



SOCIEDAD GENERAL DE AGUAS DE BARCELONA, S.A., in fulfilment of the provisions of Article 82 of the *Ley de Mercado de Valores* (Spanish Stock Market Act), communicates the following

SIGNIFICANT EVENT

The Board of Directors of Sociedad General de Aguas de Barcelona, S.A., in its meeting of 28 March 2008, agreed to convene the Ordinary General Meeting of Shareholders, to be held on 30 May 2008 at 12:30 hours in Barcelona, at the ABGAR Tower (and, within this, in the Auditorium), Avda. Diagonal, 211, at the first notice of meeting, or on 31 May 2008 at the same place and at the same time, at the second notice of meeting, if necessary.

Attached as appendix I is the text announcing the convening of the Meeting, which will be published shortly.

All the other documentation which, starting from the publication of the announcement in the BORME and in the media, will be made available to the shareholders of Sociedad General de Aguas de Barcelona, S.A. on the occasion of the holding of the Ordinary General Meeting of Shareholders, will be mailed separately prior to publication.

All the documentation relating to this General Meeting will also be made available to the shareholders and investors on the Company's website (www.agbar.es).

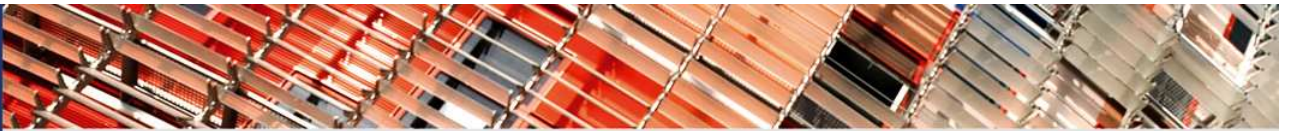
OTHER DOCUMENTATION WHICH IS SENT

Pursuant to the provisions of Article 35 bis of the *Ley del Mercado de Valores*, Appendix II, attached, includes the proposed agreement regarding the modification of the Temporary Section of the Articles of Association, which will be submitted to the approval of the Meeting, with its justification.

Appendix III, likewise attached, includes the explanatory report of the Board of Directors to the General Meeting of Shareholders on the points referred to in Article 116 bis of the *Ley del Mercado de Valores*, and which are included in the Management Report.

Barcelona, 31 March 2008

Alejandro García-Bragado Dalmau
Secretary of the Board of Directors



APPENDIX I

SOCIEDAD GENERAL DE AGUAS DE BARCELONA, S.A.

Notice of the Ordinary General Meeting of Shareholders

Following the agreement of the Board of Directors, adopted with the contribution of the advisory legal representative, and under the provisions of the revised text of the *Ley de Sociedades Anónimas* (Spanish Public Limited Companies Act) and the Articles of Association, the Ordinary General Meeting of Shareholders of this Company is summoned. It will be held at the Agbar Tower (and, within this, in the Auditorium), Avda. Diagonal 211, in Barcelona, on 30 May 2008 at 12.30 hours, at the first notice of meeting, or at the same place and at the same time, on 31 May 2008 at the second notice of meeting, in case the legally necessary quorum is not met and it could not be held at the first notice of meeting, in order to, following a report by the Chairmanship, submit for its consideration and approval the matters included in the following

Agenda

One.- Consideration and approval, where appropriate, of the individual annual accounts (balance sheet, profit and loss account and report) and of the consolidated annual accounts (balance sheet, profit and loss account, statement of recognized income and expenditure, cash flow statement and report) and individual and consolidated management reports, for the financial year 2007, which have been verified by the company's account auditors along with the individual and consolidated management reports.

Two.- Approval, where appropriate, of the administration of the Board of Directors, the Chairmanship and the Company Management.

Three.- Consideration and approval, where appropriate, of the proposed profit application and dividend distribution corresponding to the business year closed on 31 December 2007.

Four.- Establishment of the number of Board members, departures, ratifications, re-elections and appointments of Directors.

Five.- Re-election of the account auditor, both for the individual and consolidated accounts.

Six.- Delegation to the Board of Directors to permit it to increase the share capital, pursuant to the provisions of Article 153.1.b of the *Ley de Sociedades Anónimas* up



to half of the current one, expressly authorizing it to be able to agree on the exclusion of the pre-emptive right when the interest of the company so requires in the issuances agreed on under the protection of this delegation and consequent modification of the Temporary Section of the Articles of Association.

