

MR01

Particulars of a charge

110439/13



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

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

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

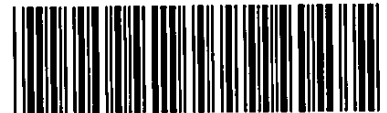
☒ **What this form is NOT for**
You may not use this form to
register a charge where there is no
instrument Use form MR08

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

This form **must be delivered to the 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 court order extending the time for delivery

You **must** enclose a certified copy of the instrument with this form. This will be scanned and placed on the public record

FRIDAY



A2NMAXNT

A81 20/12/2013 #118
COMPANIES HOUSE

1 Company details

Company number 1 7 7 7 7 7 7

Company name in full British Airways Plc
(the "Mortgagor")

0757. 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 Charge creation date

Charge creation date d1 d9 m1 m2 y2 y0 y1 y3

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 PK AirFinance S à r l (the "Mortgagee")

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

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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 V11486 (the "**Engine**") to be attached to one (1) Airbus A320-200 Aircraft bearing Manufacturer's Serial Number 2040 (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**

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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

Clifford Dennis LLP

X

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

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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

Country 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.



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 0757

The Registrar of Companies for England and Wales hereby certifies that a charge dated 19th 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

DX

Given at Companies House, Cardiff on 30th December 2013



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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

EXECUTION VERSION

MORTGAGE SUPPLEMENT

Signed

Date 20/12/2013

To. PK AirFinance S a 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 2040 (the "Airframe") with two (2) International Aero Engines AG, V2527-A5 engines bearing ESNs V11486 and V11488 (the "Engines")

1. We refer to the English law mortgage dated 18 December 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 1455 London time on 19 December 2013 the Engine bearing ESN V11486 was located at London Heathrow England
3. 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
4. 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
5. 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

THE COMMON SEAL OF
BRITISH AIRWAYS PLC
was hereunto affixed
in the presence of