Registration of a Charge

Company name: CARNIVAL PLC

Company number: 04039524

Received for Electronic Filing: 09/04/2020



Details of Charge

Date of creation: 08/04/2020

Charge code: 0403 9524 0011

Persons entitled: U.S. BANK NATIONAL ASSOCIATION

Brief description: THE VESSEL 'QUEEN MARY 2' AS REGISTERED UNDER THE LAWS AND

FLAG OF BERMUDA HAVING IMO NUMBER 9241061.

Authentication of Form

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

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.

Certified by: NORTON ROSE FULBRIGHT LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 4039524

Charge code: 0403 9524 0011

The Registrar of Companies for England and Wales hereby certifies that a charge dated 8th April 2020 and created by CARNIVAL PLC was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 9th April 2020.

Given at Companies House, Cardiff on 14th April 2020

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







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 electronic copy of the original instrument.

Date: 1.April 2020

Notion Par Gibias ILP

GOVERNMENT OF BERMUDA

Bermuda Shipping and Maritime Authority

THE MERCHANT SHIPPING (REGISTRATION OF SHIPS) REGULATIONS 2003 MORTGAGE OF A SHIP

to secure Account Current etc.

The mortgage reference No. (is	sued by the mortgagee) is:
SECTION 1: DETAILS OF TH	E SHIP
Name of ship	
The state of the s	QUEEN MARY 2
Official number	901558
IMO number	9241061
Number, year and port of registry	13/2011/HAMILTON
SECTION 2: THE MORTGAGE	
Whereas there is	
An account current	
State "an account current" or write in	n a short description of the obligation
CARNIVAL PLC with its very least a second and a second a	interpretation of the contraction of the contractio
CONTRACTOR , With its regarded diffice	e at Carnival House, 100 Harbour Parade, Southampton, Hampshire, SO15 1ST, United Kingdom
s joint mortgagor(s) (hereinafter	called "the mortgagor")
Give full name and address with place	ce of business in respect of a company.
nd.	
U.S. BANK NATIONAL ASSOCIATION a	as security trustee and collateral agent for the Pari Passu Secured Parties (as defined in the Intercreditor Agreement, as
Services, 60 Livingston Avenue, St. Paul, M	SCI OUI II INC INICICCENTIAL Agreement (as defined below), acting through its affine at II C. D. 1. 40. 1. 1. 6
s joint mortgagee(s) (hereinafter (called "the mortgagee")
Sive full name and address with plac	be of business in respect of a company.
Details of security and means of pa	striken f
WHEREAS there is an account current betw	een CARNIVAL PLC (the "Mortgagor"), a company incorporated under the laws of England whose registered office is

WHEREAS there is an account current between CARNIVAL PLC (the "Mortgagor"), a company incorporated under the laws of England whose registered office is at Carnival House, 100 Harbour Parade, Southampton, U.S. Bank National Association (the "Mortgagoe") acting through its office at U.S. Bank Global Corporate Trust Services, 60 Livingston Avenue, St. Paul, Minnesota 55017, regulated by an intercreditor agreement (the "Intercreditor Agreement") dated 8 April 2020 and mortgagor amongst others, Carnival Corporation, Carnival ple, the Mortgagor, the Mortgagor and other parties from time to time party thereto, whereby the Mortgagor has agreed to execute this Mortgage in favour of the Mortgagoe as Pari Passu Collateral Agent (as defined in the Intercreditor Agreement) for the Pari Passu Secured Parties (as defined in the Intercreditor Agreement) for the purposes of securing payment by the Mortgagor to the Pari Passu Secured Parties of all sums for the time being owing to the Pari Passu Secured Parties, including all Pari Passu Obligations (as defined in the Intercreditor Agreement), in the manner and at the time set forth in the Intercreditor Agreement and in or any of:

