

Annual Meeting of Stockholders held May 2, 2002

1. To elect five directors to serve for a three-year term expiring in 2005.
2. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.

Special Meeting of Stockholders held January 17, 2002

1. To vote on a proposal to adopt the Agreement and Plan of Merger, dated as of September 16, 2001, among American Water Works Company, Inc., RWE Aktiengesellschaft, Thames Water Aqua Holdings GmbH and Apollo Acquisition Company.

Annual Meeting of Shareholders held May 3, 2001

1. To elect five directors to serve for a three-year term expiring in 2004.
2. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.

Annual Meeting of Shareholders held May 4, 2000

1. To elect five directors to serve for a three-year term expiring in 2003.
2. To vote on the proposal to approve the 2000 Stock Award and Incentive Plan.
3. To elect five directors to serve for a three-year term expiring in 2004.
4. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.

Annual Meeting of Shareholders held May 6, 1999

1. To vote on a proposal to amend the Company's Restated Certificate of Incorporation, as amended, to establish a classified Board of Directors.
2. To elect 13 directors; if Proposal No. 1. is approved, five will be elected to serve for a one-year term, four to serve a two-year term and four to serve for a three-year term; if Proposal No. 1 is not approved, all will serve for a one-year term.
3. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.

Annual Meeting of Stockholders held May 7, 1998

1. To elect 11 directors to hold office until the next annual election of directors and until their successors are elected and qualified.
2. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.

Annual Meeting of Stockholders held May 1, 1997

1. To elect 11 directors to hold office until the next annual election of directors and until their successors are elected and qualified.
2. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.

Annual Meeting of Stockholders held May 2, 1996

1. To elect 11 directors to hold office until the next annual election of directors and until their successors are elected and qualified.
2. To vote on a proposal to amend the Company's Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of Common Stock from 100,000,000 to 300,000,000
3. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.

Annual Meeting of Stockholders held May 4, 1995

1. To elect 11 directors to hold office until the next annual election of directors and until their successors are elected and qualified.
2. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.

Annual Meeting of Stockholders held May 5, 1994

1. To elect 11 directors to hold office until the next annual election of directors and until their successors are elected and qualified.
2. To vote on a proposal recommended by the Board of Directors to adopt and approve a Long-Term Performance-Based Incentive Plan.
3. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.

Annual Meeting of Stockholders held May 6, 1993

1. To elect 11 directors to hold office until the next annual election of directors and until their successors are elected and qualified.
2. To vote to ratify or reject the appointment of independent accountants made by the Board directors to audit the books and accounts of the Company at the close of the current fiscal year.