## 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 0033** 

Persons entitled: U.S. BANK NATIONAL ASSOCIATION

Brief description: THE VESSEL 'VENTURA' AS REGISTERED UNDER THE LAWS AND FLAG

OF BERMUDA HAVING IMO NUMBER 9333175.

## 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 0033

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.

Noten Core Follogue LLP 27 my 2010

#### 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. (issued by the mortgagee) is:					
SECTION 1: DETAILS	OF THE SHIP				
Name of ship	VENTURA				
Official number	737911	روري ومد قد منصد ۱۱۰ مرور و التقوي في واحرفي الما شقاق بي واوارد سالوا منصد منطقه منطقة	an and in 1999, you great and an accompany and an		
IMO number	9232175		(MATERIAL AND CONTROL OF THE PROPERTY OF THE P		

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

Number, year and port of registry

#### Whereas there is

An account current

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

#### Between

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

6/2008/HAMILTON

#### 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 "Mortgagee") 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 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 Mortgagor 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:

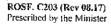
(1) an indenture dated 20 July 2020 in respect of the US\$775,000,000 10,500% and Euro €425,000,000 10,125% second priority senior secured notes due 2026 issued by Carnival Corporation (the "Indenture") and made between, amongst others, Carnival Corporation as issuer, Carnival plc (and others) as guaranters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

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 Mortgager 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.



**************************************		2 visa v 22 visa			
(Describe fully the nature of the	liabilities secured. You may re	fer to another document.)			
Complete in respect of "according to the mortgagor(s) in *my-roll/ourselves to pay to the otherwise at the time(s) and in	consideration of the advance remortgagee the sums for the tir	nade or to be made to *ne ne being due on this secur	v/us by the mortgagee(s), bind ity whether by way of principal, interest or		
For the purpose of better securin	g to the mortgagee the *********************************	obligation mentioned abov	re. Wwe hereby mortgage to the mortgagec(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 **Imynelf/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		ars by the registry of the a	bove ship.		
COMPLETE IF THE MORT					
Executed by the mortgagor(s) as	s a deed on this 24k	day of Juy	20 <b>20</b> by:		
(a) the affixing of the comin the presence of the following by the following Director  *Director/Secretary	ollowing persons signing; or	By Victor Ric as attorney-it under seal pi a Power of A dated 20 Ju	n-fact ursuant to ttorney		
Authorised Signatory		in the preser	nce of:		
Witnessed by	# Anthonivad Comorani				
authorized to sign and subs Except in Scotland – signat	cribe the documents on behalf	director and the secretary of the company.  by a director and the secretary	of the company; or by any two persons retary of the company; If the common seal is		
FOR OFFICIAL USE ONLY					
RECORDING OF MORTGAGE	<u> </u>	3555 A - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -			
Entry in the register made	Date:	Registrar of Shipping			
Lady in the register made	Time:	Hamilton Bermuda	Signature		
COMPLETE IF THE MORTO	GAGOR IS/ARE ONE OR M	ORE INDIVIDUALS			
* Executed as a deed (in England	·				
* Signed (in Scotland) * Signed	·		Seal if		
on thison the following person(s) sign		20by:	executed in Northern Ireland		
Signature(s) of mortgagor(s)	Au - Nor	**************************************			
Full name of witness(es)	anning and a second	**************************************	- description of the second of		
Signature of witness(es)		distraction des distribution distribution de la constitución de la con			
Occupation of witness(es)		**************************************	energy and the state of the sta		

