Registration of a Charge

Company name: CARNIVAL PLC

Company number: 04039524

Received for Electronic Filing: 11/01/2021



Details of Charge

Date of creation: 07/01/2021

Charge code: 0403 9524 0043

Persons entitled: U.S. BANK NATIONAL ASSOCIATION

Brief description: THE VESSEL 'STAR PRINCESS' AS REGISTERED UNDER THE LAWS AND

FLAG OF BERMUDA HAVING IMO NUMBER 9192363.

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 0043

The Registrar of Companies for England and Wales hereby certifies that a charge dated 7th January 2021 and created by CARNIVAL PLC was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 11th January 2021.

Given at Companies House, Cardiff on 12th January 2021

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 reducted pursuant to s.859G of the Companies Act 2006, this copy instrument is a correct copy of the electronic copy of the original instrument.

BERMUDASHIPPING

Norther Rose Fuebright LLP

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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 mort	gagee)	is:

SECTION 1: DETAILS OF THE SHIP

Name of ship	STAR PRINCESS
Official number	733709
IMO number	9192363
Number, year and port of registry	1/2002/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 regsitered office at Carnival House, 100 Harbour Parade, Southampton, Hampsbire, 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 trusted 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 Mortgagee 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), 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 "July 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;

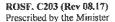
(2) an indenture dated 18 August 2020 in respect of the US\$900,000,000 9.875% second priority senior secured notes due 2027 issued by Carnival Corporation (the "August Indenture") and made between Carnival Corporation as issuer, Carnival plc (and others) as guarantors and U.S. Bank National Association as trustee and the Mortgagee as collateral agent;

(3) 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

(4) 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 July Indenture, the August Indenture, the Deed of Covenant and all the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of them and/or and the Other Pari Passu Documents or any of the Other Passu Documents of the Other Passu Doc



books of account (or other accounting	records) of the Pari Passu Secured Partie	58.			
			:		
(Describe fully the nature of the	liabilities secured. You may refe	er to another document.)			
Complete in respect of "accor Now **I/we the mortgagor(s) in *myself/ourselves to pay to the otherwise at the time(s) and in	consideration of the advance ma mortgagee the sums for the time	ade or to be made to *****/us by the mortgagee(s), bind e being due on this security whether by way of principal, in	iterest or		
For the purpose of better securing	g to the mortgagee the *********************************	oligation mentioned above. **//we hereby mortgage to the m	ortgagee(s)		
64/64th (sixty four/sixty fourths)		(figures and wo	rds)		
Shares of which *I am/we are th	-				
Lastly, *I/we for *myself/oursel shares and that they are free from	ves, hereby declare that ** we han a common the common of	we the power to mortgage in the manner aforesaid the above sby the registry of the above ship.	e-mentione		
COMPLETE IF THE MORT	GAGOR IS A COMPANY		660M000YP007777777777777777777777777777777		
Executed by the mortgagor(s) as	s a deed on this	_ day of Junuary 2021 by:			
(a) the affixing of the com	mon seal of the mortgagor	By Victor Richards			
(b) signing by the followir	following persons signing; or an angle or angle	as attorney-in-fact			
Director		pursuant to a Power of Attorney			
	*Director a Power of Attorney dated 4 January 2021 in the presence of:				
Authorised Signatory					
Witnessed by	- AAMAMAGEPVEVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVV	*Authorised Signatory			
Witness Address		Witness Name			
Note: In Scotland - signature m	ay be by two directors: or by a d	irector and the secretary of the company; or by any two per	rsons		
Except in Scotland - signat	cribe the documents on behalf of ture may be by two directors; or ments of the company's articles	I the company. by a director and the secretary of the company; If the company about signing must be complied with.	non seal is		
FOR OFFICIAL USE ONLY			***************************************		
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Entry in the register made		Registrar of Shipping	V		
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COMDIFTE IS THE MODT	GAGOR IS/ARE ONE OR MO	ORE INDIVIDUALS	<u></u>		
COMPLETE IT THE MONI	GAGON BYANE ONE ON M	JAC III/IIII	***************************************		
* Executed as a deed (in England	d or Wales)				
	d, scaled and delivered (in North	The state of the s	Seal if		
	day of	20by:	executed in Northern Ireland		
by the following person(s) sign	ing as mortgagor				
Signature(s) of mortgagor(s)	James Nancesco Transition Control Cont				
Full name of witness(es)					
Signature of witness(es)					
			ar Mill		

