

COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO-SABESP

Form 6-K

June 04, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934

For June 6, 2014
(Commission File No. 1-31317)

Companhia de Saneamento Básico do Estado de São Paulo - SABESP
(Exact name of registrant as specified in its charter)

Basic Sanitation Company of the State of Sao Paulo - SABESP
(Translation of Registrant's name into English)

Rua Costa Carvalho, 300
São Paulo, S.P., 05429-900
Federative Republic of Brazil
(Address of Registrant's principal executive offices)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1) .

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(7) .

Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under
the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicated below the file number assigned to the
registrant in connection with Rule 12g3-2(b):

COMPANHIA DE SANEAMENTO BÁSICO DO ESTADO DE SÃO PAULO – SABESP

PUBLICLY HELD COMPANY

**Corporate Taxpayer ID (CNPJ/MF):
43.776.517/0001-80**

Company Registry (NIRE): 35.3000.1683-1

SUBSCRIBED AND PAID-IN CAPITAL- R\$ 10,000,000,000.00

MINUTES OF THE ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING

HELD ON APRIL 30, 2014

DATE, TIME AND VENUE: On April 30, 2014 at 10:00 a.m., at the Company's headquarters, located at Rua Costa Carvalho, nº 300, in the city and state of São Paulo.

CALL NOTICE: The Call Notice was published in the March 29 and April 2 and 3, 2014 editions of the Official Gazette of the State of São Paulo and the March 29, April 1, 3 and 4, 2014 editions of the *Valor Econômico* newspaper.

ATTENDANCE: Shareholders representing more than two thirds of the capital stock, as per the signatures in the Shareholders' Attendance Book.

Jerônimo Antunes, member of the Board of Directors and Coordinator of the Audit Committee, Carlos Eduardo Teixeira Braga, representative of the shareholder State of São Paulo Treasury Department, Délio Rocha Leite, representative of the independent registered public accounting firm Deloitte Touche Tohmatsu, Horácio José Ferragino, member of Sabesp's Fiscal Committee, Rui de Britto A. Affonso, Chief Financial Officer and Investor Relations Officer, Marcelo Miyagui, Head of Accounting, Mário A. de A. Sampaio, head of Capital Markets and Investor Relations, John Emerson Silva, Management Analyst of the Investor Relations Department, Sandra Maria Giannella, Executive Secretary to the Board of Directors, Angela Beatriz Airoidi, Manager of the Investor Relations Department, Priscila Costa da Silva, Management Analyst of the Investor Relations Department and Beatriz Helena de Almeida e Silva Lorenzi, lawyer of the Legal Department, also attended the meeting.

PRESIDING BOARD: Chairman: Jerônimo Antunes. Secretaries: Marli Soares da Costa and Marialve de Sousa Martins.

PUBLICATIONS: Management Report and Financial Statements, together with the Reports of the Independent registered public accounting firm, the Audit Committee and the Fiscal Committee, for the fiscal year ended December 31, 2013, published on March 29, 2014 in both the Official Gazette of the State of São Paulo, Business Section 2, pages 25 to 45, and the Valor Econômico newspaper, São Paulo Regional Section, pages E25 to E46. The documents above were also made available to shareholders at the Company's headquarters and on its website, with the proposal from management containing the capital budget and other document pursuant to applicable legislation.

AGENDA: ANNUAL SHAREHOLDERS' MEETING:

I. Examination of the Annual Management Report for the fiscal year ended December 31, 2013; resolution on the Company's Financial Statements for the fiscal year ended December 31, 2013, namely: Statement of Financial Position and the respective Statements of Income, Changes in Shareholders' Equity, Cash Flow, Value Added and Notes to the Financial Statements, accompanied by the Reports by the Independent registered public accounting firm, Fiscal Committee's and Audit Committee. **II.** Resolution on the allocation of net income for the year 2013. **III.** Establishment of the number of members of the Board of Directors. **IV.** Election of the members of the Board of Directors for terms until 2016 and appointment of the Chairman of the Board of Directors. **V.** Election of the members of the Fiscal Committee for terms until 2015. **VI.** Establishment of the total compensation for the members of the Executive Board, the Board of Directors and the Fiscal Committee for fiscal year 2014.

EXTRAORDINARY SHAREHOLDERS' MEETING:

I. Increase in the Company's capital stock, without the issue of new shares, through the capitalization of its capital reserve, in the amount of one hundred and twenty-four million, two hundred and fifty-four thousand, eight hundred and fifty one reais and fifty one centavos (R\$124,254,851.51) and part of the Company's profit reserves, in the amount of three billion, six hundred and seventy-two million, fifty-six thousand, five hundred and eighty three reais and twenty six centavos (R\$3,672,056,583.26), in accordance with paragraph 1 of Article 169 and Article 199 of Federal Law no. 6404/1976. **II.** Amendments to the Company's Bylaws, with the modification of (a) the caput of Article 3, to reflect the new amount of the Company's capital stock following the increase in capital stock referred to in item I above, if approved; (b) the first paragraph of Article 3, to increase the authorized capital limit to fifteen billion reais (R\$ 15,000,000,000.00); (c) Article 14, to adjust the responsibilities of three (3) Management Divisions, given the changes to their organizational structures.

