

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

MR01

Particulars of a charge

laserform



Go online to file this information
www.gov.uk/companieshouse

A fee is payable with this form
Please see 'How to pay' on the last page

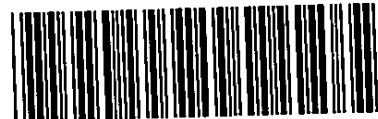
☒ **What this form is for**
You may use this form to register
a charge created or evidenced by
an instrument

☒ **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.gov.uk/companieshouse

This form must be delivered to the Registrar for registration within
21 days beginning with the day after the date of creation of the charge.
If delivered outside of the 21 days it will be rejected unless it is accompanied by a
court order extending the time for delivery

☒ You must enclose a certified copy of the instrument with this form
scanned and placed on the public record. Do not send the original



A5B794NF
A29 14/07/2016 #234
COMPANIES HOUSE

THURSDAY

1 Company details

Company number ☒ 0 0 0 0 2 4 0 4

Company name in full SOUTHAMPTON ISLE OF WIGHT AND SOUTH OF ENGLAND

☒ ROYAL MAIL STEAM PACKET COMPANY LIMITED

5 18 For official use

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Charge creation date

Charge creation date d 0 d 8 m 0 m 7 y 2 y 0 y 1 y 6

3 Names of persons, security agents or trustees entitled to the charge

☒ Please show the names of each of the persons, security agents or trustees
entitled to the charge

Name SKANDINAVISKA ENSKILDA BANKEN AB (PUBL)

Name

Name

Name

If there are more than four names, please supply any four of these names then
tick the statement below

☐ I confirm that there are more than four persons, security agents or
trustees entitled to the charge

MR01

Particulars of a charge

4

Brief description

Please give a short description of any land, ship, aircraft or intellectual property registered or required to be registered in the UK subject to a charge (which is not a floating charge) or fixed security included in the instrument

Brief description

A SHIP KNOWN AS "RED FALCON"
(OFFICIAL NUMBER 723945)

✓

Please submit only a short description. If there are a number of plots of land, aircraft and/or ships, you should simply describe some of them in the text field and add a statement along the lines of, "for more details please refer to the instrument"

Please limit the description to the available space

5

Other charge or fixed security

Does the instrument include a charge (which is not a floating 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 company from creating further security that will rank equally with or ahead of the charge? Please tick the appropriate box

☐ Yes

✓ ☒ No

8

Trustee statement ①

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

☐

① This statement may be filed after the registration of the charge (use form MR06)

9

Signature

Please sign the form here

Signature

Signature

✓ **X** *Allen & Overy LLP*
12/07/16 (as legal adviser to the Mortgagee) **X**

This form must be signed by a person with an interest in the charge

MR01

Particulars of a charge



Presenter information

You do not have to give any contact information, but if you do, it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name THOMAS MADDIN

Company name ALLEN & OVERY LLP

Address 1 BISHOPS SQUARE

Post town

County/Region LONDON

Postcode E 1 6 A D

Country UNITED KINGDOM

DX

Telephone 0203 088 0000



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.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register
- ☒ You have included a certified copy of the instrument with this form
- ☒ You have entered the date on which the charge was created
- ☒ You have shown the names of persons entitled to the charge
- ☒ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☒ You have given a description in Section 4, if appropriate
- ☒ You have signed the form
- ☒ You have enclosed the correct fee
- ☒ 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 £23 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 2404

Charge code: 0000 2404 0098

The Registrar of Companies for England and Wales hereby certifies that a charge dated 8th July 2016 and created by SOUTHAMPTON ISLE OF WIGHT AND SOUTH OF ENGLAND ROYAL MAIL STEAM PACKET COMPANY LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 14th July 2016.

P

Given at Companies House, Cardiff on 19th July 2016



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

EXCEPT FOR MATERIAL REDACTED PURSUANT TO SECTION 859G OF THE COMPANIES ACT 2006 I CERTIFY THAT THIS IS A CORRECT COPY OF THE ORIGINAL DOCUMENT *Allen & Overy LLP 12/07/16*



Maritime &
Coastguard
Agency

An Executive Agency of the Department for Transport
Merchant Shipping Act 1995

ONE BISHOPS SQUARE
LONDON
E1 6AD



Mortgage of a Ship

to secure Account Current etc/other obligation

- 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 F.U.I. 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

The mortgage reference no (issued by the mortgagee) is

SECTION 1 : DETAILS OF THE SHIP

IS THIS MORTGAGE IN RESPECT OF A FISHING VESSEL?

