

**INTERNAL REGULATIONS ON CONDUCT IN THE SECURITIES
MARKETS FOR FLUIDRA, S.A.**

30 July 2020

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INTRODUCTION

This restated text of the Internal Regulations on Conduct in the Securities Markets (hereinafter, the “**Internal Regulations on Conduct**” or the “**Regulations**”) was approved by the Board of Directors of FLUIDRA, S.A. (hereinafter, “**Fluidra**” or the “**Company**”) at its meeting held on 30 October 2008 and subsequently amended by the Board at its meetings held on 30 August 2011, 28 July 2016 and 30 July 2020, respectively.

The purpose of these Regulations is to adjust the Company’s actions, its administrative bodies, employees, representatives and persons with access to certain Company information into line with the rules of conduct that are to be respected by them when pursuing activities related with the securities market, in compliance with Legislative Royal Decree 4/2015, of 23 October 2015, which passed the restated text of the Securities Market Law (hereinafter, the “**TRLMV**”); Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (hereinafter the “**Market Abuse Regulation**” or “**MAR**”) and the technical regulations on enforcement of the Market Abuse Regulation.

As a listed company, it is the Company’s duty and intention (a definition that includes the aforementioned addressees) to behave with maximum diligence and transparency in all its actions, to reduce the risks of conflicts of interest to a minimum and to ensure, in summary, proper and timely information for investors, all of the foregoing for the benefit of market integrity.

1. **DEFINITIONS**

For the purposes of these Regulations the following are understood to be:

- **Senior Managers:**

Senior managers who are not members of the Company's Board of Directors or of the managing bodies of Group companies who have regular access to information that could be considered Insider Information and who have been attributed with decision-making authorities in connection with management issues with an impact on the Company's future performance and business perspectives.

- **External advisors:**

Persons or entities who are not employees, Senior Managers or Directors, but who do provide financial, legal, consultancy or any other type of service to Fluidra or to any Group company through a relationship subject to civil or commercial law, and who, as a result, have access to Insider Information.

- **Confidential Documents:**

Hard copies – written, computerised or of any other type – which contain Insider Information.

- **The Fluidra Group or the Group:**

The Company and all subsidiaries and investees that are, with respect to the Company, in the situation envisaged under article 5 of the TRLMV.

- **Insider Information:**

All information of a specific nature, which has not been made public, which refers directly or indirectly to the Company or to its Group or to the Affected Securities and which, if it were to be made public, could have a notable influence on the prices of the Affected Securities or on the derivative instruments related to them.

Information will be considered specific if it refers to a series of circumstances that arise or can be reasonably expected to arise, or to an event that has occurred or can be reasonably expected to occur, provided that this information is sufficiently specific to allow one to conclude on the potential impact of such circumstances or event on the prices of the Affected Securities. In this connection, in the case of a lengthy process aimed at generating or resulting in certain circumstances or a specific event, "specific information" could mean not only such future circumstance or event, but also any intermediate stages of the process that are connected with the generation or triggering of said future circumstance or event.

Information which, if it were to be made public, could have a notable influence on the prices of the Affected Securities will mean information that a reasonable investor would be likely to use as one of the basic grounds for his or her investment decisions.

An intermediate stage of a lengthy process will be considered Insider Information if such intermediate stage has, itself, the characteristics of Insider Information, as defined above.

- **Insiders:**

Individuals who have access to Insider Information and who work for Fluidra or for any of its dependent companies under an employment contract, or who perform duties by virtue of which they have access to Insider Information, as External Advisors, accountants or credit rating agencies. Insiders will cease to be subject to this condition from the time the Insider Information that caused them to be included on the Insider List envisaged under article 2.2 of these Internal Regulations on Conduct is reported to the market in the notice required pursuant to the applicable regulations and, in any case, when the related notice is served by the Chief Legal Officer.

- **Periodic Insiders:**

The persons referred to in article 19.11 of the Market Abuse Regulation, as well as any other person included by decision of the Chief Legal Officer, in view of the circumstances.

- **Permanent Insiders:**

Persons who have access to Insider Information at any time and who, consequently, are at all times bound by the provisions of these Internal Regulations on Conduct.

- **Insider List:**

List of all persons who have access to Insider Information and who work for the Company or its Group under an employment contract or who perform duties by virtue of which they have access to Insider Information, such as, inter alia, External Advisors, advisors, accountants or credit rating agencies; to be prepared by the Chief Legal Officer pursuant to article 2.2 below.

- **List of Permanent Insiders:**

Supplementary section of the Insider List to be prepared by the Chief Legal Officer, containing data on Permanent Insiders and regulated under article 2.3.1 below.

- **List of Periodic Insiders:**

Supplementary section of the Insider List to be prepared by the Regulatory Compliance Body or, on its behalf, by the Chief Legal Officer, containing data on Periodic Insiders and regulated under article 2.3.2 below.

- **Transaction involving Affected Securities:**

Any Transaction carried out with Affected Securities.

