



CARNIVAL PLC

Strategic Report and
IFRS Financial Statements
Year Ended November 30, 2016



The Annual Report of Carnival plc comprises the Strategic Report and Carnival plc consolidated and company IFRS Financial Statements contained herein, together with certain parts of the Proxy Statement (including its Annexes), dated January 30, 2017.

The Carnival plc consolidated IFRS Financial Statements, which are required to satisfy reporting requirements of the Companies Act 2006, incorporate the results of Carnival plc and its subsidiaries and, accordingly, do not include the IFRS consolidated results and financial position of Carnival Corporation and its subsidiaries. However, the Directors consider that, within the Carnival Corporation and Carnival plc dual listed company ("DLC") arrangement, the most appropriate presentation of Carnival plc's results and financial position is by reference to the Carnival Corporation & plc U.S. GAAP consolidated financial statements ("DLC Financial Statements"). The DLC Financial Statements are included in the Carnival Corporation & plc 2016 Annual Report ("DLC Annual Report"), which is prepared to satisfy U.S. reporting requirements. Accordingly, the DLC Annual Report (containing the DLC Financial Statements) is included in Annex 1 to the Carnival plc Annual Report.

In order to obtain a better understanding of the Carnival Corporation & plc business, financial condition and results of operations, the Carnival plc stakeholders should read the items referenced below included in the Proxy Statement, Annex 1 and Carnival Corporation & plc joint Annual Report on Form 10-K ("Form 10-K"), in addition to the Carnival plc Strategic Report and IFRS Financial Statements contained herein

The locations where the Carnival plc Annual Report Documents and Other Information can be found are as follows:

CARNIVAL PLC ANNUAL REPORT DOCUMENTS	LOCATIONS	PAGE NO.
Strategic Report		
Chief Executive Officer's Letter to Shareholders	Strategic Report	1 – 3
Business Overview		
Summary	Strategic Report	4
Vision, Goals and Related Strategies	Strategic Report	4
Global Cruise Industry		
Overview	Strategic Report	6
Favorable Characteristics of the Global Cruise Industry	Strategic Report	6
Passenger Capacity and Cruise Guests Carried	Strategic Report	8
Our Global Cruise Business		
Segment Information	Strategic Report	9
Ships Under Contract for Construction	Strategic Report	10
Cruise Brands	Strategic Report	11 – 15
Principal Source Geographic Areas, Cruise Programs, Cruise Pricing and Payment Terms, Seasonality, Onboard and Other Revenues, Marketing Activities and Sales Relationships	Strategic Report	16 – 19
Employees (including diversity) and Training	Strategic Report	19 – 20
Information Technology, Innovation, Supply Chain and Insurance	Strategic Report	20 – 22
Port Destinations and Private Islands	Strategic Report	22
Sustainability	Strategic Report	22
Governmental Regulations	Strategic Report	23 – 29
Taxation	Strategic Report	29 – 31
Trademarks and Other Intellectual Property	Strategic Report	31
Competition and Industry and Market Data	Strategic Report	31
Business Review	Strategic Report	32 – 52
Internal Control and Risk Assessment	Strategic Report	52 – 54
Risk Management and/or Mitigation of Principal Risks	Strategic Report	54 – 65
Going Concern Confirmation	Strategic Report	65
Viability Statement	Strategic Report	65 – 66
Repurchase Authorizations and Stock Swap Programs	Strategic Report	66 – 67
Carnival plc IFRS Financial Statements for the year ended November 30, 2016		
Carnival plc IFRS Financial Statements	Carnival plc Financial Statements	68 – 114
PricewaterhouseCoopers LLP Independent Auditor's Report	Carnival plc Financial Statements	115 – 122
Additional Documents		
Director Independence and Related Party Transactions	Proxy Statement	27 – 29
Carnival plc Directors' Report (including greenhouse gas emissions)	Proxy Statement – Annex A	A-1 – A-10
Carnival plc Directors' Remuneration Report – Part I	Proxy Statement	37 – 58
Carnival plc Directors' Remuneration Report – Part II	Proxy Statement – Annex B	B-1 – B-31
Carnival plc Corporate Governance Report	Proxy Statement – Annex C	C-1 – C-12
OTHER INFORMATION		
DLC Annual Report		
DLC Financial Statements	Annex 1	6 - 37
Selected Financial Data	Annex 1	70 - 71
Market Price for Common Stock and Ordinary Shares	Annex 1	72
Stock Performance Graphs	Annex 1	73 - 74
Selected Quarterly Financial Data (Unaudited)	Annex 1	75 - 76
Corporate and Other Information	Annex 1	77
Other		
Other Non-Principal Risks	Form 10-K (pdf)	37 - 42
Properties, Legal Proceedings, Executive Officers and Dividends	Form 10-K (pdf)	43 - 45

The Notice of Annual Meetings and Proxy Statement, dated January 30, 2017 ("Proxy Statement") and Form 10-K are not set forth within this document, but are available for viewing at www.carnivalcorp.com or www.carnivalplc.com. The Carnival plc IFRS Financial Statements have been submitted to the National Storage Mechanism and are available for inspection at www.morningstar.co.uk/uk/NSM and will be included in the Annual Meeting materials available to the Carnival plc shareholders.

Strategic Report

The Directors consider that within the DLC arrangement, the most appropriate presentation of Carnival plc's business strategy is by reference to the consolidated strategy of Carnival Corporation & plc. Accordingly, this Strategic Report presents the required strategy and business review for the combined group in order to satisfy reporting requirements of the Companies Act 2006.

Dear Shareholders,

2016 was another very strong year for our company. We delivered the most profitable year in our history, achieving record net income of \$2.8 billion. The continued execution of our core strategy to drive consumer demand in excess of measured capacity growth, contain costs and leverage our industry-leading scale resulted in our third consecutive year of significantly higher earnings and return on invested capital.

We achieved full year 2016 adjusted earnings of \$2.6 billion – \$500 million higher than last year and more than double 2013 earnings. More importantly, we achieved return on invested capital of 9 percent and doubled our 2013 return on invested capital of 4.5 percent. Record cash from operations topped \$5 billion and we returned more than half to shareholders through a 17 percent increase in the annual dividend, totaling \$1 billion, as well as supporting the investment of over \$2 billion in the repurchase of our stock. At the same time, our sustained earnings improvement, along with our strong balance sheet, resulted in an upgrade of our already solid investment grade credit rating.

These strong results are a credit to the commitment and the passion of our 120,000 shipboard and shoreside team members which, when coupled with the support of our valued travel agent partners, are the foundation of our sustained earnings improvement. It is through their collective efforts that we were able to overcome the significant obstacles that unfolded as the year progressed – including the unusual occurrence of a simultaneous negative impact from fuel and currency as well as a series of global geopolitical and macroeconomic challenges – to exceed the high end of our full-year earnings guidance.

This was among the most remarkable years in the history of the company, not only because of our record-breaking financial results, but also because of a significant number of milestones achieved that will contribute meaningfully to our future success.

Creating Demand in Excess of Measured Capacity

We introduced three new flagship vessels in 2016: *Carnival Vista* for Carnival Cruise Line, Holland America Line's *Koningsdam* and *AIDAprima* for our Germany based AIDA Cruises. *Carnival Vista* was designed specifically for our fun loving Carnival Cruise Line guests with an onboard brewery experience, entertaining IMAX™ Theatre and exhilarating SkyRide aerial attraction. We celebrated her U.S. arrival with an onboard concert for Operation Homefront military families by country music superstar Carrie Underwood as well as Miss USA, Deshauna Barber, herself a military officer, who served as the ship's godmother. Holland America Line's *Koningsdam*, christened in Rotterdam by her Majesty Queen Maxima of the Netherlands, delivers a new premium experience where our guests can blend their own wine or dance the night away in our carefully engineered Music Walk showcasing Lincoln Center Stage, Billboard Onboard and B B King's Blues Club. And last but not least, *AIDAprima* made its debut with a spectacular light show, fireworks and memorable naming ceremony witnessed by over 1 million people gathered in Hamburg, Germany. *AIDAprima* resonates with AIDA's German guests by combining leading-edge environmental attributes with exceptional guest experiences including racing water slides, a lazy river, climbing walls, an expansive German spa and an ice rink for skating, hockey, curling and even a traditional Christmas market. These well-publicized introductions are certain to continue to stimulate increased consideration for cruising within our portfolio of the World's Leading Cruise Lines.

Newbuilds are not the only way to stimulate demand. We continue to invest in our existing fleet to further enhance guest experiences, including the recent remastering of Cunard's *Queen Mary 2* and the continued roll out of Fun Ship 2.0 across the Carnival Cruise Line fleet. We also made tremendous progress at our innovation center on our latest guest experience innovation, the Ocean platform – featuring the Ocean Medallion™ – leading to our first major accomplishment in 2017. On January 5th, we were privileged to be the first travel company to be invited to Las Vegas to deliver the opening keynote address at the Consumer Electronics Show, the world's largest trade show. There we unveiled our leading-edge guest experience technology enabling our people to offer a true breakthrough in unobtrusive, high-touch, personalized travel experience, at scale. The Ocean platform is expected to be rolled out on our Princess Cruises ships beginning later this year.

In addition, to drive cruise consideration, we recently launched three original TV programs that are airing on major U.S. networks – ABC, NBC and the CW – during the popular family-oriented programming blocks. Each program showcases one of our brands providing an amazing vacation while highlighting ocean travel as a means to experience global destinations and learn about other cultures. These programs, which are currently number one or two in their time slots, collectively provide an hour and a half of content per week with over 150 scheduled airings and an annual expected viewership well in excess of 150 million viewers.

This successful programming comes on the heels of many impactful shows including a reality-based television series in the UK called “The Cruise” that was filmed onboard *Regal Princess*, and P&O Cruises’ “Battlechefs,” filmed onboard *Britannia*. In Italy, “Bravo Chef” was taped onboard our Costa ships and a major motion picture, “Holidays in the Caribbean,” was filmed on *Costa Fortuna*. In North America, Carnival Cruise Line was featured on “Wheel of Fortune” and “The Ellen DeGeneres Show.” We have many more opportunities in the pipeline to keep cruising at the forefront of vacationers’ minds including “The New Celebrity Apprentice” airing on NBC in February.

Moreover, we launched our travel-deep experience brand Fathom in April 2016 with the inaugural impact sailing to the Dominican Republic to give travelers meaningful opportunities to come alongside locals as they tackle community needs. In this short time, our Fathom guests have already made a meaningful impact in the Dominican Republic, including planting more than 30,000 seeds and trees to support reforestation efforts, providing nearly 25,000 hours of English language lessons to help both children and adults learn conversational English and producing nearly 1,000 water filters to provide families with clean drinking water and thus reduce illness. Building on a legacy of pioneering achievements, Carnival Corporation, through Fathom, became the first cruise company in more than four decades to begin operating voyages from the U.S. to Cuba, an effort that included a change to a long-standing practice that no Cuban-born individual could come or go to Cuba by sea. This moment led to worldwide media coverage and over 55 billion positive media impressions. In fact, destinations are often a powerful tool for demand creation. In 2016, we also celebrated the opening of Holland America’s Denali Square complex in Alaska and full operation of our newest Caribbean destination Amber Cove.

All of these efforts promote consideration around the globe by prominently featuring amazing cruise experiences on our world-leading cruise lines. Our ongoing guest experience efforts coupled with effective public relations help position us for sustained revenue growth by increasing demand in excess of our measured capacity growth.

There are large addressable regions with low penetration all over the world, including North America. This includes new opportunities in Asia, where economic growth has raised discretionary income levels, fueling increased demand for vacations. During 2016, we continued progress with our partners China State Shipbuilding Corporation (CSSC) and China Investment Corporation (CIC) to develop the cruise industry in China.

We expect our global net capacity growth through 2020 to be 3 percent to 4 percent compounded annually, consisting of double-digit growth in Asia and 3 percent or less growth in our established regions in North America, Europe and Australia. And during that time, an increasing portion of our newbuild capacity is expected to replace less efficient ships.

Leveraging Our Industry-Leading Scale

During the year we continued to make meaningful progress on our cross-brand efforts to leverage our industry-leading scale. We launched our new state-of-the-art revenue management system, positioning us well to drive incremental revenue yield as we enhance our demand forecasting. The roll-out of the system across six of our brands is expected to be completed in early 2018. We have already benefited from sharing best practices across our brands and we expect this new yield management tool to begin to foster additional revenue yield uplift in 2017 and beyond.

We accelerated progress on our cost containment efforts, delivering \$95 million of savings in 2016, bringing the cumulative savings to date to over \$190 million. Work continues in our procurement areas on this multi-year opportunity to further leverage our scale. We recently executed a breakthrough long-term maintenance agreement with Wartsila, our largest engine supplier, creating a partnership that will deliver significant annual savings and further improve energy efficiency across our fleet.

Sustainability Commitment

We are making meaningful progress on our 2020 sustainability goals focusing on our environmental, safety, labor and community impact performance. Having already reduced our unit fuel consumption by 28 percent since

initiating the effort, we remain committed to ongoing reduction in air emissions and just this year *AIDAprima* became the first cruise ship in the world to be powered by environmentally friendly liquefied natural gas (LNG). During the year, Carnival Corporation also signed an agreement with Meyer Werft for three new 180,000-ton cruise ships bringing the total to eight ships on order that will be powered by LNG.

We are committed to continuous improvement in health, environment, safety and security, which are not only critical to our core operations but also to our future success. This year we opened our significantly expanded CSMART Academy at the newly named Arison Maritime Center in the Netherlands where we deliver state-of-the-art maritime training for our bridge and technical teams through cutting-edge bridge and engine room simulators and curricula. And we introduced industry-leading shoreside technology to monitor real-time navigational performance and energy use across our fleet.

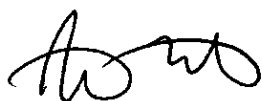
As we continue to build a diverse and inclusive workforce, we are honored to be recognized for the third consecutive year among the top companies as a best place to work for LGBTQ equality, by the Human Rights Campaign. We were also recognized by Black Enterprise Magazine as one of the 50 best companies for diversity.

Executing Along the Path to Double-Digit ROIC

While we briefly celebrate 2016 – indeed a very good year for our corporation and our shareholders – we have much more to do to realize the sustained double-digit return on invested capital that our company is inherently capable of delivering.

All of our 2016 accomplishments are building blocks, which leave us well-positioned to reach our goal of double-digit return on invested capital within two years.

Thank you for your continued confidence and your shared vision of building upon the great legacy that is Carnival Corporation & plc as we continue to exceed guest expectations while delivering lifelong memories through the world's greatest holiday experiences.



Arnold W. Donald
President and Chief Executive Officer
January 30, 2017

Item 1. Business.

A. Overview

I. Summary

Carnival Corporation was incorporated in Panama in 1972 and Carnival plc was incorporated in England and Wales in 2000. Carnival Corporation and Carnival plc operate a dual listed company ("DLC"), whereby the businesses of Carnival Corporation and Carnival plc are combined through a number of contracts and through provisions in Carnival Corporation's Articles of Incorporation and By-Laws and Carnival plc's Articles of Association. The two companies operate as if they are a single economic enterprise with a single senior executive management team and identical Boards of Directors, but each has retained its separate legal identity. Carnival Corporation and Carnival plc are both public companies with separate stock exchange listings and their own shareholders. See Note 3, "DLC Arrangement" of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements. Together with their consolidated subsidiaries, Carnival Corporation and Carnival plc are referred to collectively within this Strategic Report as "Carnival Corporation & plc," "our," "us" and "we."

We are among the largest, most profitable and financially strong leisure travel companies in the world with a market capitalization of over \$38 billion at January 19, 2017. We are also the largest cruise company, carrying 48% of global cruise guests, and a leading provider of vacations to all major cruise destinations throughout the world (see Item 1. Business. C. "Our Global Cruise Business – Cruise Programs"). We operate over 100 cruise ships within a portfolio of leading global, regional and national cruise brands that sell tailored cruise products, services and vacation experiences in all the world's most important vacation geographic areas. We believe having global and regional brands serving multiple countries and national brands tailored to serve individual countries provides us with a unique advantage when competing for consumers' discretionary vacation spending (see Item 1. Business. C. "Our Global Cruise Business – Cruise Brands and Principal Source Geographic Areas").

II. Vision, Goals and Related Strategies

Our vision is "Together we deliver unmatched joyful vacation experiences and breakthrough shareholder returns by exceeding guest expectations and leveraging our scale." We believe our portfolio of brands is instrumental to achieving our vision and maintaining our cruise industry leadership positions. Our primary financial goals are to profitably grow our cruise business and increase our return on invested capital, while maintaining our strong investment grade credit ratings and balance sheet.

To reach our primary financial goals, we continue to implement initiatives to create additional demand for our brands in excess of measured capacity, ultimately leading to higher revenue yields. We will continue to identify opportunities to enhance our cruise products and services and optimize our cost structure while preserving the unique identities of our individual brands. We have made significant investments in performing customer segmentation analyses and evaluating data included in our global database of guests to gain insight into their decision-making process and vacation needs enabling us to identify new marketing opportunities and further grow our share of their vacation spend. We have also implemented strategies to grow demand by increasing consumer awareness and consideration of our cruise brands and the global cruise industry through ongoing public relations efforts and advertising.

We continue to identify and implement new strategies and tactics to strengthen our cruise ticket revenue management processes and systems across our portfolio of brands, such as optimizing our pricing methodologies and improving our pricing models. We are currently rolling-out our state-of-the-art revenue management system across six brands and expect the roll-out to be completed by early 2018. We also continue to implement initiatives to better coordinate and optimize our brands' global deployment strategies to maximize guest satisfaction and profits. Furthermore, we are implementing initiatives to strengthen our onboard revenue programs.

We are building new, innovative, purpose-built ships that are larger, more fuel efficient, have a greater number of balconies and present a wider range of onboard amenities and features. These ships further enhance the attractiveness of a cruise vacation while achieving greater economies of scale and resulting in improved returns on invested capital. As of January 19, 2017, we have a total of 19 cruise ships scheduled to be delivered between

2017 and 2022. Some of these ships will replace existing capacity as less efficient ships exit our fleet. Since 2006, we have removed 18 ships from our fleet, and our newbuild program has been designed to consider an expected acceleration in our fleet replacement cycle over time. Furthermore, we continue to make substantial investments in our existing ship enhancement programs to improve our onboard product offerings and enrich our guests' vacation experiences.

At the forefront of innovation and our continuous efforts to enhance our cruise products and services, we recently unveiled an interactive guest experience platform developed to enable elevated service levels through enhanced guest interactions before, during and after cruise vacations. The Ocean Medallion™ and its ecosystem will enable personalized and customized guest experience on a level not previously considered possible by interacting with thousands of sensors, kiosks, interactive surfaces and smart devices. With this innovation, from the moment our guests first engage with us, their experiences will seamlessly be powered by their preferences. The new guest experience platform will debut on *Regal Princess* in November 2017, followed by *Royal Princess* and *Caribbean Princess* in early 2018.

We continue to grow our presence in established markets and increase our penetration in developing markets, such as Asia. We believe that we have significant opportunities to continue to profitably grow our presence in China due to its large and growing middle-class population, expansion of its international tourism and the government's plan to support the cruise industry. Including the introduction of a Princess Cruises ship built specifically for Chinese guests in 2017, 6% of our total capacity will be deployed in China.

With over 100 ships and more than 11.5 million guests in 2016, we have the scale to optimize our structure by utilizing our combined purchasing volumes and common technologies as well as implementing cross-brand initiatives aimed at cost containment. We have and continue to integrate certain back office functions to achieve the full benefits of our scale. Having global leaders in communications, innovation, maritime, procurement, revenue management and strategy supports collaboration and communication across our brands and helps coordinate our global efforts.

Our ability to generate significant operating cash flow allows us to internally fund our capital investments. This allows us to manage our debt level in a manner consistent with maintaining our strong credit metrics and strong investment grade credit ratings while returning free cash flow and more to our shareholders in the form of dividends and/or share buybacks. In 2016, we increased our quarterly dividend by 17% to \$0.35 per share from \$0.30 per share. Since resuming our stock repurchase program in late 2015, we repurchased approximately 54 million shares for \$2.6 billion.

Our vision is based on four key pillars:

- Health, environment, safety, security and sustainability
- Guests
- Employees
- Shareholders and other stakeholders

Health, Environment, Safety, Security and Sustainability

We consider health, environment, safety, security and sustainability matters to be our core guiding principles. Our uncompromising commitment to the safety and comfort of our guests and crew is paramount to the success of our business. We are committed to operating a safe and reliable fleet and protecting the health, safety and security of our guests, employees and all others working on our behalf. We continue to focus on further enhancing the safety measures onboard all of our ships. As a result of the environmental issues found on certain Princess ships, our entire fleet has re-focused and increased efforts to protect the environment in which our vessels sail and the communities in which we operate. We are dedicated to fully complying with, or exceeding, all legal and statutory requirements related to health, environment, safety, security and sustainability throughout our business. See Item 1. Business. C. "Our Global Cruise Business" for further information.

Guests

Our goal is to consistently exceed our guests' expectations while providing them with a wide variety of exceptional vacation experiences. We believe that we can achieve this goal by continually focusing our efforts on

helping our guests choose the cruise brand that will meet their unique needs and desires, improving their overall vacation experiences and building state-of-the-art ships with innovative onboard offerings and unequaled guest services.

Employees

Our goal is to recruit, develop and retain the finest shipboard and shoreside employees. A team of highly motivated and engaged employees is key to delivering vacation experiences that exceed our guests' expectations. Understanding the critical skills that are needed for outstanding performance is crucial in order to hire and train our crew and shoreside personnel. We believe in listening to and acting upon our employees' perspectives and ideas and use employee feedback tools to monitor and improve our progress in this area. We are a diverse organization and value and support our talented and diverse employee base. We are committed to employing people from around the world and hiring them based on the quality of their experience, skills, education and character, without regard for their identification with any group or classification of people.

Shareholders and Other Stakeholders

We value the relationships we have with our shareholders and other stakeholders, including travel agents, communities, regulatory bodies, media, creditors, insurers, shipbuilders, governments and suppliers. We believe that engaging stakeholders in a mutually beneficial manner is critical to our long-term success. As part of this effort, we believe we must continue to be an outstanding corporate citizen in the communities in which we operate. Our brands work to meet or exceed their economic, environmental, ethical and legal responsibilities.

Strong relationships with our travel agents are especially vital to our success. We continue to strengthen our relationship with the travel agent community by increasing our communication and outreach, implementing changes based on travel agent feedback and improving our educational programs to assist agents in stimulating cruise demand.

B. Global Cruise Industry

I. Overview

The multi-night global cruise industry has grown significantly but still remains a relatively small part of the wider global vacation industry, which includes a large variety of land-based vacation alternatives around the world. Within the global vacation industry, cruise companies compete for the discretionary income spent by vacationers. A 2016 Nielsen Global Consumer Confidence Survey found that after providing for savings and living expenses, the number one global spending priority is for vacations. As a result of these and other favorable cruise industry characteristics, we believe that the global cruise industry has the opportunity to capture a greater share of consumers' spending.

Cruising offers a broad range of products and services to suit vacationing guests of many ages, backgrounds and interests. Cruise brands can be broadly classified as offering contemporary, premium and luxury cruise experiences. The contemporary experience typically includes cruises that last seven days or less, have a more casual ambiance and are less expensive than premium or luxury cruises. The premium experience typically includes cruises that last from seven to 14 days and appeal to those who are more affluent and older. Premium cruises emphasize quality, comfort, style and more destination-focused itineraries, and the average pricing is normally higher than contemporary cruises. The luxury experience is usually characterized by smaller vessel size, very high standards of accommodation and service, higher prices and exotic itineraries to ports that are inaccessible to larger ships. We have product and service offerings in each of these three broad classifications. Notwithstanding these classifications, there is generally overlap and competition among all cruise products and services.

II. Favorable Characteristics of the Global Cruise Industry

a. Exceptional Value Proposition

We believe the cost of a cruise vacation represents an exceptional value in comparison to alternative land-based vacations. Cruising delivers many relatively unique benefits, such as transportation to various destinations while also providing accommodations, a generous diversity of food choices and a selection of daily entertainment

options for one all-inclusive, competitive price. To make cruising even more cost effective and more easily accessible to vacationers, the cruise industry typically offers a number of drive-to home ports, which enables many cruise guests to reduce their overall vacation costs by eliminating or reducing air and other transportation costs.

b. High Guest Satisfaction Rates

Cruise guests tend to rate their overall satisfaction with a cruise vacation higher than comparable land-based hotel and resort vacations. According to industry surveys, the cruise experience consistently exceeds expectations of repeat and first-time cruisers on a wide range of important vacation attributes, such as value and service levels. Cruising continues to receive high guest satisfaction rates because of the unique vacation experiences it offers, including visiting multiple destinations without having to pack and unpack, all-inclusive product offerings and state-of-the-art cruise ships with entertainment, relaxation and fun, all at an outstanding value.

c. Wide Appeal

Cruising appeals to a broad range of ages and income levels. Cruising provides something for every generation, from kids' clubs to an array of onboard entertainment designed to appeal to teens and adults. Cruising also offers transportation to a variety of destinations and a diverse range of ship types and sizes, as well as price points, to attract guests with varying tastes and income levels. To encourage first-time and repeat cruisers and better compete with other vacation alternatives the cruise industry has in the recent years refocused its marketing efforts, enhanced training of travel agents and collaborated with well-known brands and offers the following:

- Expanded entertainment options and shipboard activities
- Flexible dining options including open-seating dining
- Branded specialty restaurants, bars and cafés
- Enhanced internet and communication capabilities
- Beverage package options
- Money-back guarantees

d. Positive Demand Trends

Social media has a powerful impact on consumer behavior. Technology allows people to instantly share travel experiences within their social networks. Seeing others embrace travel and experience the world in new ways inspires people to plan and book their own travel. Hence, consumers are demanding more enriched lives and personal fulfillment through experience and learning and prefer to spend money on experiences rather than on material things. While desired experiences may differ across age groups, travel spans all sectors of the population. According to *TripBarometer Travel Trends 2016* published by TripAdvisor, seven in ten travelers are planning to try new travel experiences, with cruising being a popular option across all age groups. Overall, today's travelers are looking to travel in ways that are immersive, meaningful and memorable. While it is useful for the cruise industry to consider travel markets across demographic groups, the ability to identify and address target markets based on "psychographics" or attitudes that cut across demographics is even more meaningful. We believe the cruise industry is well positioned to meet the travelers' desires and has the ability to tailor experiences for each guest based on their unique wants and needs, which should foster growth for the cruise industry.

From a demographic perspective, two age groups, the Baby Boomers and the Millennial generation, have in recent years experienced trends that positively affect demand for cruising. The Baby Boomer generation, or those born between 1946 and 1964, likes to pursue an active lifestyle and has the desire and the means to travel and enjoys multi-generational cruising. The Millennial generation, or those born between 1980 and 2000, has now surpassed the size of the Baby Boomer generation and represents the fastest growing demographic segment of the vacation industry. This group expresses a strong desire to travel and share new experiences, a mindset that should continue to foster growth for the industry.

These changes in consumer behavior and demographics, along with economic growth and rise of the middle class in many emerging international markets and accompanying increase in their earning power and disposable income, will continue to drive demand for travel and the global cruise industry. These groups of consumers are becoming eager to experience the world through travel, which provides significant growth opportunity for the cruise industry within and beyond the established markets, such as North America.

e. Relatively Low Penetration Levels

We believe there are large, addressable markets with low penetration rates. The 2016 annual penetration rates below were computed based on the historical number of cruise guests carried as a percentage of the total population from G.P. Wild (International Limited) ("G.P. Wild"), an independent cruise research company and internal estimates:

- 5.2% for Australia and New Zealand
- 3.4% for North America (United States of America ("U.S.") and Canada)
- 2.7% for the United Kingdom ("UK")
- 1.8% for continental Europe (Germany, Italy, France, Spain and Portugal)

We believe there are also markets, such as Asia, where economic growth has raised discretionary income levels, fueling an increasing demand for cruise vacations.

f. Ship Mobility

The mobility of cruise ships enables cruise companies to move their vessels between regions in order to maximize profitability and to meet changing demand. For example, brands can change itineraries over time in order to cater to guest tastes or as general economic or geopolitical conditions warrant. In addition, cruise companies have the flexibility to reposition capacity to areas with growing demand. We believe that this unique ability to move ships provides the cruise industry with a competitive advantage compared to other land-based vacation alternatives.

III. Passenger Capacity and Cruise Guests Carried

Year	Weighted Average Passenger (Lower Berth) Capacity for Ocean Going Vessels	
	Global Cruise Industry (a) (b)	Carnival Corporation & plc (a)
2014	428,000	210,000
2015	445,000	215,000
2016	466,000	221,000

(a) In accordance with cruise industry practice, passenger capacity is calculated based on the assumption of two passengers per cabin even though some cabins can accommodate three or more passengers.

(b) Global Cruise Industry amounts were obtained from internal estimates.

The global cruise industry and our compound annual passenger capacity growth rates are estimated to be 6.4% and 4.8%, respectively from 2016 to 2020. Our estimates of future passenger capacity only include assumptions related to announced ship withdrawals and, accordingly, our estimates likely indicate a higher growth rate than will actually occur.

Year	Cruise Guests Carried by Ocean Going Vessels			
	Global Cruise Industry (a) (b)			Carnival Corporation & plc
	North America	Europe, Australia, Asia and Other	Total	Total
2014	12,281,000	9,759,000	22,040,000	10,566,000
2015	12,229,000	10,971,000	23,200,000	10,837,000
2016	12,414,000	11,836,000	24,250,000	11,522,000

(a) The global cruise guests carried for 2014 and 2015 were obtained from G.P. Wild and are based upon where the guests were sourced.

(b) The estimates for global cruise guests carried for 2016 are based on internally developed growth rates. See item 1. Business. C. "Our Global Cruise Business – Ships Under Contract for Construction" below.

C. Our Global Cruise Business

1. Segment Information

	<u>Passenger Capacity (a)</u>	<u>Percentage of Total Capacity (a)</u>	<u>Number of Cruise Ships (a)</u>
North America Segment			
Carnival Cruise Line	66,310	29%	25
Princess Cruises ("Princess")	43,670	19	17
Holland America Line	23,770	11	14
Seabourn	1,970	1	4
	<u>135,720</u>	<u>60</u>	<u>60</u>
EAA Segment			
Costa Cruises ("Costa")	35,920	16	15
AIDA Cruises ("AIDA")	21,960	10	11
P&O Cruises (UK)	18,380	8	8
P&O Cruises (Australia)	7,330	3	5
Cunard	6,770	3	3
	<u>90,360</u>	<u>40</u>	<u>42</u>
	<u>226,080</u>	<u>100%</u>	<u>102</u>

(a) As of January 19, 2017

We also have a Cruise Support segment that represents our portfolio of leading port destinations and private islands, which are operated for the benefit of our cruise brands. Cruise Support also includes other services that are provided for the benefit of all our cruise brands.

In addition to our cruise operations, we own Holland America Princess Alaska Tours, the leading tour company in Alaska and the Canadian Yukon, which complements our Alaska cruise operations. Our tour company owns and operates hotels, lodges, glass-domed railcars and motorcoaches. This tour company and cruise ships, which we charter-out under long-term leases, comprise our Tour and Other segment as of January 19, 2017.

See Note 2, "Segment Information" to the Carnival plc financial statements for additional segment and geographic information.

II. Ships Under Contract for Construction

	<u>Scheduled Delivery Date (a)</u>	<u>Passenger Capacity (a)</u>
North America Segment (b)		
<u>Carnival Cruise Line</u>		
<i>Carnival Horizon</i>	March 2018	3,900
Newbuild	November 2019	3,900
Newbuild	August 2020	5,250
Newbuild	October 2022	5,250
<u>Princess</u>		
<i>Majestic Princess</i> (c)	March 2017	3,560
Newbuild	October 2019	3,660
Newbuild	July 2020	3,660
Newbuild	February 2022	3,660
<u>Holland America Line</u>		
<i>Nieuw Statendam</i>	November 2018	2,670
Newbuild	May 2021	2,670
<u>Seabourn</u>		
<i>Seabourn Ovation</i>	April 2018	600
<u>EAA Segment (b)</u>		
<u>Costa</u>		
Newbuild (c)	February 2019	4,180
Newbuild	October 2019	5,220
Newbuild (c)	September 2020	4,180
Newbuild	May 2021	5,220
<u>AIDA</u>		
<i>AIDAperla</i> (d)	July 2017	3,290
Newbuild	November 2018	5,230
Newbuild	May 2021	5,230
<u>P&O Cruises (UK)</u>		
Newbuild	May 2020	5,190

(a) As of January 19, 2017.

(b) Our ship construction agreements cannot be canceled by either party without cause, and such cancellation will subject the defaulting party to contractual liquidated damages. Our ship construction contracts are with Fincantieri in Italy, Meyer Werft in Germany and Finland and Mitsubishi Heavy Industries in Japan.

(c) Intended for Asia.

(d) Represents the expected in service date.

Refer to Note 7, "Commitments" to the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements for additional ship commitment information.

III. Cruise Brands

a. North America



Carnival Cruise Line is a leader in contemporary cruising and operates 25 ships designed to provide fun and exceptional vacation experiences that appeal to a wide variety of consumers at an outstanding value. Founded in 1972, Carnival Cruise Line is one of the most recognizable brands in the cruise industry and carried over 4.7 million guests in 2016, the most of any individual cruise brand. Carnival Cruise Line identifies their target customers as those who like to live life to the fullest, look at the glass as half full, feel comfortable in their own skin and make their own fun. Carnival Cruise Line's cruises have a broad appeal to families, couples, singles, and seniors and carried more than 730,000 children in 2016. In 2016, Carnival Cruise Line was voted "Best Ocean Cruise Line" in *USA Today's* 10 Best Readers' Choice Awards. In addition, Carnival Cruise Line also earned "Best-Value-For-Money" in the Cruise Critic's Editors' Pick Awards for the third consecutive year. The brand's newest ship, *Carnival Vista*, was named by Cruise Critic as the Best New Ship for 2016. Carnival Cruise Line is scheduled to take delivery of two 3,900-passenger capacity ships, *Carnival Horizon* and her sister ship, in 2018 and 2019, respectively, and two 5,250-passenger capacity ships in 2020 and 2022, which will be the largest in its fleet.

Carnival Cruise Line offers cruises generally from three to eight days with almost all of its ships departing from 16 convenient U.S. home ports located along the East, Gulf and West coasts, Puerto Rico and Hawaii. Carnival Cruise Line is the leading provider of year-round cruises in The Bahamas, the Caribbean and Mexico and also operates seasonal cruises in Canada, Alaska, Hawaii and Europe. In addition, Carnival Cruise Line deploys two ships in Australia, one on a year-round basis and one seasonally-based. These ships offer cruises tailored to the Australian market.

The brand's focus continues to be on enhancing its products and services with innovations that appeal to new consumers, as well as past guests. In April 2016, Carnival Cruise line took delivery of the *Carnival Vista* and introduced a variety of new innovations. The launch of *Carnival Horizon* in 2018 will continue the expansion of the line's Fun Ship® 2.0 enhancement program with many of the same ground-breaking features, such as:

- A Thrill Theater, a multi-dimensional experience where seats move in multiple directions and viewers are sprayed with water and bubbles
- The world's first IMAX Theater at Sea, with a three-deck-high-screen
- An onboard brewery
- Expanded water park featuring the colorful Kaleid-O-Slide, a raft-riding water tube slide
- Seafood Shack, a delectable New England-inspired eatery
- SkyRide, a breakthrough suspended open-air cycling experience



Princess Cruises began operations in 1965. Currently operating a fleet of 17 ships visiting more than 350 ports around the globe, it is the world's largest premium cruise line. Awarded Best Cruise Itineraries 11 times by *Recommend* magazine, Princess sails to nearly every corner of the earth, from Alaska to Asia and Australia, the Caribbean and Mexico, Europe, the Panama Canal, South America and more. The line offers cruises ranging from three to 20 days with longer exotic sailings from 25 to 111 days, including two world cruises. When sailing in the Caribbean, most of Princess' ships visit its award-winning private island in The Bahamas, Princess Cays®. Princess has four ships scheduled to be delivered: 3,560-passenger capacity, *Majestic Princess* in March 2017 and three 3,660-passenger capacity newbuilds from 2019 through 2022.

Princess Cruises Come Back New™ has enhanced the onboard experience by providing guests with lifelong memories and meaningful stories to share from their cruise vacation. The program features several products and services, such as:

- Personal Choice Dining, offering guests three dining options, including traditional dining, anytime dining and specialty dining at venues, such as the award winning restaurant SHARE by international chef & TV host Curtis Stone, and culinary experiences, such as our “Chocolate Journeys” dessert experience featuring specialties from master chocolatier Norman Love
- Onboard entertainment featuring Voice of the Ocean, an interactive show modeled after the wildly popular international singing competition, as well as four original musical productions created by the award-winning composer, Steven Schwartz
- Interactive onboard activities and shore excursions designed in collaboration with Discovery Channel and local experts in key regional cruise destinations to provide guests with authentic and exclusive experience onboard and ashore and to entertain and delight them about the nature, wildlife, history and culture of the regions they visit

In addition, Princess guests can now choose a new premium stateroom category featuring VIP amenities and exclusive dining. The new Club Class Mini-Suite featuring priority embarkation and disembarkation as well as Club Class Dining, a reserved dining area with expedited seating and expanded menu options. Club Class guests will be among the first to sleep on the new Princess Luxury Bed, specially designed by Dr. Michael Breus, “The Sleep Doctor,” and highly acclaimed designer, Candice Olson, to deliver the ultimate night of sleep at sea. More than 44,000 new beds will be rolled out to every stateroom across the fleet through 2018.

Furthermore, our newly developed guest experience platform, designed to elevate service levels through enhanced guest interactions before, during and after cruise vacations, will debut on *Regal Princess* in November 2017, followed by *Royal Princess* and *Caribbean Princess* in early 2018. At the center of the platform is the Ocean Medallion™, a first-of-its-kind wearable device designed to enable a personal concierge, Ocean Compass, to deliver a personalized service not previously considered possible by interacting with thousands of sensors, kiosks, interactive surfaces and smart devices. With this innovation, from the moment our guests first engage with us, their experiences will be powered by their preferences. Services they desire will be delivered seamlessly, in real time, often without asking where and when they want them.



Holland America Line has been providing cruises since 1873 and currently operates a fleet of 14 premium mid-sized ships. Its ships visit over 400 ports of call in almost 100 countries and territories on all seven continents. Holland America Line's cruises range from three to 35 days with longer, exotic Grand Voyages from 55 to 116 days, including an annual Grand World Voyage. Holland America Line ships generally sail in Alaska, Europe, the Caribbean and Australia. When sailing in the Caribbean, most of Holland America Line's ships visit its award-winning private island in The Bahamas, Half Moon Cay, known for its pristine beaches, diverse shore excursions, exclusive beach cabanas and family-friendly activities.

Koningsdam, the line's newest 2,650-passenger capacity ship, entered service in April 2016 and two 2,670-passenger capacity ships, *Nieuw Statendam* and her sister ship, are scheduled to be delivered in 2018 and 2021. In addition, Holland America Line is continuing its brand enhancement efforts across the fleet, with more than \$100 million invested in 2016 and approximately \$200 million remaining to be invested over the next two years. The upgrades include new furnishing, decor and amenities in its suites, retail space renovations and enhanced ship entertainment areas

Holland America guests are avid, engaged world travelers, and value authentic, unique experiences wherever they go. To enhance the guest experience and further differentiate from other cruise brands, Holland America Line has entered into several marquee partnerships, including:

- *America's Test Kitchen*, the most popular cooking show on American television, is producing several live cooking shows and hands-on workshops for fleet-wide roll-out in 2017

- In 2016, *Billboard Onboard* and *Lincoln Center* were introduced simultaneously as additions to the B.B. King's Blues Clubs to create Music Walk, an unforgettable music experience
- BBC Earth brings enriching and entertaining programming such as *Frozen Planet Live* to guests while onboard
- The brand's website was enhanced with comprehensive new *Destination Guides* covering nearly 400 Holland America Line ports around the globe to help guests dream, plan and prepare for journeys; this authoritative content can be personalized to guests' special interests



SEABOURN

Seabourn, which began operations in 1988, provides the world's finest ultra-luxury cruising vacations on smaller ships that focus on highly personalized service and guest recognition. The line's fleet of three 460-passenger and one 600-passenger ships, the youngest in the ultra-luxury segment of the cruise industry, offer spacious all-suite accommodations, award-winning gourmet dining, complimentary drinks and fine wines, unique experiences such as the Officer on Deck culinary event and shopping with the Chef excursions. Seabourn launched its newest ship, *Seabourn Encore*, in November 2016 and has a 600-passenger capacity ship, *Seabourn Ovation*, scheduled for delivery in 2018.

Seven out of the last ten years, Seabourn has been voted the "Best Small-Ship Cruise Line" by readers of *Travel + Leisure*. In addition, *Saveur* named Seabourn "Best Culinary Cruise Line" three out of the last four years by its panel of travel experts and editors. Seabourn has partnered with world-renowned American chef and restaurateur Thomas Keller to develop a selection of menu items for multiple dining venues aboard Seabourn's fleet and has introduced a new signature restaurant, The Grill by Thomas Keller. Seabourn pampers its guests with complimentary value-added extras such as Massage MomentsSM on deck and Caviar in the SurfSM beach parties. All of the Seabourn ships have a high service ratio of staff members to guest and an intimate, sociable atmosphere that has been the hallmark of the Seabourn lifestyle.

Seabourn's ships cruise to destinations throughout the world, including Europe, Asia, the South Pacific Islands, Australia and New Zealand, the Americas and Antarctica, with cruises generally from seven to 14 days, along with a number of longer voyages. Seabourn has a multi-year agreement with the United Nations Educational Scientific and Cultural Organization (UNESCO) to support its mission of safeguarding unique cultural and natural features around the world and promote sustainable tourism, thus providing its guests with unique access to more than 150 World Heritage Sites.

b. Europe, Australia & Asia



Costa has been providing cruises since 1948 and today visits more than 260 ports around the world. In 2016, its ships carried over 2 million guests. The brand operates a fleet of 15 contemporary ships and has two 5,220-passenger capacity newbuilds and two 4,180-passenger capacity newbuilds scheduled to be delivered between 2019 and 2021.

Costa is a leading cruise line in Italy, France and Spain where it boasts a tradition spanning close to seven decades. Its ships are deployed in the Mediterranean Sea, Northern Europe, the Caribbean, Brazil, Argentina, the Arabian Gulf and the Indian Ocean. The line offers a wide range of unique itineraries, with cruises generally ranging from seven to 20 days and also has longer exotic sailings from 20 to 30 days and one world cruise. Costa is also a leading cruise line in China. Most of its cruises sailing in China are four or five days and cater to Chinese guests.

Costa considers itself the world's ambassador of Italy's finest. Its ships represent the best of Italy by offering beautiful Italian art, unique interior decorations with superb Italian mosaics and precious Murano chandeliers, fine Italian wines, excellent Mediterranean food selections and unique shops that carry well-known Italian fashion brands. Costa attracts international guests due to its multi-lingual service and is considered to be a top vacation provider in Europe. Costa is also known for offering innovative itineraries that combine the excitement of new destinations with pampering onboard service and ambiance.

In 2016, *Costa Diadema*, the line's flagship, introduced a variety of innovations, some of which are being replicated fleet-wide, that make the guests' onboard experience exclusive and unforgettable. The new features include dining options created by Bruno Barbieri, who has earned multiple Michelin Stars, and enriched entertainment including the Voice of the Sea shows and Peppa Pig-branded kids games and educational activities. Lastly, in January 2017, Costa launched a new advertising campaign. This campaign further builds on the successful collaboration with worldwide music star, Shakira, that began in 2016 and further strengthened the brands' positioning as "Italy's finest."



AIDA, which began operating in 1996, is the leader and most recognized cruise brand in the German cruise industry. Since 2007, AIDA has been our fastest growing cruise brand taking delivery of eight ships in the past ten years. Currently, AIDA operates 11 premium ships featuring a resort casual atmosphere and has three more ships scheduled for delivery through 2021. *AIDAperla*, a 3,290-passenger capacity ship, is scheduled to begin sailing in July 2017 and two 5,230-passenger capacity ships are scheduled to be delivered in 2018 and 2021.

AIDA is tailored for German-speaking guests and includes a German-speaking crew as well as German-style food and entertainment. AIDA's ships include a variety of dining options, including buffets, grills and exclusive restaurants. AIDA offers an exceptionally relaxed, yet active, cruising experience for all generations with an emphasis on a healthy and youthful lifestyle, choice, informality, family friendliness and activity.

AIDA offers its guests cruises generally from three to 21 days, while visiting over 230 ports. AIDA ships generally sail in the North Sea, the Baltic Sea, the Atlantic Isles, the Mediterranean Sea, the Caribbean, Southeast Asia, the Arabian Gulf, Central America and the Indian Ocean. In February 2017, the three smallest AIDA vessels will operate under the premium tagline "AIDA selection" offering cruises to more exclusive and exotic destinations.



P&O Cruises (UK), which began operations back in 1837, is the leading and most recognized cruise brand in the UK. P&O Cruises (UK) operates a fleet of eight premium ships and has one 5,190-passenger capacity newbuild scheduled to be delivered in 2020. Three of its ships offer holidays exclusively for adults while the balance of its ships are perfect for families. P&O Cruises (UK)'s ships visit over 200 destinations worldwide, with cruises generally from seven to 17 days and a number of longer voyages, including two world cruises of over 100 days in 2017. P&O Cruises (UK)'s ships generally sail to the Mediterranean Sea, Scandinavia, the Baltic Sea, New England, Canada, the Atlantic Isles, the Caribbean and the Canary Islands.

P&O Cruises (UK) delivers exceptional service, dining, exploration and entertainment uniquely tailored to British tastes. This is enhanced through partnerships with its Food Heroes, a line-up of British celebrity chefs including Marco Pierre White and James Martin. In March 2016, the line's newest ship *Britannia* was the location for the series finale of the award-winning UK prime time show, *Saturday Night Takeaway*. The 90-minute live broadcast was shot on location from Barcelona on the top deck of the ship and showcased the brand to an audience of eight million people.



Founded in 1840, Cunard is globally renowned as operating the most famous ocean liners in the world and for offering legendary travel experiences with a heritage of iconic ships and outstanding service. Cunard has a unique and distinct position within the luxury travel market and received the coveted Travel + Leisure 2016 World's Best Award. The line operates three premium/luxury ships, *Queen Elizabeth*, *Queen Mary 2* and *Queen Victoria*. Cunard offers cruises to destinations in Northern Europe, the Mediterranean Sea, New England and Canada, as well as their iconic transatlantic voyages on *Queen Mary 2*. Most of Cunard's cruises are from seven to 14 days with three world cruises of over 100 days.

Cunard's appeal is a combination of British elegance, exemplary service and sophistication and attracts an international mix of guests with nearly 50% of guests expected to be sourced from markets outside the UK. The brand sits in a unique space offering something no one else can; luxury on a grand scale. Guests enjoy a unique experience that celebrates the line's British heritage including an enviable association with the British Royal Family. Her Majesty the Queen is Godmother to both *Queen Elizabeth* and *Queen Mary 2*.

In 2016, *Queen Mary 2* underwent one of the most significant remasterings in Cunard's modern history, with an investment of over \$130 million. The remastering of the ship included the addition of new dining and lounge areas, and new and refurbished staterooms throughout and the introduction of cabins for solo travelers. The designs, whilst contemporary in feel, took inspiration from the great Cunard liners of the past, particularly the original *Queen Mary*.



P&O Cruises (Australia), which began cruising from Australia in 1932, is the leading cruise operator in the Australia and South Pacific region. For the fourth consecutive year, P&O Cruises (Australia) was voted Australia's "Most Trusted Cruise Operators" by *Readers Digest* in 2016. The onboard atmosphere is relaxed with a focus on contemporary design, great food, friendly service and a variety of exciting activities and entertainment. The line currently operates a fleet of five ships. In May 2017, the 2,000-passenger capacity *Dawn Princess* will be transferred from Princess to P&O Cruises (Australia) and renamed *Pacific Explorer*.

P&O Cruises (Australia) sails to more destinations in Australia and the South Pacific than any other cruise line and offers cruises, generally from three to 16 days, from multiple home ports in Australia and New Zealand. In addition, the line's itineraries include remote idyllic ports of Papua New Guinea and Solomon Islands as well as a "taste" of Asia. P&O Cruises (Australia) offers itineraries based around prominent Australian events including Melbourne Cup, Australian Open Tennis and Rugby League State of Origin.

P&O Cruises (Australia) recently partnered with leading restaurateur and celebrity chef, Luke Mangan, and created a signature fine-dining restaurant, Salt Grill. In addition, recent refurbishments have replaced the traditional cruise ship buffet with an international market place of fresh food outlets reflecting the many flavors Australians love to eat.

IV. Principal Source Geographic Areas

	Global Cruise Guests Carried by Ocean Going Vessels			Brands Mainly Serving
	2016 (a)	2015 (b)	2014 (b)	
North America	12,414,000	12,229,000	12,281,000	Carnival Cruise Line, Holland America Line, Princess, Seabourn and Cunard
Continental Europe				
Germany	1,825,000	1,813,000	1,771,000	
Italy	816,000	810,000	842,000	
France	619,000	615,000	593,000	AIDA and Costa
Spain	469,000	466,000	454,000	
Rest of Continental Europe	1,148,000	1,141,000	1,115,000	
	4,877,000	4,845,000	4,775,000	
United Kingdom	1,765,000	1,753,000	1,612,000	P&O (UK) and Cunard
Australia	1,440,000	1,090,000	980,000	P&O (Australia), Princess and Carnival Cruise Line
Asia	1,780,000	1,350,000	1,060,000	Costa and Princess
Rest of World	1,974,000	1,933,000	1,332,000	
World Total	24,250,000	23,200,000	22,040,000	

(a) The estimates for 2016 are based on internally developed growth rates.

(b) The global cruise guests carried for 2015 and 2014 were obtained from G.P. Wild and are based upon where the guests were sourced.

V. Cruise Programs

Our ships sail to all of the world's major cruise destinations and the percentage of our passenger capacity deployed in each of these regions is as follows:

	2017	2016	2015
Caribbean	33%	32%	34%
Mediterranean	13	15	16
Europe without Mediterranean	13	13	13
Australia and New Zealand	9	8	7
Asia	9	9	6
Alaska	5	5	5
Other	18	18	19
	100%	100%	100%

VI. Cruise Pricing and Payment Terms

Each of our cruise brands publishes prices for the upcoming seasons primarily through the internet, although published materials such as brochures and direct mailings are also used. Our brands have multiple pricing levels that vary by cruise line, category of cabin, ship, season, duration and itinerary. Cruise prices frequently change in a dynamic pricing environment and are impacted by a number of factors, including the number of available cabins for sale in the marketplace and the level of guest demand. Some cruise prices are increased due to higher demand. Conversely, some cruise prices are reduced through special promotions and early booking, past guest recognition and other programs. We continue to identify and implement new strategies and tactics to strengthen our cruise ticket revenue management processes and systems across our portfolio of brands, such as optimizing our pricing methodologies and improving our pricing models. We are currently rolling-out our state-of-the-art revenue management system across six brands and expect the roll-out to be completed by early 2018. We also continue to implement initiatives to better coordinate and optimize our brands' global deployment strategies to maximize guest satisfaction and profits.

Our bookings are generally taken several months in advance of the cruise departure date. Typically, the longer the cruise itinerary the further in advance the bookings are made. This lead time allows us to manage our prices in relation to demand for available cabins through the use of advanced revenue management capabilities and other initiatives, with the typical strategy of marketing our ships to fill them while achieving the highest possible overall net revenue yields. See Item 2. Business Review – “Key Performance Non-GAAP Financial Indicators” within this Strategic Report for a discussion of net revenue yields.

The cruise ticket price typically includes the following:

- Accommodations
- Most meals, including snacks at numerous venues
- Access to amenities such as swimming pools, water slides, water parks, whirlpools, a health club, and sun decks
- Child care and supervised youth programs
- Entertainment, such as theatrical and comedy shows, live music and nightclubs
- Access to exclusive private islands and destinations

At times, we offer value added packages to induce ticket sales to guests and groups and to encourage advance purchase of certain onboard items. These packages are bundled with cruise tickets and sold to guests for a single price rather than as a separate package and include:

- Alcoholic/non-alcoholic beverage packages
- Shore excursions
- Air packages
- Specialty restaurants
- Internet packages
- Photo packages
- Parking
- Gratuities

Our brands' payment terms generally require that a guest pay a deposit to confirm their reservation and then pay the balance due before the departure date. Our guests are subject to a cancellation fee if they cancel their cruise within a pre-defined period before sailing, unless they purchase a vacation protection package for the ability to obtain a refund.

As a convenience to our guests, we offer to arrange air transportation to and from airports near the home ports of our ships. In 2016, approximately 11% of our guests purchased air transportation from us. In addition, we charter aircraft to facilitate our guests' travel to distant locations for some of our European brands' cruise itineraries. We also offer ground transfers from and to the airport near the ship's home port as part of our transfer programs.

VII. Seasonality

Our revenues from the sale of passenger tickets are seasonal. Historically, demand for cruises has been greatest during our third quarter, which includes the Northern Hemisphere summer months. This higher demand during the third quarter results in higher ticket prices and occupancy levels and, accordingly, the largest share of our operating income is earned during this period. The seasonality of our results also increases due to ships being taken out-of-service for maintenance, which we schedule during non-peak demand periods. In addition, substantially all of Holland America Princess Alaska Tours' revenue and net income is generated from May through September in conjunction with the Alaska cruise season.

VIII. Onboard and Other Revenues

Onboard and other activities are provided either directly by us or by independent concessionaires, from which we receive either a percentage of their revenues or a fee. In 2016, we earned 25% of our revenues from onboard and other revenue activities and services not included in the cruise ticket price including the following:

- Substantially all liquor and some non-alcoholic beverage sales
- Casino gaming
- Shore excursions
- Gift shop sales
- Photo sales
- Internet and communication services
- Full service spas
- Specialty restaurants
- Art sales
- Laundry and dry cleaning services

We enhance our guests' onboard experiences and increase our onboard revenues by offering all-inclusive beverage packages, spa packages and specialty restaurants. We are also implementing initiatives to strengthen our onboard revenue programs, such as bar and casino programs. We use various marketing and promotional tools and are supported by point-of-sale systems permitting "cashless" transactions for the sale of these onboard and other products and services. As a convenience to our guests, all our brands allow their guests to pre-book, and in most cases, pre-pay certain of their onboard and other revenue-producing activities in advance of the cruise.

We offer a variety of shore excursions at each ship's ports-of-call that include beach experiences, general sightseeing, cultural tours, adventure outings and local boat rides. We typically utilize local operators who provide shore excursions with guides who speak the same languages as most of our shore excursion guests. For our sailings to destinations in Alaska, shore excursions are operated by our wholly-owned company, Holland America Princess Alaska Tours, or provided by local independent operators. Fathom, the company's social impact brand, offers cruisers the option of entering the heart of a destination with residents from destination countries like the Dominican Republic on initiatives such as producing much-needed water filters, pouring concrete floors for houses, supporting a women's collective with the production of organic chocolate or teaching English to children and adults. We also offer revenue-producing activities on the private islands and port destinations that we operate that include beach bars and restaurants, water sports, cabana rentals and chair lift and surf rider attractions.

Our casinos are all owned and operated directly by us and are equipped according to the unique requirements of our brands and their guests. We offer a wide variety of slot machines and a diverse mix of both traditional and specialty table games all designed to meet the desires of our guests. We have also developed marketing and promotional arrangements with land-based casino companies in order to increase the number of casino players onboard several of our brands. The casinos are only open when our ships are at sea in international waters or when otherwise permitted by law.

In conjunction with our cruise vacations, many of our cruise brands sell pre-and post-cruise land packages of one to four days that include guided tours, hotel accommodations and related transportation services. In Alaska and the Canadian Yukon, we utilize, to a large extent, our own hotel and transportation assets. Additionally, we earn revenues from various promotional and other programs with destination retailers, parking facilities, credit card providers and other destination-based incentives.

IX. Marketing Activities

Guest feedback and research support the development of our overall marketing and business strategies to drive demand for cruises and increase the number of first-time cruisers. Our goal is to increase the portion of consumer's vacations targeted on cruises and grow "share of suitcase™" for cruising on our brands. We measure and evaluate key drivers of guest loyalty and their satisfaction with our products and services that provide valuable insights about guests' cruise experiences. We closely monitor our net promoter scores, which reflect the likelihood that our guests will recommend our brands' cruise products and services to friends and family. We also regularly initiate customer research studies among guests, travel agents, tour operators and others for input on business decisions that enhance our cruise products and services for our guests.

With increasing collaboration between our brands and access to vast databases of past guest information, we continue to perform psychographic segmentation studies that allow us to better understand our guests' needs, wants and expectations. The results of these studies shape how we communicate and market, as well as refine the booking process, overall onboard experience and post-cruise interactions. Our ability to identify the psychographic segments is a powerful differentiator, which allows us to guide guests to the right experiences with the appropriate brands and build advocates for life. In addition, we have tools and are implementing big data analytic solutions that will identify new market growth opportunities to expand our customer base.

We have implemented strategies to generate new demand by targeting new cruisers who typically vacation at land-based destinations. Our multi-brand marketing initiatives continue to drive increased consideration with print, TV, digital, social and field marketing elements with the goal of inspiring consumers to purchase a cruise vacation with us. We recently created original TV programs that are airing on major networks, reaching viewers during the large family-oriented programming blocks, and are designed to educate, entertain and engage viewers by showcasing exciting adventures, exotic cultures and popular global destinations. With at least 80 original

episodes, the new experiential series uses compelling and authentic storytelling to share the powerful way travel by sea connects people, places and cultures around the world. Each of our brands is featured during the inaugural season.

Our brands have comprehensive marketing and advertising programs across diverse mediums to promote their products and services to vacationers and travel agents in their source areas. Each brand's marketing activities are generally designed to reach a local region in the local language. We continue to expand our marketing efforts to attract new guests online by leveraging the reach and impact of digital marketing and social media. This helps us cultivate guests as advocates of our brands, ships, itineraries and onboard products and services. We also have blogs hosted by ship captains, cruise and entertainment directors, executive pursers and special guests.

All of our cruise brands offer past guest recognition programs that reward repeat guests with special incentives such as reduced fares, gifts, onboard activity discounts, complimentary laundry and internet services, expedited ship embarkation and disembarkation and special onboard activities.

X. Sales Relationships

We sell our cruises mainly through travel agents and tour operators that serve our guests in their local regions. Our individual cruise brands' relationships with their travel agents are generally independent of each of our other brands. Our travel agent relationships are generally not exclusive and travel agents generally receive a base commission, plus the potential of additional commissions, including complimentary tour conductor cabins, based on the achievement of pre-defined sales volumes.

Travel agents are an integral part of our long-term cruise distribution network and are critical to our success. We utilize local sales teams to motivate travel agents to support our products and services with competitive sales and pricing policies and joint marketing and advertising programs. During fiscal 2016, no controlled group of travel agencies accounted for 10% or more of our revenues. We also employ a wide variety of educational programs, including websites, seminars and videos, to train agents on our cruise brands and their products and services.

For cruises that are home ported in China, we sell cruises to our Chinese-sourced guests by chartering our ships and packaging groups of cabins to travel distributors with licenses to sell outbound travel products in China. These distributors resell the cabins to their clients and other travel agents.

All of our brands have internet booking engines to allow travel agents to book our cruises. We also support travel agent booking capabilities through global distribution systems. All of our cruise brands have their own consumer websites that provide access to information about their products and services to users and enable their guests to quickly and easily book cruises and other products and services online. These sites interface with brands' social networks, blogs and other social media sites, which allow them to develop greater contact and interaction with their guests before, during and after their cruise. We also employ vacation planners who support our sales initiatives by offering our guests one-on-one cruise planning expertise and other services.

We are a customer service driven company and continue to invest in our service organization to assist travel agents and guests before, during and after their cruise. We believe that our support systems and infrastructure are among the strongest in the vacation industry. Our investment in customer service includes the development of employees, processes and systems. We continually improve our systems within the reservations and customer relationship management functions, emphasizing the continuing support and training of the travel agency community.

XI. Employees

Our shipboard and shoreside employees are sourced from over 100 countries. We employ an average of 84,600 crew members, including officers, onboard the 102 ships we currently operate, which excludes employees who are on leave. Our shoreside operations have an average of 10,500 full-time and 2,100 part-time/seasonal employees, including seasonal employees of Holland America Princess Alaska Tours which significantly increases its work force during the late spring and summer months in connection with the Alaskan cruise season. Of our total employees, 21,800 are female and 75,400 are male. Three of the 10 members of our Boards of Directors are female and seven are male. Our eight executive officers are male. We have entered into agreements with unions covering certain employees on our ships and in our shoreside hotel and transportation

operations. The percentages of our shipboard and shoreside employees that are represented by collective bargaining agreements are 55% and 24%, respectively. We consider our employee and union relationships to be strong.

We source our shipboard officers primarily from Italy, the UK, the Netherlands, Germany and Norway. The remaining crew positions are sourced from around the world, with the largest contingent from the Philippines, Indonesia and India. We utilize a limited number of manning agencies to help locate and hire most of our shipboard employees.

XII. Training

Our cruise brands are committed to providing appropriate hotel and marine-related training to ensure that our shipboard crew, including officers, have the knowledge and skills to properly perform their jobs. We provide a diverse range of shoreside and shipboard training for our hotel staff before and after they join our ships to further enhance their skills. Specifically, we provide bar, entertainment, guest service, housekeeping, leadership, management and restaurant training. Depending on the brand, we will also provide our hotel staff with in-depth English, German and Italian language training. All our hotel staff also undergo extensive safety training and, depending on their position, will pursue advanced safety certifications. We partner closely with manning agencies to help provide this training in Manila, Philippines; Jakarta, Indonesia; and Mumbai, India.

Our goal is to be a leader in delivering high quality professional maritime training. In July 2016, we opened our new seven-acre Anson Maritime Center in Almere, Netherlands, with more than double the training capacity of our original facility. The centerpiece of the new campus is the CSMART Academy, the Center for Simulator Maritime Training. The CSMART Academy features the most advanced bridge and engine room simulator technology and equipment available with the capacity to provide annual professional training for all our deck and engineering officers. CSMART participants receive a maritime training experience that fosters critical thinking, problem solving, ethical decision making and skill development. We expect to train over 6,500 deck and engineering officers at CSMART every year.

XIII. Information Technology

With the increasing size and sophistication of cruise ships, the technologies employed to create guest experiences and operate ships have grown ever more complex and integrated. Our global information technology model is designed to contribute to exceeding expectations of our guests, crew, shoreside employees and other stakeholders. This model is focused on supporting exceptional guest experiences while increasingly leveraging common technologies to drive process efficiency and effectiveness across our portfolio of brands. In order to achieve our goals, we are focusing on applications, connectivity, cybersecurity, infrastructure and innovation. In response to the increasing threat of continually evolving cybersecurity risks, we are striving to provide consistent protection of guest, employee and company data and develop best practices and tools to combat threats and malicious activity.

All of our brands are actively collaborating on our global information technology solutions, standards and processes. By aligning technology planning, infrastructure and applications, we continue to maximize the business value of our information technology investments by eliminating redundancies and driving synergies across the brands while identifying and leveraging best practices and establishing common standards.

XIV. Innovation

We have successfully delivered innovation to our guests for more than four decades. Our continuous innovation with ship design allows our guests to enjoy carefully crafted experiences while effortlessly en-route to their next port-of-call. Our leading port development has opened new locations and experiences to our guests.

Our pursuit of innovation focused on delighting our guests is also the inspiration for our newly developed "Experience Platform." The Experience Platform leverages multiple technologies that work together to transform guest experience and includes the following key elements:

- Ocean Medallion – a revolutionary wearable device that enables a highly personalized vacation experience

- Ocean Compass – a digital concierge that works in conjunction with Ocean Medallion to create the ultimate vacation experience
- xiOS – an invisible network of interactive intelligent sensors and embedded devices mounted throughout the ship, home ports and destinations that uses a guest-centric, Internet of Things approach to enable a seamless guest experience

This year, we also launched the initial phase of our state-of-the-art revenue management system, which will help us drive incremental revenue yield over time. We are currently rolling-out the system across six brands and expect the roll-out to be completed by early 2018.

We are developing and implementing cutting-edge proprietary technology to enhance our ability to monitor and track ship nautical and technical performance in real time, including fuel consumption and emissions.

XV. Supply Chain

We incur expenses to deliver exceptional cruise experiences to our guests. In addition, we incur significant capital expenditures for materials to support the refurbishment and enhancements of our vessels. We approach our spend strategically and look for suppliers who demonstrate the ability to help us leverage our scale in terms of cost, quality and innovation. Our largest capital investments are for the construction of new ships. We currently have agreements in place for the construction of 19 cruise ships with three shipyards.

XVI. Insurance

a. General

We maintain insurance to cover a number of risks associated with owning and operating our vessels and other non-ship related risks. All such insurance policies are subject to coverage limits, exclusions and deductible levels. Insurance premiums are dependent on our own loss experience and the general premium requirements of our insurers. We maintain certain levels of deductibles for substantially all the below-mentioned coverages. We may increase our deductibles to mitigate future premium increases. We do not carry coverage related to loss of earnings or revenues from our ships or other operations.

b. Protection and Indemnity (“P&I”) Coverages

Liabilities, costs and expenses for illness and injury to crew, guest injury, pollution and other third party claims in connection with our cruise activities are covered by our P&I clubs, which are mutual indemnity associations owned by ship owners.

We are members of three P&I clubs, which are part of a worldwide group of 13 P&I clubs, known as the International Group of P&I Clubs (the “IG”). The IG insures directly, and through broad and established reinsurance markets, a large portion of the world’s shipping fleets. Coverage is subject to the P&I clubs’ rules and the limits of coverage are determined by the IG.

c. Hull and Machinery Insurance

We maintain insurance on the hull and machinery of each of our ships for reasonable amounts as determined by management. The coverage for hull and machinery is provided by large and well-established international marine insurers. Insurers make it a condition for insurance coverage that a ship be certified as “in class” by a classification society that is a member of the International Association of Classification Societies (“IACS”). All of our ships are routinely inspected and certified to be in class by an IACS member.

d. War Risk Insurance

We maintain war risk insurance for legal liability to crew, guests and other third parties as well as loss or damage to our vessels arising from war or war-like actions, including terrorist incidents. Items excluded from this coverage are claims arising from chemical, nuclear and biological attacks. Our primary war risk insurance coverage is provided by international marine insurers and our excess war risk insurance is provided by our two P&I clubs. Under the terms of our war risk insurance coverage, which are typical for war risk policies in the

marine industry, insurers can give us seven days' notice that the insurance policies will be canceled. However, the policies can be reinstated at different premium rates. This gives insurers the ability to increase our premiums following events that they determine have increased their risk.

e. Other Insurance

We maintain property insurance covering our shoreside assets and casualty insurance covering liabilities to third parties arising from our hotel and transportation business, shore excursion operations and shoreside operations, including our port and related commercial facilities. We also maintain workers compensation, directors and officer's liability and other insurance coverages

XVII. Port Destinations and Private Islands

In select geographies around the world we operate a portfolio of leading port destinations and private islands to grow demand and create relative scarcity. This enables us to offer exceptional guest experiences. In late 2015, we opened Amber Cove in the Dominican Republic, a new destination strategically located in the central Caribbean. We also opened a third berth in late 2015 in Cozumel's Puerta Maya to accommodate increasing demand. In addition, to secure preferential berth access to third party ports, we coordinate across brands to negotiate berthing agreements and to 'lock-in' preferred access through shared agreements and commitments.

XVIII. Sustainability

Our reputation and success depend on having sustainable and transparent operations. Our commitment and actions to keep our guests and crew members safe and comfortable, protect the environment, develop and provide opportunities for our workforce, strengthen stakeholder relations and enhance both the communities where we work as well as the port communities that our ships visit are vital to our success as a business enterprise and reflective of our core values. We strive to be a company that people want to work for and to be an exemplary global corporate citizen.

We voluntarily publish Sustainability Reports that address governance, stakeholder engagement, environmental, labor, human rights, society, product responsibility, economic and other sustainability-related issues and performance indicators. These reports, which are not incorporated within this Strategic Report but can be viewed at www.carnivalcorp.com and www.carnivalplc.com, were developed in accordance with the Sustainability Reporting Guidelines established by the Global Reporting Initiative, the global standard for reporting on environmental, social and governance policies, practices and performance. We have been publishing Sustainability Reports since 2011.

In order to support our environmental strategy, all of our brands' environmental management systems are certified in accordance with ISO 14001. We have also developed a set of 2020 sustainability goals reinforcing our commitment to the environment, our guests, our employees and the communities in which we operate. Our ten goals listed below are aimed at reducing our environmental footprint while enhancing the health, safety and security of our guests and crew members and ensuring sustainable business practices across our brands and business partners:

Environmental Goals

- Reduce intensity of carbon dioxide equivalent ("CO₂e") emissions from operations by 25% by 2020 relative to our 2005 baseline
- Continue to improve the quality of our emissions into the air by developing, deploying and operating exhaust gas cleaning systems ("EGCS") across our fleet
- Increase usage of ship-to-shore power connection capabilities
- Increase Advanced Wastewater Purification Systems coverage of our fleet capacity by 10 percentage points by 2020 relative to our 2014 baseline
- Continue to improve our shipboard operations' water use efficiency by 5% by 2020 relative to our 2010 baseline
- Continue to reduce waste generated by our shipboard operations by 5% by 2020 relative to our 2010 baseline

Health, Safety and Security Goals

- Continue to build on our commitment to protect the health, safety and security of guests, employees and all others working on our behalf

Sustainable Workforce and Community Goals

- Continue to build a diverse and inclusive workforce and provide all employees with a positive work environment and opportunities to build a rewarding career to further drive employee engagement
- Further develop and implement vendor assurance procedures ensuring compliance with Carnival Corporation & plc's Business Partner Code of Conduct and Ethics
- Continue to work on initiatives and partnerships that support and sponsor a broad range of organizations for the benefit of the communities where we operate

We continue our partnership with The Nature Conservancy, one of the world's leading conservation organizations. They are leveraging our partnership in their efforts to restore coral reefs, protect marine ecosystems and promote natural habitats for marine environments to help reduce the impact of storms and rising sea levels in coastal communities.

XIX. Governmental Regulations

a. Maritime Regulations

1. General

Our ships are regulated by numerous international, national, state and local laws, regulations, treaties and other legal requirements that govern health, environmental, safety and security matters in relation to our guests, crew and ships. These requirements change regularly, sometimes on a daily basis, depending on the itineraries of our ships and the ports and countries visited. If we violate or fail to comply with any of these laws, regulations, treaties and other requirements we could be fined or otherwise sanctioned by regulators. We are committed to complying with, or exceeding, all relevant maritime requirements. The primary regulatory bodies that establish maritime laws and requirements applicable to our ships include:

The International Maritime Organization ("IMO"): All of our ships, and the maritime industry as a whole, are subject to the maritime safety and security regulations established by the IMO, a specialized agency of the United Nations', and its principal set of requirements as mandated through its International Convention for the Safety of Life at Sea ("SOLAS")

Flag States: Our ships are registered, or flagged, in The Bahamas, Bermuda, Italy, Malta, the Netherlands, Panama and the UK, which are also referred to as Flag States. Our ships are regulated by these Flag States through international conventions that govern health, environmental, safety and security matters in relation to our guests, crew and ships. Representatives of each Flag State conduct periodic inspections, surveys and audits to verify compliance with these requirements.

Ship classification societies: Class certification is one of the necessary documents required for our cruise ships to be flagged in a specific country, obtain liability insurance and legally operate as passenger cruise ships. Our ships are subject to periodic class surveys, including dry-docking inspections, by ship classification societies to verify that our ships have been maintained in accordance with the rules of the classification societies and that recommended repairs have been satisfactorily completed. Dry-dock frequency is a statutory requirement mandated by SOLAS. Our ships dry-dock once or twice every five years, depending on the age of the ship.

National, regional, state and local authorities: We are subject to the decrees, directives, regulations and requirements of the European Union ("EU"), the U.S., U.S. states and more than 400 other international ports that our ships visit every year.

Port regulatory authorities (Port State Control): Our ships are also subject to inspection by the port regulatory authorities, which are also referred to as Port State Control, in the various countries that they visit. Such inspections include verification of compliance with the maritime safety, security, environmental, customs, immigration, health and labor requirements applicable to each port, as well as with regional, national and international requirements. Many countries have joined together to form regional port regulatory authorities.

As members of CLIA, we helped to develop and have implemented policies that are intended to enhance shipboard safety throughout the cruise industry. In some cases this calls for implementing best practices, which are in excess of existing legal requirements. Further details on these and other policies can be found on www.cruising.org.

Our Boards of Directors have HESS Committees, which are currently each comprised of four independent directors. The principal function of the HESS Committees is to assist the boards in fulfilling their responsibility to supervise and monitor our health, environment, safety, security and sustainability related policies, programs and initiatives at sea and ashore and compliance with related legal and regulatory requirements. The HESS Committees and our management team review all significant relevant risks or exposures and associated mitigating actions.

We are committed to implementing appropriate measures to manage identified risks effectively. As part of our commitment, we have a Chief Maritime Officer, who is a retired Vice Admiral from the U.S. Navy, to oversee our global maritime operations, including maritime quality assurance and policy, environmental compliance, shipbuilding, ship refits and research and development. To ensure that we are compliant with the legal and regulatory requirements and that these areas of our business operate in an efficient manner we:

- Provide regular health, environmental, safety and security support, training, guidance and information to guests, employees and others working on our behalf
- Develop and implement effective and verifiable management systems to fulfill our health, environmental, safety, sustainability and security commitments
- Perform regular shoreside and shipboard audits and take appropriate action when deficiencies are identified
- Report and investigate all health, environmental, safety and security incidents and take appropriate action to prevent recurrence
- Identify those employees responsible for managing health, safety, environment, security and sustainability programs and ensure that there are clear lines of accountability
- Identify the aspects of our business that impact the environment and continue to take appropriate action to minimize that impact

2. Maritime Safety Regulations

The IMO has adopted safety standards as part of SOLAS. To help ensure guest and crew safety, SOLAS establishes requirements for the following:

- Vessel design
- Structural features
- Construction and materials
- Refurbishment standards
- Radio communications
- Life-saving and other equipment
- Fire protection and detection
- Safe management and operation
- Musters

All of our crew undergo regular safety training that meets or exceeds all international maritime regulations, including SOLAS requirements which are periodically revised.

SOLAS requires implementation of the International Safety Management Code ("ISM Code"), which provides an international standard for the safe management and operation of ships and for pollution prevention. The ISM Code is mandatory for passenger vessel operators. Under the ISM Code, vessel operators are required to:

- Develop a Safety Management System ("SMS") that includes, among other things, the adoption of safety and environmental protection policies setting forth instructions and procedures for operating vessels safely and describing procedures for responding to emergencies and protecting the environment
- Obtain a Document of Compliance ("DOC") for the vessel operator, as well as a Safety Management Certificate ("SMC") for each vessel they operate. These documents are issued by the vessel's Flag State and evidence compliance with the SMS
- Verify or renew DOCs and SMCs periodically in accordance with the ISM Code

We have implemented and continue to enhance policies and procedures that demonstrate our commitment to the safety of our guests and crew. These policies and procedures include the following:

- Expansion and acceleration of the training of our bridge and engine room officers in maritime related best practices at our new CSMART Academy, the Center for Simulator Maritime Training located within our Arison Maritime Center in Almere, Netherlands
- Further standardization of our detailed bridge and engine resource management procedures on all of our ships
- Expansion of our existing oversight function to monitor bridge and engine room operations
- Identifying and standardizing best-practice policies and procedures in health, environment, safety and security disciplines across the entire organization including on all our ships
- Further enhancement of our processes for auditing our HESS performance throughout our operations

3. Maritime Security Regulations

Our ships are subject to numerous security requirements. These requirements include the International Ship and Port Facility Security Code, which is part of SOLAS, the U.S. Maritime Transportation Security Act of 2002, which addresses U.S. port and waterway security and the U.S. Cruise Vessel Security and Safety Act of 2010, which applies to all of our ships that embark or disembark passengers in the U.S. These regulations include requirements as to the following:

- Implementation of specific security measures, including onboard installation of a ship security alert system
- Assessment of vessel security
- Efforts to identify and deter security threats
- Training, drills and exercises
- Security plans that may include guest, vehicle and baggage screening procedures, security patrols, establishment of restricted areas, personnel identification procedures, access control measures and installation of surveillance equipment
- Establishment of procedures and policies for reporting and managing allegations of crimes

4. Maritime Environmental Regulations

We are subject to numerous international, national, state and local environmental laws, regulations and treaties that govern air emissions, waste discharges, water management and disposal, and the storage, handling, use and disposal of hazardous substances such as chemicals, solvents and paints.

As a means of managing and improving our environmental performance and compliance, we adhere to standards set by ISO, an international standard-setting body, which produces worldwide industrial and commercial standards. The environmental management systems of our brands and ships are certified in accordance with ISO 14001, the environmental management standard that was developed to help organizations manage the environmental impacts of their processes, products and services. ISO 14001 defines an approach to setting and achieving environmental objectives and targets, within a structured management framework.

i. International Regulations

The principal international convention governing marine pollution prevention and response is the IMO's International Convention for the Prevention of Pollution from Ships ("MARPOL").

a. Preventing and Minimizing Pollution

MARPOL includes four annexes containing requirements designed to prevent and minimize both accidental and operational pollution by oil, sewage, garbage and air emissions and sets forth specific requirements related to vessel operations, equipment, recordkeeping and reporting that are designed to prevent and minimize pollution. All of our ships must carry an International Oil Pollution Prevention Certificate, an International Sewage Pollution Prevention Certificate, an International Air Pollution Prevention Certificate and a Garbage Management Plan. The ship's Flag State issues these certificates, which evidence their compliance with the MARPOL regulations regarding prevention of pollution by oil, sewage, garbage and air emissions. Certain jurisdictions have not adopted all of these MARPOL annexes but have established various national, regional or local laws and regulations to apply to these areas.

As noted above, MARPOL governs the prevention of pollution by oil from operational measures, as well as from accidental discharges. MARPOL requires that discharges of machinery space bilge water pass through pollution prevention equipment that separates oil from the water and monitors the discharged water to ensure that the effluent does not exceed 15 parts per million oil content. Our ships must have oily water separators with oil content monitors installed and must maintain a record of certain engine room operations in an Oil Record Book. In addition, we have voluntarily installed redundant systems on all of our ships that monitor processed bilge water prior to discharge to ensure that it contains no more than 15 parts per million oil content. This voluntary system provides additional control to prevent improper bilge water discharges. MARPOL also requires that our ships have Shipboard Oil Pollution Emergency Plans.

MARPOL also governs the discharge of sewage from ships and contains regulations regarding the ships' equipment and systems for the control of sewage discharge, the provision of facilities at ports and terminals for the reception of sewage and requirements for survey and certification.

MARPOL also governs the discharge of garbage from ships and requires the implementation of Garbage Management Plan and the maintenance of a Garbage Record Book.

Furthermore, MARPOL addresses air emissions from vessels, establishes requirements for the prevention of air pollution from ships to reduce emissions of sulfur and nitrogen (SO_x, NO_x), and particulate matter. It also contains restrictions on the use of ozone depleting substances ("ODS") and requires the recording of ODS use, equipment containing ODS and the emission of ODS.

b. Sulfur Emissions

MARPOL Annex VI addresses air emissions from vessels in both auxiliary and main propulsion diesel engines on ships. Annex VI also specifies requirements for Emission Control Areas ("ECAs") with stricter limitations on sulfur emissions in these areas. Since January 2015, ships operating in a number of regions throughout the world have been required to use fuel with a sulfur content of no more than 0.1% or 0.5% (depending on the ECA), or to use alternative emission reduction methods, such as Exhaust Gas Cleaning Systems ("EGCS"). Additional local and regional ECAs have come into force in 2016 and several more will take effect in 2017.

The International Maritime Organization's Marine Environment Protection Committee has agreed to implement a global 0.5% sulfur cap for marine fuel beginning in January 2020. The EU Parliament and Council have also set a January 2020 implementation date for their 0.5% sulfur content fuel requirement (the "EU Sulfur Directive"). The options to comply with both the global 0.5% sulfur cap and the EU Sulfur Directive include the use of low sulfur fuel, installation of EGCS, or the use of alternative fuels.

In conjunction with an affiliate, we have been installing EGCSs on our ships. These efforts are mitigating much of the impact from the 2015 ECA requirements. However, we have, and will, incur additional EGCS operating expenses as we benefit from the use of this technology.

c. Other Ship Emission Abatement Methods

In the long-term, the cost impacts of meeting progressively lower sulfur emission requirements may be further mitigated by the favorable impact of future changes in the supply and demand balance for marine and other types of fuel, future developments of and investments in improved sulfur emission abatement technologies, the use of alternative lower cost and lower emission fuels and our continued efforts to improve the overall fuel efficiency across our fleet. Since 2007, we have achieved approximately 28% cumulative reduction in unit fuel consumption by focusing on more efficient itineraries, a wide variety of ships' system hardware and software, energy-efficiency upgrades (including hull coatings, air conditioning and engine performance improvement), creating and linking energy-savings groups across operating lines and ship's staff energy use awareness and training.

As part of our emission abatement program, we have continued our work with several local port authorities to utilize cruise ship shore power connections and have equipped 28 ships with the capability to utilize shore power technology. This technology enables our ships to use power from the local electricity provider rather than running their engines while in port to power their onboard services, and thus reducing our ship air emissions.

Similarly, in an effort to extend our commitment to sustainability and to play a leading role in matters of environmental protection in the cruise industry, we are expanding our investment in the use of low carbon fuels, in particular, liquefied natural gas (“LNG”):

- AIDA now uses an LNG hybrid barge as an ecologically friendly and flexible power supply and an alternative to shore power, while its ships are moored in the port of Hamburg, Germany
- *AIDAprima* is the first cruise ship in the world that regularly uses dual-fuel engines for an energy supply with LNG while in ports on her Northern European deployment. Her sister ship *AIDAprila* is scheduled to be delivered in 2017 with the same technology
- We have seven next-generation cruise ships on order that will be the first in the industry to be powered at sea by LNG. Pioneering a new era in the use of low carbon fuels, these new ships will use LNG to generate 100 percent of their power both in port and on the open sea – an innovation that will reduce exhaust emissions to help protect the environment

d. Greenhouse Gas Emissions (“GHG”)

In January 2013, the IMO approved measures to improve energy efficiency and reduce emissions of GHGs from international shipping by adopting technical and operational measures for all ships. The technical measures apply to the design of new vessels, and the operational reduction measures apply to all vessels. Operational reduction measures have been implemented through a variety of means, including a Ship Energy Efficiency Management Plan, improved voyage planning and more frequent propeller and hull cleanings. We have established objectives within the ISO 14001 environmental management systems of each of our brands to further reduce fuel consumption rates and the resulting GHG emissions.

In October 2016, the IMO approved the implementation of a mandatory data collection system for fuel oil consumption. This amendment will require ships of 5,000 gross tons and above to provide fuel oil consumption data to their respective flag State at the end of each calendar year, formally beginning in 2019. Flag States will then validate the data and transfer it to an IMO database. The IMO will produce an annual report with anonymous data. This is the first step taken by the IMO toward a more formal analysis of international shipping’s contribution to global GHG emissions.

e. Ballast Water

As of September 8, 2017, MARPOL will also govern the discharge of ballast water from ships through the MARPOL Ballast Water Management Convention. Ballast water is seawater used to stabilize ships at sea and maintain safe operating conditions throughout a voyage. Ballast can carry a multitude of marine species. The Convention is designed to regulate the treatment of ballast water prior to discharging overboard in order to avoid the transfer of marine species to new environments.

ii. U.S. Federal and State Regulations

The Act to Prevent Pollution from Ships authorizes the implementation of MARPOL in the U.S. and imposes numerous requirements on our ships, as discussed above. Administrative, civil and criminal penalties may be assessed for violations.

The Oil Pollution Act of 1990 (“OPA 90”) established a comprehensive federal liability regime, as well as prevention and response requirements, relating to discharges of oil in U.S. waters. The major requirements include demonstrating financial responsibility up to the liability limits and having oil spill response plans in place. We have Certificates of Financial Responsibility that demonstrate our ability to meet the maximum amount of OPA 90 related liability that our ships could be subject to for removal costs and damages, such as from an oil spill or a release of a hazardous substance. Under OPA 90, owners or operators of vessels operating in U.S. waters must file Vessel Response Plans with the U.S. Coast Guard and must operate in compliance with these plans. As OPA 90 expressly allows coastal states to impose liabilities and requirements beyond those imposed under federal law, many U.S. states have enacted laws more stringent than OPA 90. Some of these state laws impose unlimited liability for oil spills and contain more stringent financial responsibility and contingency planning requirements.

The Clean Water Act ("CWA") provides the U.S. Environmental Protection Agency ("EPA") with the authority to regulate commercial vessels' incidental discharges of ballast water, bilge water, gray water, anti-fouling paints and other substances during normal operations within the U.S. three mile territorial sea and inland waters. Pursuant to the CWA authority, the U.S. National Pollutant Discharge Elimination System was designed to minimize pollution within U.S. territorial waters. For our affected ships, all of the requirements are laid out in EPA's Vessel General Permit ("VGP") for discharges incidental to the normal operations of vessels. The VGP establishes effluent limits for 27 specific discharges incidental to the normal operation of a vessel. In addition to these discharge and vessel specific requirements, the VGP includes requirements for inspections, monitoring, reporting and record-keeping.

We are subject to the requirements of the U.S. Resource Conservation and Recovery Act for the transportation and disposal of both hazardous and non-hazardous solid wastes that are generated by our ships. In general, vessel owners are required to determine if their wastes are hazardous, comply with certain standards for the proper management of hazardous wastes and use hazardous waste manifests for shipments to approved disposal facilities.

The U.S. National Invasive Species Act ("NISA") was enacted in response to growing reports of harmful organisms being released into U.S. waters through ballast water taken on by vessels in foreign waters. The U.S. Coast Guard adopted regulations under NISA that impose mandatory ballast water management practices for all vessels equipped with ballast water tanks entering U.S. waters. These requirements can be met by performing mid-ocean ballast exchange, by retaining ballast water onboard the vessel or by using environmentally sound ballast water treatment methods approved by the U.S. Coast Guard.

Most U.S. states that border navigable waterways or sea coasts have also enacted environmental regulations that impose strict liability for removal costs and damages resulting from a discharge of oil or a release of a hazardous substance.

The state of Alaska has enacted legislation that prohibits certain discharges in designated Alaskan waters and sets effluent limits on others. Further, the state requires that certain discharges be reported and monitored to verify compliance with the standards established by the legislation. Environmental regimes in Alaska are more stringent than the U.S. federal requirements with regard to discharges from vessels. The legislation also provides that repeat violators of the regulations could be prohibited from operating in Alaskan waters. The state of California also has environmental requirements significantly more stringent than federal requirements for water discharges and air emissions.

iii. EU Regulations

The EU has adopted a broad range of substantial environmental measures aimed at improving the quality of the environment for European citizens. To support the implementation and enforcement of European environmental legislation, the EU has adopted directives on environmental liability and enforcement and a recommendation providing for minimum criteria for environmental inspections.

The European Commission's ("EC") strategy is to reduce atmospheric emissions from ships. The EC strategy seeks to implement SOx Emission Control Areas set out in MARPOL, as discussed above.

The European Commission has also implemented regulations aimed at reducing GHG emissions from maritime shipping through a Monitoring, Reporting and Verification (MRV) regulation, which will collect emissions data from ships over 5,000 gross tons to monitor and report their carbon emissions on all voyages to, from and between European Union ports, beginning in 2018.

5. Maritime Health Regulations

We are committed to providing a healthy environment for all of our guests and crew. We collaborate with public health inspection programs throughout the world, such as the Centers for Disease Control and Prevention in the U.S. ("CDC") and the SHIPSAN Project in the EU to ensure that development of these programs leads to enhanced health and hygiene onboard our ships. Through our collaborative efforts, we work with the authorities to develop and revise guidelines, review plans and conduct on-site inspections for all newbuilds and significant ship renovations. In addition, we continue to maintain our ships by meeting, and often exceeding, applicable public health guidelines and requirements, complying with inspections, reporting communicable illnesses and conducting regular crew training and guest education programs.

In 2015, nearly 11 million passengers embarked on CLIA member cruise ships from U.S. ports. That year, there were ten reportable norovirus outbreaks on cruise ships departing from U.S. ports involving a total of 1,263 passengers, which represents only 0.012% of cruise passengers on CLIA member cruise ships. By contrast, the CDC reported there are approximately 20 million norovirus cases in a typical year in the U.S., or 6.3% of the U.S. population. It is estimated that one in fifteen Americans contract the norovirus on land each year, compared to an estimated one in 12,000 cruise guests globally who report that they have contracted the norovirus on a cruise ship during an outbreak each year. Although outbreaks of gastrointestinal illnesses on ships represent a small percentage of all outbreaks, the cruise industry has developed and implemented policies and practices to limit gastrointestinal illness onboard ships.

6. Maritime Labor Regulations

In 2006, the International Labor Organization, an agency of the United Nations that develops and oversees international labor standards, adopted a Consolidated Maritime Labor Convention ("MLC 2006"). MLC 2006 contains a comprehensive set of global standards and includes a broad range of requirements, such as the definition of a seafarer, minimum age of seafarers, medical certificates, recruitment practices, training, repatriation, food, recreational facilities, health and welfare, hours of work and rest, accommodations, wages and entitlements. In August 2013, MLC 2006 became effective in certain countries in which we operate.

The International Convention on Standards of Training, Certification and Watchkeeping for Seafarers, as amended, establishes minimum standards relating to training, including security training, certification and watchkeeping for our seafarers.

b. Consumer Regulations

In most major countries where we source our guests, we are required to establish financial responsibility, such as obtaining a guarantee from a reputable insurance company to ensure that, in case of insolvency, our guests will be refunded their deposits and repatriated without additional cost if insolvency occurs after a cruise starts.

In Australia and most of Europe, we are also obligated to honor our guests' cruise payments made by them to their travel agents and tour operators regardless of whether we receive these payments.

XX. Taxation

A summary of our principal taxes and exemptions in the jurisdictions where our significant operations are located is as follows:

a. U.S. Income Tax

We are primarily foreign corporations engaged in the business of operating cruise ships in international transportation. We also own and operate, among other businesses, the U.S. hotel and transportation business of Holland America Princess Alaska Tours through U.S. corporations.

Our North American cruise ship businesses and certain ship-owning subsidiaries are engaged in a trade or business within the U.S. Depending on its itinerary, any particular ship may generate income from sources within the U.S. We believe that our U.S. source income and the income of our ship-owning subsidiaries, to the extent derived from, or incidental to, the international operation of a ship or ships, is currently exempt from U.S. federal income and branch profit taxes.

Our domestic U.S. operations, principally the hotel and transportation business of Holland America Princess Alaska Tours, are subject to federal and state income taxation in the U.S.

1. Application of Section 883 of the Internal Revenue Code

In general, under Section 883 of the Internal Revenue Code, certain non-U.S. corporations (such as our North American cruise ship businesses) are not subject to U.S. federal income tax or branch profits tax on U.S. source income derived from, or incidental to, the international operation of a ship or ships. Applicable U.S. Treasury regulations provide in general that a foreign corporation will qualify for the benefits of Section 883 if, in relevant

part, (i) the foreign country in which the foreign corporation is organized grants an equivalent exemption to corporations organized in the U.S. in respect of each category of shipping income for which an exemption is being claimed under Section 883 (an “equivalent exemption jurisdiction”) and (ii) the foreign corporation meets a defined publicly-traded corporation stock ownership test (the “publicly-traded test”). Subsidiaries of foreign corporations that are organized in an equivalent exemption jurisdiction and meet the publicly-traded test also benefit from Section 883. We believe that Panama is an equivalent exemption jurisdiction and that Carnival Corporation currently satisfies the publicly-traded test under the regulations. Accordingly, substantially all of Carnival Corporation’s income is exempt from U.S. federal income and branch profit taxes.

Regulations under Section 883 list certain activities that the Internal Revenue Service (“IRS”) does not consider to be incidental to the international operation of ships and, therefore, the income attributable to such activities, to the extent such income is U.S. source, does not qualify for the Section 883 exemption. Among the activities identified as not incidental are income from the sale of air transportation, transfers, shore excursions and pre- and post-cruise land packages to the extent earned from sources within the U.S.

2. Exemption Under Applicable Income Tax Treaties

We believe that the U.S. source transportation income earned by Carnival plc and its Italian resident subsidiary currently qualifies for exemption from U.S. federal income tax under applicable bilateral U.S. income tax treaties.

3. U.S. State Income Tax

Carnival Corporation and Carnival plc and certain of their subsidiaries are subject to various U.S. state income taxes generally imposed on each state’s portion of the U.S. source income subject to U.S. federal income taxes. However, the state of Alaska imposes an income tax on its allocated portion of the total income of our companies doing business in Alaska and certain of their subsidiaries.

b. UK and Australian Income Tax

Cunard, P&O Cruises (UK) and P&O Cruises (Australia) are divisions of Carnival plc and have elected to enter the UK tonnage tax under a rolling ten-year term and, accordingly, reapply every year. Companies to which the tonnage tax regime applies pay corporation taxes on profits calculated by reference to the net tonnage of qualifying ships. UK corporation tax is not chargeable under the normal UK tax rules on these brands’ relevant shipping income. Relevant shipping income includes income from the operation of qualifying ships and from shipping related activities.

For a company to be eligible for the regime, it must be subject to UK corporation tax and, among other matters, operate qualifying ships that are strategically and commercially managed in the UK. Companies within UK tonnage tax are also subject to a seafarer training requirement.

Our UK non-shipping activities that do not qualify under the UK tonnage tax regime remain subject to normal UK corporation tax. Dividends received from subsidiaries of Carnival plc doing business outside the UK are generally exempt from UK corporation tax.

P&O Cruises (Australia) and all of the other cruise ships operated internationally by Carnival plc for the cruise segment of the Australian vacation region are exempt from Australian corporation tax by virtue of the UK/Australian income tax treaty.

c. Italian and German Income Tax

In early 2015, Costa and AIDA re-elected to enter the Italian tonnage tax regime through 2024 and can reapply for an additional ten-year period beginning in early 2025. Companies to which the tonnage tax regime applies pay corporation taxes on shipping profits calculated by reference to the net tonnage of qualifying ships

Most of Costa’s and AIDA’s earnings that are not eligible for taxation under the Italian tonnage tax regime will be taxed at an effective tax rate of 5.5%.

Substantially all of AIDA’s earnings are exempt from German income taxes by virtue of the Germany/Italy income tax treaty.

d. Income and Other Taxes in Asian Countries

Substantially all of our brands' income from their international operation in Asian countries is exempt from local corporation tax by virtue of relevant income tax treaties.

e. Other

In addition to or in place of income taxes, virtually all jurisdictions where our ships call impose taxes, fees and other charges based on guest counts, ship tonnage, passenger capacity or some other measure.

XXI. Trademarks and Other Intellectual Property

We own, use and/or have registered or licensed numerous trademarks, copyrights and domain names, which we believe are widely recognized and have considerable value. These intangible assets enable us to distinguish our cruise products and services, ships and programs from those of our competitors. We own the trademarks for the trade names of our cruise brands, each of which we believe is a widely-recognized brand in the cruise industry, as well as our ship names and a wide variety of cruise products and services.

XXII. Competition

We compete with land-based vacation alternatives throughout the world, such as hotels, resorts (including all-inclusive resorts), theme parks, organized tours, casinos, vacation ownership properties, and other internet-based alternative lodging sites. Based on the most recent G.P. Wild Cruise Industry Statistical Review, we, along with our principal cruise competitors Royal Caribbean Cruises Ltd., Norwegian Cruise Line Holdings, Ltd. and MSC Cruises, carry approximately 87% of all global cruise guests.

D. Website Access to Carnival Corporation & plc SEC Reports

Our Form 10-K, joint Quarterly Reports on Form 10-Q, joint Current Reports on Form 8-K, joint Proxy Statement related to our annual shareholders meeting, Section 16 filings and all amendments to those reports are available free of charge on our home pages at www.carnivalcorp.com and www.carnivalplc.com and on the SEC's home page at www.sec.gov as soon as reasonably practicable after we have electronically filed or furnished these reports with the SEC. The content of any website referred to within this Strategic Report is not incorporated by reference into this Strategic Report.

E. Industry and Market Data

This Strategic Report includes market share and industry data and forecasts that we obtained from industry publications, third-party surveys and internal company surveys. Industry publications, including those from CLIA, G.P. Wild, and surveys and forecasts, including those from TripAdvisor and Nielsen Global, generally state that the information contained therein has been obtained from sources believed to be reliable. CLIA is a non-profit marketing and training organization formed in 1975 to promote cruising and offer support and training for the travel agent community in North America. CLIA participates in the regulatory and policy development process while supporting measures that foster a safe, secure and healthy cruise ship environment. In addition, CLIA facilitates strategic relationships between cruise industry suppliers and organizations, cruise lines, ports and shipyards and provides a forum for interaction with governmental agencies. All CLIA information, obtained from the CLIA website www.cruising.org, relates to the CLIA member cruise lines. In 2016, CLIA represents 60 cruise brands that operate more than 95% of cruise industry capacity. G.P. Wild is an authoritative source of cruise industry statistics and publishes a number of reports and industry reviews. All G.P. Wild information is obtained from their annual Cruise Industry Statistical Review. All other references to third party information are publicly available at nominal or no cost. We use the most currently available industry and market data to support statements as to our market positions. Although we believe that the industry publications and third-party sources are reliable, we have not independently verified any of the data. Similarly, while we believe our internal estimates with respect to our industry are reliable, they have not been verified by any independent sources. While we are not aware of any misstatements regarding any industry data presented herein, our estimates, in particular as they relate to market share and our general expectations, involve risks and uncertainties and are subject to change based on various factors, including those under item 4. Risk Management and/or Mitigation of Principal Risks within this Strategic Report.

2. Business Review.

2016 Executive Overview

Overall, 2016 was a great year for us as we achieved the highest full-year earnings in our company's history. Our results were driven primarily by strong operational improvements combined with accretion from our share repurchase program. We are well on our way to reaching our objective of double digit ROIC.

Key information for 2016 compared to the prior year (see "Key Performance Non-GAAP Financial Indicators"):

- Net income for 2016 increased 58% to \$2.8 billion from \$1.8 billion for 2015 and diluted earnings per share increased to \$3.72 in 2016 from \$2.26 in 2015
- Adjusted net income increased 23% to \$2.6 billion from \$2.1 billion in 2015 and adjusted diluted earnings per share increased to \$3.45 from \$2.70 in 2015. Adjusted net income excludes unrealized gains and losses on fuel derivatives and other items totaling \$199 million in gains for the full year 2016 and \$349 million of losses for the full year 2015
- Gross revenue yields (revenue per available lower berth day or "ALBD") increased 0.8%. In constant currency, net revenue yields increased 3.9%, comprised of a 4.5% increase in net passenger ticket revenue yields and a 2.3% increase in net onboard and other revenue yields
- Gross cruise costs including fuel per ALBD decreased 2.8%. Net cruise costs excluding fuel per ALBD ("available lower berth day") in constant currency increased 1.6%
- Changes in fuel prices (including realized fuel derivative losses) and currency exchange rates increased earnings by \$0.06 per share versus the prior year

Our results and growth in revenue yields are a credit to the commitment and the passion of our team members and the support of our valued travel agent partners. Our brands' teams continue to be successful in increasing demand in excess of measured capacity growth through ongoing efforts to consistently exceed our guests' expectations while providing a wide variety of exceptional vacation experiences. Our ongoing public relations efforts and advertising are also contributing to our demand growth.

Our multi-brand marketing initiatives continue to drive increased consideration to purchase a cruise vacation with us. We recently created original TV programs that are airing on major networks, reaching viewers during the large family-oriented programming blocks. These programs are designed to educate, entertain and engage viewers by showcasing exciting adventures, exotic cultures and popular global destinations. With at least 80 original episodes, the new experiential series use compelling and authentic storytelling to share the powerful way travel by sea connects people, places and cultures around the world. Each of our brands is featured during the inaugural season. We have more opportunities already in the pipeline for next year to keep cruising in the forefront of vacationers' minds including "The New Celebrity Apprentice" show airing on NBC in February during our peak booking period. All of these efforts promote consideration around the globe by prominently featuring amazing cruise experiences on our world leading cruise lines.

We continue to also focus our efforts on helping our guests choose the cruise brands that will meet their unique needs and desires, improving their overall vacation experiences and building state-of-the-art ships with innovative onboard offerings and unequalled guest services. In 2016, we took delivery of four new ships: 3,290-passenger capacity ship *AIDA Prima*, 3,900-passenger *Carnival Vista*, 2,650-passenger *ms Koningsdam* and 600-passenger capacity *Seabourn Encore*. In addition, we have a total of 19 cruise ships scheduled to be delivered between 2017 and 2022. Some of these ships will replace existing capacity as less efficient ships exit our fleet. Since 2006, we have removed 18 ships from our fleet, and our newbuild program has been designed to consider an expected acceleration in our fleet replacement cycle over time. We also continue to invest in our existing fleet to further enhance guest experiences, including the recent remastering of Cunard's *Queen Mary 2* and the continued roll-out of Fun Ship® 2.0 enhancements to now over 60% of the Carnival Cruise Line fleet.

At the forefront of innovation and our continuous efforts to enhance our cruise products and services, we recently unveiled an interactive guest experience platform developed to enable elevated service levels through enhanced guest interactions before, during and after cruise vacations. The Ocean Medallion™ and its ecosystem will enable personalized and customized guest experience on a level not previously considered possible by interacting with thousands of sensors, kiosks, interactive surfaces and smart devices. With this innovation, from the moment our guests first engage with us, their experiences will seamlessly be powered by their preferences. The new guest experience platform will debut on *Regal Princess* in November 2017, followed by *Royal Princess* and *Caribbean Princess* in early 2018.

We continue to identify and implement new strategies and tactics to strengthen our cruise ticket revenue management processes and systems across our portfolio of brands, such as optimizing our pricing methodologies and improving our pricing models. We are currently rolling-out our state-of-the-art revenue management system across six brands and expect the roll-out to be completed by early 2018. We also continue to implement initiatives to better coordinate and optimize our brands' global deployment strategies to maximize guest satisfaction and profits.

We believe there are large addressable markets with low penetration all over the world, including in established markets such as North America and emerging markets such as Asia, where economic growth has raised discretionary income levels resulting in increased demand for vacations. We are focused on fostering demand for cruising in these markets. We believe that we have significant opportunities to continue to profitably grow our presence in China due to its large and growing middle-class population, expansion of its international tourism and the government's plan to support the cruise industry. Including the introduction of a Princess Cruises ship built specifically for Chinese guests in 2017, 6% of our total capacity will be deployed in China.

Furthermore, we continue to accelerate progress on our cost containment efforts. With over 100 ships and more than 11.5 million guests in 2016, we have the scale to optimize our structure by utilizing our combined purchasing volumes and common technologies as well as implementing cross-brand initiatives aimed at cost containment.

We consider health, environment, safety, security and sustainability matters to be our core guiding principles. Our uncompromising commitment to the safety and comfort of our guests and crew is paramount to the success of our business. We are committed to operating a safe and reliable fleet and protecting the health, safety and security of our guests, employees and all others working on our behalf. We continue to focus on further enhancing the safety measures onboard all of our ships. As a result of the environmental issues found on certain Princess ships, our entire fleet has re-focused and increased efforts to protect the environment in which our vessels sail and the communities in which we operate. We are dedicated to fully complying with, or exceeding, all legal and statutory requirements related to health, environment, safety, security and sustainability throughout our business.

In an effort to extend our commitment to sustainability and to play a leading role in matters of environmental protection in the cruise industry, we are expanding our investment in the use of low carbon fuels, in particular, the environmentally friendly liquefied natural gas ("LNG"). This year *AIDAprima* became the first cruise ship in the world to be powered by LNG. In addition, we introduced industry-leading shoreside technology to monitor real-time navigational performance and energy use across our fleet and opened a significantly expanded Arison Maritime Center in the Netherlands delivering state of the art maritime training through cutting edge bridge and engine room simulators and curriculum.

We remain committed to our goal of profitably growing our cruise business and increasing our ROIC, while maintaining our strong investment grade credit ratings. Our ability to generate significant operating cash flow allows us to internally fund our capital investments and to manage our debt level in a manner consistent with maintaining our strong credit metrics. In 2016, we generated over \$5.1 billion of cash from operations, 13% higher than last year, and investing activities, including our capital expenditures, were \$3.3 billion, leaving us with \$1.8 billion of free cash flow.

We are also committed to returning free cash flow (cash flow from operations less investing activities) and more to our shareholders in the form of dividends and/or share repurchases. During 2016, we returned \$3.3 billion to our shareholders through our regular quarterly dividends and share repurchases. In 2016, we increased our quarterly dividend by 17% to \$0.35 per share from \$0.30 per share and repurchased approximately 48.5 million shares for \$2.3 billion.

Outlook for the 2017 First Quarter and Full Year

On December 20, 2016, we said that we expected our adjusted diluted earnings per share for the 2017 first quarter to be in the range of \$0.31 to \$0.35 and 2017 full year to be in the range of \$3.30 to \$3.60 (see “Key Performance Non-GAAP Financial Indicators”). Our guidance was based on the assumptions in the table below.

	2017 Assumptions at December 20, 2016
First quarter fuel cost per metric ton consumed	\$ 356
Full year fuel cost per metric ton consumed	\$ 374
First quarter currencies	
U.S. dollar to euro	\$ 1.04
U.S. dollar to sterling	\$ 1.24
U.S. dollar to Australian dollar	\$ 0.73
Full year currencies	
U.S. dollar to euro	\$ 1.04
U.S. dollar to sterling	\$ 1.24
U.S. dollar to Australian dollar	\$ 0.73

The fuel and currency assumptions used in our guidance change daily and, accordingly, our forecasts change daily based on the changes in these assumptions.

The above forward-looking statements involve risks, uncertainties and assumptions with respect to us. There are many factors that could cause our actual results to differ materially from those expressed above. You should read the above forward-looking statements together with the discussion of these and other risks under Item 4 Risk Management and/or Mitigation of Principle Risks within this Strategic Report and “Cautionary Note Concerning Factors That May Affect Future Results” within this Strategic Report.

Critical Accounting Estimates

Our critical accounting estimates are those we believe require our most significant judgments about the effect of matters that are inherently uncertain. A discussion of our critical accounting estimates, the underlying judgments and uncertainties used to make them and the likelihood that materially different estimates would be reported under different conditions or using different assumptions based on IFRS accounting standards is as follows:

Ship Accounting

Our most significant assets are our ships, including ship improvements and ships under construction, which represent 80% of our total assets at November 30, 2016. We make several critical accounting estimates with respect to our ship accounting. First, in order to compute our ships’ depreciation expense, which represented 12% of our cruise costs and expenses in 2016, we have to estimate the useful life of each of our ships as well as their residual values. Secondly, we account for ship improvement costs by capitalizing those costs we believe add value to our ships and have a useful life greater than one year and depreciate those improvements over its estimated remaining useful life. The costs of repairs and maintenance, including minor improvement costs and dry-dock expenses, are charged to expense as incurred. When we record the retirement of a ship component included within the ship’s cost basis, we may have to estimate the net book value of the asset being retired in order to remove it from the ship’s cost basis.

We determine the useful life of our ships and ship improvements based on our estimates of the period over which the assets will be of economic benefit to us, including the impact of long-term vacation market conditions, marketing and technical obsolescence, competition, physical deterioration, historical useful lives of similarly-built ships, regulatory constraints and maintenance requirements. In addition, we consider estimates of the weighted-average useful lives of the ships’ major component systems, such as the hull, cabins, main electric, superstructure and engines. Taking all of this into consideration, we have estimated our new ships’ useful lives at 30 years.

We determine the residual value of our ships based on our long-term estimates of their resale value at the end of their useful life to us but before the end of their physical and economic lives to others, historical resale values of our and other cruise ships and viability of the secondary cruise ship market. We have estimated our residual values at 15% of our original ship cost.

Given the large size and complexity of our ships, ship accounting estimates require considerable judgment and are inherently uncertain. We do not have cost segregation studies performed to specifically componentize our ships. In addition, since we do not separately componentize our ships, we do not identify and track depreciation of original ship components. Therefore, we typically have to estimate the net book value of components that are retired, based primarily upon their replacement cost, their age and their original estimated useful lives.

If materially different conditions existed, or if we materially changed our assumptions of ship useful lives and residual values, our depreciation expense, loss on retirement of ship components and net book value of our ships would be materially different. In addition, if we change our assumptions in making our determinations as to whether improvements to a ship add value, the amounts we expense each year as repair and maintenance expense could increase, which would be partially offset by a decrease in depreciation expense, resulting from a reduction in capitalized costs. Our 2016 ship depreciation expense would have increased by approximately \$43 million assuming we had reduced our estimated 30-year ship useful life estimate by one year at the time we took delivery or acquired each of our ships. In addition, our 2016 ship depreciation expense would have increased by approximately \$219 million assuming we had estimated our ships to have no residual value at the time of their delivery or acquisition.

We believe that the estimates we made for ship accounting purposes are reasonable and our methods are consistently applied in all material respects and result in depreciation expense that is based on a rational and systematic method to equitably allocate the costs of our ships to the periods during which we use them. In addition, we believe that the estimates we made are reasonable. We applied our methods consistently in determining (1) the useful life and residual values of our ships, including ship improvements (2) which improvement costs add value to our ships and (3) the net book value of ship component assets being retired. Finally, we believe our critical ship accounting estimates are generally comparable with those of other major cruise companies.

Asset Impairments

Impairment reviews of our cruise ships and goodwill require us to make significant estimates to determine the fair values of these ships and cruise brands.

For our cruise ships, we perform our impairment reviews, if required, at the individual cruise ship level, which is the lowest level for which we have identifiable cash flows. See Note 10 "Property and Equipment" of the Carnival plc financial statements.

We believe it is probable the estimated fair value of each of our cruise brands with goodwill at November 30, 2016 exceeded their carrying value. See Note 11 "Goodwill and Other Intangible Assets" of the Carnival plc financial statements.

The determination of fair value includes numerous assumptions that are subject to various risks and uncertainties, unless a comparable, viable actively-traded market exists, which is usually not the case for cruise ships and cruise brands. Our ships' fair values are typically estimated based either on ship sales price negotiations or discounted future cash flows. The principal assumptions used to calculate our discounted future cash flows include forecasted future operating results over the expected period. We believe the ships, including their estimated residual values, will have economic benefit to us.

In performing annual assessments of our cruise brands' that carry goodwill, factors considered include industry and market conditions, macroeconomic conditions, changes to weighted-average cost of capital ("WACC"), overall financial performance, changes in fuel prices and capital expenditures. In determining the estimated fair values of cruise brands utilizing discounted future cash flow analysis for our quantitative goodwill impairment tests, significant judgments are made related to forecasted operating results, including net revenue yields and net cruise costs including fuel prices; capacity changes, including the expected rotation of vessels into, or out of, the cruise brand; WACC of market participants, adjusted for the risk attributable to the geographic regions in which the cruise brand operates; capital expenditures; proceeds from forecasted dispositions of ships and terminal values.

We believe that we have made reasonable estimates and judgments in determining whether our cruise ships and goodwill have been impaired. However, if there is a change in assumptions used or if there is a change in the conditions or circumstances influencing fair values in the future, then we may need to recognize an impairment charge.

Contingencies

We periodically assess the potential liabilities related to any lawsuits or claims brought against us, as well as for other known unasserted claims, including environmental, legal, regulatory, guest and crew and tax matters. In addition, we periodically assess the recoverability of our trade and other receivables and our charter-hire and other counterparty credit exposures, such as potential contractual nonperformance by our Asian ship charter tour operators and by financial and other institutions with which we conduct significant business. Our credit exposure also includes contingent obligations related to our guests' cash payments received directly by travel agents and tour operators in Australia and Europe. In most of Europe, we are obligated to honor our guests' cruise payments made to their travel agents and tour operators regardless of whether we have received these payments. While it is typically very difficult to determine the timing and ultimate outcome of these matters, we use our best judgment to determine if it is probable that we will incur an expense related to the settlement or final adjudication of such matters and whether a reasonable estimation of such probable matters, if any, can be made. In assessing probable losses, we make estimates of the amount of probable insurance recoveries, if any, which are recorded as assets where appropriate. We accrue a liability and establish a reserve when we believe a loss is probable and the amount of the loss can be reasonably estimated in accordance with IFRS. Such accruals and reserves are typically based on developments to date, management's estimates of the outcomes of these matters, our experience in contesting, litigating and settling other similar matters, historical claims experience, actuarially determined estimates of liabilities and any related insurance coverages. See Note 23 "Contingent Liabilities" of the Carnival plc financial statements

Given the inherent uncertainty related to the eventual outcome of these matters and potential insurance recoveries, it is possible that all or some of these matters may be resolved for amounts materially different from any provisions or disclosures that we may have made. In addition, as new information becomes available, we may need to reassess the amount of asset or liability that needs to be accrued related to our contingencies. All such revisions in our estimates could materially impact our results of operations and financial position.

Results of Operations

We earn substantially all of our cruise revenues from the following:

- Sales of passenger cruise tickets and, in some cases, the sale of air and other transportation to and from airports near our ships' home ports and cancellation fees. We also collect fees, taxes and other charges from our guests. The cruise ticket price typically includes the following:
 - Accommodations
 - Most meals, including snacks at numerous venues
 - Access to amenities such as swimming pools, water slides, water parks, whirlpools, a health club and sun decks
 - Child care and supervised youth programs
 - Entertainment, such as theatrical and comedy shows, live music and nightclubs
 - Access to exclusive private islands and destinations
- Sales of goods and services not included in the cruise ticket price are generally the following:
 - Substantially all liquor and some non-alcoholic beverage sales
 - Casino gaming
 - Shore excursions
 - Gift shop items
 - Photo packages
 - Internet and communication services
 - Full service spas
 - Specialty restaurant
 - Art sales
 - Laundry and dry cleaning services

These goods and services are provided either directly by us or by independent concessionaires, from which we receive either a percentage of their revenues or a fee.

We incur cruise operating costs and expenses for the following:

- The costs of passenger cruise bookings, which represent costs that are directly associated with passenger cruise ticket revenues, and include travel agent commissions, cost of air and other transportation and credit and debit card fees
- Onboard and other cruise costs, which represent costs that are directly associated with onboard and other revenues, and include the costs of liquor and some non-alcoholic beverages, costs of tangible goods sold by us in our gift shops and from our photo packages, communication costs, costs of cruise vacation protection programs, costs of pre- and post-cruise land packages and credit and debit card fees
- Fuel costs, which include fuel delivery costs
- Payroll and related costs, which represent all costs related to our shipboard personnel, including deck and engine officers and crew and hotel and administrative employees, while costs associated with our shoreside personnel are included in selling and administrative expenses
- Food costs, which include both our guest and crew food costs
- Other ship operating expenses, which include port costs that do not vary with guest head counts; repairs and maintenance, including minor improvements and dry-dock expenses; hotel costs; entertainment; gains and losses on ship sales; ship impairments; freight and logistics; insurance premiums and all other ship operating expenses

Concession revenues do not have significant associated expenses because the costs and services incurred for concession revenues are borne by our concessionaires.

For segment information related to our North America and EAA cruise brands' revenues, expenses, operating income and other financial information, see Note 12 – "Segment Information" of the DLC Financial Statements, which are included in Annex I, but do not form part of these Carnival plc financial statements.

Statistical Information

	Years Ended November 30,	
	2016	2015
ALBDs (in thousands) (a) (b)	80,002	77,307
Occupancy percentage (c)	105.9%	104.8%
Passengers carried (in thousands)	11,522	10,837
Fuel consumption in metric tons (in thousands)	3,233	3,181
Fuel consumption in metric tons per thousand ALBDs	40.4	41.2
Fuel cost per metric ton consumed	\$ 283	\$ 393
Currencies		
U.S. dollar to euro	\$ 1.11	\$ 1.12
U.S. dollar to sterling	\$ 1.37	\$ 1.54
U.S. dollar to Australian dollar	\$ 0.74	\$ 0.76

(a) ALBD is a standard measure of passenger capacity for the period that we use to approximate rate and capacity variances, based on consistently applied formulas that we use to perform analyses to determine the main non-capacity driven factors that cause our cruise revenues and expenses to vary. ALBDs assume that each cabin we offer for sale accommodates two passengers and is computed by multiplying passenger capacity by revenue-producing ship operating days in the period.

(b) In 2016 compared to 2015, we had a 3.5% capacity increase in ALBDs comprised of a 7.5% capacity increase in our EAA segment and a slight capacity increase in our North America segment.

Our EAA segment's capacity increase was caused by:

- Full period impact from the transfer of two Holland America Line 1,260-passenger capacity ships to P&O Cruises (Australia) in 2015
- Partial period impact from one AIDA 3,290-passenger capacity ship delivered in 2016
- Partial period impact from one P&O Cruises (UK) 3,650-passenger capacity ship delivered in 2015
- Fewer ship dry-dock days in 2016 compared to 2015

Our North America segment's slight capacity increase was caused by:

- Partial period impact from one Carnival Cruise Line 3,930-passenger capacity ship delivered in 2016
- Partial period impact from one Holland America Line 2,650-passenger capacity ship delivered in 2016
- Partially offset by the full period impact from the transfer of two Holland America Line 1,260-passenger capacity ships to P&O Cruises (Australia) in 2015

(c) In accordance with cruise industry practice, occupancy is calculated using a denominator of ALBDs, which assumes two passengers per cabin even though some cabins can accommodate three or more passengers. Percentages in excess of 100% indicate that on average more than two passengers occupied some cabins.

2016 Compared to 2015

Revenues

Consolidated

Cruise passenger ticket revenues made up 74% of our 2016 total revenues. Cruise passenger ticket revenues increased by \$489 million, or 4.2%, to \$12.1 billion in 2016 from \$11.6 billion in 2015.

This increase was caused by:

- \$404 million – 3.5% capacity increase in ALBDs
- \$138 million – an accounting reclassification in our EAA segment, which has no impact on our operating income as the increase in passenger revenues is fully offset by an increase in operating expenses (“accounting reclassification”)
- \$114 million – slight increase in occupancy
- \$40 million – increase in cruise ticket revenue, driven primarily by price improvements in Caribbean and Alaskan programs for our North America segment and Mediterranean and North European programs for our EAA segment, partially offset by net unfavorable foreign currency transactional impacts

These increases were partially offset by foreign currency translational impact from a stronger U.S. dollar against the functional currencies of our foreign operations (“foreign currency translational impact”), which accounted for \$215 million.

The remaining 26% of 2016 total revenues were substantially all comprised of onboard and other cruise revenues, which increased by \$181 million, or 4.7%, to \$4.1 billion in 2016 from \$3.9 billion in 2015.

This increase was caused by:

- \$135 million – 3.5% capacity increase in ALBDs
- \$55 million – higher onboard spending by our guests
- \$38 million – slight increase in occupancy

These increases were partially offset by the 2016 foreign currency translational impact, which accounted for \$46 million.

Onboard and other revenues included concession revenues that decreased by \$43 million, or 4.0%, to \$1.0 billion in 2016 from \$1.1 billion in 2015.

North America Segment

Cruise passenger ticket revenues made up 72% of our North America segment's 2016 total revenues. Cruise passenger ticket revenues increased by \$289 million, or 4.1%, to \$7.3 billion in 2016 from \$7.0 billion in 2015.

This increase was substantially due to:

- \$92 million – net increase in cruise ticket revenue, driven primarily by price improvements in Caribbean and Alaskan programs, partially offset by unfavorable foreign currency transactional impacts
- \$67 million – slight capacity increase in ALBDs
- \$58 million – increase in air transportation revenues from guests who purchased their tickets from us
- \$53 million – slight increase in occupancy

The remaining 28% of our North America segment's 2016 total revenues were comprised of onboard and other cruise revenues, which increased by \$100 million, or 3.7%, to \$2.8 billion in 2016 from \$2.7 billion in 2015.

This increase was substantially due to:

- \$52 million – higher onboard spending by our guests
- \$26 million – slight capacity increase in ALBDs
- \$21 million – slight increase in occupancy

Onboard and other revenues included concession revenues that decreased by \$46 million, or 6.1%, to \$701 million in 2016 from \$747 million in 2015.

EAA Segment

Cruise passenger ticket revenues made up 82% of our EAA segment's 2016 total revenues. Cruise passenger ticket revenues increased by \$214 million, or 4.6%, to \$4.8 billion in 2016 from \$4.6 billion 2015.

This increase was caused by:

- \$344 million – 7.5% capacity increase in ALBDs
- \$138 million – the accounting reclassification
- \$69 million – 1.5 percentage point increase in occupancy

These increases were partially offset by:

- \$215 million – foreign currency translational impact
- \$66 million – decrease in air transportation revenues from guests who purchased their tickets from us
- \$59 million – decrease in cruise ticket revenue, driven by unfavorable foreign currency transactional impacts

The remaining 18% of our EAA segment's 2016 total revenues were comprised of onboard and other cruise revenues, which increased by \$56 million, or 5.4%, to \$1.1 billion in 2016 from \$1.0 billion in 2015. The increase was caused by a 7.5% capacity increase in ALBDs, which accounted for \$77 million, partially offset by foreign currency translational impact, which accounted for \$46 million.

Onboard and other revenues included concession revenues that slightly increased to \$332 million in 2016 from \$329 million in 2015.

Costs and Expenses

Consolidated

Operating costs and expenses decreased slightly by \$64 million and remained at \$9.4 billion in 2016 and 2015.

This decrease was caused by:

- \$377 million – lower fuel prices of \$354 million and improved fuel consumption of \$23 million
- \$136 million – foreign currency translational impact
- \$57 million – lower dry-dock expenses

These decreases were partially offset by:

- \$324 million – 3.5% capacity increase in ALBDs
- \$138 million – the accounting reclassification
- \$36 million – slight increase in occupancy

Selling and administrative expenses increased by \$130 million, or 6.3%, to \$2.2 billion in 2016 from \$2.1 billion in 2015.

This increase was caused by:

- \$72 million – 3.5% capacity increase in ALBDs
- \$46 million – various selling and administrative initiatives
- \$40 million – litigation settlements

These increases were partially offset by the foreign currency translational impact, which accounted for \$28 million.

Depreciation and amortization expenses increased by \$112 million, or 6.9%, to \$1.7 billion in 2016 from \$1.6 billion in 2015. This increase was due to changes in capacity and improvements to existing ships and shoreside assets.

Total costs and expenses as a percentage of revenues decreased to 81% in 2016 from 84% in 2015. The three percentage point decrease in our total costs and expenses as a percentage of revenues was driven by lower fuel prices in 2016 compared to 2015.

North America Segment

Operating costs and expenses decreased by \$152 million, or 2.6%, to \$5.6 billion in 2016 from \$5.8 billion in 2015.

This decrease was caused by:

- \$239 million – lower fuel prices of \$221 million and improved fuel consumption of \$18 million
- \$22 million – lower dry-dock expenses

These decreases were partially offset by:

- \$55 million – slight capacity increase in ALBDs
- \$53 million – higher air costs
- \$20 million – the nonrecurrence of a gain on a litigation settlement in 2015

Selling and administrative expenses increased by \$80 million, or 7.0%, to \$1.2 billion in 2016 from \$1.1 billion in 2015. This was caused by various selling and administrative initiatives, which accounted for \$69 million.

Depreciation and amortization expenses increased by \$63 million, or 6.3%, to \$1.1 billion in 2016 from \$1.0 billion in 2015. This increase was due to changes in capacity and improvements to existing ships and shoreside assets.

Total costs and expenses as a percentage of revenues decreased to 78% in 2016 from 81% in 2015. The three percentage point decrease in our total costs and expenses as a percentage of revenues was driven by lower fuel prices in 2016 compared to 2015.

EAA Segment

Operating costs and expenses increased by \$82 million, or 2.4%, to \$3.5 billion in 2016 from \$3.4 billion in 2015.

This increase was caused by:

- \$257 million – 7.5% capacity increase in ALBDs
- \$138 million – the accounting reclassification
- \$22 million – 1.5 percentage point decrease in occupancy
- \$21 million – higher ship port costs

These increases were partially offset by:

- \$136 million – foreign currency translational impact
- \$132 million – lower fuel prices
- \$67 million – higher air costs
- \$34 million – higher dry-dock expenses

Selling and administrative expenses slightly decreased by \$4 million to \$691 million in 2016 from \$695 million in 2015.

Depreciation and amortization expenses increased by \$38 million, or 6.8%, to \$599 million in 2016 from \$561 million in 2015.

This increase was caused by:

- \$42 million – 7.5% capacity increase in ALBDs
- \$22 million – improvements to existing ships and shoreside assets

These increases were partially offset by the foreign currency translational impact, which accounted for \$26 million.

Total costs and expenses as a percentage of revenues decreased to 82% in 2016 from 83% in 2015.

Operating Income

Our consolidated operating income increased by \$497 million, or 19.3%, to \$3.1 billion in 2016 from \$2.6 billion in 2015. Our North America brands' operating income increased by \$398 million, or 22.0%, to \$2.2 billion in 2016 from \$1.8 billion in 2015, and our EAA brands' operating income increased by \$153 million, or 16.3%, to \$1.1 billion in 2016 from \$938 million in 2015. These changes were primarily due to the reasons discussed above.

Nonoperating Expense

Losses on fuel derivatives, net were comprised of the following (in millions):

	Year Ended November 30,	
	2016	2015
Unrealized gains (losses) on fuel derivatives	\$ 236	\$ (332)
Realized losses on fuel derivatives, net	(283)	(244)
Losses on fuel derivatives, net	<u>\$ (47)</u>	<u>\$ (576)</u>

Key Performance Non-GAAP Financial Indicators

Non-GAAP Financial Measures

We use net cruise revenues per ALBD ("net revenue yields"), net cruise costs excluding fuel per ALBD, adjusted net income and adjusted earnings per share as non-GAAP financial measures of our cruise segments' and the company's financial performance. These non-GAAP financial measures are provided along with U.S. GAAP gross cruise revenues per ALBD ("gross revenue yields"), gross cruise costs per ALBD and U.S. GAAP net income and U.S. GAAP earnings per share.

We believe that gains and losses on ship sales and ship impairments and restructuring and certain other expenses are not part of our core operating business and, therefore, are not an indication of our future earnings performance. As such, we exclude these items from non-GAAP measures. Net revenue yields and net cruise costs excluding fuel per ALBD enable us to separate the impact of predictable capacity or ALBD changes from price and other changes that affect our business. We believe these non-GAAP measures provide useful information to investors and expanded insight to measure our revenue and cost performance as a supplement to our U.S. GAAP consolidated financial statements.

The presentation of our non-GAAP financial information is not intended to be considered in isolation from, as substitute for, or superior to the financial information prepared in accordance with U.S. GAAP. It is possible that our non-GAAP financial measures may not be exactly comparable to the like-kind information presented by other companies, which is a potential risk associated with using these measures to compare us to other companies.

Net revenue yields are commonly used in the cruise industry to measure a company's cruise segment revenue performance and for revenue management purposes. We use "net cruise revenues" rather than "gross cruise revenues" to calculate net revenue yields. We believe that net cruise revenues is a more meaningful measure in determining revenue yield than gross cruise revenues because it reflects the cruise revenues earned net of our most significant variable costs, which are travel agent commissions, cost of air and other transportation, certain other costs that are directly associated with onboard and other revenues and credit and debit card fees.

Net passenger ticket revenues reflect gross passenger ticket revenues, net of commissions, transportation and other costs. Net onboard and other revenues reflect gross onboard and other revenues, net of onboard and other cruise costs.

Net cruise costs excluding fuel per ALBD is the measure we use to monitor our ability to control our cruise segments' costs rather than gross cruise costs per ALBD. We exclude the same variable costs that are included in the calculation of net cruise revenues as well as fuel expense to calculate net cruise costs without fuel to avoid duplicating these variable costs in our non-GAAP financial measures. Substantially all of our net cruise costs excluding fuel are largely fixed, except for the impact of changing prices once the number of ALBDs has been determined.

We have not provided a reconciliation of forecasted gross cruise revenues to forecasted net cruise revenues or forecasted gross cruise costs to forecasted net cruise costs without fuel or forecasted U.S. GAAP net income to forecasted adjusted net income or forecasted U.S. GAAP earnings per share to forecasted adjusted earnings per share because preparation of meaningful U.S. GAAP forecasts of gross cruise revenues, gross cruise costs, net income and earnings per share would require unreasonable effort. We are unable to predict, without unreasonable effort, the future movement of foreign exchange rates and fuel prices. While we forecast realized gains and losses on fuel derivatives by applying current Brent prices to the derivatives that settle in the forecast period, we do not forecast the impact of unrealized gains and losses on fuel derivatives because we do not believe they are an indication of our future earnings performance. We are unable to determine the future impact of gains or losses on ships sales, restructuring expenses and other non-core gains and charges.

Constant Dollar and Constant Currency

Our EAA segment and Cruise Support segment operations utilize the euro, sterling and Australian dollar as their functional currencies to measure their results and financial condition. This subjects us to foreign currency translational risk. Our North America, EAA and Cruise Support segment operations also have revenues and expenses that are in a currency other than their functional currency. This subjects us to foreign currency transactional risk.

We report net revenue yields, net passenger revenue yields, net onboard and other revenue yields and net cruise costs excluding fuel per ALBD on a "constant dollar" and "constant currency" basis assuming the 2016 period currency exchange rates have remained constant with the 2015 period rates. These metrics facilitate a comparative view for the changes in our business in an environment with fluctuating exchange rates.

Constant dollar reporting is a non-GAAP financial measure that removes only the impact of changes in exchange rates on the translation of our EAA segment and Cruise Support segment operations.

Constant currency reporting is a non-GAAP financial measure that removes the impact of changes in exchange rates on the translation of our EAA segment and Cruise Support segment operations (as in constant dollar) plus the transactional impact of changes in exchange rates from revenues and expenses that are denominated in a currency other than the functional currency for our North America, EAA and Cruise Support segments.

Examples:

- The translation of our EAA segment operations to our U.S. dollar reporting currency results in decreases in reported U.S. dollar revenues and expenses if the U.S. dollar strengthens against these foreign currencies and increases in reported U.S. dollar revenues and expenses if the U.S. dollar weakens against these foreign currencies.
- Our North America segment operations have a U.S. dollar functional currency but also have revenue and expense transactions in currencies other than the U.S. dollar. If the U.S. dollar strengthens against these other currencies, it reduces the U.S. dollar revenues and expenses. If the U.S. dollar weakens against these other currencies, it increases the U.S. dollar revenues and expenses.
- Our EAA segment operations have euro, sterling and Australian dollar functional currencies but also have revenue and expense transactions in currencies other than their functional currency. If their functional currency strengthens against these other currencies, it reduces the functional currency revenues and expenses. If the functional currency weakens against these other currencies, it increases the functional currency revenues and expenses.

Under U.S. GAAP, the realized and unrealized gains and losses on fuel derivatives not qualifying as fuel hedges are recognized currently in earnings. We believe that unrealized gains and losses on fuel derivatives are not an indication of our earnings performance since they relate to future periods and may not ultimately be realized in our future earnings. Therefore, we believe it is more meaningful for the unrealized gains and losses on fuel derivatives to be excluded from our net income and earnings per share and, accordingly, we present adjusted net income and adjusted earnings per share excluding these unrealized gains and losses.

We believe that gains and losses on ship sales and ship impairments and restructuring and other expenses are not part of our core operating business and are not an indication of our future earnings performance. Therefore, we believe it is more meaningful for gains and losses on ship sales and ship impairments and restructuring and other non-core gains and charges to be excluded from our net income and earnings per share and, accordingly, we present adjusted net income and adjusted earnings per share excluding these items.

Consolidated gross and net revenue yields were computed by dividing the gross and net cruise revenues by ALBDs as follows (dollars in millions, except yields):

	Years Ended November 30,		
	2016	2016 Constant Dollar	2015
Passenger ticket revenues	\$ 12,090	\$ 12,305	\$ 11,601
Onboard and other revenues	4,068	4,114	3,887
Gross cruise revenues	16,158	16,419	15,488
Less cruise costs			
Commissions, transportation and other	(2,240)	(2,280)	(2,161)
Onboard and other	(553)	(560)	(526)
	(2,793)	(2,840)	(2,687)
Net passenger ticket revenues	9,850	10,025	9,440
Net onboard and other revenues	3,515	3,554	3,361
Net cruise revenues	\$ 13,365	\$ 13,579	\$ 12,801
ALBDs	80,002,092	80,002,092	77,307,323
Gross revenue yields	\$ 201.97	\$ 205.23	\$ 200.34
% increase vs. prior year	0.8%	2.4%	
Net revenue yields	\$ 167.06	\$ 169.74	\$ 165.58
% increase vs. prior year	0.9%	2.5%	
Net passenger ticket revenue yields	\$ 123.11	\$ 125.31	\$ 122.11
% increase vs. prior year	0.8%	2.6%	
Net onboard and other revenue yields	\$ 43.95	\$ 44.43	\$ 43.48
% increase vs. prior year	1.1%	2.2%	

	Years Ended November 30,		
	2016	2016 Constant Currency	2015
Net passenger ticket revenues	\$ 9,850	\$ 10,210	\$ 9,440
Net onboard and other revenues	3,515	3,557	3,361
Net cruise revenues	\$ 13,365	\$ 13,767	\$ 12,801
ALBDs	80,002,092	80,002,092	77,307,323
Net revenue yields	\$ 167.06	\$ 172.08	\$ 165.58
% increase vs. prior year	0.9%	3.9%	
Net passenger ticket revenue yields	\$ 123.11	\$ 127.62	\$ 122.11
% increase vs. prior year	0.8%	4.5%	
Net onboard and other revenue yields	\$ 43.95	\$ 44.46	\$ 43.48
% increase vs. prior year	1.1%	2.3%	

Consolidated gross and net cruise costs and net cruise costs excluding fuel per ALBD were computed by dividing the gross and net cruise costs and net cruise costs excluding fuel by ALBDs as follows (dollars in millions, except costs per ALBD):

	Years Ended November 30,		
	2016	2016 Constant Dollar	2015
Cruise operating expenses	\$ 9,231	\$ 9,366	\$ 9,292
Cruise selling and administrative expenses	2,188	2,216	2,058
Gross cruise costs	11,419	11,582	11,350
Less cruise costs included above			
Commissions, transportation and other	(2,240)	(2,280)	(2,161)
Onboard and other	(553)	(560)	(526)
Restructuring expenses	(2)	(2)	(25)
Gain on ship sale	2	2	8
Other	(41)	(41)	—
Net cruise costs	8,585	8,701	8,646
Less fuel	(915)	(915)	(1,249)
Net cruise costs excluding fuel	\$ 7,670	\$ 7,786	\$ 7,397
ALBDs	80,002,092	80,002,092	77,307,323
Gross cruise costs per ALBD	\$ 142.73	\$ 144.78	\$ 146.81
% decrease vs. prior year	(2.8)%	(1.4)%	
Net cruise costs excluding fuel per ALBD	\$ 95.87	\$ 97.34	\$ 95.68
% increase vs. 2015	0.2%	1.7%	

	Years Ended November 30,		
	2016	2016 Constant Currency	2015
Net cruise costs excluding fuel	\$ 7,670	\$ 7,777	\$ 7,397
ALBDs	80,002,092	80,002,092	77,307,323
Net cruise costs excluding fuel per ALBD	\$ 95.87	\$ 97.21	\$ 95.68
% increase vs. prior year	0.2%	1.6%	

Adjusted fully diluted earnings per share was computed as follows (in millions, except per share data):

	Years Ended November 30,	
	2016	2015
Net income		
U.S. GAAP net income	\$ 2,779	\$ 1,757
Unrealized (gains) losses on fuel derivatives, net	(236)	332
Restructuring expenses	2	25
(Gains) losses on ship sales and ship impairments, net	(2)	(8)
Other	37	-
Adjusted net income	\$ 2,580	\$ 2,106
Weighted-average shares outstanding	747	779
Earnings per share		
U.S. GAAP earnings per share	\$ 3.72	\$ 2.26
Unrealized (gains) losses on fuel derivatives, net	(0.32)	0.42
Restructuring expenses	-	0.03
(Gains) on ship sales and ship impairments, net	-	(0.01)
Other	0.05	-
Adjusted earnings per share	\$ 3.45	\$ 2.70

Net cruise revenues increased by \$564 million, or 4.4%, to \$13.4 billion in 2016 from \$12.8 billion in 2015.

The increase in net cruise revenues was caused by:

- \$446 million – 3.5% capacity increase in ALBDs
- \$519 million – 3.9% increase in constant currency net revenue yields

These increases were partially offset by foreign currency impacts, which accounted for \$402 million.

The 3.9% increase in net revenue yields on a constant currency basis was due to a 4.5% increase in net passenger ticket revenue yields and a 2.3% increase in net onboard and other revenue yields.

The 4.5% increase in net passenger ticket revenue yields was driven primarily by improvements in our Alaskan and Caribbean programs for our North America segment and Mediterranean and North European programs for our EAA segment and 1.1 percentage points of this yield increase resulted from the accounting reclassification.

The 4.5% increase in net passenger ticket revenue yields was caused by a 5.4% increase from our North America segment and a 3.7% increase from our EAA segment.

The 2.3% increase in net onboard and other revenue yields was caused by a 2.8% increase from our North America segment and a 1.7% increase from our EAA segment.

Gross cruise revenues increased by \$671 million, or 4.3%, to \$16.2 billion in 2016 from \$15.5 billion in 2015 for largely the same reasons as discussed above.

Net cruise costs excluding fuel increased by \$274 million, or 3.7%, to \$7.7 billion in 2016 from \$7.4 billion in 2015.

The increase in net cruise costs excluding fuel was caused by a 3.5% capacity increase in ALBDs, which accounted for \$258 million, partially offset by foreign currency impacts, which accounted for \$107 million

The 1.6% increase in constant currency net cruise costs excluding fuel per ALBD was principally due to higher repair and maintenance and dry-dock partially offset by a 1.5 percentage point increase that resulted from the accounting reclassification.

Fuel costs decreased by \$334 million, or 26.7%, to \$915 million in 2016 from \$1.2 billion in 2015. This was caused by lower fuel prices, which accounted for \$354 million and improved fuel consumption, which accounted for \$23 million, partially offset by a 3.5% capacity increase in ALBDs, which accounted for \$44 million.

Gross cruise costs slightly decreased by \$69 million and remained at \$11.4 billion in 2016 and 2015 for principally the same reasons as discussed above.

Liquidity, Financial Condition and Capital Resources

Our primary financial goals are to profitably grow our cruise business and increase our ROIC, reaching double digit returns, while maintaining a strong balance sheet and strong investment grade credit ratings. We define ROIC as the twelve-month adjusted earnings before interest divided by the monthly average of debt plus equity minus construction-in-progress. Our ability to generate significant operating cash flow allows us to internally fund our capital investments. We are committed to returning free cash flow to our shareholders in the form of dividends and/or share repurchases. As we continue to profitably grow our cruise business, we plan to increase our debt level in a manner consistent with maintaining our strong credit metrics. This will allow us to return both free cash flow and incremental debt proceeds to our shareholders in the form of dividends and/or share repurchases. Other objectives of our capital structure policy are to maintain a sufficient level of liquidity with our available cash and cash equivalents and committed financings for immediate and future liquidity needs, and a reasonable debt maturity profile.

Based on our historical results, projections and financial condition, we believe that our future operating cash flows and liquidity will be sufficient to fund all of our expected capital projects including shipbuilding

commitments, ship improvements, debt service requirements, working capital needs and other firm commitments over the next several years. We believe that our ability to generate significant operating cash flows and our strong balance sheet as evidenced by our investment grade credit ratings provide us with the ability, in most financial credit market environments, to obtain debt financing. See Item 4. Risk Management and/or Mitigation of Principal Risks within this Strategic Report.

Our business model allows us to operate with a working capital deficit and still meet our operating, investing and financing needs as our working capital includes:

- Current customer deposits – These deposits represent the passenger revenues already collected for cruises departing over the next twelve months and, accordingly, are substantially more like deferred revenue balances rather than actual current cash liabilities.
- Current debt obligations – We continue to generate significant cash from operations and have a strong balance sheet. This strong balance sheet provides us with the ability to refinance our current debt obligations before, or as they become due, in most financial credit market environments. We also have our revolving credit facilities available to provide long-term rollover financing.
- Therefore, we believe we will continue to have working capital deficits for the foreseeable future.

Our working capital deficit less current customer deposits and current debt obligations, a Non-GAAP financial measure important to investors in understanding our capital requirements, was as follows (in millions):

	November 30,	
	2016	2015
Working capital (deficit)	\$(5,383)	\$(4,505)
Less:		
Current customer deposits	(3,522)	(3,272)
Current debt obligations	(1,097)	(1,374)
	<u>\$ (764)</u>	<u>\$ 141</u>

Sources and Uses of Cash

Operating Activities

Our business provided \$5.1 billion of net cash from operations during 2016, an increase of \$0.6 billion, or 13%, compared to \$4.5 billion in 2015. This increase was caused by more cash being provided from our operating results.

Investing Activities

During 2016, net cash used in investing activities was \$3.3 billion. This was caused by:

- Our expenditures for capital projects, of which \$1.9 billion was spent on our ongoing new shipbuilding program, principally for *AIDAprima*, *Carnival Vista*, Holland America Line's *Koningsdam* and *Seabourn Encore*
- Capital expenditures of \$793 million for ship improvements and replacements and \$365 million for information technology, buildings and improvements and other assets
- Payment of \$291 million of fuel derivative settlements

During 2015, net cash used in investing activities was \$2.5 billion. This was substantially all due to:

- Our expenditures for capital projects, of which \$981 million was spent on our ongoing new shipbuilding program, primarily for P&O Cruises (UK)'s *Britannia*
- Capital expenditures of \$1.0 billion for ship improvements and replacements and \$301 million for information technology, buildings and improvements and other assets
- Payment of \$219 million of fuel derivative settlements

Financing Activities

During 2016, net cash used in financing activities of \$2.6 billion was substantially due to the following:

- Borrowed \$447 million of short-term borrowings, net of repayments, in connection with our availability of, and needs for, cash at various times throughout the period
- Repaid \$1.3 billion of long-term debt
- Issued \$555 million of euro-denominated publicly-traded notes, which net proceeds were used for general corporate purposes
- Borrowed \$987 million of long-term debt
- Paid cash dividends of \$977 million
- Purchased \$2.3 billion of shares of Carnival Corporation common stock and \$35 million of Carnival plc ordinary shares in open market transactions under our Repurchase Program

During 2015, net cash used in financing activities of \$942 million was substantially due to the following:

- Repaid a net \$633 million of short-term borrowings in connection with our availability of, and needs for, cash at various times throughout the year
- Repaid \$1.2 billion of long-term debt, including early repayment of \$225 million under an export credit facility
- Issued \$1.3 billion of publicly-traded notes, which net proceeds were used for generally corporate purposes
- Borrowed \$697 million of long-term debt
- Paid cash dividends of \$816 million
- Purchased \$276 million of shares of Carnival Corporation common stock in open market transactions under our Repurchase Program
- Purchased \$257 million and sold \$264 million of treasury stock under our Stock Swap program

Future Commitments and Funding Sources

At November 30, 2016, our contractual cash obligations, including ship construction contracts entered into through January 19, 2017, were as follows (in millions):

	Payments Due by						
	2017	2018	2019	2020	2021	Thereafter	Total
Recorded Contractual Cash							
Obligations							
Short-term borrowings	\$ 457						\$ 457
Long-term debt (a)	640	\$ 2,071	\$ 1,595	\$ 1,303	\$ 1,082	\$ 2,306	8,997
Other long-term liabilities reflected on the balance sheet (b)	-	221	219	64	56	183	743
Unrecorded Contractual Cash							
Obligations							
Shipbuilding (c)	1,360	2,587	3,449	3,311	2,429	1,636	14,772
Operating leases (c)	47	42	38	36	30	198	391
Port facilities and other (c)	228	195	117	108	102	875	1,625
Purchase obligations (d)	220	-	-	-	-	-	220
Fixed rate interest payments (e)	161	138	121	103	69	248	840
Floating rate interest payments (e) ..	41	41	34	30	28	56	230
Total Contractual Cash							
Obligations	\$ 3,154	\$ 5,295	\$ 5,573	\$ 4,955	\$ 3,796	\$ 5,502	\$ 28,275

- (a) Our long-term debt has a weighted-average maturity of 3.8 years. See Note 6 – “Unsecured Debt” of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements for additional information regarding these debt obligations.
- (b) Represents cash outflows for certain of our long-term liabilities that could be reasonably estimated. The primary outflows are for estimates of our compensation plans’ obligations, crew and guest claims, uncertain income tax position liabilities and certain deferred income taxes. Customer deposits and certain other deferred income taxes have been excluded from the table because they do not require a cash settlement in the future.

- (c) Our shipbuilding contractual obligations are legal commitments and, accordingly, cannot be canceled without cause by the shipyards or us, and such cancellation will subject the defaulting party to significant contractual liquidating damage payments. See Note 7 – “Commitments” of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements for additional information regarding these contractual cash obligations.
- (d) Represents legally-binding commitments, with remaining terms of less than one year, to purchase inventory and other goods and services made in the normal course of business to meet operational requirements.
- (e) Fixed rate interest payments represent cash outflows for fixed interest payments, including interest swapped from a floating rate to a fixed rate. Floating rate interest payments represent forecasted cash outflows for interest payments on floating rate debt.

As of November 30, 2016, our total annual capital expenditures consist of ships under contract for construction, including ship construction contracts entered into through January 19, 2017, and estimated improvements to existing ships and shoreside assets and are expected to be (in billions):

	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
Total capital expenditures	\$3.0	\$3.6	\$4.5	\$4.4	\$3.5	\$2.7

The year-over-year percentage increases in our annual capacity are expected to result primarily from contracted new ships entering service and are currently expected to be:

	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
Capacity increase (a)	2.9%	2.7%	5.4%	7.9%	6.9%	3.3%

- (a) These percentage increases exclude unannounced future ship orders, acquisitions, retirements, charters or sales.

Our Boards of Directors have authorized, subject to certain restrictions, the repurchase of up to an aggregate of \$1.0 billion of Carnival Corporation common stock and/or Carnival plc ordinary shares under the Repurchase Program. On January 28, 2016 and on June 27, 2016, the Boards of Directors approved a modification of the Repurchase Program authorization that increased the remaining authorized repurchases at the time of each approval by \$1.0 billion. At January 19, 2017, the remaining availability under the Repurchase Program was \$389 million. See Note 17 – “Reserves and Other Equity Activity” of the Carnival plc financial statements for further discussion of the Repurchase Program.

In addition to the Repurchase Program, the Boards of Directors authorized, in January 2017, the repurchase of up to 22.0 million Carnival plc ordinary shares and, in February 2016, the repurchase of up to 26.9 million shares of Carnival Corporation common stock under the Stock Swap programs. Under the Stock Swap programs, we sell shares of Carnival Corporation common stock or Carnival plc ordinary shares and use a portion of the net proceeds to purchase an equivalent number of Carnival plc ordinary shares or shares of Carnival Corporation common stock, as applicable. We use the Stock Swap programs in situations where we can obtain an economic benefit because either Carnival Corporation common stock or Carnival plc ordinary shares are trading at a price that is at a premium or discount to the price of Carnival plc ordinary shares or Carnival Corporation common stock. Any realized economic benefit under the Stock Swap programs is used for general corporate purposes, which could include repurchasing additional stock under the Repurchase Program.

Carnival plc ordinary share repurchases under both the Repurchase Program and the Stock Swap programs require annual shareholder approval. The existing shareholder approval is limited to a maximum of 21.5 million ordinary shares and is valid until the earlier of the conclusion of the Carnival plc 2017 annual general meeting or July 13, 2017. At January 19, 2017 the remaining Carnival plc availability under the Repurchase Program was 20.6 million ordinary shares. Under the Stock Swap programs, any sales of the Carnival Corporation common stock and Carnival plc ordinary shares have been or will be registered under the Securities Act of 1933.

During 2016 and 2015, under the Stock Swap programs, Carnival Investments Limited (“CIL”), a subsidiary of Carnival Corporation, sold 0.9 million and 5.1 million of Carnival plc ordinary shares for net proceeds of \$40 million and \$264 million, respectively. Substantially all of the net proceeds from these sales were used to purchase 0.9 million shares in 2016 and 5.1 million shares in 2015 of Carnival Corporation common stock. At January 19, 2017, the remaining availability under the Stock Swap programs was 22.0 million Carnival plc

ordinary shares and 26.0 million shares of Carnival Corporation common stock. See Note 17 – “Reserves and Other Equity Activity” of the Carnival plc financial statements for further discussion of the Stock Swap programs.

At November 30, 2016, we had liquidity of \$8.1 billion. Our liquidity consisted of \$347 million of cash and cash equivalents, which excludes \$256 million of cash used for current operations, \$2.4 billion available for borrowing under our revolving credit facilities, net of our outstanding commercial paper borrowing, and \$5.3 billion under our committed future financings, which are substantially all comprised of ship export credit facilities. These commitments are from numerous large and well-established banks and export credit agencies, which we believe will honor their contractual agreements with us. The committed future financing will be available as follows (in millions):

	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Availability of committed future financing	\$477	\$1,861	\$2,450	\$548

At November 30, 2016, our revolving credit facilities are scheduled to mature in 2021, except for \$300 million which matures in 2020.

Substantially all of our debt agreements contain financial covenants as described in Note 6 – “Unsecured Debt” of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements. At November 30, 2016, we were in compliance with our debt covenants. In addition, based on, among other things, our forecasted operating results, financial condition and cash flows, we expect to be in compliance with our debt covenants for the foreseeable future. Generally, if an event of default under any debt agreement occurs, then pursuant to cross default acceleration clauses, substantially all of our outstanding debt and derivative contract payables could become due, and all debt and derivative contracts could be terminated.

Off-Balance Sheet Arrangements

We are not a party to any off-balance sheet arrangements, including guarantee contracts, retained or contingent interests, certain derivative instruments and variable interest entities that either have, or are reasonably likely to have, a current or future material effect on our consolidated financial statements.

Quantitative and Qualitative Disclosures About Market Risk

For a discussion of our hedging strategies and market risks, see the discussion below and Note 11 – “Fair Value Measurements, Derivative Instruments and Hedging Activities” in the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements.

Foreign Currency Exchange Rate Risks

Operational Currency Risks

We have foreign operations that have functional currencies other than the U.S. dollar, which result in foreign currency translational impacts. We execute transactions in a number of currencies other than their functional currencies, which result in foreign currency transactional impacts. Based on a 10% change in all currency exchange rates that were used in our December 20, 2016 guidance, we estimate that our adjusted diluted earnings per share December 20, 2016 guidance would change by the following:

- \$0.34 per share on an annualized basis for 2017
- \$0.04 per share for the first quarter of 2017

Investment Currency Risks

The foreign currency exchange rates were as follows:

	<u>November 30,</u>	
	<u>2016</u>	<u>2015</u>
U.S. dollar to euro	\$1.06	\$1.06
U.S. dollar to sterling	\$1.24	\$1.50
U.S. dollar to Australian dollar	\$0.75	\$0.72

Had the November 30, 2015 currency exchange rates been used to translate our November 30, 2016 non-U.S. dollar functional currency operations' assets and liabilities instead of the November 30, 2016 U.S. dollar exchange rates, our total assets would have been higher by \$826 million and our total liabilities would have been higher by \$108 million.

As of November 30, 2016, we have foreign currency swaps and forwards of \$291 million and \$456 million, respectively, which settle through September 2019 and July 2017, respectively. These foreign currency swaps and forwards are designated as hedges of our net investments in foreign operations, which have a euro-denominated functional currency, thus partially offsetting the foreign currency exchange rate risk. Based on a 10% change in the U.S. dollar to euro exchange rate as of November 30, 2016, we estimate that these foreign currency swaps' and forwards' fair values and offsetting change in U.S. dollar value of our net investments would change by an insignificant amount.

Newbuild Currency Risks

At November 30, 2016, we have foreign currency zero cost collars that are designated as cash flow hedges for a portion of euro-denominated shipyard payments for the following newbuilds:

	Entered Into	Matures in	Weighted-Average Floor Rate	Weighted-Average Ceiling Rate
<i>Majestic Princess</i>	2015	March 2017	\$1.07	\$1.25
<i>Carnival Horizon</i>	2016	March 2018	\$1.02	\$1.25
<i>Seabourn Ovation</i>	2016	April 2018	\$1.02	\$1.25
<i>Holland America Nieuw Statendam</i> ...	2016	November 2018	\$1.05	\$1.25

If the spot rate is between the weighted-average ceiling and floor rates on the date of maturity, then we would not owe or receive any payments under these collars. The volatility in the spot rates within the weighted-average ceiling and floor rates will result in fluctuations in ship costs. At November 30, 2016, the estimated fair value of our outstanding foreign currency zero cost collars was a \$33 million liability. Based on a 10% increase or decrease in the November 30, 2016 euro to U.S. dollar exchange rates, we estimate the fair value of our foreign currency zero cost collars' liability would decrease \$61 million or increase \$90 million, respectively.

At January 19, 2017, our remaining newbuild currency exchange rate risk primarily relates to euro-denominated newbuild contract payments, which represent a total unhedged commitment of \$5.7 billion and substantially relates to newbuilds scheduled to be delivered 2019 through 2022 to non-euro functional currency brands. The functional currency cost of each of these ships will increase or decrease based on changes in the exchange rates until the unhedged payments are made under the shipbuilding contract. We may enter into additional foreign currency derivatives to mitigate some of this foreign currency exchange rate risk. Based on a 10% change in euro to U.S. dollar exchange rates as of November 30, 2016, the remaining unhedged cost of these ships would have a corresponding change of \$568 million.

Interest Rate Risks

The composition of our debt, including the effect of foreign currency swaps and interest rate swaps, was as follows:

	November 30, 2016
Fixed rate	28%
Euro fixed rate	35%
Floating rate	14%
Euro floating rate	23%

At November 30, 2016, we had interest rate swaps that have effectively changed \$500 million of EURIBOR-based floating rate euro debt to fixed rate euro debt. Based on a 10% change in the November 30, 2016 market interest rates, our annual interest expense on floating rate debt, including the effect of our interest rate swaps, would change by an insignificant amount. Substantially all of our fixed rate debt can only be called or prepaid by incurring additional costs.

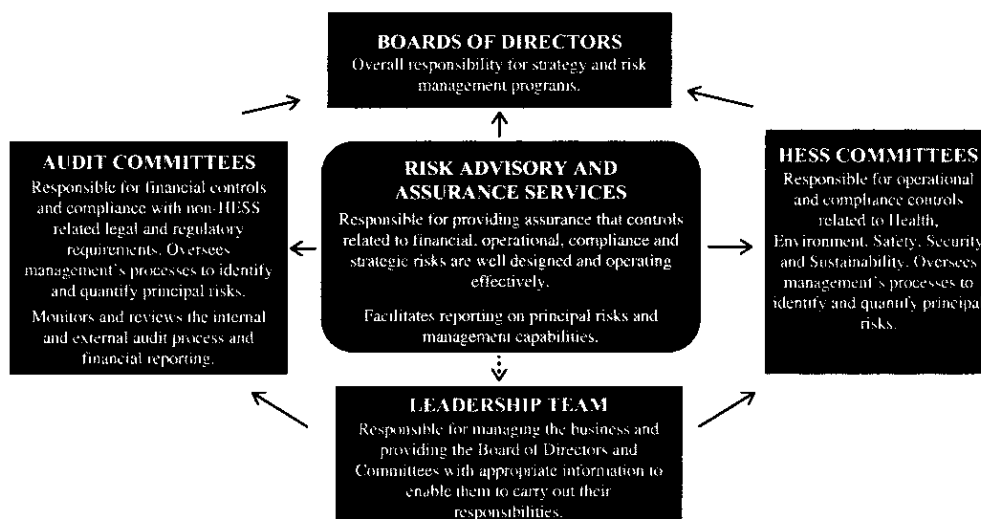
Fuel Price Risks

Our exposure to market risk for changes in fuel prices substantially all relates to the consumption of fuel on our ships. We expect to consume approximately 3.3 million metric tons of fuel in 2017. Based on a 10% change in our December 20, 2016 guidance's forecasted average fuel price, we estimate that our 2017 fuel expense, excluding the effect of zero cost collar fuel derivatives, would change by \$123 million.

We have Brent crude oil zero cost collar contracts. These zero cost collars are based on Brent prices whereas the actual fuel we use on our ships is marine fuel. See Note 11 – "Fair Value Measurements, Derivative Instruments and Hedging Activities" of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements for additional discussion of our fuel derivatives.

Our most recent zero cost collar contract was executed in 2014. At November 30, 2016, our zero cost collars cover a portion of our estimated fuel consumption through 2018. At November 30, 2016, the estimated fair value of our outstanding zero cost collar contracts was a net liability of \$342 million. Based on a 10% increase or decrease in the November 30, 2016 Brent forward price curve, we estimate the fair value of our fuel derivatives' net liability would decrease \$65 million or increase \$70 million, respectively. In addition, a 10% change in our December 20, 2016 guidance's Brent price would result in a \$0.06 per share change in realized losses on fuel derivatives for 2017 and a \$0.01 per share change for the 2017 first quarter.

3. Internal Control and Risk Assessment



Note: The BOD's Compensation and Nominating & Governance Committees are also responsible for some of the strategy and risk management programs.

Carnival Corporation & plc's Boards of Directors

The Boards of Directors ("BODs") have overall responsibility for determining the strategic direction of Carnival Corporation & plc and the nature and extent of the risk assumed by it. The BODs have carried out a robust assessment to ensure that these principal risks, including those that would threaten its business model, future performance, solvency or liquidity are effectively managed and/or mitigated to help ensure Carnival Corporation & plc is viable. As a result of this assessment the BODs have identified the nine principal risks and their management and/or mitigation as listed in Item 4. Risk Management and/or Mitigation of Principal Risks within this Strategic Report. The BODs oversight includes briefings by management, review of audit results and corrective actions, and the results of risk assessment and risk monitoring activities. The framework above illustrates the interaction between the BODs, its Committees and Carnival Corporation & plc management in order to continuously and annually assess, manage and/or mitigate risks. In this regard, the BODs delegates certain risk management activities to all its Committees, but principally to the Audit and HESS Committees as follows:

Audit Committees

The Audit Committees are responsible for oversight of Carnival Corporation & plc financial controls and compliance activities and oversees management's processes to identify and quantify principal risks. They monitor Carnival Corporation & plc's principal financial risks and non-HESS operational and compliance risks identified by the risk assessment processes and report their findings to the BODs. They are also responsible for reviewing in detail the effectiveness of Carnival Corporation & plc's system of internal control policies, and procedures for the identification, assessment and reporting of risk, including identifying new risks as they arise. They review and make recommendations arising from management reports on the effectiveness of internal controls and risk management systems. In addition, the Audit Committees review the historical audit coverage, the audit plan for the upcoming year and results of any testing carried out by Carnival Corporation & plc's internal audit department, Risk Advisory & Assurance Services ("RAAS"), and its external auditors. They also review arrangements by which employees may confidentially raise concerns about improprieties in Carnival Corporation & plc's financial reporting and financial controls. Finally, in connection with their risk oversight role, the Audit Committees regularly meet privately with representatives from Carnival Corporation & plc's independent auditors and registered certified public accounting firm, the Chief Audit Officer and the General Counsel.

HESS Committees

The HESS Committees monitor Carnival Corporation & plc's performance in managing and/or mitigating principal non-financial risks, principally those arising in respect of health, environment, safety, security and sustainability and report their findings to the BODs on a regular basis. The HESS Committees also identify new risks or exposures as they arise. Finally, they oversee management's processes to identify and quantify principal risks and review with management the actions required to minimize such risks.

Leadership Team

The Leadership Team, which consists of our most senior executive management, is responsible for having active plans to strategically manage and/or mitigate the principal financial and non-financial risks identified by the business from the risk assessment processes that are integrated within Carnival Corporation & plc's operations to ensure ongoing viability. Management responsibility for the management and/or mitigation of Carnival Corporation & plc's principal financial and non-financial risks is determined by the Leadership Team. Finally, the Leadership Team also identifies new risks as they arise and ensures they are properly reviewed and monitored.

RAAS

The RAAS department reports directly to the Audit and HESS Committees. RAAS supports the Audit and HESS Committees in fulfilling their governance and oversight responsibilities and are recognized as the BODs primary partner for providing risk advisory and assurance services. RAAS is responsible for providing assurance that controls related to financial (including the U.S. Sarbanes-Oxley Act ("SOX")), operational, compliance and strategic risks are well designed and operate effectively. This is achieved through the performance of annual audits and other reviews as requested by senior executive management and the Audit and HESS Committees. RAAS also conducts annual HESS audits of each brand's head office and of each ship in Carnival Corporation & plc's fleet. In addition, RAAS facilitates reporting on principal risks and how management manages and/or mitigates these risks. RAAS ensures their annual audit plan is well aligned with strategic goals and principal risks.

The primary purpose of RAAS is to identify and evaluate principal risks in the business. In doing so, RAAS provides senior management and the BODs with formal reports that include internal control opportunities related to our global operations. These reports also include management's action plans for addressing the opportunities and RAAS actively tracks the status of implementation. Any significant delays in plan implementations are highlighted and discussed with the BODs. To the extent that opportunities at one of our business units is applicable to one or more of our other business units, RAAS has various mechanisms for facilitating sharing and "lessons learned." In carrying out its functions, the RAAS Department works closely with the Global Accounting and Reporting Services and Corporate Legal Departments, as well as the CEO and the Chief Financial Officer and Chief Accounting Officer (the "Certifying Officers"). The Certifying Officers are required by rules of the

SEC to file written certifications on a quarterly basis certifying, among other items, that they have disclosed to the auditors and the Audit Committees all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Carnival Corporation & plc's ability to record, process, summarize and report financial information and any fraud, whether or not material, that involves management or other employees who have a significant role in Carnival Corporation & plc's internal control over financial reporting.

Internal control and risk management within Carnival Corporation & plc's business units is an ongoing process embedded in each of the operations. It is designed to identify, evaluate and manage the principal risks faced by the units. A robust system of internal controls designed to be capable of responding quickly to evolving risks in the business has been established, comprising procedures for the prompt reporting of significant and material internal control deficiencies together with the appropriate remedial actions.

Carnival Corporation & plc has adopted the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") guidance for implementing its internal controls based on the criteria established in the 2013 framework as part of our SOX compliance plan. COSO is considered to be the model internal control framework and references the same internal control objectives and components as are used by the 2014 revised UK Corporate Governance Code in assessing the effectiveness of a company's risk and control processes.

The system of internal control was in place throughout fiscal 2016 and has continued in place up to the date of approval of this Strategic Report. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives. The BODs confirm that they have performed their annual review of its effectiveness and that it is in compliance with the 2014 revised UK Corporate Governance Code. The BODs review of the system of internal controls has not identified any significant failings or weaknesses, and therefore, no remedial actions are required.

4. Risk Management and/or Mitigation of Principal Risks.

You should carefully consider the specific principal risk factors set forth below and the other information contained or incorporated by reference in this Strategic Report, as these are important factors that could cause our actual results, performance or achievements to differ materially from our expected or historical results. The ordering and lettering of the risk factors set forth below is not intended to reflect any Company indication of priority or likelihood. Some of the statements in this item and elsewhere in this Strategic Report and in the Carnival plc Financial Statements are "forward-looking statements." For a discussion of those statements and of other factors to consider see the "Cautionary Note Concerning Factors That May Affect Future Results" section below.

- a. Incidents, such as ship incidents, security incidents, the spread of contagious diseases and threats thereof, adverse weather conditions or other natural disasters and the related adverse publicity affecting our reputation and the health, safety, security and satisfaction of guests and crew could have an adverse effect on our sales and profitability.*

The operation of cruise ships, hotels, land tours, port and related commercial facilities and shore excursions involve the risk of incidents, including those caused by the improper operation or maintenance of ships, motorcoaches and trains; guest and crew illnesses, such as from the spread of contagious diseases; mechanical failures, fires and collisions and the resulting costs incurred on emergency ship repairs; repair delays; groundings; navigational errors; oil spills and other maritime and environmental mishaps; missing passengers and other incidents at sea or while in port or on land, which may cause injury and death, guest and crew discomfort, alteration of itineraries or cancellation of a cruise or series of cruises or tours. Although our uncompromising commitment to the safety and comfort of our guests and crew is paramount to the success of our business, our ships have been involved in accidents and other incidents in the past. We may experience similar or other incidents in the future. These types of incidents may bring into question guest and crew health, safety, security and satisfaction and may adversely affect our brands' reputations and the demand for our brands and cruising in general, which may affect our sales and profitability, may result in additional costs to our business, and may result in litigation against us and increasing government or other regulatory oversight.

Our ability to effectively and efficiently operate shipboard and shoreside activities may be impacted by widespread public health issues/illnesses or health warnings resulting in, among other things, reduced demand for

cruises and cruise and ship charter cancellations and employee absenteeism that could have an adverse effect on our sales and profitability. For example, a severe outbreak of the influenza virus or some other pandemic could, among other things, disrupt our ability to embark/disembark passengers and crew, require changes to cruise itinerary, disrupt air and ground travel to and from ports, increase costs for prevention and treatment and adversely affect our supply chain and distribution systems. This could also adversely impact cruise demand in areas unaffected by such an outbreak.

In addition, as mentioned above, our ships are subject to the risks of mechanical failures and accidents, for which we have had to incur repair and equipment replacement expenditures. If these occur in the future, we may be unable to procure spare parts or new equipment when needed or make repairs without incurring significant expenditures or suspension of service. A significant performance deficiency or problem on any one or more of our ships could have an adverse effect on our financial condition and results of operations.

Our cruise ships, hotels, land tours, port and related commercial facilities, shore excursions and other service providers may be impacted by adverse weather patterns or other natural disasters, such as hurricanes, earthquakes, floods, fires, tornados, tsunamis, typhoons and volcanic eruptions. These events could result in, among other things, increased port related and other costs. It is possible that we could be forced to alter itineraries or cancel a cruise or a series of cruises or tours due to these or other factors, which would have an adverse effect on our sales and profitability.

The frequency of extreme weather events such as hurricanes, floods and typhoons may not only cause disruption, alteration, or cancellation of cruises but may also adversely impact commercial airline flights, other transport and shore excursion activities or prevent our guests from electing to cruise altogether. Such extreme weather events may also disrupt the supply of provisions, fuel and shore power, and may limit our ability to safely embark and disembark our guests. In addition, these extreme weather conditions could result in increased wave and wind activity, which would make it more challenging to sail and dock our ships and could cause sea/motion sickness among guests and crew. These events could have an adverse impact on the safety and satisfaction of cruising and could have an adverse impact on our sales and profitability. Additionally, these extreme weather conditions could cause property damage to our ships, port and related commercial and business facilities and other assets and impact our ability to provide our cruise products and services as well as to obtain insurance coverage for operations in such areas at reasonable rates.

Incidents involving cruise ships, in particular our cruise ships, and media coverage thereof, as well as adverse media publicity concerning the cruise vacation industry in general, or unusual weather patterns or other natural disasters or disruptions, such as hurricanes and earthquakes, could impact demand for our cruises. In addition, any incidents which impact the travel industry more generally may negatively impact guests' ability or desire to travel to or from our ships or interrupt our ability to obtain services and goods from key vendors in our supply chain. Any of the foregoing could have an adverse impact on our sales and profitability.

Maintaining a good reputation is critical to our business. Reports and media coverage of ship incidents at sea or while in port, including missing guests, improper conduct by our employees, guests or agents, crimes, dissatisfied guests, crew and guest illnesses, such as incidents of stomach flu and other contagious diseases, security breaches, terrorist threats and attacks and other adverse events can result in negative publicity, which could lead to a negative perception regarding the safety of our ships and the satisfaction of our guests. In addition, negative publicity regarding adverse environmental impacts of cruising, such as climate change and oil spills, could diminish our reputation. The considerable expansion in the use of social media over recent years has increased the ways in which our reputation can be impacted, and the speed with which it can occur. Anything that damages our reputation, whether or not justified, could have an adverse impact on demand, which could lead to price reductions and a reduction in our sales and profitability.

Examples of how we manage and/or mitigate this principal risk:

Governance and policy

- We have established HESS Committees to assist the BODs in fulfilling their responsibility to supervise and monitor our health, environment, safety and security-related policies, programs and initiatives at sea and ashore and compliance with related legal and regulatory requirements. The HESS Committees and our management team review principal risks or exposures and associated mitigation plans.

- We are identifying and standardizing best-practice policies and procedures in HESS disciplines across the entire organization and we share them with our principal competitors in the cruise industry.
- We are further enhancing our processes for auditing ship and shore-based operations and continuously improving our HESS performance throughout our operations and regularly perform shoreside and shipboard audits and take appropriate action when deficiencies are identified.
- We develop and implement effective and verifiable management systems to fulfill our HESS commitments, and identify those employees responsible for managing HESS and sustainability programs and ensure that there are clear lines of accountability.
- We align our management compensation with our HESS performance.

Operations

Overall

- We have the ability to change our ship itineraries to mitigate contagious diseases, security and weather-related risks.
- We have established a proactive public communications program to help mitigate the adverse impacts from incidents.
- We provide regular HESS support, training, guidance and information to guests, employees and others working on our behalf.
- We report HESS incidents and investigate when appropriate, in order to take action to prevent recurrence.
- We maintain insurance on our ship's hull and machinery and also for other liabilities resulting from ship and other incidents.

Health

- We regularly clean and sanitize our ships before and during a cruise and have implemented enhanced guest and crew health-screening protocols to curtail the spread of contagious diseases.

Environment

- We identify the aspects of our business that impact the environment and continue to take appropriate action to minimize that impact.

Safety and Training

- We have enhanced our procedures, systems and training to further mitigate the risk of engine room fires.
- We have expanded and accelerated the training of our bridge and engine room officers in maritime-related best practices at our global, state-of-the-art training facilities in Almere, the Netherlands. The campus features the industry's most advanced simulators and training equipment to provide rigorous annual training to over 6,500 bridge and engineering officers across all of our brands.
- We have standardized bridge and engine resource management procedures on our ships and have expanded our existing oversight function to monitor bridge and engine room operations.

Security

- We identify security-related threats at sea and ashore and set security protocols to mitigate risks, up to and including cancelling port calls.

- b. *Economic conditions and adverse world events affecting the safety and security of travel, such as civil unrest, armed conflicts and terrorist attacks, may adversely impact the demand for cruises and, consequently, reduce our cruise brands' net revenue yields and profitability.*

Demand for cruises is in part dependent on the underlying perceived or actual economic condition of the countries from which cruise companies source their guests. Adverse changes in the perceived or actual economic

climate, such as global or regional recessions, higher unemployment and underemployment rates; declines in income levels; securities, real estate and other market declines and volatility; increasing taxation; higher fuel prices and healthcare costs; more restrictive credit markets; higher interest rates and changes in governmental regulations, could reduce our potential vacationers' discretionary incomes, net worth or their consumer confidence. Consequently, this may negatively affect demand for vacations, including cruise vacations, which are a discretionary purchase. Decreases in demand could lead to price reductions which, in turn, could reduce the profitability of our business.

Demand for cruises and other vacation options has been and is expected to continue to be affected by the public's attitude towards the safety and security of travel. Factors including, but not limited to, past acts of terrorism, threats of additional terrorist attacks, drug-related violence in Mexico, pirate attacks and vessel seizures off the east and west coasts of Africa, national government travel advisories, political instability and civil unrest in North Africa, the Middle East, the Balkans and elsewhere, geopolitical issues between China and Japan and general concerns over the safety and security aspects of traveling have had a significant adverse impact on demand and pricing in the travel and vacation industry in the past and may have an adverse impact in the future. Decreases in demand may lead to price reductions, which in turn would reduce our profitability, especially in regions with popular ports-of-call.

Examples of how we manage and/or mitigate this principal risk:

Governance

- We have a strong balance sheet as evidenced by our investment grade credit ratings, which provides us with the ability in most financial market environments to obtain debt financing, as needed. We also have in excess of \$2.4 billion in committed revolving credit facilities, net of outstanding commercial paper borrowings, through 2021 with some of the strongest banks in the world, as well as \$5.3 billion in committed export credit financings available for drawing at the time of the underlying ship deliveries, between 2017 and 2020.

Operations

- We can mitigate some of this risk by redeploying our ships to more profitable regions of the world because of the mobility of our ships.
- We have established proactive communication programs to deliver our message to consumers, which helps drive cruise demand.

Security

- We identify security-related threats at sea and ashore and set security protocols to mitigate risks, up to and including cancelling port calls.

c. Changes in and compliance with laws and regulations relating to environment, health, safety, security, tax and anti-corruption under which we operate could adversely impact our profitability.

We are subject to numerous international, national, state and local laws, regulations and treaties covering many areas, including social issues, health, safety and security. Failure to comply with these laws, regulations, treaties and agreements could lead to enforcement actions, fines, civil or criminal penalties or the assertion of litigation claims and damages. These issues are, and we believe will continue to be, an area of focus by the relevant authorities throughout the world. Accordingly, new legislation, regulations or treaties, or changes thereto, could impact our operations and would likely subject us to increased compliance costs in the future. In addition, training of crew may become more time consuming and may increase our operating costs due to increasing regulatory and other requirements.

Various agencies and regulatory organizations have enacted or are considering new regulations or policies, such as stricter emission limits to reduce GHG effects, which could adversely impact the cruise industry.

The IMO has amended the MARPOL regulations to reduce emissions from ships. As described in "Maritime Environmental Regulations" as referenced below, these changes will result in reductions in ship SOx emissions by requiring progressive reductions in the sulfur content in fuel or the use of abatement technologies. These

limits will be further reduced in designated ECAs, including ECAs that have been or could be proposed in other significant cruising areas, such as around Japan, the Mediterranean Sea and Mexico. As a result of these amendments, we have elected to install EGCs on certain of our ships, which enable our SOx emissions to meet the ECA requirements and the 2020 global standard without the use of low sulfur fuel, in all material respects. However, if this type of technology is not widely used within the shipping industry it is possible that there could be limited availability of high sulfur fuels because of low demand and the cost of such fuel may increase. The increase in fuel prices caused by these regulations may impact our other expenses including, but not limited to, freight and commodity prices and may have an adverse impact on our profitability.

Initiatives to limit GHG emissions are being introduced around the world with more frequency. For example, numerous bills related to climate change have been introduced in the U.S. Congress, and active discussions on GHG reduction are taking place in the EU and IMO. Legislation limiting or otherwise taxing GHG emissions could adversely impact our business. While not all are likely to become law, there are indications that additional climate change related mandates could be forthcoming, and they may significantly impact our operational costs, including, among other things, increase in fuel prices, new taxes on bunker fuel and establishment of costly emissions trading schemes.

Environmental laws and regulations or liabilities arising from past or future releases of, or exposure to, hazardous substances or vessel discharges, including ballast water and waste disposal, could materially increase our cost of compliance or otherwise adversely affect our business, results of operations and financial condition. Some environmental groups have lobbied for more stringent regulation of cruise ships. Some groups have also generated negative publicity about the cruise business and its environmental impact. See Part I, Item 1. Business. C. "Our Global Cruise Business – Governmental Regulations – Maritime Regulations" for additional information regarding these regulations.

We are also subject to compliance with income tax laws and regulations and income tax treaties in the jurisdictions where we operate. We believe that substantially all of the income earned by Carnival Corporation, Carnival plc and their ship owning or operating subsidiaries qualifies for taxation based on ship tonnage, is exempt from taxation or is otherwise subject to minimal taxes in the jurisdictions where the entities are incorporated or do business.

We believe that Panama and the jurisdictions where the ship owning and operating subsidiaries of Carnival Corporation are formed are equivalent exemption jurisdictions for purposes of Section 883 of the Internal Revenue Code. The laws of Panama and the other jurisdictions where our ships are owned or operated are subject to change and, in the future, may no longer qualify as equivalent exemption jurisdictions. Moreover, changes could occur in the future with respect to the trading volume or trading frequency of Carnival Corporation shares, affecting Carnival Corporation's status as a publicly-traded corporation for purposes of Section 883.

The IRS interpretation of Section 883 could also differ materially from ours. In addition, provisions of the Internal Revenue Code, including Section 883, are subject to legislative change at any time. Accordingly, it is possible that Carnival Corporation and its ship-owning or operating subsidiaries whose tax exemption is based on Section 883 could lose this exemption.

There is no authority that directly addresses the effect, if any, of a DLC arrangement on the availability of benefits under treaties and, accordingly, their application to our operations is not free from doubt. The applicable treaties may be revoked by either applicable country, replaced or modified with new agreements that treat income from international operation of ships differently than the agreements currently in force or may be interpreted by one of its countries differently from us.

If we did not qualify for tonnage tax, exemption, treaties or minimal taxes, or if the laws that provide for these tax systems were changed, we would have significantly higher income tax expense. In many jurisdictions, the benefit of tonnage tax or preferential tax regimes would be replaced with taxation at normal statutory rates. In the absence of Section 883 or an applicable income tax treaty in the U.S., we would be subject to the net income and branch profits tax regimes of Section 882 and Section 884 of the Internal Revenue Code. In combination, these provisions would result in the taxation of our U.S. source shipping income, net of applicable deductions, at a current federal corporate income tax rate of up to 35%, state income tax rates would vary and our net after-tax income would be potentially subject to a further branch profits tax of 30%, unless a lower treaty rate applies.

We are subject to the examination of our income tax returns by tax authorities in the jurisdictions where we operate. There can be no assurance that the outcome from these examinations will not adversely affect our net income.

As budgetary constraints continue to adversely impact the jurisdictions in which we operate, increases in income or other taxes affecting our operations may be imposed. Some social activist groups have lobbied for more taxation on income generated by cruise companies. Certain groups have also generated negative publicity for us. In recent years, certain members of the U.S. Congress have proposed various forms of legislation that would result in higher taxation on income generated by cruise companies.

