



SWISS WATER DECAFFEINATED COFFEE INC.

**Notice of Annual General and Special Meeting of Shareholders
June 25, 2021
Management Information Circular**

Dated
May 20, 2021

MESSAGE FROM DIRECTORS



Swiss Water's new headquarters and production facility in Delta, BC

Dear Fellow Shareholders,

On behalf of Swiss Water Decaffeinated Coffee Inc., we are pleased to present our 2020 annual report and proxy materials for our upcoming Annual General and Special Meeting of Shareholders on June 25, 2021.

We have made significant progress in many critical areas in the business through a business environment that defies description. We are very pleased with the resiliency of the coffee and decaffeinated coffee markets and we are well positioned to serve the increasing demand for clean decaffeinated coffees. The measures we have taken to further put the business on a growth footing while maintaining our customer base have been substantial and will enable improved volumes and cash generation in the future. The following are some of the key events from the previous year:

- We successfully navigated one of the most challenging years in the businesses history and substantially maintained revenues, earnings and volumes from the prior year with no customer attrition;
- We started the new processing plant in Delta and began shipments while significantly improving Seaforth Supply Chain's profitability;
- We have started a cost restructuring plan to improve the operating cost base for the future;
- We have substantially refreshed our board of directors with some excellent new talent;
- The board, with the assistance from outside professional compensation advisors, engaged in a thorough review of the compensation philosophy for Company executives, and has adopted a new approach that ties total compensation to the performance of objective financial metrics that more closely align management's compensation with the interests of shareholders; and
- ***Subject to your approval***, the Company has negotiated an attractive financing plan for completion of the second line at its new, state-of-the-art Delta plant that will allow the Company to increase production volume by at least 40% and position the Company for long term success.

We have been working assiduously to arrange financing for the construction of a second production line in Delta. This followed confirmation that our lease in Burnaby will not be extended beyond 2023. The financing solution that we have arranged will provide the opportunity to access valuable, low cost, Government of Canada backed financing, which the business will be capable of supporting through its cash generating activities. We are very excited about the future growth opportunities of our branded high quality chemical free decaffeinated coffees in the international coffee market place. We are relying on your support of our financing plan and look forward to updating our progress as we move ahead.

Delta, British Columbia, Canada

(Signed) "*Frank A. Dennis*"

Frank A. Dennis, Director, CEO and President
Swiss Water Decaffeinated Coffee Inc.

(Signed) "*Donald J. Tringali*"

Donald J. Tringali, Chairman of the Board
Swiss Water Decaffeinated Coffee Inc.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

You are invited to the Annual General and Special Meeting of Shareholders of Swiss Water Decaffeinated Coffee Inc.



Date	Friday, June 25, 2021 at 2:00 p.m. (PDT)		
Teleconference (Listen only)	Canada/USA (toll-free)	1-800-319-4610	
	International (toll)	+1-604-638-5340	
	Interested parties should dial in 5 to 10 minutes prior to the scheduled start time and ask to join the Swiss Water call.		
Pre-registration (Participants)	Registered Shareholders and Proxyholders wishing to participate fully and vote during the meeting must pre-register at least 48 hours prior to the Meeting by clicking: http://services.choruscall.ca/DiamondPassRegistration/register?confirmationNumber=10014277&linkSecurityString=d8c92283f		

In this Notice, *we, us, our, Swiss Water and Company* refer to Swiss Water Decaffeinated Coffee Inc. and all entities controlled by it unless otherwise specified. You and your, refer to Swiss Water's Registered Shareholders and duly appointed Proxyholders. *Meeting and Teleconference Meeting* refer to Swiss Water's Annual General and Special Meeting of Shareholders.

An electronic version of this Notice of Meeting and Management Information Circular is also available on www.sedar.com and on our website <https://investor.swisswater.com/>.

Business of the Meeting

1. To place before the Meeting the report of the Directors, the financial statements of the Company for the year ended December 31, 2020, and the Independent Auditor's Report thereon;
2. To elect the Directors who will serve until the next Annual General Meeting of Shareholders;
3. To appoint PricewaterhouseCoopers LLP as Auditors of the Company for the ensuing year and authorize the Directors to fix their remuneration;
4. To approve amendments to the terms of the Mill Road Capital Convertible Debenture;
5. To transact such other business as may properly come before the Meeting.

Teleconference Meeting

In light of the ongoing COVID-19 pandemic and physical distancing guidelines issued by public health authorities, we have arranged for a live telephone conference call for our Shareholders and guests to safely attend this year's Meeting. **You will be able to access the Meeting by telephone only.** This year, Shareholders and guests will not be able to attend the Meeting in person.

Only Registered Shareholders and Proxyholders who have pre-registered before the deadline will be permitted to vote and participate/ask questions during the Teleconference Meeting. To pre-register for the Meeting, Registered Shareholders and Proxyholders should follow the link above. **Shareholders are**

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strongly encouraged to submit votes early, before the Meeting, by using their Form of Proxy. Guests and individuals who do not pre-register are welcome to dial in on the listen-only teleconference numbers provided above and will not be able to participate/ask questions during the Meeting.

Who Can Vote

You have the right to vote at our Meeting if you are a Shareholder. The manner in which you can vote your Swiss Water's shares depends on whether: (i) your shares are held in your name or where you hold certificates or Direct Registration DRS in your name ("*Registered Shareholder*"); or (ii) your shares are held in the name of an intermediary such as a bank, trust company, securities broker or other intermediary ("*Beneficial Shareholder*"). You can also authorize another person (a "*Proxyholder*") to vote at the Meeting on your behalf. You are entitled to vote if you were a Registered Shareholder by the **close of business at 2:00 p.m. Pacific Daylight Time (5:00 p.m. Eastern Time) on Monday, May 17, 2021, which is the Record Date**, for determining Shareholders who are entitled to attend and vote. As a Swiss Water Shareholder, it is important that you read the accompanying Management Information Circular carefully.

How to Vote

You can vote in advance of the Meeting by Form of Proxy, or you can vote over the phone, refer to the Management Information Circular under "*How to vote in advance of the meeting*" and "*How to vote at the meeting*".

Voting in Advance of the Meeting is strongly encouraged by using the Form of Proxy

If you are a Registered Shareholder, complete the enclosed Proxy Form, then date, sign, and deliver it (via mail or courier) to the Company's Transfer Agent addressed to c/o Proxy Department, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Canada. Proxy Forms must be delivered, by no later than 2:00 p.m. Pacific Daylight Time (5:00 p.m. Eastern Time) on **Wednesday, June 23, 2021 ("*Deadline*")**. Advance voting is also available using the telephone by calling, toll free, 1-866-732-8683; or via the internet by going to the web site www.investorvote.com prior to the Deadline. You will need your Shareholders' unique 15-digit control number that is listed on the Form of Proxy.

If you are a Beneficial Shareholder, complete the enclosed voting instruction form provided by your intermediary and return it in accordance with the instructions contained in the voting instruction form. Voting instruction forms generally should be submitted one day prior to the Deadline.

Voting at the Meeting

Registered Shareholders and duly appointed Proxyholders may participate at the Meeting via a live teleconference. Specifically, Registered Shareholders and duly appointed Proxyholders who have properly pre-registered to participate in the Meeting, will have the opportunity to speak during the Meeting and participate in telephone voting. If a Shareholder who has already voted chooses to cast their vote again, it overrides the votes they previously submitted.

The online **pre-registration link** is above and must be completed prior to the proxy cut-off time of **2:00 p.m. Pacific Daylight Time (5:00 p.m. Eastern Time) on Wednesday, June 23, 2021**, which is at least 48 hours prior to the Meeting.

After pre-registration has been completed, pre-registered Registered Shareholders and duly appointed Proxyholders will see on screen a **unique PIN they have been assigned and dial-in phone numbers they will use to join the conference call**. These details will also be sent by email in the form of a calendar

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booking. It is recommended that you attempt to connect at least ten minutes prior to the scheduled start time of the Meeting.

All other Shareholders and stakeholders wishing to attend the Meeting by teleconference, but not ask questions, may dial the phone numbers provided at the top of page 1, approximately five minutes prior to the commencement of the Meeting and ask the operator to join the Swiss Water Decaffeinated Coffee Inc. Annual General and Special Meeting of Shareholders.

Questions?

Accompanying this Notice of Meeting is our Management Information Circular, where you can find more information on how to vote with your Shares in the Company. **Please read the accompanying materials carefully, as there may be additional steps to follow due to the nature of the Meeting being held as a live teleconference.**

Shareholders are encouraged to email their questions early. To submit your questions ahead of the Meeting please email them to investor-relations@swisswater.com.

For further information and updates on Swiss Water, please visit <https://investor.swisswater.com/financial-information/>

On behalf of the Board of Directors,

(Signed) *“Frank Dennis”*

Frank A. Dennis
President & Chief Executive Officer
Swiss Water Decaffeinated Coffee Inc.

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This Management Information Circular is provided in connection with the solicitation of proxies on behalf of the Directors of **SWISS WATER DECAFFEINATED COFFEE INC.** (“**Swiss Water**” or the “**Company**”). Information contained in this Circular is dated as at May 20, 2021, except where otherwise noted. All figures are in Canadian Dollars unless stated otherwise.

ABOUT SWISS WATER

Swiss Water Decaffeinated Coffee Inc. (“Swiss Water” or the “Company”), is a company amalgamated under the *Canada Business Corporations Act* and its common shares (the “Shares” and each, a “Share”) are listed on the Toronto Stock Exchange under the symbol “SWP”. The Company’s principal office is located at 7750 Beedie Way, Delta, British Columbia, V4G 0A5, Canada.

Swiss Water is a result of an amalgamation, which occurred on September 28, 2018, between Ten Peaks Coffee Company Inc. (“Ten Peaks”) and its 100% owned subsidiary, Swiss Water Decaffeinated Coffee Company Inc. (“SWDCC”). At the time of the amalgamation, the Company’s symbol on the Toronto Stock Exchange was changed from TPK to SWP.

Ten Peaks resulted from a reorganization (the “Reorganization”) effective January 1, 2011, pursuant to a plan of arrangement (the “Arrangement”) involving, among others, Ten Peaks, Swiss Water Decaffeinated Coffee Income Fund (“the Fund”) and SWDCC.

Information herein with respect to Swiss Water includes information in respect of the Fund prior to completion of the Reorganization and Arrangement to the extent applicable unless the context otherwise requires. In addition, references to “common shares” and “shares” should be read as references to “units” and references to “director” should be read as references to “trustee” for periods prior to January 1, 2011.

BUSINESS OF THE MEETING

The following will be addressed at the meeting:

Receiving Annual Financial Statements and the Independent Auditor’s Report

Swiss Water’s annual consolidated financial statements for the financial year ended December 31, 2020, including the independent auditor’s report were sent to Shareholders who requested these materials. They are also available on www.sedar.com and the Company’s website <https://investor.swisswater.com/>.

Election of Directors

The Board of Directors of the Company (the “Board”) is proposing the election of seven Directors and the Board recommends that Shareholders and duly appointed Proxyholders vote **FOR** the election of the following individuals:

Frank A. Dennis	Roland W. Veit	Robert B. Johnston	Nancy L. McKenzie
Anne G. Saunders	Donald J. Tringali	Alan C. Wallace	

Appointment of Auditors

The Directors propose to nominate PricewaterhouseCoopers LLP as Auditors of the Company for remuneration to be determined by the Board to hold office until the next Annual General Meeting of the Shareholders. PricewaterhouseCoopers LLP was first appointed as the Auditor in 2017. Details as to the remuneration paid to the Auditors for the fiscal year ended December 31, 2020, can be found in the Company’s Annual Information Form for the year ended December 31, 2020, filed on www.sedar.com. The

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Board recommends that Shareholders and Proxyholders vote **FOR** the appointment of PricewaterhouseCoopers LLP.

Approval of Amendment to Convertible Debenture

The Board of Directors proposes an amendment to the terms of the Company's 7.85% unsecured subordinated convertible debenture ("**Mill Road Debenture**"), which is held by a related party.

Approval of this change by the shareholders will provide the Company with access to needed new capital to fund the design and construction of a second production line ("**Titan 2**") at the Company's new decaffeination facility in Delta, British Columbia (the "**Delta Facility**"). After considering all the available financing alternatives, the Board of Directors has concluded that the most attractive financing alternative is to amend the Mill Road Debenture to permit the Company to access as much as an additional \$15 million in senior indebtedness to fund Titan 2.

The amendment requires the approval of a majority of the votes represented in person or by proxy at the meeting and voting on this matter. The related party will not be voting on this matter.

The directors unanimously recommend that shareholders approve the Proposed Amendment.

Expansion of the Delta Facility

The Company has occupied its legacy production facility in Burnaby, British Columbia (the "**Burnaby Facility**") since 1989. The Burnaby Facility contains two production lines. The site is located on leased land owned by a third party. Beginning in 2015 the Company began to plan a new facility in the event the existing lease for the Burnaby Facility was not extended beyond 2023. This led the Company to begin the development of the Delta Facility. While the Company does not own the Delta Facility's land, as part of its negotiations prior to signing the lease the Company received the option to purchase the land in order to mitigate the risk of having to relocate a second time.

Over the past several years the Company has sought to negotiate an extension of its Burnaby Facility lease. While there appeared to be interest from the Company's landlord for an extension in 2019, the Company was informed on February 14, 2020, that the landlord had sold the land under the Burnaby Facility to a developer. On May 25, 2020, the new landlord at the Burnaby Facility informed the Company that it would not extend the Company's lease beyond its existing term. Under its current lease for the Burnaby Facility, the Company must decommission and vacate the Burnaby Facility by June 30, 2023.

In order to mitigate the risk of the Burnaby Facility landlord not extending the Company's lease, the Company began construction at the Delta Facility in 2018 and completed construction and commissioning of the first production line ("**Titan 1**") in 2020. As a result, the Company currently operates two lines at its legacy Burnaby Facility and one line at the new Delta Facility. The Company is currently in the process of constructing Titan 2 with an anticipated completion date in late 2022.

The completion of Titan 2 on a timely basis is important to the Company. When Titan 2 is completed, the Delta Facility is expected to have a production capacity that is at least 40% greater than the Company's current main facility, the Burnaby Facility. The Company feels the completion of Titan 2 on schedule is critical to its long-term success and the best way to maximize value for shareholders. In order to be fully operational prior to June 30, 2023, the funding for Titan 2 is needed soon. If Titan 2 is not completed, the Company will not have sufficient capacity to service its existing business when the Burnaby Facility lease ends in 2023.

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The most attractive financing available to the Company is senior secured indebtedness. Under the terms of the Mill Road Debenture, the holder of that note must consent to the addition of additional senior indebtedness as this new loan would be in priority to the loan made by the holder of the Mill Road Debenture.

The Proposed Amendment

The preliminary cost estimate for the design and construction of Titan 2 is approximately \$45 million plus commissioning costs, which are expected to be approximately \$2 million. Several potential financing alternatives have been identified and considered (as discussed below) and the Directors have determined that the most attractive alternative is an amendment to the existing senior debt facility with the Company's senior lenders Business Development Bank of Canada, with participation by a new lender, Farm Credit Canada (the "**Senior Lenders**") which would provide the Company with up to an additional \$25 million at an interest rate of approximately four percent per annum and a favourable payment and amortization schedule (the "**Amended Senior Facility**"). The incremental funds available under the Amended Senior Facility, together with the Company's existing available credit and projected internally generated cash flow, are anticipated to be sufficient to fund the completion of Titan 2. The Company may raise additional funds in the future to enhance the results or timing of implementation of its business plan.

In order to obtain the new financing, which includes the favorable terms offered by the Senior Lenders, the Company requires an amendment to the Mill Road Debenture issued to Mill Road Capital II, L.P. ("**Mill Road**"). As the amount owing to Mill Road under the Mill Road Debenture ranks behind the amounts owed under the Senior Facility, increasing the amount borrowed under the Senior Facility requires the consent of Mill Road. The terms of the Mill Road Debenture include a restrictive covenant that limits the dollar amount of indebtedness ranking senior to the indebtedness owed to Mill Road. Accordingly, in order for the Company to enter into the Amended Senior Facility, the senior indebtedness restrictive covenant must be amended, which requires the consent of Mill Road.

After engaging in months of market investigation with the assistance of financial advisors, and negotiations with Mill Road (described in detail below), the Company and Mill Road agreed on terms and executed a term sheet on May 20, 2021 (the "**Term Sheet**"). A copy of this Term Sheet is attached to this Management Information Circular as **Appendix B**.

Mill Road has agreed to amend the senior indebtedness restrictive covenant to allow the Company to draw down up to \$60 million of senior debt, and increase from the current level of \$45 million. Mill Road has also agreed to allow the Company an additional year to repay the Mill Road Debenture. The maturity of the Mill Road Debenture would be amended to October 31, 2024. In return, the terms of the Mill Road Debenture would be amended to (i) increase the maximum current interest rate from 7.85% to 9%, (ii) provide an additional 1.5% "payment in kind" interest, (iii) amend the conversion feature by (A) cancelling the existing conversion feature and (B) replacing the existing conversion feature with warrants to allow Mill Road to purchase up to 2.25 million common shares at a price of \$3.33 per share (representing a premium of approximately 10% over the closing price on the date of execution of the Term Sheet); (iv) provide for a \$100,000 commitment fee payable to Mill Road on the execution of the term sheet, (v) remove a restriction limiting Mill Road's holdings, following conversion, to a maximum of 19.99% of the issued and outstanding shares of the Company, and (vi) reimburse Mill Road for its associated legal expenses (the "**Proposed Amendment**").

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Requirement for Shareholder Approval for Related Party Transaction

Under the provisions of Multilateral Instrument 61-101 Protection of Minority Securityholders in Special Transactions (“**MI 61-101**”), Mill Road is considered to be a “related party” to the Company by virtue of its existing conversion rights under the Mill Road Debenture. MI 61-101 provides that a transaction that is an amendment to an existing security (such as the convertible debenture) held by a related party is a “related party transaction”. Hence the Proposed Amendment is a related party transaction.

Unless an exemption is available, a related party transaction must be approved by a simple majority of shareholders, other than the related party. No exemption from this shareholder approval requirement is available for the Proposed Amendment. Accordingly, in order for the Company to proceed with the Proposed Amendment, Shareholders, other than Mill Road, voting at the meeting, in person or by proxy, must approve the Proposed Amendment by ordinary resolution. Based on its most recent public disclosure, Mill Road is the registered and beneficial holder of, and has control and direction over, 608,500 common shares of the Company, representing approximately 6.7% of the issued and outstanding common shares. These common shares shall be excluded in determining whether shareholders have approved the Proposed Amendment.

The Proposed Amendment is not subject to the requirement that the Company obtain a formal valuation by virtue of not being within the scope of related party transactions set out in section 5.4 of MI 61-101. No prior valuation in respect of the Company that relates to the subject matter of, or is otherwise relevant to, the Proposed Amendment has been made in the 24 months prior to the date of this Management Information Circular and there is no such valuation known, after reasonable inquiry, to the Company or any director or officer of the Company.

The issue of the warrants under the Proposed Amendment is also subject to the approval of the Company's shareholders pursuant to section 604 of the Toronto Stock Exchange (the “**TSX**”) Company Manual as exercise of the warrants could materially affect control of the Company as a result of Mill Road holding more than 20% of the issued and outstanding common shares of the Company. The TSX requires that a simple majority of the shareholders, other than Mill Road, approve the issue of the warrants, which will be considered as part of the shareholder approval regarding the Proposed Amendment. The 2,250,000 common shares issuable upon exercise of the warrant is equal to 24.64% of the current number of issued and outstanding common shares. If Mill Road exercises the warrant issued under the Proposed Amendment in full, based on Mill Road's current shareholding of 608,500 common shares and the 2,250,000 additional common shares issued upon exercise of the warrant, Mill Road would hold in aggregate 2,858,500 common shares, being 25.12% of the then issued and outstanding common shares.

Recommendation of the Directors

The directors, having undertaken an extensive review of the Amended Senior Facility and the Proposed Amendment and other potential financing alternatives available to the Company (as described below in detail under ‘*Background and Consideration of Financing Alternatives*’ and ‘*Deliberations of the Directors*’) unanimously recommend that shareholders vote in favour of the ordinary resolution approving the Proposed Amendment, the full text of which ordinary resolution is set out above under heading ‘*Business of the Meeting*’, subsection ‘*Approval of Amendment to Convertible Debenture*’, of this Management Information Circular. Each of the directors is independent of Mill Road.

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Background and Consideration of Financing Alternatives

In or around September 2020, management commenced discussions with the Senior Lenders to explore terms for senior debt to finance the construction of Titan 2. After negotiation, the Company and the Senior Lenders settled the terms that are now reflected in the Amended Senior Facility.

Given the need for the amendment to the senior debt restrictive covenant in the Mill Road Debenture, in late September 2020 management approached Mill Road to seek an increase in the amount of senior debt permitted by the terms of the Mill Road Debenture to \$60 million to allow the Company to take advantage of the favourable terms offered in the Amended Senior Facility.

Also, in late September 2020, the Company commenced detailed discussions with Raymond James Limited (“**Raymond James**”), a Canadian investment banking firm, as a financial advisor ultimately engaging Raymond James in December 2020 to assist with the identification and analysis of financing alternatives that would be available to the Company to finance the construction of Titan 2.

In mid-November of 2020, Mill Road provided the Company with a term sheet setting forth terms under which Mill Road was willing to amend the Mill Road Debenture in order to allow the Company to accept the financing offered under the Amended Senior Facility (the “**Initial Mill Road Proposal**”). The Initial Mill Road Proposal required, among other terms, (i) a reduction in the conversion price on the Mill Road Debenture to \$3.25 (equivalent to 4.62 million shares), (ii) an increase in the interest rate to 8.0%, (iii) the ability of Mill Road to require the Company to initiate a formal sale process in 2024 subject to certain ownership requirements, (iv) the ability to vote Mill Road’s convertible note on an “as-if” converted basis. The Initial Mill Road Proposal was reviewed by Raymond James and considered by the directors at a meeting held on November 23, 2020, and during December 2020, the Company and Mill Road’s respective legal counsel reviewed the terms of the proposed amendments to consider regulatory and stock exchange compliance matters. Raymond James provided management and the directors with further analysis of the financial terms of the proposed amendments at a meeting of the directors held on December 22, 2020. At the same time, the Company, through management, its directors, and Raymond James, commenced a review of alternative financing arrangements for the construction of Titan 2 that would not require Mill Road’s consent or an amendment to the Mill Road Debenture. The Company also explored the possibility of repaying the Mill Road Debenture early with capital raised from another source. The terms of the Mill Road Debenture do not provide for any early redemption at the Company option and Mill Road communicated to the Company that Mill Road was not interested in an early redemption of its investment.

In January 2021, management engaged in additional discussions with the Senior Lenders regarding the availability of mezzanine debt to be combined with reduced additional senior debt - a structure that would not require Mill Road approval or an amendment to the Mill Road Debenture.

Also, in January 2021, Mill Road presented a revised amendment proposal, and counsel for the Company and Mill Road undertook discussions with the TSX regarding the proposed amendments. Raymond James undertook financial modelling and analysis of this revised proposal as the Company continued to seek and evaluate alternate financing opportunities.

Among the alternative financing opportunities explored was mezzanine financing to be combined with equity raises, private placements and hybrid instruments, including the possibility of some of this capital being provided by several of the Company’s existing shareholders (other than Mill Road). Raymond James presented the results of its financial modelling of these identified alternative strategies to the directors in late February of 2021.

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In early March of 2021, management met with three third parties to discuss potential financing arrangements that may be available from such parties. As a result of these discussions, the Company received an indicative term sheet ("**Proposal A**") from one of the parties proposing a \$7.5 million subordinated debt term loan, *pari passu* with the debt under the Mill Road Debenture. However, without an amendment to the Mill Road Debenture, the Company could access no more than an additional \$10 million in senior credit such that the Company would be required to raise additional subordinated debt or equity financing in order to provide the required funding for construction of Titan 2. This inability to access an incremental \$15 million of senior credit at 4% interest, coupled with the projected cost of the additional subordinated debt or equity financing that would be required in these potential mezzanine debt alternatives, resulted in the projected overall cost to shareholders under these alternatives being significantly higher than pursuing the Amended Senior Facility in combination with the Proposed Amendment.

The directors considered the discussions with third parties, including Proposal A, at their meeting held on March 17, 2021. Subsequently, management continued to progress discussions with the various parties and provided Mill Road a counterproposal to Mill Road's proposed amendments to the Mill Road Debenture.

During April 2021, management continued discussions with the counterparty to Proposal A and other parties, while at the same time continuing negotiations with Mill Road. In late April of 2021, Mill Road provided a revised proposal, which was substantially improved from its earlier proposals. Raymond James undertook an analysis of the revised proposal and Mill Road and the Company's counsel considered regulatory matters regarding the proposal, including the application of MI 61-101 and the requirement for minority approval and the availability of any exemption from minority approval under MI 61-101. The directors convened a special meeting on April 28, 2021, to consider Mill Road's proposal.

Following further discussions among management and Mill Road, the Term Sheet setting out the Proposed Amendment as described in this Information Circular was received by the Company on May 19, 2021.

Deliberations of the Directors

At a meeting of the directors held on May 19, 2021, the directors received a report from management and once again reviewed the results of further financial analysis of Raymond James regarding the Proposed Amendment, including Raymond James' conclusion that comparable terms to the Amended Credit Facility and the Proposed Amendment could not be secured from third parties and any such alternatives would have significantly greater execution risk.

The directors also received management's recommendation that, as compared to Proposal A and other proposals being discussed with other parties, the Proposed Amendment provides a solution that (i) has a lower cost of capital to the Company, (ii) has significantly lower execution risk, and (iii) results in a capital structure that provides more flexible access to future financing and enhances access to short-term working capital financing. Management advised that the ability to proceed with the Amended Senior Facility reduces the need for the Company to obtain higher-cost subordinated debt and equity financing from multiple sources (as would be required under Proposal A and the other financing alternatives that were being discussed) and provides the corresponding certainty of dealing with the Senior Lenders, with whom the Company has a longstanding business relationship.

The directors determined that the Proposed Amendment is superior to the indicative proposals provided by third parties and Mill Road's familiarity with the Company has enabled Mill Road to make the Proposed

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Amendment without having to conduct additional due diligence, reducing the execution and timing risk of this proposed financing alternative.

On May 19, 2021, the directors unanimously determined that the Proposed Amendment is in the best interests of the shareholders of the Company in light of alternatives available and resolved to recommend that shareholders of the Company vote **FOR** a resolution approving the Proposed Amendment.

Information Regarding the Company's Common Shares

During the twelve months preceding the date of this Management Information Circular, no common shares of the Company have been purchased or sold by the Company.

The Company's common shares are listed on the Toronto Stock Exchange. The following table sets out the volume of trading and price range of the common shares during the six month period preceding the date of this Management Information Circular.

Month	High (\$)	Low (\$)	Close (\$)	Volume ('000)
November, 2020	\$3.20	\$2.61	\$2.85	496
December, 2020	\$3.20	\$2.70	\$3.06	514
January, 2021	\$3.35	\$3.00	3.13	293
February, 2021	\$3.75	\$3.04	\$3.39	177
March, 2021	\$3.87	3.02	\$3.11	309
April, 2021	\$3.15	\$2.95	\$3.06	204
May 1 to May 20, 2021	\$3.15	\$2.90	\$3.02	175

The number of common shares of outstanding common shares beneficially owned, or over which control and direction is exercised, by each of the directors and officers of the Company are set out under the heading "*About proposed Directors*" of this Management Information Circular, which is approximately 3.6% of all issued and outstanding common shares. The number of common shares and percentage of outstanding common shares beneficially owned, or over which control and direction is exercised, by each insider of the Company, other than a director or officer of the Company, is 25,784 shares or 0% respectively. To the knowledge of the Company, after reasonable inquiry, there are no common shares beneficially owned or over which control and direction is exercised by any associate or affiliate of an insider of the Company, any associate or affiliate of the Company, or any person acting jointly or in concert with the Company.

Board Recommendation and Proposed Resolution

The Board recommends that Shareholders and Proxyholders vote **FOR** the approval to amend the terms of the Convertible Debenture.

To be effective, the amendment to the convertible debenture resolution must be approved by a simple majority of holders of Common Shares present in person, or represented by proxy, at the Meeting, excluding any votes cast by Mill Road. If Shareholder approval of the amendment to the Convertible Debenture is not obtained at the Meeting, the Company will need to consider alternatives that provide the

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Company access to new capital to fund the construction of Titan 2, a second production line in Delta, British Columbia.

The following is the proposed text of the amendment to the Convertible Debenture resolution:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the proposed amendment to terms of the Convertible Debenture described under the heading *“Approval of Amendments to Convertible Debenture”* in the Company’s Management Information Circular dated May 20, 2021, including the issue of warrants to purchase 2,250,000 common shares, are hereby approved; and
2. any director or officer is hereby authorized to take all necessary steps and proceedings, and to execute, deliver and file any and all applications, declarations, documents, and other instruments, and do all such other acts and things (whether under the corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this resolution.”

Other Business

The Company will consider any other business that may properly come before the Meeting. As of the date of this Management Information Circular, the Directors are not aware of any amendments to the matters to be presented for action at the Meeting or of any other matters to be presented for action at the Meeting other than the matters referred to in the Notice of Meeting.

Where any amendments or variations to the matters identified in the Notice of Meeting or such other matters that may properly come before the Meeting, Shareholders are also conferring discretionary authority to Shareholders’ appointed representative to vote on such matters as they see fit.

MEETING DATE AND ACCESS

Date and Time of the Meeting

In light of public health concerns, due to COVID-19, Swiss Water’s Annual General and Special Meeting of Shareholders (the **“Meeting”**) is a virtual meeting, in a form of a **live audio teleconference only**. The Meeting is on **Friday, June 25, 2021, at 2:00 p.m. Pacific Daylight Time (5:00 p.m. Eastern Time)** and is for the purposes outlined in the Notice of Meeting. Shareholders and guests will not be able to attend the Meeting in person.

How to Access the Virtual Meeting

To listen only

To listen only to the Teleconference Meeting, interested parties should dial in 5 to 10 minutes prior to the scheduled start time and ask to join the Swiss Water call.

Teleconference	Canada/USA (toll-free)	1-800-319-4610
(Listen only)	International (toll)	+1-604-638-5340

How to Pre-register to participate and vote

Only Registered Shareholders and Proxyholders will be able to participate/ask questions and/or vote during the live teleconference Meeting. To do so, the Registered Shareholders and Proxyholders wishing to participate fully and vote during the meeting must pre-register at least 48 hours before the Meeting.

Pre-registration Registered Shareholders and Proxyholders wishing to participate fully and/or vote

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(Participants) during the meeting must pre-register before the proxy cut-off time, at 2:00 p.m. Pacific Daylight Time (5:00 p.m. Eastern Time) on Wednesday, June 23, 2021, which is at least 48 hours before the Meeting, by clicking:
<http://services.choruscall.ca/DiamondPassRegistration/register?confirmationNumber=10014277&linkSecurityString=d8c92283f>

For support with pre-registration, please contact Chorus Call Canada, via email at canada@choruscall.com Attention: G. Van Dusen. After pre-registration has been completed, pre-registered Registered Shareholders and duly appointed Proxyholders will see onscreen a **unique PIN they have been assigned and dial-in phone numbers they will use to join the conference call**. These details will also be sent by email in the form of a calendar booking. It is recommended that callers attempt to connect at least ten minutes before the scheduled start time of the Meeting. **Although voting during the meeting is possible, the Board of Directors highly recommends that Shareholders vote early, prior to the meeting, using the Form of Proxy.**

VOTING INFORMATION

The Company is authorized to issue an unlimited number of Shares. As of the date hereof, there is an aggregate of 9,129,673 Shares issued and outstanding. All of the Shares are entitled to be voted at the Meeting and on a poll, each Share is entitled to one vote.

Who Can Vote

Registered Shareholders, Beneficial Holders, and Proxyholders

Only Registered Shareholders, registered by the **Record Date, which is Monday, May 17, 2021 at 2:00 p.m. Pacific Daylight Time (5:00 p.m. Eastern Time)**, or duly appointed Proxyholders are entitled to participate and vote or have their Shares voted at the Meeting.

Shareholders can vote in advance of the Meeting by Form of Proxy, refer to section '*How to vote in advance of the meeting*'. **While the Board of Directors highly recommends voting early, in advance of the Meeting**, Shareholders can vote over the phone at the Meeting. Also, Registered Shareholders have the right to authorize another person, a "**Proxyholder**", to vote at the Meeting on their behalf.

The manner in which a Shareholder can vote depends on if the Shares are held in the Registered Shareholder's name or, in the case of a Beneficial Holder, in the name of their Intermediary (defined below).

A Registered Shareholder is a shareholder who holds share certificates issued in their name or appears as the registered shareholder on the shareholder register or who holds share certificates or Direct Registration DRS advice issued in their name.

A Beneficial Holder is a shareholder whose shares are registered in the name of a bank, trust company, investment dealer, or other institution (an "*Intermediary*") and such shares are held for that shareholder's benefit.

How to Vote in Advance of the Meeting

Registered Shareholders can vote in advance of the Meeting by completing the enclosed Proxy Form, adding a date, their signature, and delivering it (via mail or courier) to the Company's Transfer Agent addressed to c/o Proxy Department, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Canada. Proxy Forms must be delivered, by no later than **2:00 p.m. Pacific Daylight Time (5:00 p.m. Eastern Time) on Wednesday, June 23, 2021 ("Deadline")**. Advance voting is also

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available using the telephone by **calling, toll-free, 1-866-732-8683**; or via the internet by going to the website www.investorvote.com prior to the Deadline. You will need your Shareholders' unique 15-digit control number that is listed on the Form of Proxy.

If the Meeting is adjourned or postponed, the Form of Proxy must be received no later than 48 hours, excluding Saturdays, Sundays, and statutory holidays, before the commencement of such adjourned or postponed meeting.

How to Vote at the Meeting

Registered Shareholders and duly appointed Proxyholders may participate at the Meeting via a live teleconference. Specifically, Registered Shareholders and duly appointed Proxyholders who have properly pre-registered to participate in the Meeting, as outlined above, will have the opportunity to speak during the Meeting and to participate in telephone voting. If a Registered Shareholder who has already voted chooses to cast their vote again, it overrides the votes they previously submitted. To pre-register, see instructions under '*Meeting date and access*' subheading '*How to pre-register to participate and vote*'.

How to Appoint a Proxyholder

Registered Shareholders can appoint a Proxy /Proxyholder, either the person(s) designated by the Company or another person, who does not need to be a Shareholder, to attend and act for the Shareholder at the Meeting.

- A. The persons named in the enclosed Form of Proxy are the Directors and/or Officers of the Company ("**Company designated Proxyholders**"). Registered Shareholders can complete their voting selection on their Form of Proxy and submit it as follows:
- via the internet at www.investorvote.com or by scanning the QR code displayed on the Form of Proxy and following the instructions. The Registered Shareholder's account number and proxy access number are also located on the Form of Proxy; or
 - by calling toll-free **1-866-732-8683** from a touch-tone phone and following the instructions. The Registered Shareholder's account number and proxy access number are located on Form of Proxy; or
 - by completing, signing, dating, and **returning their Form of Proxy to Computershare, by the Deadline** (as defined above), as instructed on the Form of Proxy.
- B. **A Registered Shareholder has the right to appoint a person, a *Proxyholder*, other than those designated by the Company, who does not need to be a Shareholder, to attend and act for the Registered Shareholder and on the Registered Shareholder's behalf.** This is a two-step process. First, the Form of Proxy needs to be submitted and secondly, the Proxyholder will need to pre-register for the virtual Teleconference Meeting. Both steps need to be done prior to the Deadline.

Failure to properly complete or deposit a Form of Proxy by the Deadline may result in its invalidation. The time limit for the deposit of proxies may be waived by the Board at its discretion without notice.

After a completed Form of Proxy is delivered to Computershare before the Deadline, the Proxyholder is required to pre-register in order to represent and vote at the Meeting on behalf of the Shareholder. **Failure to pre-register the Proxyholder** by the Deadline will result in the Proxyholder not receiving a dedicated phone number and a unique pin. Without the dedicated

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phone number and the unique pin, the Proxyholders will not be able to vote or participate at the Meeting. To pre-register, see instructions under *'Meeting date and access'* subheading *'How to pre-register to participate and vote'*. The two steps to appoint a Proxyholder are:

Shareholder completes the Form Proxy by:

- inserting the full name of the person the Shareholder wishes to represent them at the Meeting in the space provided on the Form of Proxy;
- indicating how the appointed Proxy is to vote on Shareholder's behalf, signing and dating the Form of Proxy and returning it to Computershare as instructed on Form of Proxy. Shareholders who wish to appoint a Proxyholder to represent them at the live audio teleconference of the Meeting **must submit their Form of Proxy prior to pre-registering the Proxyholder prior to the Deadline** (see *'Where to submit Form of Proxy'*).

The Proxyholder pre-registers for the virtual Teleconference Meeting before the Deadline in order to obtain a dedicated phone number and a unique pin. To pre-register, see instructions under *'Meeting date and access'* subheading *'How to pre-register to participate and vote'*. **In order to participate and/or vote at the live audio Teleconference of the Meeting, the Proxyholder MUST pre-register using the link provided above for pre-registration.**

How are Shares Voted by Proxies

The Form of Proxy accompanying this Management Information Circular confers discretionary authority upon the proxy nominee with respect to any amendments or variations to the matters identified in the Notice of Annual General and Special Meeting and any other matters which may properly come before the Meeting. By duly completing and returning and not revoking a Form of Proxy, Registered Shareholders are appointing the individuals named on the Form of Proxy to represent them at the Meeting and to vote on each resolution, or withhold from voting, in accordance with the Registered Shareholder's instructions. **If a Registered Shareholder has not indicated how they wish their Shares to be voted on a matter and have appointed the Company's designated Proxies, such Shares will be voted in favour of the resolutions referred to therein and for the election of all nominees listed in this Management Information Circular as Directors, the appointment of PricewaterhouseCoopers LLP as Auditors, and the approval of the amendment to Mill Road Capital's convertible debenture.**

Solicitation of Proxies

This solicitation of proxies is made on behalf of the Directors by the management of Swiss Water. The cost of the solicitation has been and will be borne by the Company.

Revocability of Proxies

A Shareholder executing and delivering a proxy has the power to revoke it by an instrument in writing signed by the Shareholder giving the same or by his or her attorney authorized in writing and deposited at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or delivered to the chair of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner provided by law. A proxy is valid only in respect of the Meeting.

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How to Vote As a Beneficial Holder

The majority of the Company's shares are registered in the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited) ("CDS") and Shareholders (called "Beneficial Holders") hold their shares through their brokers, intermediaries, trustees or other persons ("Intermediary").

In accordance with Canadian securities law, the Company has distributed copies of the Notice of Meeting, this Management Information Circular, and the Form of Proxy (collectively, the "**Meeting Materials**") to CDS and Intermediaries for onward distribution to Beneficial Holders. Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them and to seek voting instructions from Beneficial Holders in advance of Shareholders' meetings. Each Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Holders to ensure that their shares are voted at the Meeting. Typically, Intermediaries will use a service company to forward the Meeting Materials to Beneficial Holders. If a Beneficial Holder did not receive a voting instruction form, and they have not waived their right to receive one, the Beneficial Holder should contact their Intermediary.

Beneficial Holders will receive either a **voting instruction form** or, less frequently, a **Form of Proxy**. The purpose of these forms is to permit Beneficial Holders to direct the voting of the shares they beneficially own. The Beneficial Holder should follow the procedures set out below, depending on which type of form they receive.

- A. Voting Instruction Form. In most cases, a Beneficial Holder will receive, as part of the Meeting Materials, a voting instruction form. If the Beneficial Holder does not wish to attend and vote at the Meeting (or have another person attend the Meeting and vote on the Beneficial Holder's behalf), the voting instruction form should be completed, signed, and returned in accordance with the directions on the form. If a Beneficial Holder wishes to attend and vote at the Meeting (or have another person attend and vote on the Beneficial Holder's behalf), the Beneficial Holder must carefully complete, sign and return the voting instruction form in accordance with the directions provided.

or

- B. Form of Proxy. Less frequently, a Beneficial Holder will receive, as part of the Meeting Materials, a Form of Proxy that has already been signed by the Intermediary which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise uncompleted. If the Beneficial Holder does not wish to attend and vote at the Meeting (or have another person attend and vote on the Beneficial Holder's behalf), the Beneficial Holder should complete the Form of Proxy and deposit it with the Company's Transfer Agent, Computershare to the address indicated under '*Where to submit a Form of Proxy*' before the Deadline.

If a Beneficial Holder wishes to attend and vote at the Meeting (or have another person attend and vote on the Beneficial Holder's behalf), the Beneficial Holder must strike out the names of the persons named on the Form of Proxy and insert the Beneficial Holder's (or such other person's) name in the blank space provided. The Beneficial Holder should complete the Form of Proxy and deposit it with the Company's Transfer Agent, Computershare to the address indicated under '*Where to submit a Form of Proxy and Transfer Agent Address*' before the *Deadline*. In order for the Beneficial Holder or the Proxyholder to vote and participate at the live audio Teleconference Meeting, the Beneficial Holder must also pre-register themselves or the appointed Proxyholder. To appoint a

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Proxyholder, refer to section *'How to appoint a Proxyholder'*. To pre-register, see instructions under *'Meeting date and access'* subheading *'How to pre-register to participate and vote'*. **Pre-registration is an additional step to participate at the live audio teleconference Meeting.**

Where to Submit Form of Proxy & Transfer Agent Address

The Form of Proxy must be submitted, by the Deadline, to the **Company's Transfer Agent, Computershare**, either in person, or by mail, or by courier, to the attention of c/o Proxy Department, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Canada; or via the internet by going to www.investorvote.com.

Voting Shares and Principal Holders Thereof

A simple majority of votes cast are required to approve all matters to be submitted to a vote of Shareholders at the Meeting, other than the election of Directors.

To the knowledge of the Directors and the Officers of the Company and based solely upon a review of the public filings, no persons beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the outstanding Shares.

The Directors and the Officers of the Company as a group beneficially own, directly or indirectly, or exercise control or direction over, 3.6% of the issued and outstanding Shares.

Majority Voting

On the recommendation of the Compensation and Corporate Governance Committee (the "Compensation Committee"), the Board first adopted a majority voting policy in March 2015 (the "Majority Voting Policy") applicable to a Shareholders' meeting that is not a "contested election" of Directors. The Majority Voting Policy was updated and approved by the Board of Directors in February 2017 and May 2021. Under the Majority Voting Policy, a "contested election" means a meeting at which the number of Directors nominated for election is greater than the number of seats available on the Board.

Pursuant to the Majority Voting Policy, forms of proxy for the vote at a Shareholders meeting where Directors are to be elected will enable the Shareholder to vote in favour of, or to withhold from voting for, each nominee on an individual basis. If the Board determines the election of Directors at a Shareholders' meeting is not a contested election, any director who is not elected by at least a majority (50% + 1 vote) of the votes cast with respect to his or her election shall immediately tender his or her written resignation to the Chair of the Board. The Compensation Committee will consider such an offer of resignation and will make a recommendation to the Board concerning the acceptance, rejection or other actions to be taken with respect to the tendered resignation. The Board will take formal action on the Compensation Committee's recommendation no later than 90 days following the date of the applicable Shareholders' meeting and the resignation will be effective on the date it is accepted by the Board. The Board will accept the resignation, absent exceptional circumstances that would warrant the continued service of the applicable Director on the Board.

The Company shall promptly issue a news release with the Board's decision. If the Board has determined not to accept a resignation, the news release shall fully state the reasons for that decision. A copy of the news release shall be provided to the TSX.

If a resignation is accepted by the Board, and subject to any corporate law restrictions, the Board may leave any resulting vacancy unfilled until the next Annual Meeting or may appoint a new director to fill the

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vacancy who the Board considers to merit the confidence of the Shareholders, or may call a special meeting of Shareholders at which nominee(s) will be presented to fill the vacant position or positions.

Interest of Certain Persons or Companies in Matters to be Acted Upon

Other than the election of Directors, the appointment of Auditors, and the approval to amend the Mill Road Convertible Debenture, since January 1, 2021, no director, persons nominated for election as a director at this Meeting, executive officer, or any associate or affiliate of such persons has any interest in any matter to be acted upon.

ABOUT PROPOSED DIRECTORS

Election of Directors

Each of the persons whose name appears hereunder is proposed to be nominated for election as a Director of the Company to serve until the next Annual General Meeting of the Shareholders or until they sooner cease to hold office. It is intended that the Shares represented by proxies solicited on behalf of the Directors will be voted in favour of the election of such persons as Directors of the Company if no choice in respect of such election is specified in the proxy.

The number of Shares referred to in respect of each individual is the number of Shares beneficially owned, directly or indirectly, or over which control and direction are exercised by each individual. The number of RSUs is the number of RSUs granted that have not yet been vested to such individual. The number of deferred share units (“**DSUs**”) represents the number of fully vested DSUs held by such individuals, each of which is equal in value to one share pursuant to the terms of the deferred share unit plan. The general provisions of RSUs and DSUs are described under ‘*Share-based compensation*’. The following information concerning the respective nominees has been furnished by them and represents the amount as at the day of this report.

Name and Residence	Office Held	Director Since	Principal Occupation - Past 5 Years		
Frank A. Dennis British Columbia, Canada	President & CEO, Director	April 2002	President & CEO of Swiss Water	160,258 71,394	shares RSUs ⁽³⁾
Roland W. Veit ⁽²⁾ New York, USA	Director	September 2007	CO-Founder & Chairman, Paragon Coffee Trading Company	96,800 22,533	shares DSUs
Anne G. Saunders ⁽²⁾ California, USA	Director	November 2017	Corporate Director; previously President, US, NakedWines.com (2016- 17), President, Consumer Division, FTD, Inc. (2014-16)	- 16,962	shares DSUs
Robert B. Johnston ⁽²⁾ South Carolina, USA	Director	June 2020	Chief Strategy Officer of The InterTech Group Inc.	13,500 5,193	shares DSUs
Donald J. Tringali ⁽¹⁾ Arizona, USA	Chairman & Director	July 2020	Founder & CEO, Augusta Advisory Group.	5,000 14,839	shares DSUs

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Name and Residence	Office Held	Director Since	Principal Occupation - Past 5 Years		
Nancy L. McKenzie ⁽¹⁾ British Columbia, Canada	Director	February 2021	Corporate Director; previously Chief Financial Officer, Seaspan ULC (2005-2017)	-	shares
				1,956	DSUs
Alan C. Wallace British Columbia, Canada	Director Nominee	n/a	Corporate Director at Mercer International Inc. President, Peloton Advisors Inc.	-	shares
				-	DSUs

(1) The Company's Audit Committee members are Ms. McKenzie and Messrs. Tringali. Rick Mahler, who holds 28,027 shares and 99,810 DSUs, is retiring and not standing for re-election, was the Chair of the Audit Committee.

(2) The Directors have established a Compensation and Corporate Governance Committee. The members of this Committee are Ms. Saunders (Chair), and Messrs. Veit, and Johnston.

(3) This includes RSUs granted and RSUs accrued on dividend payments in the years 2019 and 2020.

Except as noted otherwise, each of the individuals named above has been engaged for more than five years in his or her present principal occupation or organization in which he or she currently holds his or her principal occupation.

To the knowledge of management, none of the named individuals above is at the date hereof or has been within the past ten years: (i) a director, chief executive officer or chief financial officer of any company that, while such individual was acting in such capacity, was the subject of or was the subject of an event that resulted in, after such an individual ceased to act in such capacity, an order within the meaning of Form 51-102F5 of National Instrument 51-102 - Continuous Disclosure Obligations; or (ii) been bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or became subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager, or a trustee appointed to hold any of his or her assets.

To the knowledge of management, none of the individuals named above have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for such individual as Director of the Company.

The Directors have appointed Mr. Tringali to serve as Chair of the Board. Further information concerning the Directors and the Company's Audit Committee can be found in the Company's Annual Information Form for the year ended December 31, 2020, under the headings '*Directors' and Officers'*' and '*Audit Committee'*', filed at www.sedar.com.

Director Nominees

This year we have seven nominees. The following nominee profiles include a summary of each nominee's career experience, areas of expertise, current Board committee membership and directorship at other companies over the past five years. The information on each director nominee in this circular is current as at the date of this Management Information Circular. Nominees are listed in the order of length of service with the Company.

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Mr. Frank A. Dennis



Current role at Swiss Water: Director since 2002, President and the CEO of Swiss Water.

Mr. Dennis leads Swiss Water with over 25 years of experience in the coffee industry. His background is in packaged goods marketing with Braun Canada and Kraft Foods Canada. Mr. Dennis led the \$300 million Kraft coffee portfolio in the late 1990s and was responsible for the sale of the Swiss Water Division to private equity interests in 2000. As President and CEO of Swiss Water, he has led the growth of the business through several major expansions, overseen the development of the brand in many jurisdictions and has championed the importance of chemical free decaffeination in the industry.

Mr. Dennis is highly involved in the specialty coffee industry, has served on several boards including “Grounds For Health”, a charity dedicated to reducing cancer in women living in coffee-producing regions, the World Coffee Research Foundation and the Canadian Coffee Association. Mr. Dennis earned a B.A. in Economics from the University of Western Ontario, and an M.B.A. from the University of Toronto.

Mr. Roland W. Veit

Current role at Swiss Water: Director since 2007 and a member of the Corporate Governance and Compensation Committee.

A native of Switzerland, Mr. Veit is the Co-Founder and Chairman of Paragon Coffee Trading Company (“Paragon”), a medium sized US green coffee importing/trading house. Paragon is a limited partnership. The general partner is Rovedo Inc. and Mr. Veit is the President, Secretary and Treasurer of this company. Mr. Veit started his business and coffee career at Nestlé’s world headquarters in Vevey, Switzerland in 1972. He also worked for Nestle USA and South Africa. In 1978, Mr. Veit left Nestle to work as a coffee trader, first in Johannesburg and then in New York, before co-founding Paragon in 1986. He is currently a director of Rapid Oxygen Company, LLC. He served on the board of the Specialty Coffee Association of America (SCAA) from 1989 to 1992, and SCAA’s International Relations Committee for seven years, of which, the last three years as Chairman. Mr. Veit’s experience includes board services for the Green Coffee Association of New York (GCA) from 1998 until 2007, including two terms as Chairman.



Ms. Anne G. Saunders

Current role at Swiss Water: Independent Director since 2017 and Chair of the Corporate Governance and Compensation Committee.

Ms. Saunders is a Corporate Director and has held numerous general management positions, including as President of the US region of NakedWines.com, President of the US region of FTD, Inc. and President of Redbox, owned and operated by Coinstar, Inc. Previously, Ms. Saunders held executive and senior management positions with Knowledge Universe, Bank of America, Starbucks Coffee Company, eSociety, AT&T Wireless, and Young &

Rubicam. For six years, Ms. Saunders led global strategy, marketing and communications at Starbucks and her key responsibility was to lead the global expansion of the Starbucks brand during the company’s most significant period of growth from \$800 million to \$9 billion in annual revenue. Currently, she is a member

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of the board of directors of Nautilus, Inc., where she is the Chair of the Nominating and Corporate Governance Committee, as well as a member of the Audit Committee and the Compensation Committee. Ms. Saunders is also on the board of directors of the WD-40 Company where she Chairs the Compensation Committee and serves on the Corporate Governance Committee. She is a past director of Blue Nile, Inc. She received a BA from Northwestern University and an MBA from Fordham University. Ms. Saunders is a member of the National Association of Corporate Directors and of Women Corporate Directors.

Mr. Robert B. Johnston

Current role at Swiss Water: Independent Director since 2020 and a member of the Compensation and Corporate Governance Committee.

Mr. Johnston is Chief Strategy Officer of The InterTech Group Inc., a leading, private investment company based in South Carolina, USA. He brings extensive public company and related industry experience to Swiss Water having served on the boards of a number of domestic and international companies in the packaging, food and agricultural industries. Mr. Johnston's previous experience includes serving as Deputy Governor, President and Chief Executive Officer and Vice Chairman of the Hudson's Bay Company. Currently, he is Chair of Supremex Inc., and a Director of Circa Enterprises Inc., Colabor Group Inc., Corning Natural Gas Holding Corporation and FIH Group PLC. In addition, Mr. Johnston also serves on the Board of Directors of the South Carolina Community Loan Fund. He holds an MBA Degree from the John Molson School of Business, a Master's Degree in Public Policy and Public Administration and a Bachelor's Degree in Political Science from Concordia University in Montreal, and has completed the University of Oxford Advanced Management and Leadership Program in the UK. Mr. Johnston also holds the ICD.D designation from the Institute of Corporate Directors.



Mr. Donald J. Tringali

Current role at Swiss Water: Independent Director since 2020, Chairman of the Board of Directors and a member of the Audit Committee.

Mr. Tringali is the founder and Chief Executive Officer of Augusta Advisory Group, a US-based boutique financial and business consulting firm providing a full range of executive, operations, and corporate advisory services to companies. He has held a variety of C-level executive positions and directorships for public and private companies across many industries. In addition to board membership at Swiss Water, he is currently on boards of POSaBIT Systems Corporation (PBIT.CN), Information Analysis, Inc. (OTC:IAIC), Paragon Space Development Corporation (private), and Sporting Chance, Inc. (non-profit). He is the former Chairman of the Board of National Technical Systems, Inc., a leading international testing and engineering firm that was sold to a private equity firm in 2013, and the former Executive Chairman of the Board of Cartesian, Inc., an international telecom consulting company, which was sold to a private equity in 2018. Mr. Tringali began his career as a corporate attorney in Los Angeles, where he was a partner in a prominent firm representing public and private companies in general business matters and M&A transactions. Mr. Tringali holds a BA in Economics from UCLA and a JD (Juris Doctor) degree from Harvard Law School. He brings in over 30 years of experience as a business lawyer, C-level executive, independent corporate director and board advisor. Mr. Tringali has served in executive operating positions in public and private companies in various industries and has served on several boards of companies undergoing transformation.

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He has experience in corporate transactions, capital markets, and governance, from the perspective of a lawyer, operator and corporate director. Mr. Tringali is a financial expert and has served on audit committees.

Ms. Nancy L. McKenzie

Current role at Swiss Water: Independent Director since 2021, and a member of the Audit Committee.

Ms. McKenzie's over 30-year experience as a financial professional includes a senior executive position within industrial manufacturing & service businesses, some consumer branded and private label foods sector, and articling at a large public practice accounting firm. Her experience comprises large-scale capital project oversight of manufacturing, infrastructure & office facilities as well as marine & industrial equipment acquisition during her 12-year tenure as the Chief Financial Officer at Seaspac ULC. Currently, she is the Chair of the Board of Governors at the University of British Columbia; a Board member and Vice Chair at Coast Capital Savings Federal Credit Union where she is also the Chair of the Risk Committee, a member of the Governance and Nominating committee, and a former member of Coast Capital's Audit and Finance Committee. Additionally, she is an Advisory Board member for BGE Air Quality Solutions Ltd. (a privately-owned manufacturing and service business). She previously served as a member of the Audit and HR & Governance Committees, and chaired the Nominations Committee at UBC Investment Management Trust Inc.; and was Chair of the Finance and Governance Committee at Western Transportation Advisory Council. She is a Fellow of the Chartered Professional Accountants of BC, holds an Honours Bachelor of Business Administration from Wilfrid Laurier University (Waterloo), and holds an ICD.D designation having completed the Directors' Education Program at the Institute of Corporate Directors.



Mr. Alan C. Wallace



Current role at Swiss Water: Director Nominee.

Mr. Wallace has worked for over 30 years in corporate finance including as Vice Chairman and Managing Director of CIBC World Markets Inc. He is currently the CEO of Peloton Advisors Inc., a corporate financial advisory firm. Throughout his career, he has worked with both private and public companies in industries similar and adjacent to Swiss Water's business, including distribution, processing plants, international operations, and branding. Many of these organizations provide perspectives on commodity-based businesses that are relevant to Swiss Water. He brings to the Board extensive experience in capital markets, commodity industries, risk management, mergers and acquisitions, securities regulatory matters, financial and accounting matters, international business, equity and debt financings and corporate strategic planning. He currently serves on the Board and is the Chair of the Compensation and HR Committee and a member of the Audit Committee at Mercer International Inc., a global forest products company. He holds a Master of Business Administration from the University of Chicago and a Bachelor of Applied Science (Mechanical Engineering) from the University of Toronto and the ICD.D designation.

Directors' Compensation

The compensation of the Directors is intended to attract and retain highly qualified, experienced and committed individuals to act as Directors of the Company and promote the long-term interests of the

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Company. The Board seeks to ensure that Directors are competitively compensated, having consideration to the size and nature of the Company's business and the expected contribution of Directors.

The Compensation Committee reviews director compensation on an annual basis. In 2018, the Compensation Committee undertook a more comprehensive review of the Company's director compensation practices. The Chair of the Compensation Committee and the CFO of the Company compiled a peer group of companies based on the primary peer group previously agreed to with Towers Watson during their 2014 executive compensation review and included similarly sized premium consumer products and services companies (based on market capitalization) listed on the TSX. The comparator group consisted of the following nine Canadian companies:

Big Rock Brewing Inc.	Freshii	LXR and Co.
Brick Brewing Co. Ltd.	GoodFood Market	SIR Royalty Income Fund
Colabor Group	iFabric Corp	Supremex

They considered the comparator group data, and also considered director compensation information reported in the 2018 Board of Directors Compensation Survey published by Western Compensation & Benefits Consultants for companies with revenue similar to the Company. They verified that the comparator group of companies had not participated in the Western Compensation & Benefits Consultants survey. The data from both sources were similar, and the data was used to prepare recommended changes to the Company's compensation of directors.

The recommendation was reviewed and approved by the Compensation Committee, and on the recommendation of the Compensation Committee, the Board approved the following compensation for Directors (other than Mr. Dennis) commencing in 2018.

Compensation Item	Amount
Annual cash retainer	\$25,000
DSU Retainer	\$20,000
Board Chair retainer	\$20,000
Audit Committee Chair retainer	\$10,000
Compensation and Corporate Governance Committee Chair retainer	\$10,000

Ms. Saunders and Messrs. Veit, Johnston and Tringali receive the cash component of their compensation in United States dollars. The Directors are also entitled to be reimbursed for reasonable travel and other expenses properly incurred by them in attending meetings of the Board or any committee thereof, or in connection with their services as Directors. Since March 2020, all Board and Committee meetings have been conducted via videoconferencing. In 2020, Mr. Dennis was an employee of the Company and was not entitled to receive any compensation for acting as a Director. The following table sets out the compensation earned by the Directors (other than Mr. Dennis) for such services for the fiscal year ended December 31, 2020:

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Name	Fees Earned	Share-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Richard T. Mahler ⁽¹⁾	55,000	--	--	--	--	--	55,000
Roland W. Veit ⁽²⁾	53,538	--	--	--	--	--	53,538
Anne G. Saunders ⁽²⁾	59,553	--	--	--	--	--	59,553
Robert B. Johnston ⁽²⁾	27,651	--	--	--	--	--	27,651
Donald J. Tringali ⁽²⁾	25,317	--	--	--	--	--	25,317
David J. Rowntree (retired)	32,500	--	--	--	--	--	32,500
Diane M. Fulton (retired)	58,505	--	--	--	--	--	58,505

(1) Mr. Mahler is retiring and not standing for re-election.

(2) Compensation was paid in US\$. The amounts shown are the Canadian dollar equivalent, calculated using the average exchange rate in 2020 of \$1 US dollar to \$1.3415 Canadian.

Directors' Attendance at Board and Committee Meetings

The Directors have regular quarterly meetings and meet more frequently as required. At each Board and Committee meeting, the Directors hold a regularly scheduled in-camera meeting at which members of management are not present.

The following is a summary of the attendance of each of the Directors at Board and Committee meetings during the year ended December 31, 2020:

Name of Director	Board	Audit Committee	Compensation and Governance Committee
Frank A. Dennis	8 of 8	n/a	n/a
Richard T. Mahler	8 of 8	4 of 4	n/a
Roland W. Veit	8 of 8	n/a	6 of 6
Anne G. Saunders	8 of 8	n/a	6 of 6
Robert B. Johnston ⁽¹⁾	3 of 3	n/a	3 of 3
Donald J. Tringali ⁽¹⁾	3 of 3	2 of 2	n/a
Diane M. Fulton ⁽²⁾	8 of 8	4 of 4	3 of 3
David J. Rowntree ⁽³⁾	4 of 4	2 of 2	3 of 3

(1) Messrs. Johnston and Tringali were appointed to the Board and Committees during 2020, the above records reflect attendance since their election and they did not miss a scheduled meeting.

(2) Ms. Fulton was appointed Interim Board Chair in July 2020 and at that time, stepped off the Compensation and Governance Committee.

(3) Mr. Rowntree retired from the Board in June 2020. The attendance record reflects his attendance prior to his retirement.

Directors' Share Ownership Guidelines

In February 2012, the Board adopted share ownership guidelines for the Directors. Specifically, each Director (other than Mr. Dennis, the Company's President and CEO) is required to hold that number of

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shares and/or DSUs equal in value to three (3) times the annual cash retainer paid to Directors. Directors have five years from the date of adoption of the guidelines (for new directors, from the date they are appointed to the Board) to achieve this level. For the purpose of measuring compliance with these guidelines, value is determined based on a Director's acquisition cost for the shares and/or DSUs.

As is noted under 'Compensation of Directors', the Board approved a director compensation structure effective January 1, 2018. The current required share ownership value is \$75,000, compared to the previous share ownership value of \$60,000.

As at the date hereof, the current shareholdings, number of DSUs and the cumulative acquisition cost of each Director's equity position is as follows:

Director	Shares	Acquisition Cost	DSUs	Acquisition Cost	Total
Roland W. Veit	96,800	\$299,926	22,533	\$87,378	\$387,304
Anne G. Saunders	--	--	16,962	\$75,907	\$75,907
Robert B. Johnston ⁽¹⁾	13,500	\$51,319	5,193	\$15,330	\$66,649
Donald J. Tringali ⁽¹⁾	5,000	\$15,589	14,839	\$44,239	\$59,828
Nancy L. McKenzie ⁽¹⁾	--	--	1,956	\$6,067	\$6,067

(1) Messrs. Johnston and Tringali each have until 2025 to comply with the share ownership value requirement. Ms. McKenzie and Mr. Wallace, if elected as Director, each has until 2026 to comply with the share ownership value requirement.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation of Directors and executives and related matters are the responsibility of the Compensation Committee. The Compensation Committee reviews and recommends compensation levels and terms for the President & Chief Executive Officer (the "CEO") and the Directors to the Board. The Compensation Committee also reviews and recommends individual goals and objectives relevant to the total compensation package of the Chief Financial Officer (the "CFO" and approves the bonus payout and long term incentive plan awards, if any for the CFO. Other than as set out herein, hiring and compensation of other executives of Swiss Water and its subsidiaries is the responsibility of the CEO, operating within the guidelines established by the Compensation Committee and Board, as applicable. Following discussions with the CEO and after receiving his recommendations, the Compensation Committee is responsible for approving incentive compensation levels of other executives.

Compensation Governance

The Board has appointed a Compensation and Corporate Governance Committee ("Compensation Committee") to review and approve compensation for members of management and to recommend to the Board for approval the compensation arrangements for the CEO and the Directors. The full Terms of Reference of the Compensation Committee are included in **Appendix A**.

As of the date hereof, the Compensation Committee is comprised of Ms. Saunders (Chair), Mr. Veit, and Mr. Johnston. The majority of the members of the Compensation Committee are "independent" within the meaning of section 1.4 of Multilateral Instrument 52-110. Mr. Veit is a non-management Director member of the Compensation Committee. No member of the Compensation Committee (i) was indebted to the Company during the fiscal year ended December 31, 2020, (ii) was an officer or employee of the Company during the fiscal year ended December 31, 2020; or (iii) was formerly an officer of the Company.

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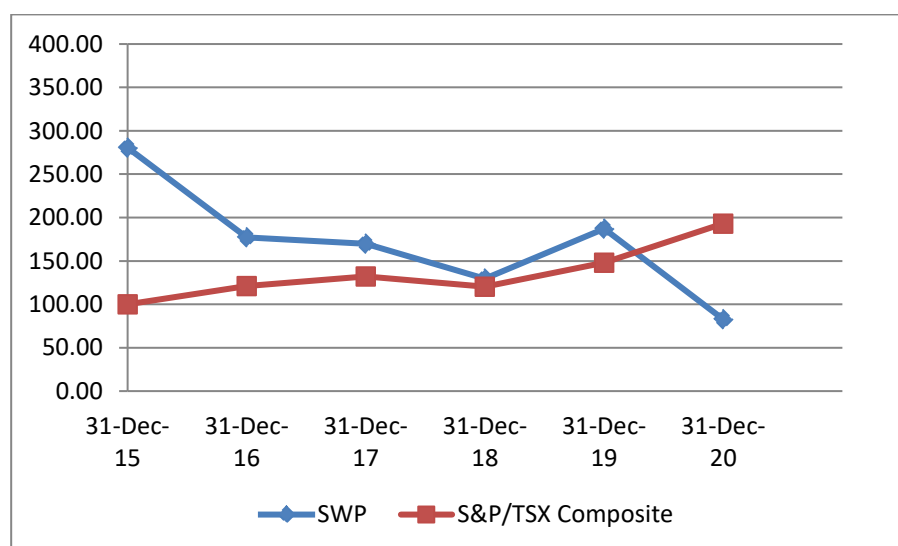
Mr. Veit operates a coffee business that does business with Swiss Water. His company buys decaffeinated coffee and/or decaffeination services from Swiss Water and sells green coffee to Swiss Water. All transactions are in the normal course of business. These transactions are discussed in greater detail in the Company's audited financial statements for the year ended December 31, 2020, which are available on www.sedar.com.

Compensation Committee Member Experience

The Board believes that each committee member has direct experience relevant to the Compensation Committee's responsibilities in executive compensation. The biographies and relevant experience of each Compensation Committee member are included under '*About proposed Directors*'.

Performance Graph

A substantial portion of executive compensation is fixed irrespective of financial or share price performance, reflecting the non-variable portions (salary and RRSP contributions) of the total compensation which do not change with the level of cash generated by the business. The Board believes that non-variable compensation components are necessary to attract and retain executives, and these aspects of compensation are consistent with the Company's discussed under '*Compensation Philosophy*'. The following graph compares the cumulative total return, including the reinvestment of distributions and dividends, from an investment of \$100 in shares made on December 31, 2015, with the cumulative total return of the S&P/TSX Composite Index.



Compensation Philosophy

The Company's executive compensation program is based on a "pay for performance" philosophy and is designed to attract, retain and reward high calibre and experienced executives who will contribute to the success of the Company. Executives are motivated through various elements of the compensation program to meet annual performance goals and to enhance long-term shareholder value.

The compensation strategy is intended to accomplish the following objectives:

- to attract, retain and effectively reward executive talent;
- to provide compensation that is competitive with that offered in the marketplace;

- to align compensation with corporate business strategies; and
- to ensure alignment of personal interests of the executive team with those of the Shareholders.

The Compensation Committee believes these objectives will be reached with a total compensation package comprised of base salary, short-term variable compensation tied to performance in each fiscal year, longer-term incentives which increase share ownership of executives, benefits and perquisites. In 2014 the Compensation Committee engaged Towers Watson to review executive compensation practices. Following this assessment, the total compensation package was targeted at the 25th to the 50th percentile of comparable companies, reflecting the relatively small size of the Company. Compensation is generally considered competitive if it is within 10% to 15% of this market positioning. Members of the management team have the ability to exceed the targeted compensation levels if targets under the incentive plans are exceeded. Although target awards under the short-term incentive plan are aimed at market median levels, actual awards paid to executives vary above and below target levels based upon corporate performance. The compensation for the CEO is determined on the same factors and criteria as the other Named Executive Officers.

Risks Associated with Compensation Policies and Practices

The Compensation Committee is responsible for considering the risks associated with the Company's compensation policies and practices. In order to fulfil this responsibility, the Compensation Committee reviews the Company's compensation components and practices annually and considers those factors that could encourage members of management to take inappropriate or excessive risks. This includes an assessment of risks facing the Company and their potential impact on compensation plans, as well as the overall balance and terms of compensation arrangements. As part of this assessment, the Compensation Committee also considers the Company's internal controls, processes and procedures which would mitigate excessive risk taking by management. The compensation risk analysis is prepared by the Chief Financial Officer, who serves as the Company's principal risk Officer, and is presented to the Compensation Committee for its consideration. In 2015, Towers Watson also conducted a compensation risk analysis as part of their engagement by the Compensation Committee. No substantive differences were noted under this independent risk analysis.

The Chief Financial Officer conducted a compensation risk analysis in February 2020, and no compensation related risks were identified that are reasonably likely to have a material adverse effect on the Company.

Periodic Compensation Review

Periodically, the Compensation Committee of the Board engages a third party consulting firm to provide an independent review of the Company's relative compensation competitiveness.

In the second half of 2020, the Company's Compensation Committee engaged Compensation Governance Partners Inc. ("CGP") to: review the Company's current executive compensation practices from a total compensation perspective; assess how well the current compensation plans align with the Company's objectives and business strategy; review and confirm appropriate peer groups for the executive team; assess the competitiveness of the Company's executive compensation based on current roles, scope and responsibilities; conduct a compensation survey; and, assess the risks associated with the Company's compensation arrangements.

In performing this work, CGP and the Compensation Committee agreed on a revised primary peer group consisting of publicly traded companies of similar size; other food industry companies with revenues of less

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than \$400 million; and similar sized general industry companies that regularly pay a dividend. It was noted that setting the primary peer group was particularly challenging as there are no publicly traded companies in the same business. At the time of the review, it was agreed that the primary peer group would consist of the following 13 North American companies:

Andrew Peller Limited	Bridgford Foods Corporation	AgroFresh Solutions Inc.
Lifevantage Corporation.	Coffee Holding Co. Inc.	Reliv' International Inc.
Corby Spirit and Wine Limited	Lifeway Foods Inc.	S&W Seed Company
Natural Alternatives International Inc.	Waterloo Brewing Ltd.	Big Rock Brewery Inc.
Village Farms International, Inc.		

Given the Company size relative to the primary peer group, CGP recommended and the Compensation Committee agreed that the Company target compensation levels at the 25th percentile of the primary peer group.

As a secondary reference point, CGP provided data compiled from its 2020 General Canadian Industrial Compensation database for all participants with annual revenue of \$500 million or less (a total of 45 companies). This secondary peer group allowed for comparisons to the 25th percentile pay levels. This is consistent with the Company's practice of using this secondary peer group to assess management compensation levels when third party consultants are not engaged by the Compensation Committee. The Compensation Committee believes that this is a relevant benchmark for the Company and its subsidiaries, as they represent companies of similar size and sales revenue that compete in the same geographic regions for executive talent.

The Compensation Committee continues to monitor the Company's relative compensation competitiveness. In 2021 it approved the adoption of the abovementioned peer group and is considering changes to executive compensation for the year 2021. The changes in the approach are to encompass compensation that is more financial-metric focused, which is in line with shareholders' expectations.

Executive Compensation Related Fees

The Company did not engage any compensation consultant or advisor during the years 2018 and 2019. During the years 2020 and 2021, the Company paid \$37,800 in total to Compensation Governance Partners Inc. for the abovementioned review of executive compensation practices. No other services were retained from this consultant.

Management's Role in the Compensation Setting Process

Members of management, including the CEO, participate in various aspects of the compensation setting process including: (i) recommending compensation programs, compensation policies, compensation levels and incentive opportunities; (ii) compiling and preparing materials for Compensation Committee meetings, including benchmark market data; (iii) recommending performance targets and objectives; and (iv) ensuring effective evaluation of employee performance.

Hedging Prohibited

The Company's Code of Business Ethics (the "Code") prohibits any Director or Officer of the Company from purchasing financial instruments (such as prepaid variable forward contracts, equity swaps, collars, or units of exchange funds) that are designed to hedge or offset a decrease in the market value of any of the Company's securities granted as compensation or held, directly or indirectly, by such Director or Officer.

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Elements of Executive Compensation

The main elements of executive compensation are base salary, benefits and perquisites, pension benefits, long-term incentive awards, and short-term variable incentive pay. Each compensation element is described as follows.

Base Salary, Benefits, and Perquisites

To ensure compensation is competitive in the marketplace for executive talent, base salaries are targeted to the 25th percentile levels of comparable entities, as described under '*Periodic Compensation Review*'. Salary for a position is deemed to be competitive if it is within 15% of the comparator group base salary for the relevant quartile. Salaries are adjusted as necessary to maintain the desired competitive position in the marketplace. Salaries, benefits and perquisites are reviewed annually and adjustments are made when appropriate. Individual variations in base salaries reflect job scope, experience, retention risk, and other relevant factors.

Swiss Water and its subsidiaries offer group life, health and dental benefits, paid time off, and other benefits to employees on a competitive level with peer companies, ensuring that benefit costs are prudently managed.

Pension Benefits

Swiss Water does not have a pension plan. Instead, the Company and its subsidiaries make contributions to RRSPs (or in the case of employees residing in the United States, to an IRA account) in the names of employees, which accounts are controlled by the individual employees. The Company contributes 5% of base salary and will also match an employee's own contribution up to a maximum of 2% of the employee's base salary, into the RRSP. For employees residing in the United States, the subsidiary contributes 2% of salary to an IRA in the name of such employee (consistent with US laws governing individual retirement accounts). Due to the annual RSP contribution limits set by the federal government, the above entitlement exceeded the CEO's RRSP annual contribution limit. Therefore, the Company contributes any amount above the annual RRSP contribution limit to a non-registered pension account controlled by the CEO.

Short-Term Incentive Plan ("STIP")

Each member of management participates in a variable pay bonus plan, with payments under the STIP tied to the achievement of specific targets that derive from the Company's strategic and operating plans. The amounts paid out under the STIP increase or decrease with performance, and thus provide an element of compensation at risk.

In 2020, the performance objectives, weights, targets, thresholds, maximums and actual performance were as follows. All payments under the STIP are subject to maximum levels.

Objective	Weight	Target	Threshold	Maximum	Actual	% Pay-out
Grow processing volumes	CEO/ CFO 20%	Achieve 110% of 2019 processing volumes	Achieve 103% of 2019 processing volumes	Achieve 117% of 2019 processing volumes	95% of 2019 processing volumes	0.0%
	Others 20%					

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Objective	Weight		Target	Threshold	Maximum	Actual	% Pay-out
EBITDA ⁽¹⁾ which excludes the impact of IFRS 16	CEO/ CFO 25%		\$7.80 million	\$5.85 million	\$9.75 million	\$7.04 million	80.0%
	Others 30%						
Make measured progress against the strategic plan	CEO /	Others 25%	Discretionary	Discretionary	Discretionary	68% of this objective was achieved	68.2%
Individual component	CFO 55%	Others 25%	Discretionary	Discretionary	Discretionary	68% of this objective was achieved	68.2%

(1) **EBITDA** under the 2020 STIP program is the same as is contained in the Company's Management Discussion and Analysis for 2020. It is defined as net income before interest, depreciation, amortization, impairments, share-based compensation, gains/losses on foreign exchange, gains/losses on disposal of property and capital equipment, fair value adjustments on embedded options, unrealized gains/losses on foreign exchange, unrealized gains/losses on an undesignated portion of foreign exchange forward contracts, and provisions for income taxes.

In January 2021, Compensation Governance Partners was engaged by the Compensation Committee to review the STIP including targets and thresholds and to provide guidance on how to improve the link between pay and performance. Compensation Governance Partner's review took a principles-based approach, and considered whether the performance targets:

1. Align with and support the business strategy
2. Align with compensation strategy and organization culture
3. Encourage appropriate risk taking (aligned with the organization's risk appetite), and
4. Align across goals consistently.

The review determined that the performance targets demonstrated strong alignment with the considerations noted above, and recommended revisions in how payments against performance are calculated. The revisions provided for more direct pay-for-performance, such that bonus amounts (and possible ranges of bonus payments) would have a more direct correlation to corporate performance. These recommendations have been approved for implementation for 2021.

Under the STIP, the Compensation Committee annually approves the performance objectives for the executives, as well as the target levels of performance for each objective, the thresholds below which no payments against an objective will be paid and the weights assigned to each objective. In respect of the CEO's performance objectives, the Compensation Committee recommends, and the Board reviews and approves the objectives, targets, thresholds and weights for the CEO each year.

Following the review of the STIP program by Corporate Governance Partners, it was determined by the Compensation Committee that all executives will have the same performance objectives. The proposed objectives, weights, targets, thresholds and maximum levels for each objective are reviewed and approved by the Compensation Committee each year for all executives. The Board then reviews and approves the objectives, weights, targets, thresholds and maximum ranges for each of the CEO's objectives.

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Long-Term Incentive Plan (“LTIP”)

The Company adopted a restricted share unit plan in June 2011, which was amended in June 2019 (“RSU Plan”). The general provisions of the RSU Plan are described in more detail under ‘*Share-based compensation*’.

Periodic grants are proposed by management, reviewed and approved by the Compensation Committee and, for those RSUs granted to the CEO, approved by the Board. These grants vest as determined by the Compensation Committee, and may not vest later than the third anniversary of the respective grant date, provided the grant recipient is still employed by Swiss Water or one of its subsidiaries as at the date of vesting. Upon vesting, each RSU converts to one Share.

These grants allow participants to receive up to 50% of the market value of the award in cash (instead of Shares) upon vesting, in order to facilitate payment of taxes owing on the awards. Any RSUs paid in cash are returned to the pool and may be re-issued, subject to the maximum number of shares available under the Plan. Each award that is granted is increased by the value of dividends paid to Shareholders during the vesting period, using a formula that uses the higher of the then-current share price and \$3.20¹.

