

**REGULATIONS OF THE AUDIT AND SUSTAINABILITY COMMITTEE  
OF FLUIDRA, S.A.**

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## REGULATIONS OF THE AUDIT AND SUSTAINABILITY COMMITTEE OF FLUIDRA, S.A.

### CHAPTER I. - PRELIMINARY

#### Article 1.- Origin and purpose

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

#### Article 2.- Interpretation

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

#### Article 3.- Amendment

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

#### Article 4.- Dissemination

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

2. The Board of Directors shall adopt the appropriate measures to ensure that these Regulations are disseminated among the shareholders and the investing public in general.

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

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

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

- (i) Scepticism, sufficiently questioning the data, the assessment processes and the preliminary conclusions reached by the Company's executives and managers, which entails adopting a critical attitude, without accepting automatically their opinion, noting the pros and the cons and forming its own view, not only individually (each of its members) but also collectively;
- (ii) Dialogue, both:
  - (a) Among its members, so as to favour a diversity of opinion that enriches the Audit and Sustainability Committee's analyses and proposals, establishing a climate within the Audit and Sustainability Committee that fosters constructive dialogue among its members, promoting free speech and a critical attitude; and
  - (b) Bidirectional with the usual interlocutors of the Audit and Sustainability Committee, including, among others: the Company's management, in particular, the general management, the financial management, risk control and sustainability departments, the Global Director of the Internal Audit and Compliance and the external auditor.
- (iii) Sufficient analytical capacity, being authorized to obtain, if deemed necessary or appropriate, expert advice from a third party capable of aiding the Audit and Sustainability Committee in the process of analysing particularly complex aspects, including by requesting legal opinions and reports. To best perform its functions, the Audit and Sustainability Committee shall have the power, resources and budget to seek advice from the external experts when it considers it necessary for the correct fulfilment of its duties

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

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

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

where applicable, and risk management systems (including for tax, operational, technological, legal, social, environmental, political and reputational risks), as well as discussing with the auditors or external audit firms any significant weaknesses in the internal control system detected during the *audit*;

- (iv) The evaluation and periodic review of the Company's environmental and social policy, to confirm that it is fulfilling its mission of promoting the corporate interest and take into account, as appropriate, the legitimate interest of the remaining stakeholders, and monitoring that the Company's environmental and social practices are in line with its strategy and policy;
- (v) Monitor the process of drawing up and disclosing regulated financial information and the management report, which shall include the mandatory non-financial and sustainability information;
- (vi) To ensure that the corporate culture is aligned with the purpose and values of the corporate governance rules, in the matters within its competence;
- (vii) Review the Company's accounts and oversee compliance with legal requirements and the correct application of generally accepted accounting principles, directly working to that end with internal and external auditors. In particular, the Audit and Sustainability Committee shall strive to ensure that in those cases where the audit firm includes any qualification in its report, the Chairman of the Audit and Sustainability Committee should give a clear explanation at the General Meeting of the opinion of the Audit and Sustainability Committee regarding its scope and content, making a summary of that opinion available to the shareholders at the time of the publication of the notice of the meeting, along with the rest of proposals and reports of the Board;
- (viii) Review the clarity and completeness of all financial, non-financial and sustainability information that the Company discloses in its annual or interim financial reports, or any other related information, including presentations of results, the management report, non-financial and sustainability information, related party disclosures, reports on internal risk management and control systems, corporate governance and directors' remuneration;
- (ix) Maintain and oversee relationships with the statutory auditor or external audit firms to obtain information on those matters that could jeopardize their independence, for review by the Audit and Sustainability Committee, and any other audit-related items, as well as any other notices provided for in the applicable legislation;
- (x) Oversee compliance with the audit services agreements, ensuring that the opinion on the annual financial statements and the main content of the audit reports are drafted in a clear and precise manner and evaluating the results of each audit performed;
- (xi) Report on related-party transactions that must be approved by the Shareholders' Meeting or the Board of Directors in accordance with the provisions of the Capital Companies Law and supervise any internal procedures in place at the Company for related-party transactions where the authority to approve them has been delegated, in accordance with the provisions of Article 10 of these Regulations of the Committee;
- (xii) Examine compliance with the Internal Code of Conduct, with these Regulations and, in general, with the Company's corporate rules and make any proposals as may be appropriate for the improvement thereof; and

- (xiii) Receive information and, when appropriate, issue reports on the disciplinary measures to be imposed on the members of the Company's senior management team.