CLARIFICATIONS: 1) These matters were considered by the State Capital Protection Board (CODEC), in Process S.F. no. 12091-333072/2014, whose vote guidance of the representative of the State of São Paulo Treasury Department is included in CODEC Opinion no. 057/2014, of April 29, 2014.

RESOLUTIONS:

The Chairman of the Meeting began with the agenda for the **ANNUAL SHAREHOLDERS' MEETING**, opening discussion on **item I** of the Agenda, the Examination of the Annual Management Report for the fiscal year ended December 31, 2013; resolution on the Company's Financial Statements for the fiscal year ended December 31, 2013, namely: Statement of Financial Position and the respective Statements of Income, Changes in Shareholders' Equity, Cash Flow, Value Added and Notes to the Financial Statements, accompanied by the Reports by the Independent registered public accounting firm, Fiscal Committee's and Audit Committee. The representative and proxy of the shareholder State of São Paulo Treasury Department Carlos Eduardo Teixeira Braga, based on the CODEC Opinion and considering that the subject was approved by the Company's Board of Directors and Fiscal Committee, proposed to approve the Management Accounts and the Financial Statements supported by the Reports of the Audit Committee, Fiscal Committee and Independent registered public accounting firm for 2013, in conformity with the Management Report, the Statement of Financial Position and the respective Statements of Income, Changes in Shareholders' Equity, Cash Flow, Value Added and corresponding Notes to the Financial Statements. After being submitted to a **vote** by the Chairman, the proposal of the shareholder State of São Paulo Treasury Department, duly registering abstentions and negative votes, was **approved by the majority of votes**.

Afterwards, the Chairman discussed **item II** of the Agenda, Resolution on the allocation of net income for the year 2013. The representative and proxy of the shareholder State of São Paulo Treasury Department Carlos Eduardo Teixeira Braga, based on the CODEC Opinion and considering that the subject was approved by the Board of Directors and the Fiscal Committee, and in conformity with Article 192 of Law 6404/76 and its amendments, proposed to allocate the net income for the year 2013 as follows: Net income for the year - R\$1,923,558,803.56; (-) 5% to Legal Reserve R\$96,177,940.18; (-) Minimum Mandatory Dividends R\$456,845,215.87; (-) Supplementary Dividends R\$80,619,743.98; (-) Investment Reserves R\$1,289,915,903.53. After being submitted to a **vote** by the Chairman, the proposal of the shareholder State of São Paulo Treasury Department, duly registering abstentions and negative votes, was **approved by the majority of votes**.

Moving on, the Chairman discussed **item III** of the Agenda, Establishment of the number of members of the Board of Directors. The representative and proxy of the shareholder State of São Paulo Treasury Department Carlos Eduardo Teixeira Braga, based on the CODEC Opinion, proposed setting the number of Sabesp Board of Directors at nine (9) members. After being submitted to a **vote** by the Chairman, the proposal of the shareholder State of São Paulo Treasury Department, duly registering abstentions and negative votes, was **approved by the majority of votes**.

Next, the Chairman opened discussion on **item IV** of the Agenda, the Election of the members of the Board of Directors for terms until 2016 and appointment of the Chairman of the Board of Directors. The representative and proxy of the shareholder State of São Paulo Treasury Department Carlos Eduardo Teixeira Braga, based on the CODEC Opinion no. 057/2014, nominated to the **Board of Directors**, for terms of two (2) years, ending in April 2016, the following individuals: MAURO GUILHERME JARDIM ARCE, DILMA SELI PENA, ALBERTO GOLDMAN, CLAUDIA POLTO DA CUNHA, WALTER TESCH, FRANCISCO VIDAL LUNA, JERÔNIMO ANTUNES and REINALDO GUERREIRO. After being discussed, the item was submitted to a **vote** and **approved by the majority of votes**.

Next, Camila Pupo Palomares, representing the shareholder The Bank of New York Mellon, nominated LUÍS EDUARDO ASSIS as a Board Member, representing the minority shareholders. The proposal was discussed, submitted to a separate **vote**, with the abstention of the State of São Paulo Treasury Department, and **approved**, as provided for in Article 239 of the Brazilian Corporate Law.

