board of Directors on the Company's long-term strategy, identifying new value creation opportunities and submitting corporate strategy proposals to the Board of Directors in relation to new investment or divestment opportunities, financial operations with a material accounting impact and relevant technological or structural organizational transformations.

To study and propose to the Board of Directors recommendations and improvements concerning strategic plans and any updates thereto from time to time that are to be approved by the Board of Directors.

(iii) To advise the Board of Directors on ESG, including the following functions:

1. To advise on and propose the ESG strategy, and to propose the Company's sustainability and environmental policies.

2. To ensure that ESG is part of the Company's strategic business plans, acknowledging the strategic component that ESG represents for the Company.

3. To report to the Board of Directors on possible amendments and periodic updates of the ESG strategy, including the Company's strategy in relation to social action, the policies on diversity and integration, human rights, equal opportunities and work-life balance, regularly evaluating its degree of compliance and submitting to the Board of Directors proposals for improvement which it considers to be in the Company's best interest.

The Executive, Strategy and ESG Committee will not under any circumstances undertake oversight and control duties in relation to ESG, as these are attributed, in accordance with the provisions of their respective regulations, to the Audit Committee and the Appointments and Remuneration Committee, as the case may be.

(iv) The Board may ask the Committee to draw up reports on matters that come under its sphere of action.

The Executive, Strategy and ESG Committee will make proposals and recommendations to the Board of Directors on the actions it considers appropriate in the sphere of competences described in paragraphs (i) to (iv) above, but it will not have powers to make any decision on the Company's behalf, as the ultimate decision-making powers on such matters correspond to the Board of Directors and, where appropriate under the applicable regulations, the General Meeting.

Appointments and Remuneration Committee

Name	Position	Category
Ms ESTHER BERROZPE GALINDO	CHAIR	Independent
Mr BERNARDO CORBERA SERRA	MEMBER	Proprietary
Mr JORGE VALENTÍN CONSTANS FERNÁNDEZ	MEMBER	Independent
Mr MICHAEL STEVEN LANGMAN	MEMBER	Proprietary

% executive directors	0.00
% proprietary directors	50.00
% independent directors	50.00
% other external directors	0.00

Explain the duties assigned to this committee, including, if appropriate, those that are in addition to the duties established by law, and describe the procedures and rules of organization and operation thereof. For each of these duties, state the most important actions carried out during the year and how each of the duties assigned to it, either by law or the Articles of Association or in corporate resolutions, has been exercised in practice.

The duties of the Appointments and Remuneration Committee, and its procedures and rules of organization and operation, are set out in article 14 of the Board of Directors Regulations, and in the Appointments and Remuneration Committee Regulations. In this regard, the duties assigned to this Committee correspond mainly to those established by law and duties deriving from good governance recommendations and the Appointments and Remuneration Committee Technical Guide.

The most relevant activities carried out by this Committee in 2024 are detailed in the annual report of the activities of the Appointments and Remuneration Committee for 2024, available at www.fluidra.com.

Audit Committee		
Name	Position	Category
Mr JOSÉ MANUEL VARGAS GÓMEZ	MEMBER	Proprietary
Ms ESTHER BERROZPE GALINDO	MEMBER	Independent
Mr BERNAT GARRIGOS CASTRO	MEMBER	Proprietary
Mr BRIAN MCDONALD	CHAIRMAN	Independent
Ms OLATZ URROZ GARCIA	MEMBER	Independent

% executive directors	0.00
% proprietary directors	40.00
% independent directors	60.00
% other external directors	0.00

Explain the duties assigned to this committee, including, if appropriate, those that are in addition to the duties established by law, and describe the procedures and rules of organization and operation thereof. For each of these duties, state the most important actions carried out during the year and how each of the duties assigned to it, either by law or the Articles of Association or in corporate resolutions, has been exercised in practice.

The functions of the Audit Committee, and its procedures and rules of organization and operation, are set out in article 13 of the Board of Directors Regulations, and in the Audit Committee Regulations. In this regard, the duties assigned to this Committee correspond mainly to those established by law and duties deriving from good governance recommendations and the Audit Committee Technical Guide. Certain additional duties are included in article 10 of the Audit Committee Regulations, principally with regard to compliance.

The most relevant activities carried out by this Committee in 2024 are detailed in the annual report on the activities of the Audit Committee for 2024, available at www.fluidra.com.

Identify the directors who are members of the audit committee and who have been appointed taking into account their knowledge and experience in the areas of accounting, auditing, or both, and report the date of appointment of the chairman of this committee.

Name of directors with experience	Mr JOSÉ MANUEL VARGAS GÓMEZ / Ms ESTHER BERROZPE GALINDO / Mr BERNAT GARRIGOS CASTRO / Mr BRIAN MC DONALD / Ms OLATZ URROZ GARCIA
Date of appointment of chairman to that post	08/05/2024

C.2.2 Complete the following table with information regarding the number of female directors on the committees of the board of directors at the end of the last four years:

	Number of female directors							
	2024		2023		2022		2021	
	Number	%	Number	%	Number	%	Number	%
Executive, Strategy and ESG Committee	2	25.00	2	28.57	1	16.67	0	0.00
Appointments and Remuneration Committee	1	25.00	1	25.00	1	25.00	0	0.00
Audit Committee	2	40.00	1	20.00	0	0.00	1	25.00

C.2.3 State, if applicable, the existence of regulations of the board committees, where such regulations may be consulted, and any amendments made during the year. Also state whether any annual report on the activities of each committee has been prepared voluntarily.

APPOINTMENTS AND REMUNERATION COMMITTEE

The Committee is regulated in the Board of Directors Regulations (article 14), and in the Appointments and Remuneration Committee's own Regulations. Both Regulations are published on the Company's website. The Company draws up an annual report on the activity of the Appointments and Remuneration Committee, the contents of which are published together with the informative documentation for shareholders in relation to the Ordinary General Shareholders' Meeting.

AUDIT COMMITTEE

The Committee is regulated in the Board of Directors Regulations (article 13) and in the Internal Rules of Conduct, and also in the Audit Committee's own Regulations. All three Regulations are published on the Company's website. The Company draws up an annual report on the activity of the Audit Committee, the contents of which are published together with the informative documentation for shareholders in relation to the Ordinary General Shareholders' Meeting.

EXECUTIVE, STRATEGY AND ESG COMMITTEE

The Committee is regulated in the Board of Directors Regulations (article 12), which are published on the Company's website.

D. RELATED-PARTY TRANSACTIONS AND INTRAGROUP TRANSACTIONS

- D.1.** Explain any procedure and the competent bodies for the approval of related-party and intragroup transactions, indicating the company's general internal criteria and rules regulating the obligations of affected directors or shareholders to abstain and detailing the internal reporting and periodic control procedures established by the company in relation to related-party transactions the approval of which has been delegated by the Board of Directors.

In accordance with the provisions of article 33 of the Fluidra Board Regulations, any transaction carried out by the Company or its subsidiaries with its Directors, shareholders holding 10% or more of the voting rights or shareholders with representation on the Board or with any other persons to be considered related parties in the terms established by law, provided that, under ruling legislation, they are deemed to be related-party transactions and unless approval corresponds to the General Meeting, will be submitted for authorization by the Board of Directors, subject to a favourable prior report from the Audit Committee. This authority may not be delegated except in the cases and under the terms established by law.

On one hand, when a related-party transaction has to be approved by the General Shareholders' Meeting, the proposed resolution for approval adopted by the Board of Directors must be submitted to the General Meeting indicating in that proposal whether it has been approved by the Board of Directors with or without a vote against it by a majority of the Independent Directors.

On the other hand, when the Board of Directors delegates the approval of related-party transactions in accordance with the provisions of the law, it will establish in relation to such transactions an internal reporting and periodic control procedure, which will involve the Audit Committee, to verify the equity and transparency of such transactions and, as the case may be, compliance with the applicable legal criteria. These transactions will not require a prior report by the Audit Committee. The Board of Directors approved an internal policy for the approval of delegated related-party transactions, the date of effects of which is 7th May 2024.

In relation to the obligations of affected directors or shareholders to abstain, article 33.2 of the Board Regulations establishes that the directors affected by one of these transactions, approval of which corresponds to the Board of Directors and has not been delegated, must refrain from participating in the deliberation and vote on the resolution in question, as established by law, and therefore the number of affected directors will be subtracted for the purposes of determining the quorum and voting majority in relation to the matter in question.

- D.2.** Disclose individually any transactions that are significant due to their amount or subject-matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or represented on the company's Board of Directors, stating what body was competent for approving them and whether any affected shareholder or director has abstained. If competence lay with the General Meeting, state whether the proposed resolution has been passed by the Board without a majority of the independent directors voting against it:

Name of shareholder or any of its subsidiaries	% shareholding	Name of subsidiary	Amount (thousand euros)	Body that approved the transaction	Identification of significant shareholder or director that abstained	Proposal to General Meeting, if applicable, was passed by the Board without vote against of majority of independent directors
No data						

Name of shareholder or any of its subsidiaries	Nature of the relationship	Type of transaction and other information necessary to evaluate it
No data		

- D.3.** Disclose individually any transactions that are significant due to their amount or subject-matter carried out between the company or its subsidiaries and the company's directors or senior managers, including transactions with entities which the director or senior manager controls or controls jointly, and stating what body was competent for approving them and whether any affected shareholder or director has abstained. If competence lay with the General Meeting, state whether the proposed resolution has been passed by the Board without a majority of the independent directors voting against it:

Name of directors or senior managers or their controlled entities or under joint control	Name of subsidiary	Relationship	Amount (thousand euros)	Body that approved the transaction	Identification of significant shareholder or director that abstained	Proposal to General Meeting, if applicable, was passed by the Board without vote against of majority of independent directors
No data						

Name of directors or senior managers or their controlled entities or under joint control	Nature of the transaction and other information necessary to evaluate it
No data	

- D.4.** Report individually any transactions that are significant due to their amount or subject-matter carried out by the company with its parent company or with other companies belonging to the same group as the parent company, including the listed company's own subsidiaries, unless no other related party of the listed company has an interest in these subsidiaries or they are wholly owned, directly or indirectly, by the listed company.

In any case, report any intragroup transaction with entities established in countries or territories considered to be tax havens:

Name of the group company	Brief description of the transaction and other information necessary to evaluate it	Amount (thousand euros)
No data		

- D.5.** Disclose individually any transactions that are significant due to their amount or subject-matter carried out by the company or its subsidiaries with other related parties so considered in accordance with the International Accounting Standards adopted by the EU that have not been reported under previous headings:

Name of the related party	Brief description of the transaction and other information necessary to evaluate it	Amount (thousand euros)
IBERSPA, S.L.	Purchase of goods by FLUIDRA group from IBERSPA.	7,114

- D.6.** Describe the mechanisms established to detect, determine and resolve potential conflicts of interest between the company and/or its group, and its directors, senior managers, significant shareholders or other related parties.

In accordance with the provisions of the Fluidra Board of Directors Regulations, a Board member must inform the Board of Directors of the existence of any conflicts of interest and refrain from attending and intervening in the deliberations that affect matters in which that member is subject to a conflict of interest, unless the applicable legislation authorizes him/her to do so. A conflict of interest of the Board member is also considered to exist when the matter affects any of the following persons: the spouse or person with a similar relationship; ascendants, descendants and siblings and their respective spouses or persons with a similar relationship; ascendants, descendants and siblings of the spouse or person with a similar relationship; companies or entities in which the Board member has, directly or indirectly, including through a proxy, a shareholding that gives him or her a significant influence or the Board member carries out in them or in their parent company a post in the governing body or in senior management; for these purposes, any shareholding of 10% or more in the share capital or the voting rights or by virtue of which it has been possible to obtain, in fact or in law, representation on the company's governing body, is presumed to grant significant influence: and, in the case of proprietary directors, the shareholder or shareholders who proposed their appointment or appointed them or persons related directly or indirectly to them.

In any case, Board members may not use the Company's name or cite their status as Board members in order to carry out transactions on their own account or on the account of persons related to them. Board members may not carry out, directly or indirectly, professional or commercial transactions with the Company unless authorized by the Board in the terms established by law, in the Articles of Association and in the Board Regulations.

Board members must report any direct or indirect stake that they or their related persons hold in the capital of a company with the same, a similar or complementary kind of activity to that which constitutes the corporate object. Furthermore, Board members may not engage, on their own account or on the account of another, in the same, a similar or complementary kind of activity to that which constitutes the corporate object and may not hold the post of Board member or senior manager in companies that are competitors of the Company, except for any posts they may hold, as the case may be, in group companies, unless they obtain the express authorization of the General Meeting and notwithstanding the provisions of the Companies Act.

Situations of conflict of interest of the Board members will be disclosed in the annual report.

Furthermore, article 10 of the Company's Internal Rules of Conduct establishes as follows in relation to conflicts of interest:

Subject Persons in a situation of conflict of interest must observe the following general principles of conduct: Independence: Subject Persons must act at all times with freedom of judgement, with loyalty to the Company and its shareholders and independently of their own interests or those of any other party. Consequently, they will refrain from favouring their own interests to the expense of the Company's interests.

Abstention: They must refrain from acting or influencing decision-making that could affect the persons or entities with which there is a conflict and from accessing Confidential Information affecting such a conflict.

Communication: Subject Persons must inform the Company's Internal Audit and Compliance Director of any possible conflicts of interest in which they may find themselves.

A conflict of interest is considered to be any situation in which the Company's interests or those of any of the companies of the Fluidra group clash with the personal interest of the Subject Person. A personal interest of the Subject Person will exist when the matter affects him /her or Persons Closely Related to him/her.

Notwithstanding the provisions of Fluidra's Internal Rules of Conduct, the Company's Board members will be governed with regard to this matter by the provisions of the Company's Board of Directors Regulations.

Finally, in accordance with the provisions of article 33 of the Board Regulations, the execution by the Company of any transaction with Board members and with significant shareholders or with shareholders who are represented on the Board or with persons related to them, unless approval of such transactions correspond to the General Meeting, will be submitted to the Board of Directors for authorization, subject to the prior favourable report of the Audit Committee. However, the Board's authorization will not be deemed necessary in related-party transactions that comply simultaneously with the following three conditions: (i) they are carried out by virtue of contracts with standard terms and conditions applicable en masse to a large number of customers; (ii) they are carried out at prices or rates established on a general basis by the party acting as supplier of the goods or services in question; and (iii) the amount thereof does not exceed 1% of the Company's annual revenues.

Board members affected by one of such transactions will not exercise or delegate their vote and will leave the room during the Board meeting while the Board is deliberating on the matter, and will be subtracted from the number of members of the Board for the purposes of determining quorum and majorities in relation to the matter in question.

- D.7.** State whether the company is controlled, in the sense of article 42 of the Code of Commerce, by another company, listed or not, and has business relations, directly or through its subsidiaries, with that company or any of its subsidiaries (other than those of the listed company) or carries on activities related to the activities of any of them.

☐ Yes
☒ No

E. RISK MANAGEMENT AND CONTROL SYSTEMS

E.1. Explain the scope of the company's financial and non-financial Risk Management and Control System, including the system for managing tax risks:

Fluidra's risk management system is designed to mitigate all the risks to which the Company may be exposed on account of its activity. The risk management structure is based on three pillars.

- Common management systems, designed specifically to mitigate business risks.
- Internal control procedures aimed at mitigating the risks deriving from drawing up financial information and improving the reliability of such information, which have been designed in accordance with Internal Control over Financial Reporting (ICFR).
- The risk map, which is the methodology used by Fluidra to identify, understand and assess the risks that affect the company. The aim is to obtain an overall view of risks, designing a system of efficient responses aligned with the business objectives.

The Risk Management and Control System works in an integrated and continuous way to permit effective management of the risks and the controls that mitigate them at all levels of the organization. It is a global and dynamic system that encompasses the entire organization and its environment, including all subsidiaries and geographical areas. Compliance with the system is mandatory for all employees of the Group, in particular by managers and directors of the company.

E.2. Identify the decision-making bodies of the company responsible for preparing and implementing the financial and non-financial Risk Management and Control System, including the system for managing tax risks:

Fluidra's Risk and Opportunity Management System ("ROMS") is structured according to 3 lines of defence: the regional businesses and their transactional support functions; the corporate functions of oversight and control of the group's operations and Internal Audit. Oversight of the Group's ROMS is the responsibility of the Audit Committee, as the delegated consultation body of the Board of Directors for these matters. The risk management functions of the Audit Committee include, among others:

- Periodic review of the results obtained in the ROMS;
- Evaluation of the effectiveness of the internal control and management systems, as well as the measures established to mitigate the risks identified;
- Assurance of the process established to identify and reassess financial and non-financial risks;
- Identification and understanding of emerging risks, and their alert mechanisms; and
- Assurance that risks are maintained and managed within the tolerance levels established by the Board.

In turn, the role of the MAC is to identify the different types of risks and opportunities, including among the financial and economic risks any contingent liabilities and other off-balance-sheet risks; identify the measures that are necessary to mitigate the impact of the risks identified, in the event that they materialize; identify the internal control and reporting systems that will be used to control and manage the risks. Within the MAC, the CFSO is responsible for management of the system and the risk management function through the ERM department. ERM is responsible for: supervising risks according to the methodology and tools defined in the Policy; coordinating the first and second lines of defence; promoting a sound risk culture throughout the organization. Finally, the Internal Audit department carries out independent oversight of the risk management system, and of the internal control systems, contributing with its recommendations to reducing the potential impact of the risks on the organization to reasonable levels, and to improving the risk management and control processes.

The objectives of the Audit Committee are:

- To report to the General Shareholders' Meeting on any matters arising within its sphere of competence.
- To propose to the Board of Directors, for submission to the General Shareholders' Meeting, the appointment of auditors or audit firms as referred to in article 264 of the Companies Act, and their contract conditions, the scope of their professional engagement and, as the case may be, their revocation or non-renewal.
- To supervise the effectiveness of the Company's internal control and Internal Control over Financial Reporting, internal audit and the risk management systems, and to discuss with the auditors or audit firms any significant internal control weaknesses detected in the course of the audit.
- To supervise the process of drawing up and presenting statutory financial information.
- To review the Company's accounts, ensure compliance with legal requirements and correct application of generally accepted accounting principles, for which purpose it has the direct collaboration of the external and internal auditors.
- To handle and oversee relations with the external auditors or audit firms in order to receive information on any matters that could compromise their independence and any other matters related to the auditing process, as well as any other communications established in auditing legislation and auditing standards.
- To supervise performance of the audit contract, ensuring that the opinion on the Annual Accounts and the main contents of the audit report are expressed clearly and precisely, and to evaluate the results of each audit.
- To supervise compliance with legislation on related-party transactions. In particular, it will ensure that such transactions are reported to the market (Order 3050/2004, of the Ministry of Economy and Treasury, of 15th September 2004).
- To issue annually, prior to the issue of the audit report, a report expressing an opinion on the independence of the auditors or audit firms, as well as disclosing the provision of any additional services.
- To examine compliance with the Internal Rules of Conduct, the Audit Committee Regulations and the Company's rules of good

governance and to make the necessary proposals for improvement.

- To receive information and issue a report on any disciplinary measures sought to be imposed on members of the Company's senior management team.

With regard to tax, the tax strategy approved by the Board is governed by the following principles: compliance with the applicable tax obligations in the territories where it does business, promote a relationship of collaboration with the Tax Authorities with which it relates, and protect sustainable value generation for the Company's different stakeholders. Tax Management of the Group reports, at least once a year, to the Board on the management of and compliance with tax obligations as well as tax risk control and management aspects.

E.3. Point out the main financial and non-financial risks, including tax risks and to the extent that they are significant the risks deriving from corruption (with the scope indicated in Royal Decree Act 18/2017), that could affect the achievement of business goals:

After the process of identifying and assessing corporate risks, a total of 34 risks have been identified in 2024. Below, we detail the 10 most significant risks:

Financial Risks:

- a) Increase in raw material prices.
- b) Exchange rate fluctuations.

Non-Financial Risks:

- a) Cybersecurity incidents.
- b) Competitor strategy changes that may impact market dynamics.
- c) Loss of competitiveness due to lack of adaptation to new technologies.
- d) Quality incidents in production processes.
- e) Water crisis.
- f) Business interruption due to issues in information systems.
- g) Compliance: Taxes, tariffs, transfer pricing, and other regulations that may impact the Group's operations.
- h) Impacts resulting from catastrophic events in production or logistics plants.

E.4. Identify whether the company has risk tolerance levels, including one for tax risk:

Fluidra defined its risk tolerance (maximum acceptable value of unexpected losses that the Company can handle). Based on the values that were calculated, impact scales have been defined that the group uses in its risk matrix.

