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CHFP025

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[118]

00002065

Name of company

* Lloyds TSB Bank PLC (the "Bank")

Date of creation of the charge

19 December 2008

Description of the instrument (if any) creating or evidencing the charge (note 2)

An assignment deed dated 19 December 2008 (the "Assignment Deed") and entered into between the Bank and KfW (the "Assignee") represented by KfW IPEX-Bank GmbH.

Amount secured by the mortgage or charge

All claims of the Assignee as CIRR Agent under the Refinancing Agreement.

(See Addendum 2/4 for definitions)

Names and addresses of the mortgagees or persons entitled to the charge

KfW, Palmengartenstraße 5-9, Germany.

Postcode 60325 Frankfurt

Presenter's name address and
reference (if any):

Stephenson Harwood
One St. Paul's Churchyard
London
EC4M 8SH

For official Use (02/06)
Mortgage Section

Post room

THURSDAY



LCCDK6CO

LD3

08/01/2009

26

COMPANIES HOUSE

Time critical reference

A1619/46-03412/7833899

Short particulars of all the property mortgaged or charged

- (a) The Bank's right against the Borrower to receive repayment of its share in the Loan under the Facility Agreement.
- (b) The Bank's right against the Borrower to receive payment of interest under the Facility Agreement.
- (c) The Bank's right against the Federal Republic of Germany and/or KfW IPEX-Bank GmbH as Hermes Agent to receive the proceeds under the Hermes Guarantee in proportion to its share in the Loan.
- (d) The Bank's rights against the Guarantor as guarantor under a deed of guarantee entered into with KfW IPEX-Bank GmbH as Facility Agent dated 19 December 2008.
- (See Addendum 4/4 for further definitions)

Please do not
write in
this margin

**Please complete
legibly, preferably
in black type, or
bold block
lettering**

Particulars as to commission allowance or discount (note 3)

Nil

Signed Stephano Had

Date 8 January 2009

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] †

**A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)**

† delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: **Companies House, Crown Way, Cardiff CF14 3UZ**

Name of company

*insert full name
of Company

* Lloyds TSB Bank PLC (the "Bank")

Addendum 1/4

1. Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

"CIRR Agent" means the Assignee in its capacity as representative of the Federal Republic of Germany, acting by its Ministry of Economics and Technology and its Ministry of Finance.

"Facility Agreement" means a loan facility agreement dated 30 May 2008 as amended by an amendment agreement dated 19 December 2008 (the **"Amendment Agreement"**) made between Carnival plc and Carnival Corporation as obligors, KfW IPEX-Bank GmbH, The Royal Bank of Scotland plc, Lloyds TSB Bank plc, Commerzbank AG and Société Générale as mandated lead arrangers, KfW IPEX-Bank GmbH as facility agent and Hermes agent and KfW IPEX-Bank GmbH, The Royal Bank of Scotland plc, Lloyds TSB Bank plc, Commerzbank AG and Société Générale as lenders (together the **"Lenders"**) in relation to the part financing of the construction of a cruise ship with hull no. 690 at Jos. Meyer Werft GmbH.

"Hermes" means Euler Hermes Kreditversicherungs AG, Friedrichsallee 254, 22763 Hamburg acting in its capacity as representative of the Federal Republic of Germany in connection with the issuance of export credit guarantees.

"Refinancing Agreement" means a refinancing agreement dated 19 December 2008 and entered into between the CIRR Agent and the Bank (as supplemented by an interaction agreement entered into between the same parties to the Amendment Agreement dated 19 December 2008).

Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

"Borrower" means Carnival plc, or, if Carnival Corporation is nominated as borrower under Clause 2.3 of the Facility Agreement, Carnival Corporation.

"Facility Agent" means KfW IPEX-Bank GmbH in its capacity as facility agent and Hermes Agent.

"Guarantor" means Carnival Corporation, or, if Carnival Corporation is nominated as borrower under Clause 2.3 of the Facility Agreement, Carnival plc.

"Hermes Agent" means KfW IPEX-Bank GmbH in its capacity as agent for Hermes.

M395 Continuation

Company number

00002065

Name of company

*insert full name
of Company

* Lloyds TSB Bank PLC (the "Bank")

"Hermes Guarantee" means the finance credit guarantee no. DN 352247/MFA 900104/Vereinigte Staaten in favour of the Hermes Agent issued on 25 June 2008 by the Federal Republic of Germany, acting by its Ministry of Economics and Technology, represented by Euler Hermes Kreditversicherungs-AG and PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft.

"Loan" means the loan facility of up to EUR292,000,000 made available by the Lenders to the Borrower under the Facility Agreement.



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY NO. 2065
CHARGE NO. 18

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT DEED DATED 19
DECEMBER 2008 AND CREATED BY LLOYDS TSB BANK PLC
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO KFW UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 8 JANUARY
2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 JANUARY
2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES