



Registration of a Charge

Company Name: **DHL AIR LIMITED**

Company Number: **01671114**



Received for filing in Electronic Format on the: **27/11/2023**

XCH70HUG

Details of Charge

Date of creation: **24/11/2023**

Charge code: **0167 1114 0048**

Persons entitled: **MITSUBISHI HC CAPITAL UK PLC**

Brief description: **GRANT OF A SECURITY INTEREST IN RESPECT OF ONE BOEING MODEL 777F AIRCRAFT BEARING MANUFACTURER'S SERIAL NUMBER 67145 AND REGISTRATION MARK 9V-DHE, TOGETHER WITH TWO GENERAL ELECTRIC COMPANY MODEL GE90-110B1 AIRCRAFT ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 901703 AND 901704. FOR MORE DETAILS, PLEASE REFER TO THE INSTRUMENT.**

Contains fixed charge(s).

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:

NORTON ROSE FULBRIGHT LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 1671114

Charge code: 0167 1114 0048

The Registrar of Companies for England and Wales hereby certifies that a charge dated 24th November 2023 and created by DHL AIR LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 27th November 2023 .

Given at Companies House, Cardiff on 28th November 2023

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

Norton Rose Fulbright LLP

Date: 27 November 2023

**LEASE SUPPLEMENT NO. 1
(ONE (1) BOEING 777F AIRCRAFT WITH SCHEDULED DELIVERY DATE
NOVEMBER, 2023 AND MSN 67145)**

LEASE SUPPLEMENT NO. 1 (this “Lease Supplement”), dated November 24, 2023, between MITSUBISHI HC CAPITAL UK PLC (formerly known as Hitachi Capital (UK) PLC) (together with its successors and permitted assigns, “Lessor”), and DHL Air Limited (together with its successors and permitted assigns, “Lessee”).

W I T N E S S E T H:

WHEREAS, the Finance Lease Agreement (No. 22) (One (1) Boeing 777F Aircraft with scheduled delivery date November, 2023 and MSN 67145), dated as of September 20, 2021 (the “Lease”; capitalized terms used herein without definition shall have the meanings specified therefor in Appendix A to the Lease), among Lessee and Lessor, provides for the execution and delivery from time to time of Lease Supplements each substantially in the form hereof for the purpose of leasing the Aircraft under the Lease, and shall specifically grant a security interest in the Aircraft to Lessor; and

WHEREAS, the Lease relates to the Airframe and Engines described in Annex A attached hereto and made a part hereof, and a counterpart of the Lease is attached to and made a part of this Lease Supplement, and this Lease Supplement, together with such attachments, constitutes one document;

NOW, THEREFORE, to secure (x) the prompt and complete payment of all Rent (including, without limitation, Lessee’s obligation under Section 3(f) of the Lease to pay to Lessor, or to whomsoever shall be entitled thereto, any and all Supplemental Rent payable by it), (y) the performance and observance by Lessee of all the agreements and covenants to be performed or observed by Lessee under the Lease, and (z) the prompt complete payment (whether at the stated maturity, by acceleration or otherwise) of all amounts payable by Lessee to Secured Party B under Operative Document A (if applicable), and in consideration of the premises and of the covenants contained in the Lease and of other good and valuable consideration given to Lessee by Lessor at or before the delivery hereof, the receipt of which is hereby acknowledged, Lessee does hereby grant, bargain, sell, convey, transfer, mortgage, assign, pledge and confirm unto Lessor and its permitted successors and permitted registered assigns, for the security and benefit of Lessor, a security interest (which constitutes an International Interest) in, and mortgage lien on, all estate, right, title and interest of Lessee in, to and under, all and singular, the Airframe and the Engines described in Annex A attached hereto, whether or not any such Engine from time to time is installed on the Airframe or any other airframe or any other aircraft, and any and all Parts (in each case, other than Excluded Equipment) relating thereto, and, to the extent provided in the Lease, all substitutions and replacements of, and additions, improvements, accessions and accumulations to, such Airframe, such Engines and any and all Parts relating thereto;

SUBJECT TO the ownership rights of Lessee in respect of the Aircraft and to the rights of Lessee under the Lease;

To have and to hold all and singular the aforesaid property unto Lessor, and its permitted successors and permitted registered assigns, forever, in trust, upon the terms and trusts set forth in the Lease, for the ratable benefit, security and protection of Lessor from time to time and for the other uses and purposes set forth in the Lease, subject in each case to the terms and provisions set forth in the Lease, including, without limitation, Section 19 of the Lease and the priority of distribution provisions set forth in Section 15 of the Lease.