The Chairman also submitted, under the terms of paragraph 2 of Article 8 of the Company's Bylaws, subject to a resolution by the Shareholders' Meeting, the selection of the Chairman of the Board of Directors, with the appointment of MAURO GUILHERME JARDIM ARCE **approved by the majority of votes**.

Given the aforementioned resolutions, the **Board of Directors** is structured as follows:

Chairman: Mauro Guilherme Jardim Arce, Brazilian, married, Electrical Engineer, Identity Card (RG) no. 2.550.634 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 107.894.648-53; **Board Members: Dilma Seli Pena**, Brazilian, divorced, geographer with a Masters in Public Administration, Identity Card (RG) no. 216.219 SSP/DF and inscribed in the roll of individual taxpayers (CPF) under number 076.215.821-20; **Alberto Goldman**, Brazilian, civil union, civil engineer, Identity Card (RG) no. 2.049.085-9 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 011.110.948-53; **Claudia Polto da Cunha**, Brazilian, married, attorney, Identity Card (RG) no. 18.205.781-1 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 127.276.788-43; **Walter Tesch**, Brazilian, married, sociologist, Identity Card (RG) no. 098.629 SSP/DF and inscribed in the roll of individual taxpayers (CPF) under number 334.124.720-34; **Francisco Vidal Luna**, Brazilian, married, economist, Identity Card (RG) no. 3.500.003 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 031.950.828-53; **Jerônimo Antunes**, Brazilian, married, accountant and business administrator, Identity Card (RG) 7.988.834-3 and inscribed in the roll of individual taxpayers (CPF) under number 901.269.398-53; **Reinaldo Guerreiro**, Brazilian, married, accountant, Identity Card (RG) no. 6.156.523-4 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 503.946.658-72; and **Luís Eduardo Assis**, Brazilian, separated, economist, Identity Card (RG) no. 5.906.923 and inscribed in the roll of individual taxpayers (CPF) under number 108.769.468-88, all domiciled in the city and state of São Paulo, Rua Costa Carvalho nº 300 - Pinheiros.

The Board Members shall perform their duties in accordance with the Company's Bylaws, with a unified mandate until the Shareholders' Meeting to approve the account for the year ending on December 31, 2015, subject to the provisions set for the in caput of Article 140 of Federal Law 6404/76. The assumption of office must comply with the requirements, constraints and procedures contained in the Brazilian Corporate Law and all other legal provisions in effect.

The declaration of assets shall be subject to applicable state regulations, such as the Statement of Consent, contained in the Novo Mercado Listing Rules of BM&FBOVESPA and others required by applicable law. And, under the terms of item 4.3, Section IV, of the Novo Mercado Listing Rules of BM&FBOVESPA, the **Independent Board Members are Francisco Vidal Luna, Jerônimo Antunes, Reinaldo Guerreiro and Luís Eduardo Assis.**

Immediately thereafter, the Chairman moved on to **item V** of the Agenda, Election of the members of the Fiscal Committee for terms until 2015. The representative and proxy of the shareholder State of São Paulo Treasury Department Carlos Eduardo Teixeira Braga, based on the CODEC Opinion, nominated the following individuals as **sitting members** of the **Fiscal Committee**: JOSÉ ANTONIO XAVIER, HUMBERTO MACEDO PUCCINELLI, HORÁCIO JOSÉ FERRAGINO and RUI BRASIL ASSIS, and as **alternate members**, respectively: TOMÁS BRUGINSKI DE PAULA, JOSÉ RUBENS GOZZO PEREIRA, ENIO MARRANO LOPES and MÁRCIO REA. After being discussed, the item was submitted to a **vote** and **approved by the majority of votes**.

In this act, shareholder Alexander Bialer presented the nomination for sitting and alternate Board Members, respectively: ALEXANDRE LUIZ OLIVEIRA DE TOLEDO and ANTÔNIO CLÁUDIO ZEITUNI, representatives of the minority shareholders. The proposal was discussed, submitted to a separate **vote**, with the abstention of the State of São Paulo Treasury Department, and **approved**, as provided for in Article 240 of Law 6404/76.

The Fiscal Committee, with a one (1) year mandate, was structured as follows: **Sitting Members: José Antonio Xavier**, Brazilian, married, economist, domiciled at Av. Rangel Pestana nº 300, Centro, in the city and state of São Paulo, Identity Card (RG) no. 8.503.413 SSP/SP, and inscribed in the roll of individual taxpayers (CPF) under number 036.215.928-90; **Humberto Macedo Puccinelli**, Brazilian, divorced, economist, domiciled at Av. Rangel Pestana nº 300, Centro, in the city and state of São Paulo, Identity Card (RG) no. 9.211.361 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 022.759.188-76; **Horácio José Ferragino**, Brazilian, married, accountant, domiciled at Al. Santos nº 1165, Cerqueira Cesar, in the city and state of São Paulo, Identity Card (RG) no. 4.675.828-8 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 531.087.018-00; **Rui Brasil Assis**, Brazilian, married, civil engineer, domiciled at Rua Bela Cintra, 847, Cerqueira Cesar, in the city and state of São Paulo, Identity Card (RG) no. 6.355.316-8 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 923.245.258-87 and **Alexandre Luiz Oliveira de Toledo**, Brazilian, married, attorney, domiciled at Rua Quinze de Novembro nº 184, Centro, in the city and state of São Paulo, Identity Card (RG) no. 7.547.108 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 037.446.598-36.

