

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

ASSOCIATED BRITISH PORTS HOLDINGS PLC

Passed Tuesday 26 April 2005

SPECIAL RESOLUTIONS

11. THAT, subject to the passing of resolution 10, the directors be empowered under section 95 of the Companies Act 1985 to distribute company shares for cash in connection with an offer of shares, for a period determined by the directors, by way of rights to holders of ordinary shares on the register on a fixed date in proportion to their respective holdings or in accordance with the rights attached to them (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise, or with legal or practical problems under the law or requirements of any regulatory body or stock exchange in any territory) up to an aggregate nominal value of £3,886,446 (being not more than five per cent of the issued ordinary share capital of the company).

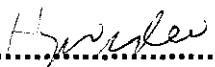
The authority will expire on the date of the next AGM after the passing of the resolution, although the directors may still distribute shares to complete an offer or agreement made before the expiry date.

12. THAT the company be authorised to make one or more market purchases of company shares (see Section 163(3) of the Companies Act 1985) on the London Stock Exchange of up to the lesser of:
- (i) 31.0 million ordinary shares of 25 pence each (being 10 per cent of the company's issued ordinary share capital as at 16 February 2005);
 - (ii) 10 per cent of the company's issued ordinary share capital as at the date this resolution is passed



at a price per share of not less than 25 pence and not more than 105 per cent of the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for the five business days prior to the day of purchase.

Unless revoked or varied, this authority will expire at the conclusion of the AGM in 2006, although the company may still buy shares at any later date in order to fulfil a contract or contracts made before the expiry date.


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Secretary