

RIS Announcement

ABP FINANCE PLC (the "Issuer")

Notice to holders (the "Noteholders") of the

£500,000,000 6.25 per cent. Fixed Rate Senior Secured Notes due 2026 (ISIN: XS0718981995)

£70,000,000 Floating Rate Notes due 2033 (ISIN: XS0918617639)

€70,000,000 3.22 per cent. Fixed Rate Senior Secured Notes due 2023 (ISIN: XS0943791722)

€70,000,000 3.50 per cent. Fixed Rate Senior Secured Notes due 2023 (ISIN: XS0975051441)

£50,000,000 5.25 per cent. Fixed Rate Senior Secured Notes due 2042 (ISIN: XS0982989831)

(the "Notes")

The Notes are admitted to the official list of the Irish Stock Exchange plc trading as Euronext Dublin and to trading on its regulated market.

STID Matter – Solent Gateway Limited

The Issuer is seeking approval of a request made by Associated British Ports Holdings Limited as proposer ("**ABPH**", the "**New Holdco Group Agent**" or "**Proposer**") in respect of certain amendments and waivers to certain of its Finance Documents (the "**STID Proposal**") (as detailed in the notice to holders dated 29 March 2023 (the "**Notice of STID Matter**")).

The STID Proposal will be proposed as a STID Matter pursuant to the provisions of a note trust deed dated 14 December 2011 (as amended and supplemented from time to time, the "**Note Trust Deed**") constituting the Notes and made between the Issuer and Deutsche Trustee Company Limited as note trustee (the "**Note Trustee**").

As the STID Matter requires voting in accordance with the STID and the Note Trust Deed, no meeting of Noteholders is required to be convened and Noteholders are instead requested to vote within the Decision Period of 15 Business Days from the date of delivery of this Notice, as set out in the Notice of STID Matter. The results of the STID Matter will be announced as soon as reasonably practicable after the end of the Decision Period or (if earlier) following the date on which the ABPA Security Trustee has received votes sufficient for the approval of the STID Matter.

Capitalised terms used in this announcement and not otherwise defined shall have the meanings given to them in, or incorporated by reference into, the Notice of STID Matter, unless the context otherwise requires.

Disclaimer

This announcement must be read in conjunction with the Notice of STID Matter. The Notice of STID Matter contains important information which should be read carefully before any decision is made with respect to the STID Matter and the STID Proposal. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial advice immediately from its stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000 (if in the United Kingdom), or from another appropriately authorised independent financial adviser and such other professional advice from its own professional advisors as it deems necessary. None of the Issuer, the Note Trustee, the ABPA Security Trustee or the Principal Paying Agent or any of their respective agents, directors, officers, employees, representatives, consultants or affiliates make any recommendation as to whether or not or how Noteholders should vote in respect of the STID Matter.

Questions or for further details on the STID Matter can be addressed to Shaun Kennedy for the New Holdco Group Agent directly:

Telephone number: +44 (0)20 7406 7815

Email: shaun.kennedy@abports.co.uk

The address of the Issuer, the Proposer, the Principal Paying Agent and the Note Trustee are set out below:

ABP Finance Plc as Issuer

2nd Floor, 25 Bedford Street

London WC2E 9ES

United Kingdom

Attention: Shaun Kennedy – Group Treasurer

Email: shaun.kennedy@abports.co.uk

ABPH as Proposer

2nd Floor, 25 Bedford Street

London WC2E 9ES

United Kingdom

Attention: Shaun Kennedy – Group Treasurer

Email: shaun.kennedy@abports.co.uk

DBAG as Principal Paying Agent

Winchester House,

1 Great Winchester Street,

London EC2N 2DB

Attention: abs.mbs.london@list.db.com

Deutsche Trustee Company Limited as Note Trustee

Winchester House,

1 Great Winchester Street,

London EC2N 2DB

Attention: Managing Director (TSS – SFS)

Email: asfs_trustee@list.db.com

This notice is given by:

ABP Finance Plc as Issuer

2nd Floor, 25 Bedford Street

London WC2E 9ES

United Kingdom

Dated: 29 March 2023

END.