

**REPORT BY THE APPOINTMENTS AND COMPENSATION COMMITTEE OF  
FLUIDRA, S.A. PRESENTED TO THE BOARD OF DIRECTORS IN RELATION TO  
THE APPOINTMENT BY CO-OPTION OF MS. M.A ALLISON STEINER AS  
PROPRIETARY DIRECTOR AND SUBSEQUENT SUBMISSION TO THE ANNUAL  
SHAREHOLDERS' MEETING FOR RATIFICATION OF HER APPOINTMENT BY CO-  
OPTION AND APPOINTMENT AS MEMBER OF THE BOARD OF DIRECTORS**

## **1. Introduction**

In compliance with the provisions of section 6 of article 529 decies of the Capital Companies Law ("**CCL**"), articles 5.2 and 17.1 of the Regulations of the Board of Directors of Fluidra, S.A. ("**Fluidra**" or the "**Company**") and article 6(iii) of the Regulations of the Appointments and Compensation Committee of Fluidra, the Company's Appointments and Compensation Committee (the "**ACC**") issues this favorable report in respect of the proposal for the appointment by co-option of the director **Ms. M. Allison Steiner** as a member of the Company's Board of Directors (the "**Report**"), and subject to its ratification by the first Shareholders' Meeting of the Company to be held, with the category of proprietary director, in representation of the interests of Piscine Luxembourg Holdings 1, S.A.R.L., as shareholder of the Company.

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

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

In evaluating the proposed appointment, the ACC has considered the following: (i) Recommendation 14 of the Code of Good Governance for Listed Companies and sections 3 and 5 of Technical Guide 1/2019 on appointments and compensation committees, approved by the CNMV on February 20, 2019; (ii) applicable rules, including the Board Regulations, the ACC Regulations and the Company's policy on the selection of directors; and (iii) the director's category as a proprietary director.

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

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

The view formed by the ACC is that Ms. M. Allison Steiner 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 a **Schedule**, of which the following aspects are to be highlighted:

- Her highly qualified professional profile makes her well suited to perform the duties of a proprietary director, both due to her extensive experience in the legal sector, and, particularly, in the areas of mergers and acquisitions and corporate governance, and to her training, experience, and knowledge in management, with a professional track record that includes various positions of responsibility in the international business sphere. In this respect, it is worth noting that Ms. M. Allison Steiner holds the offices of Managing Director and Chief Legal Officer of Rhône Capital LLC.

- Her knowledge of the Company's business. Specifically, the Board of Directors has positively assessed her knowledge of the Company, gained through the various duties she performs at Rhône Capital LLC, which manages and oversees the investment made in the Company by funds managed, directly or indirectly, by that entity.
- The combination of the candidate's attributes and skills, which will enable her to contribute to the tasks performed by the managing body for the supervision and control of Fluidra.

Ms. M. Allison Steiner's experience, background and professional profile, indicate that she has the merits and competence required to hold office as director, as well as her experience and knowledge of the various sectors and areas that are relevant to the Company. In this regard, the ACC considers that her professional profile will make a valuable contribution by complementing and enriching the competencies map of the Board as a whole.

## **3.2 Evaluation by the ACC**

### **3.2.1 Dedication**

Regarding the level of dedication required to serve as director of Fluidra, it has been verified that Ms. M. Allison Steiner's other professional duties, which are indicated in the professional profile set out above, allow her to effectively dedicate the appropriate time to the Board of Directors of Fluidra and to any Committees of which she may become a member.

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

In the analysis of Ms. M. Allison Steiner's suitability, much consideration has been given to her background and professional profile, which lend diversity to the Board. Having analyzed her curriculum vitae, the ACC is of the opinion that her profile includes all the skills and experience necessary to hold office as director of Fluidra, considering that it makes a valuable contribution by complementing and enriching the competencies map of the Board as a whole.

Likewise, Ms. M. Allison Steiner's experience in and knowledge of the legal and senior management sectors are of great value to the Board of Directors.

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

The ACC has verified that the proposed candidate meets the requirements for her appointment as proprietary director, in accordance with article 529 duodecies of the CCL, in representation of the shareholding interests of Piscine Luxembourg Holdings 1, S.A.R.L., as shareholder of the Company.

**4. Conclusions reached by the ACC**

Consequently, the ACC, in view of the foregoing, considers it justified and unanimously resolves to report favorably (i) on the proposed appointment by co-option of Ms. M. Allison Steiner as a member of the Company's Board of Directors with the category of proprietary director, and (ii) on the ratification of the appointment by co-option and subject to its ratification by the first meeting of the Company's Shareholders' Meeting to be held, her appointment for the same period of two (2) years from the time that Shareholders' Meeting ratifies and approves her appointment and re-election (as from that same date).

### **Schedule**

Ms. M. Allison Steiner joined Rhône in 2007 as General Counsel and became a Managing Director in 2018. From 1999 until joining Rhône, Ms. M. Allison Steiner was a corporate associate in the New York office of Sullivan & Cromwell LLP, where she provided counsel to Rhône, among other clients. While at Sullivan & Cromwell LLP, her primary practice areas were the Mergers & Acquisitions and Private Equity Groups.

Ms. M. Allison Steiner received a law degree, *cum laude*, from New York University School of Law and graduated *summa cum laude* from Brigham Young University with a degree in American Studies.