

## Ordinary General Meeting of Shareholders 2009

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### 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* 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 5 June 2009 at 12.30 hours, at the first notice of meeting, or at the same place and at the same time, on 6 June 2009 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, statement of changes to the equity, cash flow statement 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 2008, 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 2008.

**Four.-** Distribution of an extraordinary dividend charged to reserves.

**Five.-** Re-elections and appointments of Directors.

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

**Seven.-** Modification of Articles 35 and 39 of the Articles of Association, to adapt them to the modifications introduced into the Revised Text of the *Ley de Sociedades Anónimas* by Law 16/2007 of 4 July and the latter moreover to harmonize it with the contents of Article 32 of the Articles of Association.

**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.-** 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, which include, in a separate section, the corporate governance report for the financial year 2008, the report explaining the points referred to in Article 116 bis of the *Ley del Mercado de Valores* and which appear in the management reports, the reports of the account auditors, the corporate governance annual report for the financial year 2008 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 on the proposed modification of Articles 35 and 39 of the Articles of Association and the proposed modification of these Articles, 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.

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, rectification, 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, 3 April 2009.- The Chairman of the Board of Directors, Jordi Mercader Miró.-