



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 and the prospectus supplement dated 12 June 2013 (together, 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 provide an update on recent developments since the date of 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.

RECENT DEVELOPMENTS

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.

2013 Interim Results of ABPA Holdings Limited

On 30 September 2013, ABP Finance Plc announced: the Consolidated Interim Report and Accounts of ABPA Holdings Limited (“**ABPAH**”), the immediate parent undertaking of ABP Finance Plc, for the six months ended 30 June 2013 and the 2013 Half Year Investor Report and Summary Presentation are now available on the Group’s website at www.abpinvestor-relations.co.uk.

Changes to the Management and Board of the Associated British Ports Group

On 24 September 2013, ABP Finance Plc announced: Doug Morrison is retiring as Port Director Southampton and will be stepping down and resigning as a Director of Associated British Ports Holdings Limited and of Associated British Ports (“**ABP**”) with effect from 31 December 2013. Nick Ridehalgh, currently Port Director Short Sea Ports, will replace Mr Morrison and Frank Robotham, ABP’s Group Head of Marketing, will be taking on the Short Sea Ports role on an interim basis pending conclusion of a process to identify a permanent successor for the Short Sea Ports role.

John Fitzgerald, Port Director Grimsby and Immingham, will be taking on an expanded Humber wide role as a result of which Matt Jukes, Port Director Hull and Goole, will be stepping down from the management team of ABP and will be resigning as a director of ABP with immediate effect.

On 24 September 2013, ABP Finance Plc further announced: Kenton Bradbury has stepped down as Alternate Director to Edward Clarke of ABP Finance Plc, ABPA Holdings Limited, ABP Acquisitions UK Limited and Associated British Ports Holdings Limited (together, the “**Companies**”). Stephen Keith James Nelson, Asset Management Director of Infracapital Partners LP has been appointed in Mr Bradbury’s place as Non-Executive Alternate Director to Edward Clarke for the Companies.

Funding

On 23 May 2013, ABP Finance Plc announced the listing of the following Notes on the Official List: a Series 2 Issue of £65,000,000 Floating Rate Notes due 2022 (ISIN: XS0868891614) and a Series 3 Issue of £70,000,000 Floating Rate Notes due 2033 (ISIN: XS0918617639). These Notes were previously issued on 21 December 2012 and 24 April 2013 respectively.

On 5 July 2013, ABP Finance Plc announced: ABP Acquisitions UK Limited, a fellow subsidiary of ABPA Holdings Limited, had signed a £70,000,000 loan agreement with the European Investment Bank. Proceeds from the loan will be used to fund part of the costs of further developing the container terminal at the Port of Southampton.

On 5 July 2013, ABPA announced that it had completed the early refinancing of its £850,000,000 bank term loan facility due December 2014.

On 14 August 2013, ABP Finance Plc announced the listing of a Series 5 Issue of U.S.\$75,000,000 Floating Rate Notes due 2021 (ISIN: XS0960640398) on the Official List.

Immingham Oil Terminal – Agreement with Humber Oil Terminals Trustee Limited

On 14 August 2013, ABP Finance Plc announced, further to previously disclosed litigation proceedings: Associated British Ports (“**ABP**”) has settled its dispute with Humber Oil Terminals Trustee Limited (“**HOTT**”) in respect of a number of related actions pertaining to certain leases at the Immingham Oil Terminal (“**IOT**”). A new long-term commercial agreement for the use of IOT has been reached between ABP and HOTT. In addition, litigation between the parties has now ceased; all costs matters have been resolved in the course of legal proceedings and no costs will be paid by either party to the other under the new arrangements.

ABP Port of Troon – Farrans (Construction) Ltd

ABP has issued a letter of claim against Farrans (Construction) Ltd relating to a number of defective fender units which it designed and constructed in 2000/2001 at ABP Port of Troon’s Ro/Ro Terminal, which is under a contractual agreement with a customer. The defects in the fender units have necessitated remedial works by the customer and it is anticipated that complete replacement of the fender units may be required, in which event the claim against Farrans (Construction) Ltd is not expected to exceed £2 million.