



Registration of a Charge

Company name: **CARNIVAL PLC**

Company number: **04039524**



X92MRR95

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



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



GOVERNMENT OF BERMUDA
Bermuda Shipping and Maritime Authority

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: 9 April 2020
Norton Rose Fulbright LLP

THE MERCHANT SHIPPING (REGISTRATION OF SHIPS) REGULATIONS 2003
MORTGAGE OF A SHIP
to secure Account Current etc.

The mortgage reference No. (issued by the mortgagee) is:

SECTION 1: DETAILS OF THE SHIP

Name of ship	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 a short description of the obligation

Between

CARNIVAL PLC, with its registered office at Carnival House, 100 Harbour Parade, Southampton, Hampshire, SO15 1ST, United Kingdom

as joint mortgagor(s) (hereinafter called "the mortgagor")

Give full name and address with place of business in respect of a company:

and

U.S. BANK NATIONAL ASSOCIATION as security trustee and collateral agent for the Pari Passu Secured Parties (as defined in the Intercreditor Agreement, as defined below) on the terms and conditions set out in the Intercreditor Agreement (as defined below), acting through its office at U.S. Bank Global Corporate Trust Services, 60 Livingston Avenue, St. Paul, Minnesota 55017

as joint mortgagee(s) (hereinafter called "the mortgagee")

Give full name and address with place of business in respect of a company.

Details of security and means of payment

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 "Mortgagee") 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 made between, amongst others, Carnival Corporation, Carnival plc, the Mortgagor, the Mortgagee and other parties from time to time party thereto, whereby the Mortgagor has agreed to execute this Mortgage in favour of the Mortgagee 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 guarantee by the Mortgagor of the US\$4,000,000,000 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 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 Secured Parties at any given time can be ascertained by reference to the 2023 Indenture, the 2027 Indenture, the EIB Facility, the Deed of Covenant and all Other Pari Passu Documents (as defined in the Intercreditor Agreement) or any of them and/or to the books of account (or other accounting records) of the Pari Passu Secured Parties.

(Describe fully the nature of the liabilities secured. You may refer to another document.)

Complete in respect of "account current":

Now ~~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 to the mortgagee 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

For the purpose of better securing to the mortgagee the ~~sums~~/obligation mentioned above, ~~I/we~~ hereby mortgage to the mortgagee(s)

64/64th (sixty four/sixty fourths) (figures and words)

Shares of which ~~I am~~/we are the owners in the ship described above and in 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.*

COMPLETE IF THE MORTGAGOR IS A COMPANY

Executed by the mortgagor(s) as a deed on this 8th day of April 20 20 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;

Director _____

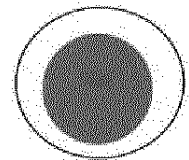
*Director/Secretary _____

Authorised Signatory _____

Witnessed by _____

Witness Address _____

By Victor Richards
as attorney-in-fact
under seal pursuant to
a Power of Attorney
dated 3 April 2020
in the presence of:



*Authorised Signatory _____

Witness Name Adria Richards

Note: In Scotland – signature may be by two directors; or by a director and the secretary of the company; or by any two persons authorized to sign and subscribe the documents on behalf of the company.

Except in Scotland – signature may be by two directors; or by a director and the secretary of the company; If the common seal is affixed, any special requirements of the company's articles about signing must be complied with.

FOR OFFICIAL USE ONLY

RECORDING OF MORTGAGE:

Entry in the register made	Date:	Registrar of Shipping Hamilton Bermuda	Signature
	Time:		

COMPLETE IF THE MORTGAGOR IS/ARE ONE OR MORE INDIVIDUALS

* Executed as a deed (in England or Wales)

* Signed (in Scotland) * Signed, sealed and delivered (in Northern Ireland)

on this _____ day of _____ 20____ by:

by the following person(s) signing as mortgagor

Signature(s) of mortgagor(s)	
Full name of witness(es)	
Signature of witness(es)	
Occupation of witness(es)	



*Delete as necessary

Address of witness(es)		
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Note: Every signature must have a witness

FOR OFFICIAL USE ONLY			
Entry in the register made	Date:	Registrar of Shipping Hamilton Bermuda	Signature
	Time:		

SECTION 3: TRANSFER OF MORTGAGE

***I/we, the above-mentioned mortgagee, in consideration of**

--

(Enter the sum of money or the nature of the obligation).

this day

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(Enter "paid to *me/us," or narrative suitable to the obligation.

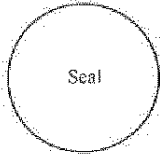
by

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(Give full name and address of the transferee, with the place of business in respect of a company).

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

COMPLETE IF THE TRANSFEROR IS A COMPANY

Executed by the transferor as a deed on this _____ day _____ 20____ by:		
(a) the affixing of the common seal of the transferor in the presence of the following persons signing; <i>or</i> (b) signing by the following persons; Director _____ *Director/Secretary _____ Authorised Signatory _____ Witnessed by _____ Witness address _____		
		*Authorised Signatory _____ Witness name _____
<p>Note: In Scotland – signature may be by two directors; or by a director and the secretary of the company; or by any two persons authorized to sign and subscribe the documents on behalf of the company. Except in Scotland – signature may be by two directors; or by a director and the secretary of the company; If the common seal is affixed, any special requirements of the company's articles about signing must be complied with.</p>		

FOR OFFICIAL USE ONLY

TRANSFER OF A MORTGAGE:			
Entry in the register made	Date:	Registrar of Shipping Hamilton Bermuda	Signature
	Time:		

COMPLETE IF THE TRANSFEROR IS/ARE ONE OR MORE INDIVIDUALS

* Executed as a deed (in England or Wales) * Signed (in Scotland)

* Signed, sealed and delivered (in Northern Ireland)

on this _____ day of _____ 20____

by the following person(s) signing as transferor

***Delete as necessary**



Signature of transferor		
Full name of witness(es)		
Signature of witness(es)		
Occupation of witness(es)		
Address of witness(es)		

FOR OFFICIAL USE ONLY

Entry in the register made	Date:	Registrar of Shipping Hamilton Bermuda	Signature
	Time:		

SECTION 4: DISCHARGE OF MORTGAGE

*Received by the within-mentioned *mortgagee/transferee of the mortgage.

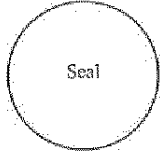
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(Enter "the sum of _____", or narrative suitable to the obligation).

This within written security is now discharged.

*The within mentioned *mortgagee/transferee have agreed to discharge this within written security and it is therefore discharged.

COMPLETE IF THE DISCHARGE IS GIVEN BY A COMPANY

Executed by the *mortgagee/transferee as a deed 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; <i>or</i> (b) signing by the following persons;	
Director _____	
*Director/Secretary _____	
Authorised Signatory _____	
Witness _____	
Witness address _____	
*Authorised Signatory _____ Witness Name _____	
Note: In Scotland – signature may be by two directors; or by a director and the secretary of the company; or by any two persons authorized to sign and subscribe the documents on behalf of the company. Except in Scotland – signature may be by two directors; or by a director and the secretary of the company; If the common seal is affixed, any special requirements of the company's articles about signing must be complied with.	

FOR OFFICIAL USE ONLY

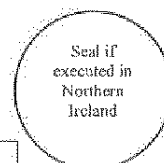
DISCHARGE OF MORTGAGE:

Entry in the register made	Date:	Registrar of Shipping Hamilton Bermuda	Signature
	Time:		

COMPLETE IF THE DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS

* Executed as a deed (in England or Wales) * Signed (in Scotland)

* Signed, sealed and delivered (in Northern Ireland)
 on this _____ day of _____ 20__
 by the following person(s) signing a *mortgagee(s)/transferee(s)



Signature of *mortgagee/transferee		
Full name of witness(es)		
Signature of witness(es)		
Occupation of witness(es)		

*Delete as necessary

Address of witness(es)		
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FOR OFFICIAL USE ONLY			
Entry in the register made	Date:	Registrar of Shipping Hamilton Bermuda	Signature
	Time:		

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