



Registration of a Charge

Company name: **CARNIVAL PLC**

Company number: **04039524**

Received for Electronic Filing: **29/01/2021**



X9X72E3F

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



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Norton Rose Fulbright LLP

Date: 29 January 2021

MSF 4736 REV 0518



Maritime &
Coastguard
Agency

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 reference number (issued by the mortgagee) is:

1: DETAILS OF THE SHIP

Is this mortgage in respect of a Fishing Vessel?

Yes

☐

No

☒ *

Name of Ship	PACIFIC ENCOUNTER
Official Number	179051

2: THE MORTGAGE

Whereas there is:

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

between

Full name(s)	CARNIVAL PLC
Address (Place of Business in respect of a company)	CARNIVAL HOUSE, 100 HARBOUR PARADE, SOUTHAMPTON, HAMPSHIRE, UNITED KINGDOM, SO15 1ST

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

2: THE MORTGAGE (continued)

and

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

*as joint mortgagees (hereinafter called "the mortgagee")

Describe fully the nature of the liabilities secured. You may refer to another document	<p>WHEREAS there is an account current between Carnival plc (the Mortgagor), a company incorporated under the laws of England and 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:</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(4) a deed of covenant dated 7 January 2021 (the Deed of Covenant) to which document the Mortgagor and the Mortgagee are parties;</p>
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	<p>(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</p> <p>(5) any Other Pari Passu Document (as defined in the Intercreditor Agreement),</p> <p>(as each such document (including the Intercreditor Agreement) may from time to time be amended, supplemented, modified, restated, transferred or replaced); and</p> <p>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.</p>
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ACCOUNT CURRENT

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

~~*I/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.

~~*I/We~~ the mortgagor(s) in consideration

OTHER OBLIGATION (continued)

bind ~~*myself/ourselves~~ to

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

~~*I/we~~ hereby mortgage to the mortgagee(s)

State the shares, in both figures and words	Figures	64/64ths
	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:

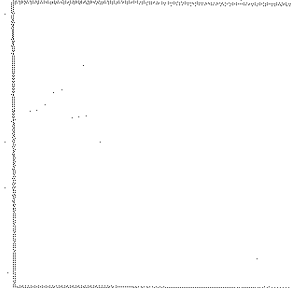
Registry of Shipping and Seamen

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

Tel No. 0203 90 85200

3A: COMPLETE IF THE MORTGAGOR IS A COMPANY

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






On this 27th day of January 2021 by:-

**** (a) the affixing of the common seal of the mortgagor in the presence of the following persons signing; or**

**** (b) signing by the following persons;**

****delete as appropriate**

Company seal

Director	
Director or Secretary	
Authorised Signatory	 Helen Davies Attorney-in-fact
Authorised Signatory	
# Witnessed by	
Name (print)	Ioan Jason Davies
Address (print)	

If the signature must be witnessed the name and address of the witness must be given

Note: IN ENGLAND, WALES & NORTHERN IRELAND -- signature may be by (a) two directors; (b) by the company secretary and a director, or (c) by a director in the presence of a witness who completes the details above to attest the signature. If the common seal is affixed any special requirement of the company's articles about signing must be complied with.

IN SCOTLAND -- signature may be by one director or the secretary of the company or one person authorised to sign the document on behalf of the company, or one member of the Limited Liability Partnership, provided such single signature is witnessed. Alternatively, signature may be effected without a witness by two directors, or a director and the secretary, or two persons authorised to sign the document on behalf of the company, or two members of the Limited Liability Partnership. Note that signature by one authorised signatory and either a director or the secretary of the company is not valid.

