

FINAL TERMS

Final Terms dated 9 August 2013

ABP Finance Plc

Issue of USD75,000,000 Floating Rate Notes due 14 August 2021

under the Programme

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered or sold in the United States or to U.S. Persons (as defined in Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available. See “*Subscription and Sale*” in the accompanying Prospectus.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Base Prospectus dated 22 May 2013, as amended by the prospectus supplement dated 12 June 2013, which constitutes a base prospectus for the purposes of EU Directive (Directive 2003/71/EC) as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in the Relevant Member State) (the “**Prospectus Directive**”) and the expression “**2010 PD Amending Directive**” means Directive 2010/73/EU. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at www.abports.co.uk.

Arranger
Barclays

Dealers

Barclays	BofA Merrill Lynch
Lloyds Bank	Mitsubishi UFJ Securities
National Australia Bank Limited	Scotiabank
The Royal Bank of Scotland	

1	(i)	The Issuer:	ABP Finance Plc
2	(i)	Series Number:	5
	(ii)	Tranche Number:	1
		<i>(If fungible with an existing Tranche, details of that Tranche, including the date on which the Notes become fungible.)</i>	
3		Relevant Currency or Currencies:	US dollar (“USD”)
4		Aggregate Nominal Amount of Notes admitted to trading:	USD75,000,000
	(i)	Series:	USD75,000,000
	(ii)	Tranche:	USD75,000,000
5	(i)	Issue Price:	100 per cent. of the Aggregate Nominal Amount

	(ii)	Net proceeds (required only for listed issues):	USD75,000,000
6	(i)	Specified Denominations:	USD200,000 and integral multiples of USD1,000 in excess thereof up to and including USD 399,000. No Notes in definitive form will be issued with a denomination of integral multiples above USD399,000.
	(ii)	Calculation Amount:	USD1,000
7	(i)	Issue Date:	14 August 2013
	(ii)	Interest Commencement Date:	14 August 2013
8	(i)	Scheduled Redemption Date:	Interest Payment Date falling on or closest to 14 August 2021
	(ii)	Final Maturity Date:	Interest Payment Date falling on or closest to 14 August 2021
9		Instalment Date:	Not Applicable
10		Interest Basis:	Floating Rate (further particulars below)
11		Redemption/Payment Basis:	Redemption at par
12		Change of Interest or Redemption/Payment Basis	Not Applicable
13		Put/Call Options:	Issuer Optional Redemption Condition 8(d) applies
14	(i)	Status and Ranking:	The Notes rank <i>pari passu</i> among each other in terms of interest and principal payments and rank.
	(ii)	Date Committee approval for issuance of Notes obtained:	18 June 2013 and 26-29 July 2013
15		Listing:	Ireland
16		Method of distribution:	Non-syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE			
17		Fixed Rate Note Provisions:	Not Applicable
18		Floating Rate Note Provisions:	Applicable
	(i)	Specified Period(s)/Specified Interest Payment Dates:	14 February, 14 May, 14 August and 14 November in each year adjusted in accordance with the Following Business Day Convention.
	(iii)	First Interest Payment Date:	14 November 2013
	(iv)	Business Day Convention:	Following Business Day Convention
	(v)	Business Centre(s):	London and New York
	(vi)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vii)	Party responsible for calculating the Rate(s) of Interest, Interest Amount(s) and Redemption Amount (if not the Agent Bank):	Not Applicable
	(viii)	Screen Rate Determination:	
		– Relevant Rate:	3 month USD LIBOR

	– Interest Determination Date(s):	Two Business Days before the first day of each Interest Period
	– Page:	Reuters Screen USD3MFSR= Bloomberg Screen US0003M
	– Relevant Time:	11.00a.m. (London time)
(x)	Margin(s):	+1.70 per cent. per annum
(xi)	Step-Up Floating Fee Rate:	Not Applicable
(xii)	Minimum Rate of Interest:	Not Applicable
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Day Count Fraction:	Actual/360
(xv)	Additional Business Centre(s):	New York
(xvi)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
(xvii)	Relevant Financial Centre:	London and New York
(xviii)	Representative Amount:	Not Applicable
(xix)	Reference Banks:	Not Applicable
19	Zero Coupon Note Provisions:	Not Applicable
20	Indexed Note Provisions:	Not Applicable
21	Interest Rate subject to adjustment in accordance with the Interest Ratchet:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

22	Issuer Optional Redemption:	Not Applicable
23	Final Redemption Amount of each Note In cases where the Redemption Amount is Index-Linked:	Not Applicable
24	Early Redemption Amount: Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25	Form of Notes:	Registered
	(i) If issued in Bearer form:	Not Applicable

	(ii) If Registered Notes:	Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg and Clearstream, Luxembourg exchangeable for Individual Note Certificates on 30 days' notice in the circumstances specified in the Registered Note
26	New Global Note:	No
27	Relevant Financial Centre(s) or other special provisions relating to Payment Dates:	London and New York
28	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
29	Details relating to Instalment Notes:	Not Applicable
30	Consolidation provisions:	Not Applicable
31	TEFRA rules:	Not Applicable

DISTRIBUTION

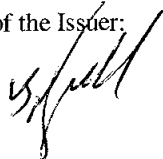
32	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Stabilising Manager (if any):	Not Applicable
33	If non-syndicated, name of Dealer:	The Royal Bank of Scotland plc

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the listing of the Programme for the issuance of up to £5,000,000,000 of Notes.

Signed on behalf of the Issuer:

By:



Duly authorised

PART B – OTHER INFORMATION

- 1 LISTING**
- (i) Listing Ireland
- (ii) Admission to trading: Application has been made to the Irish Stock Exchange for the Notes to be admitted to trading on the Main Securities Market with effect from 14 August 2013
- (iii) Estimate of total expenses related to admission to trading: Expected to be approximately €500
- 2 RATINGS**
- Ratings: The Notes to be issued have been rated:
- Fitch Ratings Ltd.: BBB+
- Moody's Investors Services Limited: Baa2
- Fitch Ratings Ltd is established in the EEA and registered under the CRA Regulation.
- Moody's Investors Services Limited is established in the EEA and registered under the CRA Regulation.
- 3 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
- (i) Reasons for the offer: See "*Use of Proceeds*" in the Prospectus
- (ii) Estimated net proceeds: USD75,000,000
- (iii) Estimated total expenses: Not Applicable
- 4 (Fixed Rate Notes only) – YIELD**
- Indication of yield: Not Applicable
- 5 OPERATIONAL INFORMATION**
- Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and the relevant identification number(s): Not Applicable
- Delivery: Delivery against payment
- Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- ISIN Code: XS0960640398
- Common Code: 096064039
- Intended to be held in a manner which would allow Eurosystem eligibility: No