Registration of a Charge

Company name: CARNIVAL PLC

Company number: 04039524

Received for Electronic Filing: 29/01/2021



Details of Charge

Date of creation: 27/01/2021

Charge code: **0403 9524 0045**

Persons entitled: U.S. BANK NATIONAL ASSOCIATION

Brief description: THE VESSEL 'PACIFIC ENCOUNTER' AS REGISTERED UNDER THE

LAWS AND FLAG OF THE UNITED KINGDOM 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 0045

The Registrar of Companies for England and Wales hereby certifies that a charge dated 27th January 2021 and created by CARNIVAL PLC was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 29th January 2021.

Given at Companies House, Cardiff on 1st February 2021

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006





Norten Rose Fillbright LLP

mie 29 January 2021

MSF 4736 REV 0518



Mortgage of a Ship

(The application form is to secure Account current / other obligation)

GUIDANCE NOTES - PLEASE READ

If more than one mortgagor then a separate mortgage is required from each mortgagor, unless shares are jointly held

In respect of fishing vessels, mortgages may be registered only against those registered with FULL registration. The prompt registration of a mortgage deed with the Registry is essential to establish the priority of the mortgage. This is because the priority of the mortgage is determined by the date on which it is produced for registration and not from the date of the mortgage itself.

If the mortgagor is a company the mortgage must be registered with the Registrar of Companies within 21 days of its execution.

It is important that the Registry is informed of any changes.

Please write in black ink using BLOCK CAPITALS, and tick boxes where appropriate. If an * is stated, then please delete as appropriate.

The mortgage refere	ence number (issued by the mortgagee)	is:			
1: DETAILS OF 1	THE SHIP			S-5-5-4	n terin terin terin terin term
Is this mortgage in	respect of a Fishing Vessel?	Yes	No	×	
Name of Ship	PACIFIC ENCOUNTER				
Official Number	179051				
		A10007		3010.30V.3	
2: THE MORTGA	GE		3110117210	001093100	10ma tama tama 028101825
Whereas there is:					
State an account curre or write in a short	An account current				
description of the obligation					
between					
Full name(s)	CARNIVAL PLC				
Address	CARNIVAL HOUSE, 100 HARBOUR	R PARADE, S	OUTHAM	PTON,	

*as joint mortgagors (hereinafter called "the mortgagor")

HAMPSHIRE, UNITED KINGDOM, SO15 1ST

(Place of Business in respect of a company)

THE MORTGAGE (continued)

and

Full name(s)	U.S. Bank National Association as security trustee
Address	U.S. Bank Global Corporate Trust Services
(lace of basiliess in	60 Livingston Avenue
respect of a company)	St. Paul, Minnesota 55017

^{*}as joint mortgagees (hereinafter called "the mortgagee")

Describe fully the nature WHEREAS there is an account current between Carnival plc (the of the liabilities secured. Mortgagor), a company incorporated under the laws of England and You may refer to another Wales whose registered office is at Carnival House, 100 Harbour Parade, Southampton, SO15 1ST, UK 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 an intercreditor agreement (the Intercreditor Agreement) dated 8 April 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 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 owing under or pursuant to any of:

- (1) an indenture dated 8 April 2020 in respect of the US\$4,000,000,000 11.500% senior secured notes issued by Carnival Corporation (the Indenture) and made between, amongst others, Carnival Corporation as issuer, the Mortgagor (and others) as guarantors and U.S. Bank National Association as trustee and the Mortgagee as collateral agent;
- (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, the Mortgagor as issuer and The Bank of New York as trustee, in respect of the US\$192,000,000 7.875% senior secured notes issued by the Mortgagor;
- (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 dated 7 January 2021 (the Deed of Covenant) to which document the Mortgagor and the Mortgagee are parties;

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- (5) a term loan agreement dated 30 June 2020 (the **Term Loan Agreement**) between Carnival Corporation, Carnival Finance LLC, the Mortgagor, the subsidiary guarantors party thereto, the lenders party thereto, JPMorgan Chase Bank, N.A. and the Mortgagee; and
- (5) any Other Pari Passu Document (as defined in the Intercreditor Agreement),

(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 and 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, the Term Loan Agreement 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.

ACCOUNT CURRENT

Please complete this section in respect of "account current", if this applies to you.

*!/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 the mortgagee(s) 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.