Our global operations subject us to potential liability under anti-corruption, economic sanctions, and other laws and regulations. The Foreign Corrupt Practices Act, the UK Bribery Act and other anti-corruption laws and regulations ("Anti-Corruption Laws") prohibit corrupt payments by our employees, vendors, or agents. While we devote substantial resources to our global compliance programs and have implemented policies, training, and internal controls designed to reduce the risk of corrupt payments, our employees, vendors, or agents may violate our policies. Our failure to comply with Anti-Corruption Laws could result in significant fines and penalties, criminal sanctions against us, our officers, or our employees, prohibitions or limitations on the conduct of our business, and damage to our reputation. Operations outside the U.S. may also be affected by changes in economic sanctions, trade protection laws, policies, and measures, and other regulatory requirements affecting trade and investment. We may be subject to legal liability and reputational damage if we improperly sell goods or in areas subject to economic sanctions such as Crimea, Iran, North Korea, Cuba, Sudan, and Syria or if we improperly engage in business transactions with persons subject to economic sanctions.

Examples of how we manage and/or mitigate this principal risk:

Governance

- We have established Audit Committees to assist with the BOD's oversight of, among other things, our compliance with legal and regulatory requirements (other than HESS matters); the performance of our internal audit functions and relevant elements of our risk management programs. The Audit Committees and our management team review principal risks or exposures and associated mitigating actions.
- We have established HESS Committees to assist the BODs in fulfilling their responsibility to supervise and monitor our health, environment, safety and security-related policies, programs and initiatives at sea and ashore and compliance with related legal and regulatory requirements. The HESS Committees and our management team review principal risks or exposures and associated mitigating actions.
- We have a global risk advisory and assurance function to help ensure financial, operational and compliance controls are well-designed and operating effectively.

Operations

- We have established programs that include recurring training, monitoring and reporting on regulatory requirements applicable to ship operations.
- We employ full-time environmental officers on all of our ships to provide direct and local oversight of shipboard environmental operations.
- We have invested in energy-saving technologies and EGCSs to mitigate the financial risks associated with SOx and GHG regulations.

Legal and Regulatory

- We have robust global compliance programs to help ensure all our internal and certain external stakeholders are properly educated about laws and regulations.
- We work with appropriate government authorities to ensure we are in compliance with rules and regulations applicable to our ship and shoreside operations, and we consult with numerous professionals and participate in various trade associations to help ensure we are aware, and are able to manage the impact, of potential changes to existing regulations.
- We inform policy makers of our positions and make recommendations regarding proposed changes to existing laws and regulations.

- We have all of our shipboard operations and ships regularly audited by the national flag state authorities and classification societies and maintain the required certificates of compliance in accordance with the International Safety Management Code
- We have ship compliance officers who train, monitor and report on compliance with our ship operational and regulatory policies and procedures.
- We monitor our tax obligations and ensure we address our significant obligations.

d. Disruptions and other damages to our information technology and other networks and operations, and breaches in data security could result in decreases in our net income.

Our ability to increase revenues and control costs, as well as our ability to serve guests most effectively depends in part on the reliability of our sophisticated technologies and system networks. We use communication applications, information technology and other systems to manage our inventory of cabins held for sale and set pricing in order to maximize our revenue yields and to optimize the effectiveness and efficiency of our shoreside and shipboard operations. Possible system outages and the resulting downtime could have adverse consequences on our ability to run and manage our business. In addition, gaining unauthorized access to digital systems and networks for purposes of misappropriating assets or sensitive financial, medical or other personal or business information, corrupting data, causing shoreside or shipboard operational disruptions and other cyber-attack risks could adversely impact our reputation, guest services and satisfaction, employee relationships, business plans, ship safety and costs. Global companies are repeatedly being targeted to gain access to critical company, guest and other information. Because the techniques and sophistication used to conduct cyber-attacks and breaches of information technology systems, as well as the sources and targets of these attacks, change frequently and are often not recognized until such attacks are launched or have been in place for a period of time, we may be unable to anticipate these techniques or implement adequate preventative measures. In addition, the operation and maintenance of our systems is in some cases dependent on third-party technologies, systems and service providers for which there is no certainty of uninterrupted availability or through which hackers could gain access to sensitive information. These potential disruptions and cyber-attacks could negatively affect our reputation, customer demand, costs, system availability and pricing for our cruises. Significant capital investments and other expenditures could be required to remedy cyber-attacks and breaches of information technology, including costs associated with additional security technologies, personnel, experts and credit monitoring services for those whose data has been breached.

In addition, as the use of the internet expands, regulators are working on addressing the risks related to these new technologies, globalization and cybersecurity with enhanced regulations. We have initiated a global program to meet the compliance requirements for the General Data Protection Regulation. For example, the European Union's General Data Protection Regulation promotes an increased level of protection of personal data and will provide for enhanced regulatory requirements supervision. If we or our vendors experience significant data security breaches or fail to detect and appropriately respond to significant data security breaches, we could be exposed to government enforcement actions and private litigation.

Our principal offices are located in Australia, Germany, Italy, the UK and the U.S. Although we have developed disaster recovery and similar business contingency plans, actual or threatened natural disasters (for example, hurricanes, earthquakes, floods, fires, tornados, tsunamis, typhoons and volcanic eruptions) or similar events in these locations may have a material impact on our business continuity, reputation and results of operations.

Examples of how we manage and/or mitigate this principal risk:

Governance

- We have regular Audit and HESS Committees oversight to discuss the risks of cyber attacks and the mitigating systems, processes and controls we have in place to address these risks.
- We have a global risk advisory and assurance function to help ensure financial, operational and compliance controls are well-designed and operating efficiently.
- We have a strong balance sheet as evidenced by our investment grade credit ratings, which provides us with the ability in most financial market environments to obtain debt financing, as needed. We also have in excess of \$2.4 billion in committed revolving credit facilities, net of outstanding commercial paper borrowings, through 2021 with some of the strongest banks in the world, as well as \$5.3 billion in committed export credit financings available for drawing at the time of the underlying ship delivery, between 2017 and 2020.

Disruptions

- We regularly update and test our business continuity and disaster recovery plans.
- We have implemented general information technology and application controls that we routinely test to ensure that they are functioning as designed.
- We have developed and tested a global information technology cybersecurity incident response plan that includes processes that integrate technical, legal and communication actions.

Breaches in Security

- We implement and maintain security controls to help protect our information technology applications, networks and customer and Company data by focusing on protection, identification, access and recovery.
- We continue to review emerging security threats that may impact our critical systems, data and processes.
- We continually assess cyber-attack risks to our ship control systems and implement security controls to mitigate them.

e. Ability to recruit, develop and retain qualified personnel could adversely affect our results of operations.

Our success is dependent upon our personnel and our ability to recruit and train high quality employees. We hire a significant number of new crew each year and, thus, our ability to adequately recruit, develop and retain them is critical to our cruise business. We also rely upon the ability, expertise, judgment, discretion, integrity and good faith of our senior management team. We must continue to recruit, develop, retain and motivate management and other employees to enable us to maintain our current business and support our projected growth.

We believe that incidents involving cruise ships and the related adverse media publicity, adverse economic conditions that negatively affect our profitability and overcapacity in the vacation region could also impact our ability to recruit qualified personnel.

Examples of how we manage and/or mitigate this principal risk:

Governance

- We have established HESS Committees to assist the BODs oversight of, among other things, the recruitment, development and retention of qualified shipboard personnel.
- We have established a Compensation Committee to assist the BODs in fulfilling their responsibility related to compensation of our senior management.
- We have established a Nominations Committee to assist the BODs in fulfilling their responsibility for succession planning, high-level recruiting and governance.

Operations

- We provide hotel and marine-related training to ensure that our shipboard crew, including officers, have the knowledge and skills to properly perform their jobs, including a world-leading simulation training center for our deck and technical officers.
- We have strong cadet screening and interviewing programs.
- We seek to employ diverse people and ensure our workplaces provide a supportive environment.
- We have formalized personnel appraisal processes.
- We use employee feedback tools to monitor employees' perspectives and take appropriate actions.
- We monitor our employee turnover and its underlying causes to understand if there are specific actions that need to be implemented to reduce turnover.
- Our executive compensation programs are designed to reward financial results and effective strategic leadership through the use of both short-term rewards and long-term incentives, including performance-based elements.
- We have structured our work processes and incentive compensation plans to reflect a culture that enables our brands to better align their individual performance with our primary financial goals.
- We seek to provide total compensation that allows us to be competitive in the labor markets in which we operate.
- Our decentralized structure supports our CEO and management succession planning.

f. Increases in fuel prices may adversely affect our operations, financial condition and liquidity.

Economic, market and political conditions around the world, such as fuel demand, regulatory requirements, supply disruptions and related infrastructure needs, make it difficult to predict the future price and availability of fuel. Future increases in the global price of fuel would increase the cost of our cruise ship operations as well as some of our other expenses, such as crew travel, freight and commodity prices. Furthermore, volatility in fuel prices could have a material adverse effect on our operations, financial condition and liquidity. We may be unable to implement additional fuel conservation initiatives, increase ticket prices or collect fuel supplements to help fully or partially offset these fuel price increases. See risks relating to environmental laws and regulations, continuing financial viability of air service providers and failures to keep pace with technology below for additional information regarding our fuel risks.

We have Brent crude oil ("Brent") call options and Brent put options, collectively referred to as zero cost collars, that establish ceiling and floor prices. These zero cost collars are based on Brent prices whereas the actual fuel used on our ships is marine fuel. Changes in the Brent prices may not show a high degree of correlation with changes in our underlying marine fuel prices. In addition, there can be no assurance that these zero cost collars will provide a sufficient level of protection against increases in fuel prices or that our counterparties will be able to perform, such as in the case of a counterparty bankruptcy. Assuming the Brent prices remain below the floors of our zero cost collars in 2017 and 2018, realized losses on these zero cost collars will reduce the benefit we would have obtained from lower fuel prices. Also, the zero cost collar contracts may create significant volatility in our U.S. GAAP earnings due to volatility in fuel prices over the contracts' terms.

Certain of our newbuilds entering service in 2018 and thereafter are designed to use LNG as a fuel source. At this time, there is not a spot market for LNG like there is for bunker or marine gas oil and purchasing LNG is usually made through long-term contracts. Further, the LNG distribution infrastructure is in the early stages of development and there are a limited number of suppliers. In addition, we may be subject to new regulations covering the use and storage of LNG onboard our ships and we may experience difficulties in operating and maintaining new LNG-based engine technology.

Examples of how we manage and/or mitigate this principal risk:

Consumption

- We may implement additional fuel conservation initiatives and increase ticket prices and collect fuel supplements, which would help to fully or partially offset fuel price increases.
- We can revise itineraries to reduce fuel consumption.
- We have established teams to research and implement innovative technologies to reduce fuel consumption.
- We are adding new, more fuel-efficient ships to our fleet and are opportunistically disposing of less fuel efficient ships.
- We have aligned certain employees' compensation with fuel efficiency targets.

Pricing

- We have been installing EGCSs on our ships, which will mitigate the impact of regulations that effectively require the use of low sulfur fuels that are higher-priced.
- We are building cruise ships that are propelled by LNG as an alternative to marine fuel oil.
- We have zero cost collars for 8.1 million and 5.7 million barrels that mature in 2017 and 2018, respectively to mitigate a portion of our economic risk attributable to potential fuel price increases.

g. Fluctuations in foreign currency exchange rates could adversely affect our financial results.

We earn revenues, pay expenses, purchase and own assets and incur liabilities in currencies other than the U.S. dollar, resulting in translational and transactional currency risks ("currency risk").

We report currency transactions in the functional currencies of our reporting units. Because our consolidated financial statements are presented in U.S. dollars, we translate revenues and expenses, as well as assets and

liabilities, into U.S. dollars at exchange rates in effect during or at the end of each reporting period, which subjects us to “foreign currency translational” risk. The strengthening of the U.S. dollar against the functional currencies of our foreign operations will adversely affect our U.S. dollar financial results.

Substantially all of our operations also have non-functional currency risk related to their international sales. In addition, we have a portion of our operating expenses denominated in non-functional currencies. Accordingly, we have “foreign currency transactional” risk related to changes in the exchange rates for our revenues and expenses that are in a currency other than the entity’s functional currency. The strengthening of the functional currency against other currencies will reduce the functional currency revenues and expenses and will generally adversely affect our financial results.

Examples of how we manage and/or mitigate this principal risk:

Operations

- We net certain exposures to take advantage of natural offsets and also use financial instruments when appropriate.
- We sell/buy foreign currencies throughout the year to average-out our foreign currency exchange exposures.
- We use foreign currency derivatives contracts and have used non-derivative financial instruments to manage foreign currency exchange rate risk for some of our ship construction payments.
- We monitor certain foreign currency exchange rates and in some cases, adjust ticket prices to offset exchange rate changes.
- We source guests from different markets based on the relative strength of local currencies to alternative currencies.
- We may redeploy our ships to mitigate the unfavorable impacts of changes in foreign currency exchange rates.

- h. Misallocation of capital among our ship, joint venture and other strategic investments could adversely affect our financial results.*

We believe that having the right number and type of cruise ships for our brands is critical to our success in existing and developing regions. In the event that we build too many ships or build or refurbish ships that are not accepted by our guests, our pricing, profitability and liquidity may be negatively impacted. Furthermore, we have made and may continue to make joint venture and other strategic investments that may not develop as we expect, which could also adversely affect our profitability and liquidity.

Examples of how we manage and/or mitigate this principal risk:

Governance

- BODs approval is required for certain transactions as follows:
 - Material changes to our capital structure;
 - Guarantees in excess of a defined threshold;
 - Purchase or sale of ships with a carrying value in excess of a defined threshold;
 - Capital appropriations in excess of a defined threshold;
 - Disposal of fixed assets with a carrying value or for a consideration in excess of a defined threshold.
 - Major investments including the acquisition or disposal of interests of more than 5% in the voting shares of any publicly-traded company or the making of any take-over bid and
 - Entry into any contract (other than procurement contracts for goods and services) with an aggregate value in excess of a defined threshold;
- We require management to obtain approval from Carnival Corporation & plc’s President and CEO for all capital appropriation requests in excess of a defined threshold.
- We have a three-year Financial Plan that is reviewed and approved by the Audit Committees.

Operations

- We have a three-year Financial Plan and a Capital Plan that is reviewed and approved by our Leadership Team.
- We use payback periods, return on investment and internal rate of return as key metrics in making our capital allocation decisions.
- We align senior management's performance-based share awards with company-wide return on invested capital.

- Future operating cash flow may not be sufficient to fund future obligations and we may be unable to obtain acceptable financing to enable us to continue to be a viable company.*

Our forecasted cash flows from future operations may be adversely affected by various factors, including, but not limited to, incidents, a weakening economy, adverse changes in laws and regulations, and other factors noted under these "Risk Factors." To the extent that we are required, or choose, to fund future cash requirements, including current and future shipbuilding commitments and debt repayments, from sources other than cash flow from operations, available cash and committed external sources of liquidity, including committed ship and other financings, we will have to secure such financing from export credit agencies or banks or through the offering of debt and equity securities in the public or private markets. There is no guarantee that such financings will be available in the future to fund our future obligations, or that they will be available on terms consistent with our expectations.

Our access to and the cost of financing will depend on, among other things, conditions in the global financing markets, the availability of sufficient amounts of financing and our long-term senior unsecured credit ratings. If our investment grade long-term senior unsecured credit ratings were to be downgraded or assigned a negative outlook, or general market conditions ascribe higher risk to our rating levels, our industry, or us, our access to and cost of debt financing may be negatively impacted. Further, the terms of future debt agreements could include more restrictive covenants, or require that our debt be secured by our ship assets, which may restrict our business operations.

Our ability to maintain our credit facilities may also be impacted by material changes in our ownership. More specifically, we may be required to prepay our debt facilities if a person or group of persons acting in concert gain control of Carnival Corporation & plc, other than the Arison family, including Micky Arison, our Chairman of the Boards of Directors.

Examples of how we manage and/or mitigate this principal risk:

Operating Cash Flows

- We have a three-year Financial Plan that forecasts our significant cash needs and sources.
- We monitor and forecast our liquidity and manage our dividend policy, share buybacks and other metrics to maintain strong investment grade credit ratings.

Financings

- At November 30, 2016, we had liquidity of \$8.1 billion, which consisted of:
 - cash and cash equivalents
 - availability for borrowing under our revolving credit facilities and
 - availability for future borrowing under our committed ship export credit facilities when the underlying ships are delivered.
- We maintain a reasonable debt maturity profile that is spread out over a number of years.
- We typically enter into a contract to purchase a new ship when there is an underlying ship financing commitment from the shipyard's country.
- We have a strong balance sheet as evidenced by our investment grade credit ratings, which provides us with the ability in most financial market environments to obtain debt financing, as needed. We also have in excess of \$2.4 billion in committed revolving credit facilities, net of outstanding commercial paper borrowings, through 2021 with some of the strongest banks in the world, as well as \$5.3 billion in committed export credit financings available for drawing at the time of the underlying ship delivery, between 2017 and 2020.

Cautionary Note Concerning Factors That May Affect Future Results

Some of the statements, estimates or projections contained within this Strategic Report are “forward-looking statements” that involve risks, uncertainties and assumptions with respect to us, including some statements concerning future results, outlooks, plans, goals and other events which have not yet occurred. All statements other than statements of historical facts are statements that could be deemed forward-looking. These statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and the beliefs and assumptions of our management. We have tried, whenever possible, to identify these statements by using words like “will,” “may,” “could,” “should,” “would,” “believe,” “depends,” “expect,” “goal,” “anticipate,” “forecast,” “project,” “future,” “intend,” “plan,” “estimate,” “target,” “indicate” and similar expressions of future intent or the negative of such terms.

Forward-looking statements include those statements that may impact our outlook including, but not limited to, the forecasting of our:

• Net revenue yields	• Net cruise costs, excluding fuel per available lower berth day
• Booking levels	• Estimates of ship depreciable lives and residual values
• Pricing and occupancy	• Goodwill, ship and trademark fair values
• Interest, tax and fuel expenses	• Liquidity
• Currency exchange rates	• Adjusted earnings per share

The principal risks we are exposed to are identified within this Strategic Report and additional non-principal risks are identified in our Form 10-K. This Strategic Report contains important cautionary statements and a discussion of the known factors that we consider could materially affect the accuracy of our forward-looking statements and adversely affect our business, results of operations and financial position. It is not possible to predict or identify all such risks. There may be additional risks that we consider immaterial or which are unknown.

Forward-looking statements should not be relied upon as a prediction of actual results. Subject to any continuing obligations under applicable law or any relevant stock exchange rules, we expressly disclaim any obligation to disseminate, after the date of this Strategic Report, any updates or revisions to any such forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

5. Going Concern Confirmation

The review of future commitments and funding sources within the Business Review indicates that Carnival Corporation & plc is well positioned to meet its commitments and obligations for at least 12 months from the date of this report. In light of these circumstances, the BODs have a reasonable expectation that Carnival Corporation & plc has adequate resources to continue in operational existence. Accordingly, they continue to adopt the going concern basis in preparing the Carnival plc consolidated IFRS financial statements.

6. Viability Statement

The BODs consider that, within the DLC arrangement, the most appropriate presentation of Carnival plc's viability is by reference to the consolidated viability of Carnival Corporation & plc. Accordingly, this Viability Statement that is prepared in accordance with provision C.2.2 of the 2014 UK Corporate Governance Code presents the combined group and the BODs have assessed the prospects of Carnival Corporation & plc over a longer period than the twelve months required by the going concern basis of preparation. Whilst the BODs has no reason to believe Carnival Corporation & plc will not be viable over a longer period, the period over which they considered viability is a period of three years. The principal reasons why this period was selected are as follows:

- Carnival Corporation & plc plans its guest sourcing and ship deployment strategies over a two to three year horizon
- It takes approximately three years to build a new cruise ship, which is the company's most significant capital investment
- It aligns with Executive Management's strategic planning cycle

- The BODs considers that the discussion over the three-year financial plan provides a satisfactory basis to judge Carnival Corporation & plc's viability

The Carnival Corporation & plc three-year financial plan considers the following:

- Net revenue yields
- Net cruise costs per ALBD excluding fuel
- Fuel price
- Operating income
- Operating income per ALBD
- Earnings per share
- Liquidity
- Return on invested capital

Certain of these items are subject to sensitivity analysis both individually and in unison. Where appropriate, this analysis is carried out to evaluate the potential impact of Carnival Corporation & plc's principal risks actually occurring. In addition, the three-year financial plan makes certain assumptions about ship additions, improvements and disposals that are likely to occur during the financial plan period, and considers the committed export credit financings that are associated with the ship additions.

Furthermore, based on Carnival Corporation & plc's historical results, projections and financial condition, it believes that its future operating cash flows and liquidity will be sufficient to fund all of its expected capital projects including shipbuilding commitments, ship improvements, debt service requirements, working capital needs and other firm commitments. This belief is also supported by the following factors:

- Carnival Corporation & plc had liquidity of \$8.1 billion at November 30, 2016
- Carnival Corporation & plc's primary financial goals include maintaining a strong balance sheet and strong investment grade credit ratings
- Carnival Corporation & plc is among the largest, most profitable and financially strong leisure travel companies in the world

Based on the above, the BODs' risk appetite and how these risks are managed or mitigated as described on pages 54 to 64, the BODs have a reasonable expectation that Carnival Corporation & plc will be able to continue in operation and meet its liabilities as they fall due over the three-year period of their assessment.

7. Repurchase Authorizations and Stock Swap Programs

A. Repurchase Authorizations

Our Boards of Directors have authorized, subject to certain restrictions, the repurchase of up to an aggregate of \$1.0 billion of Carnival Corporation common stock and/or Carnival plc ordinary shares (the "Repurchase Program"). On January 28, 2016 and on June 27, 2016, the Boards of Directors approved modifications of the Repurchase Program authorization that increased the remaining authorized repurchases at the time of each approval by \$1.0 billion. The Repurchase Program does not have an expiration date and may be discontinued by our Boards of Directors at any time.

During 2016 and 2015, our repurchases under the Repurchase Program were as follows (in millions):

	Carnival Corporation		Carnival plc	
	Number of Shares Repurchased	Dollar Amount Paid for Shares Repurchased	Number of Shares Repurchased	Dollar Amount Paid for Shares Repurchased
2016	47.8	\$2,264	0.7	\$35
2015	5.3	\$ 276	-	-

From December 1, 2016 through January 19, 2017, we repurchased 0.2 million shares of Carnival plc ordinary shares for approximately \$10 million under the Repurchase Program. At January 19, 2017, the remaining Carnival Corporation availability under the Repurchase Program was \$389 million.

In addition to the Repurchase Program, the Boards of Directors authorized, in January 2017, the repurchase of up to 22.0 million Carnival plc ordinary shares and, in February 2016, the repurchase of up to 26.9 million shares of Carnival Corporation common stock under the Stock Swap programs described below. At January 19, 2017, the remaining availability under the Stock Swap programs was 22.0 million Carnival plc ordinary shares and 26.0 million shares of Carnival Corporation common stock.

Carnival plc ordinary share repurchases under both the Repurchase Program and the Stock Swap programs require annual shareholder approval. The existing shareholder approval is limited to a maximum of 21.5 million ordinary shares and is valid until the earlier of the conclusion of the Carnival plc 2017 annual general meeting or July 13, 2017. At January 19, 2017 the remaining Carnival plc availability under the Repurchase Program was 20.6 million ordinary shares.

II. Stock Swap Programs

We use the Stock Swap programs in situations where we can obtain an economic benefit because either Carnival Corporation common stock or Carnival plc ordinary shares are trading at a price that is at a premium or discount to the price of Carnival plc ordinary shares or Carnival Corporation common stock, as the case may be. Any realized economic benefit under the Stock Swap programs is used for general corporate purposes, which could include repurchasing additional stock under the Repurchase Program.

In the event Carnival Corporation common stock trades at a premium to Carnival plc ordinary shares, we may elect to issue and sell shares of Carnival Corporation common stock through a sales agent, from time to time at prevailing market prices in ordinary brokers' transactions, and use the sale proceeds to repurchase Carnival plc ordinary shares in the UK market on at least an equivalent basis. Based on an authorization provided by the Board of Directors in January 2017, Carnival Corporation was authorized to issue and sell up to 22.0 million shares of its common stock in the U.S. market and had 22.0 million shares remaining at January 19, 2017. Any sales of Carnival Corporation shares have been or will be registered under the Securities Act.

In the event Carnival Corporation common stock trades at a discount to Carnival plc ordinary shares, we may elect to sell existing ordinary shares of Carnival plc, with such sales made by Carnival Corporation or Carnival Investments Limited through its sales agent from time to time at prevailing market prices in ordinary brokers' transactions, and use the sale proceeds to repurchase shares of Carnival Corporation common stock in the U.S. market on at least an equivalent basis. Based on an authorization provided by the Board of Directors in February 2016, Carnival Corporation or Carnival Investments Limited was authorized to sell up to 26.9 million Carnival plc ordinary shares in the UK market and had 26.0 million shares remaining at January 19, 2017. Any sales of Carnival plc ordinary shares have been or will be registered under the Securities Act.

During 2016 and 2015 respectively, under the Stock Swap programs, Carnival Investments Limited sold 0.9 million and 5.1 million Carnival plc ordinary shares through its sales agents, Merrill Lynch International ("MLI") in 2016 and Goldman Sachs International ("Goldman") in 2015, for total gross proceeds of \$40 million and \$266 million and paid commission fees to MLI and Goldman of \$260 thousand and \$1.9 million and other governmental and regulatory transaction fees of \$46 thousand and \$0.4 million resulting in total net proceeds of \$40 million and \$264 million. Substantially all of the net proceeds from these sales were used to purchase 0.9 million shares in 2016 and 5.1 million shares in 2015 of Carnival Corporation common stock. During 2016, no Carnival Corporation common stock was sold or Carnival plc ordinary shares were repurchased under the "Stock Swap" program. During the three months ended November 30, 2016, there were no repurchases of Carnival Corporation Common Stock pursuant to the Stock Swap program.

This Strategic Report, as set out on pages 1 to 67, has been approved by the Board.

By order of the Board



Micky Arison
Chairman of the Board of Directors
January 30, 2017

**INTRODUCTORY NOTE TO THE CARNIVAL PLC IFRS FINANCIAL STATEMENTS
FOR THE YEAR ENDED NOVEMBER 30, 2016**

The Carnival plc consolidated IFRS Financial Statements on pages 69 to 114, which are required to satisfy reporting requirements of the Companies Act 2006, incorporate the results of Carnival plc and its subsidiaries and, accordingly, do not include the IFRS consolidated results and financial position of Carnival Corporation and its subsidiaries.

However, the Directors consider that within the Carnival Corporation and Carnival plc dual listed company arrangement, the most appropriate presentation of Carnival plc's results and financial position is by reference to the Carnival Corporation & plc U.S. GAAP consolidated financial statements ("DLC Financial Statements"), which are included in Annex 1, but do not form part of these Carnival plc financial statements.

CARNIVAL PLC
GROUP STATEMENTS OF INCOME
(in millions, except per share data)

	Years Ended November 30,	
	2016	2015
Revenues		
Cruise		
Passenger tickets	\$ 5,657	\$ 5,300
Onboard and other	1,358	1,262
Tour and other	231	226
	<u>7,246</u>	<u>6,788</u>
Operating Costs and Expenses		
Cruise		
Commissions, transportation and other	1,094	1,075
Onboard and other	212	200
Payroll and related	833	695
Fuel	418	536
Food	408	369
Other ship operating	1,616	1,493
Tour and other	152	156
	<u>4,733</u>	<u>4,524</u>
Selling and administrative	800	782
Depreciation and amortisation	665	640
Impairment losses (reversals), net	52	(22)
	<u>6,250</u>	<u>5,924</u>
Operating Income	<u>996</u>	<u>864</u>
Nonoperating Income (Expense)		
Interest income	1	1
Interest expense, net of capitalised interest	(52)	(57)
Other expense, net	(43)	(7)
	<u>(94)</u>	<u>(63)</u>
Income Before Income Taxes	902	801
Income Tax Expense, Net	(36)	(30)
Net Income	<u>\$ 866</u>	<u>\$ 771</u>
Earnings Per Share		
Basic	<u>\$ 4.01</u>	<u>\$ 3.57</u>
Diluted	<u>\$ 3.99</u>	<u>\$ 3.56</u>

The accompanying notes on pages 75 to 114 are an integral part of these financial statements. These financial statements only present the Carnival plc consolidated IFRS Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation. In accordance with Section 408 of the Companies Act 2006, the Company has not presented its own Statements of Income or Statements of Comprehensive Income.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements (see Note 1). For information, set out below is the U.S. GAAP and adjusted consolidated earnings per share included within the DLC Financial Statements of the DLC Annual Report and the Business Review section of the Strategic Report, respectively, for the years ended November 30:		
	2016	2015
DLC U.S. GAAP basic earnings per share	\$ 3.73	\$ 2.26
DLC U.S. GAAP diluted earnings per share	\$ 3.72	\$ 2.26
DLC adjusted diluted earnings per share	\$ 3.45	\$ 2.70

CARNIVAL PLC
GROUP STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in millions)

	Years Ended November 30,	
	2016	2015
Net Income	<u>\$ 866</u>	<u>\$ 771</u>
Other Comprehensive Loss		
Items that will not be reclassified through the Statements of Income		
Actuarial losses on post-employment benefit obligations	<u>(30)</u>	<u>(15)</u>
Items that may be reclassified through the Statements of Income		
Changes in foreign currency translation adjustment	(542)	(1,054)
Net gain on hedges of net investments in foreign operations ..	1	43
Net gains (losses) on cash flow derivative hedges	<u>5</u>	<u>(32)</u>
	<u>(536)</u>	<u>(1,043)</u>
Other Comprehensive Loss	<u>(566)</u>	<u>(1,058)</u>
Total Comprehensive Income (Loss)	<u><u>\$ 300</u></u>	<u><u>\$ (287)</u></u>

The accompanying notes on pages 75 to 114 are an integral part of these financial statements. These financial statements only present the Carnival plc consolidated IFRS Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements (see Note 1).

CARNIVAL PLC
BALANCE SHEETS
(in millions)

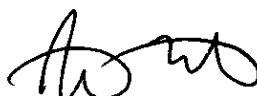
	Group		Company	
	November 30,		November 30,	
	2016	2015	2016	2015
ASSETS				
Current Assets				
Cash and cash equivalents	\$ 225	\$ 821	\$ 137	\$ 731
Trade and other receivables, net	144	148	62	72
Inventories	124	126	43	45
Prepaid expenses and other	210	218	54	49
Total current assets	703	1,313	296	897
Property and Equipment, Net	12,188	12,745	3,910	4,610
Amount Owed from Subsidiaries	-	-	377	220
Goodwill	560	588	136	165
Other Intangible Assets	46	50	-	-
Other Assets	166	144	40	36
Investments in Subsidiaries	-	-	5,685	5,717
	<u>\$13,663</u>	<u>\$14,840</u>	<u>\$10,444</u>	<u>\$11,645</u>
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current Liabilities				
Short-term borrowings	\$ 457	\$ 30	\$ 451	\$ -
Current portion of long-term debt	270	354	229	313
Amount owed to the Carnival Corporation group	154	2,039	166	2,057
Accounts payable	306	262	117	92
Accrued liabilities and other	917	546	606	217
Customer deposits	1,224	1,217	761	820
Total current liabilities	3,328	4,448	2,330	3,499
Long-Term Debt	2,261	1,936	1,961	1,598
Other Long-Term Liabilities	238	212	95	61
Shareholders' Equity				
Share capital	358	358	358	358
Share premium	154	143	154	143
Retained earnings	8,907	8,362	6,847	6,275
Other reserves	(1,583)	(619)	(1,301)	(289)
Total shareholders' equity	7,836	8,244	6,058	6,487
	<u>\$13,663</u>	<u>\$14,840</u>	<u>\$10,444</u>	<u>\$11,645</u>

The accompanying notes on pages 75 to 114 are an integral part of these financial statements. These financial statements only present the Carnival plc consolidated IFRS Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

The Carnival plc Group financial statements contained on pages 69 to 114 were approved by the Board of Directors on January 30, 2017 and signed on their behalf by



Micky Arison
Chairman of the Board of Directors



Arnold W. Donald
President and Chief Executive Officer and Director

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements (see Note 1).

CARNIVAL PLC
STATEMENTS OF CASH FLOWS
(in millions)

	Group		Company	
	Years Ended November 30,		November 30,	
	2016	2015	2016	2015
OPERATING ACTIVITIES				
Income before income taxes	\$ 902	\$ 801	\$ 886	\$ 788
Adjustments to reconcile income before taxes to net cash provided by operating activities				
Depreciation and amortisation	665	640	251	246
Ship impairment losses (reversals), net	52	(22)	47	-
Share-based compensation	11	9	5	4
Interest expense, net	51	56	35	37
Other, net	34	20	28	15
	<u>1,715</u>	<u>1,504</u>	<u>1,252</u>	<u>1,090</u>
Changes in operating assets and liabilities				
Receivables	(12)	(12)	-	(4)
Inventories	2	(14)	2	(10)
Prepaid expenses and other	33	127	(15)	(2)
Accounts payable	38	(31)	19	(5)
Accrued and other liabilities	(16)	(84)	26	(10)
Customer deposits	119	106	48	106
	<u>1,879</u>	<u>1,596</u>	<u>1,332</u>	<u>1,165</u>
Cash provided by operations before interest and income taxes				
Interest received	1	1	11	10
Interest paid	(51)	(62)	(38)	(47)
Income taxes paid, net	(36)	(31)	(2)	(1)
	<u>1,793</u>	<u>1,504</u>	<u>1,303</u>	<u>1,127</u>
INVESTING ACTIVITIES				
Additions to property and equipment	(784)	(1,326)	(285)	(1,001)
Other, net	(32)	8	7	7
	<u>(816)</u>	<u>(1,318)</u>	<u>(278)</u>	<u>(994)</u>
FINANCING ACTIVITIES				
Changes in loans with the Carnival Corporation group and Group companies	(1,919)	707	(2,012)	768
Proceeds from short-term borrowings, net	447	20	471	-
Principal repayments of long-term debt	(363)	(484)	(321)	(443)
Proceeds from issuance of long-term debt	598	456	598	456
Dividends paid	(282)	(227)	(282)	(227)
Purchases of treasury shares	(36)	-	(36)	-
Other, net	(10)	(2)	(9)	(1)
	<u>(1,565)</u>	<u>470</u>	<u>(1,591)</u>	<u>553</u>
Net cash (used in) provided by financing activities				
Effect of exchange rate changes on cash and cash equivalents	(8)	(52)	(28)	(62)
	<u>(596)</u>	<u>604</u>	<u>(594)</u>	<u>624</u>
Net (decrease) increase in cash and cash equivalents				
Cash and cash equivalents at beginning of year	821	217	731	107
Cash and cash equivalents at end of year	<u>\$ 225</u>	<u>\$ 821</u>	<u>\$ 137</u>	<u>\$ 731</u>

The accompanying notes on pages 75 to 114 are an integral part of these financial statements. These financial statements only present the Carnival plc consolidated IFRS Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements (see Note 1).

