



Azurix Corp.

## **Special Meeting of Shareholders**

Doubletree Hotel  
at Allen Center  
Houston, Texas

March 16, 2001



333 Clay Street, Suite 1000  
Houston, TX 77002-7361  
(713) 646-6001

[www.azurix.com](http://www.azurix.com)

## AGENDA

10:00 a.m.

Call to Order — John L. Garrison  
President and Chief Executive Officer

Business of the meeting:

- Approval of Merger
- 
- Any other business that properly
- comes before the Meeting

Announcement of results of voting

Adjournment

## RULES OF PROCEDURE

In fairness to all Shareholders and in the interest of an orderly meeting, we ask you to honor the following rules of procedure:

1.  Only Shareholders may attend or speak.
2.  The Meeting will follow the Agenda as listed in this program. The presiding officer will recognize Shareholders who wish to ask specific questions relating to matters on the Agenda after motions have been made and seconded for each proposal to be acted upon at the meeting.
3.  Any Shareholder wishing to address the Meeting should be recognized by the presiding officer; state his or her name and status as a Shareholder.
4.  Please confine your comments to one subject at a time so that other Shareholders have an opportunity to comment on that subject. If your views differ from the statement of one of the speakers or other Shareholders, permit the speaker or other Shareholder the courtesy to conclude his or her remarks without interruption.
5.  The views, constructive comments and criticisms of the Shareholders are welcome, but the Meeting's purpose will be observed and the presiding officer will stop discussions that
  - are irrelevant to the business under   consideration;
  - derogatorily refer to personalities or are   otherwise not in good taste;
  - are unduly prolonged; or
  - are, in substance, repetitious of statements   made by other Shareholders.

