

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

ASSOCIATED BRITISH PORTS HOLDINGS PLC

Passed Wednesday 21 April 2004

ORDINARY RESOLUTIONS

9. THAT the company be authorised for the purposes of Part XA of the Companies Act 1985 to make Donations to EU Political Organisations and to incur EU Political Expenditure (as such terms are defined in Section 347A of the said Act) up to a maximum aggregate amount of £50,000 over a period of four years ending at the conclusion of the AGM in 2008; provided that the company may enter into a contract or undertaking under this authority before its expiry which would or might be performed wholly or partly after its expiry and may make Donations to EU Political Organisations and incur EU Political Expenditure pursuant to such contract or undertaking.
10. THAT the directors be authorised to amend the Rules of the Associated British Ports Share Incentive Plan, the Associated British Ports Executive Share Option Scheme, the Associated British Ports Savings-Related Share Option Scheme, the Associated British Ports Long Term Incentive Plan and the Associated British Ports US and Californian Employee Stock Purchase Plans, as summarised in the Directors' Report, and to do all such acts and things as may be necessary to carry the same into effect.
11. THAT the directors be authorised to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £27,498,996 (being the lesser of the unissued ordinary share capital of the company and one-third of the issued equity share capital of the company) until the date of the AGM in 2005, and at any time afterwards, pursuant to any offer or agreement made by the company during that time.



.....*H. Parker*.....
Secretary