

## Ordinary General Meeting of Shareholders 2009

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### INFORMATION ON THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOCIEDAD GENERAL DE AGUAS DE BARCELONA, S.A. HELD ON 5 JUNE 2009, AT THE FIRST NOTICE OF MEETING

The Ordinary General Meeting of Shareholders of SOCIEDAD GENERAL DE AGUAS DE BARCELONA, S.A. was held on 5 June 2009 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 604 shareholders, the owners of 136,142,885 shares, that is of 90.979% of the share capital and, therefore, of the voting rights.

Of those attending, 102 shareholders were present, the owners of 263,964 shares, that is of 0.176% of the share capital, and 502 shareholders were represented, the owners of 135,878,921 shares, that is of 90.802% of the share capital.

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

- “ 1.- Approve the individual annual accounts, including the balance sheet, profit and loss account, statement of changes to the equity, cash flow statement and report, and the consolidated annual accounts, including the balance sheet, profit and loss account, statement of recognized income and expenditure, cash flow statement and report, for the financial year 2008, and the respective management reports, verified together with the individual and consolidated management reports by the company's account auditors. The individual annual accounts and management report are printed in two copies, in the first copy on the back of 156 sheets of official headed paper, class 8, numbered between OJ3510500 and OJ3510345, inclusive, and on the back and front of a sheet of official-headed paper, same class 8, numbered OJ3510344, on which appears the signature of the Directors who endorse them, and a second copy printed on the back of 156 sheets of official headed paper, class 8, numbered between OJ3510343 and OJ3510188, inclusive, and on the back and front of a sheet of official-headed paper, same class 8, numbered OJ3510187, and the consolidated annual accounts and their respective management report are printed in two copies, in the first copy on the back of 185 sheets of official headed paper, class 8, numbered between OJ3540000 and

OJ3539816, inclusive, and on the back and front of a sheet of official-headed paper, same class 8, numbered OJ3539815, on which appears the signature of the Directors who endorse them, and a second copy printed on the back of 185 sheets of official headed paper, class 8, numbered between OJ3539814 and OJ3539630, inclusive, and on the back and front of a sheet of official-headed paper, same class, numbered OJ3539628, and have been verified by the auditing company Deloitte, S.L.

2.- Approve the administration of the Board of Directors, the Chairmanship and the Company Management corresponding to the financial year 2008.

3.- Approve the Proposed Application of Profit for the financial year 2008, formulated by the Board of Directors in the following terms and authorize the Board of Directors to determine the due date and method of payment of the supplementary dividend:

Net profit 2008	113,149,866.29 euros
Paid-out interim dividend	28,806,028.60 euros
Supplementary dividend	61,068,780.63 euros
Voluntary reserve	23,275,057.06 euros

4.- Proceed to pay an extraordinary dividend charged to voluntary reserves generated in the financial year 2008 for the quantity of €23,275,057 and generated in the financial year 2007 for the quantity of €276,008,357, for a total sum of €299,283,414, at a rate of €2 per share, authorizing the Board to determine its due date and method of payment.

5.-

a) Re-elect as Director in the capacity of domanial director, at the proposal of Criteria CaixaCorp, S.A. and for the statutory period of 5 years, Mr. Manuel Raventós Negra.

b) Ratify the appointment as Director of Suez Environnement España, S.L., Sociedad Unipersonal, agreed by cooption by the Board in its meeting on 5 May 2009 and to appoint as Director in the capacity of domanial director, at the proposal of Suez Environnement, S.A., for the statutory period of 5 years, Suez Environnement España, S.L., Sociedad Unipersonal.

- c) Appoint as Director in the capacity of domanial director, at the proposal of Criteria CaixaCorp, S.A. and for the statutory period of 5 years, Ms. Inmaculada Juan Franch, to cover the vacancy occurring due to the completion of the statutory period of Mr Enrique Corominas Vila.
6. Re-elect as the company's account auditors for the individual and consolidated accounts and for a period of a year, i.e. for the year 2010, the company Deloitte, S.L.
- 7.- Modify Articles 35 and 39 of the Articles of Association which will hereinafter have the following wording:

“Article 35.- Annual Accounts.