The various risks are identified and assessed on the basis of an analysis of the possible events that could give rise to such risks. The assessment is carried out using metrics that measure likelihood and impact. The controls in place to mitigate them are determined as well as the additional action plans necessary if such controls are considered insufficient.

This process, performed annually, lets the Company's Risk Map be obtained. The most relevant risks are taken from this map and, together with the main variations compared to the previous year, are submitted to the Audit Committee for discussion and approval. The definition of the scale of gravity and the scale of likelihood is carried out based on qualitative and quantitative criteria.

Once the critical risks have been identified and re-assessed, Company Management establishes specific actions, determining the person responsible and timing, to mitigate the impact and likelihood of such risks and at the same time reviews the current controls over these risks. The analysis of risks, controls and actions to mitigate their impact and likelihood is presented annually to the Audit Committee, for supervision and approval. The Audit Committee subsequently reports to the Board of Directors.

E.5. State what financial and non-financial risks, including tax risks, have materialized during the year:

In 2024, the Company had a fire in two of its warehouses located in France. The fires in these warehouses affected the Company's activity as the result of the materialization of the risk of a catastrophic event in a production/distribution plant. The assessment of the impact of these events is currently being completed, as there are a number of variables that are influencing the economic impact, minimized to a considerable extent by insurance coverage.

In addition, and as a result of an incident related to the quality process for one of our products, the Company has devised a process for the recall of the product in question, both from our customers' premises and from end user, issuing the pertinent communications to carry out the recall of the product.

E.6. Explain the plans for responding to and supervising the company's main risks, including tax risks, as well as the procedures followed by the company to ensure that the board of directors responds to the new challenges that appear:

In addition to what is explained in sections E.3 and E.5, Fluidra also manages the following risks:

Strategic risks:

- Continuing analysis of sales of new strategic products and comparison with competitors based on market research monitoring tools,

statistical database analysis by type of market and product. Comparative studies are performed that let us measure the figures against the competition and update product valuations with the information obtained.

- Customers with a greater awareness of sustainability: a study is planned that will identify risks and opportunities in market trends from the ESG standpoint.

- Analysis of new lines of business: advising from external consultants specializing in development processes.

Operational risks:

- Protection of technology and R&D: given the activities carried out by the different business units, this is an essential milestone in order to maintain its competitive edge. Fluidra has development criteria, policies and legal protocols to assure this protection, encompassing information security and cybersecurity.

- Action plans to ensure that production capacities are adapted to the demand levels for new products.

- Expansion through the acquisition of companies in the sector: integration processes in all areas so that the companies are integrated efficiently.

- Impacts of climate change on operations: monitoring to prevent alterations in the Group's supply chain.

Financial risks:

- Corporate Management Control Department: detection and rapid eradication of any irregularity in subsidiaries to standardize the consolidation of financial and non-financial statements; analysis of procedures and internal controls of the subsidiaries successively checked by the Internal Audit Department and reviewed by external auditors.

- Plan for implementation and update of the subsidiaries' computer systems.

- Continuous monitoring of exposure to exchange rate risk or interest rate risk and proposing corrective measures.

- Continuous monitoring of credit risk: analysing the financial health and the profits obtained from customers that represent a higher risk in relation to the fixed costs borne by Fluidra.

Regulatory and compliance risks:

- Procedure for identification and assessment of legal/tax risks applied periodically: identify any conflicts/litigation that could have an impact on the Company's assets, or any differences of opinion that might arise due to different interpretations of the law with respect to a specific tax. Accounting provisions to cover the risks are analysed and recorded.

- Providing annual information on environmental performance and management: Fluidra works to guarantee the reliability and integrity of the information provided on energy use, waste generation and greenhouse gas emissions through external verification of its Non-Financial Statement.

Environmental risks:

- Effect of climate change on the business: calculation of the financial impact as a result of the possibility of a reduction in sales of seasonal products and of potential property damage and interruptions of its activity. This risk is offset with the group's geographical diversification, the increase in the portfolio of products for adverse climate conditions and the R&D of products with low water, energy and chemical product consumption, as well as products and services that enable efficient utilization of pools in any climate situation. The ESG department performs a qualitative analysis of the physical and transition risks. It has been determined that acute physical risks on the business infrastructures and the costs associated to prevention, adaptation and mitigation are the most likely in the medium term and those that could have greater impact.

- Environmental legislation: the subsidiaries/regions are responsible for compliance with legislation and have the support of the corporate ESG and HSE departments.

Human Resources risks:

- Talent management: people management to reduce workplace conflicts and not affect the Company's performance: policy of bonuses linked to the company's results and personal targets; identifying and rewarding the best professionals to attract and retain talent; individual and collective development plans; succession plans that guarantee the continuity of the Company.

- Occupational health and safety: investments are made in the factories periodically and training is given to prevent workplace accidents.

- Confidential Channel: managed by the Ethics Committee, for reporting any issue considered appropriate.

- Respect for internationally recognized Human Rights: efforts are made to prevent and mitigate any potential risk that could arise from the Company's activities and/or commercial relations. All employees and suppliers undertake to respect the principles contained in the Universal Declaration of Human Rights by accepting Fluidra's respective Ethics Codes.

Reputational risks:

- Transparency in communications with stakeholders: comparison with different international benchmarks and external agency ratings to ensure compliance and plan future improvements; publication of Annual Integrated Report.

- United Nations Global Compact and principles of the ILO. Fluidra carries on its activity in some of the countries that have not signed up to the Global Compact and ILO principles. Supplier assessments and audits are performed and training is given to them on the human rights commitments contained in the Ethics Code.

F. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS ON FINANCIAL REPORTING (ICFR)

Describe the mechanisms that make up the control and risk management systems in relation to the company's financial reporting (ICFR).

F.1. Control environment in the company.

Indicate, specifying their main features, at least the following:

F.1.1 What bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective ICFR; (ii) the implementation of this system; and (iii) supervision of the system.

Fluidra S.A. and its subsidiaries formally define the responsibilities for the adequate and effective existence of ICFR in the Board of Directors Regulations.
The Board of Directors has designated Corporate Financial Management of Fluidra as responsible for the implementation and maintenance of ICFR.
As regards responsibility for supervising ICFR, articles 6 and 7 of the Audit Committee Regulations explicitly include the responsibility of the Audit Committee in relation to supervision of the ICFR, as well as the responsibility for supervising the process of drawing up and presenting statutory financial information.
The Audit Committee has the support of Internal Audit and Regulatory Compliance management in fulfilling its responsibilities and this is reflected in the charter for that management area.

F.1.2 Whether any of the following are in place, particularly with regard to the process of preparing financial information:

- Departments and/or mechanisms in charge of: (i) the design and review of the organizational structure; (ii) clearly defining the lines of responsibility and authority, with an appropriate distribution of tasks and duties; and (iii) ensuring that there are sufficient procedures for the proper dissemination of these in the company:

Fluidra has internal processes that establish the authorization levels necessary to modify the organizational structure. Defining the structure and reviewing it are ultimately responsibilities of the Executive Chairman and CEO, with the support of the Appointments and Remuneration Committee. The Appointments and Remuneration Committee is made up of 4 directors from the Board of Directors, of whom 2 are proprietary directors and 2 are independent.
Fluidra has an internal organization chart available on the corporate intranet which covers the main business areas and ranges from the position of Executive Chairman through the CEO to the level of General Management of each business. This organization chart specifies the areas and departments (including the departments involved in the preparation, analysis and supervision of the financial information), and details the hierarchical dependencies.
For the purposes of preparing statutory financial information, the Group Accounting Manual (GAM) sets out the basic lines of responsibility existing in the process, policies, documentation necessary and timing.

- Code of conduct, body that approves it, degree of dissemination and instruction, principles and values included (indicating whether the recording of operations and the preparation of financial information are specifically mentioned), body in charge of analysing breaches and proposing corrective actions and penalties:

Fluidra's commitments include focusing its efforts on ensuring that operations are carried out in an environment of ethical professional practice. This is carried out through the implementation of mechanisms aimed at preventing and detecting fraud committed by employees, or inappropriate practice that could lead to sanctions, fines or damage the Group's image, and also by reinforcing the importance of ethical values and integrity among its professionals.
Fluidra has a Code of Conduct (hereinafter Ethics Code), the first version of which was approved by the Board of Directors at a meeting held on 16th December 2008 and the latest version at the Board meeting held on 7th May 2024.
The Ethics Code must be observed by all employees of the Group and is accessible to all employees through the corporate website in 18 languages and the "myfluidra" Intranet. All employees, when they join Fluidra, receive a copy of the Ethics Code which they have to sign as evidence of their agreement to comply with Fluidra's internal policies.
The main values included in the Ethics Code are those of bringing maximum transparency to Fluidra's business, creating an environment of trust for its customers, suppliers, shareholders, employees, public and private institutions and for society in general. The Ethics Code is based on the ten principles declared in the UN Global Compact and seeks to be the guide that sets out the most relevant ethical principles and behaviour to be observed in internal and external relations, including and updating all conduct that is not permitted from a legal

approach.

The general ethical principles considered in the Fluidra Ethics Code are specified in terms of the ICFR (Internal Control over Financial Reporting), in values associated to professional integrity and responsibility, guidelines for action related to a greater or lesser extent to the reliability of the financial information and compliance with applicable legislation.

Updates and amendments of the Ethics Code are proposed and promoted by the Audit Committee. The modifications that have been made to the Ethics Code are indicated below:

- On 28th February 2012, the Audit Committee approved the review of the Ethics Code with the aim of incorporating modifications that reflected the evolution of the legal framework to which it is subject, especially with regard to the responsibilities of the Board of Directors and the Audit Committee.

- During 2015, Fluidra reviewed the Ethics Code again, with the aim of bringing it into line with new legislative changes, updating it once again in 2016 to the latest changes in regulations.

In addition to the Ethics Code, Fluidra also has other features that seek to achieve an environment of ethical professional practice.

- During 2017, the Compliance Coordination Committee was consolidated, made up of the corporate areas of Human Resources, Internal Audit, Legal Advising and by the CFSO. As established in its Rules of application, its main functions are as follows:

- Promoting, disseminating and applying the Ethics Code throughout the Group.

- Ensuring that the criminal offence prevention and control model is developed correctly in the Group.

- Encouraging the creation of internal policies, rules and procedures.

- In 2019, the Board of Directors of Fluidra published a new Ethics Code, resulting from the merger of the two codes of conduct of the former Fluidra and the former Zodiac. Group Management prepared a compulsory online course for all employees aimed at helping them to know and understand the principles and commitments of the organization. The course consisted of three parts: an information video of the Chairman of the Group, an online course on the New Ethics Code, and finally acceptance of the Fluidra Ethics Code.

At the end of 2019, the Audit Committee opted to coordinate Compliance Management and the position of compliance officer in Internal Audit management under the leadership of the Global Internal Audit Director. As part of this change, the Compliance Coordination Committee undertook advisory functions to the Global Internal Audit and Compliance Director.

In 2022 the Ethics Code was revised to bring the contents relating to the Confidential Channel into line with the changes that had taken place in that mechanism in order to comply with Directive 2019/1937. Furthermore, on the occasion of that change, the Code became the responsibility of HR & ESG Management.

In 2023, following the movement of the ESG Department from the former HR & ESG Management to Financial Management, it was agreed that the Code would become the responsibility of the ESG Department.

In 2024, certain changes have been made to the Ethics Code to adapt it to the new legislation (Corporate Sustainability Due Diligence Directive or "CSDDD") and cover the requirements of the ESG ratings.

Whistleblowing channel that makes it possible to report any irregularities of a financial or accounting nature to the audit committee, as well as any possible breach of the code of conduct and irregular activities in the organization, specifying, if appropriate, whether it is confidential and whether it provides the possibility of reporting anonymously respecting the rights of the whistleblower and the person reported:

Fluidra has an internal whistleblowing channel ("Confidential Channel") through which all employees, board members, customers, suppliers, contractors or subcontractors and shareholders can raise their queries and concerns. A communication channel has been enabled to send them which, from October 2022, has been outsourced so as to ensure confidentiality and anonymity. Access to this channel can be obtained from the corporate website. Fluidra also has an Ethics Committee, whose role is to deal with the queries and complaints received through the Confidential Channel. Its objective is to carry out monitoring and control of compliance with the principles established in the Ethics Code.

The Ethics Committee reports annually to the Audit Committee the breaches of the Ethics Code identified and the corrective actions and disciplinary measures proposed, if necessary. All communications between the Ethics Committee and the employees of Fluidra are totally confidential, respecting the limitations established in applicable personal data protection legislation. In this regard, all members of the Ethics Committee are authorized to know the combined information of all queries and notifications received from the group through the query and notification procedure.

The Confidential Channel is the Internal Reporting System that Fluidra makes available so that any person can report breaches (or risks of breaches) of the applicable legislation or of the Ethics Code that have occurred in the context of Fluidra's activities, in compliance with the provisions of Act 2/2023, of 20th February, regulating the protection of whistleblowers and combatting corruption, and of all the requirements deriving from it, as well as any applicable local legislation.

Regular training and update programmes for personnel involved in the preparation and review of financial information, as well as in the evaluation of ICFR, covering at least accounting policies, auditing, internal control and risk management:

With the aim of promoting training and development, Fluidra has the Fluidra MyCampus platform. The aim of MyCampus is to consolidate an offering of corporate training on multidisciplinary and business contents to promote the transmission of internal knowledge and also the acquisition of new knowledge by offering external content.

Bolstering internal training in Fluidra, by offering courses in the main functional and business areas given by internal trainers, whenever possible, is considered key in order to take full advantage of Fluidra's knowledge and foster interrelation among Fluidra's professionals. Since 2021, we have had the contents of LinkedIn Learning including financial content available to our employees on demand.

For aspects related to the preparation of financial information, Fluidra invests in training on accounting and financial skills by giving training to the employees involved in the subsidiaries through in-person visits, or online, which goes over the reporting statements, the different information needs for central services or criteria for obsolescence or insolvency, among others.

F.2. Financial reporting risk assessment

Indicate at least the following:

F.2.1 What are the main features of the risk identification process, including the process of identifying the risks of error or fraud, with respect to:

- Whether the process exists and is documented:

The process followed by Fluidra to identify risks of error in the financial information is systematic and well documented. Fluidra places special emphasis on the identification of risks of material error or fraud, by determining financial reporting control objectives for each of the risks identified. This risk identification process is carried out and documented by Financial Management of Fluidra and is supervised by the Audit Committee, with the support of Internal Audit.

- Whether the process covers all the financial reporting objectives (existence and occurrence; completeness; valuation; presentation, breakdown and comparability, and rights and obligations), whether it is updated, and how often:

The process is structured so that, on a regular basis, the areas that can have a material effect on the financial statements are analysed based on a range of criteria that include quantitative and qualitative factors, identifying relevant areas/locations at transaction level, to the extent that they are affected by transactions with a material impact on the financial statements. The scope of the areas identified is reviewed by Corporate Financial Management of Fluidra and is ultimately supervised by the Audit Committee. If in the course of the year (i), circumstances not previously identified that show possible errors in the financial information or (ii), substantial changes in Fluidra's operations come to light, Financial Management assesses the existence of the risks that should be added to the risks that have already been identified

- The existence of a process for the identification of the consolidation perimeter, taking into account, among other matters, the possible existence of complex corporate structures, holding entities, or special purpose entities:

Through meetings with General Management of the divisions and the Legal Department, Financial Management regularly updates the corporate structure defining the consolidation perimeter for accounting and tax purposes. In addition, at least once a year the consolidation perimeter is supervised and approved by the Audit Committee.
The Company has a tax policy that sets out the guidelines for the group's legal structure, seeking to attain the business goals while avoiding complex instrumental structures.

- Whether the process takes into account the effects of other types of risks (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements:

The process takes into account other types of risks to the extent that they affect the financial statements.

- What governance body of the company supervises the process:

As indicated in the Board of Directors Regulations, the Audit Committee is responsible for reviewing the internal control and risk management systems periodically, so that the main risks are identified, managed and reported adequately.

F.3. Control activities.

Indicate whether at least the following are in place and describe their main features:

F.3.1. Procedures for review and authorization of financial information, and description of the ICFR to be published in the securities market, indicating the persons or divisions responsible for them, as well as documentation describing the flows of activities and controls (including those relating to risk of fraud) of the various types of transactions that could materially affect the financial statements, including the closing process and the specific review of significant judgements, estimates, valuations, and projections.

Fluidra has a range of procedures to validate the accounting closing and the preparation of financial information for all areas. The control activities identified and formally documented focus on activities related directly to balances and transactions that could have a material effect on the financial statements and also seek to mitigate the risk of fraud.

As regards the closing procedure and the procedure for the review and authorization of the financial information published on the market, it commences with the establishment of a detailed calendar of closing activities duly distributed to all the divisions through the GAM. Thereafter, each subsidiary reports its financial data using a standard format determined by Financial Management using the Hyperion tool. Financial Management is then responsible for the consolidation process, and prepares the Consolidated Annual Accounts, which are validated by the CFSO for subsequent presentation to and supervision by the Executive Chairman, CEO, Internal Audit management, the Audit Committee and the Board of Directors.

Fluidra also has a series of procedures through which Financial Management reviews ICFR, mainly consisting of:

- Existence of an ICFR management policy that articulates the scope, responsibilities, procedure for evaluating the effectiveness of the model, supervision of the model, establishment of action plans and their follow up, and supervision by the Audit Committee.

- System for evaluating the internal control model through Self-Evaluation questionnaires: Financial Management of Fluidra, based on the process of identifying and assessing risks and controls, defines self-evaluation questionnaires which must be completed by the Divisions considering the minimum requisites to guarantee reasonable assurance as to the reliability of the financial information. Internal Audit supervises the effectiveness of the model in accordance with the provisions of the internal audit plan.

In relation to the specific review of relevant judgements, estimates, valuations and projections, this takes place initially in the existing control activities either in the routine transactions of Fluidra, or through the control mechanisms in place in the process of preparing the financial information detailed in the GAM. Depending on the degree of judgement and estimation applied and the potential impact on the financial statements, there is a subsequent scale of discussion and review involving General and Financial Management of the Division, Corporate Financial Management, the CEO, the Executive Chairman, the Audit Committee and the Board of Directors, in that order, in cases of substantially relevant aspects in the preparation of financial information.

When third-party experts are involved in areas subject to judgement, estimate, valuation and projections, they discuss and present their results to Financial Management, after having applied a series of control and supervision procedures to the work carried out by these experts, and depending on their materiality they are submitted to the Audit Committee.

In particular, the main judgements and estimates addressed during the year are those indicated in the notes to the Consolidated Annual Accounts for the year.

F.3.2 Internal control policies and procedures on information systems (including, among others, secure access, change control, operation of the systems, operational continuity, and segregation of duties) that provide support for the company's relevant processes in drawing up and publishing financial information.

Fluidra uses information systems to carry out and maintain adequate recording and control of its operations. As part of the process of identifying risks of error in the financial information, Fluidra identifies, through Financial Management, the systems and applications that are relevant in preparing it. The systems and applications identified include both those directly used in preparing the financial information and the interfaces with this system, notably in relation to sales/accounts receivable and purchases/accounts payable.