OFFICIAL USE ONLY

Mortgage (Priority)

Date of entry into the Register

Time of entry

Officer's Initials

3B: COMPLETE IF THE MORTGAGOR(S) IS/ARE ONE OR MORE INDIVIDUAL(S)

* Executed as a deed (in England and Wales)

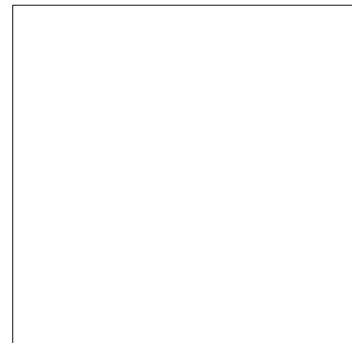
* Subscribed (in Scotland)

* Signed, sealed and delivered (in Northern Ireland)

* Delete as appropriate

On this day of 20

by the following person(s) signing as mortgagor(s):



Seal if executed in Northern Ireland

Signature(s) of mortgagor(s)		
In the presence of:		
Name(s) of witness(es)		
Address(es) of witness(es)		
Occupation(s) of witness(es)		

NOTE. Every signature must have a witness.

OFFICIAL USE ONLY			
Mortgage (Priority)	<input type="text"/>	Date of entry into the Register	<input type="text"/>
Time of entry	<input type="text"/>	Officer's Initials	<input type="text"/>

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

- ◊ Executed by the mortgagor as a deed (in England, Wales and Northern Ireland)
- ◊ 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)	

NOTE: In Scotland subscription may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

OFFICIAL USE ONLY			
Discharge of mortgage (Priority)	<input type="text"/>	Date of entry into the Register	<input type="text"/>
Time of entry	<input type="text"/>	Officer's Initials	<input type="text"/>

4: TRANSFER OF MORTGAGE

*I/we, the below mentioned
mortgagor(s), in consideration of:

1

this day paid to *me/us by

2

hereby transfer to *him/her/them the benefit of the within written security.

*/we (Tick here if joint Mortgagors) <input type="checkbox"/> (hereinafter called "the mortgagor")	Full Name(s) of Mortgagors	
	Address (Please write the place of business if a company)	

1 – Enter the sum of money in figures and words.

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

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.

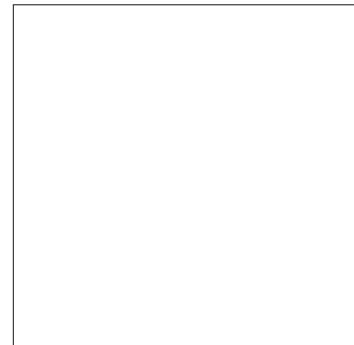
Tel No. 0203 90 85200

4A: COMPLETE IF THE TRANSFEROR IS A COMPANY

- ◊ Executed by the transferor as a deed (in England, Wales and Northern Ireland)
- ◊ Subscribed by the transferor (in Scotland)

On this day of 20 by:-

**** (a) the affixing of the common seal of the transferor in the presence of the following persons signing; or**



Company seal

**** (b) signing by the following persons;** ** Delete as appropriate

Director	
Director or Secretary	
Authorised Signatory	
Authorised Signatory	
** Witnessed by	
Name (print)	
Address (print)	

Note: IN ENGLAND, WALES & NORTHERN IRELAND – signature may be by (a) two directors; (b) by the company secretary and a director, or (c) by a director in the presence of a witness who completes the details above to attest the signature. If the common seal is affixed any special requirement of the company's articles about signing must be complied with.

IN SCOTLAND – signature may be by one director or the secretary of the company or one person authorised to sign the document on behalf of the company, or one member of the Limited Liability Partnership, provided such single signature is witnessed. Alternatively, signature may be effected without a witness by two directors, or a director and the secretary, or two persons authorised to sign the document on behalf of the company, or two members of the Limited Liability Partnership. Note that signature by one authorised signatory and either a director or the secretary of the company is not valid.

OFFICIAL USE ONLY

Discharge of mortgage (Priority)

Date of entry into the Register

Time of entry

Officer's Initials

4B: COMPLETE IF TRANSFEROR(S) IS/ARE ONE OR MORE INDIVIDUALS

* Executed as a deed (in England and Wales)

* Subscribed (in Scotland)

* Signed, sealed and delivered (in Northern Ireland)

* Delete as appropriate



On this day of 20

Seal(s) if executed in Northern Ireland

by the following person(s) signing as transferor(s):

Signature of transferor(s)		
In the presence of:		
Name(s) of witness(es)		
Address(es) of witness(es)		
Occupation(s) of witness(es)		

NOTE. Every signature must have a witness.

OFFICIAL USE ONLY

Discharge of mortgage (Priority)

Date of entry into the Register

Time of entry

Officer's Initials

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

◊ Executed by the transferor as a deed (in England, Wales and Northern Ireland)

◊ Subscribed by the transferor (in Scotland)

* Delete as appropriate

On this day of 20 by signing by the following persons:

Member	
Member	
Witnessed by	
Name (print)	
Address (print)	

NOTE: In Scotland subscription may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

OFFICIAL USE ONLY			
Discharge of mortgage (Priority)	<input type="text"/>	Date of entry into the Register	<input type="text"/>
Time of entry	<input type="text"/>	Officer's Initials	<input type="text"/>

5: DISCHARGE OF A MORTGAGE

* Received by the within-mentioned *mortgage(s)/transferee(s) of the mortgage, the sum of:

--

This 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.

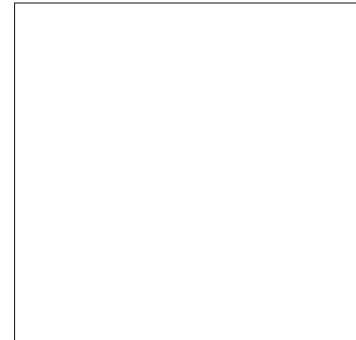
Tel No: 0203 90 85200

5A: COMPLETE IF DISCHARGE IS GIVEN BY A COMPANY

- ◊ Executed by the mortgagee/transferee as a deed (in England, Wales and Northern Ireland)
- ◊ Subscribed by the mortgagee/transferee (in Scotland)

On this day of 20 by:-

**** (a) the affixing of the common seal of the * mortgagee/
transferee in the presence of the following persons
signing; or**



Company seal

**** (b) signing by the following persons;** *delete as appropriate

Director	
Director or Secretary	
Authorised Signatory	
Authorised Signatory	
** Witnessed by	
Name (print)	
Address (print)	

Note: IN ENGLAND, WALES & NORTHERN IRELAND – signature may be by (a) two directors; (b) by the company secretary and a director, or (c) by a director in the presence of a witness who completes the details above to attest the signature. If the common seal is affixed any special requirement of the company's articles about signing must be complied with.

IN SCOTLAND – signature may be by one director or the secretary of the company or one person authorised to sign the document on behalf of the company, or one member of the Limited Liability Partnership, provided such single signature is witnessed. Alternatively, signature may be effected without a witness by two directors, or a director and the secretary, or two persons authorised to sign the document on behalf of the company, or two members of the Limited Liability Partnership. Note that signature by one authorised signatory and either a director or the secretary of the company is not valid.

OFFICIAL USE ONLY			
Discharge of mortgage (Priority)	<input type="text"/>	Date of entry into the Register	<input type="text"/>
Time of entry	<input type="text"/>	Officer's Initials	<input type="text"/>

5B: COMPLETE IF DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS

* Executed as a deed (in England and Wales)

* Subscribed (in Scotland)

* Signed, sealed and delivered (in Northern Ireland)

* Delete as appropriate

On this day of 20

by the following person(s) signing as mortgagee(s)/transferee(s):

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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)		

NOTE: Every signature must have a witness.

Warning: If the discharged deed is not presented to the Registry the mortgage will remain registered against the vessel.

OFFICIAL USE ONLY			
Discharge of mortgage (Priority)	<input type="text"/>	Date of entry into the Register	<input type="text"/>
Time of entry	<input type="text"/>	Officer's Initials	<input type="text"/>

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

- ◊ Executed by the mortgagor as a deed (in England, Wales and Northern Ireland)
- ◊ 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)	

NOTE: In Scotland subscription may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

OFFICIAL USE ONLY

Discharge of mortgage (Priority)

Date of entry into the Register

Time of entry

Officer's Initials