For such purpose, “**Transaction**” will mean any contracts under which Affected Securities or the voting rights they carry are acquired, transferred or assigned, for oneself or for third parties, directly or indirectly, for cash, on a deferred or future basis, or which grant the right to subscribe, acquire or transfer Affected Securities, on either a transitional or definitive basis, in whole or in part.

- **Other Relevant Information:**

In accordance with article 227 of the TRLMV, Other Relevant Information is all other financial or corporate information related to the Company, to its Group or to the Affected Securities, which must, pursuant to any statutory or regulatory provision, be made public in Spain or which must, in the opinion of the Company, be reported to its investors, given its special interest.

- **Persons with Management Responsibilities:**

Members of the Company’s Board of Directors and Senior Managers will be considered Persons with Management Responsibilities.

- **Persons Subject to these Regulations:**

The following will be considered Persons Subject to these Regulations:

- (i) Members of the Company’s Board of Directors and, in the event that they are not members, the Secretary and Deputy Secretary to the Board of Directors, as well as the Chief Legal Officer (when it does not coincide with the position of Secretary);
- (ii) The Secretary and any Deputy Secretaries of the Board of Directors of the Company and of its dependent companies, as well as Secretaries of the Board Committees (when they do not coincide with the Secretary of the Board of Directors);
- (iii) Senior Managers;
- (iv) Any managers and employees of the Company and of its investees who are specified as such, who work in areas related to the securities markets or who have regular access to Insider Information related directly or indirectly to the Company and its investees;

- (v) Insiders, Periodic Insiders and Permanent Insiders on the terms stipulated in these Internal Regulations on Conduct;
- (vi) The personnel, if any, who form part of the stock exchange services of Fluidra Group companies;
- (vii) In general, all persons who have access to the Company's Insider or reserved Information, including External Advisors;
- (viii) Closely Related Parties to Persons with Management Responsibilities; and
- (ix) Any other person included within the scope of the Regulations by decision of the Chief Legal Officer, in view of the circumstances present in each case.

- **Closely Related Parties:**

In relation to Parties with Management Responsibilities:

- (i) spouses or spousal equivalents, pursuant to national legislation;
- (ii) dependant children, pursuant to national legislation;
- (iii) relatives who have lived with them or have been dependant on them for at least one year prior to the date on which the transaction in question was carried out;
- (iv) any legal entity or any fiduciary legal business or association in which the Person with Management Responsibilities or one of the persons defined in the preceding paragraphs occupies a managerial position or is responsible for its management; or which is directly or indirectly controlled by the Person with Management Responsibilities, or created for his or her benefit, or whose economic interests are, to a great extent, equivalent to those of the Person with Management Responsibilities; or
- (v) proxies, understood to be those who, in their own name, carry out transactions involving Affected Securities on behalf of the Person with Management Responsibilities or one of the persons defined in the preceding paragraphs.

- **Affected Securities:**

Affected Securities subject to these Internal Regulations on Conduct will mean the financial instruments detailed in article 2 of the TRLMV, issued by the Company or by a company in its Group, including, without limitation:

- (i) securities (including shares and securities treated as shares, debentures or other forms or securitized debt, or securitized debt that may be converted into or exchanged for shares or other securities treated as shares) admitted to trading or for which admission to trading has been requested in an official secondary market

or other regulated markets, in multilateral trading facilities, organized trading systems or in other organized secondary markets;

- (ii) financial instruments and contracts of any type that grant the right to subscribe, acquire or transfer the above securities, including those not traded on a secondary market;
- (iii) financial instruments and contracts, including those not traded on secondary markets, that have underlying securities, instruments or contracts consisting of those indicated above; and
- (iv) securities, instruments and contracts of entities other than the Company and those included in its Group with respect to which Insiders, Permanent Insiders, Periodic Insiders and/or External Advisors have obtained Insider Information by virtue of their relationship with the Company and, in any case, where expressly so determined by the Chief Legal Officer in the interest of optimum compliance with these Internal Regulations on Conduct.

2. PERSONS SUBJECT TO THESE REGULATIONS, INSIDER LISTS AND SPECIAL INSIDER LISTS

2.1. Persons subject to these regulations:

Unless expressly indicated otherwise, these Internal Regulations on Conduct will apply to the Persons Subject to these Regulations.

The Company's Chief Legal Officer is to maintain at all times an updated register of the Persons Subject to these Internal Regulations on Conduct, save for the Insiders, who will be governed by the provisions of subarticles 2.2 and 2.3 below. Said register must contain at least the following information: (i) full personal details of the Persons Subject to these Regulations; (ii) reason why they are subject to them; and, (iii) date of creation or update of an entry.

2.2. Insider List:

Fluidra, through the Chief Legal Officer, must prepare a list of all persons who are considered Insiders for the purposes of these Internal Regulations on Conduct. These Internal Regulations on Conduct apply on a temporary or transitional basis to all persons considered Insiders.