The policies and procedures concerning Fluidra's information systems cover both hardware and software security with regard to access (ensuring segregation of functions through adequate restriction of access), procedures to check the design of new systems or modifications to existing systems, the operation of the systems and continuity in their operation (or start-up of alternative systems and applications) in the event of incidents that affect their operation. These policies seek, among others, to guarantee the following aspects:

- Secure access both to data and applications.
- Control over changes in the applications.
- Correct operation of the applications.
- Availability of data and continuity of the applications
- Adequate segregation of functions
- Raising awareness of individual participation in computer security

a) Secure access:

A series of measures at different levels have been defined to prevent unauthorized access both to data and to the applications. At software, operating system and database level, the user-password combination is used as a preventive control. At data level, profiles have been defined which limit access to data and on which a segregation of functions matrix is being developed that will ensure the compatibility of the user's functions according to his/her responsibilities.

b) Change control:

A change management methodology has been developed and implemented which establishes the safeguards and validations necessary to limit the risk in this process. Since 2012 a new methodology called "change request" has been in use. The main aspects featured include the following:

- Approval by the business area
- Testing prior to production
- Specific environments for development and test tasks
- Reverse procedures
- Segregation of functions as the development team does not have access to production.

c) Operation:

To ensure that operations are carried out correctly, the interfaces between the systems involved in preparing financial information are monitored. There is also an internal "Help Desk" services for end users in the event of detecting any kind of incident, query or request for training and which controls the efficiency of the operation of the information systems.

d) Availability and continuity:

At its head offices, the Company has two Data-Processing Centres (main and backup) that enable it to ensure the availability of the information system in a contingency. All of this is supported, furthermore, by a Disaster Recovery Plan with the tasks and steps to be carried out to restore the systems in such an event. This DRP is tested in real conditions once a year. In addition, daily backups are made of the data and applications, which are kept at a secure location temporarily. To recover such data there is a specific procedure although integral tests are not carried out regularly. Partial information recovery processes are however carried out regularly. Specific on-premise applications for Fluidra's North American companies are kept at two outsourced data centres, located in Atlanta and implemented in the fourth quarter of 2024, which have enhanced redundancy and security systems. Daily backups between the data centres are also performed. Testing of the Disaster Recovery Plan is expected to be completed in January 2025. In Australia, the data of the main applications are stored at the head offices in Smithfield, and have a daily backup in a secondary in-house data centre, located in Keysborough. Both data centre incorporate software security improvements implemented in 2024. Data recovery testing processes are performed routinely in order to verify the integrity of the system.

e) Segregation of functions:

A series of profiles have been defined describing the functionalities to which a user should have access in the Information Systems. These profiles are used to prevent a user from having more privileges than are strictly necessary. The definition of these profiles is currently under review.

f) Awareness raising:

Fluidra has implemented a Cybersecurity Awareness Program that includes phishing simulations and training courses for all employees with digital identity

F.3.3 Internal control policies and procedures designed to supervise management of activities outsourced to third parties, as well as the aspects of assessment, calculation or valuation entrusted to independent experts, which may materially affect the financial statements.

If a service has to be outsourced or an independent expert has to be involved in assessments, calculations and valuations with a significant impact on the financial information, Financial Management of Fluidra leads the decision-making process.

F.4. Information and communication.

Indicate whether at least the following are in place and describe their main features:

F.4.1. A specific function charged with defining and updating accounting policies (accounting policy area or department) and with resolving questions or conflicts arising from their interpretation, maintaining fluid communications with those responsible for operations at the organization, as well as an updated accounting policy manual that has been communicated to the units through which the entity operates.

Among other functions, Financial Management is responsible for keeping the accounting policies applicable to the group up to date. In this regard, it is responsible for updating the GAM, which includes the group's accounting policies and chart of accounts, as well as an analysis of any regulatory and accounting changes that could have an impact on Fluidra's financial reporting. The GAM is updated periodically, or when a significant new development so requires, and was last updated in May 2023. The updates review both accounting policies based on changes in applicable EU-IFRS and the group's accounting structure, ensuring traceability between individual charts of accounts of the group subsidiaries and the Fluidra chart of accounts which is used as the basis for drawing up the different reporting packages to be provided to external bodies. Changes and updates to the GAM are communicated to all responsible financial personnel by e-mail. The latest version of the GAM is always available on the group's intranet under the heading

“policies and procedures”.

Financial Management is also responsible for clearing up any doubts about the accounting treatment of certain transactions raised by the personnel responsible for preparing the financial information of Fluidra.

To add greater convenience and efficiency to the responsibility of keeping the GAM up-to-date, and to identify any incidents and weaknesses that have to be remedied, there is a working group on accounting procedures, made up of a member of Corporate Financial Management, the Internal Audit Director and the person responsible for updating the GAM, the aim of which is to update the GAM based on the incidents detected by internal audit in the course of its duties, which are not contemplated in the Group’s current policies. This working group meets once a quarter and records minutes of the meetings.

F.4.2 Mechanisms to capture and prepare financial information using standardized formats, to be applied and used by all units of the company or group, supporting the main financial statements and the notes, as well as the information provided on ICFR.

All the companies that form part of the Consolidated Group at the end of 2024 use a single standardized reporting format. Most of them (approximately 70% of turnover), have one of the two Corporate Systems for accounting in terms of capture and preparation of financial information. For the remaining 30%, which have not implemented that Information System at present, Fluidra ensures that standardized formats are used in preparing the financial information through mechanisms that reflect those used in the integrated tool. The financial information reported by all the subsidiaries covers the composition of the main Financial Statements and the notes. The Financial Management department of Fluidra is responsible for obtaining data from all the subsidiaries, and with this information makes the necessary consolidation adjustments to obtain the consolidated figures and complements the financial information with the reserved notes to Consolidated Financial Statements.

In 2024, new reporting and consolidation software was implemented and has been fully active in the closing for the current year. To ensure the reliability of the information reported by the subsidiaries, they must report a range of data to allow an analysis of variations in asset and liability items and results obtained with respect to the monthly budget and the previous year, in which the various balance sheet and income statement items are interrelated, permitting greater knowledge in detail of the operations reported at local level.

The Company has also implemented ICFR management software based on the Company’s processes, where the most relevant subsidiaries report compliance with a series of controls, both over the financial information report and other controls associated to processes with a relevant impact on the financial statements. These controls are suitably supervised by the responsible financial personnel of the corresponding division, creating action plans if considered necessary. Internal audit carries out supervision of the effectiveness of the controls twice a year, in accordance with the annual audit plan, reporting the results to the Audit Committee.

F.5. Supervision of operation of the system.

Indicate and describe the main features of at least the following:

F.5.1. The ICFR supervision activities carried out by the audit committee as well as whether the entity has an internal audit function whose duties include providing support to the committee in its work of supervising the internal control system, including ICFR. Information is also to be provided concerning the scope of the evaluation of ICFR performed during the year and on the procedure whereby the person or division charged with performing the evaluation reports the results thereof, whether the entity has an action plan in place describing possible corrective measures, and whether the impact thereof on the financial information has been considered.

The duties of the Audit Committee in relation to the supervision of ICFR are established in articles 6 and 7 of the Audit Committee Regulations and, among others, are focused on:

- Supervising the effectiveness of the Company’s internal control, especially Internal Control on Financial Reporting, internal audit, as the case may be, and the risk management systems, and discussing with the auditors or audit firms any significant internal control weaknesses detected in the course of the audit.
- Supervising the process of drawing up and presenting statutory financial information.
- Reviewing the Company’s accounts, ensuring compliance with legal requirements and correct application of generally accepted accounting principles, for which purpose it has the direct collaboration of the external and internal auditors. In particular, the Audit Committee ensures that, in cases in which the auditor has included any qualification in the audit report, the Chairman of the Audit Committee explains clearly to the General Meeting the Audit Committee’s opinion on the content and scope of the qualification, making a summary of that opinion available to the shareholders when notice of the Meeting is published, together with the other proposals and reports of the Board.
- In relation to the information systems and internal control:
 - Supervising and evaluating the process of drawing up and the integrity of the financial and non-financial information presented, and the financial and non-financial risk management and control systems relating to the Company and, as the case may be, the group, reviewing compliance with regulatory requisites, adequate definition of the consolidation perimeter and correct application of accounting policies.
 - Reviewing the internal control and risk management systems periodically, so that the main risks are identified, managed and reported adequately.

- Ensuring the independence and effectiveness of the internal audit function; proposing the selection, appointment, re-election and removal of the person responsible for internal audit; proposing the budget for the department; approving or proposing to the Board of Directors the approval of the internal audit orientation and annual work plan, ensuring that its activity is focused mainly on the relevant risks (including reputational risks), receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.

- Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, customers, contractors or subcontractors to report any irregularities of potential relevance, including financial and accounting or any other irregularities related to Fluidra that they observe in the Company or the group. This mechanism should guarantee confidentiality and, in any case, provide for situations in which these matters may be reported anonymously, respecting the rights of the whistleblower and the reported person.

Internal Audit Management is located within the Group's organizational structure, and depends on the Audit Committee, so that its independence is assured as well as the performance of the assigned functions. All the actions carried out by Internal Audit Management that require approval are approved by the Board of Directors at the proposal of the Audit Committee.

Internal Audit prepares and presents an Annual Internal Audit Plan which is reviewed and approved by the Audit Committee. In 2024, Internal Audit met with the Audit Committee in the months of January, February, March, May, July, October and December to present the results and evolution of its work. At these meetings, Internal Audit reported the weaknesses identified in the design of the internal control model, proposing the corresponding action plans and the dates of implementation of these plans. In turn, Internal Audit supervises the correct implementation of the corrective actions.

In the months of May, June, October and December 2024, the Audit Committee, through Internal Audit Management, supervised the correct review of the effectiveness of the controls conducted by Financial Management. A small number of weaknesses were detected, corresponding to the Australian subsidiary, which have been duly corrected. The weaknesses detected are reported to the heads of the Divisions and the corresponding action plans are designed, with a follow-up of their implementation.

F.5.2 Whether it has a discussion procedure whereby the auditor (as provided in the Technical Auditing Standards), the internal audit function, and other experts can inform senior management and the audit committee or the directors of the entity of the significant internal control weaknesses detected during the review of the annual accounts or such other reviews as may have been entrusted to them. Information shall also be provided on whether there is an action plan to attempt to correct or mitigate the weaknesses found.

The Audit Committee meets at least four times a year, with the aim of obtaining and analysing the necessary information to fulfil the tasks with which it has been entrusted by the Board of Directors.

Special attention is given to the review of the Company's quarterly financial information, which is presented by General Financial Management. In order to carry out this process, the Audit Committee is assisted by Internal Audit, General Financial Management (responsible for preparing the financial information) and the Auditor, with the aim of ensuring the correct application of ruling accounting policies and the reliability of the financial information, and in order to be able to report significant control weaknesses identified, if there are any, and the corresponding action plans.

Prior to the reports issued by the Audit Committee, Internal Audit Management discusses the results of its work with local management, Financial Management and Corporate General Management, thus ensuring fluid and efficient communication among all parties.

In relation to the External Auditors, they present annually the scope, timing and areas of emphasis of their audit work on the annual accounts, in accordance with the applicable auditing standards. They also meet with the Audit Committee to present the conclusions of their work and areas for improvement. The weaknesses reported are communicated to Internal Audit Management for inclusion in the implementation plan. It should be noted that the External Auditors have stated that no significant internal control weaknesses have come to light during the audit performed in 2024.

F.6. Other relevant information.

F.7. External audit report.

Report on:

F.7.1 Whether the information on ICFR sent to the markets has been reviewed by the external auditor, in which case the entity should include the corresponding report as an appendix. Otherwise, the reasons for this should be provided.