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

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

- (i) Monitor and evaluate the preparation and the integrity of the financial, nonfinancial and sustainability information prepared, as well as the control and management systems of financial, non-financial and sustainability risks relating to the Company and, where appropriate, the group, verifying compliance with legal provisions, the accurate demarcation of the consolidation scope and the correct application of accounting principles; specifically monitoring any relevant changes in the criteria applied, significant modifications or adjustments identified by the statutory auditor or resulting from reviews carried out by the internal audit department and management's position on these, also monitoring any requirements sent by the public supervisor of regulated information;
- (ii) Review internal control and risk management systems on a regular basis, ensuring that the main risks are properly identified, managed and disclosed;
- (iii) Monitor the independence and efficacy of the internal audit function, propose the selection, appointment and removal of the Director of internal audit; propose the department's budget; approve or make a proposal for approval to the Board of Directors of the guidelines and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks (including reputational risks); receive regular report-backs on its activities and verify that senior management are acting on the findings and recommendations of its reports;
- (iv) Establish and supervise a mechanism that allows employees and other persons related to the Company, such as directors, shareholders, suppliers, customers, contractors or subcontractors, to report irregularities of potential significance, including financial or accounting irregularities, or those of any other nature, related to the Company, that they notice within the Company or its group. This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party;
- (v) Supervise the application of the general policy for the communication of economic financial, non-financial and sustainability information. Similarly, the way in which the Company communicates and relates with small and medium-sized shareholders should be monitored.

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

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

- (i) Make recommendations to the Board for the selection, appointment, reappointment and removal of the statutory auditor or external audit firm and the terms and conditions of the engagement with said auditor. The selection process will include the following criteria:

- (a) The resources, experiences and geographic coverage of the audit firm;
  - (b) Availability of staff having necessary skills and capabilities;
  - (c) Technical and specialized resources for addressing complex issues consistent with the Company's operations;
  - (d) The independence of the audit firm in consideration of all circumstances which may be reasonably projected to occur;
  - (e) Non-discrimination of audit firms of lesser size; and
  - (f) The culture of service quality and efficiency.
- (ii) Meet with and receive regular information from the statutory auditor or external audit firm on the progress and findings of the audit program and verify that senior management is acting on its recommendations. At such meetings, matters to be addressed will include:
- (a) Appropriateness of consolidation and reporting perimeters;
  - (b) Judgments, criteria, assessments and estimates, to the extent that they have a material impact on the financial statements and non-financial and sustainability information;
  - (c) Changes in significant criteria applied;
  - (d) Assessments of alternative performance measures (APMs) and the extent to which they may provide useful information to investors;
  - (e) Significant weaknesses in internal control identified, if any, for correction and strengths for adequate reinforcement; and
  - (f) Significant modifications or adjustments identified by the statutory auditor or arising from internal audit reviews and management's position on such adjustments.
- The Audit and Sustainability Committee will review the main findings of the statutory auditor and, as the case may be, will propose to the Board of Directors the adoption of all appropriate measures to remove the causes of these events if they are within the control of the Company.
- (iii) Approve a policy, internal protocol and selection procedure applicable to the auditor.
- (iv) Ensure the independence of the statutory auditor or external audit firm in the discharge of its functions and, for this purpose:
- (a) Ensure that the Company informs to the National Securities Market Commission (CNMV) as "other relevant information" ("otra información relevante") of any change in the external auditor, accompanied by a statement on any disagreements with the outgoing auditor and the nature of such disagreement;



- (b) Ensure that the remuneration of the external auditor does not compromise its quality or independence, considering the fee standards set out in their applicable regulations and analyzing any annual variations in the total remuneration of the external auditor;
- (c) Ensure that the Company and the auditor uphold prevailing rules governing the provision of non-audit services and, in general, all other rules in place to safeguard auditor independence; and
- (d) Should the statutory auditor or external audit firm resign, investigate the circumstances giving rise to such resignation.

