

Company No. 1612178

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

**ELECTIVE RESOLUTIONS
OF
ASSOCIATED BRITISH PORTS HOLDINGS LIMITED**

Passed on Tuesday, 5 June 2007

ELECTIVE RESOLUTIONS

THE MEMBERS UNANIMOUSLY RESOLVED as an elective resolution in accordance with Section 379A of the Act THAT

- A The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80
- B The Company elected
- 1 Pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting,
 - 2 Pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings,
 - 3 Pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually, and
 - 4 Pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent

Hilmar Reer
Company Secretary

