

OS MG01

Particulars of a mortgage or charge by an overseas company



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LASERFORM

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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
by an overseas company



What this form is NOT for

You cannot use this form for
overseas company which is n
registered at Companies Hou

WEDNESDAY



A07 05/01/2011 75
COMPANIES HOUSE

1

Overseas company details

Company number

F C 0 1 4 7 0 2

Company name in full

Banco Bilbao Vizcaya Argentaria, S A ,
London Branch (the "Bank")

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For official use

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

All fields are mandatory unless
specified or indicated by *

2

Date of creation of charge

Date of creation

d1 d7 m1 m2 y2 y0 y1 y0

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge e.g. 'Standard security', 'Floating charge' etc

Description

An assignment deed (the "Assignment Deed") dated 17 December 2010 and
entered into between the Bank and KfW (the "Assignee") represented by KfW
IPEX-Bank GmbH

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Amount secured

Please give us details of the amount secured by the charge

Amount secured

All claims of the Assignee as CIRR Agent under the
Refinancing Agreement

See continuation sheet for definitions

Continuation page

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

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5 Mortgagee(s) or person(s) entitled to the charge

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	KfW
Address	Palmengartenstrasse 5-9, 60325 Frankfurt, Federal Republic of Germany
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Name	<input type="text"/>
Address	<input type="text"/>
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

6 Short particulars of all the property charged

Please give the short particulars of the property charged

Continuation page

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

Short particulars

- a) The Bank's right against the Borrower to receive repayment of its share in the Loan under the Facility Agreement,
- b) The Bank's right against the Borrower to receive payment of interest under the Facility Agreement;
- c) The Bank's right against the Federal Republic of Germany and/or KfW IPEX-Bank GmbH as Hermes Agent to receive the proceeds under the Hermes Guarantee in proportion to its share in the Loan, and
- d) The Bank's rights against the Guarantor as guarantor and/or KfW IPEX-Bank GmbH as Facility Agent to receive the proceeds under a Deed of Guarantee dated 17 December 2010

See continuation sheet for definitions

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Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ①

Not applicable

① In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge, and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it

Continuation page

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Particulars as to commission, allowance or discount

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

Nil

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Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge

In the case of a charge created outside the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK

Certified copies of any other documents relevant to the charge should also be delivered

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Signature

Please sign the form here

Signature

Signature

X *Stephen Harwood* X

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

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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 **Andreas Efsthathiou**

Company name **Stephenson Harwood**

Address **One, St Paul's Churchyard**

Post town

County/Region **London**

Postcode **E C 4 M 8 S H**

Country

DX **DX 64 Chancery Lane**

Telephone **0207 809 2645**



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 deed (if any) 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 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 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 charge

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address:

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

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)

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 enquires@companieshouse.gov.uk

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

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Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

Borrower means Carnival plc, or, if Carnival Corporation is nominated as borrower under Clause 2 3 of the Facility Agreement, Carnival Corporation

CIRR Agent means the Assignee in its capacity as agent on behalf of the government of the Federal Republic of Germany (represented by the Federal Ministry of Economics and Technology and the Federal Ministry of Finance)

Facility Agent means KfW IPEX-Bank GmbH in its capacity as facility agent and Hermes Agent

Facility Agreement means a loan facility agreement dated 17 December 2010 made between Carnival plc and Carnival Corporation as obligors, KfW IPEX-Bank GmbH, the Bank, Lloyds TSB Bank plc, BNP Paribas, Société Générale and DnB NOR Bank ASA as mandated lead arrangers, KfW IPEX-Bank GmbH as facility agent and Hermes agent and KfW IPEX-Bank GmbH, the Bank, Lloyds TSB Bank plc, BNP Paribas, Société Générale and DnB NOR Bank ASA as lenders (together the "**Lenders**") in relation to the part financing of the construction of a cruise ship with hull no 695 at Meyer Werft GmbH

Guarantor means Carnival Corporation, or, if Carnival Corporation is nominated as borrower under Clause 2 3 of the Facility Agreement, Carnival plc

Hermes means Euler Hermes Kreditversicherungs AG, Friedrichsallee 254, 22763 Hamburg acting in its capacity as representative of the Federal Republic of Germany in connection with the issuance of export credit guarantees

Hermes Agent means KfW IPEX-Bank GmbH in its capacity as agent for Hermes

Hermes Guarantee means the finance credit guarantee no DN352247/MFA9001681/FKG Vereinigte Staaten in favour of the Hermes Agent, issued on 23 December 2010 by the Federal Republic of Germany, acting by its Ministry of Economics and Technology, represented by Euler Hermes Kreditversicherungs-AG and PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft

Loan means the loan facility of up to EUR239,200,000 made available by the Lenders to the Borrower under the Facility Agreement

Refinancing Agreement means a refinancing agreement dated 17 December 2010 relating to the Facility Agreement, entered into between the CIRR Agent and the Bank (as supplemented by an interaction agreement entered into between the parties to the Facility Agreement)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to regulation 10 of The Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009

**COMPANY NO. FC14702
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT DEED DATED 17
DECEMBER 2010 AND CREATED BY BANCO BILBAO VIZCAYA
ARGENTARIA S.A. FOR SECURING ALL MONIES DUE OR TO
BECOME DUE TO KFW AS CIRR AGENT UNDER THE TERMS OF
THE AFOREMENTIONED INSTRUMENT CREATING OR
EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO
THE OVERSEAS COMPANIES (EXECUTION OF DOCUMENTS
AND REGISTRATION OF CHARGES) REGULATIONS 2009 ON
THE 5 JANUARY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 JANUARY 2011

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES