

**Justifying report of the Board of Directors on the proposal for appointment of Mr.
Mr. José Manuel Vargas Gómez, as a member of the Board of Directors of
Fluidra, S.A.**

In Sabadell, on December 18, 2017

JUSTIFYING REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF FLUIDRA S.A., ASSESSING THE COMPETENCE, EXPERIENCE AND MERITS OF MR. JOSÉ MANUEL VARGAS GÓMEZ FOR HIS APPOINTMENT AS A MEMBER OF THE BOARD OF DIRECTORS OF FLUIDRA, S.A.

The Board of Directors of Fluidra S.A. (the “**Company**”) issues this report on the proposed appointment of Mr. José Manuel Vargas Gómez as a member of the Company’s Board of Directors, taking into account the provisions of the Bylaws, the system contemplated in the Spanish Companies Act and the principles of the Code of Good Governance of listed companies.

In particular, the system contemplated in section 5 of article 529 *decies* of the Spanish Companies Act has been taken into account for the purposes of assessing the competence, experience and merits of the proposed director, Mr. José Manuel Vargas Gómez.

Having evaluated the requirements relating to the competency, experience and merits of the candidate for the discharge of the office of director, his good standing and aptitude for the exercise of good governance at the Company, the Board of Directors, in view of the favorable report issued on November 28, 2017, by the Appointments and Compensation Committee, resolved to propose to the Shareholders’ Meeting the appointment of Mr. José Manuel Vargas Gómez as director of the Company, for the period stipulated in the Bylaws, as a proprietary director within the meaning of article 529 *duodecies* of the Spanish Companies Act with effect from the registration of the deed of merger by absorption of Piscine Luxembourg Holdings 2 S.à r.l. into the Company at the Commercial Registry corresponding to the Company’s registered office, for submission to the Board of Directors of the Company.

The suitability of Mr. José Manuel Vargas Gómez to discharge the duties of director of the Company’s Board of Directors is demonstrated by:

- his highly qualified professional profile for the discharge of the functions of proprietary director of the Company, due to his extensive experience as Chairman of AENA and as a member of the board of directors of various companies in the Vocento group;
- his training, experience and knowledge in the area of management at the Vocento Group, where he has held several positions on the board and was appointed managing director; and
- the combination of the candidate’s attributes and skills, which will enable him to contribute to the tasks performed by the managing body for the supervision and control of the Company.

In order to complete the above information, the CV of Mr. José Manuel Vargas Gómez is attached to this report as **Schedule A**.

Schedule A

José Manuel Vargas holds a degree in Economics and Business Studies from the Complutense University of Madrid (1988-1993), a degree in Law from UNED (1989-1994) and is a chartered accountant (1995).

He has been a Senior Advisor of Rhône Group since 2006.

He held the position of Chairman and CEO of the Board of Directors at Aena SME, S.A. from January 2012 until October 2017, having overseen the company's restructuring, partial privatization and its IPO in 2015.

He spent more than ten years at communications group Vocento, where he held a variety of different positions. Between 2000 and 2005 he was board secretary at ABC and Corporate CEO at Vocento. He was then appointed group CFO for Vocento's IPO in 2006. Lastly, in 2007 he was appointed CEO of ABC and Vocento, positions which he held until 2011.

Before his activity in the communications sector, he was CFO and General Secretary of JOTSA (part of the Philipp Holzmann Group) from 1995 to 2000, and worked for audit firm Price Waterhouse from 1993 to 1995.

From 1996 to 2001, he combined his professional work with academic activities at CEU Luis Vives, teaching the course in Financial Accounting.

He has also been a member of several boards of directors (INECO, Cadena COPE, Net TV and Diario El Correo, among others).

In 2015, he was named "Executive of the Year" by the Spanish Association of Executives (AED) and "Person of the Year" within the economic and financial sphere by "El Economista" (a Spanish financial newspaper).