Seven.- Delegation to the Board of Directors to permit it to issue bonds, and any other type of fixed interest security, convertible into and/or exchangeable for shares in the Company. Determination of the conditions and means of conversion and/or exchange, and delegation to the Board to increase the share capital by the necessary amount. Express delegation to the Board of Directors of the power to agree on the exclusion of the pre-emptive right, when the interest of the company so requires in the issuances of convertible securities agreed on under the protection of this delegation.

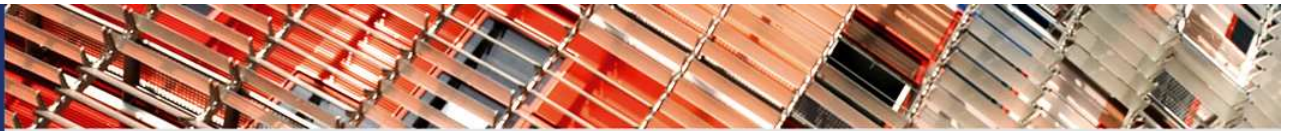
Eight.- Authorization to the Board of Directors for the derivative acquisition of the Company's own shares, both directly and indirectly through subsidiary companies, within the limits and with the requirements established by the current regulations, leaving without effect the previous authorization.

Nine.- Approval of a revised text of the Articles of Association which incorporates all the modifications of the Articles which were already approved by the General Meeting, without this representing any new modification of the Articles.

Ten.- Transfer of the balance of the "Revaluation Reserve Royal Decree-Law 7/1996", which amounts to 128,061,244 euros to the "Voluntary Reserves" account.

Eleven.- Delegation of powers for the execution of the adopted agreements, with powers of rectification and complementation.

Starting from this notice the shareholders may examine, in the registered offices (Agbar Tower – Avda. Diagonal, 211, Barcelona) and obtain, immediately and free of charge, the documents that have to be submitted to the approval of the General Meeting of Shareholders, the individual and consolidated management reports, the report explaining the points referred to in Article 116 bis of the *Ley del Mercado de Valores* (Spanish Stock Market Act) and which appear in the management report, the reports of the account auditors, the corporate governance annual report for the financial year 2007 and the report of the board on the policy of remunerations for the members of the Board of Directors; the report of the Board of Directors, both as regards the delegation of powers to increase the share capital and the delegation of the power to exclude the pre-emptive right and the proposed agreement of delegation and modification of the Temporary Section of the Articles of Association referred to in Point Six of the Agenda; the report of the Board of Directors on the proposed delegation to the Board to issue fixed interest securities convertible into shares and on the delegation of the power to exclude the pre-emptive right, and the proposed agreement referred to in point Seven of the Agenda; the revised text of the Articles of Association whose approval is submitted to the Meeting and which does not represent any new modification of the Articles, but rather the incorporation



of the modifications already agreed on by the General Meeting, likewise being able to request the free remittance of all the above-mentioned documents. All the aforementioned documentation, and the proposed agreements that the Board shall submit to the Ordinary General Meeting convened, can also be consulted and obtained on the company's website <http://www.agbar.es>.

From the publication of this notice, shareholders may request in writing prior to the General Meeting of Shareholders, or orally during the meeting, the reports or clarifications that they consider to be necessary on the items included on the Agenda and the others referred to in Article 112 of the revised text of the *Ley de Sociedades Anónimas*.

All shareholders having by themselves or in group 300 or more shares and who, at least five days prior to the date on which the Meeting will be held, are entered in the registers of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores and companies participating in these systems, shall be eligible to attend the General Meeting.

To this end, the shareholders will have to attend the General Meeting with the corresponding attendance card issued by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores or participating company where this registration was carried out or by the company itself.

Those shareholders not attending the General Meeting in person can be represented in it by another person, fulfilling the requirements and formalities required by the Articles of Association, by the *Ley de Sociedades Anónimas* and by the Regulations of the General Meeting.

Those shareholders who wish to delegate their representation by electronic means will have to log on to the above-mentioned company website (<http://www.agbar.es>), where, in the information for shareholders and investors section, they will find the procedure and requirements demanded for this, having to prove their identity by means of a recognized electronic signature based on a recognized electronic certificate, in accordance with that established in Law 59/2003 on Electronic Signatures. Delegation of representation by electronic means must be carried out by 14.00 hours on the day immediately prior to the date foreseen for the holding of the Meeting at the first notice. In any case, the representative attending the Meeting must show the attendance card issued in the shareholder's name.

The shareholders representing at least five per cent of the share capital may request the publication of a supplement to the notice of the General Meeting of Shareholders, including one or more points on the Agenda. This right should be exercised by making a reliable notification which will have to be received at the registered offices of Sociedad General de Aguas de Barcelona, S.A. (Agbar Tower – Avda. Diagonal, 211, Barcelona) within the five days following the publication of this notice of meeting.



Shareholders are informed that the Board of Directors, in order to facilitate the drafting of the meeting's minutes, has resolved to request a notary to attend the Meeting and raise the corresponding notary certificate, under the provisions of Article 114 of the revised text of the *Ley de Sociedades Anónimas* and concordant provisions.

Shareholders are informed that the Meeting is expected to take place at the first notice on the day, at the place and at the time previously expressed.

Barcelona, 28 March 2008.- The Chairman of the Board of Directors, Jordi Mercader Miró.-



APPENDIX II

PROPOSED AGREEMENT IN RELATION TO POINT 6 OF THE AGENDA TO BE SUBMITTED TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOCIEDAD GENERAL DE AGUAS DE BARCELONA, S.A., CONVENED FOR 30 MAY 2008, AT THE FIRST NOTICE OF MEETING, AND FOR THE FOLLOWING DAY, 31 MAY, AT THE SECOND NOTICE OF MEETING.

6.- Delegate to the Board of Directors, pursuant to the provisions of Article 153.1.b) of the *Ley de Sociedades Anónimas* (Spanish Public Limited Companies Act) so that, within a maximum period of five years, it can increase the share capital on one or several occasions, by means of monetary contributions and the issuance of ordinary shares, by a figure of up to 74,820,853 euros, with the express authorization to delegate to the Executive Commission, leaving without effect, in whatever is necessary, the previous authorization agreed on 30 May 2003, in relation to the part not used.

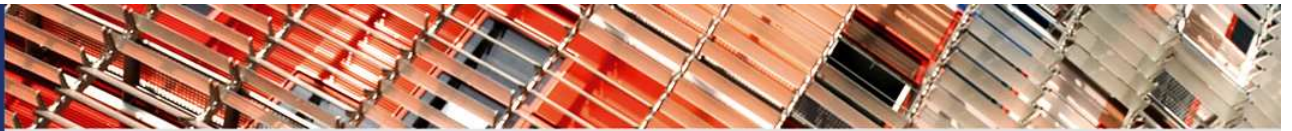
Delegate expressly to the Board of Directors, with express authorization to delegate to the Executive Commission, so that in the issuances that it agrees on under the protection of this delegation to increase the share capital, it can exclude the preemptive right when the interest of the company so requires, fulfilling the legal prescriptions established in Article 159.2 of the *Ley de Sociedades Anónimas*.

Modify the Temporary Section of the Articles of Association, which will hereinafter have the following wording:

“The Board of Directors, according to what is contemplated in section 153.1.b) of the Modified Text of Company Law, is empowered, with the possibility to delegate in the Executive Committee, to enlarge the capital stock at any time, through money contributions, within the period of five years, from May 30, 2008, in one or several times, in the corresponding quantity, form and conditions, up to a maximum of 74,820,853 euros, through the issue of common shares, which correspond, to the same which exist at the time of using this authorisation and represented, in each case, by accounts notes.

The Board of Directors is empowered, with the possibility to delegate in the Executive Committee, in order to exclude the special subscription right in the issue of shares which is in accordance with the protection of this temporary section, when it is required by the Corporation, fulfilling what is set forth in section 159.2 of the Company Law.

The Board of Directors, or in its case the Executive Committee, also delegated by it, are empowered to adapt this Section according to the issues pursuant to it.”



REPORT OF THE BOARD OF DIRECTORS REGARDING POINT SIX OF THE AGENDA OF THE ORDINARY GENERAL MEETING, CONVENED FOR 30 MAY 2008, AT THE FIRST NOTICE OF MEETING, AND FOR THE FOLLOWING DAY, 31 MAY, AT THE SECOND NOTICE OF MEETING.