The Board of Directors is obliged to prepare, within a maximum period of three months starting from the closing of the financial year, the Annual Accounts, the Management Report, and the Proposed Implementation of the Result, and, if appropriate, the consolidated Annual Accounts and Management Report. The Annual Accounts shall include the Balance Sheet, the Profit and Loss Account, a Statement of Changes to the Equity, a Cash Flow Statement and the Report, which shall form a unit. The Accounts must be clearly written and show the faithful image of the assets, of the financial situation and of the results of the Company, pursuant to the provisions of the Law and Commercial Code. The Annual Accounts and the Management Report and Proposed Implementation of the Result will have to be signed by all the members of the Board of Directors. If the signature of any of them is missing, this circumstance shall be indicated on each of the documents on which it is missing, with express indication of the cause”.

“Article 39.- Implementation of the Result.

The General Meeting shall decide on the Implementation of the Result of the financial year, according to the approved Balance Sheet.

Once the items set forth in the Law or the Articles of Association have been fulfilled, it is only possible to distribute dividends charged to the profit of the financial year, or to reserves for free disposal, if the value of the equity is not or, as a consequence of the distribution, will not be lower than the share capital. To this end, the profits attributed directly to the equity may not be subject to either direct or indirect distribution.

If there are losses from previous financial years which mean that this equity of the Company is lower than the share capital, the profit shall be destined to offset these losses.

The distributable profit of the financial year, determined according to the legal rules in force, shall be distributed in the following way:

1.- An amount equal to 10% of the profit of the financial year shall be destined to the legal reserve until this reaches, at least, 20% of the share capital.

2.- An amount of up to 5% of the consolidated profit of the financial year shall be destined as allowance to the Board of Directors in the terms contemplated in Article 32 of these Articles of Association, as long as a dividend of at least 4% has been recognized for the shareholders.

3.- The rest shall be applied according to the proposal of the Board of Directors approved by the Ordinary General Meeting.

The distribution of dividends to the ordinary shareholders shall take place according to their disbursed share capital. In the dividend distribution agreement, the General Meeting shall determine the date and the method of payment. In the absence of determination of these matters, the dividend shall be payable in the registered offices on the day following that of the agreement.

Any dividend which is not claimed within five years after the date stipulated for its collection, shall lapse in favour of the Company”.

- 8-** Authorize the Board of Directors so that it can, either by itself or through its delegates or representatives, directly on behalf of the Company, or indirectly through a subsidiary company, acquire derivatively the Company's own shares, under the form of purchase or swap, or any other form permitted by law, up to a maximum amount of 7,482,085 shares, at a price or value not exceeding by more than 15% or less than 15% the closing price of the day before. This authorization will be valid for a maximum period of 18 months starting from the adoption of this resolution, with the remaining requirements of Article 75 of the Ley de Sociedades Anónimas, and the areas not used of the authorization granted on this matter by the Ordinary General Meeting of 30 May 2008 will cease to have effect.

- 9.- Authorize the Board of Directors to proceed to execute the resolutions adopted, with powers of rectification, complementation, execution, development and substitution in favour of the Chairman, or any other Director, moreover authorizing, especially its Chairman and Secretary, so that any of them indistinctly can proceed to legalize in a public document the resolutions which can be registered, signing to that effect any public or private documents, even those of a repairing, rectifying, complementing or clarifying nature, which may be necessary to complete their registration in the Companies Registry. “

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

Points on Agenda	Votes for	Votes against	Abstentions	Abandonments recorded
1.	136,142,885	0	0	0
2.	136,142,885	0	0	0
3.	136,142,885	0	0	0
4.	136,142,573	312	0	0
5.a)	135,811,227	331,658	0	0
5.b)	135,811,227	331,658	0	0
5.c)	135,811,227	331,658	0	0
6.	136,089,385	53,500	0	0
7.	136,142,885	0	0	0
8.	136,137,207	5,678	0	0
9.	136,142,885	0	0	0