(1) an indenture dated 8 April 2020 (the "2023 Indenture") and made between, amongst others, Carnival Corporation as issuer, Carnival plc and the Mortgagor, amongst others, as guarantors, and U.S. Bank National Association as trustee, in respect of the guarantoe by the Mortgagor of the US\$4,000,000,000,000 11.500% senior secured notes issued by Carnival Corporation on 8 April 2020 pursuant to the 2023 Indenture, (2) an indenture dated 23 October 2000 (as supplemented by the First Supplemental Indenture, dated as of 15 July 2003, and as the same may be amended, restated, modified, renewed, refunded, replaced or refinanced, the "2027 Indenture") and made between, amongst others, Carnival plc as issuer and The Bank of New York as trustee, in respect of the US\$192,000,000 7,875% debentures due 2027 issued by Carnival plc, (3) a Finance Contract dated 5 June 2009 (the "EIB Facility") between Costa Crociere S.p.A. as borrower and the European Investment Bank as lender (the "Bank") pursuant to which the Bank agreed to make available to Costa Crociere S.p.A. a borrower and the European Investment Bank as lender (the "Bank") pursuant to which the Bank agreed to make available to Costa Crociere S.p.A. a loan of EUR \$550,000,000, (4) a deed of covenant bearing the date herewith (the "Deed of Covenant") to which document the Mortgagor and the Mortgagee are parties and (5) any Other Pari Passu Document (as each such document (including the Intercreditor Agreement) may from time to time be amended, supplemented, modified, restated, transferred or replaced) and WHEREAS the amount of principal, interest and other moneys including all Pari Passu Obligations due to the Pari Passu Documents (including the Intercreditor Agreement) may from time to time be accertained by reference to the 2023 Indenture, the 2027 Indenture, the EIB Facility, the Deed of Covenant and all Other Pari Passu Documents (including the Intercreditor Agreement) or any of them and/or to the books of account (or other accounting records) of the Pari Passu Secu

ROSF, C203 (Rev 08.17) Prescribed by the Minister

Page 1 of 5

,					
(Describe fully the nature of the	liabilities secured. You may re-	fer to and	ther document.)		
Complete in respect of "acco		·			
				e/us by the mortgagec(s), bind ty whether by way of principal, interest or	
For the purpose of better securin	ig to the mortgagee the *s um s/o	bligation	mentioned abov	e. *I/we hereby mortgage to the mortgagee(s	
64/64th (sixty four/sixty fourths) Shares of which *Lum/we are th	ne owners in the ship described (above an	d in its appurtena	(figures and words)	
Lastly, *1/we for *myself/oursel shares and that they are free from				ge in the manner aforesaid the above-mention above ship.	
COMPLETE IF THE MORT	GAGOR IS A COMPANY	~			
Executed by the mortgagor(s) as	s a dead on this SN	dov	of Arneil	20 7 73 hu	
		www.uay	of April 20 20 by: By Victor Richards		
(a) the affixing of the com in the presence of the f	mon seal of the mortgagor following persons signing; or		as attorney-in-fact		
(b) signing by the following			under seal pursuant to a Power of Attorney dated 3 April 2020 in the presence of:		
Director					
*Director/Secretary		anne management de la companya de la			
Authorised Signatory		·	*Authorised Signatory _		
Witnessed by					
Witness Address			Witness Name Adria Richards		
Note: In Scotland - signature m				of the company; or by any two persons	
	scribe the documents on behalf of ture may be by two directors: or			retary of the company; If the common seal is	
	ements of the company's articles				
FOR OFFICIAL USE ONLY					
RECORDING OF MORTGAGE			diameter and the second second		
Entry in the register made			ar of Shipping		
***	Time:	Hamilton Bermuda		Signature	
COMPLETE IF THE MORT	GAGOR IS/ARE ONE OR M	ORE IN	DIVIDUALS		
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* Executed as a deed (in England * Signed (in Scotland) * Signed	ŕ	hann Inala	d)		
	day of		by:	Seal if executed in	
by the following person(s) sign	•			Northern Ireland	
Signature(s) of mortgagor(s)					
Full name of witness(es)			·		
Signature of witness(es)					
Occupation of witness(es)			2000 0000		
*Delet	e as necessary	of 5			

ROSF, C203 (Rev 08.17) Prescribed by the Minister

Address of witness(cs)			Activities and the second seco	e estado	
Note: Every signature must ha	ve a witness		- - - -		
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FOR OFFICIAL USE ONLY	7			7	
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Emay in the register made	Time:	Hamil	ton Bermuda	Signatur	**************************************
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(Enter the sum of money or the	nature of the obligati	ion).			Nondrillimm
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by:			N-4		
*					
(Give full name and address of				ompany).	
hereby transfer to *him/her/t			security.		
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Executed by the transferor as a	i dead on this	day			·
		*		20by:	and a second
(a) the affixing of the con in the presence of the (b) signing by the following	following persons siging persons;	gning; <i>or</i>			Seal
Director	////////>	www.www.www.arra.com.arra.com.arra.com.arra.com.arra.com.arra.com.arra.com.arra.com.arra.com.arra.com.arra.com			
*Director/Secretary		~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~			
Authorised Signatory			1		
Witnessed by			*Authorised S	ignatory	er ennesser verki i nimi till di roman den arbitati (ir botatish d
33.72			Witness name		
Note: In Scotland – signatur	e may be by two direc	tors: or by a direct	-1	pawanawakan	v two persons
authorized to sign and s Except in Scotland – sig is affixed, any special re	gnature may be by two	directors: or by a	director and the se	ecretary of the company; If be complied with.	the common seal
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TRANSFER OF A MORTGAG					·
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990			FONO SERVICIONE DE SERVICIONE DE SERVICIO	Signatur	E
COMPLETE IF THE TRAN	SFEROR IS/ARE O	NE OR MORE IN	VDIVIDUALS		
Executed as a deed (in England or	· Wales) * Signed (in Se	otland)		· · · · · · · · · · · · · · · · · · ·	- Andrews - Andr
Signed, sealed and delivered (in N					Scal if
on this	· ·	20	-		executed in Northern
	g as transferor ete as necessary	D 4 6.			Ireland
ROSF, C203 (Rev 08.17) Prescribed by the Minister		Page 3 of 5			BERMUDA SHIPPING

Signature of transferor				
Full name of witness(es)	**************************************		TENNEND ON DESCRIPTION OF THE OCCUPANT	mmovmministroose ±
Signature of witness(es)				
Occupation of witness(es)	**************************************			
Address of witness(es)			TOTAL	
FOR OFFICIAL USE ONLY		energy and the second s		- in the state of
	Date:	Registrar of Shipp	ing .	
Entry in the register made	Time	Hamilton Bermuda	3	nature
SECTION 4: DISCHARGE O	DF MORTGAGE		—————————————————————————————————————	5.5C.5.0.3.1 (%)
*Received by the within-mention	oned *mortgagee/transferee of the	he mortgage,		
Nagari - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -				
(Enter "the sum of		", or narrative suitab	le to the obligation).	
This within written security is n *The within mentioned *mortga	ow discharged. igee/transferce have agreed to d	lischarge this within	written security and it is the	refore discharged.
COMPLETE IF THE DISCH	- 	The state of the s	***	
Executed by the *mortgagee/tra	ansferee as a deed on this	day of _		20by:
(a) the affixing of the com	mon seal of the *mortgagee/tra	nnsferee	aire e e e e e e e e e e e e e e e e e e	and the state of t
	following persons signing; or			
(b) signing by the following	ng persons;		(:	Seal
Director				
*Director/Secretary		<u>-</u>	Name of the state	in the second se
1.		* * * * *	rised Signatory	
Witness address		Witness	Name	
Note: In Scotland - signature n	nay be by two directors: or by a			
	bscribe the documents on beha			*C.1.
is affixed, any special rec	nature may be by two directors: quirements of the company's ar	ticles about signing :	the secretary of the company	iy; ii me common scar
FOR OFFICIAL USE ONLY	264_UUUUUUUUUUUUUUUUUUUUUUUUUUUUUUUUUUUU	William Armado de marca de la companya de la compa		
DISCHARGE OF MORTGAGI	ion a			
	Date:	Registrar of Shipping Hamilton Bermuda		290-02-02-02-02-02-02-02-02-02-02-02-02-02
Entry in the register made	Time:			nature
Activities and the second seco	A CONTRACTOR OF THE PROPERTY O		b.3 1 Kg.	i ci ti ti
COMPLETE IF THE DISCH	IARGE IS GIVEN BY ONE O	OR MORE INDIVI	DUALS	
* Executed as a deed (in England	or Wales) * Signed (in Scotland	d)		
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on thisby the following person(s) signi	day of2 on a *mortgagee(s)/transferee(s			Northern Ireland
V		· /		
Signature of *mortgagee/transfe	ree			· Manual Annual
9-1, 2, 1-1, -1, -1, -1, -1, -1, -1, -1, -1, -	A CONTRACTOR OF THE PROPERTY O			
Full name of witness(es)				
Full name of witness(es) Signature of witness(es) Occupation of witness(es)				9000000

8ERM.DAS-IPPING

Address of witness(es)				
FOR OFFICIAL USE ONL	Y			
	Date:	Registrar of Shipping		
Entry in the register made	Tîme:	Registrar of Shipping Hamilton Bermuda	Signature	
			• •	

Please send this completed form and relevant fee to the Registrar.

Bermuda Shipping and Maritime Authority, P.O. Box HM 1628, Hamilton HM GX, Bermuda

