

Section 172 Statements

In accordance with the Companies Act 2006 (CA 2006), a number of companies within the Associated British Ports Group are required to prepare a statement in their Strategic Report that describes how the directors have discharged their duty to promote the success of the company for the benefit of the members as a whole, whilst having regard to the matters set out in section 172 (1)(a) to (f) CA 2006 (the s.172 statement).

In respect of Associated British Ports, Associated British Ports Holdings Limited, ABP Finance Plc, ABPA Holdings Limited and ABP Acquisitions UK Limited the s.172 statement is included in the Strategic Report in their latest annual accounts which are available to view here: [Associated British Ports | Reports, Results and Presentations \(abports.co.uk\)](https://abports.co.uk/reports-results-presentations)

For the following Group companies the s.172 statement is produced below:

2022

ABP Bonds UK Limited

ABP Midco UK Limited

ABP Midco UK Holdings Limited

ABP SubHoldings UK Limited

ABP Mezzanine Holdco UK Limited

Section 172 statement for ABP Bonds UK Limited for financial year ending 31 December 2022

The Board recognises the importance of stakeholder engagement in delivering the long-term and sustainable success of the company. When making decisions the directors have regard to the likely long-term impact of those decisions and also their responsibilities and duties to stakeholders relevant to the company's operation.

In respect of the redemption of the redeemable cumulative preference shares on 25 November 2022 (outlined under Important Events of the Year on page 1), the directors engaged with the shareholders prior to the launch of the transaction and took into account feedback received.

Directors receive training on their duties as part of their induction, which is refreshed on an ongoing basis as necessary.



Section 172 statement for ABP Midco UK Holdings Limited for financial year ending 31 December 2022

The Board recognises the importance of stakeholder engagement in delivering the long-term and sustainable success of the company. When making decisions the directors have regard to the likely long-term impact of those decisions and also their responsibilities and duties to stakeholders relevant to the company's operations. Directors receive training on their duties as part of their induction, which is refreshed on an ongoing basis as necessary



Section 172 statement for ABP Midco UK Limited for financial year ending 31 December 2022

The Board recognises the importance of stakeholder engagement in delivering the long-term and sustainable success of the company. When making decisions the directors have regard to the likely long-term impact of those decisions and also their responsibilities and duties to stakeholders relevant to the company's operation. Directors receive training on their duties as part of their induction, which is refreshed on an ongoing basis as necessary.

Section 172 statement for ABP SubHoldings UK Limited for financial year ending 31 December 2022

The Board recognises the importance of stakeholder engagement in delivering the long-term and sustainable success of the company. When making decisions the directors have regard to the likely long-term impact of those decisions and also their responsibilities and duties to stakeholders relevant to the company's operations. Directors receive training on their duties as part of their induction, which is refreshed on an ongoing basis as necessary.

Section 172 statement for ABP Mezzanine Holdco UK Limited for financial year ending 31 December 2022

The Board recognises the importance of stakeholder engagement in delivering the long-term and sustainable success of the company. When making decisions the directors have regard to the likely long-term impact of those decisions and also their responsibilities and duties to stakeholders relevant to the company's operations. Directors receive training on their duties as part of their induction, which is refreshed on an ongoing basis as necessary. As a key stakeholder, the following section outlines how the company engages with, and has regard to, its lenders.

Lenders

The company raises debt through loan note issuances. The Board recognises the importance of providing lenders with information to ensure they are kept up to date on the development, growth and strategy of the business and continue to recognise the benefits of lending to the company.

Lenders are provided with regular information on the company and the group of companies owned by APBAH (the "group"), including the annual report and accounts and bi-annual group investor reports, which outline the performance of the group, major investments and certain forward looking financial information. This engagement enables the company to continue to develop positive relationships with lenders and understand the main drivers behind investing in the company. In addition, ongoing engagement allows the company and group to plan its long-term capital requirements and the financing methods available.