

WATER INTELLIGENCE PLC

(“THE COMPANY”)

ANNUAL GENERAL MEETING

(THE “AGM”)

PROXY FORM

NAME OF SHAREHOLDER: (in Block Capitals)

ADDRESS OF SHAREHOLDER: (in Block Capitals).....

.....

Before completing this form, please read the explanatory notes below.

I/We being a member of the Company appoint the Chairman of the AGM or (see note 3)

(in Block Capitals)

as my/our proxy to attend, speak and vote on my/our behalf at the AGM to be held at 11 a.m. on 7 July 2016 at ONE Advisory Group, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

Please tick here if this proxy appointment is one of multiple appointments being made ☐

ORDINARY RESOLUTION	FOR	AGAINST	VOTE WITHHELD
1. THAT the Company's annual report and accounts for the financial year ended 31st December 2015 be received and adopted.			
2. To reappoint Crowe Clark Whitehill LLP as the Company's auditors.			
3. To authorise the directors to agree the remuneration of the auditors.			
4. To re-appoint, as a director, Robert Mitchell who retires by rotation in accordance with the Articles of Association.			
5. The Directors be authorised to allot equity securities up to an aggregate nominal amount of £20,000.			
SPECIAL RESOLUTIONS			
6. Subject to certain limitations, the Directors be empowered to allot equity securities wholly for cash up to an aggregate nominal amount of £15,000.			
7. To authorise the Company to make market purchases of up to 2 million ordinary shares.			

Signature Date 2016

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but they must attend the AGM to represent you. To appoint as your proxy a person other than the Chairman of the AGM, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the AGM will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please complete one form per proxy and when giving the name of each proxy in the first box on page 1 above indicate the shares over which you are appointing them your proxy.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. To appoint a proxy using this form, the form must be:
 - (i) completed and signed; and
 - (ii) sent or delivered to the Company's Registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen B63 3DA, United Kingdom by not later than 11 a.m. on 5 July 2016 (being 48 hours prior to the time fixed for the AGM, excluding weekends and public holidays).
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a notarially certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (CREST ID: 7RA11) no later than 11 a.m. on 5 July 2016 (being 48 hours prior to the time fixed for the AGM, excluding weekends and public holidays) or, in the case of an adjournment, as at 48 hours prior to the time of the adjourned AGM (weekends and public holidays excluded). See the notes to the Notice of Meeting for further information on proxy appointments through CREST.