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 0010**

Persons entitled: U.S. BANK NATIONAL ASSOCIATION

Brief description: THE VESSEL 'QUEEN VICTORIA' AS REGISTERED UNDER THE LAWS

AND FLAG OF BERMUDA HAVING IMO NUMBER 9320556.

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 0010

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: 9 April 2020

GOVERNMENT OF BERMUDA

Bermuda Shipping and Maritime Authority

Nonen Por Cibrago LLP

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 THE	E SHIP
Name of ship	QUEEN VICTORIA
Official number	913508
IMO number	9320556
Number, year and port of registry	12/2011/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
Between	
CARRIVAL FLC , WITH Its registered office	at Carnival House, 100 Harbour Parade, Southampton, Hampshire, SO15 1ST, United Kingdom
as joint mortgagor(s) (hereinafter	called "the mortgagor")
	ce of business in respect of a company.
and	and the same of th
U.S. BANK: NATIONAL ASSOCIATION a defined below) on the terms and conditions s Services, 60 Livingston Avenue, St. Paul, M	is security trustee and collateral agent for the Pari Passu Secured Parties (as defined in the Intercreditor Agreement, as set out in the Intercreditor Agreement (as defined below), acting through its office at U.S. Bank Global Corporate Trust linnesota 55017
as joint mortgagee(s) (hereinafter o	called "the mortgagee")
Give full name and address with plac	se 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 Camival 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 made between, amongst others, Carnival Corporation, Carnival plc, the Mortgagor, the Mortgagoe and other parties from time to time party thereto, whereby the Mortgagor has agreed to execute this Mortgago in favour of the Mortgagoe as Pari Pessu 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,

(1) an indenture dated 8 April 2020 (the "2023 Indenture") and made between, amongst others, Carnival Corporation as issuer, Carnival ple 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\$4,000,000,000,000 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 ple 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 ple, (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 Mortgagoe 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 EIB Facility, the Deed of Covenant and all Other Pari Passu Documents (as actually a passu Secured Parties at any given time can be ascertained by reference to the 2023 Indenture, the Books of account for other accurating records) of the Pari Passu Secured Parties.

ROSF. C203 (Rev 08.17) Prescribed by the Minister

Page 1 of 5

(Describe fully the nature of the lie	abilities secured. You mäy re	fer to ano	ther document.)	
Complete in respect of "account Now *1/we the mortgagor(s) in comparison of the most self-way and in the otherwise at the time(s) and in the	onsideration of the advance n nortgagee the sums for the tin			e/us by the mortgagee(s), bind rity whether by way of principal, interest or
For the purpose of better securing	to the mortgagee the *sums/c	obligation	mentioned abo	ve. *#/we hereby mortgage to the mortgagee(s)
64/64 th (sixty four/sixty fourths) Shares of which *1-am/we are the o	owners in the ship described	above and	l in its appurten	(figures and words)
Lastly, *I/we for *myself/ourselve shares and that they are free from the state of				ge in the manner aforesaid the above-mentioned above ship.
COMPLETE IF THE MORTGA	AGOR IS A COMPANY			
Executed by the mortgagor(s) as a	deed on this <u>SN</u>	day	of April	20 <u>ZO</u> _by:
(b) signing by the following	owing persons signing; or persons;		as attorn under se	Richards ey-in-fact al pursuant to of Attorney
			dated 3	hon 2020
*Director/Secretary	(2007) 1974 - 1975 - 1974 - 1974 - 1974 - 1974 - 1974 - 1974 - 1974 - 1974 - 1974 - 1974 - 1974 - 1974 - 1974	······································	in the pre	sence of:
Authorised Signatory Witnessed byi			*Authorised S	
Witness Address	\$ 1 \$ 1° \$	11		of the company; or by any two persons
authorized to sign and subscr	be the documents on behalf	of the con	ipany.	
Except in Scotland – signatur affixed, any special requirement				oretary of the company; If the common scal is omplied with.
FOR OFFICIAL USE ONLY		NORTH CONTRACTOR OF THE CONTRA		
RECORDING OF MORTGAGE:		***************************************		
Entry in the register made	Date:		r of Shipping	
	l'ime:	Hamilto	n Bermuda	Signature
COMPLETE IF THE MORTGA	AGOR IS/ARE ONE OR M	ORE IN	DIVIDUALS	
W 1 1 1 1 1 1	777 1		1010001110 0 0001111011101111111111111	
* Executed as a deed (in England c * Signed (in Scotland) * Signed, s	•	havn Ivola	ad)	
on this da	·		,	Seal if executed in
by the following person(s) signing				Northern Ireland
Signature(s) of mortgagor(s)				
Full name of witness(es)				
Signature of witness(es)	The state of the s		104.000 111100 111100 11110	
Occupation of witness(es)				
*Delete a ROSF, C203 (Rev 08.17) Prescribed by the Minister	s necessary	of 5		BERMUDASHIPPING

Address of witness(es)	**************************************	VOINTO POPULATION TO THE TOTAL POPULATION OF THE	
			Target
		92: 120:09200	draw -
Note: Every signature must have	ve a witness		
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FOR OFFICIAL USE ONLY		- 1	
Entry in the register made	Date:	Registrar of Shipping	
	Times	Hamilton Bermuda	Signature
			
SECTION 3: TRANSFER O	E. B. S.		
*I/we, the above-mentioned n			
Willes Ask Salva Salva a Salva	18 V. F. B. L. G. E. B. B. B. K. B. W. Y. B. E. Y. A. B. B. W. S. B. B. B. B. F. E. R. W. B.		responsery false to similar to the same to
	EV-900941973) (10000000 V V 100 4A 0000000000000000000000000000000000		
(Enter the sum of money or the	nature of the obligation).		
this day			
(Enter "paid to *me/us," or nar	rative suitable to the obligation		
		energy (1975) and the second control of the	
(Give full name and address of	the transferee, with the place o	f business in respect of a	company).
hereby transfer to *him/her/t	hem the benefit of the within		• • • • • • • • • • • • • • • • • • • •
COMPLETE IF THE TRAN	SFEROR IS A COMPANY		
тем очен регистивные повительные вышем выполнением повительный выполнением вышем вы		•	
Executed by the transferor as a	deed on this	CAY	20 by:
	nmon seal of the transferor		
(b) signing by the following	following persons signing; or ng persons;		(Seal
Director			
*Director/Secretary			
Authorised Signatory			
II:			Signatory
Ye uncosca by		2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	L71 Set 222 C. S.
Witness address		Witness nan	***************************************
	emay be by two directors; or by abscribe the documents on beha		tary of the company; or by any two persons
Except in Scotland - sig	nature may be by two directors	: or by a director and the	secretary of the company; If the common seal
is affixed, any special re	quirements of the company's a	rlicles about signing mus	st be complied with.
FOR OFFICIAL USE ONLY	noi-irionnicio irionnicio mara a producti in a constructiva de la cons		
TRANSFER OF A MORTGAC	JE:		
	Date:	Registrar of Shipping	
Entry in the register made	Time:	Hamilton Bermuda	
**************************************	A LILLY I		Signature
COMPLETE IF THE TRANS	SFEROR IS/ARE ONE OR M	ORE INDIVIDUALS	
* Executed as a deed (in England or		TO TAXOO OF POLYMAN PARK PARK PARK PARK PARK PARK PARK PARK	
* Signed, sealed and delivered (in N	orthern Ireland)		Seal if
on this	and day of	20	executed in Northern
by the following person(s) signing	, as transferor		heland
*Delc ROSF. C203 (Rev 08.17)	te as necessary Page	3 of 5	SECTION OF THE PROPERTY.
Prescribed by the Minister			BERMUDA SHIPPING

Signature of transferor		WAS ALVERT OF THE STATE OF THE	771000-111111-7-15100000000111110000000000
Full name of witness(es)		SSCCOSS CONSTITUTES AND SERVICES AND SERVICE	
Signature of witness(es)	· · · · · · · · · · · · · · · · · · ·	THE PRINT PR	
Occupation of witness(es)			- the result of the result that the result the second seco
Address of witness(cs)			
FOR OFFICIAL USE ONLY			
	Date:	Registrar of Shipping	
Entry in the register made	Time:	Hamilton Bermuda	Signature
SECTION 4: DISCHARGE O	W-00-100 11-100-11-10-100 II I	The state of the s	
*Received by the within-mention	oned *mortgagee/transferee of t	he mortgage,	
TO THE PROPERTY OF THE PROPERT			
Q 1.4. 6448		49	
(Enter "the sum of This within written security is n	low discharged.	", or narrative suitable to the	
			n security and it is therefore discharged.
COMPLETE IF THE DISCH	IARGE IS GIVEN BY A CO	MPANY	
Executed by the *mortgagee/tra	ansferee as a deed on this	day of	by:
	nmon seal of the *mortgagee/tr		
in the presence of the	following persons signing; or	######################################	
(b) signing by the following	ig persons;		Seal
Director	and the state of t	4	
	······································		Signatory
Witness	DOCUMENTANA AMERIKAN MANANGAN AMARAN AMAR	5 8695111/41/2002 1)	11 E 12 COLON Y
Witness address	WARATABANKA	Witness Name	
Note: In Scotland – signature n	nay be by two directors; or by a		of the company; or by any two persons
authorized to sign and su	bscribe the documents on beha	If of the company.	
	nature may be by two directors; quirements of the company's ar		cretary of the company; If the common seal
	A AMOUNT AND		
FOR OFFICIAL USE ONLY DISCHARGE OF MORTGAGI	omatikaliseen valtaan en on	TO A STATE OF THE	
	Date:	Registrar of Shipping	
Entry in the register made	Time:	Hamilton Bermuda	S:
	A CONTRACTOR OF THE PROPERTY O		Signature
COMPLETE IF THE DISCH	ARGE IS GIVEN BY ONE (OR MORE INDIVIDUAL	S
Executed as a deed (in England	or Walcs) * Signed (in Scotland	d)	
Signed, sealed and delivered (in			Seal if executed in
on thisby the following person(s) signif	day of2		Northern liefand
Signature of *mortgagee/transfe		THE TRACE OF THE PROPERTY OF T	
Full name of witness(es)	\		100000000000000000000000000000000000000
Signature of witness(es)	ALT A 174 A 44 A 47 A 47 A 47 A 47 A 47 A 4	STATE OF THE STATE	The second secon
Occupation of witness(es)			
	NASSILINE LISTE CONTROL CONTRO		- construction of the contract



Address of witness(es)			
FOR OFFICIAL USE ONLY			nghrawwaanawwemaacicaaaaaaacaamannumaawaamanamanawaawaaaaaaaa 60000000000000000000000000
Entry in the register made	Date:	Registrar of Shipping	
	Time:	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

