

**WRITTEN STATEMENT OF SOLE MEMBER'S AGREEMENT TO
SUBSIDIARY COMPANY ADOPTION OF EXEMPTIONS
IN ACCORDANCE WITH SECTIONS 394C(1), 448A(2)(a) and 448C
OF THE COMPANIES ACT 2006**

ABP Quest Trustees Limited, a dormant, private limited company registered in England and Wales with registered number 3249871 (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 prepare and file accounts for the year ending 31 December 2013 in accordance with sections 394C(1), 448A(2)(a) and 448C of the Companies Act 2006

25 March 2014