I) Report regarding point Six of the Agenda.

The Board of Directors unanimously agrees to draft the following report, pursuant to the provisions of Articles 144, 153 and 159.2 of the *Ley de Sociedades Anónimas*:

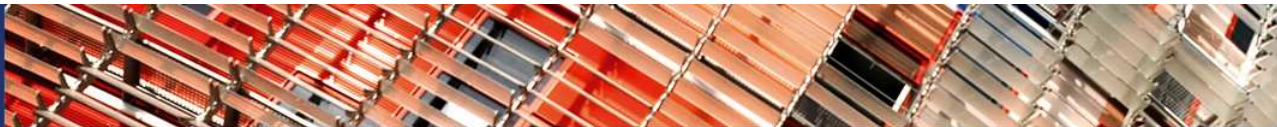
REPORT PRESENTED BY THE BOARD OF DIRECTORS OF SOCIEDAD GENERAL DE AGUAS DE BARCELONA, S.A., IN RELATION TO THE PROPOSAL REFERRED TO IN POINT SIX OF THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS, CONVENED FOR 30 MAY 2008 AT THE FIRST NOTICE OF MEETING, AND FOR THE FOLLOWING DAY, 31 MAY, AT THE SECOND NOTICE OF MEETING, REGARDING THE AUTHORIZATION OF THE BOARD TO BE ABLE TO INCREASE THE CAPITAL AND THE CONSEQUENT MODIFICATION OF THE TEMPORARY SECTION OF THE ARTICLES OF ASSOCIATION, WITH DELEGATION OF THE POWER TO EXCLUDE THE PRE-EMPTIVE RIGHT.

The authorization to increase the share capital which was granted to the Board of Directors by the Ordinary General Meeting on 30 May 2003 for a period of five years expires on 30 May 2008.

The Board of Directors has been making regular use of the authorization to increase the capital granted by the Meeting, it being considered convenient to propose a new authorization, under the broadest terms foreseen by Article 153.1.b) of the *Ley de Sociedades Anónimas*, as occurred with the authorization which is now expiring, and therefore up to half of the current capital and for a period of five years.

Given that at present Article 159.2 allows, for listed companies, such as Sociedad General de Aguas de Barcelona, S.A., when the General Meeting delegates the power to increase the share capital to the Board of Directors, the latter also to be attributed the power to exclude the pre-emptive right, it is also proposed to make this delegation, so that the Board has the greatest flexibility on agreeing to an issuance, being able, if the interest of the company so requires, given the circumstances which may occur, to exclude the above-mentioned right.

With the authorization for the Board to increase the capital under the terms proposed, greater flexibility is enjoyed to be able to agree to the capital increases at the times when they are the most appropriate, both in view of the needs of the Company, and in certain hypotheses at the convenience of the shareholders, for which reason it is proposed to continue with the usual practice in the Company, including the attribution of the power to exclude the pre-emptive right, currently legally accepted.



PROPOSED MODIFICATION OF THE TEMPORARY SECTION OF THE ARTICLES OF ASSOCIATION WHICH IS SUBMITTED TO THE APPROVAL OF THE ORDINARY GENERAL MEETING CONVENED FOR 30 MAY 2008, AT THE FIRST NOTICE OF MEETING, AND FOR THE FOLLOWING DAY, 31 MAY, AT THE SECOND NOTICE OF MEETING.

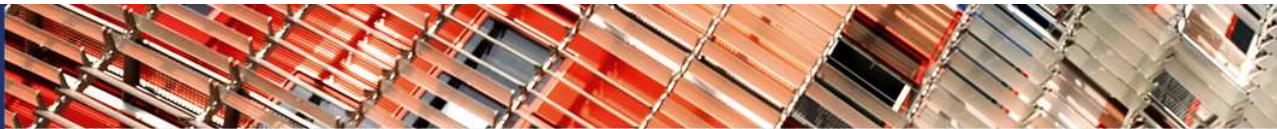
The Board of Directors unanimously, and in fulfilment of the provisions of Articles 153 and 144 of the *Ley de Sociedades Anónimas*, drafts the following proposed modification of the Temporary Section of the Articles of Association to be adopted, within the agreements relating to point Six of the Agenda:

It is proposed to modify the Temporary Section of the Articles of Association so that hereinafter it has the following wording:

“The Board of Directors, according to what is contemplated in section 153.1.b) of the Modified Text of Company Law, is empowered, with the possibility to delegate in the Executive Committee, to enlarge the capital stock at any time, through money contributions, within the period of five years, from May 30, 2008, in one or several times, in the corresponding quantity, form and conditions, up to a maximum of 74,820,853 euros, through the issue of common shares, which correspond, to the same which exist at the time of using this authorisation and represented, in each case, by accounts notes.

