



**Registration of a Charge**

Company Name: **VIRGIN ATLANTIC AIRWAYS LIMITED**

Company Number: **01600117**



Received for filing in Electronic Format on the: **19/12/2022**

XBJ6CTCY

**Details of Charge**

Date of creation: **15/12/2022**

Charge code: **0160 0117 0213**

Persons entitled: **LLOYDS BANK PLC**

Brief description: **ROLLS ROYCE TRENT 7000 ENGINE (ESN 75260)**

**Contains fixed charge(s).**

**Contains negative pledge.**

**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: **ALLEN & OVERY LLP**



## **CERTIFICATE OF THE REGISTRATION OF A CHARGE**

Company number: 1600117

Charge code: 0160 0117 0213

The Registrar of Companies for England and Wales hereby certifies that a charge dated 15th December 2022 and created by VIRGIN ATLANTIC AIRWAYS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 19th December 2022 .

Given at Companies House, Cardiff on 21st December 2022

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**

## CTSA Accession

### SIDE LETTER TO THE CAPE TOWN SECURITY AGREEMENT with respect to certain aircraft and aircraft engines

15 December 2022

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#### Between:

- (1) **VIRGIN ATLANTIC AIRWAYS LIMITED**, a company incorporated and existing under the laws of England whose registered office is at The VHQ, Fleming Way, Crawley, West Sussex RH10 9DF (the **Borrower**); and
- (2) **LLOYDS BANK PLC**, a company incorporated and existing under the laws of England whose registered office is at 25 Gresham Street, London EC2V 7HN (the **Security Agent** which expression shall include its successors and assigns).

#### Dear Sirs,

- (A) Virgin Atlantic Airways Limited (the **Borrower**) and the Security Agent entered into a Cape Town Security Agreement dated 8 June 2018 (as amended and supplemented from time to time, the **Cape Town Security Agreement**) in respect of certain aircraft and aircraft engines (the **Initial Charged Assets**) described in Schedule 1 thereto, by which the Borrower granted an international interest in respect of all its rights, title and interest, present and future in each of the Initial Charged Assets, in favour of the Security Agent.
- (B) The Borrower and Security Agent have agreed to amend the Schedule to the Cape Town Security Agreement in order to include the additional aircraft engine described in Schedule 1 to this Side Letter (the **Additional Charged Asset**).

#### Now it is agreed as follows:

#### 1 Definitions and Interpretation

##### 1.1 Definitions

Words and expressions defined in the Cape Town Security Agreement shall, unless otherwise defined herein or unless the context otherwise requires, have the same meanings when used in this Side Letter.

##### 1.2 Third Party Rights

Unless expressly provided to the contrary in this Side Letter and without prejudice to the interests of the Finance Parties in the Additional Charged Asset, no person other than the Borrower and the Security Agent has any right under the Third Parties Act to enforce or to enjoy the benefit of any term of this Side Letter.

## **2 Amendment of Schedule and creation of International Interests**

- 2.1 The Borrower and the Security Agent agree that Schedule 2 to this Side Letter shall replace Schedule 1 to the Cape Town Security Agreement and the Cape Town Security Agreement is hereby amended accordingly.
- 2.1.1 By way of security for the payment of the Secured Obligations, the Borrower hereby grants an International Interest in relation to the Additional Charged Asset in favour of the Security Agent.
- 2.1.2 The International Interest granted in relation to the Additional Charged Asset shall take effect on the date of this Side Letter.

## **3 Counterparts**

This Side Letter may be executed in counterparts.

## **4 Governing Law**

This Side Letter and any non-contractual obligations connected with it are governed by, and shall be construed in accordance with, English law.

This Side Letter has been executed on the date stated at the beginning of this document.

**Schedule 1**

**Additional Charged Asset**

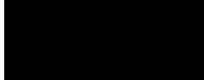
<b>Qualifying Aircraft/ Qualifying Engine</b>	<b>MSN / ESN</b>	<b>Manufacturer</b>
<b>Trent 7000</b>	<b>75260</b>	<b>Rolls-Royce plc</b>

## Schedule 2

### Replacement Schedule 1 to the Cape Town Security Agreement

Qualifying Aircraft / Qualifying Engine	MSN / ESN	Manufacturer
Trent 1000	10277	Rolls-Royce plc
Trent 1000	10369	Rolls-Royce plc
Trent 1000	10508	Rolls-Royce plc
Trent 1000	11086	Rolls-Royce plc
Trent 700	41870	Rolls-Royce plc
Trent 700	42018	Rolls-Royce plc
Trent 700	42393	Rolls-Royce plc
Trent XWB-97	26169	Rolls-Royce
A-350	071	Airbus S.A.S.
Trent XWB-97	26124	Rolls-Royce plc
Trent XWB-97	26125	Rolls-Royce plc
Trent 7000	75260	Rolls-Royce plc


CTSA ACCESSION  
EXECUTION PAGE

SIGNED by	)	
Name: <b>Oliver Byers</b>	)	Signature: 
Title: Director	)	
duly authorised for and on behalf of	)	
<b>VIRGIN ATLANTIC AIRWAYS</b>	)	
<b>LIMITED</b>	)	

SIGNED by	)	
Name:	)	Signature:
Title:	)	
duly authorized for and on behalf of	)	
<b>LLOYDS BANK PLC</b>	)	

CTSA ACCESSION  
EXECUTION PAGE

SIGNED by )  
Name: ) Signature:  
Title: )  
duly authorised for and on behalf of )  
VIRGIN ATLANTIC AIRWAYS )  
LIMITED )

SIGNED by )  
Name: *FRASER MCLEISH* ) Signature:   
Title: *ASSOCIATE DIRECTOR* )  
duly authorized for and on behalf of )  
LLOYDS BANK PLC )