*Delete as necessary

ROSF, C203 (Rev 08,17) Prescribed by the Minister Page 2 of 5



Address of witness(es) Note: Every signature must have a witness FOR OFFICIAL USE ONLY Entry in the register made Date: Registrar of Shipping Hamilton Bermuda Signature SECTION 3: TRANSFER OF MORTGAGE "I'we, the above-mentioned marlgagee, in consideration of (Enter the sum of money or the nature of the obligation). this day (Enter "paid to "me/us," or narrative suitable to the obligation. by (Give full name and address of the transferre, 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; or (b) signing by the following persons; Director *Director/Secretary Authorised Signatory Witness andress Note: In Social and - signature may be by two directors or by a director and the secretary of the company; or by any two persons is affixed, enty special requirements of the company's articles about signing must be complied with. FOR OFFICIAL USE ONLY TRANSFER OF A MORTGAGE: Date: Registrar of Shipping	Occupation of witness(es)					
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Entry in the register made Time: Register or Snipping Hamilton Bermuda Signature	FOR OFFICIAL USE ONL'	Y				
Time: Hamilton Bermude Signature SECTION 3: TRANSFER OF MORTGAGE "I'we, the above-mentioned mortgager, in consideration of (Enter "paid to "me/us," or narrative suitable to the obligation. by (Give full name and address of the transferree, 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		Date:	Registrar of Shipping			
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 (Enter "paid to "me/us," or narrative suitable to the obligation. by (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	Entry in the register made	:Time:		Signature		
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Witness address 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 TRANSFER OF A MORTGAGE: Entry in the register made Date: Registrar of Shipping Hamilton Bermuda Signature	Authorised Signatory		, minimum			
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Signature Signature	Entry in the register made	entimental participate programma in the construction of the constr				
	O (1984 - 0.0.)	Time:	APKARALLES CERPARES AFRANCISCO A CONTRACTOR OF THE CONTRACTOR OF T	Signature		

- * Executed as a deed (in England or Wales) * Signed (in Scotland)
- * Signed, sealed and delivered (in Northern Ireland)

*Delete as necessary

Seal if executed in Northern Ireland

on this	day of	20			
by the following person(s) signing					
Signature of transferor		turther.			
Full name of witness(cs)		×	Organization and a supplemental		
Signature of witness(es)	SECONOMICS CONTINUED IN THE SE				
Occupation of witness(es)					
Address of witness(es)					
FOR OFFICIAL USE ONLY			***************************************		
	Date:	Registra	of Shipping		
Entry in the register made	Time:		ı Bermuda	Sign	iture
SECTION 4: DISCHARGE O)F MORTGAGE	nussassassassassassassassassassassassassa	ummuuuusteen vuonteen tuoteen keesse saamiilisiskii	ж. У. Б. Виде в от принципалниции от принципалниции от принципалниции от принципалниции от принципалниции от п В принципалниции от принципалниции от принципалниции от принципалниции от принципалниции от принципалниции от п	A D D I I W
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(Enter "the sum of This within written security is n		", or narrat	ive suitable to t	he obligation).	
*The within mentioned *mortga		ed to discharge th	is within writte	on security and it is there	efore discharged.
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		200000000000000000000000000000000000000			77 TO THE PROPERTY OF THE PROP
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(a) the affixing of the com				grant and a second	Sharappengang in the same of t
in the presence of the (b) signing by the followir	following persons signing	;; or			
				(Se	al)
Director	•			A STATE OF THE PARTY OF THE PAR	
*Director/Secretary		······································	Ė		
Authorised Signatory					
Witness		<u> </u>	*Authorised	Signatory	
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Note: In Scotland – signature n	nay be by two directors: o obscribe the documents on			of the company; or by a	any two persons
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is affixed, any special re-	quirements of the compan	y's articles abou	t signing must l	he complied with.	
FOR OFFICIAL USE ONLY	\$\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\				
DISCHARGE OF MORTGAGE			annamatica de la faction de la companya de la comp	A twenty mentanco dun conductual waters constituent per antance constituent and antance constituent and antance	CANCAND CANCELLAND CONTRACTOR CON
Entry in the register made	Date:		of Shipping Bermuda		
	Time:	Transmon	I DEHRUU	Signa	iture
COMPLETE IF THE DISCH	IARGE IS GIVEN BY C	NE OR MORE	INDIVIDUA	LS	
* Executed as a deed (in England	or Wales) * Signed (in So	cotland)			
* Signed, sealed and delivered (in Northern Ireland) Seal if executed in					
on this day of 20 executed in Northern by the following person(s) signing a *mortgagec(s)/transferee(s)					
Signature of *mortgagee/transfe	erec				
Full name of witness(es)					
Signature of witness(es)	A CONTRACTOR OF THE PROPERTY O	venium v		uni COCU.	
***			1		MAC

*Delete as necessary



Occupation of witness(es)			es estados est	
Address of witness(es)		3		

FOR OFFICIAL USE ONLY				
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

