

IN THE HIGH COURT OF JUSTICE

No. 4274 of 2006

CHANCERY DIVISION

COMPANIES COURT

MR JUSTICE MANN

FRIDAY THE 11TH DAY OF AUGUST 2006

IN THE MATTER OF
ASSOCIATED BRITISH PORTS HOLDINGS PLC

-and-

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION of the above-named Associated British Ports Holdings plc (hereinafter called "**the Company**") whose registered office is situated at 150 Holborn, London EC1N 2LR presented to this Court on 19 July, 2006

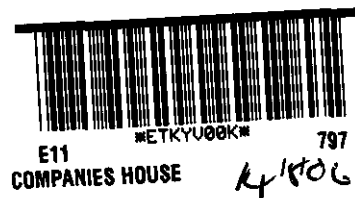
AND UPON HEARING Counsel for the Company

AND UPON READING the said Petition and the evidence

THIS COURT ORDERS THAT the reduction of capital of the Company from £125,000,000 to £71,133,348 resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 18 July, 2006 be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act

AND THE COURT APPROVES the Minute set forth in the Schedule hereto

AND IT IS ORDERED



- (1) that this order be produced by the Company to the Registrar of Companies and that it deliver an office copy to him together with a copy of the said Minute

- (2) that notice of the registration by the Registrar of Companies of this order (so far as it confirms the reduction of the capital of the Company) and of the said Minute be published by the Company once in "The Times" newspaper within 21 days after such registration

THE SCHEDULE

The form of minute proposed to be registered is as follows:-

"The capital of Associated British Ports Holdings plc was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated 11 August 2006 reduced from £125,000,000 divided into 500,000,000 ordinary shares of £0.25 each to £71,133,348 divided into 284,533,392 ordinary shares of £0.25 each.

By virtue of a Scheme of Arrangement sanctioned by the said Order and of the said Special Resolution the capital of the Company at the date of registration of this Minute is £125,000,000 divided into 500,000,000 of £0.25 each 86,685,205 of which have been issued."

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IN THE MATTER OF THE COMPANIES
ACT 1985

ORDER

confirming Reduction of Capital

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Ref: JCC/CDC