

**REPORT BY THE APPOINTMENTS AND COMPENSATION COMMITTEE OF  
FLUIDRA, S.A. IN RELATION TO THE APPOINTMENT AS INDEPENDENT  
DIRECTOR OF MR. STEPHEN G. KANIEWSKI, WHICH IS PRESENTED TO THE  
BOARD OF DIRECTORS TO BE SUBMITTED TO THE ANNUAL SHAREHOLDERS'  
MEETING**

## **1. Introduction**

In compliance with the provisions of section 4 of article 529 decies of the Capital Companies Law (the "**CCL**") and articles 5.2 and 17.1 of the Board of Directors Regulations of Fluidra, S.A. ("**Fluidra**" or the "**Company**") and of article 6(iii) of the Regulations of the Appointments and Compensation Committee of Fluidra, the Company's Appointments and Compensation Committee ("**ACC**") issues this favorable report in respect of the proposal for the appointment of the director **Mr. Stephen G. Kaniewski** as a member of the Company's board of directors (the "**Report**"), with the category of independent director.

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

The report evaluates the proposal for the appointment of Mr. Stephen G. Kaniewski as a member of the Company's Board of Directors, with the category of independent director, for which the ACC has taken into account (i) the Recommendation 14 of the Code of Good Governance for Listed Companies and sections 3 and 5 of Technical Guide 1/2019 on appointments and remuneration committees, approved by the CNMV on February 20, 2019; (ii) the applicable regulations, including the Board Regulations, the Appointments and Compensation Committee's Regulations, and the Company's director selection policy; and (iii) the independent status of the director.

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

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

The view formed by the ACC is that Mr. Stephen G. Kaniewski has the competence, experience and merits necessary to hold office as a director of Fluidra, as is reflected in the curriculum vitae attached hereto as **Schedule**, of which the following aspects are to be highlighted:

- His professional career spanning more than 13 years at Valmont Industries, Inc., a NYSE-listed company, where he served as CEO for more than 5 years, member of the board of directors, and was responsible for global operations in 22 countries, with a company turnover of \$4.2 billion and approximately 11,000 employees in 2023.
- His management as CEO of Valmont Industries, Inc., achieving 50% revenue growth and a total shareholder return of 73% within five years. During his tenure as CEO of the company, he led two divestitures and ten acquisitions, developing the company's strategic plan. In addition, the company became the pricing leader in all the markets in which it operated. Previously, he held the positions of Global VP, Group President, and COO.

- His extensive international experience in Mexico, China, India, Australia, Europe, and Southeast Asia, complemented by solid experience in operational management, information technology management, and the implementation of global systems such as SAP and CRM.
- His experience since 2024 as a strategic advisor to an international software company, driving its growth and transformation into an R&D company.

Mr. Stephen G. Kaniewski's experience, background and professional profile indicate that he has the merits and competence required to hold office as director and knowledge of the various sectors and areas that are relevant to the Company. In this sense, the Board of Directors considers that his professional profile contributes positively to complementing and enriching the skills chart of the Board of Directors as a whole.

## **3.2 Evaluation by the ACC**

### **3.2.1 Dedication**

As regards the level of dedication required to serve as director of Fluidra, it has been verified that Mr. Stephen G. Kaniewski's other professional duties, which are indicated in the professional profile set out above, will allow him to effectively dedicate the appropriate time to the Board of Directors of Fluidra and to any Board committees of which he is, or may become a member.

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

In the analysis of Mr. Stephen G. Kaniewski's suitability, much consideration has been given to his background and professional profile, which lends diversity to the Board. Having analyzed his curriculum vitae, the Board of Directors is of the opinion that his profile includes all the skills and experience necessary to hold office as director of Fluidra, making a valuable contribution by supplementing and enriching the competencies map of the Board as a whole.

On the other hand, Mr. Stephen G. Kaniewski's professional and international profile is suited to the specific characteristics of the business, the sectors and the countries in which the Company engages.

Similarly, Mr. Stephen G. Kaniewski's experience in and knowledge in strategic development and senior business management are of great value to the Board of Directors.

### **3.2.3. Classing as an independent director**

The ACC has verified that the candidate proposed meets the requirements to serve as independent director, by concluding that there are no personal or professional circumstances that prevent or diminish in any way their condition of independence.

**4. Conclusions reached by the ACC**

The conclusion reached by the ACC in light of the foregoing is that the proposal to appoint Mr. Stephen G. Kaniewski as a member of the Company's Board of Directors, for a period of two (2) years and as an independent director, is justified, and it has unanimously resolved to propose the appointment, if appropriate, to the Company's Shareholders' Meeting.

## Schedule

Born in 1972, Stephen G. Kaniewski has extensive multidisciplinary experience, with international experience in Mexico, China, India, Australia, Europe, and Southeast Asia, where he has developed outstanding skills in the areas of business development, operational management, financial strategy, sales promotion, and information technology, among others.

Stephen has spent a large part of his professional career at Valmont Industries, Inc., a NYSE-listed company and global leader in the supply of products and solutions for vital infrastructure and agricultural activity, with revenues exceeding \$4 billion and with over 11,000 employees.

After fifteen years of professional experience in technology projects and operations management at various companies, in 2010 he began his career at Valmont Industries, Inc. as VP of Information Technology, where he held the position of CEO of the company for more than five years, until July 2023, while also serving on the Board of Directors and overseeing global operations in 86 locations and 22 countries.

Stephen G. Kaniewski holds a Bachelor of Science degree in Sociology from Santa Clara University.

Stephen founded iDvera Software Inc., an international software company, and currently serves as COO, driving its growth and transformation into an R&D company by obtaining patents for non-GPS location technology and attracting investments from angel investors. Since July 2016, he has also been the owner of e-Algo, an algorithmic trading platform targeting currency pairs that is used by hedge funds, family offices, and other institutional investors.