Yes ☐ No ☒

Name of ship

RED FALCON

Official number

723945

SECTION 2 : THE MORTGAGE

Whereas
there is¹

THE OBLIGATION DETAILED IN SECTION 2

between²

SOUTHAMPTON ISLE OF WIGHT & SOUTH OF ENGLAND ROYAL MAIL STEAM PACKET COMPANY LIMITED (COMPANY NUMBER 00002404)

WHOSE REGISTERED ADDRESS IS AT 12 BUGLE STREET, SOUTHAMPTON, HAMPSHIRE, SO14 2JY

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

and³

SKANDINAVISKA ENSKILDA BANKEN AB (PUBI) (AS AGENT AND TRUSTEE FOR, AMONGST

OTHERS, THE SECURED PARTIES AS DEFINED IN THE FACILITIES AGREEMENT (AS DEFINED IN THE ATTACHED CONTINUATION SHEET)) WITH OFFICES AT ONE CARTER LANE, LONDON EC4V 5AN

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

PLEASE REFER TO THE ATTACHED CONTINUATION SHEET

¹ Delete as necessary

¹ State "an account current" or write in a short description of the obligation.

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

³ Describe fully the nature of the liabilities secured. You may refer to another document.

Complete in respect of "account current"

* Complete in respect of "other obligation"

bind *myself/ourselves to

For the purpose of better securing to the mortgagee(s) the *sums/obligation mentioned above *We hereby mortgage to the mortgagee(s) 64 / 64TH (SIXTY FOUR / SIXTY FOURTH) (figures & words)

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

❖ **Subscribed by the mortgagor (in Scotland)**

2 day of July 20 16 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.**

Director

[SIGNATURE REDACTED UNDER
S 859G OF THE COMPANIES ACT 2006]

Director or Secretary

Authorised Signatory

Authorised Signatory

Witnessed by

[SIGNATURE REDACTED UNDER
S 859G OF THE COMPANIES ACT 2006]

Name (Pr23)

PHOEBE KO

Address (Print) _____

Clifford Chance LLP

Address

10 Upper Bank Street

London E14 5JJ

* Dates as appropriate

© 1997 by The McGraw-Hill Companies, Inc.

Under CHURCHLAND, WALSH & KENNEDY, DELAND, signature may be by: 1. the chairperson; 2. by the company secretary and a Director; or (3) by a Director or the president or a secretary who completes the details above to attest the signature. If the company used in official are special requirements of the ~~company~~ ^{jurisdiction} the instrument, a copy must be attached with it.

IN WITNESS WHEREOF, I, the undersigned, as the secretary of the company or one person member, and by my Attorney-in-Fact on behalf of the company or one member of the Limited Liability Partnership, provided such single signature is executed, Affiant has caused to be signed, witnessed, or delivered and the secretary or one person member and to sign the document on behalf of the company or one member of the Limited Liability Partnership.

Noted that certain of one individual secretary and either a director or the secretary of the company is not listed.

* Executed as a deed (in England or Wales)

* Subscribed (in Scotland)

• Signed, sealed and delivered (☐ Northern Ireland)

*Delete as appropriate

on this day of 20 by:

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

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 one witness.

Seal(s) if
executed in
Northern
Iceland

SECTION 2 : THE MORTGAGE (continued)**COMPLETE IF THE MORTGAGOR(S) ARE A LIMITED LIABILITY PARTNERSHIP**

- * Executed by the mortgagor as a deed (in England, Wales & 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 subscribers may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

SECTION 3 : TRANSFER OF MORTGAGE

*I/we the above mentioned
 mortgagee(s) in consideration of ¹

this day ²

by ³

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

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)

COMPANY SEAL

_____ day of _____ 20 _____ by :-

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

** (b) signing by the following persons:

Director _____

Director or Secretary _____

Authorised Signatory _____

Authorised Signatory _____

* Witnessed by _____

Name (Print) _____

Address (Print) _____

Address _____

* Delete as appropriate

* If the company cannot be witnessed the name and address of the witness must be given

Note: COMPANY SEAL AND SIGNATURE OF DIRECTOR OR SECRETARY OR AUTHORIZED SIGNATORY MUST BE AFFIXED TO THE DEED. IF THE COMPANY CANNOT BE AFFIXED TO THE DEED, THE DEED MUST BE AFFIXED TO THE COMPANY SEAL. IF THE COMPANY CANNOT BE AFFIXED TO THE DEED, THE DEED MUST BE AFFIXED TO THE COMPANY SEAL. IF THE COMPANY CANNOT BE AFFIXED TO THE DEED, THE DEED MUST BE AFFIXED TO THE COMPANY SEAL.

