



**Registration of a Charge**

Company name: **WIGHTLINK LIMITED**

Company number: **01059267**



X7A1P2SB

Received for Electronic Filing: **12/07/2018**

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**Details of Charge**

Date of creation: **11/07/2018**

Charge code: **0105 9267 0153**

Persons entitled: **THE ROYAL BANK OF SCOTLAND PLC**

Brief description: **ONE 90 METRE RO-PAX (PASSENGER / VEHICLE FERRY) VESSEL NAMED VICTORIA OF WIGHT, REGISTERED UNDER THE UNITED KINGDOM FLAG WITH OFFICIAL NUMBER 922876 AND IMO NUMBER 9791028.**

**Contains negative pledge.**

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**Authentication of Form**

This form was authorised by: **a person with an interest in the registration of the charge.**

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**Authentication of Instrument**

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S.859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**





## **CERTIFICATE OF THE REGISTRATION OF A CHARGE**

Company number: 1059267

Charge code: 0105 9267 0153

The Registrar of Companies for England and Wales hereby certifies that a charge dated 11th July 2018 and created by WIGHTLINK LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 12th July 2018 .

Given at Companies House, Cardiff on 16th July 2018

The above information was communicated by electronic means and authenticated  
by the Registrar of Companies under section 1115 of the Companies Act 2006



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

I certify that, save for material redacted pursuant to s.859G of the Companies Act 2006, this copy instrument is a correct copy of the original instrument.

Sign & Dated *Norton Rose Fulbright LLP*  
*12 JULY 2018*

MSF 4736 REV 0518



Maritime &  
Coastguard  
Agency

**Mortgage of a Ship**  
(The application form is to secure Account current / other obligation)

**GUIDANCE NOTES – PLEASE READ**

If more than one mortgagor then a separate mortgage is required from each mortgagor, unless shares are jointly held.

In respect of fishing vessels, mortgages may be registered only against those registered with FULL registration. The prompt registration of a mortgage deed with the Registry is essential to establish the priority of the mortgage. This is because the priority of the mortgage is determined by the date on which it is produced for registration and not from the date of the mortgage itself.

If the mortgagor is a company the mortgage must be registered with the Registrar of Companies within 21 days of its execution.

It is important that the Registry is informed of any changes.

Please write in black ink using BLOCK CAPITALS, and tick boxes where appropriate. If an \* is stated, then please delete as appropriate.

The mortgage reference number (issued by the mortgagee) is:

**1 DETAILS OF THE SHIP**

Is this mortgage in respect of a Fishing Vessel?

Yes ☐

No ☒

Name of Ship	M.V. "VICTORIA OF WIGHT"
Official Number	822878

**THE MORTGAGE**

Whereas there is:

State "an account current" or write in a short description of the obligation.	AN ACCOUNT CURRENT

between

Full name(s)	WIGHTLINK LIMITED (REGISTERED NUMBER: 01059267)
Address (Place of Business in respect of a company)	GUNWHARF TERMINAL, GUNWHARF ROAD, PORTSMOUTH, HAMPSHIRE, PO1 2LA

\*as joint mortgagors (hereinafter called "the mortgagor")

## 2 THE MORTGAGE (continued)

and

Full name(s)	THE ROYAL BANK OF SCOTLAND PLC AS SECURITY AGENT FOR THE FINANCE PARTIES (AS DEFINED IN THE FACILITIES AGREEMENT REFERRED TO BELOW).
Address (Place of Business in respect of a company)	280 BISHOPSGATE, LONDON, EC2M 4RB

\*as joint mortgagees (hereinafter called "the mortgagee")

Describe fully the nature of the liabilities secured. You may refer to another document.	SEE ATTACHED ANNEX.

## ACCOUNT CURRENT

Please complete this section in respect of "account current", if this applies to you.

I/we the mortgagor(s) in consideration of the advance made or to be made to me/us by the mortgagee(s), bind myself/ourselves to pay the mortgagee(s) the sums for the time being due on this security whether by way of principal, interest or otherwise at the time(s) and in the manner mentioned above.

## OTHER OBLIGATION

Please complete this section in respect of "other obligation", if this applies to you.

I/we the mortgagor(s) in consideration


**OTHER OBLIGATION (continued)**

bind \*myself/ourselves to


for the purpose of better securing to the mortgagee(s) the \*sums/obligation mentioned above.