For such purpose, those responsible for the area in which the Insider Information is generated or received are to inform the Chief Legal Officer, on a case by case basis and as soon as the circumstance arises, of the related event, transaction or projected decision, as well as of any persons inside and outside the Company to whom the existence of the Insider Information is reported and to whom total or partial access to such Information has been granted, so that they may be included on the Insider List.

The Insider List must record the following items:

- a) first and last names, date of birth, national ID number, work telephone numbers (direct land line and cell phone), personal telephone numbers (land line and cell phone) and complete personal address of all persons who have access to Insider Information;
- b) corporate name and address of the company related to the person who has access to Insider Information;
- c) function and reason why the person has access to Insider Information;
- d) date and time when said person obtained access to Insider Information;
- e) date and time when said person ceases to have access to Insider Information;
- f) preparation date of the Insider List;
- g) date and time of the last update of the Insider List;
- h) date of the Insider List's submission to the relevant authority;
- i) any other information required by law.

The Insider List will be divided into separate sections for each type of Insider Information identified by the Company. The persons who should be included on the Insider List will be entered under the section related to whatever Insider Information gave rise to their inclusion in the List.

The Chief Legal Officer is to keep a computerized copy of the Insider List available to the supervisory authorities. The electronic format must ensure at all times: (i) the confidentiality of the information recorded; (ii) the accuracy of the information recorded on the Insider List; and (iii) access to previous versions of the List and their recovery.

The Chief Legal Officer is to inform Insiders that they have been included on the Insider List and of their obligation to comply with the legislation in force on market abuse, as well as of the penalties applicable to transactions with Insider Information and the unlawful disclosure of Insider Information, and will require them to state that they are aware of all of the foregoing.

The Insider List must be updated (i) where there is a change in the reasons why a person is included on the List; (ii) where it is necessary to add a new person to the List; and (iii) where it is necessary to delete a person from the List because such person has ceased to have access to Insider Information.

The Insider List is to be kept by the Chief Legal Officer for at least five (5) years after its preparation or last update.

The Insider List is to be furnished upon demand and without delay to the authority with jurisdiction on the matter at any given time.

2.3. Special Lists

2.3.1 List of Permanent Insiders

Permanent Insiders will be included under the related supplementary section of the Insider List, to be prepared and updated by the Chief Legal Officer, in compliance with the models established by law for such purpose.

The List of Permanent Insiders is to contain the same data as that stipulated for the Insider List under subarticle 2.2. above, the only difference being that the data specified under paragraphs d) and e) should be replaced with the date and time of inclusion of the Permanent Insider in question on the List of Permanent Insiders.

Permanent Insiders and Periodic Insiders are to send the Chief Legal Officer, within not more than ten (10) days, a letter in accordance with the model provided for this purpose by the Director of Legal Affairs, duly filled out, confirming that they have received the Internal Regulations on Conduct and stating that they are aware of the obligations incumbent on them.

The List of Permanent Insiders must be updated (i) where there is a change in the reasons why a person is included on the List; (ii) where it is necessary to add a new person to the List; and (iii) where it is necessary to delete a person from the List because such person has ceased to have access to Insider Information.

The List of Permanent Insiders is to be kept by the Chief Legal Officer for at least five (5) years after its preparation or last update.

The Chief Legal Officer is to keep a computerized copy of the List of Permanent Insiders available to the supervisory authorities. The electronic format must ensure at all times: (i) the confidentiality of the information recorded; (ii) the accuracy of the information recorded on the Insider List; and (iii) access to previous versions of the List and their recovery.

The List of Permanent Insiders is to be furnished upon demand and without delay to the authority with jurisdiction on the matter.

2.3.2 List of Periodic Insiders

Periodic Insiders will be included under the related supplementary section of the Insider List, to be prepared and updated by the Chief Legal Officer, in compliance with the models established by law for such purpose.

The List of Periodic Insiders is to contain the same data as that stipulated for the Insider List under subarticle 2.2. above, the only difference being that the data specified under

paragraphs d) and e) should be replaced with the date and time of inclusion of the Periodic Insider in question on the List of Periodic Insiders.

The List of Periodic Insiders must be updated (i) where there is a change in the reasons why a person is included on the List; (ii) where it is necessary to add a new person to the List; and (iii) where it is necessary to delete a person from the List because such person has ceased to meet the requirements imposed under article 19.11 of the Market Abuse Regulation.

The List of Periodic Insiders is to be kept by the Regulatory Compliance Body for at least five (5) years after its preparation or last update.

The Chief Legal Officer is to keep a computerized copy of the List of Periodic Insiders available to the supervisory authorities. The electronic format is to ensure at all times: (i) the confidentiality of the information recorded; (ii) the accuracy of the information recorded on the Insider List; and (iii) access to previous versions of the List and their recovery.

The List of Periodic Insiders is to be furnished upon demand and without delay to the authority with jurisdiction on the matter.

3. RULES OF CONDUCT FOR TRANSACTIONS INVOLVING AFFECTED SECURITIES

3.1. Periods of restricted action

Permanent Insiders cannot carry out Transactions involving Affected Securities while they remain on the List of Permanent Insiders, unless, on an exceptional basis, they submit a duly justified request to the Chief Legal Officer for authorization of the Transactions, provided that this is legally possible or the circumstances indicated hereunder are present.

Periodic Insiders must refrain from purchasing or selling Affected Securities during the following periods of restricted action:

- (i) during the thirty (30) days prior to the estimated date of publication of quarterly, six-monthly and annual advance results announcements that the Company has to send to the National Securities Market Commission (“CNMV”) and to the Stock Exchanges’ Governing Bodies up until their general publication;
- (ii) at any other time or period where this is determined by the Board of Directors or the Chief Legal Officer, which will be reported to Permanent Insiders as far in advance as possible;
- (iii) as from when they have information on proposals for the distribution of dividends, capital increases or reductions, or issues of Company’s convertible securities, up until their general publication;

- (iv) where they are included on an Insider List due to having Insider Information related to the Affected Securities pursuant to article 2 of these Internal Regulations on Conduct.

The Company's Chief Legal Officer, subject to prior consultation with the Executive Chairman, may agree to prohibit the transactions involving Affected Securities carried out by all or some of the Periodic Insiders, or may order their mandatory submission to his or her prior authorisation, during such period as is determined by him or her, where the circumstances so justify. In such case, personal transactions involving Affected Securities and carried out by the Company's Chief Legal Officer must be authorised by the Executive Chairman.

3.2. Reporting obligation

Persons with Management Responsibilities are to serve written notice on the Company's Chief Legal Officer of any Transaction involving Affected Securities of the Company, whether carried out for themselves or for a third party. Those carried out by Closely Related Parties are to be treated as transactions carried out for oneself, and must be declared.

Notices are to be served within three (3) working days from the time a Transaction involving Affected Securities has been completed. Persons with Management Responsibilities and Closely Related Parties who for any reason are subject to these Internal Regulations on Conduct are to report transactions carried out with Affected Securities of the Company on the date on which they begin to be subject hereto.

In this connection, the Directors of Fluidra are to serve notice on the Company's Chief Legal Officer, within not more than three (3) trading days, of the proportion of voting rights, independent of the percentage represented, that they hold following the Transactions involving Affected Securities, as well as of financial instruments that entitle them to acquire or transfer shares carrying voting rights. This reporting obligation will also apply from the time they accept their appointment and until they resign as Director, beginning to run, in the case of appointment, on the trading day following the date of their acceptance.

The notice is to include at least the following information, in accordance with the statutory template:

- a) first and last names, office and position;
- b) the reason for the obligation to serve notice;
- c) name of the issuer in question;
- d) description of the Affected Securities;
- e) nature of the Transaction involving Affected Securities;

- f) date on and market in which the Transaction involving Affected Securities took place; and
- g) price and volume of the transaction; in the case of a pledge whose terms provide for the modification of its value, the related clause is to be made public, together with its value on the date the pledge was created.

In particular, and as an example, the following transactions are to be reported:

- a) all transactions executed for oneself and related to shares or debt instruments of the Company;
- b) the pledge or loan of Affected Securities;
- c) transactions carried out by any person who prepares or executes transactions or by anyone acting on behalf of a Person with Management Responsibilities or a Party Closely Related to him or her, including cases in which they act with discretionary powers; and
- d) transactions carried out under a life insurance policy, where the policyholder:
 - is a Person with Management Responsibilities or a Party Closely Related to him or her;
 - assumes the risk of the investment; and
 - has a power of attorney or discretionary power to make investment decisions related to specific instruments under such life insurance policy or to carry out transactions related to specific instruments for said life insurance policy.

For the purposes of paragraph a) above, notice need not be served of a pledge or similar guarantee of Affected Securities that refers to the deposit of the Affected Securities in a custody account, unless the pledge or guarantee is aimed at securing a specific credit instrument.

Notwithstanding the foregoing, there will be no reporting obligation where the total amount of the transactions carried out with Affected Securities by a Person with Management Responsibilities or a Party Closely Related to him her does not reach a total of 20,000 euros, or any higher amount determined by the CNMV. This limit will be computed with reference to all transactions carried out in the same calendar year.

Where Transactions involving Affected Securities are not carried out by Persons with Management Responsibilities, but rather by Closely Related Parties to them, the notice can be served by the Person with Management Responsibilities or directly by the Closely Related Party.

