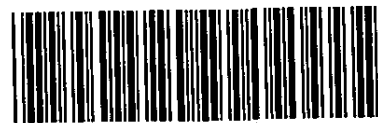


**WRITTEN STATEMENT OF SOLE MEMBER'S AGREEMENT TO
SUBSIDIARY COMPANY ADOPTION OF EXEMPTIONS
IN ACCORDANCE WITH SECTIONS 479A(2)a and 479C
OF THE COMPANIES ACT 2006**

ABP (Aldwych) Limited, a private limited company registered in England and Wales with registered number 2075565 (the "Company"), hereby confirms that Associated British Ports Holdings Limited (registered in England and Wales with registered number 1612178), the sole member of the Company, has unanimously agreed to the Company taking advantage of the exemption from the obligation to undergo a statutory audit for the year ending 31 December 2014 in accordance with sections 479A(2)a and 479C of the Companies Act 2006.

25 March 2015

TUESDAY



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07/07/2015

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COMPANIES HOUSE