CARNIVAL PLC
GROUP STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(in millions)

	Share capital	Share premium	Retained earnings	Translation reserve	Reserves				Total	Total shareholders' equity
					Cash flow hedges	Treasury shares	Other reserves	Merger reserve		
Balances at November 30, 2014	\$358	\$137	\$7,835	\$(1,046)	\$(33)	\$ -	\$ -	\$1,503	\$ 424	\$ 8,754
Comprehensive income										
Net income	-	-	771	-	-	-	-	-	-	771
Changes in foreign currency translation adjustment	-	-	-	(1,054)	-	-	-	-	(1,054)	(1,054)
Net gains on hedges of net investments in foreign operations	-	-	-	43	-	-	-	-	43	43
Net losses on cash flow derivative hedges	-	-	-	-	(32)	-	-	-	(32)	(32)
Actuarial losses on post-employment benefit obligations	-	-	(15)	-	-	-	-	-	-	(15)
Total comprehensive income (loss)	-	-	756	(1,011)	(32)	-	-	-	(1,043)	(287)
Cash dividends declared	-	-	(239)	-	-	-	-	-	-	(239)
Other, net	-	6	10	-	-	-	-	-	-	16
Balances at November 30, 2015	358	143	8,362	(2,057)	(65)	-	-	1,503	(619)	8,244
Comprehensive income										
Net income	-	-	866	-	-	-	-	-	-	866
Changes in foreign currency translation adjustment	-	-	-	(542)	-	-	-	-	(542)	(542)
Net gains on cash flow derivative hedges	-	-	-	-	5	-	-	-	5	5
Net gains on hedges of net investments in foreign operations	-	-	-	1	-	-	-	-	1	1
Actuarial losses on post-employment benefit obligations	-	-	(30)	-	-	-	-	-	-	(30)
Total comprehensive income (loss)	-	-	836	(541)	5	-	-	-	(536)	300
Purchase of treasury shares	-	-	-	-	-	(36)	-	-	(36)	(36)
Share repurchase obligations	-	-	-	-	-	-	(392)	-	(392)	(392)
Cash dividends declared	-	-	(291)	-	-	-	-	-	-	(291)
Other, net	-	11	-	-	-	-	-	-	-	11
Balances at November 30, 2016	\$358	\$154	\$8,907	\$(2,598)	\$(60)	\$(36)	\$(392)	\$1,503	\$(1,583)	\$ 7,836

The accompanying notes on pages 75 to 114 are an integral part of these financial statements. These financial statements only present the Carnival plc consolidated IFRS Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements (see Note 1).

CARNIVAL PLC
COMPANY STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(in millions)

	Share capital	Share premium	Retained earnings	Translation reserve	Reserves				Total	Total shareholders' equity
					Cash flow hedges	Treasury shares	Other reserves	Merger reserve		
Balances at November 30, 2014	\$358	\$137	\$5,734	\$ (91)	\$(33)	\$ -	\$ -	\$36	\$ (88)	\$6,141
Comprehensive income										
Net income	-	-	786	-	-	-	-	-	-	786
Changes in foreign currency translation adjustment	-	-	-	(212)	-	-	-	-	(212)	(212)
Net gains on hedges of net investments in foreign operations	-	-	-	43	-	-	-	-	43	43
Net losses on cash flow derivative hedges	-	-	-	-	(32)	-	-	-	(32)	(32)
Actuarial losses on post-employment benefit obligations	-	-	(15)	-	-	-	-	-	-	(15)
Total comprehensive income (loss)	-	-	771	(169)	(32)	-	-	-	(201)	570
Cash dividends declared	-	-	(239)	-	-	-	-	-	-	(239)
Other, net	-	6	9	-	-	-	-	-	-	15
Balances at November 30, 2015	358	143	6,275	(260)	(65)	-	-	36	(289)	6,487
Comprehensive income										
Net income	-	-	889	-	-	-	-	-	-	889
Changes in foreign currency translation adjustment	-	-	-	(590)	-	-	-	-	(590)	(590)
Net gains on cash flow derivative hedges	-	-	-	-	5	-	-	-	5	5
Net gains on hedges of net investments in foreign operations	-	-	-	1	-	-	-	-	1	1
Actuarial losses on post-employment benefit obligations	-	-	(30)	-	-	-	-	-	-	(30)
Total comprehensive income (loss)	-	-	859	(589)	5	-	-	-	(584)	275
Purchases of treasury shares	-	-	-	-	-	(36)	-	-	(36)	(36)
Share repurchase obligations	-	-	-	-	-	-	(392)	-	(392)	(392)
Cash dividends declared	-	-	(291)	-	-	-	-	-	-	(291)
Other, net	-	11	4	-	-	-	-	-	-	15
Balances at November 30, 2016	\$358	\$154	\$6,847	\$(849)	\$(60)	\$(36)	\$(392)	\$36	\$(1,301)	\$6,058

The accompanying notes on pages 75 to 114 are an integral part of these financial statements. These financial statements only present the Carnival plc consolidated IFRS Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements (see Note 1).

CARNIVAL PLC
NOTES TO GROUP AND COMPANY IFRS FINANCIAL STATEMENTS

NOTE 1 - Summary of Significant Accounting Policies

Carnival plc was incorporated in England and Wales in 2000 and its headquarters is located at Carnival House, 100 Harbour Parade, Southampton, SO15 1ST, UK (registration number 4039524). The following accounting policies have been applied consistently in dealing with items which are considered material in relation to Carnival plc (the "Company"), its subsidiaries and associates (referred to collectively in these IFRS financial statements as the "Group," "our," "us," and "we").

As of January 19, 2017, our cruise brands' summary information is as follows:

<u>Cruise Brands</u>	<u>Passenger Capacity (a)</u>	<u>Percentage of Total Capacity</u>	<u>Number of Cruise Ships</u>
Costa	35,920	33%	15
AIDA	21,960	20	11
P&O Cruises (UK)	18,380	17	8
Princess (b)	14,060	13	6
P&O Cruises (Australia)	7,330	7	5
Cunard	6,770	6	3
Carnival Cruise Line (b)	4,250	4	2
	<u>108,670</u>	<u>100%</u>	<u>50</u>

- (a) In accordance with cruise industry practice, passenger capacity is calculated based on the assumption of two passengers per cabin even though some cabins can accommodate three or more passengers.
- (b) Princess and Carnival Cruise Line, two of Carnival Corporation's North America cruise brands, time charter ships to us to operate in Australia and/or Asia.

Basis of Preparation

The Carnival plc Group and Company IFRS financial statements are presented in U.S. dollars unless otherwise noted, as this is the Group's and Company's presentation currency. They are prepared on the historical cost basis, except for certain financial assets and liabilities (including derivative instruments) that are stated at fair value.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS and International Financial Reporting Interpretations Committee interpretations. The financial statements have been prepared on a going concern basis. The Board of Directors of the Group have a reasonable expectation that, on the basis of current financial projections and available borrowing facilities and based on reassessment of principal risks, we are well positioned to meet our commitments and obligations for the next 12 months from the date of this report and will remain in operational existence.

The preparation of these financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of policies and reported and disclosed amounts in these financial statements. The estimates and underlying assumptions are based on historical experience and various other factors that we believe to be reasonable under the circumstances and form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates used in preparing these Financial Statements.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The 2015 Insurance Recoverables of \$105 million has been combined with "Prepaid and Other" and the 2015 Claims Reserve of \$151 million has been combined with "Accrued Liabilities and Other" in the Group Consolidated Balance Sheets to conform to the current period presentation.

A review of the critical accounting estimates and judgements made by management is included within the Business Review section of the Strategic Report on pages 34 to 36.

Basis of Consolidation

The Carnival plc Group IFRS Financial Statements include the results of the Company and all of its controlled subsidiaries, which subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. All significant intra-Group balances and transactions are eliminated in consolidation.

Carnival Corporation and Carnival plc operate a dual listed company ("DLC"), known as Carnival Corporation & plc, whereby the businesses of Carnival Corporation and Carnival plc are combined through a number of contracts and through provisions in Carnival Corporation's Articles of Incorporation and By-Laws and Carnival plc's Articles of Association. The two companies operate as if they are a single economic enterprise with a single senior executive management team and identical Boards of Directors, but each has retained its separate legal identity. Each company's shares are publicly traded; on the New York Stock Exchange ("NYSE") for Carnival Corporation and the London Stock Exchange ("LSE") for Carnival plc. In addition, Carnival plc American Depository Shares are traded on the NYSE. The contracts governing the DLC arrangement provide that Carnival Corporation and Carnival plc each continue to have separate Boards of Directors, but the Boards of Directors and senior executive management of both companies are identical. Further details relating to the DLC arrangement are included in Note 3 of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements.

In order to provide the Carnival Corporation and Carnival plc shareholders with the most meaningful description of their economic interest in the DLC arrangement, consolidated financial statements of Carnival Corporation & plc are included in the DLC Annual Report, which are included in Annex 1, but do not form part of these Financial Statements. The DLC Financial Statements have been prepared under purchase accounting principles whereby the DLC transaction was accounted for as an acquisition of Carnival plc by Carnival Corporation.

These Financial Statements are required to satisfy reporting requirements of the Companies Act 2006 and do not include the IFRS consolidated results and financial position of Carnival Corporation and its subsidiaries. Accordingly, the Boards of Directors consider that within the DLC arrangement, the most appropriate presentation of Carnival plc's results and financial position is by reference to the U.S. generally accepted accounting principles ("U.S. GAAP") DLC Financial Statements, because all significant financial and operating decisions affecting the DLC companies are made on the basis of U.S. GAAP. Accordingly, the DLC Financial Statements are provided to shareholders as other information, which are included in Annex 1, but do not form part of these Carnival plc financial statements.

The following are included as part of the 2016 Carnival plc annual accounts and reports:

- Strategic Report (a)
- Notice of Annual Meetings and Proxy statement ("Proxy Statement") dated January 30, 2017

Included in or annexed to the Proxy Statement are:

- Carnival plc Directors' Remuneration Report Part I
- Annex A - Carnival plc Directors' Report (a)
- Annex B - Carnival plc Directors' Remuneration Report Part II
- Annex C - Carnival plc Corporate Governance Report (a)

(a) Additional information related to environmental, social and governance issues are included in these documents.

The above mentioned Proxy Statement information can be found at the Carnival Corporation & plc website at www.carnivalcorp.com or www.carnivalplc.com.

Cash and Cash Equivalents

Cash and cash equivalents include investments with maturities of three months or less at acquisition, which are stated at cost.

Inventories

Inventories consist substantially of food and beverages, hotel and restaurant products and supplies, fuel and gift shop merchandise held for resale, which are all carried at the lower of cost or net realisable value. Cost is determined using the weighted-average or first-in, first-out methods.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation and amortisation were computed using the straight-line method over our estimates of useful lives and residual values, as a percentage of original cost, as follows:

	<u>Years</u>	<u>Residual Values</u>
Ships	30	15%
Ship improvements	3-30	0%
Buildings and improvements	10-40	0% or 10%
Computer hardware and software	3-12	0% or 10%
Transportation equipment and other	3-20	0% or 10%
Leasehold improvements, including port facilities	Shorter of lease term or related asset life (3-30)	0%

The cruise industry is very capital intensive, and at January 19, 2017, we operated 50 cruise ships. We have a capital program for the improvement of our ships and for asset replacements in order to enhance the effectiveness and efficiency of our operations; to comply with, or exceed all relevant legal and statutory requirements related to health, environment, safety, security and sustainability; and to gain strategic benefits or provide newer improved product innovations to our guests.

We account for ship improvement costs by capitalising those costs we believe add value to our ships and have a useful life greater than one year and depreciate those improvements over its estimated useful life. The costs of repairs and maintenance, including minor improvement costs and dry-dock expenses, are charged to expense as incurred. Dry-dock costs primarily represent planned major maintenance activities that are incurred when a ship is taken out-of-service for scheduled maintenance. We capitalise interest as part of the cost of acquiring ships and other capital projects during their construction period. The specifically identified or estimated cost and accumulated depreciation of previously capitalised ship components are written-off upon retirement, which may result in a loss on disposal that is also included in other ship operating expenses. Liquidated damages received from shipyards as a result of late ship delivery are recorded as reductions to the cost basis of the ship.

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable. Upon the occurrence of a triggering event, the assessment of possible impairment is based on our ability to recover the carrying value of our asset based on our estimate of its recoverable amount, which is the higher of the fair value less costs of disposal and its value in use. This is determined by using the asset's estimated discounted future cash flows. If these estimated discounted future cash flows are less than the carrying value of the asset, an impairment charge is recognised for the excess. The lowest level for which we maintain identifiable cash flows is at the individual ship level. If subsequent to the impairment there has been a change in the estimates used to determine our ships' recoverable amount, then the carrying amount of the ship may be increased by the reversal of the impairment. The reversal is limited to the carrying amount that would have been determined had no impairment loss been recognised for the ship in prior years. A significant amount of judgment is required in estimating the future cash flows and fair values of our cruise ships.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in a business acquisition. We review our goodwill for impairment at least annually and as events or circumstances dictate. All of our goodwill has been allocated to our reporting units and is stated at cost less accumulated goodwill impairment charges. The recoverability of goodwill is determined by comparing the carrying amount of the net assets allocated to each cash-generating unit ("CGU") with its recoverable amount. The estimated recoverable amount is the higher of the cruise brand fair value less costs of disposal and its value in use, and if

the recoverable amount is greater than the cruise brand net asset carrying value, then the goodwill amount is deemed recoverable. A significant amount of judgment is required in estimating the recoverable amounts of our cruise brands' goodwill

Revenue and Expense Recognition

Revenue comprises sales to third-parties and excludes VAT and other similar sales taxes. Guest cruise deposits represent unearned revenues and are initially included in customer deposit liabilities when received (see Business Review section on page 47 within the Strategic Report for additional discussion of customer deposits). Customer deposits are subsequently recognised as cruise revenues, together with revenues from onboard and other activities, and all associated direct costs and expenses of a voyage are recognised as cruise costs and expenses, upon completion of voyages with durations of ten nights or less and on a pro rata basis for voyages in excess of ten nights. The impact of recognising these shorter duration cruise revenues and costs and expenses on a completed voyage basis versus on a pro rata basis is not significant. Future travel discount vouchers are included as a reduction of cruise passenger ticket revenues when such vouchers are utilised. Guest cancellation fees are recognised in cruise passenger ticket revenues at the time of cancellation. Revenue is recognised net of expected discounts.

Our sale to guests of air and other transportation to and from airports near the home ports of our ships are included in cruise passenger ticket revenues and the related cost of purchasing these services are included in cruise transportation costs. The proceeds that we collect from the sales of third-party shore excursions and on behalf of our onboard concessionaires, net of the amounts remitted to them, are included in onboard and other cruise revenues as concession revenues. All of these amounts are recognised on a completed voyage or pro rata basis as discussed above.

Cruise passenger ticket revenues include fees, taxes and charges collected by us from our guests. A portion of these fees, taxes and charges vary with guest head counts and are directly imposed on a revenue-producing arrangement. This portion of the fees, taxes and charges is expensed in commissions, transportation and other costs when the corresponding revenues are recognised. The remaining portion of fees, taxes and charges are also included in cruise passenger ticket revenues and are expensed in other ship operating expenses when the corresponding revenues are recognised.

Revenues and expenses from our hotel and transportation operations, which are included in our Tour and Other segment, are recognised at the time the services are performed or expenses are incurred. Revenues from the long-term leasing of ships, which are also included in our Tour and Other segment, are recognised ratably over the term of the agreement (see Note 2).

Insurance

We maintain insurance under Carnival Corporation & plc's group insurance programs, to cover a number of risks including illness and injury to crew, guest injuries, pollution, other third-party claims in connection with our cruise activities, damage to hull and machinery for each of our ships, war risks, workers compensation, directors' and officers' liability, property damage and general liability for shoreside third-party claims. We recognise insurance recoverables from third-party insurers for recorded losses at the time the recovery is virtually certain or upon settlement for amounts in excess of the recorded losses. All of our insurance policies are subject to coverage limits, exclusions and deductible levels. The liabilities associated with crew illnesses and crew and guest injury claims, including all legal costs, are estimated based on the specific merits of the individual claims or actuarially estimated based on historical claims experience, loss development factors and other assumptions.

Selling and Administrative Expenses

Selling expenses include a broad range of advertising, marketing and promotional expenses. Advertising is charged to expense as incurred. Administrative expenses represent the costs of our shoreside ship support, reservations and other administrative functions, and include salaries and related benefits, professional fees and building occupancy costs, which are typically expensed as incurred.

Foreign Currency Translations and Transactions

Each business determines its functional currency by reference to its primary economic environment. We translate the assets and liabilities of our foreign operations that have functional currencies other than the U.S. dollar at

exchange rates in effect at the balance sheet date. Revenues and expenses of these foreign operations are translated at weighted-average exchange rates for the period. Their equity is translated at historical rates and the resulting foreign currency translation adjustments are included in the translation reserve, which is a separate component of other reserves within shareholders' equity. Therefore, the U.S. dollar value of these non-equity translated items in our Financial Statements will fluctuate from period to period, depending on the changing value of the U.S. dollar versus these currencies

We execute transactions in a number of different currencies. Exchange rate gains and losses arising from changes in foreign currency exchange rates between the time an expense is recorded and when it is settled are recognised currently in Other expense, net. The remeasurement of monetary assets and liabilities denominated in a currency other than the functional currency of the entity involved are also recognised in Other expense, net, unless such monetary liabilities have been designated to act as hedges of net investments in our foreign operations. The net gains or losses resulting from foreign currency transactions were insignificant in 2016 and 2015. In addition, the unrealised gains or losses on our long-term intercompany receivables and payables, which are denominated in a non-functional currency and which are not expected to be repaid in the foreseeable future are recorded as foreign currency translation adjustments.

Share-Based Compensation

We recognise compensation expense for all share-based compensation awards using the fair value method. For time-based share awards, we recognise compensation cost ratably using the straight-line attribution method over the expected vesting period or to the retirement eligibility date, if less than the vesting period. For performance-based share awards, we estimate compensation cost based on the probability of the performance condition being achieved and recognize expense ratably using the straight-line attribution method over the expected vesting period. If all or a portion of the performance condition is not expected to be met, the appropriate amount of previously recognised compensation expense will be reversed and future compensation expense will be adjusted accordingly. For market-based share awards, we recognise compensation cost ratably using the straight-line attribution method over the expected vesting period. If the target market conditions are not expected to be met, compensation expense will still be recognised. In addition, we estimate the amount of expected forfeitures based on historical forfeiture experience when calculating compensation cost. We revise our forfeiture estimates if the actual forfeitures that occur are significantly different from the estimate.

Earnings Per Share

Basic earnings per share is computed by dividing net income by the weighted-average number of shares outstanding during each period excluding shares purchased by us and held as treasury shares. Diluted earnings per share is computed by dividing net income by the weighted-average number of shares and common stock equivalents outstanding during each period.

Pensions

The Group operates both defined benefit and defined contribution plans. The net deficit or surplus for each defined benefit pension plan is calculated in accordance with IAS 19(R), based on the present value of the defined benefit obligation at the balance sheet date less the fair value of the plan assets. The calculation is performed by a qualified actuary using the projected unit credit method. The discount rate is the yield at the balance sheet date on AA credit rated bonds or local equivalents that have maturity dates approximating the terms of the pension plans' obligations.

Actuarial gains and losses that arise in calculating the defined benefit pension plans' obligations are recognised in the period in which they arise directly in the Group and Company's comprehensive income.

The operating and financing costs of defined benefit pension plans are recognised in the Group and Company's income; current service costs are spread systematically over the expected average remaining service lives of employees and financing costs are recognised in the periods within which they arise. To the extent that the benefits vest immediately, the expense is recognised immediately in the Group and Company's income statement.

Defined contribution plan expenses are recognised in the period to which they relate. We contribute to these plans based on employee contributions, salary levels and length of service.

Derivatives and Other Financial Instruments

We utilise derivative and nonderivative financial instruments, such as foreign currency forwards, options and swaps, foreign currency debt obligations and foreign currency cash balances, to manage our exposure to fluctuations in certain foreign currency exchange rates. We use interest rate swaps to manage our interest rate exposure to achieve a desired proportion of fixed and floating rate debt. Our policy is not to use any financial instruments for trading or other speculative purposes.

All derivatives are recorded at fair value. The changes in fair value are recognised currently in earnings if the derivatives do not qualify as effective hedges. Subject to specific criteria, derivatives, financial assets and financial liabilities may be designated as forming hedge relationships, as a result of which changes in their fair value are offset in the Group and Company's income or recognised directly in the Group and Company's comprehensive income, depending on the nature of the hedge relationship. Hedging derivatives fall into three classifications: fair value hedges, cash flow hedges and hedges of a net investment. Changes in the fair value of fair value hedge derivatives are offset against the changes in the fair value of the underlying hedged items in the Group and Company's income. The effective portion of the changes in fair value of cash flow hedge derivatives are recognised in the Group and Company's comprehensive income until the underlying hedged item is recognised in earnings or the forecasted transaction is no longer probable. Changes in the fair value of hedges of a net investment are recognised in the Group and Company's comprehensive income to offset a portion of the change in the translated value of the net investment being hedged. In the event that a previously hedged investment is sold or substantially liquidated, the accumulated amount previously recognised from hedging is required to be removed from the hedging reserve within shareholders' equity and reflected in net income. We formally document hedging relationships for all derivative and nonderivative hedges and the underlying hedged items, as well as our risk management objectives and strategies for undertaking the hedge transactions.

We classify the fair values of all derivative contracts as either current or long-term, depending on the maturity date of the derivative contract. The cash flows from derivatives treated as hedges are classified in the Statements of Cash Flows in the same category as the item being hedged.

Interest-bearing debt and bank overdrafts are recorded at their initial fair value, which normally reflects the proceeds received by us, net of debt issuance costs, and are subsequently stated at amortised cost, including accrued interest. Any difference between the proceeds after debt issuance costs and the premium and redemption values are amortised to interest expense over the term of the debt, typically on a straight-line basis and approximates the effective interest method.

Income Taxes

Deferred income taxes are provided using the balance sheet liability method. Deferred income tax assets are recognised to the extent that it is probable that future taxable income will be available against which the temporary differences can be utilised. Deferred income taxes are measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Current income taxes are the taxes payable on the taxable income for the year, applying current rates and any adjustments in respect of previous years.

Dividends

Dividend distributions are recognised in the period in which the dividends are declared because under the DLC arrangement the declaration of a dividend by the Boards of Directors of Carnival Corporation and Carnival plc establishes a liability for Carnival plc.

Changes in Accounting Policy and Disclosures

New and Amended Standards That Have Been Adopted By Us

During 2016, we adopted the amendments to IFRS 8, "Operating Segments," which did not have a material impact on our results and financial position.

New and Amended Standards That Will Be Adopted By Us In The Future

IFRS 15, "Revenue from Contracts with Customers," requires an entity to recognise the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. When effective, this standard will replace most existing revenue recognition guidance under IFRS. The standard also requires more detailed disclosures and provides additional guidance for transactions that were not comprehensively addressed under IFRS. This standard is required to be adopted by us in fiscal 2019 by either restating all years presented in our financial statements or by recording the impact of adoption as an adjustment to retained earnings at the beginning of the year of adoption. We are currently evaluating the impact that this standard will have on our consolidated financial statements.

IFRS 16, "Leases," requires an entity to recognise both assets and liabilities arising from financing and operating leases, along with additional qualitative and quantitative disclosures. This standard is required to be adopted by us in fiscal 2020. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

IFRS 9, "Financial Instruments," includes amendments to the standard on classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements. These amendments are required to be adopted by us in fiscal 2020. We are currently evaluating the impact that this amendment will have on our consolidated financial statements.

NOTE 2 - Segment Information

As previously discussed, within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is by reference to the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements. Carnival Corporation & plc has four reportable segments that are comprised of (1) North America, (2) Europe, Australia & Asia ("EAA"), (3) Cruise Support and (4) Tour and Other. Carnival Corporation & plc's segments are reported on the same basis as the internally reported information that is provided to our chief operating decision maker ("CODM"), who is the President and Chief Executive Officer of Carnival Corporation and Carnival plc. The CODM assesses performance and makes decisions to allocate resources for Carnival Corporation & plc based upon review of the results across all of our segments.

The Carnival Corporation & plc North America segment includes Carnival Cruise Line, Holland America Line, Princess and Seabourn. The Carnival Corporation & plc EAA segment includes AIDA, Costa, Cunard, P&O Cruises (Australia) and P&O Cruises (UK). The operations of these reporting units have been aggregated into two reportable segments based on the similarity of their economic and other characteristics, including types of customers, regulatory environment, maintenance requirements, supporting systems and processes and products and services they provide. The Carnival Corporation & plc Cruise Support segment represents certain of its port and related facilities and other services that are provided for the benefit of its cruise brands.

The Carnival Corporation & plc Tour and Other segment represents the hotel and transportation operations of Holland America Princess Alaska Tours and ships that it bareboat charters to unaffiliated entities.

The significant accounting policies of these segments are the same as those described in Note 2 of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Financial Statements.

Selected information for the Carnival Corporation & plc segments and the reconciliation to the corresponding Carnival plc amounts as of and for the years ended November 30 was as follows (in millions):

	Revenues	Operating costs and expenses	Selling and administrative	Depreciation and amortisation	Operating income (loss)	Capital expenditures	Total assets
2016							
North America (a)	\$ 10,267	\$ 5,786	\$ 1,220	\$ 1,056	\$ 2,205	\$ 2,069	\$ 23,454
EAA (b)	5,906	3,524	691	599	1,092	667	13,456
Cruise Support	131	67	278	42	(256)	310	1,568
Tour and Other (a)	231	152	8	41	30	16	458(c)
Intersegment elimination (a)	(146)	(146)	-	-	-	-	-
Carnival Corporation & plc – U.S. GAAP	16,389	9,383	2,197	1,738	3,071	3,062	38,936
Carnival Corporation, U.S. GAAP vs. IFRS differences and eliminations (d)	(9,143)	(4,650)	(1,397)	(1,073)	(2,075)	(2,278)	(25,273)
Carnival plc – IFRS	<u>\$ 7,246</u>	<u>\$ 4,733</u>	<u>\$ 800</u>	<u>\$ 665</u>	<u>\$ 996</u>	<u>\$ 784</u>	<u>\$ 13,663</u>
2015							
North America (a)	\$ 9,866	\$ 5,925	\$ 1,140	\$ 994	\$ 1,807	\$ 854	\$ 22,420
EAA (b)	5,636	3,442	695	561	938	1,265	14,076
Cruise Support	119	58	223	27	(189)	162	2,248
Tour and Other (a)	226	155	9	44	18	13	493(c)
Intersegment elimination (a)	(133)	(133)	-	-	-	-	-
Carnival Corporation & plc – U.S. GAAP	15,714	9,447	2,067	1,626	2,574	2,294	39,237
Carnival Corporation, U.S. GAAP vs. IFRS differences and eliminations (d)	(8,926)	(4,923)	(1,285)	(986)	(1,710)	(968)	(24,397)
Carnival plc – IFRS	<u>\$ 6,788</u>	<u>\$ 4,524</u>	<u>\$ 782</u>	<u>\$ 640</u>	<u>\$ 864</u>	<u>\$ 1,326</u>	<u>\$ 14,840</u>

(a) A portion of the North America segment's revenues includes revenues for the tour portion of a cruise when a land tour package is sold along with a cruise by either Holland America Line or Princess. These intersegment tour revenues, which are included in the Tour and Other segment, are eliminated directly against the North America segment's revenues and operating expenses in the line "Intersegment elimination."

(b) Carnival plc consists principally of the EAA segment.

(c) Tour and Other segment assets primarily include hotels and lodges in the state of Alaska and the Canadian Yukon, motorcoaches used for sightseeing and charters, glass-domed railcars, which run on the Alaska Railroad and Carnival Corporation & plc owned ships that it leased out under long-term charters to unaffiliated entities.

(d) Carnival Corporation consists primarily of cruise brands that do not form part of the Group, however, these brands are included in Carnival Corporation & plc and thus represent substantially all of the reconciling items. These North American Carnival Corporation cruise brands are Carnival Cruise Line, Holland America Line, Princess and Seabourn. The U.S. GAAP vs. IFRS accounting differences principally relate to differences in the carrying value of ships and related depreciation expenses. The eliminations relate to ship charters between Carnival Corporation and the Group and Company.

The Group's revenues by geographical areas, which are based on where our guests are sourced, were as follows (in millions):

	Years Ended November 30,	
	2016	2015
North America	\$ 486	\$ 470
Europe	4,580	4,450
Australia and Asia	2,007	1,686
Others	173	182
	<u>\$ 7,246</u>	<u>\$ 6,788</u>

Substantially all of our cruise assets are ships and our cruise capital expenditures are substantially all incurred for ships and ships under construction. Our ships move between geographic regions and, therefore, it is not meaningful to allocate these ship assets and ship capital expenditures to particular regions. In addition, segment information relating to liabilities is not reported to or used by the CODM in order to assess performance and allocate resources to a segment. Our Tour operations' guests are primarily sourced from North America, which is where all our Tour operations' assets and capital spending are located.

NOTE 3 - Other Income, Expense and Auditors' Remuneration

Operating lease expenses were as follows (in millions):

	Years Ended November 30,	
	2016	2015
Ships	\$ 652	\$ 570
Property	26	25
Other	5	5
	<u>\$ 683</u>	<u>\$ 600</u>

These operating leases are charged to expense on a straight-line basis over the lease term.

During 2016, the Group recognised:

- \$77 million ship impairment charges for three ships due to lower than expected ship revenue yields
- \$25 million ship impairment charge reversal to income for three ships resulting from these ships having been impaired in prior years and their subsequent performance, including charter receipts, being better than expected

During 2015, the Group recognised:

- \$36 million ship impairment charge reversal to income for three ships resulting from these ships having been impaired in prior years and their subsequent performance being better than expected
- \$14 million ship impairment charge for one ship

Refer to Note 10 for ship impairments and sales discussion.

Selling expenses include advertising, marketing and promotional expenses of \$291 million and \$283 million and payroll and related expenses of \$366 million and \$378 million in 2016 and 2015, respectively.

During 2015, the Group recognised \$24 million of restructuring expenses related to certain AIDA and Costa operations.

Auditors' remuneration was as follows (in millions):

	Years Ended November 30,	
	2016	2015
Fees payable to the Company's auditor for the audit of the Group and Company financial statements	\$1	\$1
Fees payable to the Company's auditor and their associates for the audit of the Company's subsidiaries pursuant to legislation	<u>1</u>	<u>1</u>
	<u>\$2</u>	<u>\$2</u>

In addition, during 2016, there were non-audit service fees that were paid to the auditor of \$0.1 million for due diligence services (\$0.2 million in 2015).

NOTE 4 - Income and Other Taxes

Income tax expense, comprised almost entirely of overseas taxes incurred outside the UK, was as follows (in millions):

	Years Ended November 30,	
	2016	2015
Current taxes	\$(36)	\$(34)
Deferred taxes	-	4
Income tax expense, net	<u>\$(36)</u>	<u>\$(30)</u>

The total income tax (expense) is reconciled to income taxes calculated at the UK standard tax rate as follows (in millions):

	Years Ended November 30,	
	2016	2015
Income before income taxes	<u>\$ 902</u>	<u>\$ 801</u>
Notional tax expense at UK standard tax rate (2016-20.0% and 2015-20.3%)	(180)	(163)
Effect of Italian and UK tonnage tax and other overseas taxes at different rates ...	144	133
	<u>\$ (36)</u>	<u>\$ (30)</u>

We do not expect to incur income taxes on future distributions of undistributed earnings of foreign subsidiaries and, accordingly, no deferred income taxes have been provided for the distribution of these earnings. All interest expense related to income tax liabilities is included in income tax expense. Virtually all jurisdictions where our ships call impose taxes, fees and other charges based on guest counts, ship tonnage, passenger capacity or some other measure, and these taxes, fees and other charges are included in commissions, transportation and other costs and other ship operating expenses.

UK and Australian Income Tax

Cunard, P&O Cruises (UK) and P&O Cruises (Australia) are divisions of Carnival plc and have elected to enter the UK tonnage tax under a rolling ten-year term and, accordingly, reapply every year. Companies to which the tonnage tax regime applies pay corporation taxes on profits calculated by reference to the net tonnage of qualifying ships. UK corporation tax is not chargeable under the normal UK tax rules on these brands' relevant shipping income. Relevant shipping income includes income from the operation of qualifying ships and from shipping related activities.

For a company to be eligible for the regime, it must be subject to UK corporation tax and, among other matters, operate qualifying ships that are strategically and commercially managed in the UK. Companies within UK tonnage tax are also subject to a seafarer training requirement.

Our UK non-shipping activities that do not qualify under the UK tonnage tax regime remain subject to normal UK corporation tax. Dividends received from subsidiaries of Carnival plc doing business outside the UK are generally exempt from UK corporation tax.

P&O Cruises (Australia) and all of the other cruise ships operated internationally by Carnival plc for the cruise segment of the Australian vacation region are exempt from Australian corporation tax by virtue of the UK/Australian income tax treaty.

Italian and German Income Tax

In early 2015, Costa and AIDA re-elected to enter the Italian tonnage tax regime through 2024 and can reapply for an additional ten-year period beginning in early 2025. Companies to which the tonnage tax regime applies pay corporation taxes on shipping profits calculated by reference to the net tonnage of qualifying ships.

Most of Costa's and AIDA's earnings that are not eligible for taxation under the Italian tonnage tax regime will be taxed at an effective tax rate of 5.5%.

Substantially all of AIDA's earnings are exempt from German income taxes by virtue of the Germany/Italy income tax treaty.

Income and Other Taxes in Asian Countries

Substantially all of our brands' income from their international operation in Asian countries is exempt from local corporation tax by virtue of relevant income tax treaties.

U.S. Income Taxes

Our domestic U.S. operations, principally the hotel and transportation business of Holland America Princess Alaska Tours, are subject to federal and state income taxation in the U.S.

Any U.S. source transportation income earned by the Group qualifies for exemption from U.S. federal income tax under applicable bilateral U.S. income tax treaties.

NOTE 5 - Dividends

During 2016, our Board of Directors declared a 17% dividend increase to holders of Carnival Corporation common stock and Carnival plc ordinary shares from \$0.30 per share to \$0.35 per share. The dividend rate and total amount declared by the Company, by quarter, were as follows (in millions, except per share data):

	Quarters Ended			
	February 29/28	May 31	August 31	November 30
2016				
Dividends declared per share	\$0.30	\$0.35	\$0.35	\$0.35
Dividend declarations	\$ 63	\$ 76	\$ 76	\$ 76
2015				
Dividends declared per share	\$0.25	\$0.25	\$0.30	\$0.30
Dividend declarations	\$ 54	\$ 54	\$ 65	\$ 66

Carnival plc dividends are declared in U.S. dollars. If declared, holders of Carnival plc American Depositary Shares receive a dividend payable in U.S. dollars. The dividends payable for Carnival plc ordinary shares are payable in sterling, unless the shareholders elect to receive the dividends in U.S. dollars. Dividends payable in sterling will be converted from U.S. dollars into sterling at the U.S. dollar to sterling exchange rate quoted by the Bank of England in London at 12:00 p.m. on the next combined U.S. and UK business day that follows the quarter end.

NOTE 6 - Earnings per Share

Our basic and diluted earnings per share were computed as follows (in millions, except per share data):

	Years Ended November 30,	
	2016	2015
Net income for basic and diluted earnings per share	<u>\$ 866</u>	<u>\$ 771</u>
Weighted-average ordinary shares outstanding	216	216
Dilutive effect of equity plans	<u>1</u>	<u>1</u>
Diluted weighted-average ordinary shares outstanding	<u>217</u>	<u>217</u>
Basic earnings per share	<u>\$4.01</u>	<u>\$3.57</u>
Diluted earnings per share	<u>\$3.99</u>	<u>\$3.56</u>

As described in Note 1, Carnival Corporation and Carnival plc operate as a DLC. Under the contracts governing the DLC arrangement, the Carnival Corporation & plc consolidated earnings accrue equally to each share of Carnival Corporation common stock and each Carnival plc ordinary share. For this reason, the U.S. GAAP earnings per share for Carnival Corporation & plc are provided for information on page 69.

The dilutive effect of equity plans relate to ordinary shares to be issued on vesting of restricted stock units, performance-based share awards and market-based share awards. Details of employee share-based compensation are discussed in Note 20.

NOTE 7 - Cash and Cash Equivalents

Cash and cash equivalents were as follows (in millions):

	Group		Company	
	November 30,		November 30,	
	2016	2015	2016	2015
Cash used for current operations	\$ 115	\$ 136	\$ 44	\$ 62
Money market funds and time deposits	110	685	93	669
	<u>\$ 225</u>	<u>\$ 821</u>	<u>\$ 137</u>	<u>\$ 731</u>

The 2015 amounts of cash used on ships of \$46 million and \$21 million for the Group and Company, respectively, have been combined with the cash used for current operations to be comparable with 2016 amounts.

