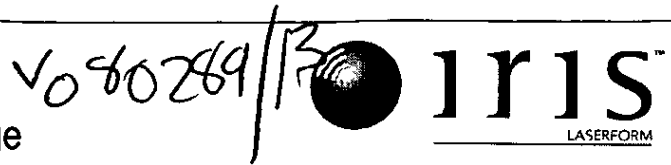


MG01

Particulars of a mortgage or charge



A fee is payable with this form.

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to register
particulars of a charge on a
company. To do this, please use
form MG01s

MONDAY



| | | |
|----------------------|--|---|
| 1 | Company details | For official use |
| Company number | 0 1 6 0 0 1 1 7 | Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by * |
| Company name in full | VIRGIN ATLANTIC AIRWAYS LIMITED (the Company) | |
| 2 | Date of creation of charge | |
| Date of creation | d1 d5 m1 m1 y2 y0 y1 y2 | |
| 3 | Description | |
| | Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge' | |
| Description | Assignment of Insurances relating to the Aircraft (the Assignment of Insurances) Definitions Aircraft means the Airbus A330-300 aircraft bearing manufacturer's serial number 1352 and registration mark G-VUFO | |
| 4 | Amount secured | |
| | Please give us details of the amount secured by the mortgage or charge | |
| Amount secured | The payment, performance, satisfaction and discharge in full by the Company to the Assignee (as defined below) of the Secured Obligations Definitions Lease means the aircraft operating lease agreement dated 30 December 2009 between Streamline Aircraft Leasing Limited (Streamline) as lessor, and the Company, as lessee, relating to the Aircraft, as novated, amended and supplemented from time to time, in particular pursuant to a deed of novation and amendment dated 15 November 2012 between Streamline, the Assignee and the Assignor | Continuation page Please use a continuation page if you need to enter more details |

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Particulars of a mortgage or charge

5

Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details

| | |
|----------|--|
| Name | SCARLET AIRCRAFT LEASING LIMITED (the Assignee) |
| Address | 4450 Atlantic Avenue, Westpark, Shannon, County Clare, Ireland |
| Postcode | |
| Name | |
| Address | |
| Postcode | |

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

| | |
|-------------------|---|
| Short particulars | <p>The Company with full title guarantee assigns and agrees to assign absolutely to the Assignee the Collateral</p> <p>Negative Pledge</p> <p>The Company covenants with the Assignee that until such time as the Secured Obligations are discharged in full, it will not sell, assign, transfer, or otherwise dispose of, or create, or permit to exist, any Security Interest, howsoever created or arising, over all or any part or any of its rights, title and interest in, to and under the Collateral (other than the Security Interest constituted in the Assignment of Insurances and any Permitted Liens (as defined in the Lease))</p> <p>Definitions</p> <p>Collateral means all of the Company's rights, title, interest and benefit (present and future, actual and contingent) in, to, under and pursuant to the Insurances and any and all Requisition Compensation</p> <p>Compulsory Acquisition means requisition of title or other compulsory acquisition, requisition, appropriation, expropriation, deprivation or confiscation involving divestiture of title for any reason of the Aircraft or any part thereof by any Government Entity, whether de jure or de facto, but shall exclude requisition for use or hire not involving requisition of title</p> <p>Government Entity means</p> <ul style="list-style-type: none"> (a) any national government, political subdivision thereof or local jurisdiction therein, (b) any instrumentality, board commission, authority, court or agency of any of the foregoing, however constituted, and (c) any association, organisation or institution of which any of the foregoing is a member or to whose jurisdiction any thereof is subject or in whose activities any of the above is a participant <p>[Please see continuation page overleaf.]</p> |
|-------------------|---|

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Particulars of a mortgage or charge

7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

N/A

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here

Signature

Signature

X Norkon Rose LLP X

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

MG01

Particulars of a mortgage or 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 and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Victoria Walker

Company name Norton Rose LLP

Address 3 More London Riverside

Post town London

County/Region London

Postcode S E 1 2 A Q

Country United Kingdom

DX 85 London

Telephone +44 (0)20 7444 3145



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 the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



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.

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

MG01 - continuation page

Particulars of a mortgage or charge

| 6 | Short particulars of all the property mortgaged or charged |
|-------------------|--|
| | Please give the short particulars of the property mortgaged or charged |
| Short particulars | <p>Insurances means</p> <p>(a) the proceeds of any and all contracts or policies of insurance and reinsurance (other than third party liability insurance) payable to the Company and required to be maintained by the Company pursuant to the Lease in respect of, or in relation to, the Aircraft or any part thereof, and</p> <p>(b) all the benefits of, and all claims under, and the right to make all claims under, any and all contracts or policies of insurance and reinsurance (other than in respect of third party liability insurance) required to be maintained by the Company pursuant to the Lease in respect of, or in relation to, the Aircraft or any part thereof</p> <p>For the avoidance of doubt, it is agreed that the Assignment of Insurances is only an assignment of the benefits and proceeds of the insurances and reinsurances and does not amount to an assignment of the policies themselves</p> <p>Requisition Compensation means all moneys (if any) or other compensation from time to time payable in respect of the requisition for hire and the Compulsory Acquisition of the Aircraft</p> <p>Security Interest means any encumbrance or security interest, whatsoever, howsoever created or arising, including (without prejudice to the generality of the foregoing) any right of ownership, security, mortgage, pledge, assignment by way of security, charge, lease, lien, statutory right in rem, hypothecation, title retention arrangement, attachment, levy, claim, right of detention or security interest whatsoever, howsoever created or arising, or arrangement having a similar effect to any of the above</p> <p>Secured Obligations means any and all moneys, liabilities and obligations (whether actual or contingent, whether now existing or hereafter arising, whether or not for the payment of money and including, without limitation, any obligation or liability to pay damages) owing from time to time by the Company to the Assignee under or pursuant to the Lease</p> |



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 1600117
CHARGE NO. 144**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT OF INSURANCES
DATED 15 NOVEMBER 2012 AND CREATED BY VIRGIN
ATLANTIC AIRWAYS LIMITED FOR SECURING ALL MONIES
DUE OR TO BECOME DUE FROM THE COMPANY TO SCARLET
AIRCRAFT LEASING LIMITED ON ANY ACCOUNT
WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED
INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 19 NOVEMBER 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21 NOVEMBER
2012



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES