

## CALL FOR THE ANNUAL SHAREHOLDERS' MEETING

Pursuant to a resolution adopted by the Board of Directors of Fluidra, S.A., on April 24, 2009, the shareholders are called to the annual shareholders' meeting **to be held on June 5, 2009, at 12:30h, at first and single call**, in Sabadell (Barcelona), at Cambra de Comerç de Sabadell, Avenida Francesc Macià, 35, to discuss the following

### AGENDA

**One:** Examination and approval, if fitting, of the financial statements and of the management report both of the Company and of its consolidated group of companies, for the financial year closed as of December 31, 2008.

**Two:** Allocation of profits/losses for the financial year closed as of December 31, 2008.

**Three:** Examination and approval, if fitting, of the management of the Company by the Board of Directors in financial year 2008.

**Four:** Reelection or appointment of the auditor, both of the Company and of its consolidated group of companies.

**Five:** Authorization for the Company to be able to proceed to the derivative acquisition of treasury stock, directly or through companies in the group, with express power to reduce capital to redeem treasury stock, delegating to the Board of Directors the powers necessary to implement the resolutions to be adopted by the Shareholders' Meeting related to this matter, rendering the previous authorization null and void to allocate, if appropriate, the portfolio of treasury stock to implementation or coverage of compensation systems.

**Six:** Submission of the Report on Compensation Policy for the directors.

**Seven:** Amendment of article 44 of the Bylaws related to the compensation of the directors.

**Eight:** Acknowledgement of the amendment made to article 25 of the Board Regulations.

**Nine:** Establishing of the annual compensation to be received by the directors in the aggregate pursuant to new article 44 of the Bylaws.

**Ten:** Establishment of a compensation system referenced to the value of the shares for the members of the Board of Directors of the Company.

**Eleven:** Amendment of articles 31 and 33 of the Bylaws as regards electronic voting and consequent amendment of articles 12 and 24 of the Shareholders' Meeting Regulations.

**Twelve:** Delegation of powers to execute in a public instrument, construe, remedy and implement the resolutions adopted by the Shareholders' Meeting.

### **Right of attendance**

Any shareholder, regardless of the number of shares he holds may attend the shareholders' meeting, provided that such shares are entered in his name on the relevant book entry register at least five days in advance of the date on which the shareholders' meeting is to be held and that he is provided with the relevant attendance card, the certificate issued by the relevant entity responsible for book entries or the document evidencing his shareholder status pursuant to law.

### **Right of representation**

Any shareholder entitled to attend may attend the shareholders' meeting represented by another person, who need not be a shareholder, in compliance with the requirements and formalities required by law, by article 29 of the articles of association and by article 12 of the shareholders' meeting Regulations.

The proxy's authorization shall be stated on the attendance card or by letter, in any event, signed with an autographed signature, without prejudice to the provisions below on appointing proxies using remote media prior to the holding of the shareholders' meeting. The document recording the proxy will include the following statements: date on which the shareholders' meeting is to be held and its agenda, identity of the constituent and of the person empowered by proxy (if not specified, it will be construed that the proxy has been granted, indistinctly, to the chairman of the board of directors, to the CEO or to the secretary of the board of directors), number of shares held by the person granting the proxy and instructions on the manner in which the shareholder granting the proxy is to vote in respect of each of the items on the agenda.

In the event of a public request for proxy, the document recording the proxy will contain, in addition to the statements contemplated in the above paragraph, the manner in which the person empowered by proxy is to vote should no specific instructions be given.

### **Right to information**

After this notice of call is published, in compliance with legislation in force, with the articles of association and with the shareholders' meeting regulations, the shareholders may examine at the registered office of the Company and consult in the web page of the Company ([www.fluidra.com](http://www.fluidra.com)) the documents set forth below, and obtain from the Company the delivery or remittance of a copy of such documents, free of charge:

- Full text of the proposal of resolutions submitted to the shareholders' meeting for consideration.

- Financial statements and management report of the Company and of its consolidated group of companies, for the financial year closed at December 31, 2008.
- Report issued by the auditor on the financial statements of the Company and of its consolidated group of companies for the financial year closed at December 31, 2008.
- Explanatory report on the management report contemplated in article 116 bis of the Securities Market Law.
- Annual Corporate Governance Report for financial year 2008.
- Annual Report of the Audit Committee for financial year 2008, which also contains specific statements related to compliance with the provisions of the Internal Rules of Conduct and eventual incidents and proceedings of financial year 2008.
- Directors Compensation Policy Report.
- Restated text of the Internal Regulations on Conduct in the Securities Markets.
- Restated text of the Board of Directors Regulations.
- Written report to justify amendments to the articles of association of Fluidra, S.A. related to the point number seventh of the Agenda.
- Written report to justify amendments to the articles of association related to the point number eleven of the Agenda, that contains as well the written report to justify the amendment of the Shareholders' Rules.
- Restated text of the Shareholders' meetings Regulations.

The shareholders, through a written document to the directors sent on or before the seventh day preceding the date on which the shareholders' meeting is to be held, may request information or clarifications or raise questions on the items included on the agenda or on the information accessible to the public and notified by the Company to the *Comisión Nacional del Mercado de Valores* (Spanish National Securities Market Committee) after the date of the last shareholders' meeting, in other words, after May 30<sup>th</sup>, 2008.

Such requests must conform to the procedure established in article 9 of the shareholders' meeting Regulations.

The right to information through electronic or remote communication means may be exercised through the web page of the Company the electronic document remitted by the shareholder to bear a legally recognized electronic signature used by the applicant.

### **Voting and delegation of voting rights through remote communication means**

Pursuant to the Articles of Association and the shareholders' meeting Regulations, voting rights and rights of representation may be exercised through remote communication means

before the shareholders' meeting is held, provided that the requirements established by law and in this notice of call are met.

### **(1) Voting through remote communication means**

Shareholders having voting rights and who fail to attend the shareholders' meeting may, before the shareholders' meeting is held, cast their votes through the following means of remote communication:

#### **(a) Electronic means**

Shareholders may cast their votes through electronic means, before the shareholders' meeting is held through the web page of the Company ([www.fluidra.com](http://www.fluidra.com)), by accessing the space devoted to the shareholders' meeting year 2009, section "*Voto a distancia* (voting through remote means), using the procedure established for the purpose in said page.

The electronic voting procedure shall be made available to shareholders from 00.00 hours of May 12, 2009 and will finish at 24.00 h. on the day immediately preceding the date on which the shareholders' meeting is to be held.

#### **(b) Ordinary mail**

To cast votes by mail before the shareholders' meeting is held, shareholders must complete and sign the relevant attendance card. Any shareholder may cast his votes by ordinary mail provided that the shares he holds are recorded in his name in the relevant book entry register five days in advance, at least, of the date on which the shareholders' meeting is to be held.

After the card has been completed and signed, it may be remitted to the Company using any of the following procedures:

- (i) Through a letter sent by ordinary mail to the following address: "Fluidra, S.A. (Junta General de Accionistas 2009), Avenida Francesc Macià, 60, floor 20th. 08208 Sabadell"
- (ii) Using the *franqueo en destino* (postage paid by recipient) envelope attached, if appropriate, to the attendance card.
- (iii) Personal delivery at the aforementioned address.

Votes cast by ordinary mail must be in the possession of the Company before 24:00h., on the day immediately preceding the date on which the shareholders' meeting is to be held.

### **(2) Proxies granted by remote communication means**

Shareholders of the Company having voting rights who fail to attend the shareholders' meeting, may, before the shareholders' meeting is held, grant a proxy through any of the following means of remote communication:

*(1) Electronic means*

Shareholders may grant proxies by electronic means before the shareholders' meeting is held through the web page of the company ([www.fluidra.com](http://www.fluidra.com)), by accessing the space devoted to the shareholders' meeting year 2009, section "*Delegación de voto*", using the procedure established for the purpose in said page.

The procedure for granting proxies by electronic means shall be made available to shareholders on or after 00.00 hours of May 12<sup>th</sup>, 2009 till the 24.00 hours on the day immediately preceding the date on which the shareholders' meeting is to be held.

*(2) Ordinary mail*

By ordinary mail, through completion and signing by the shareholder of the attendance card issued by the entity or entities responsible for the book entry register.

If the shareholder grants the proxy to the chairman of the board of directors, to the chief executive officer or to the secretary of the board, the shareholder will send the attendance card duly completed and signed to the registered office.

After the card has been duly completed and signed, the original copy may be remitted through any of the following procedures:

- (i) Through a letter sent by ordinary mail to the following address: "Fluidra, S.A. (Junta General de Accionistas 2009), Avenida Francesc Macià, 60, floor 20, 08208 Sabadell.
- (ii) Using the "postage paid by recipient" envelope attached, if appropriate, to the attendance card.
- (iii) Personal delivery at the aforementioned address.

The shareholder who grants proxies by ordinary mail undertakes to report the proxy granted to the person designated to represent him for such person to accept the proxy. It will be considered that the proxy has been accepted where the person designated identifies himself through his Spanish identity document or passport on the date and at the place where the shareholders' meeting is to be held, within two (2) hours before the meeting is held, for the personnel responsible for the shareholders register to be able to ascertain the proxy, attaching an original copy of such proxy.

Where the proxy is granted to the chairman, to the CEO or to the Secretary of the Board, such communication will be deemed to have been made and accepted upon receipt by the Company of the original copy of the attendance card.

Only proxies granted by the shareholder and received by the Company before 24 hours on the day immediately preceding that of the shareholders' meeting will be valid.

The person empowered by proxy will only be able to exercise the voting rights of his constituent by attending the Shareholders' Meeting in person.

### **Personal Data Protection**

According to the "Ley Orgánica 15/1999, de 13 de diciembre, related to Personal Data Protection" and also according to the "Real Decreto 116/1992, de 14 de febrero" we inform you that all the shareholders' personal data will be obtained from the entities responsible for the register system, Compensation and liquidation of equities, S.A., in relation to the present call. At the same time, we comply with our duty to inform you that your personal data will be completed in the shareholders' meeting with your attendance and your exercise of voting in the shareholders' meeting. We inform you that such data will be part of a file owned by FLUIDRA., S.A. for the benefit of the shareholders' interest. You can exercise your right of access, cancellation, rectification or opposition to the following address: Avda. Francesc Macià, 60, floor 20, 08208 Sabadell (Barcelona)

### **Participation of a notary public in the shareholders' meeting**

The board of directors has agreed that a notary public be present at the annual shareholders' meeting, in compliance with article 114 of the Spanish Business Corporations Law related to article 101 of the Commercial Registry Regulations, and in article 7 of the shareholders' meeting Regulations.

### **Supplement to the call**

Pursuant to article 97.3 of the Spanish Business Corporations Law and article 7 of the shareholders' meeting Regulations, shareholders representing, at least, five per cent (5%) of the capital stock may request that a supplement to this call be published to including one or more additional items on the agenda. For such purposes, the shareholders in question will evidence in a duly attested manner to the Company that they represent, at least, said percentage of the capital stock.

Such right will be exercised through a duly attested notification of the supplement to the call, which will be received at the registered office within five days after this notice of call is published.

Sabadell (Barcelona), on April 24<sup>th</sup>, 2009.

The Chairman of the Board of Directors  
Mr. Joan Planes Vila