

Company No. 1612178

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

ASSOCIATED BRITISH PORTS HOLDINGS PLC

---

Passed Tuesday 26 April 2005

ORDINARY RESOLUTION

10. THAT the directors be authorised to distribute relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £25,909,643 (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 2006, and at any time afterwards, in support of any offer or agreement made by the company during that time.

.....*Harinder*.....  
Secretary