The amounts of the initial grants as well as subsequent grants were designed to ensure that the number of shares reserved for issuance under the RSU Plan is sufficient for the RSU Plan to last at least 5 years (i.e. until June 2023) in order to limit dilution to Shareholders. In June 2019, the Shareholders approved an increase in the number of common shares available for issuance under the RSU from 333,760 shares to a maximum of 815,509 Shares, which represented 9% of the issued and outstanding shares at that time.

In January 2021, Compensation Governance Partners was engaged by the Compensation Committee to review the LTIP. They determined that the current LTIP structure adequately links awards to performance however they recommended that the Company strengthen the correlation with the delivery of strategic objectives going forward.

COMPENSATION OF EXECUTIVE OFFICERS

Report On Executive Officers Compensation

The following executive officers are considered “Named Executive Officers” for the purposes of disclosure requirements. No other individuals are in charge of a principal business unit, division or function, or performed policy-making functions in respect of the Company. The 2018 and 2019 Annual Incentive Plans reflect actual amounts paid out, while for 2020, the values reflect an estimated amount the Company has accrued but has not yet paid to the Named Executive Officer.

¹ The formula is: Additional RSUs = [Current RSUs * (dividend paid/deemed share price)], where the deemed share price is the higher of the current market value of shares (using a volume weighted average share price for the 5 trading days immediately preceding the dividend payment date) or \$3.20. If the current market value is lower than \$3.20 per share, the dividend yield will be lower than the current market yield, as the denominator in the yield calculation will be higher than the current market value.

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Name and Principal Position	Year	Salary (\$)	Share-Based Awards ⁽¹⁾ (\$)	Option-Based Awards (\$)	Non-Equity Incentive		Pension Value (\$)	All Other Compensation ⁽³⁾ (\$)	Total Compensation (\$)
					Annual Incentive Plans ⁽²⁾	Long-Term Incentive Plans			
Frank A. Dennis President & Chief Executive Officer	2020	356,858	112,000	--	106,115	--	--	24,980	599,953
	2019	349,860	177,139	--	196,797	--	--	24,490	748,286
	2018	343,000	241,500	--	167,538	--	--	24,010	776,048
Iain T. Carswell Chief Financial Officer ⁽⁴⁾	2020	260,100	64,000	--	54,069	--	--	18,207	396,376
	2019	255,000	75,917	--	100,406	--	--	17,850	449,173
	2018	62,500	--	--	15,264	--	--	4,375	82,139
Barry Close VP Operations	2020	202,415	32,000	--	25,302	--	--	14,169	273,886
	2019	198,446	50,611	--	57,549	--	--	13,891	320,497
	2018	194,555	69,000	--	47,515	--	--	13,619	324,689
David Kastle Senior VP Trading ⁽⁵⁾	2020	258,761	32,000	--	20,379	--	--	18,113	329,252
	2019	242,901	50,611	--	74,776	--	--	5,325	373,613
	2018	240,221	69,000	--	58,688	--	--	5,050	372,959
Sherry Tryssenaar Chief Financial Officer ⁽⁶⁾	2020	--	--	--	--	--	--	--	--
	2019	--	--	--	--	--	--	--	--
	2018	88,629	--	--	--	--	--	6,204	94,833

- (1) Share-based awards reflect the deemed value of RSU awards granted during the year, even though these awards are not payable until vesting (on the third anniversary of the grant date). Grants were made on February 24, 2017 (which vested in 2020), April 11, 2018 (which vested on February 23, 2021), February 23, 2019, and February 20, 2020. The value was determined by multiplying the number of RSUs granted in the year by the volume-based weighted average share price for the 5 trading days immediately preceding the grant date, in accordance with the terms of the RSU Plan. The actual value of the RSUs cannot be determined until the RSUs are converted to shares and sold or paid in cash on vesting.
- (2) Annual incentives plans represent payments made under the Company's STIP program and include any discretionary bonus payments. The Company has no long-term non-equity incentive plans.
- (3) The Company does not offer a pension plan. The amounts in this column consist of contributions paid to retirement savings plans in the name of the respective Named Executive Officers. For Canadian resident employees, the plan provides for payment of 5% of base salary and the Company will also match an employee's own contribution up to a maximum of 2% of the employee's base salary. For employees residing in the United States, the Company contributes 2% of cash compensation to individual retirement accounts. Perquisites and other personal benefits do not exceed the lesser of \$50,000 and 10 percent of the total salary for any of the Named Executive Officers, and as such are not disclosed here.
- (4) Mr. Carswell became the Company's Chief Financial Officer effective October 1, 2018.
- (5) Until January 2021, David Kastle was employed by Swiss Water Decaffeinated Coffee Company USA, Inc. (a wholly owned subsidiary of Swiss Water), and was paid in US dollars. All amounts shown were converted into Canadian dollars using the average US-Canadian dollar exchange rate for the applicable year.
- (6) Ms. Sherry Tryssenaar retired on May 31, 2018.

Report On CEO Compensation

The Board reviews and sets the CEO's compensation, using the compensation elements including base salary, short-term incentives, long-term incentives, benefits and perquisites, to recognize performance and promote leadership by the CEO. All compensation decisions for the CEO are approved by the Board on the recommendation of the Compensation Committee.

In 2018, 2019, and 2020, after a compensation review, by the Compensation Committee, the CEO's salary was adjusted for a cost of living increase by 5%, 2%, and 2%, respectively. Each year the Board approves a number of performance objectives for Mr. Dennis for the coming year, as is discussed in more detail in 'Elements of Executive Compensation – Short-Term Incentive Plan'.

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Indebtedness of Directors and Executive Officers

The following table sets forth, as at the date of this Management Information Circular, the information in respect of the aggregate indebtedness of current and former executive officers, Directors and employees of the Company or any of its subsidiaries.

Aggregate Indebtedness (\$)		
Purpose	To the Company or its Subsidiaries	To Another Entity
Share purchases	--	--
Other	--	--

The following table sets forth the indebtedness of each Director or executive officer who is, or at any time since the beginning of the most recently completed financial year has been indebted to the Company or any of its subsidiaries. No Director or executive officer has any indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit, or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

Indebtedness of Directors and Executive Officers under ⁽¹⁾ Securities Purchase and ⁽²⁾ Other Programs						
Name and Principal Position	Involvement of Company or Subsidiary	Largest Amount Outstanding During 2019 ⁽¹⁾⁽²⁾ (\$)	Amount Outstanding ⁽¹⁾	Financially Assisted Securities Purchases During the year	Security for Indebtedness (security purchase programs only)	Amount Forgiven During the year (\$)
Securities Purchase Programs						
--	--	--	--	--	--	--
Other Programs						
--	--	--	--	--	--	--

Incentive Plan Awards

The following table shows the value of share-based awards vested during the year, as well as the value of non-equity incentive plan compensation earned during the year 2020. The Company has no option-based awards.

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Frank A. Dennis	--	\$135,063	\$106,115
Iain T. Carswell	--	--	\$54,069
Barry Close	--	\$38,589	\$25,302
David Kastle	--	\$63,007	\$20,379

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Outstanding Share-Based Awards

The following table shows all equity-based awards outstanding at the end of the most recently completed fiscal year. The only share-based awards the Named Executive Officers hold are RSUs. The Company has no option-based awards.

Name	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (\$)	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ⁽¹⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Frank A. Dennis	--	--	--	--	109,405	\$315,085	--
Iain T. Carswell	--	--	--	--	35,597	\$102,521	--
Barry Close	--	--	--	--	31,258	\$90,024	--
David Kastle	--	--	--	--	31,258	\$90,024	--

(1) Share-based awards reflect the number of granted RSUs (and not yet vested) as at the end of the most recently completed fiscal year, even though these awards are not payable until these grants vest, which is on the third anniversary of the grant date. Grants were made on April 11, 2018 (which vested on February 23, 2021), February 23, 2019, and June 30, 2020. The market or payout value was determined by multiplying the number of RSUs granted and vesting by the volume-based weighted average share price for the 5 trading days immediately preceding the end of the most recently completed fiscal year. The actual value of the RSUs cannot be determined until the RSUs are converted to shares and sold or paid in cash on vesting.

Employment Agreements, Termination, and Change of Control Benefits

Mr. Dennis, Mr. Carswell, and Mr. Close are employees of Swiss Water Decaffeinated Coffee Inc. Mr. Kastle was an employee of Swiss Water Decaffeinated Coffee Company USA, Inc. (a wholly owned subsidiary of Swiss Water). The following describes the key terms of each of their employment agreements.

Mr. Frank A. Dennis, Director, President and CEO

In the event that Mr. Dennis' employment is terminated without cause by the Company (including upon a change of control) or he terminates his employment (1) within twelve months of a change of control, or (2) for good reason (both as defined in the executive employment agreement), Mr. Dennis' employment agreement provides for severance payments of 24 months of salary and a pro-rata payment under the short-term incentive plan for the year in which employment was terminated. In addition, Mr. Dennis would receive a continuation of specified benefits (where reasonably practicable and permitted under the terms of any group or individual insurance programs) for 12 months. In the event of Mr. Dennis' death during his service with the Company, his estate will be entitled to receive a pro-rata portion, if any, of his base salary and annual bonus entitlement, if any, up to the date of his death which remains unpaid.

Mr. Iain T. Carswell, CFO

In the event that Mr. Carswell's employment is terminated without cause by the Company or he or the Company terminates his employment within twelve months of a change of control (as defined in the executive employment agreement), Mr. Carswell will receive or give, as the case may be, 3 months written notice of termination, as well as severance payments equal to 12 months of base salary and incentive payments that would have been owed to him during his period of service with Swiss Water. In addition,

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Mr. Carswell would receive a cash payment equal to the cost of all benefits which would have been paid by Swiss Water for himself and his family for 6 months immediately following his termination.

Mr. Barry Close, Vice President of Operations

In the event that Mr. Close's employment is terminated without cause by the Company or he or the Company terminates his employment within twelve months of a change of control (as defined in the executive employment agreement), Mr. Close will receive or give, as the case may be, 3 months written notice of termination, as well as severance payments equal to 6 months of base salary and incentive payments that would have been owed to him during his period of service with Swiss Water. In addition, Mr. Close would receive a cash payment equal to the cost of all benefits which would have been paid by Swiss Water for himself and his family for 6 months immediately following his termination.

Mr. David Kastle, Senior VP Trading

Mr. Kastle left the company in January 2021.

Share-Based Awards Agreements

The outstanding RSU awards contain provisions related to change in control, death or termination without cause. Specifically, in the event that an Award recipient passes away or is terminated without cause including upon change of control, the Award will vest rateably to the relevant date. Additionally, each of Mr. Dennis' and Mr. Carswell's RSUs vest in full in the case of termination within 12 months of a change in control.

Agreements Summary Table

The following table sets out the severance amounts that would have been payable to the Named Executive Officers had their employment been terminated without cause including upon change in control (and in the case of Mr. Dennis, if he terminated his employment for good reason as defined in the executive employment agreement) effective December 31, 2020.

	Frank A. Dennis (\$)	Iain Carswell (\$)	Barry Close (\$)
Salary	713,716	260,100	101,208
Incentive Payments	180,394	92,034	25,554
Share-Based Compensation ⁽¹⁾	94,403	44,531	26,972
Estimated Cost of Benefits	24,980	9,104	7,085
Total	1,013,493	405,769	160,818

- (1) The estimated value of the share-based compensation reflects the number of RSUs that would have vested for each of the Named Executive Officers as at December 31, 2020, assuming vested rateably. The value was determined by multiplying the number of RSUs granted and vested, and outstanding as at the date of this report, by the volume-based weighted average share price for the 5 trading days immediately preceding the relevant date, in accordance with the terms of the RSU Plan. The actual value of the RSUs cannot be determined until the RSUs are converted to shares and sold or paid in cash on vesting.

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SHARE-BASED COMPENSATION

Restricted Share Unit Plan

In June 2019, Shareholders approved amendments to the RSU Plan, which was originally approved by the Shareholders in 2011. Under the RSU Plan, Swiss Water Shareholders approved a maximum of 815,509 common shares, being 9% of the issued and outstanding shares of the Company, for issuance under the Restricted Share Unit Plan. The following is a summary of important provisions of the RSU Plan.

Summary of RSU Plan

Purpose. The purpose of the RSU Plan is to promote the Company's interests and long-term success by providing officers, employees and consultants with greater incentive to develop and promote the Company's business and financial success over the longer term, to further align the interest of persons to whom Awards may be granted with those of the Shareholders generally through a proprietary ownership interest in the Company, and to assist the Company in attracting, retaining and motivating its officers, employees and consultants. As the values of the awards under the RSU Plan increase or decrease with the share price, the RSU Plan provides an element of compensation at risk.

Eligible Participants. The RSU Plan is administered by the Compensation Committee which has been empowered by the Board to set the terms of incentive awards under the Plan. The Compensation Committee can, from time to time, grant Awards to any officer, employee, including an employee who is also a director, in their capacity as an employee, or any individual, company or other person engaged to provide ongoing valuable services to the Company (a "**Consultant**") (an "**Eligible Person**").

No Grants to Independent Directors. Independent Directors are not eligible to participate in the RSU Plan.

Maximum Grant to Any One Participant. The aggregate number of shares issuable to any person to whom Awards have been granted under the RSU Plan (each, a "**Participant**") within any one year period cannot, in aggregate, exceed 1% of the then outstanding Shares. In addition, the maximum number of shares issuable at any time, and issued in any one year period, to Participants who are Insiders, pursuant to the RSU Plan or when combined with any other share compensation arrangements of the Company, cannot exceed 10% of the total number of outstanding Shares.

Vesting of Awards. Each Award will vest on the date or dates determined by the Compensation Committee and specified in the Award Agreement pursuant to which such Award is granted, provided that unless previously forfeited, such date may not be later than the date which is the last day of the 3rd calendar year following the date on which such Award is granted.

Forfeiture of RSUs. Except as determined by the Compensation Committee, all Awards will cease to vest upon: (i) the date upon which the Participant ceases to be employed or (ii) the death of the Participant. Unvested Awards shall be forfeited and terminated, provided, however, that the Compensation Committee may, when it finds that a waiver would be in the best interest of the Company, waive in whole or in part of any or all remaining restrictions with respect to RSUs.

Payment. Awards will be settled in Shares, unless the Company offers the Participant the right to receive cash in lieu of shares and the Participant, in his/her sole discretion, so elects.

Procedure for Amending. Shareholder approval must be obtained by ordinary resolution for any amendment that would: (i) increase the number of shares reserved for issuance under the RSU Plan; (ii) extend the term of an Award beyond its original expiry time; (iii) allow for the participation by independent

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directors in the RSU Plan; or (iv) permit an Award to be transferable or assignable to any person other than in accordance with the RSU Plan.

Notwithstanding the foregoing, Shareholder approval is not required for amendments of a clerical nature, amendments to reflect any regulatory authority requirements (including those of the Toronto Stock Exchange), and amendments to the expiry date of an Award so long as such amendments do not extend the term of an Award past the original date of expiration.

Non-transferability of awards. RSUs granted are not transferable or assignable to anyone other than the Participant. RSUs can only be exercised by the Participant or their legal representative in case of death or incapacity by reason of physical or mental infirmity.

Other Material Information. Appropriate adjustments to the RSU Plan and to the Awards granted thereunder will be made by the Compensation Committee to give effect to adjustments in the number and type of shares (or other securities or other property) resulting from subdivisions, consolidations, substitutions, or reclassifications of Shares, payment of stock dividends or other changes in the Company's capital. In the event of any merger, acquisition, amalgamation, arrangement, or another scheme of reorganization that results in a change of control, the Compensation Committee will, in an appropriate and equitable manner:

- (a) determine any adjustment to the number and type of shares (or other securities or other property) that thereafter shall be made the subject of Awards;
- (b) determine the number and type of shares (or other securities or other property) subject to outstanding Awards;
- (c) determine the unit price with respect to any Award, provided, however, that the number of shares covered by any Award or to which such Award relates shall always be a whole number;
- (d) determine the manner in which all unexercised Awards granted under this Plan will be treated including, without limitation, requiring the acceleration of the time for the exercise of such Awards by the Participants, the time for the fulfilment of any conditions or restrictions on such exercise, and the time for the expiry of such rights;
- (e) offer any Participant the opportunity to obtain a new or replacement award for securities into which the shares are changed or are convertible or exchangeable, on a basis proportionate to the number of shares issuable under the Award (and otherwise substantially upon the terms of the Award being replaced, or upon terms no less favourable to the Participant) including, without limitation, the periods during which the Award may be exercised and expiry dates; and in such event, the Participant shall, if he/she accepts such offer, be deemed to have released his/her Award and such Award shall be deemed to have lapsed and be cancelled; and
- (f) commute for or into any other security or any other property or cash, any Award that is still capable of being exercised, upon giving to the Participant to whom the Award has been granted at least 30 days written notice of its intention to commute such Award, and during such period of notice, the Award, to the extent it has not been exercised, can be exercised by the Participant without regard to any vesting conditions attached thereto, and on the expiry of such period of notice, the unexercised portion of the Award will lapse and be cancelled.

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Securities Authorized for Issuance under RSU Compensation Plan

From the adoption of the RSU Plan until the date of this Management Information Circular, all of the RSUs representing the right to acquire shares under the RSU Plan were granted and were either exercised (153,580 RSUs) into shares or, as at December 31, 2020, are in the process of vesting (306,850 RSUs).

In the last three years, the Company granted the following amount of RSUs:

Description	2018	2019	2020
RSUs granted	91,000	98,000	121,140
RSUs issued for dividends	4,891	8,142	2,098
Total	95,891	106,142	123,238
Weighted average number of outstanding Shares as at December 31	9,058,149	9,061,210	9,076,188
Granted RSUs as a percentage of weighted average number of outstanding Shares	1.1%	1.2%	1.4%

The following table sets forth, as at December 31, 2020, the information in respect of the Company's compensation plans under which shares are authorized for issuance:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by securityholders ⁽¹⁾	306,850	--	355,079
Equity compensation plans not approved by securityholders ⁽¹⁾	--	--	--
Total	306,850	--	355,079

(1) The only equity compensation plan under which shares can be issued is the RSU Plan, described in 'Share-based Compensation'. The weighted average exercise price of outstanding RSUs is based on a formula using a volume weighted average share price for the 5 trading days immediately preceding the maturity date. The actual value of the RSUs weighted average exercise price cannot be determined until the RSUs are converted to shares and sold or paid in cash on vesting.

Deferred Share Unit Plan

In September 2011, the Compensation Committee and the Board approved the creation of a Deferred Share Unit Plan ("DSU Plan") for Directors and designated employees of the Company. The DSU Plan is designed to allow Directors, and if designated by the Compensation Committee, specified employees, the opportunity to defer a portion of their cash compensation by directing it into a phantom-equity plan, and thus align their interests with Shareholders. The DSU Plan is administered by the Compensation Committee, subject to Board approval of certain awards as determined by the terms of the DSU Plan. The following is a summary of important provisions of the DSU Plan.

Summary of DSU Plan

Directors and employees who are eligible to participate in the DSU Plan in any particular fiscal year may elect to receive in DSUs a specified percentage of their Directors' remuneration (in the case of Directors) or bonus entitlement (in the case of employees) for such fiscal year by giving written notice to the Company in a form specified in the DSU Plan. DSUs acquired through such an election are automatically vested in full upon issuance.

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Subject to Board approval, the Company may grant discretionary awards of DSUs to any Director or designated employee.

Accounts. The company is required to establish an account for each participant. All DSUs shall be credited to the accounts of participants as at the applicable award date. The deferred amount shall be expressed in Canadian dollars, and in each case, the number of DSUs to be credited to an account shall be determined by dividing the deferred amount by the fair market value on the trading day immediately preceding the award date.

On the last day of each fiscal quarter, the Company shall determine whether any dividend has been paid on shares during such fiscal quarter, and if so, the rate thereof per share (expressed as a percentage based on the closing price of the shares on the record date for the payment of the applicable dividend) (the “**Dividend Rate**”). The Company shall credit each account with an additional number of DSUs equal to the number of DSUs in the respective account on the record date for such dividend multiplied by the Dividend Rate.

Redemption Events. DSUs shall not be redeemed except upon the occurrence of any one of the following events (each a “**Redemption Event**”): (a) the death of such participant; (b) the retirement of such participant; (c) in the case of a designated employee, the termination of such employee’s employment with the Company or one of its subsidiaries; or (d) unless the Board in good faith determines that the nature of the transactions resulting in a change of control are such that it would not be appropriate for such change of control to constitute a Redemption Event, a change of control.

Redemption. Upon the occurrence of a Redemption Event with respect to a particular participant, such participant will be entitled to receive a lump sum payment, net of applicable withholding taxes, equal to the product of (i) the number of DSUs in such participant’s account on the date of the Redemption Event and (ii) the fair market value of one share on the date of the Redemption Event. Upon the occurrence of a Redemption Event, the DSUs in the applicable participant’s account will not represent any right other than the right to receive a lump sum cash payment referred to herein, and such DSUs shall automatically be cancelled immediately following the payment of such lump sum amount.

DSUs Granted

In February 2018, the Board approved a director compensation structure which included a retainer in the form of DSUs with a value of \$20,000. Directors are also encouraged to voluntarily participate in the DSU Plan, by directing a portion of the cash compensation paid to them into DSUs. Four directors elected to direct a portion of their cash compensation into DSUs in 2020. See ‘Compensation of Directors’. As at the date hereof, 161,293 discretionary awards have been granted under the DSU Plan.

CORPORATE GOVERNANCE PRACTICES

The Board of Directors

The majority of Directors are “Independent” as such term is defined for the purposes of National Instrument 58-101 “Disclosure of Corporate Governance Practices”. Mr. Frank Dennis is the President and CEO of Swiss Water. Mr. Veit is the Chairman of a coffee company which does business with Swiss Water. That company buys decaffeinated coffee and/or decaffeination services from Swiss Water, and sells green coffee to Swiss Water. All transactions are in the normal course of business, and none of the transactions are material to the Company. Mr. Veit is a non-management Director of the Company. The Chair of the Board is Mr. Tringali, who is an Independent Director.

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Nomination of Directors

The Compensation Committee, which is comprised of a majority of independent Directors, considers proposed nominees for Directors as part of planned Board renewal and as vacancies arise, with a view to ensuring that the Board is comprised of individuals with a complementary range of general business and industry-specific experience and financial literacy. This Committee may, if necessary, engage the assistance of outside advisors to identify suitable nominees for election as Directors. The terms of reference detailing the responsibilities of this Committee are attached as **Appendix A** to this Management Information Circular.

Business Ethics

The Company has adopted a written Code of Business Ethics that applies to the Directors, management and employees of Swiss Water and its subsidiaries. The Code of Business Ethics also applies to third parties, as determined by the Board of Directors. The Code of Business Ethics is reviewed on an annual basis and it was most recently revised and approved by the Board in November 2020. The Board monitors compliance with the Code of Business Ethics. The Board, in compliance with the Code of Business Ethics and applicable corporate law, ensures that Directors who have a material interest in proposed transactions involving the Company disclose such interest prior to consideration of the relevant matter by the Board and abstain from voting on approval of such transactions as appropriate.

Number of Women on the Board and in Executive Officer Positions

Swiss Water currently has seven directors, two of whom are women, representing 29%, of the Directors. Of the seven nominees for election at the 2021 Annual General and Special Meeting of Shareholders, the two female directors will represent 29% of the Board. At this time there are no Named Executive Officers who are women.

Position Descriptions for Board and Committee Chairs

Each of the Chair and the Committee Chairs is an Independent Director. The Board has developed written position descriptions for the Chair of the Board and the chairs of the Committees (the "Committee Chairs").

The Chair is responsible for the management, development and effective performance of the Board and leads the Board to ensure that it fulfils its duties as required by law and as set out in the Board's terms of reference. The Committee Chairs are responsible to lead and oversee the applicable Committee to ensure it fulfils its mandate as set out in its terms of reference and reporting regularly to the Board on the activities of the Committee.

Director Orientation and Continuing Education

The Compensation Committee is responsible for ensuring that Directors receive appropriate orientation and education as to their duties and responsibilities and an understanding of the Company's business. In 2020, the Compensation Committee updated the Director Orientation process. From time to time, management provides the Directors with education sessions during Board meetings on topics such as the coffee industry, trends in the food industry in general, market conditions, financing alternatives and governance practices. Individual Directors also participate in education sessions offered by the Institute of Corporate Directors ("ICD"), the National Association of Corporate Directors ("NACD"), accounting firms, governance consulting firms and other professional services firms, attend association conferences, and from time to time, and read publications on a broad range governance matters published by the ICD, NACD, accounting firms, governance consulting firms and other professional services firms.

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Board Assessment

Typically, the Board conducts an annual evaluation and review of the performance of the Board, its committees and the Board Chair during the past year. In 2020, taking into account the Company's strategic plan and key risks, the Compensation Committee undertook a comprehensive review of the Board's skills matrix to identify skills gaps and priority skills to recruit for.

Director Term Limits and Other Mechanisms of Board Renewal

The Company has not adopted term limits for Directors because the Board believes the imposition of arbitrary term limits may result in an effective Director being disqualified and discounts the value of deep knowledge held by longer serving Directors. As a small company with a very small market capitalization, it is more difficult to attract and retain qualified people to serve on the Board. A vacancy created by adopting Director term limits could create an imbalance in the Board for an extended period of time, which could be detrimental to the overall governance of the Company. However, the Compensation Committee is committed to an orderly process for Board renewal. The Compensation Committee is responsible for assessing the effectiveness of the Board of Directors and Board renewal is one of the factors the Compensation Committee considers in its evaluation.

Diversity Targets Regarding the Representation of Designated Diversity Groups on the Board and in Executive Officer Positions

The Company has not adopted targets regarding Designated Diversity Groups on the Board or in executive officer positions.

Diversity on the Board

The Company seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of expertise, skills, experience and backgrounds. In 2019, the Board adopted a Diversity Policy with a broad definition of diversity, including, but not limited to gender, Aboriginal status, disability, ethnicity, geographical location, education, skills and experience, age and personal circumstances (the "Designated Diversity Groups"). The Diversity Policy articulated existing Board practices relating to diversity considerations.

The Compensation Committee is responsible for overseeing Board renewal, including the evaluation, identification and recommendation of nominees to the Board. The Compensation Committee must identify nominees with the appropriate skills, experience and characteristics to promote the continued growth and success of Swiss Water. One of the factors that the Compensation Committee considers is the diversity criteria contained in the Diversity Policy. The Compensation Committee also considers the Company's corporate strategy and takes into consideration the skills and experience of the current Directors (individually and the Board as a whole) in identifying nominees to the Board. It also considers the time and energy required to devote to Swiss Water's Board and committee work and knowledge of the business and operations of the Company. The Diversity Policy specifically states that the Compensation Committee will consider that qualified candidates for directors may be found in a broad range of organizations and engage, where appropriate, qualified independent executive search firms to conduct searches for candidates, to help achieve the Company's diversity objectives in relation to the Board. In 2017 utilizing the services of a search firm, the Compensation Committee identified Ms. Saunders as a Director nominee, taking into consideration all of the above. Most recently in 2021, utilizing the networks of individual Directors and the Corporate Secretary, the Compensation Committee identified Ms. McKenzie as a Director, taking into consideration all of the above.

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Directors' and Officers' Liability Insurance

The Company has purchased directors' and officers' liability insurance policies for the benefit of the Directors and executive officers of Swiss Water and its subsidiaries against any liability, including legal costs, incurred by them in their capacity as Directors or executive officers, subject to all of the terms and conditions of such policies. The aggregate amount of premiums paid in the fiscal year ended December 31, 2020, in respect of Directors and executive officers as a group was approximately \$20,026. The total limit of insurance purchased under the policy was \$10 million per loss in the annual aggregate.

Diversity in Executive Officer Appointments

The Company's Diversity Policy informs its executive officer appointments. When identifying and considering the selection of candidates for appointment or promotion to executive officer positions, the President and Chief Executive Officer, with assistance from the Chief Financial Officer, considers the skills, experience and leadership abilities necessary for the position. They also consider diversity criteria relating to the Designated Diversity Groups. Consistent with the Compensation Committee's practice, the Diversity Policy specifically states that the President and Chief Executive Officer and Chief Financial Officer will consider that qualified candidates may be found in a broad range of organizations and engage, where appropriate, qualified independent executive search firms to conduct searches for candidates, to help achieve the Company's diversity objectives in relation to executive officer positions.

Mandate of the Board of Directors

Scope of the Board's Duties

The Board is responsible for the stewardship of the Company and satisfies its legal responsibility to manage or supervise the management of the business in the interest of its Shareholders through the CEO. In doing so, each Director must act honestly, in good faith, and in the best interests of the Company. The Board guides the strategic direction, evaluates the performance of senior management, monitors financial results, provides oversight of the Company's material risks and risk mitigation strategies, and is ultimately accountable to the Company's Shareholders, employees, customers, suppliers and regulators. The members of the Board are kept informed of the Company's operations at meetings of the Board and its committees, and through reports and analyses by, and discussions with, management. The Board manages the delegation of decision making authority to management through Board resolutions under which management is given authority to transact business, but only within specific limits and restrictions.

Selection of Management

The Board is responsible for appointing the CEO, for monitoring and evaluating the CEO's performance, and approving the CEO's compensation. Upon the recommendation of the CEO and the Compensation Committee, the Board is also responsible for oversight of the remuneration of all senior executives of the Company. The Board also ensures that adequate plans are in place for management succession and, through the Compensation Committee, conducts an annual review of such plans.

Corporate Strategy

The Board is responsible for reviewing and approving the corporate strategy on a yearly basis, as well as determining the goals and objectives to achieve and implement the corporate strategy, while taking into account, among other things, the opportunities and risks of the business. Each year, the Board meets for a strategic planning session to set the plans for the upcoming year. In addition to the general management

of the business, the Board expects management to achieve the corporate goals set by the Board and the Board monitors throughout the year the progress made against these goals.

In addition, the Board approves key transactions that have a strategic impact on the Company, such as acquisitions, key supply arrangements and strategic alliances. Through the delegation of signing authorities, the Board is responsible for setting out the types of transactions that require the approval of the Board before completion.

Fiscal Management and Reporting

The Board monitors the financial performance of the Company and must ensure that the financial results are reported (a) to Shareholders and regulators on a timely and regular basis and (b) fairly and in accordance with generally accepted accounting principles for publicly accountable enterprises. The Board must also ensure that all material developments of the Company are disclosed to the public on a timely basis in accordance with applicable securities regulations. The Board reviews and approves the Company's audited financial statements, management discussion and analysis and related disclosures which describe the achievements and performance of the Company for the preceding year. The Audit Committee also recommends that the Board approve (subject to Shareholder approval) the appointment of the Company's auditors on an annual basis.

Legal Compliance

The Board is responsible for overseeing compliance with all relevant policies and procedures by which the Company operates and ensuring that the Company operates at all times in compliance with all applicable laws and regulations and to the highest ethical and moral standards.

Statutory Requirements

The Board is responsible for approving all matters which require board approval as prescribed by applicable statutes and regulations. Management ensures that such matters are brought to the attention of the Board as they arise.

Risk Management

The Board is responsible for identifying the Company's principal risks and ensuring the implementation of appropriate systems to manage these risks. The Board is also responsible for the integrity of the Company's internal control and management of information systems.

