

INFORMATION ON THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOCIEDAD GENERAL DE AGUAS DE BARCELONA, S.A. HELD ON 12 JANUARY 2010, AT THE FIRST NOTICE OF MEETING

The Extraordinary General Meeting of Shareholders of Sociedad General de Aguas de Barcelona, S.A. was held on 12 January 2010 in the Agbar Tower (and, within this, in the Auditorium), Avda. Diagonal, 211, in Barcelona, with the intervention of the Public Notary to take the minutes of the session, at the request of the Directors.

The Meeting was constituted at the first notice of meeting, with the attendance of 353 shareholders, the owners of 137,305,074 shares, that is of 91.755% of the share capital and, therefore, of the voting rights.

Of those attending, 95 shareholders were present, the owners of 18,235,625 shares, that is of 12.186% of the share capital, and 258 shareholders were represented, the owners of 119,069,449 shares, that is of 79.569% of the share capital.

The following resolutions were adopted in the above-mentioned Meeting:

1.-

- A) Request the delisting of the shares of Sociedad General de Aguas de Barcelona, S.A. from the Barcelona, Madrid and Bilbao Stock Markets.
- B) Formulate, as a necessary formality for the delisting of the shares, a Tender Offer on them pursuant to the provisions of Article 34 of Law 24/1988 on the Stock Market of 28 July and of Article 10 of Royal Decree 1066/2007 through a purchase at the price of 20 euros per share, which assumes that the company will not distribute dividends for the account of the profit of the financial year 2009 prior to the date of settlement of the Delisting Tender Offer.

The offer is aimed at 14,964,171 shares which represent 10% of the company's capital, as the shareholders HISUSA Holding de Infraestructuras y Servicios Urbanos, S.A., Suez Environnement España, S.L., Sociedad Unipersonal, Suez Environnement, S.A.S. and Critería CaixaCorp, S.A. have formally declared that they are the owners of the rest of the shares which make up the company's share capital, that they vote in favour of the delisting, they shall not tender in the Tender Offer formulated by the company for the delisting of its shares and they shall consequently proceed to immobilize them.

- C) Authorize the Chairman, Mr. Jordi Mercader Miró, the 1st Vice Chairman,

Mr. Gérard Mestrallet, and the 2nd, Mr. Manuel Raventós Negra, and the Director-Chief Executive Officer, Mr. Angel Simón Grimaldos, so that any of them can execute the above agreements, submit the Tender Offer to the Comisión Nacional del Mercado de Valores, fixing the period of acceptance, subscribing the corresponding prospectus, designating the financial institutions which should act on behalf of the company in the aforementioned offer, applying for and submitting the appropriate guarantees, paying the price and adopting whatever decisions are required or convenient for the complete execution of the agreements, including that of making the corresponding adjustments to the price to be offered in the Delisting Tender Offer, if applicable, with the prior authorization of the Comisión Nacional del Mercado de Valores, in the suppositions foreseen in the regulations in force.

- D) The Board of Directors, which may delegate, is authorized to designate the institution which, hereinafter and once the shares have been delisted, shall be in charge of keeping the accounting records of the company's shares in so far as they are represented in account entries, being able to this end to enter into any contracts and agreements, granting whatever public or private documents are deemed necessary or convenient.

2.- Reduce the company's share capital, for the account of unrestricted reserves, by the amount represented by the shares which are validly tendered in the tender offer referred to in the previous point of the Agenda and up to the maximum figure of 14,964,171 euros through the redemption of the shares that the company acquires in the aforementioned Tender Offer, and delegate to either the Board of Directors or its Chairman, so that they can execute this agreement once the Tender Offer has been settled, determining the capital reduction figure as that corresponding to the shares which are validly tendered in the Tender Offer, proceeding to redeem them and giving a new drafting to Articles 5 and 6 of the Articles of Association in order to adjust them to the resultant figure, after publishing the corresponding announcement. The execution of the capital reduction shall be carried out within the three months following the end of the Tender Offer.

It is agreed, for the purposes of the provisions of Article 167.3 of the *Ley de Sociedades Anónimas*, to create an unavailable reserve for the amount of the face value of the redeemed shares which will only be available in accordance with the requirements established for the capital reduction.

The difference between the face value of the shares which are redeemed and the acquisition price shall be charged against unrestricted reserves.

For the purposes of the above two paragraphs, it is recorded that the Company has sufficient unrestricted reserves.

3.- Approve the sale of the holding that Sociedad General de Aguas de Barcelona, S.A. has in Compañía de Seguros Adeslas, S.A., which amounts to 54.79% of its share capital, to Criteria CaixaCorp, S.A. (or to a company from its group) for the price of 687.1 million euros, authorizing the Board of Directors, which may

delegate, to carry out the aforementioned sale, in the context of the operations described in the Significant Event published by Criteria CaixaCorp, S.A. and Suez Environnement Company, S.A. on 22 October 2009, and once the preceptive authorizations have been obtained.

4.- Authorize the Board of Directors to proceed to execute the agreements adopted, with powers of correction, supplementation, execution, development and replacement in favour of the Chairman, or any other Director, authorizing, moreover, especially its Chairman and Secretary so that either of them without distinction may proceed to solemnize in a public instrument the agreements which are registrable, granting to this end the public or private documents, even of a corrective, rectifying, supplementary or clarifying nature which are required to achieve their registration on the Companies Register, and to appear and to carry out all kinds of actions before any organizations, public offices and institutions, whether public or private, national or foreign, before which this is necessary in relation to any of the agreements adopted in this General Meeting.

The result of the voting of the resolutions transcribed above, adopted by the Extraordinary General Meeting of Shareholders, was as follows:

Points on Agenda	Votes for	Votes against	Abstentions	Abandonments recorded
1.	137,167,104	113,348	24,622	0
2.	137,255,009	25,443	24,622	0
3.	137,247,697	27,155	30,222	0
4.	137,266,850	8,002	30,222	0