



Registration of a Charge

Company name: **BRITISH AIRWAYS PLC**

Company number: **01777777**



X987TYNN

Received for Electronic Filing: **29/06/2020**

Details of Charge

Date of creation: **19/06/2020**

Charge code: **0177 7777 0840**

Persons entitled: **CITIBANK, N.A., LONDON BRANCH**

Brief description: **ONE IAE INTERNATIONAL AERO V2522-A5 ENGINE WITH SERIAL
NUMBER V10891**

Contains negative pledge.

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT
TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC
COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION
FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL
INSTRUMENT.**

Certified by: **ALLEN & OVERY LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 1777777

Charge code: 0177 7777 0840

The Registrar of Companies for England and Wales hereby certifies that a charge dated 19th June 2020 and created by BRITISH AIRWAYS PLC was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 29th June 2020 .

Given at Companies House, Cardiff on 30th June 2020

The above information was communicated by electronic means and authenticated
by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

ESN V10891

MORTGAGE SUPPLEMENT

THIS MORTGAGE SUPPLEMENT is dated 19 June 2020 (this "**Mortgage Supplement**") and made between BRITISH AIRWAYS PLC, as mortgagor (the "**Mortgagor**") and CITIBANK, N.A., LONDON BRANCH, as mortgagee and security trustee (the "**Security Trustee**").

WHEREAS, the Mortgagor and the Security Trustee have entered into the Deed of Assignment and First Priority Mortgage dated 26 May 2020 (as amended, supplemented or restated from time to time, the "**Mortgage**") and desire to supplement the Mortgage in the form of this Mortgage Supplement which shall describe the equipment that is to form part of the Mortgaged Property and Assigned Property and be subject to the Mortgage, and shall specifically mortgage such equipment to the Security Trustee. Capitalised terms used herein shall have the meanings given to them in the Mortgage.

NOW, THEREFORE, as a continuing security for the payment and performance of the Secured Obligations and subject to the terms and provisions hereof and the Mortgage, and in consideration of the premises and of the covenants contained in the Finance Documents, and for other good and valuable consideration the receipt and adequacy of which are hereby acknowledged:

(i) The Mortgagor, with full title guarantee, hereby mortgages to the Security Trustee, as security trustee for the Finance Parties, all of its right, title and interest, present and future, in and to the equipment described in Annex A hereto (the "**Engine**"), by way of first priority legal mortgage;

(ii) where the Engine is not located in England or Wales or in United Kingdom airspace above England or Wales at the time that this Mortgage Supplement is entered into, the Security in respect of the Engine (as applicable) created pursuant to paragraph (i) above shall become effective at such time as the Engine enters United Kingdom airspace above England or Wales;

(iii) as a continuing security for the punctual payment, performance of the Secured Obligations, the Mortgagor hereby charges with full title guarantee (subject to the mortgage created pursuant to this Mortgage Supplement) to the Security Trustee as security trustee for the Finance Parties all its right, title and interest, present and future, in and to the Engine by way of first priority fixed charge. The security interest expressed to be created by this paragraph (iii) is intended to be and shall constitute an international interest over the Engine in favour of the Security Trustee (as security trustee for the Finance Parties) as creditor and chargee for the purposes of the Cape Town Convention and the Cape Town UK Regulations;

(iv) as a continuing security for the payment and performance of the Secured Obligations, the Mortgagor hereby assigns and agrees to assign, with full title guarantee, to the Security Trustee and all of its right, title and interest (present and future) in, to and under the Assigned Property in respect of the Engine;

(v) to the extent that any of the Assigned Property in respect of the Engine is not at any time assigned pursuant to paragraph (iv) above, the Mortgagor, with full title guarantee, by way of first fixed charge, hereby charges and agrees to charge to, and creates and agrees to create in favour of, the Security Trustee, as security trustee for the Finance Parties, a general encumbrance in the Assigned Property in respect of the Engine to the fullest extent permitted by law.

This Mortgage Supplement shall be construed as supplemental to, and an amendment of, the Mortgage and shall form a part of the Mortgage, and the Mortgage is hereby incorporated by reference herein and the Mortgage (as supplemented and amended by this Mortgage Supplement) is hereby ratified, approved and confirmed.

This Mortgage Supplement and all matters arising from or connected with it are governed by English law.

* * *

IN WITNESS WHEREOF this Mortgage Supplement has been executed by the parties hereto as a deed and is intended to be and is hereby delivered on the date first above written.

The Mortgagor

EXECUTED AS A DEED BY)

THE COMMON SEAL OF)

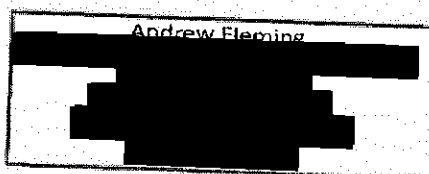
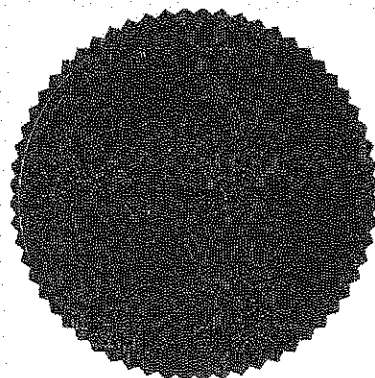
BRITISH AIRWAYS PLC)

being hereunto affixed)

in the presence of:)

Secretary: _____

Name: _____



The Security Trustee

EXECUTED AS A DEED BY)

CITIBANK, N.A., LONDON BRANCH)

Acting by:)

In the presence of:)

Witness: _____

Name: _____

IN WITNESS WHEREOF this Mortgage Supplement has been executed by the parties hereto as a deed and is intended to be and is hereby delivered on the date first above written.

The Mortgagor

EXECUTED AS A DEED BY)
THE COMMON SEAL OF)
BRITISH AIRWAYS PLC)
being hereunto affixed)
in the presence of:)

Secretary: _____

Name: _____

The Security Trustee

EXECUTED AS A DEED BY)
CITIBANK, N.A., LONDON BRANCH)
Acting by:)
In the presence of:)



Angela Benetazzo

Witness: _____

Name: _____

A handwritten signature in dark ink, slanted upwards from left to right, crossing over the 'Name:' line.

**ANNEX A
TO MORTGAGE SUPPLEMENT**

Engine:

Manufacturer	Model	Serial Number
IAE International Aero	[V2522-A5]	V10891