

2



88(2)

Return of Allotment of Shares

Please complete in typescript, or in bold black capitals.

CHWP000

Company Number

Company name in full

Shares allotted (including bonus shares):

Date or period during which shares were allotted

(If shares were allotted on one date enter that date in the "from" box)

| From | | | To | | |
|------|-------|------|-----|-------|------|
| Day | Month | Year | Day | Month | Year |
| 06 | 11 | 2003 | | | |

| | | | |
|---|----------|--|--|
| Class of shares <i>(ordinary or preference etc)</i> | Ordinary | | |
| Number allotted | 9213 | | |
| Nominal value of each share | 25p | | |
| Amount (if any) paid or due on each share <i>(including any share premium)</i> | | | |

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

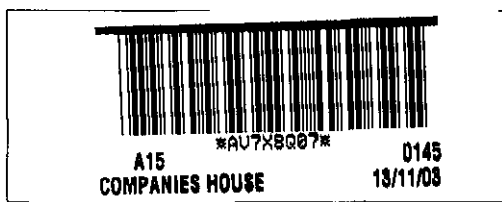
| | | |
|--|--|--|
| | | |
|--|--|--|

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 DX 33050 Cardiff
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235
For companies registered in Scotland Edinburgh

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

| Shareholder details | Shares and share class allotted | |
|--|---|---|
| Name Cazenove Nominees Limited <ESOS> <hr/> Address 20 Moorgate, London <hr/> UK Postcode <u> E C 2 R 6 D A </u> | Class of shares allotted Ordinary <hr/> <hr/> | Number allotted 9,213 <hr/> <hr/> |
| Name <hr/> Address <hr/> <hr/> UK Postcode <u> L L L L L L L </u> | Class of shares allotted <hr/> <hr/> | Number allotted <hr/> <hr/> |
| Name <hr/> Address <hr/> <hr/> UK Postcode <u> L L L L L L L </u> | Class of shares allotted <hr/> <hr/> | Number allotted <hr/> <hr/> |
| Name <hr/> Address <hr/> <hr/> UK Postcode <u> L L L L L L L </u> | Class of shares allotted <hr/> <hr/> | Number allotted <hr/> <hr/> |
| Name <hr/> Address <hr/> <hr/> UK Postcode <u> L L L L L L L </u> | Class of shares allotted <hr/> <hr/> | Number allotted <hr/> <hr/> |

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

Signed

[Signature]

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