IF AUTHORIZED - signature must be by one Director or Secretary of the company or one person authorised to sign the documents on behalf of the company or one member of the Limited Liability Partnership provided such single signature is witnessed. Alternatively signature may be witnessed by a witness who is not a Director or Secretary or one person authorised to sign the documents on behalf of the company or one member of the Limited Liability Partnership. Note: that signature by one witness is not valid if the witness is not a Director or Secretary or one person authorised to sign the documents on behalf of the company or one member of the Limited Liability Partnership.

official's initials
 (time)

at
 (date)

entered in the Register on
 (priority)

OFFICIAL USE ONLY
 Transfer of mortgage

SECTION 3 : TRANSFER OF MORTGAGE (continued)

COMPLETE IF THE TRANSFEROR(S) IS/ARE ONE OR MORE INDIVIDUAL

* Executed as a deed (in England or 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 transferor(s)

Signature(s) 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 one witness



¹ Enter the sum of money or the nature of the obligation

² Enter "paid to *me/us" or narrative suitable to the obligation

³ Give full name and address of the transferee, with place of business in respect of a company

* Delete as necessary

COMPLETE IF THE TRANSFEROR(S) ARE A LIMITED LIABILITY PARTNERSHIP

* Executed by the transferor as a deed (in England, Wales & 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 subscriptions must be by one member of the Limited Liability Partnership and one witness or by two members of the Limited Liability Partnership

SECTION 4 : DISCHARGE OF MORTGAGE

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

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

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)

COMPANY SEAL

_____ day of _____ 20__ by -

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

** (b) signing by the following persons,

Director _____

Director or Secretary _____

Authorised Signatory _____

Authorised Signatory _____

* Witnessed by _____

Name (Print) _____

Address (Print) _____

Address _____

* Deed as appropriate

NOTE: ENGLAND, WALES & NORTHERN IRELAND - signature may be by a director or secretary and a director or secretary in the presence of a witness who completes the details above in relation to the signature. If the witness need not be a director or secretary of the company, the company's articles of association must be complied with.

IN SCOTLAND - signature may be by two directors or the secretary of the company or two persons authorised to sign the document on behalf of the company or two members of the limited liability partnership provided each couple 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. However signature by one authorised signatory and either a director or the secretary of the company is not valid.

COMPLETE IF THE DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS

- * Executed as a deed (in England or Wales)
- * Subscribed (in Scotland)
- * Signed, sealed and delivered (in Northern Ireland)

* Deed as appropriate

on this _____ day of _____ 20__

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

Signature(s) of mortgagee(s)/transferee(s)

In the presence of:

Name(s) of witness(es)

Address(es) of witness(es)

Occupation(s) of witness(es)

Seal(s) if executed in Northern Ireland

NOTE: Every signature must have one witness

* Enter "the sum of _____", or equivalent, suitable to the obligation

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

OFFICIAL USE: ONLY
Discharge of mortgage
entered in the Register on
(date)
at
office's initials
(time)
(priority)

SECTION 4 : DISCHARGE OF MORTGAGE *(continued)*

COMPLETE IF THE DISCHARGE IS GIVEN BY A LIMITED LIABILITY PARTNERSHIP

* Executed by the mortgagor as a deed (in England, Wales & 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 subscribers must be one member of the Limited Liability Partnership and one witness or be two members of the Limited Liability Partnership

When the mortgage is originally executed you should send this deed with the correct fee to:

When a transfer or discharge of mortgage is executed you should send this deed (without a fee) to:

**REGISTRY OF SHIPPING & SEAMEN
ANCHOR COURT, KEEN ROAD,
CARDIFF, CF24 5JW.**

CONTINUATION SHEET

This mortgage secures all present and future obligations at any time owing to any Secured Party by any member of the Group and by each Debtor (as each term is defined in the Facilities Agreement or the Intercreditor Agreement (as defined in the Facilities Agreement)), both actual and contingent and whether incurred solely or jointly and as principal or surety or in any other capacity under a (i) facilities agreement between, amongst others, the mortgagee and Falcon Acquisitions Limited dated 7 July 2016 (as amended, supplemented and novated from time to time, the "**Facilities Agreement**") (ii) deed of covenants between the mortgagee and the mortgagor dated on or about the date this mortgage and collateral to this mortgage (as the same may be amended, supplemented and novated from time to time, the "**Deed of Covenants**") and (iii) each other Debt Document (as defined in the Facilities Agreement), as the same may be amended, supplemented and novated from time to time.