External Communications

The Board is responsible for overseeing the establishment, maintenance and annual review of the Company's external communications policies which should address how the Company interacts with analysts and the public and contain measures for the Company to avoid selective disclosure. The Board is responsible for establishing a process for receiving Shareholder and other stakeholder feedback.

Committees of the Directors

The following committees of the Board have been established:

Audit Committee

The Audit Committee consists of three Independent Directors. The Audit Committee's principal functions are:

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- (i) to review all financial information and statutory disclosure documents prior to their approval by the Directors and their distribution to Shareholders and other interested persons;
- (ii) to review the Company's systems of internal control; and
- (iii) to monitor the performance of the external auditors.

For more information regarding the Audit Committee, including a detailed description of the Audit Committee's mandate and the qualifications of the members of the Audit Committee, as well as information regarding the compensation paid to the Company's auditors; please refer to the Company's current Annual Information Form, which is available on www.sedar.com.

Compensation and Corporate Governance Committee

The Compensation Committee consists of three Directors, the majority of whom are independent (with the other Director being a non-management Director). The Compensation Committee's principal functions are:

- (iv) to develop and monitor the Company's overall approach to corporate governance issues;
- (v) to recommend to the Directors nominees for election and re-election as Directors;
- (vi) to review the performance of the Directors and their Committees; and
- (vii) to oversee organizational structure, executive appointment and succession, executive compensation, and performance review of the President and CEO.

The mandate of the Compensation Committee is contained in **Appendix A** of this Management Information Circular.

Shareholder Communications

The Finance Department is charged with the responsibility of ensuring that the communication needs of Shareholders, and investors generally, are satisfied, by written communication including via email to or by direct contact with senior management.

Mandate of the President and Chief Executive Officer and Expectations of Management

The President and CEO, and the CFO report directly to the Chair of the Board on a regular and on-going basis. They have full accountability to the Board for the operating, financial and strategic performance of the Company.

The Board reviews and approves annually specific personal goals and objectives for the ensuing year. An annual review of the President and CEO's, and the CFO's performance is conducted by the Compensation Committee.

ADDITIONAL INFORMATION

Interest of Informed Persons in Material Transactions

Other than as disclosed in this Management Information Circular, since January 1, 2021, no informed person of the Company, nominee for Director, or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

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Availability of Documents

The Company's Annual Information Form, consolidated financial statements and related management's discussion and analysis for the year ended December 31, 2020 and can be found at www.sedar.com.

The Company will provide to any security holder, upon request to the Chief Financial Officer at investor-relations@swisswater.com or 604.420.4050, one copy of the following documents:

1. the Company's most recent Annual Information Form, together with any document, or the pertinent pages of any document, incorporated therein by reference, filed with the applicable securities regulatory authorities;
2. the annual consolidated financial statements of the Company filed with the applicable securities regulatory authorities for the Company's most recently completed fiscal period in respect of which such financial statements have been issued, together with the report of the auditors thereon, related management's discussion and analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements; and
3. the most recent Management Information Circular of the Company filed with the applicable securities regulatory authorities in respect of the most recent Annual General and Special Meeting of Shareholders of the Company which involved the appointment of Directors.

Copies of the above documents will be provided, upon request, free of charge to Shareholders of the Company. The Company may require the payment of a reasonable charge by any person or company who is not a Shareholder of the Company and who requests a copy of such a document.

Approval of this Management Information Circular

The contents and the sending of this Management Information Circular have been approved by the Board of Directors of the Company.

On behalf of the Board of Directors,

(Signed) "Frank Dennis"

Frank A. Dennis
President & Chief Executive Officer
Swiss Water Decaffeinated Coffee Inc.

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APPENDIX A: CCGC TERMS OF REFERENCE

SWISS WATER DECAFFEINATED COFFEE INC. COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE TERMS OF REFERENCE

(Revised and Approved by the Board: November 23, 2020)

Establishment of the Committee

There shall be a Committee of the Board of Directors (the “Board”) of Swiss Water Decaffeinated Coffee Inc. (the “Company”) to be known as the Compensation and Corporate Governance Committee (“Committee”) whose membership, authority and responsibilities shall be as set out in this charter.

Mandate of Committee – Corporate Governance and Nomination

1. Identification and Long-Term Planning of Board Member Characteristics

The Committee shall:

- (a) identify and review with the Board the appropriate skills and characteristics required of Board members, taking into consideration the Board's short-term needs and long-term succession plans; and
- (b) develop a long-term plan for the Board's composition that takes into consideration the characteristics of independence, skills, experience and availability of service of its members, as well as the opportunities, risks, and strategic direction of the Company.

2. Evaluation, Identification and Recommendation of Nominees to the Board

In consultation with the Board Chair, the Committee shall identify and recommend to the Board nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board.

3. Monitoring and Review of Board Member Education and Commitments

The Committee shall:

- (a) review, monitor and make recommendations regarding the initial orientation and education of new Board members and the ongoing education of Directors; and
- (b) upon a significant change in a Board member’s principal occupation or upon a member assuming any significant outside commitments, review the continued Board membership of such individual.

4. Recommendation of Directors to Serve as Committee Members and Chairs

The Committee shall identify and recommend to the Board individual Directors to serve as members and Chairs of Board Committees.

5. Disclosure of Corporate Governance Practices

The Committee shall be responsible for the Company’s disclosure obligations regarding compliance with governance guidelines, recommendations or requirements under applicable securities laws, rules and regulations and the requirements of any applicable stock exchange.

6. Board Guidelines, Policies, Procedures and Terms of Reference

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The Committee shall:

- (a) review periodically the Board's policies and procedures by which the Board will operate and the Terms of Reference for the Board, committees of the Board, the Board Chair, Committee Chairs, individual Directors and the Chief Executive Officer of the Company;
- (b) advise the Board regularly with respect to significant developments in the law and practice of corporate governance as well as the compliance with applicable laws and regulations;
- (d) make recommendations to the Board on all matters of corporate governance, including any reports that may be required or considered advisable, and on any corrective action to be taken, as the Committee may deem appropriate; and
- (e) at the request of the Board Chair or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company.

7. Establishment and Implementation of Evaluation Processes

The Committee shall establish criteria for, and periodically undertake, an evaluation process for the Board, the Board Chair and each committee of the Board in order to assess the effectiveness of the Board as a whole, the Board Chair and each committee of the Board.

Mandate of the Committee – Compensation

1. Director Compensation

The Committee shall review and make recommendations to the Board with respect to the compensation of the Directors of the Company to ensure that the compensation is appropriate and adequately reflects their responsibilities.

2. Compensation Guidelines and Agreements

The Committee shall review and recommend to the Board a compensation strategy and incentive policies and programs for the Company's senior management, and any material changes to such strategy, policies or programs, and administer the executive compensation and benefits program in accordance with such strategy, policies and programs.

The Committee shall also be responsible for reviewing and recommending to the Board certain matters relating to all employees, including material changes to annual salary and incentive policies and programs, material new benefit programs, or material changes to existing benefit programs.

3. Chief Executive Officer Evaluation and Compensation

The Committee shall review and recommend to the Board the individual goals and objectives relevant to the total compensation package of Chief Executive Officer for the current year, recommend to the Board a performance evaluation process for the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of these goals and objectives and determine and recommend to the Board the Chief Executive Officer's compensation level, bonus payout and LTIP awards, if any, based on this evaluation.

In reviewing the long-term incentive component of the compensation of the Chief Executive Officer, the Committee shall consider the performance and relative shareholder return and performance of the

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Company, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the Chief Executive Officer in past years.

4. Other Executive Compensation and Oversight

The Committee shall review and recommend to the Board the individual goals and objectives relevant to the total compensation package of Chief Financial Officer for the current year. The Committee shall approve the bonus payout and LTIP awards, if any, for the most recently completed financial year.

The Committee shall oversee the Chief Executive Officer in the establishment of goals and objectives of the Company's senior management (including executive officers) other than the Chief Executive Officer and the Chief Financial Officer, the evaluation of the Company's senior management (including executive officers) and shall approve the total compensation package for the senior management (including executive officers) other than the Chief Executive Officer and Chief Financial Officer.

5. Equity Compensation Review

The Committee shall review periodically, and make recommendations to the Board regarding incentive compensation or equity plans, programs or similar arrangements that the Company establishes for, or makes available to, its employees and consultants.

In addition, the Committee shall review periodically the extent to which these forms of compensation are meeting their intended objectives and shall make recommendations to the Board regarding modifications that will more accurately relate such compensation to employee performance.

6. Management Resources and Plans for Executive Development

The Committee shall review existing management resources and plans, including recruitment, training and evaluations, to ensure that qualified personnel will be available for succession to senior management positions. On an annual basis, the Committee will receive a report from the Chief Executive Officer containing his or her views as to a successor for the position of Chief Executive Officer and all other senior management positions.

7. Retirement Matters

The Committee shall:

- (a) review and recommend for approval by the Board any material changes in the Company's retirement plans;
- (b) where appropriate, give direction concerning retirement program matters to the management committee that supervises the Company's retirement programs; and
- (c) where appropriate, receive reports from management on any retirement program matters that may be of concern to the Board and report to the Board on such matters.

8. Compensation Committee Report

The Committee shall review the disclosure on executive officer compensation required to be published by applicable securities laws, rules and regulations, including the Compensation Discussion and Analysis, and recommend such disclosure for approval by the Board.

Procedural Matters

1. Membership

(a) The Committee will be comprised of at least three (3) members, the majority of whom will be non-executive, independent Directors as defined in applicable securities laws, rules and regulations.

(b) Members will be appointed by the Board and shall serve until the earlier to occur of the date on which he or she shall be replaced by the Board, resigns from the Committee, or ceases to be a Director.

(c) The Board shall appoint one of the Directors elected to the Committee as the Chair of the Committee. In the absence of the Chair of the Committee at any meeting, the members shall elect a Chair from those in attendance to act as Chair of the meeting. The fundamental responsibility of the Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the trustees and directors. The Chair's responsibilities shall include:

- (a) working with the Committee members and the Chief Executive Officer to establish the frequency of Committee meetings and the agendas for meetings;
- (b) providing leadership to the Committee and presiding over Committee meetings;
- (c) ensuring that the Committee is properly organized and effectively discharges its duties;
- (d) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- (e) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- (f) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- (g) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

(d) The secretary of the Committee will be the Company's Secretary, or such other person as determined by the Committee.

2. Meetings

The Committee shall meet as frequently as required, but no fewer than two times annually. The Chair shall prepare an agenda in advance of each meeting. A majority of the members of the Committee shall constitute a quorum and the act of a majority of the members present at a meeting where a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent of its members. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

Notice of a meeting of the Committee may be given orally or by letter, electronic mail, facsimile transmission or telephone not less than 24 hours before the time fixed for the meeting, unless such notice is otherwise waived in writing by the all of the members of the Committee.

The Committee may invite such other persons (e.g. the CEO, CFO) to its meetings, as it deems necessary.

3. Authority

The Board grants authority to the Committee, within the scope of its responsibilities, to:

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Seek any information it requires from any employee (and all employees are directed to co-operate with any request made by the Committee) or external parties.

Obtain outside legal or other professional advice as deemed necessary and to set and authorize the compensation to be paid to such advisors.

Ensure the attendance of officers of the Company at meetings as appropriate.

4. Terms of Reference and Calendar

The Committee review these terms of reference and the calendar of activities on an annual basis and submit any recommended changes to the Board for approval.

CALENDAR OF ACTIVITIES

Description of Activity	March	May	Nov
Approve minutes of last meeting	X	X	X
Corporate Governance Matters			
Approve Report on Corporate Governance to be included in the Management Information Circular		X	
Review independence of Directors		X	
Review and recommend nominees to the Board		X	
Review and recommend to the Board the assignment of Committee members and chairs		X	
Evaluate Board performance and performance of Chair	X		
Review corporate governance practices against best practices	X		
Review the role of the Board, the Terms of Reference of the Board and each Committee and the methods and processes by which the Board fulfills its duties and responsibilities, including: number and content of meetings; annual calendars for the Board and Committees; material which is to be provided to the Board; resources available to the Board; and communication between the Board and management; and Board manual		X	
Review the Code of Business Ethics, Communications Policy, Insider Trading Policy and Diversity Policy (and obtain annual certification from directors re: the Code of Business Ethics)		X	

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Description of Activity	March	May	Nov
Review Board succession plan and Board refreshment tools (incorporate stated planning guidelines re: director retirement)	X		
CEO report on CEO succession planning and senior management succession planning	X		
Compensation Matters			
Performance review of CEO, including achievement of previous year's objectives	X		
Approval of short term and long term incentive plan awards for previous year (recommend CEO's awards to Board)	X		
Finalization of and recommend compensation targets for CEO and CFO for current year	X		
Review and Recommend Approval of Executive Compensation Disclosure for Management Information Circular		X	
Review compensation policies, guidelines and programs, including those relating to benefits, pensions and post-retirement benefits			X
Review recommendations for compensation strategy and policies, including compensation of CEO and CFO			X
Review of Directors' compensation (decision to implement changes in Feb, if any)			X
Review of issues and potential concerns with bargaining unit employees			X

APPENDIX B: CONVERTIBLE DEBENTURE - AMENDMENT TERM SHEET

AMENDMENT TERM SHEET



PROGRESSIVE PRIVATE EQUITY

Issuer:	Swiss Water Decaffeinated Coffee Inc.
Investor:	Mill Road Capital II, L.P.
Security:	Unsecured Subordinated Convertible Debenture.
Senior Debt Covenant:	Investor to permit an increase in the senior debt covenant to C\$60 million.
Maturity:	Extend to October 31, 2024.
Interest Rate:	Interest rate shall be reset at 9.00% per annum and 1.5% per annum in PIK.
Conversion Price:	The conversion terms of the Debenture will be amended to provide that Investor will be issued warrants to purchase 2.25 million common shares at a strike price of C\$3.33 and the conversion feature of the Debenture will be removed as will the 20% limit on the number of shares that can be held by Investor. The warrants will expire on October 31, 2024.
Amendment Fee and Forbearance	<p>The Issuer will pay the Investor a one-time non-refundable C\$100,000 commitment fee upon the signing of this commitment letter.</p> <p>Until the shareholder meeting referred to below is held, Investor agrees not to pursue any default rights it may have under the Debenture as of this date and will waive those rights if shareholder approval is obtained at such meeting.</p>
Approvals:	The Issuer shall seek approval for this amendment from shareholders and from regulators. Investor shall have the right to review and comment on all press releases, meeting proxy circulars, and other communications and filings concerning (i) this amendment and (ii) alternative financing that may be available to the Issuer, including without limitation, communications and filings to, or directed at, the shareholders and regulators, and Investor's counsel shall be permitted to participate in any conversations with regulators.
Seeking Shareholder Approval:	Issuer and its management and board of directors will use their best efforts to obtain the approval of shareholders and regulators to this amendment. Issuer agrees to call and hold the meeting of shareholders

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as soon as practicable and in no event later than June 30, 2021, and the meeting materials and presentation at the meeting will state that the board has unanimously agreed that it is in the best interests of the Issuer to enter into this amendment with Investor. Until the termination of the shareholder meeting the Issuer will not enter into or continue discussions with any potential lender other than Issuer's existing senior lender CIBC and BDC/FCC. At the request of Investor, Issuer will hire a proxy solicitation firm if it appears that retaining such a firm is advisable based on discussions with shareholders.

Drafting and Expenses: Issuer will reimburse all legal fees of the Investor related to this amendment, the shareholder meeting and negotiations with the senior lenders.

Mill Road Capital Management LLC on Behalf of
Investor

Swiss Water Decaffeinated Coffee Inc.

By: _____

By: _____

Management Committee Director

Dated: _____

Dated: _____



www.Swisswater.com

<https://investor.Swisswater.com>

TSX: SWP