

Notice of Annual General Meeting

WATERCO LIMITED ABN 62 002 070 733

Notice is hereby given that the Annual General Meeting of the shareholders of Waterco Limited ABN 62 002 070 733 (Company) will be held at 36 South Street, Rydalmere, NSW 2116 on Friday, 30 October 2020 at 3.00pm Australian Eastern Daylight Time.

Business

1. Financial Report

To receive the Financial Report of the Company and its consolidated group for the financial year ended 30 June 2020 and the related Directors' Report and Independent Audit Report.

2. Remuneration Report

To consider and, if thought appropriate, to pass the following non-binding ordinary resolution:

"That the Remuneration Report contained in the Directors' Report for the year ending 30 June 2020 be adopted."

3. Re-Election of Director - Dr Ben Hunt

To consider, and if thought appropriate, to pass the following resolution as an ordinary resolution:

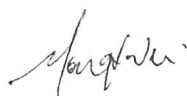
"That Dr Ben Hunt, who retires by rotation in accordance with Clause 6.1(f) of the Constitution, be re-elected as a Director of the Company."

4. Re-Election of Director - Professor Judy Raper

To consider, and if thought appropriate, to pass the following resolution as an ordinary resolution:

"That Professor Judy Raper who was appointed as a Director pursuant to Clause 6.1(d) of the Constitution, and who retires in accordance with Clause 6.1(e) of the Constitution, be elected as a Director of the Company."

By order of the Board



Sin Wei Yong

Company Secretary
24 September 2020

Voting Entitlements

For the purpose of the Annual General Meeting, the Company has determined that all securities of the Company that are quoted securities at 7:00pm Australian Eastern Daylight Time on 28 October 2020 will be taken, for the purpose of the AGM, to be held by the persons who were registered holders at that time. Accordingly,

transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Proxies

A shareholder has the right to appoint a proxy who need not be a shareholder of the Company. If a shareholder is entitled to two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form (which is enclosed with this Notice of Meeting) and any power of attorney or authority under which they are signed must be received at the share registry of the Company, Computershare Investor Services Pty Ltd, at GPO Box 242, Melbourne, Victoria, 3001 or at the Company's Registered Office, 36 South Street, Rydalmere NSW 2116, or by facsimile to Computershare on (603) 9473 2555 or to the Company on (602) 9898 1877 at least 48 hours prior to the AGM (i.e. by no later than 3.00pm Australian Eastern Daylight Time on 28 October 2020) or any adjournment. Any proxy form received after this deadline, including at the AGM, will be invalid.

Chairman's Voting Intentions on Undirected Proxies

Where you have appointed the Chairman as your proxy (or the Chairman becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy on Item 2 (except where you have indicated a different voting intention on your Proxy Form), even though Item 2 is connected directly or indirectly with remuneration of a member of Key Management Personnel, which includes the Chairman. The Chairman intends to vote undirected proxies in favour of each item of business. If there is a change to how the Chairman intends to vote undirected proxies, an ASX announcement will be made.

EXPLANATORY NOTES

Item 1 - Financial Report

In accordance with section 317 of the Corporations Act 2001 (Cth), the Financial Report, Directors' Report and Independent Audit Report of the Company will be laid before the meeting for consideration. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Independent Audit Report, the Company's accounting policies and the independence of the auditor.

Shareholders may also submit written questions to the auditor in advance, relating to the content of the Independent Audit Report or the conduct of the audit. The questions must be provided to the Company no later than 5 business days before the date of the AGM (i.e. by no later than 5.00pm Australian Eastern Daylight Time on 23 October 2020). Shareholders wishing to submit written questions should post or deliver them to the Company's Registered Office, 36 South Street, Rydalmere NSW 2116, or by facsimile to the Company on (602) 9898 1877, marked to the attention of the Company Secretary.

Item 2 - Remuneration Report

The Remuneration Report for the financial year ended 30 June 2020 provides remuneration policy and payment details for persons who were members of the Key Management Personnel for the Company in the financial year ended 30 June 2020.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

The vote on this resolution is advisory only and will not bind the Directors or the Company. However the Directors may take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second AGM on a further resolution that another meeting be held within 90 days (a "spill" meeting) at which all of the Company's Directors who approved the most recent remuneration report (other than the Managing Director) cease to hold office immediately before the end of the spill meeting and resolutions to re-elect those Directors to the offices be put to vote at the spill meeting. At the 2019 AGM, the Remuneration Report was unanimously adopted on a show of hands.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Item 2 by, or on behalf of:

- a member of the Key Management Personnel (KMP) as disclosed in the Remuneration Report; and
- a closely related party (such as spouse, parents or children) or an associate of that person (or those persons).

However, the Company need not disregard a vote cast in favour of Item 2 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Item 3 - Re-Election of Director - Dr Ben Hunt

Dr. Hunt was appointed to the Board as a Non-Executive Director in June 1998. He has held academic appointments as the Head of the Graduate School of Business, Associate Dean of the Faculty of Business and Associate Professor of Finance at the University of Technology, Sydney (UTS). He has a doctorate from the Australian National University. Although Dr Hunt has written extensively on Australian financial markets (he is the co-author of the text *Australian Institutions and Markets*, 7th Ed.),

his knowledge extends to the South East Asian region. He is a regular presenter of financial seminars in Hong Kong and Singapore for the UK publishing and training company Euromoney.

Dr Hunt is the Chairman of the Remuneration Committee and a member of the Audit Committee.

He held no other listed company directorships during the past three financial years.

In accordance with clause 6.1(f) of the Constitution, he is required to retire at this Annual General Meeting, and is eligible to offer himself for election under clause 6.1(i). Dr Ben Hunt is offering himself for re-election.

The Board has considered Dr Hunt's re-election as an independent non-executive director of the Company and noted his valuable contribution to the Company stemming from his extensive knowledge of business and finance management. He has a considerable record of consulting in relation to foreign exchange determination and prediction which is relevant to the Company's global operation and risk management practices.

The Board (other than Dr Ben Hunt) support Dr Ben Hunt's re-election and recommend that you vote in favour of Resolution 3.

Item 4 - Re-Election of Director - Professor Judy Raper

Professor Raper was appointed to the Board as a Non-Executive Director on 1 April 2020. She holds a Bachelor of Engineering (Hons) and has a doctorate from The University of New South Wales. She has held several academic and non-academic appointments in Australia, the United States and the UK as the Dean of Engineering at the University of Sydney, Head of Chemical & Biological Engineering at University of Missouri in United States, Division Director of Chemical, Bioengineering, Environmental Engineering and Transport Systems at the National Science Foundation in United States and Deputy Vice-Chancellor (Research & Innovation) at the University of Wollongong. She is currently the Dean and Chief Executive Officer of TEDI-London responsible for the development of a new start up Engineering Institution. She is a Fellow of the Australian Academy of Technology, a fellow of the Australian Institute of Company Directors and an Honorary Fellow of Engineers Australia.

Professor Raper is a member of the Remuneration Committee and the Audit Committee of Waterco Limited.

She held no other listed company directorships during the past three financial years.

In accordance with clause 6.1(e) of the Constitution, she is required to retire at this Annual General Meeting, and is eligible to offer herself for election under clause 6.1(i). Professor Raper is offering herself for re-election.

The Board has considered Professor Raper's re-election as an independent non-executive director of the Company and noted her invaluable contribution to the manufacturing activities of the Company from her extensive engineering experience. As a chemical engineer, she has significant knowledge and experience in water treatment process, and is in a good position to advice on new product directions and technologies, as well as research and development initiatives. The Board (other than Professor Raper) support Professor Raper's re-election and recommend that you vote in favour of Resolution 4.


WATERCO

water, the liquid of life

Waterco Limited
ABN 62 002 070 733

WAT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (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 3:00pm (AEDT) Wednesday 28 October 2020.

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 each 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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

IND

Please mark to indicate your directions

Proxy Form

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Waterco 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 Annual General Meeting of Waterco Limited to be held at 36 South Street, Rydalmere, NSW 2116 on Friday, 30 October 2020 at 3:00pm and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

Step 2 Items 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
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Dr Ben Hunt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director - Professor Judy Raper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each 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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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

Mobile Number Email Address