4. **PORTFOLIO MANAGEMENT**

With respect to the portfolio management contracts entered into by Periodic Insiders with entities entitled to perform this investment service, the following rules will apply:

- (i) **Contents of discretionary portfolio management contracts:** On the full understanding that such contracts grant a manager acting for the principal full powers to make the investment decision, the Persons Subject to these Regulations are to:
 - (a) notify the manager that they are subject to these Regulations, stating their contents; and
 - (b) ensure that these contracts contain clauses establishing the following: (i) the express instruction that the manager not carry out Transactions involving Affected Securities prohibited by these Regulations; (ii) the absolute and irrevocable guarantee that the transactions will be carried out without any intervention on the part of the related Person Subject to these Regulations and, therefore, exclusively under the manager's professional criterion and in accordance with the criteria applied generally to clients with similar financial and investment profiles; and (iii) the manager's obligation to report immediately to the Person Subject these Regulations on the execution of any Transaction involving Affected Securities, so as to enable compliance with the reporting obligations envisaged in these Regulations.
- (ii) **Notification:** Persons Subject to these Regulations who enter into a discretionary portfolio management contract are to send a copy of the contract to the Company's Chief Legal Officer within the three (3) working days following its execution. If the Company's Chief Legal Officer were, with reason, to consider that the contract does not comply with the provisions of this subarticle, he or she is to notify the Person Subject to these Regulations so that the agreement can be amended as required. Until such amendments have been made, the Person Subject to these Regulations is to instruct the manager to not carry out any transaction with the Affected Securities.
- (iii) **Contract termination:** the Person Subject to these Regulations will be responsible for evaluating the advisability of terminating portfolio management contracts in the event of a breach by the manager of the provisions of these Regulations.
- (iv) **Prior contracts:** Any contracts executed by the Persons Subject to these Regulations before these Regulations entered into force must be brought into line with the provisions hereof –and, should the Regulations be amended, such contracts must also be amended to comply with the new provisions. In the meanwhile, the provisions of paragraph i) b) above on the prohibition against carrying out Transactions involving Affected Securities will apply.

5. RULES OF CONDUCT WITH REGARD TO INSIDER INFORMATION

5.1. Treatment of Insider Information and rules of conduct related thereto:

Persons with Management Responsibilities who hold any type of Insider Information are to:

- (i) inform the Chief Legal Officer, on a case by case basis and as soon as they receive or, as the case may be, generate the Insider Information, by any means able to provide a suitable guarantee of confidentiality, of the related event, transaction or projected decision, as well as of any persons inside and outside the Company to whom the existence of the Insider Information is reported and to whom total or partial access to such Information has been granted, so that they may be included on the Insider List;
- (ii) establish the necessary security measures in order to ensure the custody, filing, access, reproduction and distribution of the Confidential Documents in accordance with the rules contained in these Regulations;
- (iii) comply with any other instructions and/or recommendations in this connection that may be indicated or established by the Chief Legal Officer;
- (iv) refrain from disclosing the Insider Information to any persons, inside or outside the Fluidra Group, unless this is necessary for them to carry out their work, profession, position or duties responsibly, and subject to the requirements imposed in these Internal Regulations on Conduct; accordingly, access to such information will be denied to persons who do not need to have it in order to carry out their duties within or with respect to the Fluidra Group;
- (v) in general, comply, together with Insiders, Permanent Insiders or Periodic Insiders, with the provisions of the legislation in force and with these Internal Regulations on Conduct;
- (vi) all Persons with Management Responsibilities, Insiders, Periodic Insiders or Permanent Insiders who have Insider Information are to:
 - a) safeguard it, without affecting their duty to notify and collaborate with the legal and administrative authorities on the terms provided for in the TRLMV and other applicable legislation;
 - b) limit knowledge of it strictly to those persons inside or outside the Group to whom it is essential;
 - c) adopt appropriate measures to prevent this Insider Information from being the object of abusive or unfair use; and
 - d) notify the Company's Chief Legal Officer immediately of any abusive or

unfair use of the Insider Information of which they are aware.

5.2. Transmission of Insider Information to third parties:

The transmission of Insider Information to third parties outside the Fluidra Group must be restricted as much as possible; must be carried out during the normal performance of work, profession or duties; and, should the transmission finally be necessary, must be carried out as late as possible. In any case, the transmission must first be authorized by the Chief Legal Officer.

Where Insider Information is transmitted to third parties outside the Group, the following measures are to be taken:

- (i) Prior to transmission, the outside recipients are to execute a confidentiality agreement in which they state that they are aware that what is to be transmitted is insider information, and that they are aware of the specific terms on which they are to uphold confidentiality and those on which they could transmit the information to other outside persons, in the latter case reminding the new recipient of the confidential nature of the information and having such person execute a new confidentiality agreement equivalent to that executed with the Fluidra Group, a copy of which must be sent to the Company.
- (ii) Outside recipients will be told of the contents and implications of the confidentiality agreement, especially in the case of third parties who may not be familiar with the applicable statutory regime.
- (iii) The obligation for the outside third party to uphold confidentiality will be maintained until the time determined by the Chief Legal Officer, or until all essential elements of the Insider Information become public knowledge (i.e., have been disclosed in a Notice of Insider Information (*Comunicación de Información Privilegiada*)) and the necessary time has passed for it to become fully known to the market, or where so determined by the Chief Legal Officer.
- (iv) The confidentiality obligation will also be imposed on the following persons and entities: (i) persons outside the Fluidra Group who are contacted in a preliminary phase and to whom the general lines of a transaction are presented in order to request offers of financing or advisory services, but who do not finally participate in the transaction; in this connection, they will again be advised that the information is Insider Information if and when they are notified that they have not been chosen to provide financing or advisory services; and (ii) outside recipients of Insider Information who cease to provide their services to the transmitter before the transaction in question is deemed to have been concluded, suspended or cancelled.

