

ABP Finance Plc

Issue of £70,000,000 Floating Rate Notes due 2033

under the £5,000,000,000 Multicurrency Programme for the Issuance of Notes

AMENDED AND RESTATED FINAL TERMS

THIS AMENDED AND RESTATED FINAL TERMS HAS BEEN CREATED SOLELY AS A MATTER OF RECORD TO RECORD THE CURRENT FINAL TERMS OF THE NOTES AS AMENDED WITH EFFECT FROM 16 NOVEMBER 2021 BY A SUPPLEMENTAL NOTE TRUST DEED DATED 16 NOVEMBER 2021 (THE “**SUPPLEMENTAL NOTE TRUST DEED**”) TO AMEND THE INTEREST RATE OF THE NOTES. NO OFFER OF ANY OF THE NOTES IS BEING MADE BY THE ISSUER (AS DEFINED BELOW) PURSUANT TO THIS DOCUMENT OR OTHERWISE AND THE ISSUER DOES NOT ACCEPT ANY ADDITIONAL OBLIGATIONS TO NOTEHOLDERS IN RELATION TO THIS DOCUMENT.

This Amended and Restated Final Terms amends and restates the Final Terms dated 23 April 2013 (the “**Original Final Terms**”), under which the Notes described herein (the “**Notes**”) were issued, and records the final terms of the Notes (as amended by the Supplemental Note Trust Deed) and is supplemental to, and should be read in conjunction with, the Base Prospectus dated 25 November 2011 (the “**Prospectus**”) issued in relation to the £5,000,000,000 Multicurrency Programme for the Issuance of Notes of ABP Finance Plc (the “**Issuer**”). Terms defined in the Prospectus have the same meaning in this Amended and Restated Final Terms. The Notes were originally issued on the terms of the Original Final Terms read together with the Prospectuses and the terms and conditions are now as set out herein.

The Supplemental Note Trust Deed is available to Noteholders at <https://www.abports.co.uk/investor-relations/offering-related-documents/>.

This Amended and Restated Final Terms does not constitute, and may not be used for the purposes of, an offer of, or an invitation by or on behalf of anyone to subscribe or purchase any of the Notes. The Issuer does not accept any liability in relation to the Notes described herein to update the Prospectus or otherwise give any representations in relation to such Notes or any resale of such Notes since their original issue.

FINAL TERMS

Final Terms dated 23 April 2013

As amended and restated on 16 November 2021

ABP Finance Plc

Issue of £70,000,000 Floating Rate Notes due 2033

under the £5,000,000,000 Multicurrency Programme for the Issuance of Notes

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.

No EEA or UK PRIIPs KID – No key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the European Economic Area has been prepared, and no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared.

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 Prospectus dated 25 November 2011 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). 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 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 Prospectus.

The Prospectus is available for viewing at: <https://www.abports.co.uk/investor-relations/offering-related-documents/>.

Arranger

Barclays

Dealers

Barclays
Lloyds Bank Corporate Markets
National Australia Bank Limited

BofA Merrill Lynch
Mitsubishi UFJ Securities
Scotia Capital

The Royal Bank of Scotland

Relevant Dealer

The Royal Bank of Scotland

1	(i)	The Issuer:	ABP Finance Plc
2	(i)	Series Number:	3
	(ii)	Tranche Number:	1
3		Relevant Currency or Currencies:	Sterling (GBP)
4		Aggregate Nominal Amount of Notes:	£70,000,000

	(i)	Series:	£70,000,000
	(ii)	Tranche:	£70,000,000
5	(i)	Issue Price:	100 per cent. of the Aggregate Nominal Amount
	(ii)	Net proceeds:	£70,000,000
6	(i)	Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination of integral multiples above £199,000.
	(ii)	Calculation Amount:	£1,000
7	(i)	Issue Date:	24 April 2013
	(ii)	Interest Commencement Date:	Issue Date
8	(i)	Scheduled Redemption Date:	Interest Payment Date falling on or closest to 26 June 2033
	(ii)	Final Maturity Date:	Interest Payment Date falling on or closest to 26 June 2033
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:	Applicable. See 18 (viii) below
13		Put/Call Options:	Issuer Optional Redemption Condition 8(d)
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:	19 April 2013
15		Listing:	Application may be made to the Irish Stock Exchange by the Issuer (or on its behalf) for the Notes to be admitted to the official list and to trading on its regulated market after the Issue Date. Such amendments as may be required to give effect to such listing may be made by the Issuer without the requirement for the further consent of any party by execution of a Final Terms.
16		Method of distribution:	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:	26 March, 26 June, 26 September and 26 December in each year up to and including the Final Maturity Date. In respect of the period from and including the Issue Date up to, but excluding, the First

	Interest Payment Date, there will be a short first coupon.
(ii) First Interest Payment Date:	On or nearest to 26 June 2013
(iii) Business Day Convention:	Modified Following Business Day Convention
(iv) Business Centre(s):	London
(v) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vi) Party responsible for calculating the Rate(s) of Interest, Interest Amount(s) and Redemption Amount (if not the Agent Bank):	Not Applicable
(vii) Screen Rate Determination:	
	In respect of the period from (and including) the Issue Date to (but excluding) 26 December 2021:
• Relevant Rate:	2 month GBP LIBOR (GBP LIBOR 2M set at 0.49688% on Monday 22 April 2013) until the First Interest Payment Date and 3 month GBP LIBOR thereafter
• Interest Determination Date(s):	First day of each Interest Period
• Page:	Reuters Page LIBOR01
• Relevant Time:	11.00 a.m. (London time)
	In respect of the period from (and including) 26 December 2021 to (but excluding) the Final Maturity Date:
• Relevant Rate:	Compounded Daily SONIA
• Interest Determination Date(s):	Fifth London Banking Day prior to the end of each Interest Period
• Page:	SONIAOSR=
(viii) Margin(s):	In respect of the period from (and including) the Issue Date to (but excluding) 26 December 2021, +2.35 per cent. per annum and in respect of the period from (and including) 26 December 2021 to (but excluding) the Final Maturity Date, +2.4693 per cent. per annum
(ix) Step-Up Floating Fee Rate:	Not Applicable
(x) Minimum Rate of Interest:	Not Applicable
(xi) Maximum Rate of Interest:	Not Applicable
(xii) Day Count Fraction:	Actual/365 (Fixed)
(xiii) Additional Business Centre(s):	Not Applicable
(xiv) 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
(xv) Relevant Financial Centre:	London

