



Companies House
for the record

88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

01612178

Company name in full

ASSOCIATED BRITISH PORTS HOLDINGS PLC

Shares allotted (including bonus shares):

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To										
	Day	Month	Year	Day	Month	Year								
	1	2	0	1	2	0	0	4						

Class of shares
(ordinary or preference etc)

ORDINARY

Number allotted

12061

Nominal value of each share

25p

Amount (if any) paid or due on each
share *(including any share premium)*

311p

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

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Consideration for which
the shares were allotted

*(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)*

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
for companies registered in Scotland

DX 235
Edinburgh

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COMPANIES HOUSE

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0008
25/02/04

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name CAZENOVE NOMINEES LIMITED A/C ESOS	Class of shares allotted	Number allotted
Address 20 MOORGATE	ORDINARY	12,061
LONDON		
UK Postcode E C 2 R 6 D A		
Name	Class of shares allotted	Number allotted
Address		
UK Postcode		
Name	Class of shares allotted	Number allotted
Address		
UK Postcode		
Name	Class of shares allotted	Number allotted
Address		
UK Postcode		
Name	Class of shares allotted	Number allotted
Address		
UK Postcode		

Please enter the number of continuation sheets (if any) attached to this form

Signed

Hyndley

Date

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Associated British Ports Holdings plc, 150

Holborn, London

EC1N 2LR

Tel 44 (0) 2074301177

DX number

DX exchange

ASSOCIATED BRITISH PORTS HOLDINGS PLC
Minutes of the Meeting of the Share Option Committee
(Constituted under Minute HC 87/102) held on
12 January 2004 at 150 Holborn, London EC1N 2LR

Present:

B Å Lerenius
R E Sayers
R J Adam

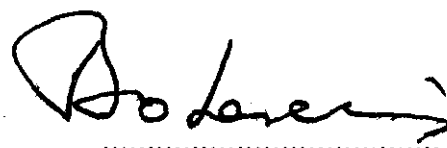
In the Chair

SC 3/04

It was noted that an ex-employee pursuant to rule 7.3 of the ABP Executive Share Option Scheme had exercised options granted to him between three and ten years previously.

The Committee RESOLVED that 12,061 shares be issued and allotted as follows:

<u>Name</u>	<u>Number of Shares</u>
Cazenove Nominees Limited a/c ESOS (Douglas W. Tipton) CREST ID 142CN	12,061 @ 311p



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Chairman