Also, Insider Information may be transmitted to third parties outside the Fluidra Group in the context of market research. For such purpose, market research will mean the

disclosure of information to one or more potential investors prior to the announcement of a transaction, with a view to assessing their interest in a potential transaction and its related terms, such as price or potential volume, to be carried out by the Company or a third party acting on its behalf or for its account. Where Insider Information is transmitted to third parties outside the Fluidra Group in the context of market research, all statutory precautions and measures must be taken.

5.3. Prohibited conduct involving Insider Information

Insiders, Periodic Insiders or Permanent Insiders and, in general, all persons who have access to Insider Information, are to refrain from doing the following, for themselves or for a third party, directly or indirectly:

- (i) preparing or carrying out transactions with Insider Information, i.e., using Insider Information, acquiring, transferring or assigning Affected Securities, for themselves or for third parties, directly or indirectly, as well as cancelling or changing an order related to Affected Securities where the order had been given before they were aware of the Insider Information; refraining from the mere attempt to carry out any of the foregoing transactions; an exception to this case are transactions carried out in compliance with an obligation that has fallen due, to acquire, transfer or assign Affected Securities, where said obligation is envisaged in an agreement executed before the person in question was in possession of Insider Information, or by a manager of a discretionary portfolio management contract executed by a Permanent Insider, by an Insider or by Closely Related Parties to them, as well as all other transactions carried out in accordance with the legislation in force;
- (ii) advising or inducing other persons to carry out any of the transactions involving Affected Securities referred to in paragraph a) above or having another carry out such transactions based on Insider Information;
- (iii) unlawfully disclosing Insider Information, such unlawful disclosure being deemed to exist where they disclose the Insider Information they possess to any other person, unless such disclosure takes place during the normal performance of their work, profession or duties, provided that those to whom the information is disclosed during the normal performance of their work, profession or duties are subject, by law or contract, to the confidentiality obligation and have confirmed to the Company that they have taken the necessary measures to safeguard the information.

For the purpose of this subarticle, the foregoing actions will be deemed to have been carried out indirectly where they are carried out by Closely Related Parties.

6. PROHIBITION AGAINST MANIPULATING THE LISTING OF THE AFFECTED SECURITIES OF THE COMPANY

Persons Subject to these Regulations, as well as the Company and its Group, are to refrain from preparing or carrying out practices that could constitute manipulation or attempted manipulation of the market, such as:

- (i) executing a transaction, issuing an order for trading or any other activity or conduct that:
 - a) transmits or could transmit false or misleading signals with regard to the supply, demand or price of the Affected Securities; or
 - b) sets or could set the price of one or more Affected Securities at an abnormal or artificial level,

unless the person who executed the transaction or issued the trading order or carried out any other conduct is able to prove that the transaction, order or conduct was based on legitimate reasons and in line with a legally accepted market practice;
- (ii) executing a transaction, giving a trading order or carrying out any other activity or conduct that affects or may affect, through fictitious mechanisms or any other form of deception or trick, the price of one or more Affected Securities;
- (iii) reporting information through the media, including internet, or any other medium, thus transmitting or being able to transmit false or misleading signals with regard to the supply, demand or price of any Affected Security, or thus being able to set the price of one or more Affected Securities at an abnormal or artificial level, including the spreading of rumours, where the person who spreads them knows or should know that the information was false or misleading; or
- (iv) transmitting false or misleading information or supplying false data in connection with a reference index, where the person transmitting the information or supplying the data knows or should have known that it was false or misleading, or any other conduct that entails a manipulation of the calculation of a reference index.

The following transactions or orders will not be considered to have been included in this article:

- (i) those that have their origin in the execution by the Company of treasury stock buyback programmes, provided that the conditions legally established for this are complied with; and
- (ii) in general, those carried out in compliance with the applicable regulations.

7. PUBLIC DISCLOSURE OF INSIDER INFORMATION

The Chief Legal Officer together with the Chief Financial Officer, subject to consultation with the Executive Chairman, must make public, as soon as possible through the CNMV and using the “CIP” (*Comunicación de Información Privilegiada*) procedure or any other procedure set up for such purpose, in a Notice of Insider Information (*Comunicación de Información Privilegiada*), all the Insider Information directly concerning the Company on the terms and with the exceptions stipulated in the applicable legislation on disclosure of Insider Information. The contents of the Notice of Insider of Information (*Comunicación de Información Privilegiada*) must be true, clear, complete and, where so required by the nature of the information, quantified, in such a way as not to be confusing or misleading.

Insider Information cannot be reported in any other way without first having been posted on the CNMV website. The contents of the Insider Information reported to the market using any information or notification channel other than the CNMV must be consistent with the information reported to the CNMV. Where there is a material change in Insider Information that has already been disclosed, such change must be reported to the market immediately and in the same way.