\*Delete as necessary

ROSF, C203 (Rev 08.17) Prescribed by the Minister

Page 2 of 5



Address of witness(es)	***************************************		TTT TTT TTT TTT TTT TTT TTT TTT TTT TT
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Note: Every signature must have	ve a witness		
FOR OFFICIAL USE ONLY	7	A SAME TO SAME THE SAME TO SAME THE SAM	Se did to the second se
and the second s	Date:	Registrar of Shipping	
Entry in the register made	Time:	Hamilton Bermuda	
-PCESTATION - PCESTASSISSASSAS - PCESTAS - P			Signature
SECTION 3: TRANSFER OF	FMORTCAGE	REFERENCES TO EXPONENCE CONTINUES CO	
*I/we, the above-mentioned n		if	
and the second second		The state of the s	
(Enter the sum of money or the	nature of the obligation)	ooroonstatasiin takatatatata maaniin m	
this day		//essessababe(e32/a2/11/11/	
(Enter "paid to *me/us," or name		THE	
by	rative suitable to the obligation	<b>3.</b>	
2	/A	many yelfo — MAE-Aron may refrif for very very world based in	
(Give full name and address of			ompany).
hereby transfer to *him/her/t COMPLETE IF THE TRAN		written security.	WEIGHARD STATE OF THE STATE OF
***************************************	111	99 99 99 99 99 99 99 99 99 99 99 99 99	
Executed by the transferor as a	deed on this	day	20by:
	nmon seal of the transferor		
in the presence of the (b) signing by the following	following persons signing; or		
			Scal
Director	TTTTECHICHES	,	
*Director/Secretary			
Authorised Signatory			
	· · · · · · · · · · · · · · · · · · ·		ідлитогу
Witness address		Witness name	
Note: In Scotland – signature		ry a director and the secretar	y of the company; or by any two persons
authorized to sign and su Except in Scotland – sign	abscribe the documents on beh nature may be by two directors	alf of the company, s: or by a director and the se	ecretary of the company; If the common seal
is affixed, any special re	quirements of the company's a	articles about signing must l	be complied with,
FOR OFFICIAL USE ONLY		MARIANIAN MARIANIANA MARIANIAN MARIANIANA MARIANIAN MARIANIAN MARIANIAN MARIANIAN MARIANIAN MARIANIANA MAR	
TRANSFER OF A MORTGAC	ìE&		
Entry in the register made	Date:	Registrar of Shipping	
anay in one regione made	Time:	Hamilton Bermuda	Signature
			www.
COMPLETE IF THE TRANS Executed as a decd (in England or		WORE INDIVIDUALS	Mommmunicinalista
Signed, scaled and delivered (in N			Santif
on this	*	20	Seal if executed in hierthau
by the following person(s) signing	as transferor		Northern Ireland
ROSF, C203 (Rev 08.17)	te as necessary Page	3 of 5	BERM DASHEPING
Prescribed by the Minister			新聞報報 1 年

Full name of witness(cs)  Signature of witness(cs)  Occupation of witness(es)
Signature of witness(es)
Occupation of witness(es)
· · · · · · · · · · · · · · · · · · ·
Address of witness(es)
FOR OFFICIAL USE ONLY
Entry in the register mode.  Registrar of Shipping
Entry in the register made  Time:  Registrar of Snipping Hamilton Bermuda  Signature
SECTION 4: DISCHARGE OF MORTGAGE
*Received by the within-mentioned *mortgagec/transferee of the mortgage.
(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/transferce as a deed on this day of 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;
Seal )
Director
*Director/Sucretary
Authorised Signatory
Witness *Authorised Signatory
Witness address Witness Name
Role. In Scutant – 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 secretary of the company is the common secretary of the company is the common secretary of the company.
is affixed, any special requirements of the company's articles about signing must be complied with.
FOR OFFICIAL USE ONLY
DISCHARGE OF MORTGAGE:  Date:  Paciety of Skinding
DISCHARGE OF MORTGAGE:  Entry in the register made  Date:  Time:  Registrar of Shipping Hamilton Bermuda
DISCHARGE OF MORTGAGE:  Entry in the register made  Date: Time:  Registrar of Shipping Hamilton Bermuda Signature
DISCHARGE OF MORTGAGE:  Entry in the register made  Date: Time: Registrar of Shipping Hamilton Bermuda Signature  COMPLETE IF THE DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS
DISCHARGE OF MORTGAGE:  Entry in the register made  Date: Time:  Registrar of Shipping Hamilton Bermuda Signature  COMPLETE IF THE DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS
Entry in the register made  Date: Time:  Registrar of Shipping Hamilton Bermuda  Signature  COMPLETE IF THE DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS  Executed us a deed (in England or Wales) * Signed (in Scotland)  Signed, scaled and delivered (in Northern Ireland)
DISCHARGE OF MORTGAGE:  Entry in the register made  Date: Time:  Registrar of Shipping Hamilton Bermuda  Signature  COMPLETE IF THE DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS  Executed us a deed (in England or Wales) * Signed (in Scotland)  Signed, scaled and delivered (in Northern Ireland) on this day of 20 by the following person(s) signing a *mortgagee(s)/transferee(s)  Date: Registrar of Shipping Hamilton Bermuda  Signature  Signature
DISCHARGE OF MORTGAGE:  Entry in the register made  Date: Time:  Registrar of Shipping Hamilton Bermuda  Signature  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
DISCHARGE OF MORTGAGE:  Entry in the register made  Date: Time:  Registrar of Shipping Hamilton Bermuda  Signature  COMPLETE IF THE DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS  Executed as a deed (in England or Wales) * Signed (in Scotland)  Signed, scaled and delivered (in Northern Ireland) on this day of 20

BERMUDASHIPPING

Address of witness(es)			
FOR OFFICIAL USE ONLY	· · · · · · · · · · · · · · · · · · ·		
	Date:	Registrar of Shipping	
Entry in the register made	Time:	Registrar of Shipping Hamilton Bermuda	Signature
710010000000000000000000000000000000000			

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