I/we hereby mortgage to the mortgagee(s)

State the shares, in both figures and words	Figures	64 / 64THS
	Words	SIXTY FOUR / SIXTY FOURTHS

(Figures and words)

shares of which I/we are the owners in the ship described above and its appurtenances. Lastly, I/we for myself/ourselves hereby declare that I/we have the power to mortgage in the manner aforesaid the above-mentioned shares and that they are free from encumbrances. \*Save as appears by the registry of the above ship.

**PLEASE READ:**

If the mortgagor is a company, then **SECTION 3A** must be completed.

If the mortgagor(s) are one or more individuals, then **SECTION 3B** must be completed.

If the mortgagor(s) are a Limited Liability Partnership, then **SECTION 3C** must be completed.

When the mortgage is originally executed you should send this deed (with the applicable fee) to:

Registry of Shipping and Seamen

Anchor Court, Keen Road, Cardiff, CF24 5JW, UK.

Tel No: 0203 90 85200

**3A: COMPLETE IF THE MORTGAGOR IS A COMPANY**

- ☐ Executed by the mortgagor as a deed (in England, Wales and Northern Ireland)
- ☐ Subscribed by the mortgagor (in Scotland)

On this 11<sup>th</sup> day of JULY 2018 by:-

\*\* (a) the affixing of the common seal of the mortgagor in the presence of the following persons signing; or

\*\* (b) signing by the following persons;

\*\*delete as appropriate

Company seal

Director	
Director or Secretary	
Authorised Signatory	[REDACTED]
Authorised Signatory	
# Witnessed by	[REDACTED]
Name (print)	COLIN STANTON
Address (print)	[REDACTED] [REDACTED] [REDACTED]

# If the signature must be witnessed the name and address of the witness must be given

Note: IN ENGLAND, WALES & NORTHERN IRELAND – signature may be by (a) two directors; (b) by the company secretary and a director, or (c) by a director in the presence of a witness who completes the details above to attest the signature. If the common seal is affixed any special requirement of the company's articles about signing must be complied with.

IN SCOTLAND – signature may be by one director or the secretary of the company or one person authorised to sign the document on behalf of the company, or one member of the Limited Liability Partnership, provided such single signature is witnessed. Alternatively, signature may be effected without a witness by two directors, or a director and the secretary, or two persons authorised to sign the document on behalf of the company, or two members of the Limited Liability Partnership. Note that signature by one authorised signatory and either a director or the secretary of the company is not valid.

**OFFICIAL USE ONLY**

Mortgage (Priority)

Time of entry


Date of entry into the Register

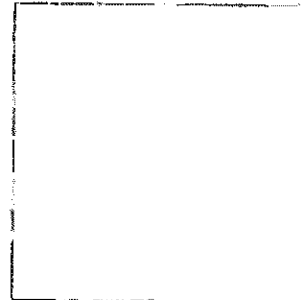
Officer's Initials


**3B: COMPLETE IF THE MORTGAGOR(S) IS/ARE ONE OR MORE INDIVIDUAL(S)**

- \* Executed as a deed (in England and Wales)
- \* Subscribed (in Scotland)
- \* Signed, sealed and delivered (in Northern Ireland)

\* Delete as appropriate

On this ..... day of ..... 20 .....  
by the following person(s) signing as mortgagor(s):



Seal if executed in Northern Ireland

Signature(s) of mortgagor(s)		
In the presence of:		
Name(s) of witness(es)		
Address(es) of witness(es)		
Occupation(s) of witness(es)		

NOTE: Every signature must have a witness.

<b>OFFICIAL USE ONLY</b>			
Mortgage (Priority)	<input type="text"/>	Date of entry into the Register	<input type="text"/>
Time of entry	<input type="text"/>	Officer's Initials	<input type="text"/>



**3C: COMPLETE IF THE MORTGAGOR(S) ARE A LIMITED LIABILITY PARTNERSHIP**

- ◊ Executed by the mortgagor as a deed (in England, Wales and Northern Ireland)
- ◊ Subscribed by the mortgagor (in Scotland)

\* Delete as appropriate

On this ..... day of ..... 20 ..... by signing by the following persons:

<b>Member</b>	
<b>Member</b>	
<b>Witnessed by</b>	
<b>Name (print)</b>	
<b>Address (print)</b>	

NOTE: In Scotland subscription may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

<b>OFFICIAL USE ONLY</b>			
Discharge of mortgage (Priority)	<input type="text"/>	Date of entry into the Register	<input type="text"/>
Time of entry	<input type="text"/>	Officer's Initials	<input type="text"/>

#### 4: TRANSFER OF MORTGAGE

\*I/we, the below mentioned  
mortgagor(s), in consideration of

1


this day paid to \*me/us by

2


hereby transfer to \*him/her/them the benefit of the within written security

<p>*I/we (Tick here if joint Mortgagors) <input type="checkbox"/> (hereinafter called "the mortgagor")</p>	Full Name(s) of Mortgagors	
	Address (Please write the place of business if a company)	

1 - Enter the sum of money in figures and words.

2 - Give name and address, with place of business in respect of a company

#### PLEASE READ:

If the transferor is a company, then **SECTION 4A** must be completed.

If the transferor(s) are one or more individuals, then **SECTION 4B** must be completed.

If the transferor(s) are a Limited Liability Partnership, then **SECTION 4C** must be completed.

When a transfer of mortgage is executed you should send this deed (without a fee) to:

**Registry of Shipping and Seamen**

Anchor Court, Keen Road, Cardiff, CF24 5JW, UK.

Tel No: 0203 90 85200

**4A: COMPLETE IF THE TRANSFEROR IS A COMPANY**

◊ Executed by the transferor as a deed (in England, Wales and Northern Ireland)

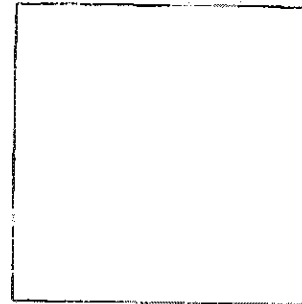
◊ Subscribed by the transferor (in Scotland)

On this ..... day of ..... 20 ..... by:-

\*\* (a) the affixing of the common seal of the transferor in the presence of the following persons signing; or

\*\* (b) signing by the following persons;

\*\* Delete as appropriate



Company seal

Director	
Director or Secretary	
Authorised Signatory	
Authorised Signatory	
** Witnessed by	
Name (print)	
Address (print)	

**NOTE: IN ENGLAND, WALES & NORTHERN IRELAND** – signature may be by (a) two directors, (b) by the company secretary and a director, or (c) by a director in the presence of a witness who completes the details above to attest the signature. If the common seal is affixed any special requirement of the company's articles about signing must be complied with.

**IN SCOTLAND** – signature may be by one director or the secretary of the company or one person authorised to sign the document on behalf of the company, or one member of the Limited Liability Partnership, provided such single signature is witnessed. Alternatively, signature may be effected without a witness by two directors, or a director and the secretary, or two persons authorised to sign the document on behalf of the company, or two members of the Limited Liability Partnership. Note that signature by one authorised signatory and either a director or the secretary of the company is not valid.

**OFFICIAL USE ONLY**

Discharge of mortgage (Priority)

Date of entry into the Register

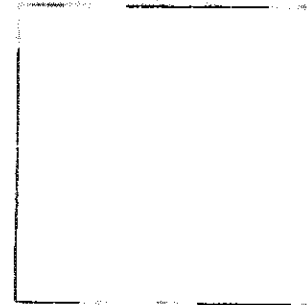
Time of entry

Officer's Initials

**4B: COMPLETE IF TRANSFEROR(S) IS/ARE ONE OR MORE INDIVIDUALS**

- \* Executed as a deed (in England and Wales)
- \* Subscribed (in Scotland)
- \* Signed, sealed and delivered (in Northern Ireland)

\* Delete as appropriate



Seal(s) if executed in Northern Ireland

On this ..... day of ..... 20 .....  
by the following person(s) signing as transferor(s):

Signature of transferor(s)		
In the presence of:		
Name(s) of witness(es)		
Address(es) of witness(es)		
Occupation(s) of witness(es)		

NOTE: Every signature must have a witness.