	(xvi) Representative Amount:	Not Applicable
	(xvii) Reference Banks:	Not Applicable
19	Zero Coupon Note Provisions:	Not Applicable
20	Indexed Note Provisions:	Not Applicable
21	Dual Currency Note Provisions:	Not Applicable
22	Interest Rate subject to adjustment in accordance with the Interest Ratchet:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

23	Issuer Optional Redemption:	Applicable in accordance with Condition 8(d)
	(i) Optional Redemption Date(s):	24 April 2020 and any Interest Payment Date thereafter
	(ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	<p>The Redemption Amount will be an amount equal to the higher of (i) their Principal Amount Outstanding and (ii) the price determined to be appropriate by a financial adviser in London (selected by the Issuer and approved by the Note Trustee) that is equivalent to the present value of future interest payments and principal redemption where the discount rate to be used is equal to the Mid-Swap Rate for a term equal to the Remaining Life (or Term), taken from ICAP at 3:00 p.m. (London time) on the Reference Date. For the purposes of this calculation the future interest payments are assumed to be the Mid-Swap Rate plus 1.2943 per cent.</p> <p>For the purposes of the foregoing:</p> <p>“Mid-Swap Rate” means the average of the bid and offer levels for an overnight index swap vs SONIA with a tenor most closely matching the remaining tenor until the Final Maturity Date of the Notes;</p> <p>“Reference Date” means the date which is two Business Days prior to the despatch of the notice of redemption under Condition 8(d)(i); and</p> <p>“Remaining Life (or Term)” means in respect to any Note, the number of years remaining until the Final Maturity Date calculated by subtracting the Reference Date from the Final Maturity Date and rounding to the nearest whole year.</p>
	(iii) If redeemable in part:	
	(iv) Minimum Redemption Amount:	Not Applicable
	(v) Maximum Redemption Amount:	Not Applicable
	(vi) Notice period (if other than as set out in the Conditions):	Not Applicable

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| 24 | Final Redemption Amount of each Note in cases where the Redemption Amount is Index-Linked or other variable-linked: | Not Applicable |
| 25 | 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 and/or the method of calculating the same (if required or if different from that set out in the Conditions); | As set out in Condition 8(d) |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 26 | 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 depositary for Euroclear and Clearstream, Luxembourg for Individual Note Certificates in the circumstances specified in the Registered Global Note. |
| 27 | New Global Note: | No. |
| 28 | Relevant Financial Centre(s) or other special provisions relating to Payment Dates: | London |
| 29 | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 30 | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 31 | Details relating to Instalment Notes: | Not Applicable |
| | (i) Instalment Date: | Not Applicable |
| | (ii) Instalment Amount: | Not Applicable |
| 32 | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 33 | Consolidation provisions: | Not Applicable |
| 34 | Other final terms: | Not Applicable |
| 35 | TEFRA rules: | Not Applicable |

DISTRIBUTION

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|----|---|--------------------------------|
| 36 | (i) If syndicated, names of Managers: | The Royal Bank of Scotland plc |
| | (ii) Stabilising Manager (if any): | Not Applicable |
| 37 | If non-syndicated, name of Dealer: | Not Applicable |
| 38 | Additional selling and transfer restrictions: | Not Applicable |

LISTING AND ADMISSION TO TRADING APPLICATION

If application is made to the Irish Stock Exchange by the Issuer (or on its behalf) for the Notes to be admitted to the official list and to trading on its regulated market after the Issue Date, these Final Terms shall 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, subject to such amendments as the Issuer considers necessary and as may be evidenced by a further executed Final Terms.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:



By:

Marina Wyatt

Duly authorised

PART B – OTHER INFORMATION

1 LISTING

- (i) Listing
- Application may be made to the Irish Stock Exchange by the Issuer (or on its behalf) for the Notes to be admitted to the official list and to trading on its regulated market after the Issue Date. Such amendments as may be required to give effect to such listing may be made by the Issuer without the requirement for the further consent of any party by execution of a Final Terms.
- (ii) Admission to trading:
- Application may be made to the Irish Stock Exchange by the Issuer (or on its behalf) for the Notes to be admitted to the official list and to trading on its regulated market after the Issue Date. Such amendments as may be required to give effect to such listing may be made by the Issuer without the requirement for the further consent of any party by execution of a Final Terms.
- (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 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as described in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer:
- See "*Overview of the Programme, Financing Structure, Ownership and Debt Structure*" in the Prospectus.
- (ii) Estimated net proceeds:
- £70,000,000
- (iii) Estimated total expenses:
- Not Applicable
- Fixed Rate Notes only – YIELD
- Not Applicable
- Indication of yield:
- Not Applicable

5 OPERATIONAL INFORMATION

- Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Societe 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:	XS0918617639
Common Code:	091861763
Intended to be held in a manner which would allow Eurosystem eligibility:	No