

Company No. 1612178

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

ASSOCIATED BRITISH PORTS HOLDINGS PLC

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Passed Tuesday 15 April 2003

ORDINARY RESOLUTIONS

9. THAT the company be authorised to establish The Associated British Ports Long-Term Incentive Plan, a summary of the rules of which is set out in the appendix to the letter from the Chairman of the company to shareholders dated 11 March 2003, and the directors be authorised to:
- (i) do all acts and things necessary to establish and carry it into effect;
  - (ii) vote and be counted in the quorum on any matter connected with the plan (except that no director may vote or be counted in the quorum in respect of his own participation) and any prohibition in the articles of association be relaxed.
10. THAT the directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) in substitution for any existing power to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £27,409,096 (being the lesser of the unissued ordinary share capital and one-third of the issued share capital of the company) during the period expiring on the date of the Annual General Meeting of the Company to be held in 2004 and at any time thereafter in pursuance of any offer or agreement made by the Company before such expiry.

