

Certificate and Agreement of persons acquiring the Regulation S GDRs upon Deposit of Shares in the Regulation S Facility pursuant to Condition 1 and Clause 3.2 of the Deposit Agreement

(insert date)

JPMorgan Chase Bank, N.A.
1 Chase Manhattan Plaza, Floor 58
New York, NY, 10005-1401

Dear Sirs

GLOBAL PORTS INVESTMENTS PLC

Reference is hereby made to the Deposit Agreement, dated 28 June 2011 (the “**Deposit Agreement**”), between Global Ports Investments plc (the “**Company**”) and JPMorgan Chase Bank, N.A., as Depositary with respect to Regulation S Global Depositary Receipts (“**Regulation S GDRs**”) issued thereunder. Capitalised terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Regulation S Shares in the Regulation S Facility under the Deposit Agreement and issuance of Regulation S GDRs pursuant to Condition 1 and Clause 3.2 of the Deposit Agreement.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Regulation S GDRs and the Regulation S Shares represented thereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Act**”).
3. We certify that either:

- (a) we are, or at the time the Shares are deposited and at the time the Regulation S GDRs are issued will be, the beneficial owner of the Shares represented by such Regulation S GDRs, and (i) we are located outside the United States (within the meaning of Regulation S under the Act), (ii) we are not an affiliate of the Company or a person acting on behalf of such an affiliate, and (iii) we are not in the business of buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of the GDRs and the Shares,

OR

- (b) we are a broker-dealer acting on behalf of our customer, and such customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the Regulation S GDRs are issued will be, the beneficial owner of the Regulation S Shares represented by such Regulation S GDRs and (i) it is located outside the United States (within the meaning of Regulation S under the Act), (ii) it is not an affiliate of the Company or a person acting on behalf of such an affiliate, and (iii) it is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of the GDRs and the Shares.

OR

- (c) (i) any Distribution Compliance Period (as such term is defined in Regulation S promulgated under the Act) has expired and the Shares to be deposited may be deposited without registration under such Act or (ii) (a) the holder of the Shares being deposited has owned the Shares, with the full purchase consideration paid for more than one (1) year or such lesser period as may be required under Rule 144(d) promulgated under the Securities Act and (b) the holder is not at present and during the past three months the holder has not been, an officer, director or ten (10%) percent shareholder of the Company.
4. We certify that the Shares being deposited are not “restricted securities” as defined in Rule 144 under the Act.

Very truly yours,

(insert name of certifying entity)

By: _____

Name:

Title: