

Duxton Water Limited
ACN 611 976 517

Notice of Extraordinary General Meeting

Date: 4:00pm Adelaide time (ACST) on Thursday, 2 October 2025
Place: HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065

Time and Place of Meeting and How to Vote

Venue

The Extraordinary General Meeting of Shareholders of the Company will be held at HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on Thursday, 2 October 2025 at 4:00pm (ACST).

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

To record a valid vote, a Shareholder will need to take the following steps:

- Cast the Shareholder's vote online by visiting www.investorvote.com.au and entering the Shareholder's Control Number, SRN/HIN and PIN, which are shown on the first page of the enclosed Proxy Form; or
- Complete and lodge the manual Proxy Form at the share registry of the Company, Computershare Investor Services Pty Limited:

a) by post at the following address:

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

OR

b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

c) for Intermediary Online subscribers only (custodians), cast the Shareholder's vote online by visiting www.intermediaryonline.com.

so that it is received not later than 48 hours before the Extraordinary General Meeting, being 4:00pm (ACST) on Tuesday, 30 September 2025.

The chair intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the chair may change his or her voting intention on any resolution, in which case an ASX announcement will be made.

NOTICE OF MEETING

DUXTON WATER LIMITED ACN 611 976 517 ("Company")

Notice of Extraordinary General Meeting

The Extraordinary General Meeting of Shareholders of the Company will be held at HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on Thursday, 2 October 2025 at 4:00pm (ACST).

Attendance

If you are attending the EGM, please bring your personalised shareholding form to allow the Share Registry to promptly register your attendance at the meeting. The registration desk will be open from 3:30pm (ACST).

If you are unable to attend in person, you may wish to appoint a proxy to attend and vote at the meeting in your place. Please refer to the Notice and Proxy Form regarding the appointment of a proxy.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form both form part of this Notice of Meeting.

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders of the Company at 6.30pm (ACST) on Tuesday, 30 September 2025.

The terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

Item of business

Resolution 1 – Approval to Change Company Name

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, approval is given for the Company to change name from Duxton Water Limited to Rivco Australia Limited on the terms and conditions set out in the Explanatory Statement."

DATED this 2nd day of September 2025

By order of the Board



.....
Katelyn Adams
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting of the Company to be held at HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on Thursday, 2 October 2025 at 4:00pm (ACST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

Resolution 1 – Approval to Change Company Name

Background

The Company proposes to change its name from 'Duxton Water Limited' to 'Rivco Australia Limited'. Following the approval of the internalisation of the Company's management team at the Annual General Meeting held on Friday, 30 May 2025, the Board believes that the new name better aligns with the Company's long-term strategy, vision, and independence as a dedicated Australian water business. It also provides clear differentiation from the Company's former external management structure.

Section 157 of the Corporations Act

Section 157 of the Corporations Act requires shareholders to approve the change of name of the Company by passing a special resolution to adopt the new name. If shareholders approve the change of name, it will be effective from the date that the Australian Securities and Investments Commission updates its register to reflect the new name, which is intended to be as soon as practicable. The name 'Rivco Australia Limited' has been reserved by the Company.

If the name change is approved, the Company will also request that ASX change the Company's ASX ticker code from 'D2O' to 'RIV' after the change of name takes effect. The ASX ticker code 'RIV' has been reserved by the Company.

Directors' Recommendation

The Directors recommend that Shareholders vote **in favour** of Resolution 1.

GLOSSARY

\$ means Australian dollars.

EGM, General Meeting or Meeting means the Extraordinary General Meeting of Shareholders convened for the purposes of considering the Resolutions.

Associate has the same meaning as in the Corporations Act.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Auditor means the auditor of the Company.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Duxton Water Limited (ACN 611 976 517).

Constitution means the Company's constitution.

Control has the same meaning as in the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Directors' Report means the Extraordinary Directors' report.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Independent Directors means Brendan Rinaldi, Vivienne Brand, Dirk Wiedmann and Dennis Mutton.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning given to that term in section 50 of the Corporations Act.

Resolution means the resolution set out in the Notice.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Need assistance?

**Phone:**

1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (ACST)** on **Tuesday, 30 September 2025**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 187903

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Duxton Water Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Duxton Water Limited to be held at HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on Thursday, 2 October 2025 at 4:00pm (ACST) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 Approval to Change Company Name | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically