



ABP FINANCE PLC

(incorporated with limited liability in England and Wales with registered no 07847174)

£5,000,000,000 Multicurrency programme for the issuance of Notes

This prospectus supplement (the **Supplement**) is supplemental to and must be read in conjunction with the base prospectus dated 22 May 2013 (the **Base Prospectus**).

This Supplement constitutes a supplementary prospectus for the purposes of Article 16 of Directive 2003/71/EC (the **Prospectus Directive**) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) (Amendment) Regulation 2012) (the **Prospectus Regulations**).

This Supplement is prepared in connection with the £5,000,000,000 multicurrency programme for the issuance of Notes (the **Programme**) established by ABP Finance Plc (the **Issuer**) as described in the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

The purpose of this Supplement is to amend the Terms and Conditions and Pro Forma Final Terms in the Base Prospectus.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

RESPONSIBILITY STATEMENT

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each Covenantor (other than ABP) accepts responsibility for the information concerning itself and ABPH additionally accepts responsibility for the information concerning ABP contained in the sections entitled “*Overview of the Programme, Financing Structure, Ownership and Debt Structure*”, “*Risk Factors*”, “*Use of Proceeds*”, “*Description of the Issuer and the Covenantors*”, “*Business of ABP*”, “*The UK Ports Industry*”, “*Summary of the Financing Agreements*” and in the paragraphs relating to each such Covenantor under the headings “*No Material Change*” and “*Litigation*” in the section entitled “*General Information*” (the “**Covenantor Information**”). To the best of the knowledge and belief of each Covenantor (other than ABP) (each of which has taken all reasonable care to ensure that such is the case), the Covenantor Information is in accordance with the facts and does not omit anything likely to affect the import of such information. No Covenantor accepts responsibility for any other information contained in this Supplement. Save for the Covenantor Information (on the basis described above), no Covenantor has separately verified the information contained in this Supplement. No representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by any Covenantor as to the accuracy or completeness of any information contained in this Supplement (other than the Covenantor Information) or any other information supplied in connection with the Programme or distribution of any Notes issued under the Programme. ABP accepts no responsibility for any of the information contained in this Supplement.

No other person has been authorised to give any information or to make representations contained in this Supplement and no other person accepts any responsibility or liability in respect of information contained or incorporated by reference in this Supplement.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

Terms and Conditions of the Notes

The definition of “Bund Rate” in Condition 8(d)(iv) (*Redemption, Purchase and Cancellation – Optional Redemption*) of the Terms and Conditions in the Base Prospectus shall be amended and replaced with the following:

“**Bund Rate**” means, with respect to any Reference Date, the rate per annum equal to the equivalent yield to maturity as of such date of the Comparable German Bund Issue (plus or minus such percentage rate over or under such Comparable German Bund Issue (if any) as specified in the relevant Final Terms or Drawdown Prospectus) assuming a price for the Comparable German Bund Issue (expressed as a percentage of its principal amount) equal to the Comparable German Bund Price on such date of determination.

Pro Forma Final Terms

Part A, 17 (xiii) (*Contractual Terms - Provisions Relating to Interest (if any) Payable – Comparable German Bund Issue*) in the Base Prospectus shall be amended and replaced with the following:

- (xiii) – Comparable German Bund Issue: [[●]]% German Bundesanleihe Security due [●]
[Not Applicable]
- [percentage amount [over][under] such Comparable German Bund Issue] [[●]]