## Registration of a Charge

Company name: CARNIVAL PLC

Company number: 04039524

Received for Electronic Filing: 30/07/2020



## **Details of Charge**

Date of creation: 24/07/2020

Charge code: 0403 9524 0030

Persons entitled: U.S. BANK NATIONAL ASSOCIATION

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

AND FLAG OF BERMUDA HAVING IMO NUMBER 9477438.

## 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 0030

The Registrar of Companies for England and Wales hereby certifies that a charge dated 24th July 2020 and created by CARNIVAL PLC was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 30th July 2020.

Given at Companies House, Cardiff on 31st July 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.

Notran lan Elbiph Lip 29 my 2020

#### **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.

	reference No. (issu		

#### SECTION 1: DETAILS OF THE SHIP

Name of ship	QUEEN ELIZABETH
Official number	916716
IMO number	9477438
Number, year and port of registry	14/2011/HAMILTON

#### **SECTION 2: THE MORTGAGE**

#### Whereas there is

An account current

State "an account current" or write in a short description of the obligation

CARNIVAL PLC, with its regsitered office at Carnival House, 100 Harbour Parade, Southampton, Hampshire, SO15 IST, 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 Second Lien Intercreditor Agreement, as defined below) on the terms and conditions set out in the Second Lien 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, United Kingdom and U.S. BANK NATIONAL ASSOCIATION as security trustee (the "Mortgagec") acting through its office at 60 Livingston Avenue St. Paul, Minnesota 55017, United States of America regulated by a second lien intercreditor agreement (the "Second Lien Intercreditor Agreement") dated 20 July 2020 and made between, amongst others, Carnival Corporation, the Mortgager, the Mortgage and other parties from time to time party thereto, whereby the Mortgagor has agreed to execute this Mortgage in favour of the Mortgage as Pari Passu Collateral Agent (as defined in the Second Lien Intercreditor Agreement) for the Pari Passu Secured Parties (as defined in the Second Lien 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 Pass Secured Parties, including all Pari Passu Obligations (as defined in the Second Lien Intercreditor Agreement), in the manner and set forth in the Second Lien Intercreditor Agreement and in any of:

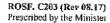
(1) an indenture dated 20 July 2020 in respect of the US\$775,000,000 10,500% and Euro €425,000,000 10,125% second priority senior secured notes due 2026 issued by Carnival Corporation (the "Indenture") and made between, amongst others, Carnival Corporation as issuer, Carnival plc (and others) as guarantors and U.S. Bank National Association as trustee and the Mortgagee as collateral agent;

(2) a deed of covenant entered into or to be entered into (the "Deed of Covenant") to which document the Mortgagor and the Mortgagee are parties; and

(3) any Other Pari Passu Document (as defined in the Second Lien Intercreditor Agreement),

(as each such document (including the Second Lien 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 and all Pari Passu Obligations due to the Pari Passu Secured Parties at any given time can be ascertained by reference to the Indenture, the Deed of Covenant and all the Other Pari Passu Documents or any of them and/or to the books of account (or other accounting records) of the Pari Passu Secured Parties



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(Describe fully the nature of the	liabilities secured. You may re-	fer to anoth	ner document.)		
Complete in respect of "account Now **/we the mortgagor(s) in *mysel//ourselves to pay to the otherwise at the time(s) and in	consideration of the advance n mortgagee the sums for the tin		ue on this securi	Vus by the mortgagee(s), bind ity whether by way of principal, interest or	
For the purpose of better securin	g to the mortgagee the ********/c	obligation r	nentioned abov	e. *H/we hereby mortgage to the mortgagee(s)	
64/64th (sixty four/sixty fourths) Shares of which *1 am/we are the	e owners in the ship described	above and	in its appurtena	(figures and words)	
Lastly, 4/we for *myself/oursel shares and that they are free from	yes, hereby declare that *Wwe hereby declare that *Wwe hereby declare that *Are as appearances *save as appearance *sa	nave the po ars by the i	wer to mortgag registry of the a	e in the manner aforesaid the above-mentioned bove ship.	
COMPLETE IF THE MORT	GAGOR IS A COMPANY		and the state of t	James Siring and Control of Contr	
Executed by the mortgagor(s) as	s a deed on this 24 h	day	of July	20 <b>20</b> by:	
<ul> <li>(a) the affixing of the common seal of the mortgagor in the presence of the following persons signing; or</li> <li>(b) signing by the following persons;</li> </ul>			By Victor Richards as attorney-in-fact		
Director	DEEDHAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAA	www.hmuyogi	under seal pursuant to a Power of Attorney dated 20 July 2020 in the presende of:		
*Director/Secretary	manuantestry				
Authorised Signatory	The state of the s				
Witnessed by			*Authorised Signatory Witness Name		
authorized to sign and subs Except in Scotland – signat	cribe the documents on behalf ture may be by two directors: or	director ar of the com or by a direc	nd the secretary pany.	of the company; or by any two persons retary of the company; If the common seal is omplied with.	
FOR OFFICIAL USE ONLY					
RECORDING OF MORTGAGE	T.				
Entry in the register made	Date:	Registrar of Shipping			
	Time:	Hamiltor	Bermuda	Signature	
COMPLETE IF THE MORT	GAGOR IS/ARE ONE OR M	IORE INI	IVIDUALS		
* Executed as a deed (in England	d or Wales)				
* Signed (in Scotland) * Signed	d, sealed and delivered (in Nort	thern Irelar	nd)	Seal if	
on this	day of	20	<u>by:</u>	executed in Northern	
by the following person(s) sign	ning as mortgagor	manamanaman di minore in in-		Ireland /	
Signature(s) of mortgagor(s)			vanavanau stala bioliti vanavanin bioliti seta valori bioliti seta		
Full name of witness(es)					
Signature of witness(es)					
Occupation of witness(es)	1				



Address of witness(es)			
		:	
Note: Every signature must he	avé a witness	· · · · · · · · · · · · · · · · · · ·	
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FOR OFFICIAL USE ONL	<u>Y</u>		
Entry in the register made	Date:	Registrar of Shipping	•
*	Timer	Hamilton Bermuda	Signature
SECTION 3: TRANSFER C	)F MORTGAGE	THE STATE OF THE S	
*I/we, the above-mentioned	mortgagee, in consideration		
(Enter the sum of money or th	e nature of the obligation).	en e	
this day	00000000000000000000000000000000000000		
(Enter "paid to *me/us," or na	mative ruitable to the obligat	tion	and the second s
by			
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		ce of business in respect of a co	mpany).
hereby transfer to *him/her/			
COMPLETE IF THE TRA	NSFEROR IS A COMPAN	<u></u>	<u> </u>
Executed by the transferor as	a deed on this	dav	20 by:
		1164	20by:
	ommon seal of the transferor e following persons signing;	or	
(b) signing by the follow	ring persons;		( Seal
Director	(A) 111-0(A)(A)(A)(B)(B)(B)(B)(B)(B)(B)(B)(B)(B)(B)(B)(B)		
	era da	· • • • • • • • • • • • • • • • • • • •	
Witnessed by	and the second s	*Authorised Si	gnatory
Witness address		Witness name	
	re may be by two directors: on the subscribe the documents on the subscribe the documents on the subscribe the sub		y of the company; or by any two persons
Except in Scotland – si	gnature may be by two direc	ctors: or by a director and the se	cretary of the company; If the common seal
is affixed, any special t	equirements of the company	's articles ahout signing must b	e complied with.
FOR OFFICIAL USE ONL	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~		
TRÄNSFER OF A MORTGA	GE:		
Entry in the register made	Date:	Registrar of Shipping	
Listy III as a tagisseer intens	Time:	Hamilton Bermuda	Signature
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on this		20	Seal if executed in Northern
by the following person(s) signing	1 "		lroland
*De ROSF, C203 (Rev 08.17)	lete as necessary	Page 3 of 5	normal de servicio de describir de la constante de la constant
Prescribed by the Minister		Car	BERNADASHIPPING

Signature of transferor			W.		***************************************
Full name of witness(es)	house the managed and the second and		CONTRACTOR AND	www.wo.co.co.co.co.co.co.co.co.co.co.co.co.co	***************************************
Signature of witness(es)		V.,	171-		Avenue
Occupation of witness(es)					
Address of witness(es)			:		
FOR OFFICIAL USE ONLY					
	Date:		r of Shipping		
Entry in the register made	Time:		n Bermuda	Signate	anaanseelaannookkoosseelaasseelaasseelaannookkoosseelaannookkoosseelaa
SECTION 4: DISCHARGE O	F MORTGAGE	National State of Sta	**************************************	Jigan	11 C
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/T > 60.5 C	THE COLUMN THE STREET S	***************************************	winder from the second	иниционали	<u> </u>
(Enter "the sum of This within written security is no	ow discharged.	, or narra	tive suitable to t	he obligation).	
*The within mentioned *mortga	igee/transferee have agreed t		nis within writte	en security and it is therefo	ore discharged.
COMPLETE IF THE DISCH	ARGE IS GIVEN BY A C	COMPANY		<u></u>	
Executed by the *mortgagee/tra	insferee as a deed on this	AA1777WWWW	day of		by.*
	mon seal of the *mortgagee				
in the presence of the f	following persons signing; o				
(b) signing by the followin	g persons;			Sent	· .
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*Director/Secretary					innere <sup>n</sup>
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	and the state of t		*Authorised !	Signatory	
Winess					,
Witness address			Witness Name		
Note: In Scotland – signature m	nay be by two directors: or b	y a director a	nd the secretary	of the company; or by any	y two persons
	bscribe the documents on be			\$^ 4\bar{q}\$	£433
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DISCHARGE OF MORTGAGE	7 s	<del></del>	····	THE CONTROL OF THE CO	damentonessandererensissanderensissanderensissanderensissanderen
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COMPLETE IF THE DISCH			INDIVIDUAL	<u></u>	
* Executed as a deed (in England	or Wales) * Signed (in Scotl	land)			
* Signed, sealed and delivered (in on this	Northern Ireland) day of ng a *mortgagee(s)/transfere	20 ee(s)			Scal if executed in Northern Ireland
Signature of *mortgagec/transfe	rec				
Full name of witness(es)			-	**************************************	
Signature of witness(es)				74574W47574	dr
Occupation of witness(es)	**************************************	eccessivit <del>asiailer er</del> varasssames tilisateisecsammu	***************************************		
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BERMUDA SHIPPING

	Address of witness(es)				
1	FOR OFFICIAL USE ONLY				
	Entry in the register made	Date: Time:	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

