In accordance with Sections 859A and 859J of the Companies Act 2006

MR01

Particulars of a charge



	A fee is payable with this form. Please see 'How to pay' on the last page	You can use the WebFiling service to Please go to www companieshouse gov	
1	What this form is for You may use this form to register a charge created or evidenced by an instrument	What this form is NOT for You may not use this form to register a charge where there is no instrument. Use form MR08	For further information, please refer to our guidance at www companieshouse gov uk
	This form must be delivered to the Regi 21 days beginning with the day after the delivered outside of the 21 days it will be court order extending the time for delivery	date of creation of the charge If rejected unless it is accompanied I	*A2NMAXWJ*
	You must enclose a certified copy of the scanned and placed on the public record	instrument with this form. This will I	A81 20/12/2013 #1 COMPANIES HOUSE
1	Company details		17173
Company number	1 7 7 7 7 7 7		→ Filling in this form Please complete in typescript or in
Company name in full	British Airways Plc		bold black capitals
	(the "Mortgagor")		All fields are mandatory unless specified or indicated by *
2	Charge creation date		
Charge creation date	$\begin{bmatrix} d & 1 & d & 8 \end{bmatrix}$ $\begin{bmatrix} m_1 & m_2 & y_2 & y_0 \end{bmatrix}$	y 1 y 3	
3	Names of persons, security agent	ts or trustees entitled to the charg	e
	Please show the names of each of the pentitled to the charge	persons, security agents or trustees	
Name	PK AirFinance S à r 1 (t)	ne "Mortgagee")	
Name			
Name			
Name			
	If there are more than four names, please tick the statement below I confirm that there are more than for trustees entitled to the charge	se supply any four of these names then our persons, security agents or	

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Particulars of a charge

4	Description			
	Please give a short description of any land (including buildings), ship, aircraft or intellectual property registered (or required to be registered) in the UK which is subject to this fixed charge or fixed security	Continuation page Please use a continuation page if you need to enter more details		
Description	One (1) International Aero Engines AG, V2527-A5 engine bearing Engine Serial Number V11485(the "Engine") to be attached to one (1) Airbus A320-200 Aircraft bearing Manufacturer's Serial Number 2038 (the "Airframe").			
5	Fixed charge or fixed security	:		
	Does the instrument include a fixed charge or fixed security over any tangible or intangible (or in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box			
	[✓] Yes □ No			
6	Floating charge			
	Is the instrument expressed to contain a floating charge? Please tick the appropriate box ☐ Yes Continue [✓] No Go to Section 7 Is the floating charge expressed to cover all the property and undertaking of the company? ☐ Yes			
7	Negative Pledge	-		
	Do any of the terms of the charge prohibit or restrict the chargor from creating any further security that will rank equally with or ahead of the charge? Please tick the appropriate box [Yes			
	□ No			

	MR01 Particulars of a charge			
	Trustee statement •			
	You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge	This statement may be filed after the registration of the charge (use form MR06)		
	Signature			
	Please sign the form here			
nature	X Clifford Unne LCP X			
	This form must be signed by a person with an interest in the charge			

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Particulars of a charge

Presenter information

We will send the certificate to the address entered below All details given here will be available on the public record. You do not have to show any details here but, if none are given, we will send the certificate to the company's Registered Office address.

Contact name Neil Cavanagh			
Company name Clifford Chance LLP			
Address 10 Upper Bank Street			
Post town London			
County/Region			
Postcode E 1 4 5 J J			
County United Kingdom			
DX 149120 Canary Wharf 3			
Telephone 020 7006 1000			

✓ Certificate

We will send your certificate to the presenter's address if given above or to the company's Registered Office if you have left the presenter's information blank

1

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- [x] The company name and number match the information held on the public Register
- [x] You have included a certified copy of the instrument with this form
- [x] You have entered the date on which the charge was created
- [x] You have shown the names of persons entitled to the charge
- [x] You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- [x] You have given a description in Section 4, if appropriate
- [x] You have signed the form
- [x] You have enclosed the correct fee
- [x] Please do not send the original instrument, it must be a certified copy

Important information

Please note that all information on this form will appear on the public record

£ How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge filed on paper.

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address. However, for expediency, we advise you to return it to the appropriate address below:

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in Scotland: The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland: The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 1777777

Charge code: 0177 7777 0773

The Registrar of Companies for England and Wales hereby certifies that a charge dated 18th December 2013 and created by BRITISH AIRWAYS PLC was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 20th December 2013.

DA

Given at Companies House, Cardiff on 30th December 2013





We hereby certify that save for material rended a pursuant to s 859G of the Companies Set 2006, this is a true copy of the original

MORTGAGE SUPPLEMENT

Signed.

Date **Zo/12/0**]

To: PK AirFinance S à r l. (the "Mortgagee")

From. British Airways Plc (the "Mortgagor")

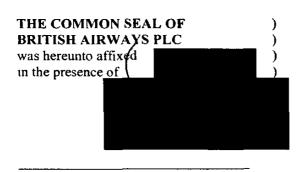
Clifford Chance LLP 10 Upper Bank Street London E14 5JJ

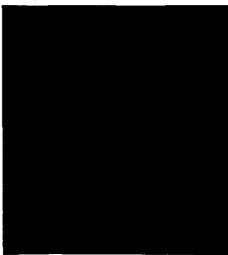
Dear Sirs,

One (1) Airbus A320-200 Aircraft bearing Manufacturer's Serial Number 2038 (the "Airframe") with two (2) International Aero Engines AG, V2527-A5 engines bearing ESNs V11483 and V11485 (the "Engines")

- We refer to the English law mortgage dated SCOMDEN 2013 between the Mortgagee and the Mortgagor in respect of the Airframe and the Engines (the "Mortgage") This Mortgage Supplement is supplemental to and forms part of the Mortgage
- 2 We hereby confirm that at 1606 London time on 8 Darbow 2013 the Engine bearing ESN V11485 was located at London Heathrow England
- In order to secure the payment, performance and discharge of the Secured Obligations, we have, and we hereby, mortgage to the Mortgagee with full title guarantee, all of our right, title and interest, present and future in and to the Engines
- This Mortgage Supplement, and all non-contractual obligations arising from or in connection with it, shall be governed by and construed in accordance with the laws of England
- Clause 20 (Jurisdiction) of the Mortgage shall apply to this Mortgage Supplement mutatis mutandis, as though the same were set out in full herein and as though references therein to "this Mortgage" were references to this Mortgage Supplement

IN WITNESS WHEREOF this Mortgage Supplement has been executed by the Borrower as a deed and is intended to be and is delivered as a deed on the day and year first above written





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