The Delivery Date for the Aircraft is the date of this Lease Supplement set forth in the opening paragraph hereof. The Lease Termination Date is February 5, 2036

Exhibit B, Part 2 of the Lease shall be replaced with that set forth in Annex B attached hereto.

This Lease Supplement shall be construed as supplemental to the Lease and shall form a part thereof, and the Lease is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Lease Supplement may be executed in any number of counterparts (and each of the parties hereto shall not be required to execute the same counterpart). Each counterpart of this Lease Supplement, including a signature page executed by each of the parties hereto, subject to the last sentence of Section 19 of the Lease, which shall apply to this Lease Supplement as if expressly referring hereto, shall be an original, but all of such counterparts together shall constitute one instrument.

Execution of this Lease Supplement, or a signature page or counterpart hereof, by any party may be made by electronic or computerised means (including, without limitation, by electronic stylus, scanned or photographed signature, typing, email confirmation, or any electronic signature service) and the parties agree that any such electronic signature by an authorised signatory on behalf of a party shall – to the fullest extent possible – be treated in the same way as a “wet ink” signature by such party.

THIS LEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE. THIS LEASE SUPPLEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

[Signature pages follow.]

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement No. 1 relating to Finance Lease Agreement (No. 22) (One (1) Boeing 777F Aircraft with scheduled delivery date November, 2023 and MSN 67145) to be duly executed on the day and year first above written.

MITSUBISHI HC CAPITAL UK PLC
(formerly known as Hitachi Capital (UK)
PLC),

Lessor

By: _____

Name:

Title:

Robert Douglas Gordon
Director

DHL AIR LIMITED,

Lessee

By: _____

Name:

Title:

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement No. 1 relating to Finance Lease Agreement (No. 22) (One (1) Boeing 777F Aircraft with scheduled delivery date November, 2023 and MSN 67145) to be duly executed on the day and year first above written.

mitsubishi hc capital uk plc
(formerly known as Hitachi Capital (UK) PLC),
Lessor

By: _____

Name:

Title:

DHL AIR LIMITED,

Lessee

By: 

Name:

Title:

Tom Mackle
Managing Director
DHL Air Ltd

Certain of the right, title and interest of Lessor in and to this Lease Supplement has been assigned to, and is subject to a security interest in favor of, BANK OF UTAH, as Security Trustee under the Security Agreement (No. 22), dated as of September 22, 2021, for the benefit of the secured parties referred to therein. This Lease Supplement has been executed in several counterparts. To the extent, if any, that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart other than the original. The counterpart to be deemed the original shall be the counterpart that contains the receipt therefor executed by BANK OF UTAH, as Security Trustee, on the signature pages thereof and no security interest in this Lease Supplement may be created through the transfer of any counterpart other than such original counterpart. See Section 19 of the Lease Agreement for information concerning the rights of the holders of the various counterparts hereof.

This is the original counterpart.

Receipt of this original counterpart
of the Lease Supplement No. 1 to Finance Lease Agreement (No. 22) (One (1) Boeing
777F Aircraft with scheduled delivery date November, 2023 and MSN 67145)
is hereby acknowledged on this
___ day of _____.

BANK OF UTAH, as Security Trustee

By: _____
Name:
Title:

**Annex A to
Lease
Supplement No. 1**

DESCRIPTION OF AIRFRAME AND ENGINES

AIRFRAME

<u>Manufacturer</u>	<u>Model</u>	<u>Registration Mark</u>	<u>Manufacturer's Serial No.</u>
Boeing	777F (shown on the International Registry as 777-F)	9V-DHE	67145

ENGINES

<u>Manufacturer</u>	<u>Model</u>	<u>Manufacturer's Serial Nos.</u>
General Electric Company	GE90-110B1 (shown on the International Registry as GE90-110B)	ESN 901703 and 901704

Each Engine has 550 or more "rated take-off horsepower" or the equivalent of such horsepower and is a jet propulsion aircraft engine having at least 1750 pounds of thrust or the equivalent of such thrust.

**Annex B to
Lease
Supplement No. 1**

Annex B of Exhibit A as set out in Section 1.1(u) of Schedule F of the Multi-Party Agreement shall apply as if set out in full herein.