

REPORT FROM THE BOARD OF DIRECTORS OF FLUIDRA, S.A. ON THE PROPOSAL TO GRANT AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL AS REFERRED TO IN ITEM SIXTEEN ON THE AGENDA OF THE ANNUAL SHAREHOLDERS' MEETING CALLED FOR MAY 5, 2022, ON FIRST AND ONLY CALL

1. Introduction

This report is drawn up by the Board of Directors of Fluidra, S.A. ("**Fluidra**" or the "**Company**") pursuant to articles 286, 297.1.b) and 506 of the revised Capital Companies Law, approved by Legislative Royal Decree 1/2010, of July 2, 2010, in its current wording (the "**Capital Companies Law**"), with respect to the proposed resolution presented to the Annual General Shareholders' Meeting, specifically under agenda item fifteen, to authorize the Board of Directors, for a term of five years, to increase the share capital on the terms and subject to the limits set out in the law, with the authority to exclude the shareholders' pre-emptive acquisition rights limited to an overall maximum of 20% of the share capital, in line with the indications contained in this report.

2. Proposed resolution

The full text of the proposed resolution submitted for approval by the Annual General Shareholders' Meeting is as follows:

Proposed resolution

*"To delegate to the Board of Directors of Fluidra S.A. ("**Fluidra**" or the "**Company**"), the power, as broad as required by law, to increase the Company's share capital, subject to the bylaw and statutory provisions applicable at any time, within the statutory period of five (5) years from the date on which this resolution is approved, up to half of the current share capital.*

To also empower Fluidra's Board of Directors, as broadly as required by law, so that, as it deems most advisable, it can:

- (i) *Resolve to increase Fluidra's share capital on one or more occasions, in the amount and at the time so decided by the Board of Directors, within the limits established in this resolution, by issuing new voting or non-voting shares, whether common or preference, including redeemable shares or shares of any other type permitted by law, with or without share premium; with the consideration being monetary contributions; and with the power to establish the terms and conditions of the capital increase in all aspects not envisaged in this resolution, including determining the par value of the shares to be issued, their features and any privileges they may confer on their owners, such as, where appropriate, the allocation of the redemption right as part of their conditions and the exercise thereof by the Company.*
- (ii) *Freely offer the shares that have not been subscribed in the period established for the exercise of the pre-emptive subscription right, where granted; establish that, in the case of incomplete subscription, the share capital will be rendered ineffective*

pursuant to article 507 of the Capital Companies Law; and amend the corresponding Bylaws article accordingly.

- (iii) *Request, as the case may be, the listing of any shares issued under this delegation on Spanish or foreign official or unofficial secondary markets, whether regulated or not, and take any action or measures necessary or advisable to that end before the corresponding public and/or private bodies, including any actions, statements or formalities before the competent authorities.*

It is expressly placed on record that the Company is subject to the existing market rules and any that may be issued and, in particular, with respect to the trading, continued listing, and delisting of shares, as well as its commitment that, if the delisting of the shares is subsequently requested, it will be adopted with the formalities required by the applicable legislation.

- (iv) *In accordance with the provisions of the Capital Companies Law, exclude, in part or in full, the pre-emptive subscription rights of shareholders in connection with any specific share issue made by virtue of this resolution, where this is in the corporate interest and fulfilling the statutory requirements established in that regard.*

Nevertheless, without prejudice to compliance with any other legal limits established in that regard at any time, the power to exclude pre-emptive subscription rights shall be limited as follows: the nominal amount of the capital increases approved or effectively carried out excluding the pre-emptive subscription rights by virtue of this delegation, and those that may be resolved or executed as part of the conversion of any convertible issues that may also be made excluding the pre-emptive subscription right by virtue of the delegation given in item seventeen, below, on the agenda for this Shareholders' Meeting (without prejudice to any anti-dilution adjustments), may not exceed the overall maximum nominal amount of 20% of the Company's share capital at the time of this delegation.

- (v) *Cancel, in the unused portion, the delegation granted under agenda item seven by Fluidra's Annual Shareholders' Meeting held on May 3, 2017.*

To empower the Board of Directors, in the broadest terms, to exercise the delegation made in this resolution, as well as to perform all acts, procedural formalities and requests as may be necessary or advisable for the exercise thereof, authorizing the Board to subdelegate to the Executive Chairman of the Board of Directors, to the Chief Executive Officer or to any other director, and to empower, with the scope deemed necessary, any attorney-in-fact of the Company for its execution.

From the moment of its approval, this authorization supersedes and cancels the authorization granted by the Company's Annual Shareholders' Meeting held on May 3, 2017, under agenda item seven."

3. Justification of the proposal to delegate the power to increase the share capital

The proposed resolution to delegate is justified on the grounds that it is advisable for the Company to have a mechanism, expressly established in prevailing corporate legislation, that enables it to resolve to increase share capital as necessary or appropriate for Fluidra, on one or several occasions, in an agile and flexible manner, without needing to call and hold a Shareholders' Meeting on the occasion of each capital increase, providing that it is within the limits, terms and conditions established by the Capital Companies Law and by the Shareholders' Meeting when delegating such power, all of which in accordance with Fluidra's needs at any given moment.

The demands that the market imposes on commercial companies and, in particular, listed companies, require their managing bodies to be in a position to make use of the possibilities offered by the legislative framework in order to swiftly and effectively respond to the needs that arise in the economic dealings in which large companies currently engage. Without a doubt, one of these needs is to equip the Company with equity through new capital contributions.

In this regard, it is often impossible to determine in advance what the Company's capital needs will be and to anticipate the delays and increased costs that may be entailed by a request to the Shareholders' Meeting to increase the capital, thereby hindering the Company's ability to respond effectively and swiftly to the needs of the market. This makes it recommendable for the Board of Directors to be in a position to use the authorized capital mechanism provided for in the Spanish legislation.

Any increases carried out pursuant to this delegation will be done by issuing and allotting new shares – with or without a share premium – which may be voting or non-voting shares, common or preferred, including redeemable, or any other type permitted by the applicable legislation – the consideration for which will be monetary contributions.

In addition, the proposal envisages the request, where appropriate, for the admission to trading on official and non-official secondary markets, organized or otherwise, domestic or foreign, of the shares issued by the Company pursuant to the delegation, authorizing the Board of Directors to perform the necessary steps and acts for the admission to listing vis-à-vis the competent bodies of the various domestic or foreign securities markets.

Consequently, the proposed delegation allows the Company to have the adequate mechanisms in order to increase its capital when it deems most appropriate, according to the conditions at any given time, having enough agility of execution and avoiding the delays and cost increases that would be entailed by the need to take such matters to the Shareholders' Meeting.

In view of all the foregoing, and given the upcoming expiry of the delegation granted by the Shareholders' Meeting of the Company held on May 3, 2017 under its agenda item seven, the Board of Directors deems that the delegation of authority to it so that it may resolve to increase share capital on one or several occasions on the terms and subject to the limits set out in the law, without first having to consult the Shareholders' Meeting, up to half of the current share capital is an appropriate and effective mechanism in order to

suitably meet, in an agile and efficient manner, the Company's needs that may arise at any time.

4. Justification of the proposal to delegate the power to exclude pre-emptive subscription rights

To ensure the Board of Directors can efficiently use the delegation to increase share capital, in many cases speed and the selection of the source of funding become important. When the funding is immediately available and limited in time, it may become necessary to exclude the pre-emptive subscription right to thereby maximize the corporate interest, which the Board of Directors considers a fundamental goal.

Likewise, this authority to exclude pre-emptive subscription rights can serve to address specific transactions that require rapid execution to reduce the risks stemming from both market volatility and uncertainty regarding corporate transactions to which the share could be exposed between the announcement and the closing of a capital increase. This period is substantially shorter in a capital increase where the pre-emptive subscription rights are excluded than the period legally required for an increase with pre-emptive subscription rights.

For this reason, it is proposed that, alongside the delegation of authority to increase the Company's share capital, on one or several occasions, the Board of Directors also be conferred power to totally or partially exclude pre-emptive subscription rights with respect to the capital increases made under such delegation, pursuant to article 506 of the Capital Companies Law.

Furthermore, the Board of Directors proposes that the authorization to exclude, in whole or in part, pre-emptive subscription rights, in capital increases that are carried out pursuant to this authorization and which form the subject matter of item sixteen on the agenda, should be limited, overall, to 20% of the Company's share capital on the date of adoption of the resolution by the Shareholders' Meeting.

Thus, it should be taken into account that, on the occasion of each resolution to increase share capital with exclusion of pre-emptive subscription rights made under the delegation, the relevant directors' report must be issued. The Company may also voluntarily obtain the independent expert's report stipulated in article 308 of the Capital Companies Law. The explanatory report by the directors and, where applicable, the report by the independent expert, will be made available to shareholders and communicated to the first Shareholder's Meeting to be held after the increase resolution.

In any event, it is worth noting that the option of excluding the preemptive subscription right is a power that the Shareholders' Meeting delegates to the Board of Directors and that it falls to the latter, based on the specific circumstances and with respect to the legal requirements, to decide whether or not it is appropriate in each case. Accordingly, the delegation of this power does not imply that each capital increase that is carried out pursuant to the authorized capital mechanism will be done excluding the preemptive subscription right, as capital increases with the preemptive subscription right will still be possible and the Board of Directors will be the one to analyze the advisability of its exclusion on case-by-case basis.

And for the appropriate legal purposes, the Board of Directors of the Company has drawn up this Report, in Sant Cugat del Vallès (Barcelona), on March 30, 2022.