The Chief Legal Officer must ensure that Insider Information is made public in a way that permits quick access and complete, correct and appropriate assessment of the information by the public, and, as the case may be, in the way that has been officially established.

Nonetheless, the Chief Financial Officer, together with the Chief Legal Officer, subject to consultation with the Executive Chairman, may delay the public disclosure of Insider Information, provided that (i) immediate disclosure could be detrimental to the Company’s lawful interests; (ii) the delay cannot cause confusion in or mislead the market; and (iii) the Company is in a position to guarantee the confidentiality of the information. In this connection, if the confidentiality of Insider Information ceases to be guaranteed, such information must be made public as soon as possible.

A delay in public disclosure is also admissible for Insider Information related to a lengthy process carried out in various stages, with a view to generating or resulting in certain circumstances or a specific event, subject to the provisions of the preceding paragraph.

In order to determine the Company’s lawful interests and the situations in which the delay of Insider Information could cause confusion in the market, regard is to be had to whatever criteria is established by law at any given time.

Should Fluidra decide to delay the disclosure of Insider Information, this decision is to be reported to the Chief Legal Officer, who is to:

- (i) prepare a list of the following:

- a) date and time of origin of the Insider Information;
 - b) date and time of the decision made by the person or body in charge at the Company to delay publication of the Notice of Insider Information (*Comunicación de Información Privilegiada*);
 - c) estimated date on which the Insider Information is to be disclosed;
 - d) identification and position of the persons or body deciding to delay publication of the Notice of Insider Information (*Comunicación de Información Privilegiada*);
 - e) reason for the decision to delay publication of the Notice of Insider Information (*Comunicación de Información Privilegiada*); and
- (ii) report the delay to the CNMV, using the procedure set up for such purpose, immediately after publishing the Notice of Insider Information (*Comunicación de Información Privilegiada*), submitting, as the case may be and at the express request of the CNMV, a report on compliance with the conditions stipulated in this article.

In any case, after Insider Information has been disclosed, it must appear on the Fluidra website on terms exactly the same as those reported to the CNMV for a period of not less than five (5) years. It must be guaranteed that the information is disclosed in a way that is understandable, free of charge, direct and easily accessible to the investor.

8. MANAGEMENT OF NEWS, RUMOURS AND PUBLICATION OF OTHER RELEVANT INFORMATION

The Chief Financial Officer, or the person or persons designated for that purpose, are to monitor the market evolution of the Affected Securities issued by the Company, and any news issued by the professional reporters of economic information and the media, and which could affect them.

In the event of an abnormal evolution of the volumes contracted or of the prices negotiated and the existence of reasonable indications that said evolution is arising as a consequence of a premature, partial or distorted disclosure of Insider Information, or the existence of a news item or rumour referring to the Company, its Group and/or its Affected Securities not previously disclosed by way of the related Notice of Insider Information (*Comunicación de Información Privilegiada*), the Chief Financial Officer, together with the Chief Legal Officer, subject to consultation with the Executive Chairman, will analyse the truth and relevance of the news item or rumour and, as the case may be, will publish a Notice of Insider Information (*Comunicación de Información Privilegiada*) that reports, clearly and precisely, the events referred to in the news item or the rumour, or contains an advance of the information to be supplied, all pursuant to article 7 above.

Also, financial or corporate information that the Chief Legal Officer and/or the Chief Financial Officer considers Other Relevant Information, provided that it cannot be treated as Insider Information, will be reported to investors using the procedure set up for such purpose on the CNMV website and under the category “Comunicación de Otra Información Relevante (OIR)”.

Notices of other Relevant Information will be accessible on the Company’s website as soon as they have been served on the CNMV.

9. RULES ON TREASURY STOCK TRANSACTIONS

Pursuant to these Internal Regulations on Conduct, treasury stock transactions will be understood to be those that the Company conducts, whether directly or indirectly, and whose subject matter is Company shares, instruments or agreements of any nature, including underlying instruments, that grant the right to acquire Company shares.

Under no circumstances may treasury stock transactions be carried out on the basis of access to the Insider Information.

The treasury stock portfolio must be managed with total transparency in relations with market supervisors and regulatory bodies and at all times pursuant to the legislation in force on market abuse.

All staff that manages the treasury stock portfolio will be subject to a special confidentiality agreement with regard to treasury stock transactions.

10. CONFLICTS OF INTEREST

Persons Subject to these Regulations submitted to conflicts of interest are to observe the following general principles of conduct:

Independence: Persons Subject to these Regulations are to behave at all times with freedom of opinion, with loyalty to the Company and its shareholders, and independently of their own or outside interests. In consequence, they are to abstain from giving priority to their own interests at the expense of those of the Company.

Abstention: They are to refrain from intervening in or influencing decision-making that could affect the persons or entities with which there is a conflict of interest and from accessing the Relevant Information that affects said conflict.

Notification: Persons Subject to these Regulations must notify the Company’s Chief Legal Officer of the possible conflicts of interest in which they find themselves.