The Board of Directors is empowered, with the possibility to delegate in the Executive Committee, in order to exclude the special subscription right in the issue of shares which is in accordance with the protection of this temporary section, when it is required by the Corporation, fulfilling what is set forth in section 159.2 of the Company Law.

The Board of Directors, or in its case the Executive Committee, also delegated by it, are empowered to adapt this Section according to the issues pursuant to it.”



APPENDIX III

REPORT OF THE BOARD OF DIRECTORS TO THE GENERAL MEETING OF SHAREHOLDERS EXPLAINING THE POINTS REFERRED TO IN ARTICLE 116 BIS OF THE *LEY DEL MERCADO DE VALORES* (SPANISH STOCK MARKET ACT) AND WHICH APPEAR IN THE MANAGEMENT REPORT.

Article 116 bis of the *Ley del Mercado de Valores* introduced by Law 6/2007 of 12 April requires listed companies to include in the management report additional information on 9 different points which refer to the capital structure, to the restrictions on the transferability of securities, to significant interests in the capital, to restrictions to voting rights, to parasocial agreements, to the rules applicable to the appointment and dismissal of Directors and to the modification of the Articles of Association, to the powers of the members of the Board of Directors in particular as regards the issuance or purchase of shares, to the significant agreements reached by the company which can be conditioned by a change of control as the result of a takeover bid and to the agreements of the company with its directors, managers or employees which stipulate indemnities in certain circumstances.

In addition to including information on the aforementioned matters in the management report, the above-mentioned Article requires the Board to present an annual explanatory report to the General Meeting on the subjects referred to previously which have to be included in the management report.

In fulfilment of this obligation, the Board of Directors presents to the General Meeting this report explaining the information contained in the management report pursuant to Article 116 bis of the *Ley del Mercado de Valores*.

Firstly, the Board wishes to highlight that as regards the capital structure, restrictions on the transferability of securities, restrictions to voting rights and rules applicable to the appointment and replacement of members of the Board and to the modification of the Company's Articles of Association, there are no significant elements to emphasize in so far as the capital structure is very simple, with a single class of shares, which grant the same rights and obligations, without there being restrictions to the transfer of securities, or to voting rights, except those which result from the Law itself and, therefore, given that there is no specific circumstance in relation to these subjects, it understands that further explanations are not necessary. In relation to the minimum number of shares to attend the Meeting, this is not strictly speaking a restriction to voting and is due to reasons of facilitating the progress of the Meeting and preventing an extremely small investment (1 share) from being able to try to hold up the progress of the Meeting, seeking to obtain interests outside those of the shareholders.

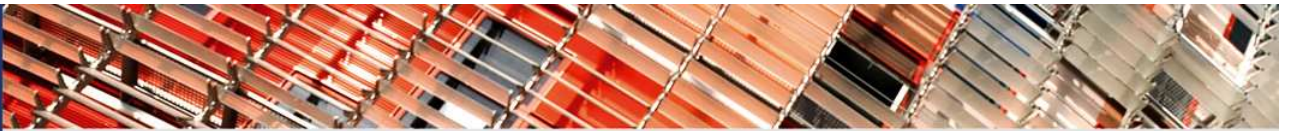


In relation to the significant interests in the capital, the Board must indicate that the list of significant interests which is contained in the management report referring to 31 December has undergone a substantial change as a result of the takeover bid presented for the company's shares by HISUSA, Holding de Infraestructuras y Servicios Urbanos, S.A., Criteria CaixaCorp, S.A., Suez, S.A., Suez Environnement, S.A. and Suez Environnement España, S.L., because, as a result of this bid, the organizations which presented the takeover bid and which act as they have declared in a joint manner, now hold 90.01% of the share capital of Sociedad General de Aguas de Barcelona, S.A., the above-mentioned organizations therefore being in a situation of joint control of this company.