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

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

- (v) Approve and review the Company's internal policies to comply with the obligations set forth in the Audit Act and Directive 2006/43/EC in relation to post-audit work prohibitions.
- (vi) Foster that the group auditor takes on the audit of all of the subsidiaries in the Company's group, where applicable.
- (vii) Ensure fluid and ongoing communications with the statutory auditor by seeking information on the audit plan, its effectiveness and any other issue relating to the auditing process. These communications must be compliant with the duties and obligations of each party to ensure independence of the statutory auditor.

#### **Article 9.- Functions relating to financial, non-financial and sustainability risk policy and management**

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

- (i) Supervise the various types of risk faced by the Company;
- (ii) Propose the risk levels deemed acceptable by the Company to be approved by the Board;
- (iii) Obtain information on whether risks are managed, controlled and maintained within the established tolerance levels and, based on the information provided by management, the head of internal audit and, where applicable, the head of the risk management and control unit; reassess, at least annually, the list of the most significant financial, non-financial and

sustainability risks, assessing the different risk tolerance levels established by the Board, in order to propose their adjustment where appropriate;

- (iv) To review, when necessary, the Risk Management and Control Policy and to propose its amendment and update to the Board;
- (v) Determine the measures in place to mitigate the impact of identified risk events should the risk events occur;
- (vi) Identify the internal control and reporting systems to be used to control and manage the above risks; and
- (vii) Report, in advance, on the risks of the Company to be included in the Company's annual corporate governance report and to inform the Board of its conclusions, so that it may assess them.

#### **Article 10.- Functions relating to the supervision of related-party transactions**

Within this area of competence, the Committee shall have the following main functions:

- (i) To gather and analyze all the information and documentation necessary to inform the Company's Board of Directors of all related-party transactions that must be approved by the General Meeting or by the Board itself, in accordance with the terms established in the Capital Companies Act;
- (ii) Ensuring that communications to the CNMV in relation to related-party transactions contain the information required by law;
- (iii) Establishing control mechanisms for related-party transactions whose approval has been delegated by the Company's Board of Directors, so as to enable it to verify that the legal criteria governing such delegation are met. To this end, the Audit and Sustainability Committee shall propose to the Board of Directors an internal procedure for periodic reporting and control, which shall be aimed at verifying compliance with the criteria established by law, as well as the fairness and transparency of the transactions whose approval has been delegated, and shall periodically review its suitability; and
- (iv) Periodically review, together with those responsible of the internal audit, the list of transactions under delegation, and may request any additional information and documentation it deems appropriate.

#### **Article 11.- Other functions conferred on the Audit and Sustainability Committee**

1. The functions of the Audit and Sustainability Committee with respect to obligations relating to listed companies must be reported to the Board of Directors, before resolutions are put to a vote, on all matters provided for in the law, the Bylaws and the Regulations of the Board of Directors, and, in particular, on:
  - (i) The financial information and the management report, which shall include the requisite non-financial information that the Company must periodically disclose as a listed company. The Audit and Sustainability Committee shall ensure that interim financial statements are prepared using the same accounting principles as the annual

statements and, to this end, may ask the statutory auditor or external audit firm to conduct a limited review;

- (ii) The creation or acquisition of holdings in special purpose vehicles or entities domiciled in countries or territories considered to be tax havens and any other transaction or operation of a similar nature that, due to its complexity, could diminish the transparency of the group.
2. The Audit and Sustainability Committee shall not perform the functions provided for under letters (i) and (ii) above where, pursuant to the Bylaws, the functions have been entrusted to another oversight and control committee, as provided by law.
  3. The functions of the Audit and Sustainability Committee with respect to Compliance shall include:
    - (i) Propose to the Board of Directors the compliance policies;
    - (ii) Propose to the Board for its approval, with the favourable report of the Appointments and Compensation committee, the appointment and the removal of the head of the compliance function;
    - (iii) Follow up on the Ethics Committee activities and to resolve on its remediation action proposals;
    - (iv) Supervise compliance with corporate governance rules, internal codes of conduct and any other aspects which the Audit and Sustainability Committee may agree from time to time;
    - (v) Include compliance training in the annual requirements for Audit and Sustainability Committee members;
    - (vi) Gather and analyze all the necessary information and documentation on any related-party transaction;
    - (vii) Verify that the information posted on the Company's website is up to date and matches the information authorized for issue by the Board of Directors and published, when applicable, on the CNMV website; and
    - (viii) Review the functioning and effectiveness of the Company's whistleblower system by reviewing regular reports and key metrics.
  4. Any other tasks assigned to the Audit and Sustainability Committee by law, the Bylaws or the Board of Directors.

