

Just Water International Limited

Notice of meeting

Notice is given that the Annual Meeting of Shareholders of Just Water International Limited (the "Company") will be held on Tuesday 5th December 2017 at 11:00 am, at 103 Hugo Johnston Drive, Penrose, Auckland.

Agenda:

1. Chairman's Address

2. Annual Report:

To record the presentation of the 2017 Annual Report.

a. Resolution 1: Annual Report

"That the Annual Report of the Company for the year ended 30 June 2017, including the Auditor's Report, be received."

3. Auditor:

To record the reappointment of PricewaterhouseCoopers as auditor and authorise the Directors to fix the auditor's remuneration for the ensuing year.

a. Resolution 2: Auditor

"That the board of directors be authorised to fix the auditor's remuneration for the ensuing year."

4. Election of director (Brendan Wood):

In December 2015, Brendan Wood was elected as a Director by the Board. In accordance with section 29.5 of the constitution of Just Water International Ltd, Mr. Wood retires at the Annual Meeting and, being eligible, offers himself for re-election as a Director.

a. Resolution 3: Brendan Wood

"That Brendan Wood be re-elected as a director of the Company."

The biographical details of Mr. Wood are set out in the "Explanatory Notes to Resolutions" section of this Notice of Annual Meeting.

The Board has determined that Mr. Wood is an "Independent Director" as defined by the NZAX Listing Rules.

5. General business:

To transact such other business as may properly be brought before the meeting in accordance with the Company's constitution.

Explanatory notes to resolutions

Each of the resolutions to be considered at the Annual Meeting is an ordinary resolution. An ordinary resolution means a resolution that is approved by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

Resolution 1: Annual Report:

The Annual Report for 2017, having been made available or circulated by the share registry, will be tabled for discussion and questions.

Resolution 2: Auditors' remuneration:

PricewaterhouseCoopers are automatically reappointed as the Company's Auditor under section 207T of the Companies Act 1993. This resolution authorises the board to fix the fees and expenses of the Auditor under section 207S of the Companies Act 1993.

Resolution 3: Election of director (Brendan Wood):

Brendan Wood was first elected as a director of the Company in December 2014, was re-elected as a director of the company in December 2015 and in accordance with section 29.5 of the Company's constitution retires at the Annual Meeting, and being eligible, offers himself for re-election at the Annual Meeting.

His biographical details are set out below:

Brendan joined the partnership of Daniel Overton and Goulding in 2000 (having previously practiced in Wellington, Rotorua and Hamilton) and for nearly 25 years has been advising clients on buying, selling and leasing property, buying and selling companies and businesses, commercial contracts and asset protection.

Out of the office Brendan enjoys spending time with his young family, on a life style block in Pukekohe where he raises highland cattle.

Just Water International Limited

Voting restrictions

A shareholder is not entitled to vote in respect of any share if any amount is due and payable on that share to the Company.

A person is not entitled to cast a vote in favour of a resolution when that person is disqualified from doing so by virtue of the voting restrictions in the NZAX Listing Rules. No Director is so disqualified in respect of the above resolutions.

Instructions regarding proxies

1. All shareholders are entitled to attend and, subject to the restrictions described in the section entitled "Voting Restrictions" set out in the explanatory notes to the Notice of Meeting, to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of the shareholder.
3. A proxy need not be a shareholder of the Company.
4. The chairman of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose.
5. If the proxy form is returned without a direction as to how the proxy should act on a resolution, the proxy will exercise his or her discretion as to whether to vote and, if so, how. However, a proxy will be prohibited from exercising discretionary proxies given to him or her in respect of a resolution in which that proxy is disqualified from voting (refer to the section entitled "Voting Restrictions" for disqualified persons). In such instances, the proxy is only able to exercise proxies where the shareholder has provided him or her with an express instruction as to how to exercise that shareholder's vote. Express instructions exclude instructions that give the proxy discretion to exercise that shareholder's vote as the proxy sees fit.
6. Joint holders must all sign the proxy form.
7. If the proxy is signed under a power of attorney, this must be produced for noting by the Company, if not already noted. A certificate of non-revocation of the power of attorney must be attached.
8. A company that is a shareholder may appoint a person to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy. A proxy granted by a company or other body corporate must be signed by a duly authorised officer or attorney who has express or implied authority to do so.
9. Completed proxies must be received by the Company's Share Registrar no later than 11:00am on Sunday 3rd December 2017 (48 hours before the start of the meeting) at the following address:

The Share Registrar
Just Water International Limited
C/- Link Market Services
PO Box 91976
Auckland 1142
New Zealand

By order of the Board



Tony Falkenstein

Chairman