OTHER OBLIGATION

Please complete this section in respect of "other obligation", if this applies to you.			
* /We the mortgagor(s) in consideration			

oind *myself/ourselves to					

for the purpose of better securing to the mortgagee(s) the *sums/obligation mentioned above.

*#we hereby mortgage to the mortgagee(s)

State the shares, in both figures	Figures	64/64ths
and words	Words	Sixty four sixty fourths

(Figures and words)

shares of which *I/we are the owners in the ship described above and 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.

PLEASE READ:

If the mortgagor is a company, then **SECTION 3A must be completed.**

If the mortgagor(s) are one or more individuals, then **SECTION 3B must be completed.**

If the mortgagor(s) are a Limited Liability Partnership, then **SECTION 3C must be completed.**

When the mortgage is originally executed you should send this deed (with the applicable fee) to:

Registry of Shipping and Seamen

Anchor Court, Keen Road, Cardiff, CF24 5JW, UK.

Tel No. 0203 90 85200

3A: COMPLETE IF THE	EMORTGAGOR	IS A COMPANY		
F. Executed by the mortgagor as a	dead (in England, V&		 If a property of the property of	West Company
Northern Ireland)	and the second of the second o	A colorador consider prompe	ATT	Spirypyste
Subscribed by the mortgagor (in:	Cristiana (lpertare spil
	or or section and a			- Political graph
On this 27th day of Januar	ry 2021 by:-		actual section of the	MATERIANDONADATE
** (a) the affixing of the co presence of the following	mmon seal of th Persons signing	ne mortgagor in the	manorestates a management of the state of th	EVAILE DEPAY SALES
** (b) signing by the follow	ing persons:	**dekte as appropriate	Соптрату жей	energi.
Director	and a mileg trip Armitematical year a conference international physical account of the conference in t	menomenenenenenenen jaropa yan menjadaka dalah sebah sebah dalah d	i ora kan kan kan kan kan kan kan kan kan ka	**************************************
Director or Secretary	Age age age and a second of the second of th		annaman kaki kirin manaman man	Ari-Communication (Communication)
Authorised Signatory		nticinamentendo de deservo de gracoren praessa se anomano de alcação como primer proper principal, se forde a Transferencia de la como de alternacion de alternacion de alternacion de alternacion de alternacion de alternac	Helen Davies Attorney-in-fact	visionaajings
Authorised Signatory			ne manusuman ang manusuman ing manusuman ing manusuman ang manusuman manusuman manusuman manusuman manusuman m Tang manusuman manus	***************************************
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Name (print)	loan Jason D	avies	vieries in terminal and the second s	Sendone.
	encing the contract of the con	en de la company de la comp		***********
			•	
Address (print)				
uar-x-	ş			
# If the companion must be uniform	the remains and a	ddress of the witness must be gr	i ing ing menganggan manakan manakan manakan menganggan pengan pengan pengan penganggan penganggan penganggan	ai pamaatikoto
Note: IN ENGLAND, WALES & NO director, or (c) by a director in the p seal is affixed any special requiren IN SCOTLAND – signature may be on behalf of the company, or one r	ORTHERN IRELAND - presence of a witness nent of the company's by one director or the nember of the Limited	- signature may be by (a) two direct who completes the details above to articles about signing must be com a secretary of the company or one p Liability Partnership, provided such	ors; (b) by the company secretary as attest the signature. If the common piled with, wetson authorised to sign the docume simple summature is softwared.	
Alternatively, signature may be offi authorised to sign the document or	ected without a witnes is behalf of the compar	5 by two directors, or a director and	the secretary, or two persons lability Partnership. Note that signals	W
OFFICIAL USE ONLY		2 10 10 10 10 10 10 10 10 10 10 10 10 10		
Mortgage (Priori	Averymen appared and of the flux and about a hold a hard	Date of entry into the	Register	
Time of ent	Amerikanska de Cartania e gantania e santania e santania e santania e santania e santania e santania e santani Amerikanska santania e	Annual Comment	PROSPERIOR CONTROL CON	
is an a more while distance of	A guarantamanapamaninas sirver	Num REFERENCE :	me. pa pandet 和歌	
in the second se				

3B: COMPLETE IF THE	MORTGAGOR(S) IS	S/ARE ONE O	RMOREIN	DIVIDUAL(S)	
* Executed as a deed (in Englar	nd and vvales)				
* Subscribed (in Scotland)					
* Signed, sealed and delivered (
	*	Delete as approp	oriate		
On this day					
by the following person(s)	signing as mortgag	or(s):		Seal if executed	in Northern Ireland
Signature(s) of mortgagor(s)					
mortgagor(s)					
In the presence of:					
in the presence of.					
N					
Name(s) of witness(es)					
Address(es) of witness(es)					
Occupation(s) of					
witness(es)					
NOTE: Every signature must ha	ve a witness.				
OFFICIAL USE ONLY		_			
Mortgage (Priorit		Date of entry			
Time of enti	у [Officer's Init	lials	

3C: COMPLETE IF THE MORTGAGOR(S) ARE A LIMITED LIABILITY PARTNERSHIP

- Executed by the mortgagor as a deed (in England, Wales and Northern reland)
- Subscribed by the mortgagor (in Scotland)

* Delete as appropriate

On this day of	20 by signing by the following persons:
Member	
Member	
Witnessed by	
Name (print)	
Address (print)	
OTE: In Scotland subscription may b the Limited Liability Partnership.	by one member of the Limited Liability Partnership and one witness, or by two members
OFFICIAL USE ONLY	
Discharge of mortgage (Priority) Time of entry	Date of entry into the Register Officer's Initials

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-		
4: TRANSFER OF	MORTGAGE	
*I/we, the below mention	ed 1	
mortgagor(s), in consider	ration of:	
this day paid to *me/us b	у 2	
hereby transfer to *him/h	er/them the benefit of the with	n written security.
	Full Name(s) of Mortgagors	
*I/we		
(Tick here if joint		
Mortgagors)	Address	
(hereinafter called "the mortgagor")	(Please write the place of business if a company)	
1 – Enter the sum of mor	ney in figures and words.	

2 – Give name and address, with place of business in respect of acompany

PLEASE READ:

If the transferor is a company, then **SECTION 4A must be completed.**

If the transferor(s) are one or more individuals, then **SECTION 4B must be completed.**

If the transferor(s) are a Limited Liability Partnership, then **SECTION 4C must be completed.**

When a transfer of mortgage is executed you should send this deed (without a fee) to:

Registry of Shipping and Seamen

Anchor Court, Keen Road, Cardiff, CF24 5JW, UK.

Tel No. 0203 90 85200

4A: COMPLETE IF THE TR	RANSFEROR IS	A COMPANY	
Executed by the transferor as a c	deed (in England, V	Vales and	
Northern reland)			
Subscribed by the transferor (in S	Scotland)		
On this day of		20 by:-	
** (a) the affixing of the comn	non seal of the		
transferor in the presence	of the following	persons	
signing; or		L	Company seal
** (b) signing by the following	ı persons;	** Delete as appropriate	
Director			
Director or Secretary			
Authorised Signatory			
Authorised Signatory			
** Witnessed by			
Name (print)			
Address (print)			
radicas (p.iii)			
Note: IN ENGLAND, WALES & NORTH	LICON IDEL AND _ cir	anatura may ba by (a) two directors	··/h) by the company secretary and a
director, or (c) by a director in the prese	ence of a witness who	o completes the details above to at	test the signature. If the common
seal is affixed any special requirement	• •		
IN SCOTLAND – signature may be by on behalf of the company, or one mem	ber of the Limited Lia	bility Partnership, provided such si	ngle signature is witnessed.
Alternatively, signature may be effected authorised to sign the document on bel		•	
by one authorised signatory and either			mity Farthership. Note that aightest
OFFICIAL USE ONLY			
Discharge of mortgage (Priority)		Date of entry into the Regis	ster
Time of entry		Officer's Initi	als

4B: COMPLETE IF TI	RANSFEROR(S) IS/A	REONEOR M	ORE INDIVID	UALS
* Executed as a deed (in En	gland and Wales)			
* Subscribed (in Scotland)	,			
* Signed, sealed and deliver	ed (in Northern Ireland)			
		* Delete as approp	priate	
On this da	ay of	20	L	eal(s) if executed in Northern Ireland
by the following person	(s) signing as transfe	eror(s):	<u> </u>	callo, ii excedice iii Northeri melane
Signature of transferor(s	s)			
In the presence of:				
·				
Name(s) of witness(es)				
Address(es) of witness(e	s)			
Occupation(s) of witness(es)				
NOTE: Every signature mu	ıst have a witness.			
OFFICIAL USE ONLY]		
Discharge of mortgage (Pr		Date of entry	into the Regis	ler
Time of	entry		Officer's Initia	als

4C: COMPLETE IF TRANSFEROR(S) ARE A LIMITED LIABILITY PARTNERSHIP

Executed by the transferor as a c	deed (in England, Wa	ales and Northern Ireland)	
Subscribed by the transferor (in Scotland) * Dele		* Delete as appropriate	
On this day of persons:		20 by signing b	y the following
Member			
Member			
Witnessed by			
Name (print)			
Address (print)			
L NOTE: In Scotland subscription may be of the Limited Liability Partnership.	by one member of the	Limited Liability Partnership and one	witness, or by two members
OFFICIAL USE ONLY Discharge of mortgage (Priority) Time of entry		Date of entry into the Register Officer's initials	

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5: DISCHARGE OF A MORTGAGE

	Received by the within-mentioned "mortgage(s)/transferee(s) of the mortgage, the sum of:	
TI	his within written security is now discharged.	
* -	The within-mentioned *mortgage(s)/transferee(s) have agreed to discharge this within written	
	security and it is therefore discharged.	

PLEASE READ:

If the Discharge is given by a company, then **SECTION 5A must be completed.**

If the Discharge is given by one or more individuals, then **SECTION 5B must be completed.**

If the Discharge is given by a Limited Liability Partnership, then **SECTION 5C must be completed.**

When a discharge of mortgage is executed you should send this deed with the correct fee to:

Registry of Shipping and Seamen

Anchor Court, Keen Road, Cardiff, CF24 5JW, UK.

Tel No: 0203 90 85200

5A: COMPLETE IF DISCH	ARGE IS GIVEN	BY A COMPANY	
Executed by the mortgagee/tran	sferee as a deed (in	n England, Wales and	
Northern reland)			
Subscribed by the mortgagee/tra	ansferee (in Scotland	(k	
On this day of	·	20 by:-	
** (a) the affixing of the com	mon seal of the *	mortgagee/	
transferee in the presence	e of the following	j persons	Company seal
signing; or			
** (b) signing by the following	g persons;	*delete as appropriate	
Director			
Director or Secretary			
Authorised Signatory			
Authorised Signatory			
** Witnessed by			
Name (print)			
Address (print)			
Note: IN ENGLAND, WALES & NORT director, or (c) by a director in the pres seal is affixed any special requirement	sence of a witness who	completes the details above to	attest the signature. If the common
IN SCOTLAND – signature may be by on behalf of the company, or one mem Alternatively, signature may be effected authorised to sign the document on be by one authorised signatory and either	nber of the Limited Liab ed without a witness by ehalf of the company, c	bility Partnership, provided such two directors, or a director and to or two members of the Limited Lia	single signature is witnessed. the secretary, or two persons ability Partnership. Note that signature
OFFICIAL USE ONLY			
Discharge of mortgage (Priority)		Date of entry into the Reg	ister
Time of entry		Officer's Inil	tials

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5B: COMPLETE IF DISCHARGE I	S GIVEN BY ONE OR MOR	E INDIVIDUALS
* Executed as a deed (in England and Wale	es)	
* Subscribed (in Scotland)		
* Signed, sealed and delivered (in Northern	reland)	
	* Delete as appropriate	€
On this day of	20	
by the following person(s) signing a		(s): Seal if executed in Northern Ireland
,		,
Signature of mortgagee(s)/transferee(s)		
In the presence of:		
Name(s) of witness(es)		
Address(es) of witness(es)		
Occupation(s) of		
witness(es)		
L L NOTE: Every signature must have a witnes		
Warning: If the discharged deed is n registered against the vessel.	ot presented to the Regist	ry the mortgage will remain
OFFICIAL USE ONLY		
Discharge of mortgage (Priority)	Date of entry into	the Register
Time of entry	Off	ficer's Initials

5C: COMPLETE IF DISCHARGE IS GIVEN BY A LIMITED LIABILITY PARTNERSHIP

- Executed by the mortgagor as a deed (in England, Wales and Northern reland)
- Subscribed by the mortgagor (in Scotland)

* Delete as appropriate

n this day of	20 by signing b	y the following persons
,		
Member		
Member		
Witnessed by		
Name (print)		
Address (print)		
OTE: In Scotland subscription may b se Limited Liability Partnership.	e by one member of the Limited Liability Partnership and on	e witness, or by two members of
OFFICIAL USE ONLY		
Discharge of mortgage (Priority)	Date of entry into the Register	
Time of entry	Officer's Initials	