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CHFP025

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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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

[2]

3902746

Name of company

* P & O PRINCESS CRUISES INTERNATIONAL LIMITED (the "Borrower") having its registered office at Carnival House 5 Gainsford Street, London SE1, 2NE.

Date of creation of the charge

13 August 2003

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

A loan facility agreement (the "Agreement") made between (1) the Borrower (2) Carnival plc as standby borrower, (3) the Lenders and (4) the Agent, in respect of the refinancing of the three (3) "club" passenger ships m.v's "AIDAcara", "AIDAvita" and "AIDAaura". (see continuation sheet)

Amount secured by the mortgage or charge

The aggregate principal sum of three hundred and seventy six million two hundred and eighty eight thousand two hundred and eleven Euros and twelve cents (EUR376,288,211.12) granted by the Lenders to the Borrower and the additional sum of twenty-nine million two hundred and eighty five thousand seven hundred and fifty four Euros and eighty five cents (EUR29,285,754.85) granted by the Agent to the Borrower or the aggregate principal amount owing to the Lenders under the Agreement at any relevant time (the "Loan") in whatever currency or currencies the same is for time to time being denominated in accordance with the Agreement together with all monies of any kind (whether by way of repayment or prepayment of principal, payment of interest or default interest, payment upon any indemnity, additional payments on account of any taxes, withholdings or increased costs, compensation for prepayment, reimbursement for costs and expenses or otherwise howsoever) now or in the future and at any time and from time to time owing actually or contingently by the Borrower to the Lenders and the Agent together (the "Outstanding Indebtedness").

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

Kreditanstalt für Wiederaufbau of Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Federal Republic of Germany,

Postcode

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

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

For official Use
Mortgage Section

Post room



Time critical reference

1319/42-00432/2980049

Pursuant to clause 20.1 of the Agreement, the authority of the Lenders and the Agent (together the "Banks") to apply any credit balance to which the Borrower is entitled upon any account held by the Borrower with any branch of the Banks in or towards satisfaction of any sum due (actually or contingently) to any of the Banks hereunder but unpaid, and to combine any accounts of the Borrower for this purpose.

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Particulars as to commission allowance or discount (note 3)

Nil

Signed

Stephen Marmood

Date

26 August 2003

On behalf of ~~[company]~~ ~~[mortgagee]~~/chargee†

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

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**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
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Company Number

3902746

Name of Company

P & O PRINCESS CRUISES INTERNATIONAL LIMITED (the "Borrower") having its registered office at Carnival
House 5 Gainsford Street, London SE1, 2NE.

Limited*

* delete if
inappropriate

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

"Agent" means Kreditanstalt für Wiederaufbau of Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Federal Republic of Germany or other such person as may be appointed agent for the Lenders pursuant to the Agreement.

"Carnival plc" (formerly known as P & O Princess Cruises plc) means a public limited company incorporated in England and Wales (registered no. 4039524) having its registered office at Carnival House, 5 Gainsford Street, London SE1 2NE.

"Lenders" means Commerzbank AG, Den Norske Bank ASA, DVB Bank Aktiengesellschaft, HSH Nordbank AG, the Agent, Nordeutsche Landesbank Girozentrale, the Royal Bank of Scotland Plc, and Suntrust Bank.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03902746

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LOAN FACILITY AGREEMENT BETWEEN THE COMPANY CARNIVAL PLC AS STANDBY BORROWER THE LENDERS AND THE AGENT IN RESPECT OF THE REFINANCING OF THREE "CLUB" PASSENGER SHIPS M.V'S "AIDACARA" "AIDAVITA" AND "AIDAAURA" DATED THE 13th AUGUST 2003 AND CREATED BY P&O PRINCESS CRUISES INTERNATIONAL LIMITED FOR SECURING THE AGGREGATE PRINCIPAL SUM OF EUR 376,288,211.12 AND THE ADDITIONAL SUM F EUR 29,285,754.85 FROM THE COMPANY TO KREDITANSTALT FUR WIEDERAUFBAU 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 28th AUGUST 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd SEPTEMBER 2003.

P. W.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES