

# Notice of Annual General Meeting

Notice is hereby given of the annual general meeting of the shareholders of The Jersey New Waterworks Company Limited (the Company) to be held in the Leopold Suite at the Grand Hotel, Esplanade, St Helier, Jersey, JE2 3QA on 10 June 2011 at 10:00 am. At the annual general meeting the shareholders of the Company will consider and, if thought fit, approve the resolutions set out below.

Resolutions 1 to 6 inclusive are deemed to be ordinary business of the meeting for the purposes of the Articles of Association of the Company and are each proposed as an ordinary resolution. More than one half of the votes cast must support resolutions 1 to 6 inclusive in order for them to be passed. Resolutions 7 to 10 inclusive are special business and each such resolution is proposed as a special resolution. Two-thirds or more of the votes cast must support them in order for these resolutions to be passed.

## Ordinary Resolutions

1. To receive the Financial Statements and reports of the directors and auditors thereon for the year ended 31 December 2010.
2. To declare a final net dividend of 224 pence per share on the ordinary and 'A' ordinary shares of the Company.
3. To re-elect Mr Kevin Keen (who retires by rotation in accordance with the Articles of Association of the Company) as a director of the Company.
4. To re-elect Mr Helier Smith (who retires by rotation in accordance with the Articles of Association of the Company) as a director of the Company.
5. To approve the Directors' fees for 2011 of £20,000 for the Chairman and £12,000 for other Non-Executive Directors (2010: £20,000 and £12,000 respectively).
6. To reappoint PricewaterhouseCoopers CI LLP as auditors of the Company at a fee to be agreed by the Directors.

## Special Resolutions

### *Increase in authorised share capital*

7. To increase the authorised share capital of the Company pursuant to Article 38(1)(a) of the Companies (Jersey) Law 1991, as amended, from £6,186,225 divided into 20,000 Preference Shares of £5 each, 20,000 Second Preference Shares of £5 each, 100,000 Third Preference Shares of £5 each, 100,645 Fourth Preference Shares of £5 each, 900,000 Fifth Preference Shares of £5 each, 252,000 Ordinary Shares of £1 each and 231,000 "A" Ordinary Shares of £1 each to £10,533,225 divided into 20,000 Preference Shares of £5 each, 20,000 Second Preference Shares of £5 each, 100,000 Third Preference Shares of £5 each, 100,645 Fourth Preference Shares of £5 each, 900,000 Fifth Preference Shares of £5 each, 2,520,000 Ordinary Shares of £1 each and 2,310,000 "A" Ordinary Shares of £1 each by the creation of an additional 2,268,000 Ordinary shares of £1 each and an additional 2,079,000 "A" Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing Ordinary Shares and "A" Ordinary Shares of £1 each in the capital of the Company.

### *Bonus issue*

8. Conditional upon resolution 7 being duly passed, and on the recommendation of the directors, to capitalise the sum of £4,347,000, (comprising the entire amounts standing to the credit of the capital redemption reserve and share premium account of the Company in addition to part of the amount standing to the credit of the retained profits of the Company) and to appropriate and apply the same in paying up in full:
  - a. 2,268,000 ordinary shares of £1 each to be allotted and distributed, credited as fully paid, to the persons who are holders of ordinary shares in the capital of the Company immediately prior to the passing of this resolution at the rate of 9 ordinary shares of £1 each for every existing ordinary share of £1 held by such holders; and
  - b. 2,079,000 'A' ordinary shares of £1 each to be allotted and distributed, credited as fully paid, to the States of Jersey (being the sole holder of 'A' ordinary shares in the capital of the Company) at the rate of 9 'A' ordinary shares of £1 each for every existing 'A' ordinary share of £1 held by the States of Jersey.

*Subdivision*

9. To subdivide each issued ordinary share of £1 each in the capital of the Company into 2 ordinary shares of £0.50 each and to subdivide each issued 'A' ordinary share of £1 each into 2 'A' ordinary shares of £0.50 each.

*New Memorandum of Association and Articles of Association*

10. Conditional upon resolutions 7 to 9 inclusive being duly passed, to adopt the Memorandum of Association and Articles of Association of the Company in the form laid before the meeting and initialled for the purpose of identification by the Chairman thereof as the new Memorandum of Association and Articles of Association for and to the exclusion of the existing Memorandum of Association and Articles of Association of the Company.

By Order of the Board

**Helier Smith**

Company Secretary

**Registered Office:**

Mulcaster House  
Westmount Road  
St Helier  
Jersey  
JE1 1DG

21 April 2011

A member of the Company entitled to attend and vote may appoint another person (whether a member or not) as his proxy to attend and, on a poll, vote in his stead. A form of appointment of proxy is included with this notice for use of members who are unable to attend the meeting. All shareholders are requested to complete and return the form of appointment of proxy, whether or not they intend to be present at the meeting in person. Proxy appointment forms must be deposited at the registered office of the Company not less than 48 hours before the time of the meeting.

Your attention is drawn to the contents of the letter from the Chairman of the Company to the Company's shareholders dated 21 April 2011 which accompanies this Notice.