**OFFICIAL USE ONLY**

Discharge of mortgage (Priority)

Date of entry into the Register

Time of entry

Officer's Initials

**4C: COMPLETE IF TRANSFEROR(S) ARE A LIMITED LIABILITY PARTNERSHIP**

♦ Executed by the transferor as a deed (in England, Wales and Northern Ireland)

♦ Subscribed by the transferor (in Scotland)

\* Delete as appropriate

On this ..... day of ..... 20 ..... by signing by the following persons:

Member	
Member	
Witnessed by	
Name (print)	
Address (print)	

NOTE: In Scotland subscription may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

<b>OFFICIAL USE ONLY</b>			
Discharge of mortgage (Priority)		Date of entry into the Register	
Time of entry		Officer's Initials	

## DISCHARGE OF A MORTGAGE

- \* Received by the within-mentioned \*mortgage(s)/transferee(s) of the mortgage, the sum of:

--

This within written security is now discharged.

- \* The within-mentioned \*mortgage(s)/transferee(s) have agreed to discharge this within written security and it is therefore discharged.

### PLEASE READ:

If the Discharge is given by a company, then **SECTION 5A** must be completed.

If the Discharge is given by one or more individuals, then **SECTION 5B** must be completed.

If the Discharge is given by a Limited Liability Partnership, then **SECTION 5C** must be completed.

When a discharge of mortgage is executed you should send this deed with the correct fee to:

Registry of Shipping and Seamen

Anchor Court, Keen Road, Cardiff, CF24 5JW, UK.

Tel No: 0203 90 85200

**5A: COMPLETE IF DISCHARGE IS GIVEN BY A COMPANY**

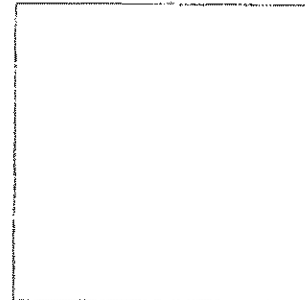
◊ Executed by the mortgagee/transferee as a deed (in England, Wales and Northern Ireland)

◊ Subscribed by the mortgagee/transferee (in Scotland)

On this ..... day of ..... 20 ..... by:-

\*\* (a) the affixing of the common seal of the \* mortgagee/transferee in the presence of the following persons signing; or

\*\* (b) signing by the following persons; \*delete as appropriate



Company seal

Director	
Director or Secretary	
Authorised Signatory	
Authorised Signatory	
** Witnessed by	
Name (print)	
Address (print)	

Note: IN ENGLAND, WALES & NORTHERN IRELAND – signature may be by (a) two directors; (b) by the company secretary and a director, or (c) by a director in the presence of a witness who completes the details above to attest the signature. If the common seal is affixed any special requirement of the company's articles about signing must be complied with.

IN SCOTLAND – signature may be by one director or the secretary of the company or one person authorised to sign the document on behalf of the company, or one member of the Limited Liability Partnership, provided such single signature is witnessed. Alternatively, signature may be effected without a witness by two directors, or a director and the secretary, or two persons authorised to sign the document on behalf of the company, or two members of the Limited Liability Partnership. Note that signature by one authorised signatory and either a director or the secretary of the company is not valid.

**OFFICIAL USE ONLY**

Discharge of mortgage (Priority)

Date of entry into the Register

Time of entry

Officer's Initials

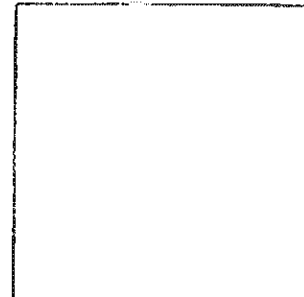
**5B: COMPLETE IF DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS**

- \* Executed as a deed (in England and Wales)
- \* Subscribed (in Scotland)
- \* Signed, sealed and delivered (in Northern Ireland)

\* Delete as appropriate

On this ..... day of ..... 20 .....

by the following person(s) signing as mortgagee(s)/transferee(s):



Seal if executed in Northern Ireland

Signature of mortgagee(s)/transferee(s)		
In the presence of:		
Name(s) of witness(es)		
Address(es) of witness(es)		
Occupation(s) of witness(es)		

NOTE: Every signature must have a witness.

**Warning: If the discharged deed is not presented to the Registry the mortgage will remain registered against the vessel.**

<b>OFFICIAL USE ONLY</b>			
Discharge of mortgage (Priority)	<input type="text"/>	Date of entry into the Register	<input type="text"/>
Time of entry	<input type="text"/>	Officer's Initials	<input type="text"/>



**5C: COMPLETE IF DISCHARGE IS GIVEN BY A LIMITED LIABILITY PARTNERSHIP**

- ◊ Executed by the mortgagor as a deed (in England, Wales and Northern Ireland)
- ◊ Subscribed by the mortgagor (in Scotland)

\* Delete as appropriate

On this ..... day of ..... 20 ..... by signing by the following persons:

<b>Member</b>	
<b>Member</b>	
<b>Witnessed by</b>	
<b>Name (print)</b>	
<b>Address (print)</b>	

NOTE: In Scotland subscription may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

**OFFICIAL USE ONLY**

Discharge of mortgage (Priority)

Date of entry into the Register

Time of entry

Officer's Initials

## **ANNEX TO THE MORTGAGE OF M.V. "VICTORIA OF WIGHT"**

### **2: THE MORTGAGE (continued)**

Describe fully the nature of the liabilities secured.

REGULATED BY (1) A FACILITIES AGREEMENT DATED 23 JANUARY 2015 AS AMENDED AND RESTATED PURSUANT TO AN AMENDMENT AND RESTATEMENT AGREEMENT DATED 16 APRIL 2015 (HEREINAFTER AS THE SAME MAY BE FROM TIME TO TIME SUPPLEMENTED OR AMENDED, THE "FACILITIES AGREEMENT"), MADE BETWEEN (i) ARCA MIDCO LIMITED AS PARENT (THE "PARENT"), (ii) THE MORTGAGOR TOGETHER WITH THE OTHER SUBSIDIARIES OF THE PARENT LISTED IN PART 1 OF SCHEDULE 1 OF THE FACILITIES AGREEMENT AS ORIGINAL BORROWERS, (iii) THE MORTGAGOR TOGETHER WITH THE OTHER SUBSIDIARIES OF THE PARENT LISTED IN PART 1 OF SCHEDULE 1 OF THE FACILITIES AGREEMENT AS ORIGINAL GUARANTORS, (iv) THE ROYAL BANK OF SCOTLAND PLC AS MANDATED LEAD ARRANGER, (v) THE FINANCIAL INSTITUTIONS LISTED IN PART 2 OF SCHEDULE 1 AS LENDERS, (vi) THE ROYAL BANK OF SCOTLAND PLC AS AGENT ON BEHALF OF THE FINANCE PARTIES (AS DEFINED IN THE FACILITIES AGREEMENT), AND (vii) THE MORTGAGEE AS SECURITY AGENT ON BEHALF OF THE FINANCE PARTIES (AS DEFINED IN THE FACILITIES AGREEMENT), (2) HEDGING CONTRACTS (HEREINAFTER AS THE SAME MAY BE FROM TIME TO TIME SUPPLEMENTED OR AMENDED, THE "HEDGING CONTRACTS") MADE OR TO BE MADE AS THE CASE MAY BE BETWEEN THE MORTGAGOR AND/OR OTHER OBLIGORS (AS DEFINED IN THE FACILITIES AGREEMENT) AND THE HEDGE COUNTERPARTIES (AS DEFINED IN THE FACILITIES AGREEMENT), AND (3) A DEED OF COVENANT DATED WITH EVEN DATE HERewith (HEREINAFTER AS THE SAME MAY BE FROM TIME TO TIME SUPPLEMENTED OR AMENDED, THE "DEED OF COVENANT"), MADE BETWEEN (i) THE MORTGAGEE, AND (ii) THE MORTGAGOR, AND WHEREAS THE MORTGAGOR HAS AGREED TO EXECUTE THIS MORTGAGE FOR THE PURPOSE OF SECURING PAYMENT OF ALL SUMS FROM TIME TO TIME OWING TO THE MORTGAGEE IN THE MANNER AND AT THE TIME STATED IN THE FACILITIES AGREEMENT, THE HEDGING CONTRACTS AND THE DEED OF COVENANT (AS EACH OF THE SAME MAY BE FROM TIME TO TIME AMENDED, VARIED OR SUPPLEMENTED) AND WHEREAS THE AMOUNT OF PRINCIPAL, INTEREST AND OTHER MONEYS DUE TO THE MORTGAGEE AT ANY GIVEN TIME CAN BE ASCERTAINED BY REFERENCE TO THE FACILITIES AGREEMENT, THE HEDGING CONTRACTS AND THE DEED OF COVENANT AND/OR TO THE BOOK OF ACCOUNTS (OR OTHER ACCOUNTING RECORDS) OF THE MORTGAGEE.