In relation to the parasocial agreement which has been transcribed in the management report, together with its two addenda (the first one, which complements and clarifies it, and the second one, which develops and implements the agreement), the Board of Directors wishes to highlight from them that the Suez Group and the "la Caixa" Group will act jointly in order to establish a common policy in the management of Sociedad General de Aguas de Barcelona, S.A. without prejudice to the fact that the direct or indirect interest of each group in the overall shares which they possess between them and through HISUSA is 51% for Suez Environnement, S.A. and 49% for Criteria CaixaCorp, S.A. In addition to the above, the Board understands that it should highlight in its report to the shareholders that the composition of the Board of Directors of HISUSA, Holding de Infraestructuras y Servicios Urbanos, S.A., which holds 66.44% of the capital of Sociedad General de Aguas de Barcelona, S.A., is made up equally by the Suez Environnement, S.A. and Criteria CaixaCorp, S.A. groups, without prejudice to the fact that the shareholding of HISUSA, Holding de Infraestructuras y Servicios Urbanos, S.A. is distributed in the proportion of 51% Suez and 49% Criteria CaixaCorp, S.A. and that moreover the representation of the Suez Group and of the "la Caixa" Group on the Board of Sociedad General de Aguas de Barcelona, S.A., in view of their direct or indirect interests in Sociedad General de Aguas de Barcelona, S.A. will at all times be equal.

Finally it should be stressed, from the above-mentioned parasocial agreement, and its two addenda, that any of the parties may request the dissolution and winding-up of HISUSA, Holding de Infraestructuras y Servicios Urbanos, S.A., the assets of the company being awarded in this winding-up on the basis of the interest of each party in the capital of HISUSA, this dissolution or winding-up representing the end of the parasocial agreement in relation to Sociedad General de Aguas de Barcelona, S.A.

As regards the powers of the members of the Board and in particular those relating to the possibility of issuing or repurchasing shares, the General Meeting of Shareholders traditionally grants the Board authorization to agree to capital increases pursuant to the provisions of Article 153 1b) of the *Ley de Sociedades Anónimas*, that is for a period of 5 years and up to half of the share capital existing at the time of the delegation, the Board also having been authorized to be able to exclude the pre-emptive right when the interest of the company so requires, complying with the legal prescriptions. This authorization to increase the share



capital is a traditional and usual practice in Spanish companies and the Board has made use of it in almost all the previous years.

The authorization of the Board to issue convertible bonds is also usual, in the interests of the Board having available to it all the measures possible for the financing of the company with the greatest flexibility, given the volatility of the stock markets. This is the reason that led the Board to propose to the Meeting authorization to issue convertible bonds of up to 500 million euros for a period of 5 years and with the possibility of eliminating the pre-emptive right. The Board of Directors has not made use of this authorization.

Likewise, in the terms established in the Law and as is a usual practice in many Spanish companies, the General Meeting of Shareholders authorizes the Board annually to purchase own shares within the limits established by the Law, it being worthy of note that in 2007 the Board did not make use of the authorization.

The Company has not concluded any agreement which is going to come into force, is modified or concluded in the event of a change of control due to a takeover bid, as the company has not adopted any anti-takeover bid measure.

Finally, as regards indemnity clauses, the Board wishes to stress: 1) that they do not affect the Directors; and 2) that they only affect the staff with a Senior Management contract, as the regulation covering these contracts, Royal Decree 1382/1985, establishes that unless otherwise agreed, in the event of unilateral abandonment by the company, the executive is only entitled to an indemnity of seven days per year worked, with a maximum of six monthly instalments, and therefore it is a usual practice consolidated in the market that indemnities of 2/4 years are agreed on, this being the practice for the Company's Senior Management contracts (2 years' indemnity plus 1 for the one-year ban on competition).

Moreover, except in a case in which a change of Chairman is considered as a hypothesis in which the senior manager can terminate the contract with entitlement to indemnity, the senior management contracts do not especially consider the hypotheses in which the senior manager is entitled to this termination, and therefore the provisions of the regulations governing these contracts are applied, as set forth in the management report.