

Notice of meeting

Notice is given that the Annual Meeting of Shareholders of Just Water International Limited (the “**Company**”) will be held on Thursday 6th December 2018 at 11:00 am, at 103 Hugo Johnston Drive, Penrose, Auckland.

Agenda:

1. **Welcome**
2. **Chairman’s Address**
3. **CEO’s Address**
4. **Annual Report:**

To record the presentation of the 2018 Annual Report.

Resolution 1: Annual Report

“That the Annual Report of the Company for the year ended 30 June 2018, including the Auditor’s Report, be received.”

5. **Auditor:**

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

Resolution 2: Auditor

“That the Board of Directors of the Company be authorised to fix the auditor’s remuneration for the ensuing year.”

6. **Election of director (Hilary Poole):**

On 1 April 2018, Hilary Poole was appointed as a Director of the Company by the Board. In accordance with section 29.3 of the Company’s constitution and NZAX Listing Rule 3.2.3, Ms Poole retires at the Annual Meeting and, being eligible, offers herself for election as a Director.

The biographical details of Ms Poole are set out in the “Explanatory Notes to Resolutions” section of this Notice of Annual Meeting.

The Board has determined that Ms Poole is an “Independent Director” as that term is defined by the NZAX Listing Rules.

Resolution 3: Election of Hilary Poole as Director

“That Hilary Poole be elected as a director of Just Water International Ltd.”

7. **Director remuneration**

To approve an increase to the aggregate monetary sum payable to all Directors of the Company (or any Subsidiary of the Company) by \$70,000 per annum, from \$130,000 to \$200,000 (plus GST, if any) per annum:

Resolution 4: Director remuneration

“That the maximum aggregate amount of remuneration payable to all Directors of the Company or any Subsidiary of the Company taken together (in their capacity as Directors) be increased from \$130,000 per annum to a maximum of \$200,000 (plus GST, if any) per annum with this sum available to be paid to the Directors of the Company as the Board considers appropriate.”

Further information regarding the proposed increase to the monetary sum payable to all Directors of the Company is set out in the “Explanatory Notes to Resolutions” section of this Notice of Annual Meeting.

8. **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 2018, 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 (Hilary Poole):

A summary of Ms Poole's biographical details is set out below:

Hilary brings extensive governance experience as an Independent Director and Chair of the Company. Of specific relevance is her experience in the food industry, including as an Independent Director of Prolife Foods Limited during a period of strong growth for that company.

Hilary has 20 years of experience in a variety of leadership and governance roles within the finance, food, education, sporting and not-for-profit sectors in New Zealand, Australia and the UK. Hilary is currently a director of Sport New Zealand and Martin Jenkins Limited and has held previous Chief Executive roles at Netball New Zealand and Hockey New Zealand.

Hilary is a chartered member of the New Zealand Institute of Directors, and holds a B.Com and B.Phys Ed from Otago University.

Resolution 4: Director remuneration:

As it is listed on the NZX Alternative Market, the Company must comply with the NZAX Listing Rules in relation to the remuneration of the Directors. Under NZAX Listing Rule 3.4.1, any increase in the aggregate annual remuneration that can be paid to Directors must be approved by shareholders by way of an ordinary resolution.

The Company's current maximum aggregate annual remuneration of \$130,000 was approved by shareholders in 2006, being 12 years ago. This amount is currently divided between the three Directors of the Company and Richard Carver, being the Independent Director appointed in August 2018 to the Board of the Company's wholly owned subsidiary Hometech Limited.

The Company will migrate to the NZX Main Board during the course of 2019. As part of that migration, the Company will need to appoint a further Independent Director to the Board. The Board believes that the increase in the aggregate amount available to pay Directors from \$130,000 to \$200,000 per annum will enhance the Board's ability to attract and retain Directors of the highest calibre, to best represent shareholders' interests and help achieve the Company's objectives.

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 Resolutions 1, 2 and 3 above.

Pursuant to the NZAX Listing Rules, each of the Directors of the Company (including the Chairperson) and their respective Associated Persons (as defined in the NZAX Listing Rules) are disqualified from voting on Resolution 4 (Director remuneration). A person appointed as a proxy who is disqualified from voting on a resolution may vote in accordance with the directions of the shareholder giving the proxy, but may not exercise a discretionary vote where directions are not given. The Directors of the Company intend to vote proxies granted to them and marked 'proxy discretion' on Resolutions 1, 2 and 3 in favour of those 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 chairperson of the meeting is willing to act as proxy for any shareholder who may wish to appoint her 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. A proxy form is enclosed with this notice. If you wish to vote by proxy you must appoint a proxy online, or complete the form return in the manners further described below, to be received no later than 10:00am on Tuesday, 4 December 2018..

Online: To appoint your proxy online, please go to the Link Market Services website:
<https://investorcentre.linkmarketservices.co.nz/voting/JWI>
You will be required to enter your CSN/Holder number and FIN to securely access the website, and then follow the prompts to appoint your proxy and exercise your vote.

Mail: If mailing a Proxy Form please post to Link Market Services, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand.

Deliver: Link Market Services, Level 11, Deloitte House, 80 Queen Street, Auckland, New Zealand.

Fax: + 64 9 375 5990.

Email: meetings@linkmarketservices.co.nz
(please put the words "**JWI Proxy Form**" in the subject line for easy identification)

By order of the Board



Hilary Poole

Chair