Alternate Members, respectively, **Tomás Bruginski de Paula**, Brazilian, single, economist, domiciled at Av. Rangel Pestana nº 300, Centro, in the city and state of São Paulo, Identity Card (RG) no. 1.554.630-1 SSP/PR and inscribed in the roll of individual taxpayers (CPF) under number 092.553.068-98; **José Rubens Gozzo Pereira**, Brazilian, married, economist, domiciled at Av. Rangel Pestana nº 300, Centro, in the city and state of São Paulo, Identity Card (RG) no. 4.610.935 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 309.106.178-72; **Enio Marrano Lopes**, Brazilian, married, business administrator, domiciled at Alameda Santos nº 1165, 9º andar, Cerqueira Cesar, in the city and state of São Paulo, Identity Card (RG) no. 8.385.865-9 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 021.526.678-16; **Marcio Rea**, Brazilian, married, business administrator, domiciled at Rua Bela Cintra, 847, 14º andar, Cerqueira Cesar, in the city and state of São Paulo, Identity Card (RG) no. 13.277.220-6 and inscribed in the roll of individual taxpayers (CPF) under number 060.294.818-51 and **Antônio Cláudio Zeituni**, Brazilian, married, attorney, domiciled at Rua Quinze de Novembro nº 184, Centro, in the city and state of São Paulo, Identity Card (RG) no. 17.265.911-5 and inscribed in the roll of individual taxpayers (CPF) under number 148.207.548-18.

The elected Fiscal Committee Members shall hold office until the next Annual Shareholders' Meeting and should a sitting member be unable to attend a meeting, they must inform the Company's Secretariat – PPS, in order to allow for the convening of the alternate member. The assumption of office by the Fiscal Committee Member must comply with the requirements, constraints and procedures contained in the Brazilian Corporate Law and all other legal provisions in effect. The declaration of assets shall be subject to applicable state regulations, such as the Statement of Consent, contained in the Novo Mercado Listing Rules of BM&FBOVESPA and others required by applicable law.

Next, the Chairman opened discussion on **item VI** of the Agenda, Establishment of the total compensation for the members of the Executive Board, the Board of Directors and the Fiscal Committee for fiscal year 2014. The representative and proxy of the shareholder State of São Paulo Treasury Department Carlos Eduardo Teixeira Braga, based on the CODEC Opinion, proposed the ratification of the compensation for the members of the Executive Board, in the individual monthly amount of twenty thousand, five hundred and ninety reais (R\$20,590.00), pursuant to CODEC Opinion no. 003/2013 and CODEC Memo 001/GS-CODEC, of January 30, 2013, eligible for potential bonuses, pursuant to CODEC Opinion no. 150/2005. The compensation of the members of the Board of Directors and Fiscal Committee shall be set pursuant to CODEC Opinion no. 001/2007, which corresponds to thirty percent (30%) and twenty percent (20%), respectively, of the monthly compensation for the executive officers, conditioned on compliance with the conditions included in CODEC Opinion 116/2004. The members of the Executive Board, the Board of Directors and the Fiscal Committee will be eligible for “pro rata” bonuses, paid in December, under the terms of Article 4 of CODEC Resolution no. 001/91. After being submitted to a **vote** by the Chairman, the proposal of the shareholder State of São Paulo Treasury Department, duly registering abstentions and negative votes, was **approved by the majority of votes**.

Next, the Chairman of the Meeting moved on to the agenda for the **EXTRAORDINARY SHAREHOLDERS’ MEETING**. Discussion was opened on **item I** of the Agenda, Increase in the Company’s capital stock, without the issue of new shares, through the capitalization of its capital reserves, in the amount of one hundred and twenty-four million, two hundred and fifty-four thousand, eight hundred and fifty one reais and fifty one centavos (R\$124,254,851.51) and part of the Company’s profit reserves, in the amount of three billion, six hundred and seventy-two million, fifty-six thousand, five hundred and eighty three reais and twenty six centavos (R\$3,672,056,583.26), in accordance with paragraph 1 of Article 169 and Article 199 of Federal Law no. 6404/1976. The representative and proxy of the shareholder State of São Paulo Treasury Department Carlos Eduardo Teixeira Braga, based on the CODEC Opinion no. 057/2014 and taking into account that the item was approved by the Company’s Board of Directors and its Fiscal Council, proposed the cited capital increase in the amount of three billion, seven hundred and ninety-six million, three hundred and eleven thousand, four hundred and thirty four reais and seventy seven centavos (R\$3,796,311,434.77), which would increase the Company’s capital stock from six billion, two hundred and three million, six hundred and eighty-eight thousand, five hundred and sixty five reais and twenty three centavos (R\$6,203,688,565.23), to ten billion (R\$10,000,000,000.00) reais. The Chairman opened discussion on the item, followed by a **vote**, duly registering abstentions and negative votes, wherein the proposal by the proxy and representative of the State of São Paulo Treasury Department was **approved by the majority of votes**.

Next, the Chairman opened discussion on **item II** of the Agenda, Amendments to the Company's Bylaws, with the modification of (a) the *caput* of Article 3, to reflect the new amount of the Company's capital stock following the increase in capital stock referred to in item I above, if approved; (b) the first paragraph of Article 3, to increase the authorized capital limit to fifteen billion reais (R\$ 15,000,000,000.00); (c) Article 14, to adjust the responsibilities of three (3) Management Divisions, given the changes to their organizational structures. The representative and proxy of the shareholder State of São Paulo Treasury Department Carlos Eduardo Teixeira Braga, based on the CODEC Opinion, and taking into account that the item was approved by the Company's Board of Directors and Fiscal Council, proposed that the amendments to the bylaws be approved. After being submitted to a **vote** by the Chairman, the proposal of the shareholder State of São Paulo Treasury Department, duly registering abstentions and negative votes, was **approved by the majority of votes**, with the bylaws entering into effect with the following wording:

"ARTICLE 3 The capital stock is ten billion reais (R\$10,000,000,000.00), fully subscribed and paid-in, divided into six hundred and eighty-three million, five hundred and nine thousand, eight hundred and sixty nine (683.509.869) registered, book-entry common shares, of a single class and with no par value.

Paragraph 1: Regardless of the statutory amendment, the capital stock may be increased to the maximum limit of fifteen billion reais (R\$15,000,000,000.00), upon resolution of the Board of Directors, with authorization from the Fiscal Committee."

"[...]"

"ARTICLE 14 The Executive Board shall be composed of six (6) members, all with unified terms of two (2) years in office, with reelection being permitted.

Paragraph 1 – The responsibilities of the CEO include:

“[...]”

VIII – coordinate, evaluate and control the duties relating to:

“[...]”

d) regulatory matters;

“[...]”

Paragraph 2 – The responsibilities of the Corporate Management Officer include:

“[...]”

VII new business

“[...]”

Paragraph 4 – The responsibilities of the Technology, Enterprises and Environment Officer include:

“[...]”

II. research, innovation, technological and operational development;

“[...]” .”

The drawing up of these minutes in summary format and its publication without the signatures of the attending Shareholders, pursuant to Article 130, paragraphs 1 and 2 of Law 6404/76, was approved by unanimous vote.

CLOSURE AND DRAWING UP OF THE MINUTES: There being no further business to address, the Chairman thanked the shareholders for their attendance and the Special and Annual Shareholders’ Meetings were adjourned for the drawing up of these minutes, which were then read, approved and signed by the Chairman, the Secretaries of the Meeting and the attending shareholders, who comprise the quorum necessary for the resolutions taken.

DOCUMENTS FILED at the Company’s Secretariat – PPS. The proxies of the shareholder representatives listed below, accompanied with their voting records, will be filed at the Company’s headquarters, duly numbered and signed by the Presiding Board.

São Paulo, April 30, 2014.

JERÔNIMO ANTUNES

Chairman of the Meeting

CARLOS EDUARDO TEIXEIRA BRAGA

(representative of the shareholder State of
São Paulo Treasury Department)

MARLI SOARES DA COSTA

Secretary of the Meeting

MARIALVE DE SOUSA MARTINS

Secretary of the Meeting

CAMILA PUPO PALOMARES

(representative of the shareholder The Bank
Of
New York Mellon)

ALEXANDER BIALER

(shareholder)

PAULO ROBERTO ESTEVES

(representative of the shareholders Itaú
Unibanco S.A.)

PAULO ROBERTO ESTEVES

(representative of the shareholders Banco
Santander Brasil S.A.)

AMUNDI FUNDS

AMUNDI ACTIONS EMERGENTS

CPR GLOBAL INFRASTRUCURES

FDA 21

PAULO ROBERTO ESTEVES

(representative of the shareholders HSBC Corretora de Títulos e Valores Mobiliários S.A.)

HSBC INTERNATIONAL SELECT FUND - MULTIALPHA GLOBAL EMERGING MARKETS EQUITY

**HSBC INSTITUTIONALTRUST SERVICES (SINGAPORE) LIMITED AS TRUSTEE OF ALLIANZ GLOBAL
INVESTORS PREMIER FUNDS - ALLIANZ GLOBAL HIGH PAYOUT)**

PAULO ROBERTO ESTEVES

(representative of the shareholders, J. P. Morgan S.A. Distribuidora de Títulos e Valores Imobiliários)

THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045835

CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM

RETIREMENT INCOME PLAN OF SAUDI ARABIAN OIL COMPANY

RETIREMENT INCOME PLAN OF SAUDI ARABIAN OIL COMPANY

HARTFORD GLOBAL RESEARCH HLS FUND

THE HARTFORD GLOBAL ALL ASSET FUND

THE HARTFORD GLOBAL REAL ASSET FUND

THE HARTFORD GLOBAL RESEARCH FUND

MISSOURI EDUCATION PENSION TRUST

FLEXSHARES STOXX GLOBAL BROAD INFRASTRUCTURE INDEX FUND

JP MORGAN CHASE RETIREMENT PLAN

FIDELITY INSTITUTIONAL FUNDS ICVC - SELECT EMERGING MARKETS EQUITIES FUND

FRANKLIN TEMPLETON INVESTMENT FUNDS

H.E.S.T. AUSTRALIA LIMITED

NORGES BANK

PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO

PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO

PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO

SBC MASTER PENSION TRUST

STATE OF WYOMING

STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL

STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL

STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST

VANGUARD INVESTMENT SERIES, PLC

VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS

PAULO ROBERTO ESTEVES

(representative of the shareholders Citibank N.A)

FIDELITY LATIN AMERICA FUND

CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM

CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM

CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM

ASCENSION HEALTH MASTER PENSION TRUST

STATE OF OREGON

STATE OF OREGON

ADVISORS INNER CIRCLE FUND - ACADIAN EMERGING MARKETS PORTFOLIO

AGF INVESTMENTS INC

BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.

CIBC EMERGING MARKETS INDEX FUND

DOMINION RESOURCES, INC. MASTER TRUST

GMO MEAN REVERSION FUND(ONSHORE), A SERIES OF GMO MASTER PORTFOLIOS(ONSHORE), L.P.

IBM 401(K) PLUS PLAN

BNY MELLON FUNDS TRUST - BNY MELLON EMERGING MARKETS FUND

SAN DIEGO GAS & ELEC CO NUC FAC DEC TR QUAL

SOUTHERN CA EDISON CO NUCLEAR FAC QUAL CPUC DECOM M T FOR SAN ONOFRE AND PALO VERDE NUC GEN STATION

RUSSELL EMERGING MARKETS EQUITY POOL

STATE OF CONNECTICUT RETIREMENT PLANS AND TRUST FUNDS

STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS

STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS

STICHTING PHILIPS PENSIOENFONDS

TEACHER RETIREMENT SYSTEM OF TEXAS

THE BARING EMERGING MARKETS UMBRELLA FUND, SUB FUND, THE BARING LATIN AMERICA FUND

THE MONETARY AUTHORITY OF SINGAPORE

THE MONETARY AUTHORITY OF SINGAPORE

THE MONETARY AUTHORITY OF SINGAPORE

ACADIAN EMERGING MARKETS EQUITY FUND

KANSAS PUBLIC EMPLOYEES RETIREMENT SYSTEM

BELL ATLANTIC MASTER TRUST

SSGA MSCI BRAZIL INDEX NON-LENDING QP COMMON TRUST FUND

BRITISH AIRWAYS PENSION TRUSTEES LIMITED - MAIN A/C

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BRITISH AIRWAYS PENSION TRUSTEES LIMITED - MAIN A/C

CAISSE DE DEPOT ET PLACEMENT DU QUEBEC

COMMONWEALTH OF PENNSYLVANIA STATE EMPLOYEES' RETIREMENT SYSTEM

FIDELITY GLOBAL FUND

FLORIDA RETIREMENT SYSTEM TRUST FUND

JOHN DEERE PENSION TRUST

LOUISIANA STATE EMPLOYEES RETIREMENT SYSTEM
PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO
RAYTHEON COMPANY MASTER TRUST
STATE OF WISCONSIN INVESTMENT BOARD MASTER TRUST
THE CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM
THE FIRST CHURCH OF CHRIST, SCIENTIST, IN BOSTON MASSACHUSETTS
THE GOVERNMENT OF THE PROVINCE OF ALBERTA
THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD
WEST VIRGINIA INVESTMENT MANAGEMENT BOARD
GMAM GROUP PENSION TRUST II
EMPLOYEES RETIREMENT SYSTEM OF THE STATE OF HAWAII
LEGG MASON GLOBAL FUNDS, P.L.C.
NEW ZEALAND SUPERANNUATION FUND
OHIO SCHOOL EMPLOYEES RETIREMENT SYSTEM
BRITISH AIRWAYS PENSION TRUSTEES LTD. (MPF A/C)
WHEELS COMMON INVESTMENT FUND
FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST
FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST
GMO FUNDS PLC
ILLINOIS STATE BOARD OF INVESTMENT
MARSH & MCLENNAN MASTER RETIREMENT TRUST
MICROSOFT GLOBAL FINANCE
TEACHERS RETIREMENT SYSTEM OF THE STATE OF ILLINOIS
NAV CANADA PENSION PLAN

UTAH STATE RETIREMENT SYSTEMS

EVANGELICAL LUTHERAN CHURCH IN AMERICA BOARD OF PENSIONS

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

FLORIDA STATE BOARD OF ADMINISTRATION

ALASKA PERMANENT FUND

CITY OF NEW YORK GROUP TRUST

CITY OF NEW YORK GROUP TRUST

CITY OF NEW YORK GROUP TRUST

CITY OF NEW YORK GROUP TRUST

CITY OF NEW YORK GROUP TRUST

WELLS FARGO ADVANTAGE DIVERSIFIED INTERNATIONAL FUND

THE SEVENTH SWEDISH NATIONAL PENSION FUND - AP 7 EQUITY FUND

AT&T UNION WELFARE BENEFIT TRUST

ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND

FIDELITY INTERNATIONAL DISCIPLINED EQUITY FUND

THE HONEYWELL INTERNATIONAL INC. MASTER RETIREMENT TRUST

DREYFUS INVESTMENT FUNDS - DREYFUS/THE BOSTON COMPANY EMERGING MARKETS CORE EQUITY FUND

THE NOMURA TRUST AND BANKING CO., LTD. RE: INT. EMERGING STOCK INDEX MSCI EMERGING NO HEDGE MOTHER

EMERGING MARKETS SUDAN FREE EQUITY INDEX FUND

CN CANADIAN MASTER TRUST FUND

GARD COMMON CONTRACTUAL FUND

ISHARES MSCI BRAZIL CAPPED ETF

MERCER NON-US CORE EQUITY FUND

SPDR S&P EMERGING MARKETS ETF

EMERGING MARKETS INDEX NON-LENDABLE FUND

THE GMO EMERGING MARKETS FUND

GMO TRUST ON BEHALF OF GMO EMERGING COUNTRIES FUND

FIDELITY INVESTMENT TRUST: LATIN AMERICA FUND

VANGUARD EMERGING MARKETS STOCK INDEX FUND

VANGUARD INTERNATIONAL VALUE FUND

GMAM INVESTMENT FUNDS TRUST

HEWLETT PACKARD COMPANY TAX SAVING CAPITAL ACCUMULATION PLAN - ALLIANCE
BERNSTEIN

NEW YORK STATE TEACHERS RETIREMENT SYSTEM

NEW YORK STATE TEACHERS RETIREMENT SYSTEM

VIRGINIA RETIREMENT SYSTEM

COUNTY EMPLOYEES ANNUITY AND BENEFIT FUND OF THE COOK COUNTY

VANGUARD FTSE ALL-WORLD EX-US INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS

EMERGING MKTS EQTY MGRS: PORTFOLIO 1 OFFSHORE MASTER L.P.

MERCER INTERNATIONAL EQUITY FUND

FUTURE FUND BOARD OF GUARDIANS

BLACKROCK ECOSOLUTIONS INVESTMENT TRUST

NATIONAL COUNCIL FOR SOCIAL SECURITY FUND

POWERSHARES FTSE RAFI EMERGING MARKETS PORTFOLIO

NORTHERN TRUST INVESTMENT FUNDS PLC

ISHARES MSCI BRIC INDEX FUND

ROBECO PORTFOLIO TRUST - SAM SUSTAINABLE WATER PORTFOLIO

RENAISSANCE GLOBAL INFRASTRUCTURE FUND

SCHWAB FUNDAMENTAL EMERGING MARKETS LARGE COMPANY INDEX FUND

COLLEGE RETIREMENT EQUITIES FUND

TYCO ELECTRONICS DEFINED BENEFIT PLNS MASTER TST

POWERSHARES GLOBAL WATER PORTFOLIO

ADVANCED SERIES TRUST - AST PARAMETRIC EMERGING MARKETS EQUITY PORTFOLIO

VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS

JAPAN TRUSTEE SERVICES BANK, LTD. RE: RTB NIKKO BRAZIL EQUITY ACTIVE MOTHER FUND

MELLON BANK N.A EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN

BEST INVESTMENT CORPORATION

MINISTRY OF STRATEGY AND FINANCE

MINISTRY OF STRATEGY AND FINANCE

MINISTRY OF STRATEGY AND FINANCE

MINISTRY OF STRATEGY AND FINANCE

RUSSELL INSTITUTIONAL FUNDS, LLC - RUSSELL EMERGING MARKETS EQUITY PLUS FUND

PICTET - EMERGING MARKETS INDEX

PICTET - WATER

PICTET GLOBAL SELECTION FUND - GLOBAL HIGH YIELD UTILITIES EQUITY FUND

PICTET GLOBAL SELECTION FUND - GLOBAL UTILITIES EQUITY FUND

LAZARD INTERNATIONAL EQUITY SELECT PORTFOLIO

ACADIAN EMERGING MARKETS EQUITY II FUND, LLC

BELLSOUTH CORPORATION RFA VEBA TRUST

PYRAMIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS

PPL SERVICES CORPORATION MASTER TRUST

WSIB INVESTMENTS PUBLIC EQUITIES POOLED FUND TRUST

THE XSTRATA CANADA PENSION FUNDS TRUST - FOREIGN EQUITY FUND

FUTURE FUND INVESTMENT COMPANY NO.2 PTY LTD

PYRAMIS SELECT EMERGING MARKETS EQUITY TRUST

PICTET FUNDS S.A RE: PI(CH)-EMERGING MARKETS TRACKER

WISDOMTREE GLOBAL EX-US DIVIDEND GROWTH FUND

REGIME DE RETRAITE DU PERSONNEL DES CPE ET DES GARDERIES PRIVEES
CONVENTIONNEES DU QUEBEC

FIDELITY SALEM STREET TRUST: FIDELITY SERIES GLOBAL EX U.S. INDEX FUND

SCHWAB EMERGING MARKETS EQUITY ETF

ISHARES MSCI EMERGING MARKETS INDEX FUND

UPS GROUP TRUST

EMERGING MARKETS INDEX NON-LENDABLE FUND B

EGSHARES BRAZIL INFRASTRUCTURE ETF

GMO REAL RETURN ASSET ALLOCATION FUND, L.P.

BLACKROCK CDN MSCI EMERGING MARKETS INDEX FUND

TIAA-CREF FUNDS - TIAA-CREF EMERGING MARKETS EQUITY INDEX FUND

EMERGING MARKETS EQUITY INDEX MASTER FUND

EMERGING MARKETS EQUITY INDEX PLUS FUND

CF DV EMERGING MARKETS STOCK INDEX FUND

PYRAMIS GLOBAL EX U.S. INDEX FUND LP

DB X -TRACKERS MSCI BRAZIL HEDGED EQUITY FUND

WELLS FARGO ADVANTAGE INTERNATIONAL VALUE PORTFOLIO

ING EMERGING MARKETS HIGH DIVIDEND EQUITY FUND

GMO GLOBAL REAL RETURN (UCITS) FUND, A SUB-FUND OF GMO FUNDS PLC

PICTET GLOBAL SELECTION FUND - GLOBAL UTILITIES EQUITY CURRENCY HEDGED FUND

VERIZON MASTER SAVINGS TRUST

WISDOMTREE GLOBAL EX-US UTILITIES FUND

ISHARES MSCI ACWI EX US INDEX FUND

ISHARES MSCI ACWI INDEX FUND

FIDELITY SALEM STREET TRUST: SPARTAN EMERGING MARKETS INDEX FUND

FIDELITY SALEM STREET TRUST: SPARTAN GLOBAL EX U.S. INDEX FUND

ING EMERGING MARKETS INDEX PORTFOLIO

VANGUARD FUNDS PUBLIC LIMITED COMPANY

VANGUARD FUNDS PUBLIC LIMITED COMPANY

VANGUARD FUNDS PUBLIC LIMITED COMPANY

LAZARD INTERNATIONAL EQUITY (ACW EX-U.S.) TRUST

MARATHON OIL COMPANY RETIREMENT PLAN TRUST

GMO IMPLEMENTATION FUND, A SERIES OF GMO TRUST

COMMONWEALTH SUPERANNUATION CORPORATION

PICTET - EMERGING MARKETS SUSTAINABLE EQUITIES

FRANCISCAN ALLIANCE, INC

LVIP BLACKROCK EMERGING MARKETS INDEX RPM FUND

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RARE INFRASTRUCTURE GLOBAL VALUE FUND L.P.

EMERGING MARKETS EQUITY FUND SERIES OF MOUNTAIN PACIFIC FUTURE WORLD FUNDS,
LLC

ING EMERGING MARKETS EQUITY DIVIDEND FUND