

PREMIER ENERGY AND WATER TRUST PLC 2013

Notice of
annual general
meeting

to the members of Premier
Energy and Water Trust PLC

Notice of annual general meeting

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Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Maclay Murray & Spens LLP, One London Wall, London, EC2Y 5AB on Thursday, 8 May 2014, at 12:00 noon to consider and, if thought fit, pass the following resolutions, which will be proposed as to resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9 and 10 as ordinary resolutions and as to resolutions 11 and 12 as special resolutions:

ORDINARY RESOLUTIONS

- 1. To receive the Directors' Report and Financial Statements for the year ended 31 December 2013.**
- 2. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report, for the financial year ended 31 December 2013.**
- 3. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the financial year ended 31 December 2013.**
- 4. To re-elect Mr Geoffrey Burns as a Director of the Company.**
- 5. To re-elect Mr Ian Graham as a Director of the Company.**
- 6. To re-elect Mr Michael Wigley as a Director of the Company.**
- 7. To re-elect Mr Charles Wilkinson as a Director of the Company.**
- 8. To re-appoint Ernst & Young LLP as Auditor of the Company and to authorise the Board to determine their remuneration.**

9. Authority to allot new shares:

THAT, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to allot shares in the Company and to grant rights ("relevant rights") to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £38,249, representing 1,706,848 Ordinary Shares of 1p each and 2,118,037 ZDP Shares of 1p each, (being approximately 10% of the issued Ordinary share capital and 10% of the issued ZDP share capital of the Company as at 10 March 2014 being the latest practicable date prior to the publication of this Notice of Meeting) PROVIDED THAT this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may, at any time prior to the expiry of such authority, make an offer or agreement which would or might require shares to be allotted or relevant rights to be granted after the expiry of such authority and the Directors may allot shares or grant relevant rights in pursuance of such an offer or agreement as if such authority had not expired.

10. Authority to allot Ordinary Shares at a discount:

THAT, subject to and conditional upon the passing of resolution 9 above (the "Resolution"), the Directors be and they are hereby generally and unconditionally authorised, in accordance with LR 15.4.11 of the United Kingdom Listing Rules to allot Ordinary Shares for cash pursuant to the Resolution at a price which represents a discount to the net asset value attributable to the Ordinary Shares as at the date of such issue PROVIDED THAT (i) such issue is simultaneous with an issue of new Zero Dividend Preference Shares and (ii) the aggregate issue price shall represent a premium to the aggregate net asset value attributable to the new Ordinary Shares and new Zero Dividend Preference Shares as at the date of issue.

SPECIAL RESOLUTIONS

11. Authority to disapply pre-emption rights:

THAT, subject to the passing of resolution numbered 9 above ("Section 551 Resolution"), the Directors of the Company be empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the Section 551 Resolution as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:

Notice of annual general meeting continued

- (a) the allotment of equity securities (otherwise than pursuant to sub-paragraph (b) below) up to an aggregate nominal amount of £17,068; and
- (b) the allotment of equity securities to (a) all holders of ordinary shares of 1p each in the capital of the Company ("Ordinary Shares") in proportion (as nearly as may be) to the respective numbers of such Ordinary Shares held by them and (b) to holders of other equity securities as required by the rights of those securities (but subject to such exclusions, limits or restrictions or other arrangements as the Directors of the Company may consider necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of, or requirements of, any regulatory body or any stock exchange in any territory or otherwise howsoever); and

such power shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2015, but so that this power shall enable the Company to make an offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement as if such expiry had not occurred.

12. Authority to repurchase the Company's shares:

THAT, the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 ("the Act") to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares of 1p each and of Zero Dividend Preference Shares of 1p each in the capital of the Company (together the "Shares"), provided that:

- (a) the maximum number of Shares hereby authorised to be purchased shall be 2,558,565 Ordinary Shares and 3,174,937 Zero Dividend Preference Shares;
- (b) the minimum price which may be paid for a Share is 1 pence;
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to the highest of (i) 105% of the average of the middle market quotation for an Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased and (ii) the higher of the price of the last independent trade and the highest current bid;
- (d) the maximum price which may be paid for a Zero Dividend Preference Share is its accrued capital entitlement as at the business day immediately preceding the day on which the Zero Dividend Preference Share is purchased;
- (e) the authority hereby conferred shall expire at the earlier of the conclusion of the Annual General Meeting of the Company in 2015 or 7 November 2015 unless such authority is renewed prior to such time; and
- (f) the Company may make a contract to purchase Shares under the authority hereby conferred prior to expiry of such authority which will be or may be executed wholly or partly after the expiration of such authority and may make a purchase of Shares pursuant to any such contract.

Any shares so purchased will be cancelled in accordance with the provisions of the Act.

By order of the Board

Premier Asset Management Limited

Secretary

11 March 2014

Notes to the notice of annual general meeting

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A shareholder may not appoint more than one proxy to exercise the rights attached to any one share. A proxy need not be a shareholder of the Company.

A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Capita Asset Services (contact details can be found on page 59).

2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 12:00 noon on Tuesday, 6 May 2014.

3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6:00 p.m. on Tuesday, 6 May 2014 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting for the purposes of which no account is to be taken of any part of a day that is not a working day). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

7. As at 10 March 2014 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 17,068,480 Ordinary Shares and 21,180,373 Zero Dividend Preference Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 10 March 2014 are 38,248,853.

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is

an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 12:00 noon on Tuesday, 6 May 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

13. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

14. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

15. A copy of this notice, and other information required by s311A of the Companies Act 2006, is available at the Investment Managers' website: www.premierfunds.co.uk