

Company No. 01612178

The Companies Act 2006

Private Company Limited by Shares

SATURDAY



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18/11/2017

#409

COMPANIES HOUSE

Written Resolution

of

Associated British Ports Holdings Limited (the "Company")

We, the undersigned, being entitled as at 16 JUNE 2017, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolution be passed as a written resolution having effect as a special resolution of the Company:

1. **THAT** the articles of association of the Company be altered by deleting existing Articles 7 (*Directors to take decisions collectively*) and 8 (*Unanimous decisions*) and inserting the following as Articles 7 and 8 respectively:

7. General decision making rule

- (1) The general rule about decision making by directors is that any decision of the directors must be taken collectively in accordance with Article 8
- (2) If:
 - (a) the company only has one director, and
 - (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the articles relating to directors' decision-making. For the purpose of article 11, the quorum for the transaction of business by a sole director is one, and all other provisions of the articles apply with any necessary modification (unless a provision expressly provides otherwise)

- (3) If only one director is eligible to vote on any authorisation required under article 14, the general rule does not apply, and the eligible director may take decisions in relation to the relevant matter without regard to any of the provisions of the articles relating to directors' decision-making

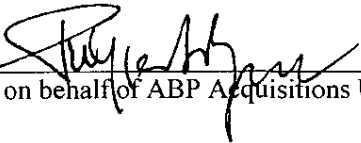
8. Collective Decisions

- (1) A decision of the directors may be taken in accordance with this article when all the directors indicate to each other by any means that they share a common view on a matter.
- (2) A decision of the directors may also be taken:
 - (a) at a directors' meeting by a majority of the votes of the participating eligible directors where those directors form a quorum at such a meeting; or

(b) in the form of a directors' resolution in writing, where a majority of eligible directors has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing, provided that those directors would have formed a quorum at a directors' meeting

- (3) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

Date of circulation 16 JUNE 2017


For and on behalf of ABP Acquisitions UK Limited

Date of signature 29.09 2017