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

#### **Article 12.- Quantitative and qualitative composition**

1. The Audit and Sustainability Committee comprises four (4) directors, all of which must be non-executive directors. Executive directors and senior executives may also attend Audit and Sustainability Committee meetings when expressly agreed by the committee members. At least

three (3) members of the Audit and Sustainability Committee must be independent directors, and each of them, and in particular the Committee Chairman will be appointed on the basis of their knowledge and experience in accounting, auditing and risk management, and financial, non-financial and sustainability reporting.

2. The proposal and appointment of Audit and Sustainability Committee members must procure diversity of composition, in particular with respect to a balanced representation of men and women, professional experience, sectors specific knowledge and geographic origin to encourage the expression of differing point of view and positions.
3. Audit and Sustainability Committee members, as Board members, are presumed to have the experience and knowledge of management, economics, finance and business necessary in all good directors, and efforts will be made to ensure that the members of the Committee have the necessary training and experience to enable them to understand the various issues relating to financial, non-financial and sustainability information and the auditing thereof. Nonetheless:
  - (i) Collectively, they must have pertinent technical knowledge related to the industry to which the Company belongs, such that they form a team with the training and experience necessary to adequately understand the various matters relating to financial, non-financial and sustainability information, as well as their audit; and
  - (ii) At least one of the Audit and Sustainability Committee member must be designated having equal regard to his knowledge and experience in matters of accounting, audit or both.

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

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

### **Article 13.- Posts**

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

The Committee Chairman, among other aspects:

- (i) must have sufficient capacity and availability to provide the Audit and Sustainability Committee with greater dedication than its other members;
  - (ii) must maintain regular contact with key staff involved in the Company's governance and management (contact that may also be made by the other members of the Committee if they so request);
  - (iii) will be the person who channels and furnishes the necessary information and documentation to the other Audit and Sustainability Committee members, with the cooperation of the secretary of the Committee, in time for them to be able to analyze it prior to Audit and Sustainability Committee meetings; and
  - (iv) with a view to favouring the diversity of opinion that enriches the Audit and Sustainability Committee's analyses and proposals, will ensure that Audit and Sustainability Committee members participate freely in deliberations and will foster constructive dialogue among its members, promoting free speech and a critical attitude.
2. The Secretary of the Audit and Sustainability Committee shall be the person selected by the Committee and may or may not be a director.

**Article 14.- Term of office**

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

**Article 15.- Removal from office**

Audit and Sustainability Committee members will be removed from office:

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

**Article 16.- Welcome program and regular training plan**

1. New members of the Audit and Sustainability Committee will complete the Board Welcome Program that covers the role of the Audit and Sustainability Committee, up-to-date knowledge

of new accounting legislation, specific regulatory framework of the Company's activity, internal and external audit, non-financial and sustainability information, risk management, internal control, technological advances significant to the Company, the Audit goals, workings of other Committees, time commitment, comprehensive overview of the Company and its operations and its reporting duties.

2. The Audit and Sustainability Committee members will participate in a periodic training program to ensure that they have up-to-date knowledge of new accounting legislation, the specific regulatory framework of the Company's activity, internal and external audit, non-financial and sustainability information, risk management, internal control and the technological advances significant to the Company.

## CHAPTER IV.- FUNCTIONALITY

### Article 17.- Annual working plan

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

### Article 18.- Meetings

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

**Article 19.- Notice of meetings**

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

**Article 20.- Venue**

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

**Article 21.- Constitution**

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

**Article 22.- Resolutions**

1. Audit and Sustainability Committee resolutions shall be adopted by a majority of the members in attendance, in person or by proxy. In the event of a tie, the Committee Chairman shall not have the casting vote.