☐ Fluidra has submitted the information on ICFR sent to the markets for 2024 to be reviewed by the External Auditor. The favourable report issued by the External Auditor is attached as an appendix to this document. ☐

G. DEGREE TO WHICH CORPORATE GOVERNANCE RECOMMENDATIONS ARE FOLLOWED

State the company's degree of compliance with the recommendations of the Good Governance Code of Listed Companies.

If the company does not comply with any recommendation or follows it partially, a detailed explanation of the reasons must be given, providing shareholders, investors, and the market in general with sufficient information to assess the company's course of action. Generalized explanations will not be acceptable.

1. The Articles of Association of listed companies should not place an upper limit on the votes that can be cast by a single shareholder or impose other obstacles to the takeover of the company by means of share purchases on the market.

Complies ☒ Explain ☐

2. When the listed company is controlled, in the sense of article 42 of the Code of Commerce, by another company, listed or not, and has business relations, directly or through its subsidiaries, with that other company or any of its subsidiaries (other than those of the listed company) or carries on activities related to those of any of such companies, it should provide detailed disclosure on:

- a) The respective business activity and any business dealings between the listed company or its subsidiaries, on the one hand, and the parent company or its subsidiaries, on the other hand.
- b) The mechanisms in place to resolve possible conflicts of interest.

Complies ☐ Complies partially ☐ Explain ☐ Not applicable ☒

3. During the ordinary general meeting, the chairman of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:

- a) Changes taking place since the previous ordinary general meeting.
- b) The specific reasons for the company not following a given Good Governance Code recommendation, and any alternative rules followed instead.

Complies ☒ Complies partially ☐ Explain ☐

4. The company should draw up and promote a policy relating to communication and contacts with shareholders and institutional investors in the framework of their involvement with the company, and with proxy advisors, that complies in full with market abuse regulations and gives equitable treatment to shareholders in the same position. This policy should be published on the company's website, complete with details of how it has been put into practice and the identities of the relevant spokespersons or those charged with its implementation.

And, notwithstanding the legal obligations on the dissemination of privileged information and other statutory information, the company should also have a general policy relating to the communication of economic and financial, non-financial and corporate information through the channels it considers appropriate (traditional media, social media or other channels) that contributes to maximizing the dissemination and quality of the information available to the market, investors and other stakeholders.

Complies [X] Complies partially [] Explain []

5. The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without a preferential subscription right for an amount exceeding 20% of capital at the time of such delegation.

When the board approves any issue of shares or convertible securities without preferential subscription rights, the company should immediately post on its website the reports explaining the exclusion referred to in mercantile legislation.

Complies [X] Complies partially [] Explain []

6. Listed companies that draw up the following reports on a voluntary or compulsory basis should publish them on their website sufficiently in advance of the ordinary general meeting, even if their distribution is not mandatory:

- a) Report on auditor's independence.
- b) Reports on the activities of the audit committee and the appointments and remuneration committee.
- c) Report of the audit committee on related-party transactions.

Complies [X] Complies partially [] Explain []

7. The company should livestream its general shareholders meetings on the corporate website.

The company should also have mechanisms that permit the delegation and exercise of vote through remote means and, in the case of large cap companies and to the extent that it is proportionate, even attendance at and active participation in the General Meeting.

Complies [X] Complies partially [] Explain []

8. The audit committee should strive to ensure that the annual accounts the board of directors presents to the general shareholders' meeting are drawn up in accordance with accounting legislation. In cases in which the auditor has included a qualification in the audit report, the chairman of the audit committee should give a clear account at the general meeting of the audit committee's opinion on its content and scope, and a summary of that opinion should be made available to the shareholders at the time of publishing the notice convening the meeting, together with the remaining proposals and reports of the board.

Complies [X]

Complies partially []

Explain []

9. The company should publish permanently on its website the requisites and procedures it will accept as evidence of ownership of shares, the right to attend general meetings and the exercise or delegation of voting rights.

Such requisites and procedures should encourage shareholders to attend and exercise their rights and be applied in a non - discriminatory manner.

Complies [X]

Complies partially []

Explain []

10. When a shareholder entitled to do so exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:

- a) Immediately circulate these supplementary items and new proposals for resolutions.
- b) Publish the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.
- c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or inferences about votes.
- d) After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.

Complies [X]

Complies partially []

Explain []

Not applicable []

11. In the event that the company plans to pay for attendance at the general meeting, it should first establish a general, long-term policy in this respect.

Complies []

Complies partially []

Explain []

Not applicable [X]

12. The board of directors should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the attainment of a profitable business that is sustainable in the long term, promoting its continuity and maximizing its economic value.

In pursuing the corporate interest, it should not only abide by laws and regulations and conduct based on good faith, ethics and respect for commonly accepted customs and good practice, but also strive to reconcile the company's interests with the legitimate interests of its employees, suppliers, customers and other stakeholders, as well as with the impact of its activities on the broader community and the environment.

Complies [X] Complies partially [] Explain []

13. The board of directors should have an optimal size to promote its efficient functioning and maximize participation. The recommended range is accordingly between five and fifteen members.

Complies [X] Explain []

14. The board of directors should approve a policy aimed at favouring an appropriate composition of the board of directors and that:

- a) Is concrete and verifiable.
- b) Ensures that appointment or re-election proposals are based on a prior analysis of the skills required by the board of directors; and
- c) Favours a diversity of knowledge, experience, age and gender. For these purposes, measures that foster a significant number of female senior managers are deemed to favour gender diversity.

The results of the prior analysis of the skills required by the board should be reflected in the appointments committee's report, to be published when the general meeting is convened that is to resolve on the ratification, appointment or re-election of each director.

The appointments committee should perform an annual check on compliance with this policy and set out its findings in the annual corporate governance report.

Complies [X] Complies partially [] Explain []

15. Proprietary and independent directors should constitute an ample majority on the board of directors, and the number of executive directors should be the minimum necessary bearing in mind the complexity of the corporate group and the percentage shareholding of the executive directors in the company's capital.

The number of female directors should represent at least 40% of the members of the board of directors by the end of 2022 and thereafter, and prior to that should not be less than 30%.

Complies [] Complies partially [X] Explain []

At 31st December 2024, of the total of 14 members of the Board of Directors of Fluidra, 13 are non-executive directors, therefore complying with the recommendation on this matter.
With regard to the recommendation that 40% of the Board members be women, this recommendation will be met with effect from June 2025 with the appointment of two female proprietary directors, which will bring the total number of female directors to 6 out of 14 (42.86%).

16. The percentage of proprietary directors with respect to all non-executive directors should be no greater than the proportion between the capital of the company represented by such directors and the remainder of the company's capital.

This criterion can be relaxed:

- a) In large cap companies where few or no shareholdings attain the legal threshold to be regarded as significant.
- b) In companies with a plurality of shareholders represented on the board but not otherwise related.

Complies [X] Explain []

17. Independent directors should represent at least half of all board members.

However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30% of share capital, independent directors should occupy, at least, a third of board places.

Complies [] Explain [X]

At 31st December 2024, of the total of 14 directors on the Board of Directors of Fluidra, 6 are independent directors representing 42.86% of the total number of Board members. This proportion corresponds to the particular features of the Company's shareholder structure and of the shareholders' agreement, as well as the concerted action of certain significant shareholders described in section A.7 of this Report, all of which has resulted in the Company having 6 proprietary directors and 1 executive director and 1 other external director during the year, falling 1 independent director short of the number required to comply with the recommendation, taking into account that the Company is a large cap company. In this regard, it should be borne in mind that the percentage of independent directors (42.86%) exceeds the floating capital (27.41%). Accordingly, Fluidra considers that the proportions of each category are adequate for the composition of its Board of Directors in light of its shareholder composition and allow it to reach the necessary levels of honourability, dedication, independence and suitability.

18. Companies should disclose the following information about their directors on their websites and keep it regularly updated:
- a) Background and professional experience.
 - b) Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.
 - c) Statement of the director category to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.
 - d) Dates of their first appointment as a board member and subsequent re-elections.
 - e) Shares held in the company, and any options on such shares.

Complies ☒ Complies partially ☐ Explain ☐

19. Following verification by the appointments committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the request of shareholders controlling less than 3 percent of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.

Complies ☐ Complies partially ☐ Explain ☐ Not applicable ☒

20. Proprietary directors should resign when the shareholders they represent dispose of their shareholding in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the number of proprietary shareholders should be reduced accordingly.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

21. The board of directors should not propose the removal of independent directors before the expiry of their term of office established in the Articles of Association, except when there is due cause, found to exist by the board of directors following a report of the appointments committee. In particular, due cause will be deemed to exist when directors take up new posts or responsibilities that prevent them allocating sufficient time to their duties as a board member, or are in breach of the inherent duties of their post or come under one of the disqualifying grounds for classification as an independent director enumerated in the applicable legislation.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership ensue from the proportionality criterion set out in recommendation 16.

Complies ☒ Explain ☐

22. Companies should establish rules obliging directors to disclose and, as the case may be, to resign when situations arise affecting them, whether or not they are related to their actions in the company, that might be damaging to the company's credit and reputation, and, in particular, obliging them to inform the board of any criminal cases in which they are involved as investigated parties and the corresponding judicial proceedings.

Once the board has been informed of or has otherwise learned of the situations mentioned in the preceding paragraph, it should examine the case as soon as possible and, in light of the particular circumstances and following a report of the appointments and remuneration committee, decide whether or not it should take some kind of measure, such as opening an internal investigation, requesting the director's resignation or proposing his or her removal from office. This matter should be reported in the annual corporate governance report, unless there are special circumstances that justify its omission, which must be noted in the minutes. The foregoing is notwithstanding the information which the company must publish, if applicable, at the time of taking the corresponding measures.

Complies ☒ Complies partially ☐ Explain ☐

23. All directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independent directors and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.

When the board makes significant or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary of the board, even if he or she is not a director.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

24. When a director, either by resignation or a resolution of the general meeting, ceases to hold his or her post before their tenure expires, he or she should explain sufficiently the reasons for his or her resignation or, in the case of non-executive directors, his or her opinion on the reasons for removal by the meeting, in a letter to be sent to all members of the board.

Notwithstanding that all the above may be reported in the annual corporate governance report, to the extent that it is relevant for investors the company should publish the resignation or removal as soon as possible, making sufficient reference to the reasons or circumstances indicated by the director.

Complies [X] Complies partially [] Explain [] Not applicable []

25. The appointments committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

The board of directors regulations should lay down the maximum number of company boards on which directors can serve:

Complies [X] Complies partially [] Explain []

26. The board should meet with the necessary frequency to properly perform its functions, and at least eight times a year, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.

Complies [X] Complies partially [] Explain []

27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate another director to represent them and issue appropriate instructions.

Complies [X] Complies partially [] Explain []

28. When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minutes if the person expressing them so requests.

Complies [X] Complies partially [] Explain [] Not applicable []

29. The company should establish suitable channels for directors to obtain the advice they need to carry out their duties including, if necessary, external advising at the company's expense.

Complies [X] Complies partially [] Explain []

30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.

Complies [X] Explain [] Not applicable []

31. The agendas of board meetings should clearly indicate the items on which directors must arrive at a decision, so they can study the matter beforehand or gather the material they need.

When, exceptionally, for reasons of urgency, the chairman wishes to present decisions or resolutions for board approval that were not on the agenda, their inclusion will require the express prior consent, duly recorded in the minutes, of the majority of directors present.

Complies [X] Complies partially [] Explain []

32. Directors should be regularly informed of movements in share ownership and of the views of significant shareholders, investors and rating agencies on the company and its group.

Complies [X] Complies partially [] Explain []

33. The chairman, as the person charged with the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's Articles of Association, should prepare and submit to the board a schedule of meeting dates and agendas; organize and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so advise.

Complies [X] Complies partially [] Explain []

34. When a lead independent director has been appointed, the Articles of Association or board of directors regulations should grant him or her the following powers over and above those conferred by law: chair the board of directors in the absence of the chairman and vice-chairs, if any; give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chairman succession plan.

Complies [X] Complies partially [] Explain [] Not applicable []

35. The secretary of the board should make special efforts to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code that are applicable to the company.

Complies [X] Explain []

36. The board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weaknesses detected in:

- a) The quality and efficiency of the board's operation.
- b) The operation and composition of its committees.
- c) The diversity in the composition and competences of the board.
- d) The performance of the chairman of the board of directors and the company's chief executive.
- e) The performance and contribution of each individual director, with particular attention to the chairs of board committees.

The evaluation of board committees should start with the reports they send to the board of directors, while that of the board itself should start with the report of the appointments committee.

Every three years, the board of directors should engage an external consultant to aid in the evaluation process. This consultant's independence should be verified by the appointments committee.

Any business dealings that the consultant or any company in its group has with the company or with any company in its group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be described in the annual corporate governance report.

Complies [X] Complies partially [] Explain []

37. Where there is an executive committee, at least two non-executive directors should be on this committee, at least one of whom is independent; and the secretary of the committee should be the secretary of the board.

Complies [X] Complies partially [] Explain [] Not applicable []

38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the executive committee's minutes.

Complies [X] Complies partially [] Explain [] Not applicable []

39. The members of the audit committee, particularly its chairman, should be appointed taking into account their knowledge and experience in accounting, auditing and both financial and non-financial risk management.

Complies [X] Complies partially [] Explain []

40. Under the supervision of the audit committee, there should be a unit in charge of the internal audit function to oversee proper operation of reporting and internal control systems. This unit should report functionally to the board's non-executive chairman or the chairman of the audit committee.

Complies ☒ Complies partially ☐ Explain ☐

41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee for approval by the committee or by the board, inform it directly of the execution of this plan, including any incidents and scope limitations arising during its implementation, the results and monitoring of its recommendations and submit a report on its activities at the end of each year.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

42. In addition to the functions established by law, the audit committee should have the following functions:

1. In relation to internal control and reporting systems:

- a) Supervise and evaluate the process of drawing up and the integrity of the financial and non-financial information and the control and management systems over the financial and non-financial risks relating to the Company and, as the case may be, the group - including operational, technological, legal, social, environmental, political and reputational or corruption-related risks - reviewing compliance with regulatory requisites, adequate definition of the consolidation perimeter and correct application of accounting policies.
- b) Ensure the independence of the unit that undertakes the internal audit function; propose the selection, appointment and removal of the person responsible for the internal audit service; propose the budget for this service; approve or propose approval by the board of the approach and the annual internal audit work plan, ensuring that its activity is focused mainly on the relevant risks of the company (including reputational risks); receive periodic information on its activities; and verify that senior management takes into account the conclusions and recommendations of its reports.
- c) Establish and supervise a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any irregularities of potential relevance, including financial and accounting or any other kind of irregularities that they observe in the Company or the group. This mechanism should guarantee confidentiality and, in any case, provide for cases in which communications may be made anonymously, respecting the rights of the whistleblower and the reported person.
- d) Ensure in general that the policies and systems established in relation to internal control are applied effectively in practice.

2. In relation to the external auditor:

- a) Investigate the circumstances giving rise to the resignation of the external auditor, should this come about.
- b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
- c) Ensure that the company notifies any change of external auditor through the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
- d) Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.
- e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other regulations on auditor independence.

Complies [X] Complies partially [] Explain []

43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior manager.

Complies [X] Complies partially [] Explain []

44. The audit committee should be informed of any structural and corporate modification operations the company is planning, so the committee can analyse and report to the board beforehand on their economic conditions and accounting impact, especially, when applicable, on the proposed swap ratio.

Complies [X] Complies partially [] Explain [] Not applicable []

45. The risk management and control policy should identify or determine at least:

- a) The different types of financial and non-financial risks the company is exposed to (including operational, technological, legal, social, environmental, political and reputational risks, including risks related to corruption), with the inclusion under financial or economic risks of contingent liabilities and other off- balance-sheet risks.
- b) A risk management and control model based on different levels, a part of which will include a committee specialized in risks when sectorial regulations so establish, or the company considers appropriate.
- c) The risk level the company sees as acceptable.
- d) The measures devised to mitigate the impact of the risks identified, should they materialize.
- e) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

Complies [X] Complies partially [] Explain []

46. Companies should establish an internal risk control and management function to be exercised by one of the company's internal department or units, under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:

- a) Ensure that risk control and management systems are functioning correctly and, specifically, that all the significant risks the company is exposed to are adequately identified, managed and quantified.
- b) Participate actively in the preparation of risk strategies and in key decisions about their management.
- c) Ensure that risk control and management systems are mitigating risks adequately in the context of the policy defined by the board of directors.

Complies [X] Complies partially [] Explain []

47. Members of the appointments and remuneration committee - or of the appointments committee and the remuneration committee, if they are separate - should be appointed ensuring that they have adequate knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.

Complies []

Complies partially [X]

Explain []

The members of the Appointments and Remuneration Committee have been appointed taking into account their knowledge, skills and experience as well as the mission of the Committee. As far as the composition of the Committee is concerned, it is made up of four non-executive directors, two of whom are independent, while the other two are proprietary directors. The Chair of the Committee is an independent director. The reason why the Company does not comply with this part of the recommendation concerning composition is because clause 8.3.6 of the Shareholders' Agreement formalized between Rhône Capital and the founding families of Fluidra on 3rd November 2017, on the occasion of the merger between Fluidra and Zodiac, establishes that the Appointments and Remuneration Committee is to be made up of four (4) members, of whom two (2) will be independent directors (one of them the Chair), one will be designated "at the proposal of the Current Shareholders" (i.e. at the proposal of the four founding families of the Company) and the other will be designated "at the proposal of the Shareholder of Zodiac Holdco" (i.e. at the proposal of the Rhône Capital fund). This Shareholders' Agreement is published on the Company's website www.fluidra.com, under "Shareholders and Investors" "Corporate Governance", "Shareholders' Agreements", and on the website of the CNMV and in the Mercantile Registry of Barcelona.

Indeed, given the shareholder concentration of Fluidra, as explained in section A.7 of the Annual Corporate Governance Report, the Company understands that it was necessary that the two blocks represented in the Shareholders' Agreement between Rhône Capital and the founding families of Fluidra each had a representative on a body such as the Appointments and Remuneration Committee, which was considered of great importance for the operation of the Company. This Committee was consequently composed of two proprietary directors and two independent directors, the Chair being one of the independent directors, who co-ordinates and personally manages the work of this Committee.

48. Large cap companies should have separate appointments and remuneration committees.

Complies []

Explain [X]

Not applicable []

Fluidra has not considered it necessary for the time being to separate its current Appointments and Remuneration Committee into two committees, as it understands that the functions relating to appointments and those relating to remuneration can be discharged objectively and independently by the same committee. As a matter of fact, Fluidra considers that is not efficient to separate the competencies in two committees and that the existence of only one committee does not limit in any way or compromise the exercise of the faculties granted by law to the Appointments and Remuneration Committee.

49. The appointments committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors.

When there are vacancies on the board, any director should be able to approach the appointments committee to propose candidates for the committee to judge whether they might be suitable.

Complies [X]

Complies partially []

Explain []

50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:

- a) Propose to the board the standard conditions for senior management contracts.
- b) Monitor compliance with the remuneration policy set by the company.
- c) Periodically review the remuneration policy for directors and senior managers, including share-based remuneration systems and their application, and ensure that their individual remuneration is proportionate to the amounts paid to other directors and senior managers in the company.
- d) Ensure that conflicts of interest do not undermine the independence of any external advice provided to the committee.
- e) Verify the information on director and senior manager remuneration contained in corporate documents, including the annual report on directors' remuneration.

Complies [X] Complies partially [] Explain []

51. The remuneration committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors and senior managers.

Complies [X] Complies partially [] Explain []

52. The rules on the composition and operation of the supervisory and control committees should be set out in the board of directors' regulations and should be consistent with the rules applicable to legally mandatory committees in accordance with the above recommendations, including the following rules:

- a) These committees should be formed exclusively by non-executive directors, with a majority of independent directors.
- b) They should be chaired by independent directors.
- c) The board of directors should appoint the members of such committees with regard to the knowledge, skills and experience of the directors and each committee's terms of reference; discuss their proposals and reports; and report back on their activities and work at the first full board meeting following each committee meeting.
- d) The committees may engage external advice, when they feel it necessary for the discharge of their functions.
- e) Minutes of their meetings should be drawn up and made available to all board members.

Complies [] Complies partially [] Explain [] Not applicable [X]

53. The task of supervising compliance with the Company's policies and rules on environmental, social and corporate governance matters, as well as internal codes of conduct, should be assigned to one board committee or split between several committees of the board of directors, which could be the audit committee, the appointments committee, a committee specializing in sustainability or corporate social responsibility or a dedicated committee established ad hoc by the board under its powers of self-organization. This committee should be made up exclusively of non-executive directors, the majority of whom should be independent, and should be specifically charged with the minimum functions indicated in the following recommendation.

