

26 April 2006

Company No. 1612178



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
OF
ASSOCIATED BRITISH PORTS HOLDINGS PLC

Passed Wednesday 26 April 2006

ORDINARY RESOLUTIONS

11. THAT:

- (i) the establishment of The Associated British Ports Performance Share Plan and The Associated British Ports Share Matching Plan (together the 'Plans'), a summary of the principal provisions of each of which is set out in the Appendix to the letter from the Chairman of the company to shareholders dated 16 March 2006, be and they are approved and the directors be and they are authorised to do all acts and things necessary to establish and carry them into effect;
- (ii) the directors be and are authorised to amend the rules of The Associated British Ports Executive Share Option Scheme (the Scheme) in the manner explained in the letter from the Chairman of the company to shareholders dated 16 March 2006 and to do all such acts and things as may be necessary to carry the same into effect; and
- (iii) the directors be and they are authorised to vote and be counted in the quorum on any matter connected with the Plans and the Scheme (except that no director may vote or be counted in the quorum in respect of his own participation) and any prohibition on voting contained in the articles of association of the company be and is relaxed accordingly.

12. THAT the directors be any they are authorised to amend the rules of the Associated British Ports Savings-Related Share Option Scheme in the manner explained in the letter from the Chairman of the company to shareholders dated 16 March 2006 and to do all such acts and things as may be necessary to carry the same into effect.

13. THAT the directors be authorised to distribute relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £25,183,766 (being the lesser of the unissued ordinary share capital of the company and one-third of the issued equity share capital of the company) until the date of the AGM in 2007, and at any time afterwards, in support of any offer or agreement made by the company during that time.

.....
Secretary

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARE

SPECIAL RESOLUTIONS

OF

ASSOCIATED BRITISH PORTS HOLDINGS PLC

Passed Wednesday 26 April 2006

SPECIAL RESOLUTIONS

A31 *AYC2QEYD*
COMPANIES HOUSE

584
28/04/2006

14. THAT, subject to the passing of resolution 13, 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 £3,777,564 (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.

15. 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) 30.2 million ordinary shares of 25 pence each (being 10 per cent of the company's issued ordinary share capital as at 22 February 2006);
 - (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 company AGM in 2007, although the company may still buy shares at any later date in order to fulfil a contract or contracts made before the expiry date.

16. THAT the company's articles of association be amended as follows:

26 April 2006

1. The insertion of new sub-paragraphs (iii) and (iv) in article 99(F):
 - "(iii) the giving to him of any other indemnity where all other directors are being offered indemnities on substantially the same terms
 - (iv) the funding by the company of his expenditure on defending proceedings or the doing by the company of anything to enable him to avoid incurring such expenditure where all other directors are being offered substantially the same arrangements."
2. The deletion of the existing article 144 and substitution therefor of the following:

"144. Indemnity of directors

Subject to the provisions of the Companies Acts, the company may indemnify any director of the company or of any associated company against any liability and may purchase and maintain for any director of the company or of any associated company insurance against any liability.

The company may also fund a director's expenditure on defending proceedings or in connection with any application under the Companies Acts and may do anything to enable a director to avoid incurring such expenditure all as provided in the Companies Acts."
3. The renumbering of the sub-paragraphs in article 99(F) and any relevant cross-references to take account of the above.

..... *Alison Lee*
Secretary