



Aigües de Barcelona

## SOCIEDAD GENERAL DE AGUAS DE BARCELONA, S.A.

### *Notice of Extraordinary 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, an Extraordinary General Meeting of Shareholders of this Company is summoned. It will be held at the registered offices, AGBAR Tower (and, within this, in the Auditorium), Avda. Diagonal 211, in Barcelona, on 12 January 2010 at 10.00 hours, at the first notice of meeting, or at the same place and at the same time, on 13 January 2010 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 submit for its consideration and approval the matters included in the following

### *Agenda*

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**One.-** Request to delist the shares of Sociedad General de Aguas de Barcelona, S.A. from the Barcelona, Madrid and Bilbao Stock Markets and, if applicable, the consequent formulation of a tender offer on the shares of the company at the price of 20 euros per share.

**Two.-** Share capital reduction, for the account of unrestricted reserves, for the amount represented by the shares which are validly tendered in the tender offer which, if applicable, and in accordance with the agreement referred to in the previous point of the Agenda, the company shall formulate as a requirement for the delisting of its shares, and up to the maximum amount of 14,964,171 euros through redemption of the shares which have accepted the aforementioned tender offer, authorizing the Board of Directors and its Chairman to determine the amount of the capital reduction within the maximum figure agreed on and in accordance with the result of aforementioned tender offer, with the consequent modification of Articles 5 and 6 of the Articles of Association.

**Three.-** Approval, if applicable, of the sale of the holding of Sociedad General de Aguas de Barcelona, S.A. in Compañía de Seguros Adeslas, S.A., which amounts to 54.79% of the latter's capital, to Criteria CaixaCorp, S.A. (or to a company from its group) for the price of 687.1 million euros.

**Four.-** Delegation of powers to execute the agreements adopted, with powers of rectification and supplementation.



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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, a) the proposed agreements formulated by the Board of Directors, b) the report of the Board of Directors justifying the proposed request to delist and consequent tender offer, in addition to the price of the offer, which includes the opinions prepared by Citigroup Global Markets Limited and J.P. Morgan on whether the price is reasonable from a financial point of view, and the valuation report prepared by J.P. Morgan, referring to point one of the Agenda, c) the report of the Board of Directors referring to the capital reduction and consequent modification of Articles 5 and 6 of the Articles of Association, and as for the drafting of these Articles, their bases on being determined by the result of the tender offer, and d) the opinions prepared by Citigroup Global Markets Limited and J.P. Morgan on whether the price of the sale of the holding of Sociedad General de Aguas de Barcelona, S.A. in Compañía de Seguros Adeslas, S.A. to which point three of the Agenda refers is reasonable from a financial point of view, likewise being able to request the free remittance of all the above-mentioned documents. All the aforementioned documentation can also be consulted and obtained on the company's website ([www.agbar.es](http://www.agbar.es)).

From the publication of this notice, the 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 ([www.agbar.es](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



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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.

The details of a personal nature that the shareholders send the Company, on themselves and their representatives, to exercise their attendance, delegation and voting rights in the General Meeting, or which are provided by the banking institutions and brokerage houses and companies in which these shareholders have deposited their shares, through the institution legally authorized to maintain the register of account entries, Iberclear, shall be processed in order to record the attendees of the General Meeting of Shareholders. The shareholders and their representatives are likewise informed that these details shall be included in a file, managed by Sociedad General de Aguas de Barcelona, S.A., and that they shall have the possibility to exercise their right of access, correction, cancellation and objection, pursuant to the provisions of the *Ley Orgánica de Protección de Datos de Carácter Personal* (Organic Law on the Protection of Personal Data) 15/1999 by means of a written communication addressed to the Company, Avda. Diagonal, 211, 08018 Barcelona, with the reference "Data Protection".

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, 20 November 2009.- The Chairman of the Board of Directors, Jordi Mercader Miró