

**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**

Associated British Ports Investments Limited, a private limited company registered in England and Wales with registered number 2086213 (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 2013 in accordance with sections 479A(2)a and 479C of the Companies Act 2006

25 March 2014

