

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, 26 October 2018 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 2018 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 2018 be adopted."

3. Re-Election of Director – Mr Richard Cheng Fah Ling

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

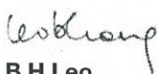
"To re-elect Mr Richard Cheng Fah Ling as a Director of the Company."

4. Fees to Non-Executive Directors

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

"That the total amount of fees that may be paid to the Company's Non-Executive Directors as a whole be set at a maximum of \$300,000 a year".

By order of the Board



B H Leo

Company Secretary
21 September 2018

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 24 October 2018 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 (03) 9473 2555 or to the Company on (02) 9898 1877 at least 48 hours prior to the AGM (i.e. by no later than 3.00pm Australian Eastern Daylight Time on 24 October 2018) 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 Items 2 and 4 (except where you have indicated a different voting intention on your Proxy Form), even though Items 2 and 4 are 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 19 October 2018). 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 (02) 9898 1877, marked to the attention of the Company Secretary.

Item 2 - Remuneration Report

The Remuneration Report for the financial year ended 30 June 2018 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 2018.

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 2017 AGM, the Remuneration Report was unanimously adopted on a show of hands.

Voting Exclusion Statement

The Company will disregard any votes cast on 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 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 – Mr Richard Cheng Fah Ling

Mr. Ling was appointed to the Board as a Non-Executive Director in May 2009. He holds a Bachelor of Commerce degree from the University of Newcastle, Australia. He is a member of Chartered Accountants in Australia and New Zealand and the Malaysian Institute of Accountants. He has experience total logistics and corporate finance in capital markets. Mr. Ling is currently a Non-Executive Director of Tiong Nam Logistics Holdings Berhad, a public company listed on Bursa Malaysia (Malaysian Stock Exchange). He is a member of the Remuneration and Nomination Committee and Chairman of the Audit Committee of Tiong Nam Logistics Holdings Berhad.

Mr. Ling is a member of the Audit Committee and the Remuneration Committee of Waterco Limited.

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

In accordance with clause 6.1(e) 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). Mr Ling is offering himself for re-election.

The Directors (other than Mr Ling) recommend that you vote in favour of Resolution 3.

Item 4 – Fees to Non-Executive Directors

In accordance with Listing Rule 10.17, the limit on total aggregate remuneration that may be paid to Non-Executive Directors is fixed by ordinary resolution of a general meeting of shareholders. A previous limit of \$600,000 was approved by shareholders at the Company's 1992 Annual General Meeting, however given the time that has elapsed since that initial approval and changes to the Listing Rules in the intervening period regarding what remuneration is captured by the limit, the Board has determined to clarify the current limit. The limit approved in 1992 captured remuneration for Executive and Non-Executive Directors. The proposed new maximum amount of \$300,000 takes into account the Company's fee structure for Non-Executive Directors only, while continuing to maintain a fee buffer to provide flexibility.

This proposed maximum in fact represents a decrease of the previous approved maximum, however as indicated above this previous maximum has been unclear as to the extent of the remuneration it captures, and the Board has therefore determined to propose a new, more appropriate, maximum to apply under the current Listing Rule requirements.

The total fees paid to the Company's Non-Executive Directors, Mr Garry Norman, Dr Ben Hunt and Mr Richard Cheng Fah Ling in FY2018 was \$190,908. No securities have been issued to the Company's Non-Executive Directors under Listing Rule 10.11 or 10.14 with the approval of shareholders within the last three years.

The Directors recommend this maximum aggregate amount with regard to the Company's need to maintain appropriately experienced and qualified Non-Executive Directors.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Item 4 by, or on behalf of:

- a Director; and
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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.

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

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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



For your vote to be effective it must be received by 3:00pm Australian Eastern Daylight Time on Wednesday, 24 October 2018.

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

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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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, 26 October 2018 at 3.00pm Australian Eastern Daylight Time 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 Items 2 and 4 (except where I/we have indicated a different voting intention below) even though Items 2 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting 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.

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 Items 2 and 4 by marking the appropriate box in step 2 below.

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 – Mr Richard Cheng Fah Ling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Fees to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

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