Complies [X] Complies partially [] Explain []

54. The minimum functions referred to in the preceding recommendation are as follows:

- a) Oversee compliance with the company's corporate governance rules and internal codes of conduct, also ensuring that the corporate culture is aligned with its mission and values.
- b) Oversee application of the general policy relating to the communication of economic and financial, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The way in which the company communicates with and relates to its small and medium-sized shareholders will also be monitored.
- c) Periodically evaluate and review the company's corporate governance system and its environmental and social policy, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of the other stakeholders.
- d) Oversee the company's social and environmental practices to ensure that they conform to the established strategy and policies.
- e) Oversee and evaluate processes in relation to the different stakeholders.

Complies [X] Complies partially [] Explain []

55. The environmental and social sustainability policies should identify and include at least:

- a) The principles, commitments, goals and strategy in relation to shareholders, employees, customers, suppliers, social matters, environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other illegal conduct.
- b) The methods or systems to monitor compliance with the policies, the associated risks and their management.
- c) The mechanisms for supervising non-financial risk, including the risk related to ethics and business conduct.
- d) Channels for stakeholder communication, participation and dialogue.
- e) Responsible communication practices that prevent the manipulation of information and protect honour and integrity.

Complies [X] Complies partially [] Explain []

56. Directors' remuneration should be sufficient to attract and retain individuals with the desired profile and compensate the dedication, qualifications and responsibility that the post demands, but not so high as to compromise the independent judgement of non- executive directors.

Complies [X] Explain []

57. Variable remuneration linked to the company's performance and the director's personal performance, and remuneration in the form of awarding shares, options or rights on shares or instruments linked to the share price and long -term savings schemes such as pension plans, retirement systems or other benefits should be confined to executive directors.

Share-based remuneration of non-executive directors may be considered when it is subject to the condition that the shares must be kept until the end of their term of office. This condition, however, will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Complies [X] Complies partially [] Explain []

58. In the case of variable remuneration, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or other similar circumstances.

In particular, variable remuneration components should meet the following conditions:

- a) They should be subject to predetermined and measurable performance criteria that take into account the risk assumed to obtain a given outcome.
- b) They should promote the sustainability of the company and include non-financial criteria that are relevant for the creation of value in the long term, such as compliance with the company's internal rules and procedures and its risk management and control policies.
- c) They should be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Complies [X] Complies partially [] Explain [] Not applicable []

59. Payment of variable remuneration components should be subject to sufficient checks that predetermined performance or other conditions have effectively been met. Companies will include in the annual directors' remuneration report the criteria in terms of time required and methods to conduct such a check in line with the nature and characteristics of each variable component.

Additionally, companies should consider establishing a reduction clause ("malus") based on the deferral for a sufficient length of time of payment of part of the variable components that will lead to total or partial loss of such components in the event that prior to the time of payment any event occurs that renders this advisable.

Complies [X] Complies partially [] Explain [] Not applicable []

60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce the amount of such earnings.

Complies [X] Complies partially [] Explain [] Not applicable []

61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments the value of which is linked to the share price.

Complies [X] Complies partially [] Explain [] Not applicable []

62. Once shares, options or financial instruments have been awarded as part of share-based remuneration, executive directors should not be allowed to transfer ownership or exercise them until a term of at least three years has elapsed.

This does not include cases in which a director has, at the time of transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equal to at least twice his or her annual fixed remuneration by holding shares, options or other financial instruments.

The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition, or, following a favourable opinion by the appointments and remuneration committee, to deal with any supervening extraordinary situations that so require.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

63. Contractual arrangements should include a clause that allows the company to reclaim variable components of remuneration when payment was not in line with the director's actual performance or was based on data subsequently found to be inaccurate.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

64. Severance payments should not exceed an amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that the director has met the predetermined criteria or conditions.

For the purposes of this recommendation, severance payment will be deemed to include any payments the accrual of which or obligation to pay arises as a result of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings plans and any amounts paid by virtue of post-contractual non-compete clauses.

Complies ☐ Complies partially ☒ Explain ☐ Not applicable ☐

In relation to the Executive Chairman, his contract establishes compensation in cases of termination of the contract by Fluidra's decision or the Executive Chairman's own decision for the causes detailed in section C.1.39, for an amount equivalent to two years of his remuneration, based on the gross annual salary received in the year the termination of the contract takes place and the variable gross annual salary for the preceding year. This compensation includes the amount of the severance pay which the Executive Chairman is entitled to receive for the termination of his previous employment relationship of sixteen years and seven months, which was suspended when he was appointed to the Board.

Additionally, his contract includes a post-contractual non-compete clause for a term of two years, with an economic compensation of two years of his fixed gross annual remuneration at the time of termination of his contract.

If, as a result of the termination of his contract, the Executive Chairman were to receive, in addition to the non-competition compensation, the severance compensation for termination of his contract, the sum of the two amounts would exceed two years' salary. However, the Company understands that the amount of the compensation for termination of the contract (which was already reduced in 2015, from three to two years' annual salary, as a result of the introduction of this recommendation that year) should not be reduced, as it includes the termination of his prior employment relationship of sixteen years and seven months, which was suspended when he was appointed as a director.

H. OTHER INFORMATION OF INTEREST

1. If there are any significant aspects regarding corporate governance in the company or entities of the group that have not been included in the other sections of this report, but should be included in order to provide more complete and well-reasoned information regarding the corporate governance structure and practices in the entity or its group, briefly describe them.

2. In this section, you may also include any other information, clarification, or comment relating to the prior sections of this report to the extent they are relevant and not repetitive.

Specifically, state whether the company is subject to laws other than Spanish laws regarding corporate governance and, if applicable, include such information as the company is required to provide that is different from the information required in this report.

3. The company may also state whether it has voluntarily adhered to other international, industrial, or other codes of ethical principles or good practice. If so, identify the code in question and the date of adherence thereto. In particular, mention whether the company has signed up to the Code of Good Tax Practice, of 20th July 2010:

As reported through the disclosure of other relevant information (ORI) on February 27, 2025, the Board of Directors agreed on February 25, 2025, to appoint Ms. Olatz Urroz García as Chair of the Audit Committee until the end of the term for which she was appointed as a member of the Company's Board of Directors, replacing Mr. Brian McDonald, who remains a member of the Audit Committee.

This annual corporate governance report was approved by the Board of Directors of the company at its meeting held on:

25/03/2025

State whether any directors voted against or abstained in relation to the approval of this Report.

☐ Yes

☒ No

**Auditor's report on the "Information Related to the
System of Internal Control Over Financial Reporting
(ICFR)" of Fluidra, S.A. for the year 2024**

AUDITOR'S REPORT ON THE "INFORMATION RELATED TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)"

Translation of a report and information originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the Board of Directors of Fluidra, S.A.:

In accordance with the request from the Board of Directors of Fluidra, S.A. (hereinafter the Entity) and our engagement letter dated January 7, 2025, we have performed certain procedures on the "ICFR related information" of Fluidra, S.A., which summarizes the internal control procedures of the Entity in relation to the annual financial information.

The Directors are responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system as well as developing improvements to that system and preparing and establishing the content of the accompanying ICFR related information attached.

It should be noted that irrespective of the quality of the design and operability of the internal control system adopted by the Entity in relation to its annual financial information, it can only provide reasonable, rather than absolute assurance with respect to the objectives pursued, due to the inherent limitations to any internal control system.

In the course of our audit work on the financial statements and pursuant to the Technical Auditing Standards, the sole purpose of our assessment of the entity's internal control was to enable us to establish the nature, timing and extent of the audit procedures to be applied to the Entity's financial statements. Therefore, our assessment of the internal control performed for the purposes of the audit of the financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial information.

For the purpose of issuing this report, we exclusively performed the specific procedures described below and indicated in the Guidelines on the Auditors' report relating to information on the Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission (CNMV) on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Given that the scope of these procedures was limited and substantially less than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or its design or operating effectiveness, in relation to Entity's annual financial information for 2024 described in the ICFR related information attached. Consequently, had we performed additional procedures to those established by the Guidelines mentioned above or had we carried out an audit or a review of the internal control over the regulated annual financial reporting information, other matters might have come to our attention that would have been reported to you.

Likewise, since this special engagement does not constitute an audit of the financial statements in accordance with prevailing audit regulations in Spain, we do not express an audit opinion in the terms provided for therein.

The procedures performed were as follows:

1. Read and understand the information prepared by the Entity in relation to the ICFR - which is provided in the Annual Corporate Governance Report disclosure information included in the Directors' Report- and assess whether such information addresses all the required information which will follow the minimum content detailed in section F, relating to the description of the ICFR, as per the model established by CNMV Circular nº 5/2013 dated June 12, 2013 and subsequent amendments, the most recent one being CNMV Circular 3/2021 of September 28, 2021 (hereinafter, the CNMV Circulars).
2. Make enquiries of personnel in charge of preparing the information described in point 1 above in order to: (i) Obtain an understanding of the process followed in its preparation; (ii) Obtain information which will allow us to assess whether the terminology used is adapted to the definitions provided in the reference framework; (iii) Obtain information on whether the control procedures described are implemented and in use by the Entity.
3. Review the explanatory documentation supporting the information described in point 1 above, which should basically include that which is provided directly to those responsible for preparing the ICFR descriptive information. In this respect, the aforementioned documentation includes related reports prepared by the Internal Audit Department, senior management, and other internal and external experts providing support to the Audit and Compliance Committee.
4. Compare the information described in point 1 above with our knowledge of Entity's ICFR obtained as a result of performing the external audit procedures within the framework of the audit of the financial statements.
5. Read the minutes of the meetings held by the Board of Directors, Audit and Compliance Committee and other Entity committees in order to assess the consistency between the ICFR issues addressed therein and the information provided in point 1 above.
6. Obtain the representation letter related to the work performed, duly signed by the personnel in charge of preparing the information discussed in point 1 above.

As a result of the procedures performed, no inconsistencies or issues were observed that might have an impact on ICFR related information.

This report was prepared exclusively within the framework of the requirements stipulated in article 540 of the Consolidated text of the Corporate Enterprises Act and CNMV Circulars on ICFR description in Annual Corporate Governance Reports.

ERNST & YOUNG, S.L.

(Signature on the original in Spanish)

Alfredo Eguiagaray

March 26, 2025