2. Resolutions will be recorded in minutes signed by the Committee Chairman and the secretary, or by whomever is standing in for them. Resolutions should be approved at the same meeting or at the meeting held immediately thereafter and they will be recorded in a book of Audit and Sustainability Committee resolutions.
3. The Audit and Sustainability Committee shall report on and be accountable for its activities in the first plenary meeting of the Board of Directors following the committee's own meeting. Minutes of the Audit and Sustainability Committee meetings shall be drafted and kept in both English and Spanish and sent to all members of the Audit and Sustainability Committee. The minutes shall also be made available to the members of the Board of Directors.
4. Provided that no Audit and Sustainability Committee member objects, resolutions may be adopted by written consent and without a meeting.

### **Article 23.- Conflicts of interest**

Where the matters to be discussed at Audit and Sustainability Committee meetings have a direct impact on any Audit and Sustainability Committee members or on persons related to them and, in general, where said Audit and Sustainability Committee member is subject to a conflict of interest, she/he must refrain from participating in deliberations and, as the case may be, voting in respect to the matter in question, and will be discounted from the number of Audit and Sustainability Committee members used to calculate quorum and majorities in connection with the matter in question.

### **Article 24.- Attendance**

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



**CHAPTER V.- RELATIONS****Article 25.- Relations with the Board of Directors**

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

**Article 26.- Relations with the Internal Audit and Compliance Department**

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

**Article 27.- Relations with the External Auditor**

1. Communications and meetings with the external auditor must respect the latter's independence, must be smooth and ongoing and must discuss, inter alia, the matters mentioned in the previous article 8(ii).
2. Communications with the external auditor must be projected on an activities calendar and an annual meeting agenda; most meetings will be held without the presence of executive directors nor Company management and will include all matters with a potential influence on the external auditor opinion and on the independence of the external auditor.
3. The Audit and Sustainability Committee must at all times abide by the general principle of independence of the external auditor and the latter's duty not to participate in any way in the Company's management or in the decision-making of any of the Company's bodies, including the Audit and Sustainability Committee itself.

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

### **Article 28.- Prerogatives**

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

### **Article 29.- Duties of the members of the Audit and Sustainability Committee**

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

### **Article 30.- Evaluation. Activity Report**

1. The Audit and Sustainability Committee shall assess its own performance independently to reinforce its functioning and improve planning for the following year.
2. The Audit and Sustainability Committee shall prepare an annual report on its activities, highlighting the main incidents arising, if any, in relation to its functions. Moreover, where the Audit and Sustainability Committee sees fit, it may include in such report proposals to improve the governance rules of the Company. Audit and Sustainability Committee reports shall be made available to shareholders and investors on the Company website along with the rules and regulations of the Audit and Sustainability Committee.
3. The Audit and Sustainability Committee's activity report will include the following:
  - (i) Rules and regulations of the Audit and Sustainability Committee;
  - (ii) Composition of the committee throughout the year, including the category and length of service of each member;
  - (iii) Role performed in practice throughout the year by the Audit and Sustainability Committee;
  - (iv) Meetings held in the year and number of persons present, including invitees who are not members of the committee;

- (v) Tasks performed and significant activities carried out in the period in relation to financial, non-financial and sustainability reporting, related-party transactions, corporate social responsibility policy, risk management and control (both financial and non-financial), internal audit, whistleblowing channel, external auditor, follow-up of the Audit and Sustainability Committee's own action plans and the nature and scope of any communications with regulators;
- (vi) Assessment of the functioning and performance of the Audit and Sustainability Committee, and methods used to evaluate its effectiveness and whether, as a result, any significant changes have been made during the financial year;
- (vii) Information on the Audit and Sustainability Committee's opinion on the independence of the statutory auditor;
- (viii) Disclosure of the practical guides on Audit and Sustainability Committee being followed; and
- (ix) Conclusions.

**Article 31.- Entry into force**

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

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

Mr./Ms. [•]

Secretary of the Board

FLUIDRA, S.A.

Avda. Alcalde Barnils, 69, 08174

Sant Cugat del Vallés (Barcelona)

[Place], on [•] [9], [•]

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

Signed:

[Name]

[Member of the Audit and Sustainability Committee/Secretary]