A conflict of interest will be considered to be any situation in which there is a clash, whether direct or indirect, of the interests of the Company or any of the companies in the Fluidra Group and the personal interests of the Persons Subject to these Regulations.

Conflicts of interest will likewise arise if a matter has a bearing on a Person Subject to these Regulations or any of the Closely Related Parties to him or her.

Notwithstanding the provisions set out in these Regulations, with regard to this matter the directors of the Company will be governed by the provisions in the Regulations on the Company's Board of Directors.

11. TRANSACTIONS WITH PERSONS SUBJECT TO THESE REGULATIONS WHICH ARE SUBJECT TO CONFLICTS OF INTEREST

Transactions conducted between the Company and any of the companies in the Fluidra Group, and any Persons Subject to these Regulations whomsoever, must be performed at arm's length and in compliance with any provisions made by the Company's Board of Directors in this article.

12. FILE OF NOTICES AND SHARE REGISTER

The Company's Chief Legal Officer is obliged to keep the disclosures, notifications and any other action related with the obligations contained in these Internal Regulations on Conduct duly filed.

Likewise, the Company's Chief Legal Officer is to maintain a register of the information relating to the Company's Affected Securities owned by the Persons Subject to these Regulations. They must be asked to confirm their balances for the Affected Securities included in the file at least once a year.

The details in this file must be kept strictly confidential. The Company's Chief Legal Officer must notify the Board of Directors periodically of the contents of these files and whenever so requested by that body.

13. CRIME PREVENTION

In view of the amendments made to the Criminal Code by virtue of Organic Law 5/2010, of 22 June (Official State Gazette—BOE—no. 152, of 23 June 2010), which came into force on 23 December 2010, whereby companies may be held criminally liable, notwithstanding the crime prevention and detection programme or code that may have been drawn up by the Company. It must be highlighted that with regard to the subject matter of these Regulations, which have been approved and implemented by the Company to prevent and stop any crimes that may be committed in the Company and its Group, effective monitoring, investigation, notification and penalty mechanisms have been put in place. Therefore, should there be any indication whatsoever that a criminal act has been committed, the related investigation will be opened and, should it transpire that a criminal act has taken place, the appropriate disciplinary measures will be applied, without prejudice to the corresponding reports that may be filed with the competent police or legal authorities.

14. SUPERVISING COMPLIANCE WITH THE INTERNAL REGULATIONS ON CONDUCT

In accordance with the provisions in the Articles of Association and in the Regulations on the Company's Board of Directors, the Audit Committee is to supervise the effective compliance with the obligations covered in these Regulations, to which end its responsibilities are as follows:

- (i) monitor compliance with the standards of conduct for the securities markets and the rules of these Regulations, their procedures and other complementary legislation, present or future, as well as monitor the promoting awareness of the Regulations and other standards of conduct in the securities markets by the Persons Subject to these Regulations;
- (ii) developing, as applicable, procedures and rules considered appropriate for the application of the Regulations;
- (iii) interpreting, where applicable, the rules contained in the Regulations;
- (iv) hearing the disciplinary actions against the Persons Subject to these Regulations for breach of the rules contained in these Regulations;
- (v) proposing to the Company's Board of Directors any modifications or improvements to these Regulations that it considers appropriate;
- (vi) granting the appropriate authorizations so that Permanent Insiders and Periodic Insiders can carry out transactions during periods of restricted action.

The Audit Committee will have all of the powers necessary in order for it to carry out its functions, specifically, among other aspects it will be entitled to:

- (i) require from the Persons Subject to these Regulations any details or information it considers necessary;
- (ii) establish the information requirements, control rules and other measures it considers appropriate.

The Audit Committee is to report annually to the Board of Directors, as well as whenever it considers it necessary or is so required by the Board, on the measures adopted to ensure compliance with the provisions of the Regulations, its level of compliance, and the incidents that have arisen or are still open, as applicable, in this period.

The Chief Legal Officer shall be responsible for compliance with these Rules and with the applicable rules of conduct of the securities markets as a listed company. The Chief Legal Officer will likewise regularly inform the Audit Committee about the level of the

compliance with the rules, so that the Committee is able to discharge the duties indicated in this paragraph.

15. UPDATES

These Regulations are to be updated by the Board of Directors whenever it is necessary to bring their contents in line with the applicable provisions in force.

16. BREACH

A breach of the provisions of these Internal Regulations on Conduct will be considered professional misconduct, the seriousness of which will be determined in the procedure followed in compliance with the applicable provisions.

The foregoing will be notwithstanding the administrative, civil or criminal liability that may apply in each case to the person in breach.

17. ENTRY INTO FORCE

These Internal Regulations on Conduct will be valid indefinitely and will enter into force on the day following admission for official trading on the Securities Markets. The Company's Chief Legal Officer is to serve notice of this on the Persons Subject to these Regulations, ensuring that the contents of these Regulations are known, understood and accepted by all of the persons belonging to the organisation to which they apply.