NOTE 8 - Trade and Other Receivables, Net

Trade and other receivables, net, were as follows (in millions):

	Group		Company	
	November 30,		November 30,	
	2016	2015	2016	2015
Trade, net	\$ 119	\$ 116	\$ 48	\$ 52
VAT, income taxes and other	25	32	14	20
	<u>\$ 144</u>	<u>\$ 148</u>	<u>\$ 62</u>	<u>\$ 72</u>

The aging of trade receivables was as follows (in millions):

	<u>Group</u>		<u>Company</u>	
	<u>November 30,</u>			
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Current	\$ 94	\$ 87	\$ 44	\$ 49
1 to 30 days	18	23	3	2
31 days and thereafter	13	11	2	2
	125	121	49	53
Allowance for bad debts at November 30, ...	(6)	(5)	(1)	(1)
	<u>\$ 119</u>	<u>\$ 116</u>	<u>\$ 48</u>	<u>\$ 52</u>

NOTE 9 - Inventories, Net

Inventories, net were as follows (in millions):

	<u>Group</u>		<u>Company</u>	
	<u>November 30,</u>			
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Food and beverage provisions and hotel and restaurant products and supplies, net	\$ 75	\$ 80	\$ 23	\$ 27
Fuel	26	24	14	11
Merchandise held for resale, net	15	13	1	1
Other	8	9	5	6
	<u>\$ 124</u>	<u>\$ 126</u>	<u>\$ 43</u>	<u>\$ 45</u>

NOTE 10 - Property and Equipment

Property and equipment movements were as follows (in millions):

	Group			Company		
	Ships and ship improvements	Other property and equipment	Total	Ships and ship improvements	Other property and equipment	Total
Cost						
At November 30, 2014	\$17,540	\$1,401	\$18,941	\$ 5,664	\$113	\$ 5,777
Exchange movements	(2,137)	(61)	(2,198)	(320)	(8)	(328)
Additions	1,222	114	1,336	964	42	1,006
Disposals	(70)	(75)	(145)	(36)	(4)	(40)
At November 30, 2015	16,555	1,379	17,934	6,272	143	6,415
Exchange movements	(891)	(57)	(948)	(920)	(15)	(935)
Additions	729	117	846	224	62	286
Disposals	(64)	(67)	(131)	(36)	(12)	(48)
At November 30, 2016	<u>\$16,329</u>	<u>\$1,372</u>	<u>\$17,701</u>	<u>\$ 5,540</u>	<u>\$178</u>	<u>\$ 5,718</u>
Accumulated depreciation						
At November 30, 2014	\$ (4,599)	\$ (683)	\$ (5,282)	\$ (1,655)	\$ (58)	\$ (1,713)
Exchange movements	596	25	621	115	5	120
Depreciation and amortisation	(567)	(73)	(640)	(235)	(12)	(247)
Impairment reversals, net (a)	22	-	22	-	-	-
Disposals	62	28	90	31	4	35
At November 30, 2015	(4,486)	(703)	(5,189)	(1,744)	(61)	(1,805)
Exchange movements	234	42	276	249	2	251
Depreciation and amortisation	(589)	(76)	(665)	(241)	(10)	(251)
Impairment reversals (losses), net (b)	(52)	-	(52)	(47)	-	(47)
Disposals	59	58	117	35	9	44
At November 30, 2016	<u>\$ (4,834)</u>	<u>\$ (679)</u>	<u>\$ (5,513)</u>	<u>\$ (1,748)</u>	<u>\$ (60)</u>	<u>\$ (1,808)</u>
Net book value						
At November 30, 2016	<u>\$11,495</u>	<u>\$ 693</u>	<u>\$12,188</u>	<u>\$ 3,792</u>	<u>\$118</u>	<u>\$ 3,910</u>
At November 30, 2015	<u>\$12,069</u>	<u>\$ 676</u>	<u>\$12,745</u>	<u>\$ 4,528</u>	<u>\$ 82</u>	<u>\$ 4,610</u>

- (a) At July 31, 2015, we performed discounted future cash flow analysis of certain ships to determine if these ships were impaired. The principal assumptions used in our discounted cash flow analysis consisted of forecasted future operating results, including net revenue yields and net cruise costs including fuel prices, and the estimated residual value, which are all considered Level 3 inputs. Based on its discounted cash flow analysis, we determined that the net carrying value for one ship exceeded its estimated discounted future cash flows. As a result, we recognised a \$14 million ship impairment charge during the second half of 2015. In addition, based on their discounted cash flow analyses, we recognised ship impairment charge reversals to income of \$36 million for three ships during 2015.
- (b) At July 31, 2016, we performed discounted future cash flow analysis of certain ships to determine if these ships were impaired. The principal assumptions used in our discounted cash flow analysis consisted of forecasted future operating results, including net revenue yields and net cruise costs including fuel prices, and the estimated residual value, which are all considered Level 3 inputs. Based on its discounted cash flow analysis, we determined that the net carrying value for three ships exceeded their estimated discounted future cash flows. As a result, we recognised \$77 million ship impairment charges during the second half of 2016. In addition, based on their discounted cash flow analyses, we recognised ship impairment charge reversals to income of \$25 million for three ships during 2016.

The determination of value in use includes numerous assumptions that are subject to various risks and uncertainties, unless a comparable, viable actively-traded market exists, which is usually not the case for cruise ships. Our ships' value in use are typically estimated based either on ship sales price negotiations and the associated probability of the ship selling or discounted future cash flows. We believe that we have made reasonable estimates and judgments in determining whether ships have been impaired, or reversals have been recognised. However, if there is a change in assumptions used or if there is a change in the conditions or circumstances influencing fair values in the future, we may need to recognise an impairment loss or reversal

Ships under construction include progress payments for the construction of new ships, as well as design and engineering fees, capitalised interest, construction oversight costs and various owner supplied items. Capitalised interest amounted to \$8 million in 2016 (\$7 million in 2015). The interest capitalisation rate is based on the weighted-average interest rates applicable to borrowings within the DLC during each period. During 2016, the average capitalisation rate was 2.7% (2.9% during 2015).

During 2016, the Group took delivery of the 3,290-passenger capacity *AIDAprima* and during 2015 the Group and Company took delivery of the 3,650-passenger capacity P&O Cruises (UK)'s *Britannia*. In addition, during 2016 and 2015, the Group made stage payments for ships under construction.

In March 2016, the Group and Company entered into a bareboat charter/sale for a 1,550-passenger capacity ship, which will be chartered to an unrelated entity from April 2017 through 2027. Under this agreement, ownership of the ship will be transferred to the buyer in 2027.

At November 30, 2016, the cost of ships under construction, which are included in the above table, totalled \$354 million (\$255 million at November 30, 2015).

At November 30, 2016, the net book value of ship assets is shown after deducting government construction grants of \$98 million (\$104 million at November 30, 2015). At November 30, 2016, the book value of our land was \$34 million (\$33 million at November 30, 2015).

See Note 3 for additional ship-related discussions.

NOTE 11 - Goodwill and Other Intangible Assets

Goodwill movements were as follows (in millions):

	Group		Company
	Goodwill	Other Intangible Assets	Goodwill
At November 30, 2014	\$669	\$ -	\$172
Additions	-	53	-
Amortisation	-	(2)	-
Exchange movements	(81)	(1)	(7)
At November 30, 2015	588	50	165
Additions	-	1	-
Amortisation	-	(3)	-
Exchange movements	(28)	(2)	(29)
At November 30, 2016	<u>\$560</u>	<u>\$46</u>	<u>\$136</u>

At November 30, 2016 and 2015, the carrying value of our CGUs' or cruise brands' goodwill balance was as follows: AIDA, \$122 million (2015 \$122 million), Costa, \$302 million (2015 \$301 million) and Cunard, \$136 million (2015 \$165 million). P&O Cruises (UK) and P&O Cruises (Australia) do not carry goodwill.

At July 31, 2016, we performed our annual goodwill impairment reviews to assess the recoverable amount of each cruise brand's goodwill. For the impairment reviews, the estimated recoverable amounts were based on the higher of the cruise brands' fair value less cost of disposal and its value in use. Recoverable amounts for our brands that carried goodwill were determined using the 10-year discounted future cash flow analysis, after which a terminal growth rate is applied. Our annual impairment reviews resulted in no goodwill impairments.

The principal assumptions, all of which are considered Level 3 inputs, used in our cash flow analyses relate to forecasting future operating results and are as follows:

- Net revenue yields and net cruise costs including fuel prices
- Capacity changes, including the expected deployment of vessels into, or out of, the cruise brands, including, but not limited to, the new ships discussed in Note 22
- Weighted-average cost of capital pre-tax discount rates of market participants, which ranged from 5.0% to 9.5%, adjusted for the risk attributable to the geographic region in which the brands operate

- Capital expenditures, terminal values and a range of none to 3.0% for long-term perpetuity growth rates

The cash flows were estimated based on those a market participant would expect to derive from the businesses. For all the cruise brands, we used relevant past experience in determining an estimate of future cash flows.

For AIDA and Costa we have significant headroom and based on the sensitivity analysis performed no reasonably possible changes in the assumptions would cause the carrying amount of the brands' goodwill to exceed their recoverable amounts.

The determination of our cruise brands' goodwill recoverable amounts includes numerous assumptions that are subject to various risks and uncertainties. We believe that we have made reasonable estimates and judgments in determining whether our goodwill has been impaired. However, if there is a change in assumptions used or if there is a change in the conditions or circumstances influencing fair values in the future, then we may need to recognise an impairment charge.

The fair value of the Cunard goodwill currently exceeds the carrying value by almost \$480 million. Changes in the individual assumptions would cause the recoverable amount to fall below the carrying amount as follows:

- Reduction in the perpetuity growth rate after 10 years from an assumed increase of 2.5% compared to an assumed negative growth rate of 3.3% or
- Increase in the discount rate from the 9.0% assumption applied to a revised assumption of 11.4% or more or
- Reduction in the projected operating cash flows across future years by 25.1% or more or
- If there is one less ship in Cunard's fleet or
- Increase in fuel price to \$954 per metric ton (or 43%) through 2019 and then a 2% annual increase thereafter or
- No increase in net revenue yields for the next three years and the inability to achieve net revenue yield growth of 2.5% thereafter

Our brands' estimated recoverable amount significantly exceeded their carrying amount and there have not been any events or circumstances subsequent to July 31, 2016, which we believe require us to perform interim goodwill impairment tests.

Other intangible assets consist of port usage rights and are stated at cost less accumulated amortisation. Amortisation is computed using the straight-line method over the shorter of the arrangement term or their expected useful lives. Expected useful lives are reviewed annually.

NOTE 12 - Other Assets

Other assets were as follows (in millions):

	<u>Group</u>		<u>Company</u>	
	<u>November 30,</u>		<u>November 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Other receivables and investments, including VAT	\$ 72	\$ 58	\$ -	\$ -
Insurance recoverables	31	28	6	-
Prepaid expenses and other	54	42	34	29
Deferred taxes ..	9	9	-	-
Derivative contract receivables	-	7	-	7
	<u>\$ 166</u>	<u>\$ 144</u>	<u>\$ 40</u>	<u>\$ 36</u>

The Group had gross deferred tax assets of \$124 million at both November 30, 2016 and 2015 and the Company had gross deferred tax assets of \$104 million at both November 30, 2016 and 2015, which were not recognised.

NOTE 13 - Investments in Subsidiaries

The Company's investments in subsidiaries' movements were as follows (in millions):

At November 30, 2014	\$ 6,129
Exchange movements	(412)
At November 30, 2015	5,717
Exchange movements	(32)
At November 30, 2016	<u>\$ 5,685</u>

At November 30, 2016, the Company's principal operating subsidiary was Costa Crociere S.p.A., which is incorporated in Italy and is 99.97% directly owned by the Company, and principally affects the figures shown in the Carnival plc Group financial statements. This subsidiary owns and operates the Costa and AIDA cruise brands. Cunard, P&O Cruises (Australia), P&O Cruises (UK) and the leased ships from the Carnival Cruise Line and Princess brands are divisions of the Company.

The Company's subsidiaries, whose ownership interest is through ordinary shares, including the UK subsidiaries exempt from the requirement to prepare individual audited accounts or individual accounts, (as further specified below) for the year ended November 30, 2016 are as follows:

Company	UK Companies House Registration Number	Country of Incorporation	Effective Interest
A. C. N. 098290834 Pty. Ltd.		Australia	100%
AIDA Kundencenter GmbH		Germany	99.97%
Air-Sea Holiday GmbH		Switzerland	99.97%
Alaska Hotel Properties LLC		United States	100%
Barcelona Cruise Terminal SLU		Spain	99.97%
Carnival UK Limited (a)	03141044	United Kingdom	100%
Carnival Celebration, Inc.		United States	100%
Carnival Corporation & plc Asia (Hong Kong) Limited		Hong Kong	100%
Carnival Corporation & plc Asia Pte. Ltd.		Singapore	100%
Carnival Corporation Hong Kong Limited		Hong Kong	100%
Carnival Corporation Korea Limited		Korea	100%
Carnival FC B.V.		Netherlands	99.99%
Carnival Japan, Inc.		Japan	100%
Carnival Maritime GMBH		Germany	99.97%
Carnival Support Services India Private Limited		India	100%
Carnival Technical Services, Inc.		Japan	100%
CC U.S. Ventures, Inc.		United States	100%
Costa Crociere PTE Ltd.		Singapore	99.97%
Costa Crociere S.p.A.		Italy	99.97%
Costa Cruceros S.A.		Argentina	99.97%
Costa Cruise Lines Inc.		United States	99.97%
Costa Cruise Lines UK Limited (a)	02482631	United Kingdom	99.97%
Costa Cruises Shipping Services (Shanghai) Company Limited ...		China	99.97%
Costa Cruises Travel Agency (Shanghai) Co., Ltd.		China	99.97%
Costa Cruzeiros Agencia Maritima e Turismo Ltda.		Brazil	99.97%
Costa Group Digital & Strategic Services GmbH		Germany	99.97%
Costa International B.V.		Netherlands	99.97%
Costa Kreuzfahrten GmbH		Switzerland	99.97%
Cozumel Cruise Terminal S.A. de C.V.		Mexico	100%
Cruise Terminal Services S.A. de C.V.		Mexico	100%
Cruise Ships Catering & Services International N.V.		Curacao	99.97%
Cunard Celtic Limited		Hong Kong	100%

Company	UK Companies House Registration Number	Country of Incorporation	Effective Interest
F.P.M. SAS		French Polynesia	100%
Fathom Travel Ltd. (b)	9608240	United Kingdom	100%
Fleet Maritime Services (Bermuda) Limited		Bermuda	100%
Fleet Maritime Services Holdings (Bermuda) Limited		Bermuda	100%
Gibs, Inc.		United States	100%
Global Fine Arts, Inc.		United States	100%
Global Shipping Service (Shanghai) Co., Ltd.		China	100%
Grand Cruise Investments Unipessoal Lda		Portugal	100%
Grand Cruise Shipping Unipessoal Lda		Portugal	100%
Holding Division Iberocruceros SLU		Spain	99.97%
Holland America Line Inc.		United States	100%
Holland America Line U.S.A., Inc.		United States	100%
HSE Hamburg School of Entertainment GmbH		Germany	99.97%
Ibero Cruzeiros Ltda.		Brazil	99.97%
Iberocruceros SLU		Spain	99.97%
International Cruise Services, S.A. de C.V.		Mexico	100%
International Maritime Recruitment Agency, S A. de C.V.		Mexico	100%
Milestone N.V.		Curacao	99.97%
Navitrans B.V.		Netherlands	100%
Operadora Catalina S.r.L.		Dominican Republic	99.97%
P&O Princess American Holdings (a)	01453164	United Kingdom	100%
P&O Princess Cruises International Limited (b)	03902746	United Kingdom	100%
P&O Princess Cruises Pension Trustee Limited (a)	04069014	United Kingdom	100%
P&O Princess Purchasing Limited	00511878	United Kingdom	100%
P&O Properties (California), Inc.		United States	100%
P&O Travel Limited (a)	0773151	United Kingdom	100%
Prestige Cruises Management S.A.M.		Monaco	95.97%
Prestige Cruises N.V.		Curacao	99.97%
Princess Cruises & Tours, Inc.		United States	100%
Princess U.S. Holdings, Inc.		United States	100%
Royal Hyway Tours, Inc.		United States	100%
SeaVacations Limited (b)	03681272	United Kingdom	100%
SeaVacations UK Limited (b)	03633566	United Kingdom	100%
Spanish Cruise Services N.V.		Curacao	99.97%
Tour Alaska, LLC		United States	100%
Westmark Hotels of Canada, Ltd.		Canada	100%
Westmark Hotels, Inc.		United States	100%
Westours Motor Coaches, LLC		United States	100%

(a) Exempt from preparing individual accounts by virtue of Section 394A of the Companies Act 2006 and from filing individual accounts by virtue of Section 448A of the Companies Act 2006.

(b) Exempt from preparing individual audited accounts by virtue of Section 479A of the Companies Act 2006.

In order to obtain the above filing exemptions, the Company has guaranteed the outstanding liabilities to which each of the above companies is subject at November 30, 2016.

NOTE 14 - Unsecured Debt

Long-term debt and short-term borrowings consisted of the following (in millions):

	<u>Group</u>		<u>Company</u>	
	<u>November 30,</u>			
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Long-Term Debt				
Export Credit Facilities				
Fixed rate	\$ 72	\$ 134	\$ 72	\$ 134
Euro fixed rate	205	233	-	-
Euro floating rate	1,094	1,236	999	1,131
Bank Loans				
Euro fixed rate	583	132	583	132
Floating rate	150	150	150	150
Euro floating rate	106	-	106	-
Private Placement Notes				
Euro fixed rate	51	51	51	51
	<u>2,261</u>	<u>1,936</u>	<u>1,961</u>	<u>1,598</u>
Current Portion of Long-Term Debt				
Export Credit Facilities				
Fixed rate	64	65	64	65
Euro fixed rate	30	30	-	-
Euro floating rate	148	151	137	140
Bank Loans				
Euro fixed rate	28	28	28	28
Private Placement Notes				
Euro fixed rate	-	80	-	80
	<u>270</u>	<u>354</u>	<u>229</u>	<u>313</u>
Short-Term Borrowings				
Euro floating rate commercial paper	451	-	451	-
Euro floating rate bank loans	6	30	-	-
	<u>457</u>	<u>30</u>	<u>451</u>	<u>-</u>
Total Debt	\$ 2,988	\$ 2,320	\$ 2,641	\$ 1,911

The debt table does not include the impact of our foreign currency and interest rate swaps. Amounts falling due within one year include accrued interest. The floating rate is based on LIBOR or EURIBOR. Substantially all of our fixed rate debt can be called or prepaid by incurring additional costs. Further detail relating to the Group's policies on managing currency and interest rate risks and additional information on debt and committed financings are provided in Notes 1 and 24 herein, within the Business Review section of the Strategic Report and in Notes 6 and 11 of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements.

Subsequent to November 30, 2016, we entered into an approximately \$800 million export credit facility, which may be drawn in euro or U.S. dollars in 2021 and will be due in semi-annual installments through 2033. The interest rate on this export credit facility can be fixed or floating, at our discretion.

Committed Ship Financings

We have unsecured euro and U.S. dollar long-term export credit committed ship financings. These commitments, if drawn at the time of ship delivery, are generally repayable semi-annually over 12 years. We have the option to cancel each one at specified dates prior to the underlying ship's delivery date.

Revolving Credit Facilities

At November 30, 2016, Carnival Corporation & plc had \$2.9 billion of total revolving credit facilities comprised of a \$2.6 billion (\$1.9 billion, €500 million and £169 million) multi-currency revolving credit facility that expires in 2021 (the "Facility") and a \$300 million revolving credit facility that expires in 2020. A total of \$2.4 billion of this capacity was available for drawing, which is net of outstanding commercial paper. The Facility currently bears interest at LIBOR/EURIBOR plus a margin of 30 basis points ("bps"). The margin varies based on changes to Carnival Corporation's and Carnival plc's long-term senior unsecured credit ratings. Carnival Corporation & plc is required to pay a commitment fee of 35% of the margin per annum on any undrawn portion. Carnival Corporation & plc will also incur an additional utilization fee of 10 bps, 20 bps or 40 bps if equal to or less than one-third, more than one-third or more than two-thirds of the Facility, respectively, is drawn on the total amount outstanding.

Scheduled annual maturities of our debt (in millions):

<u>Fiscal</u>	<u>Group</u>		<u>Company</u>	
	<u>November 30,</u>			
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
2016	\$ -	\$ 384	\$ -	\$ 313
2017	727	413	680	375
2018	597	287	558	248
2019	387	226	348	188
2020	340	180	302	141
2021	287	180	249	141
Thereafter	650	650	504	505
	<u>\$ 2,988</u>	<u>\$ 2,320</u>	<u>\$ 2,641</u>	<u>\$ 1,911</u>

Our debt is denominated in different currencies, including the effect of foreign currency swaps, as follows (in millions):

	<u>Group</u>		<u>Company</u>	
	<u>November 30,</u>			
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Euro	\$ 2,730	\$ 2,026	\$ 2,383	\$ 1,617
U.S. dollar	258	294	258	294
	<u>\$ 2,988</u>	<u>\$ 2,320</u>	<u>\$ 2,641</u>	<u>\$ 1,911</u>

NOTE 15 - Other Long-Term Liabilities

Other long-term liabilities were as follows (in millions):

	<u>Group</u>		<u>Company</u>	
	<u>November 30,</u>			
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Claims reserve	\$ 57	\$ 54	\$ 13	\$ 8
Post-employment benefits (Note 18)	53	26	29	1
Customer deposits	40	36	31	28
Deferred income taxes	27	29	-	-
Derivative payables	16	18	16	18
Income taxes	8	7	-	-
Other	37	42	6	6
	<u>\$ 238</u>	<u>\$ 212</u>	<u>\$ 95</u>	<u>\$ 61</u>

The Group and Company claims reserve includes estimated liabilities for crew, guest and other third party claims.

Deferred income taxes are principally related to differences between the (1) book and tax methods of calculating depreciation expense in our Holland America Princess Alaska Tours business and other North America operations and (2) the timing of recognising our Cozumel, Mexico port hurricane insurance settlement.

Other liabilities of the Group primarily include lease deposit obligations.

NOTE 16 - Share Capital

The issued and fully paid Carnival plc ordinary share capital was as follows (in millions):

	<u>Number of Shares</u>	<u>Share Capital</u>
At November 30, 2014	215.7	\$ 358
Shares issued	0.4	-
At November 30, 2015	216.1	\$ 358
Shares issued	0.3	-
At November 30, 2016	<u>216.4</u>	<u>\$ 358</u>

During 2016, the Company issued 0.3 million ordinary shares (0.4 million ordinary shares in 2015) of share-based compensation awards. During 2016, there were no share options exercised (0.1 million ordinary shares in 2015). In addition, 0.5 million ordinary shares (0.3 million ordinary shares in 2015) were issued to the Carnival plc Employee Benefit Trust, which are not included above as they were recorded as treasury stock.

In both 2016 and 2015, the Company had 50,000 allotted but unissued redeemable preference shares of £1 each. These redeemable preference shares are entitled to a cumulative fixed dividend of 8% per annum. The preference shares, which carry no voting rights, rank behind other classes of shares in relation to the payment of capital on certain types of distributions from the Company. The Company also has two allotted and issued subscriber shares of £1 each, that carry no voting rights and no right to receive any dividend or any amount paid on return of capital. Finally, the Company has one special voting share of £1 issued to Carnival Corporation in connection with the DLC transaction to enable Carnival Corporation's shareholders to vote as a group on Company shareholder matters.

NOTE 17 - Reserves and Other Equity Activity

The Group merger reserve relates to the difference between the book value and the fair value of certain businesses sold to Carnival Corporation during 2004 as part of a DLC corporate restructuring, which was accounted for as a group reconstruction.

At November 30, 2016 and 2015, the Carnival plc Employee Benefit Trust held 0.6 million and 0.4 million ordinary shares of Carnival plc, respectively, with an aggregate par value of \$1.0 million at November 30, 2016 and \$0.6 million at November 30, 2015. At November 30, 2016, the market value of these shares was \$30 million (\$19 million at November 30, 2015). If they had been sold at this market value there would have been no tax liability in either 2016 or 2015 on the capital gain arising from the sale.

The income attributable to shareholders of the Company was \$0.9 billion in 2016 (\$0.8 billion in 2015). The 2016 income included \$0.7 billion (\$0.6 billion in 2015) of dividends from subsidiaries. Retained earnings consisted of \$5.2 billion (\$4.6 billion in 2015) of distributable reserves and \$1.7 billion of nondistributable reserves at both November 30, 2016 and 2015.

Carnival Corporation & plc's Boards of Directors have authorised, subject to certain restrictions, the repurchase of up to an aggregate of \$1.0 billion of Carnival Corporation common stock and/or Carnival plc ordinary shares (the "Repurchase Program"). On January 28, 2016 and on June 27, 2016, the Boards of Directors approved modifications of the Repurchase Program authorization that increased the remaining authorized repurchases at the time of each approval by \$1.0 billion. The Repurchase Program does not have an expiration date and may be discontinued by our Boards of Directors at any time.

During 2016 and 2015, our repurchases under the Repurchase Program were as follows (in millions):

	Carnival Corporation		Carnival plc	
	Number of Shares Repurchased	Dollar Amount Paid for Shares Repurchased	Number of Shares Repurchased	Dollar Amount Paid for Shares Repurchased
2016	47.8	\$ 2,264	0.7	\$ 35
2015	5.3	\$ 276	-	-

From December 1, 2016 through January 19, 2017, Carnival plc repurchased 0.2 million shares of Carnival plc ordinary shares for approximately \$10 million under the Repurchase Program. At January 19, 2017, the remaining availability under the Repurchase Program was \$389 million.

In November 2016, the Company entered into an agreement with Merrill Lynch International to purchase a maximum of \$395 million of its own shares during the closed period as part of the Repurchase Program. During November 2016, \$3 million of purchases were made and accordingly, \$392 million related to these repurchases are classified as other reserves with the payment obligation recognized in Accrued liabilities and other. Subsequent to November 30, 2016, \$10 million was repurchased under this agreement and the remaining \$382 million of this payment obligation will be reversed in 2017.

In addition to the Repurchase Program, the Boards of Directors authorized, in January 2017, the repurchase of up to 22.0 million Carnival plc ordinary shares and, in February 2016, the repurchase of up to 26.9 million shares of Carnival Corporation common stock under the Stock Swap programs described below. At January 19, 2017, the remaining availability under the Stock Swap programs was 22.0 million Carnival plc ordinary shares and 26.0 million shares of Carnival Corporation common stock.

Carnival plc ordinary share repurchases under both the Repurchase Program and the Stock Swap programs require annual shareholder approval. The existing shareholder approval is limited to a maximum of 21.6 million ordinary shares and is valid until the earlier of the conclusion of the Carnival plc 2017 annual general meeting or July 13, 2017. At January 19, 2017, the remaining Carnival plc availability under the Repurchase Program was 20.6 million ordinary shares.

We use the Stock Swap programs in situations where we can obtain an economic benefit because either Carnival Corporation common stock or Carnival plc ordinary shares are trading at a price that is at a premium or discount to the price of Carnival plc ordinary shares or Carnival Corporation common stock, as the case may be. Any realized economic benefit under the Stock Swap programs is used for general corporate purposes, which could include repurchasing additional stock under the Repurchase Program.

In the event Carnival Corporation common stock trades at a premium to Carnival plc ordinary shares, we may elect to issue and sell shares of Carnival Corporation common stock through a sales agent, from time to time at prevailing market prices in ordinary brokers' transactions, and use the sale proceeds to repurchase Carnival plc ordinary shares in the UK market on at least an equivalent basis. Based on an authorization provided by the Board of Directors in October 2008, Carnival Corporation was authorized to issue and sell up to 19.2 million shares of its common stock in the U.S. market. In January 2017, this authorization was renewed and Carnival Corporation was authorized to issue and sell up to 22.0 million shares of its common stock in the U.S. market and had the full amount remaining at January 19, 2017.

In the event Carnival Corporation common stock trades at a discount to Carnival plc ordinary shares, we may elect to sell existing ordinary shares of Carnival plc, with such sales made by Carnival Corporation or Carnival Investments Limited ("CIL") through its sales agent from time to time at prevailing market prices in ordinary brokers' transactions, and use the sale proceeds to repurchase shares of Carnival Corporation common stock in the U.S. market on at least an equivalent basis. Based on an authorization provided by the Board of Directors in January 2013, Carnival Corporation or CIL was authorized to sell up to 32.8 million Carnival plc ordinary shares in the UK market. In January 2017, this authorization was renewed and Carnival plc was authorized to issue and sell up to 26.9 million shares of its common stock in the UK market and had 26.0 million shares remaining at January 19, 2017.

During 2016 and 2015 respectively, under the Stock Swap programs, CIL sold 0.9 million and 5.1 million Carnival plc ordinary shares through its sales agents, Merrill Lynch International ("MLI") in 2016 and Goldman

Sachs International ("Goldman") in 2015, for total gross proceeds of \$40 million and \$266 million and paid commission fees to MLI and Goldman of \$260 thousand and \$1.9 million and other governmental and regulatory transaction fees of \$46 thousand and \$0.4 million resulting in total net proceeds of \$40 million and \$264 million. Substantially all of the net proceeds from these sales were used to purchase 0.9 million shares in 2016 and 5.1 million shares in 2015 of Carnival Corporation common stock. During 2016, no Carnival Corporation common stock was sold or Carnival plc ordinary shares were repurchased under the "Stock Swap" program.

At November 30, 2016, and 2015, there were 8.8 million and 8.2 million ordinary shares of Carnival plc, respectively, authorised for future issuance under its employee benefit plans.

See the Statements of Changes in Shareholders' Equity for movements in capital and other reserves.

NOTE 18 - Post-Employment Benefits

Employee Benefit Plans

Carnival plc is a contributing employer to three defined benefit pension plans: the P&O Princess Cruises (UK) Pension Scheme ("Company's UK Plan"), the multiemployer Merchant Navy Officers Pension Fund ("MNOFP") and the multiemployer Merchant Navy Ratings Pension Fund ("MNRPF"). The defined benefit plans are formally valued triennially by independent qualified actuaries as required by the applicable UK regulations.

The Company's UK Plan's assets are managed on behalf of the trustee by independent fund managers. The Company's UK Plan is closed to new membership and was closed to future benefit accrual at May 31, 2016. The salary link was retained and there was no curtailment gain or loss recognised. Based on the most recent valuation of the Company's UK Plan at March 31, 2013, it was determined that this plan was 97% funded. The valuation of the Company's UK Plan at March 31, 2016 is currently in process and accordingly, the results are not available at January 30, 2017.

The MNOFP is a funded defined benefit multiemployer plan in which British officers employed by companies within the Group have participated and continue to participate. The MNOFP is divided into two sections, the "Old Section" and the "New Section", each of which covers a different group of participants. The Old Section is closed to future benefit accrual and to new membership and the New Section is closed to new membership and was closed to future benefit accrual at March 31, 2016.

The Old Section covers predecessor employers' officers employed prior to 1978 and is fully funded. In December 2012, the fund's trustee completed a buy-in of the Old Section liabilities with a third-party insurer, whereby the insurer will pay the officers' pension liabilities as they become due. Therefore, we believe our obligation to share in any future funding is remote.

The New Section is accounted for as a defined benefit plan. Based on the most recent valuation of the New Section at March 31, 2015, it was determined that this plan was 90% funded and the deficits are to be recovered through funding contributions from participating employers.

The MNRPF is also a defined benefit multiemployer pension plan available to certain of P&O Cruises (UK)'s shipboard British personnel. This plan is closed to new membership and to future benefit accrual and based on the most recent valuation at March 31, 2014, it was determined that this plan was 67% funded and the deficits are to be recovered through funding contributions from participating employers.

The recorded liabilities on the balance sheets for the Company's UK Plan, the Group's share of the MNOFP New Section and the MNRPF and other post-employment benefit liabilities were as follows (in millions):

	November 30,	
	2016	2015
Long-term liabilities		
Employee benefit plan deficits	\$ 29	\$ 1
Other post-employment benefits	24	25
	<u>\$ 53</u>	<u>\$ 26</u>

The employee benefit plan information provided below relates to the Company's UK Plan, the Group's share of the MNOPF New Section and the MNRPF

The pension liabilities for accounting purposes were calculated at November 30, 2016 and 2015 by the Group's qualified actuary. The principal assumptions used were as follows:

	Company's UK Plan (%)		MNOPF New Section (%)		MNRPF (%)	
	2016	2015	2016	2015	2016	2015
Discount rates	2.8	3.7	2.8	3.5	2.8	3.5
Expected rates of salary increases	3.8	3.7	n/a	3.6	n/a	3.6
Pension increases						
Deferment	2.3	2.2	2.3	2.1	2.3	2.1
Payment	3.1	3.0	3.1	2.9	3.1	2.9
Inflation	3.3	3.2	3.3	3.1	3.3	3.1

Assumptions regarding future mortality experience are set based on the Self-Administered Pension Schemes tables for the "base" mortality tables. The weighted-average life expectancy in years of a 65-year old pensioner on the balance sheet dates was as follows:

	November 30,	
	2016	2015
Male	23.0	22.8
Female	25.8	25.7

The weighted-average life expectancy in years of a 45-year old future pensioner retiring at age 65 was as follows:

	November 30,	
	2016	2015
Male	25.6	25.6
Female	28.4	28.4

The amounts recognised in the balance sheets for these plans were determined as follows (in millions):

	November 30,	
	2016	2015
Present value of obligations	\$ (562)	\$ (579)
Fair value of plans' assets	554	608
Net (liabilities) assets before restriction on assets	(8)	29
Restriction on assets	(21)	(30)
Net (liabilities) recognized in balance sheet	\$ (29)	\$ (1)

The amounts recognised in the Statements of Income for these plans were as follows (in millions):

	Years Ended November 30,	
	2016	2015
Service cost	\$ 3	\$ 7
Interest cost on defined benefit obligation	19	21
Interest income on plan assets	(20)	(22)
Interest income not recognised due to asset ceiling	1	-
Net interest on defined benefit liability	-	(1)
Administrative expenses	1	4
Cost recognised in Statements of Income	\$ 4	\$ 10

Our estimated contributions expected to be paid into these plans during 2017 are \$2 million for the Company's UK Plan and none for the MNOPF New Section and the MNRPF, as far as the Company is aware.

Analysis of the movements in the balance sheet assets (liabilities) for these plans was as follows (in millions):

	<u>2016</u>	<u>2015</u>
Net (liabilities) assets at December 1, ...	\$ (1)	\$ 2
Expenses (see above)	(4)	(10)
Amounts recognised in the Group Statements of Comprehensive Income	(30)	(15)
Employer contributions	4	22
Exchange movements	2	-
Net (liabilities) at November 30, ...	<u>\$ (29)</u>	<u>\$ (1)</u>

The cumulative actuarial losses recognised in the Group or Company Statements of Shareholders' Equity at November 30, 2016 for these plans were \$79 million (\$49 million at November 30, 2015).

Changes in the present value of defined benefit obligations for these plans were as follows (in millions):

	<u>2016</u>	<u>2015</u>
Present value of obligations at December 1, ...	\$ 579	\$ 572
Current service cost	3	7
Interest cost	19	21
Contributions from employees	-	1
Benefits paid	(18)	(18)
Actuarial losses on plan liabilities	88	18
Exchange movements	(109)	(22)
Present value of obligations at November 30, ...	<u>\$ 562</u>	<u>\$ 579</u>

The sensitivity of plan liabilities to changes in certain key assumptions were as follows:

- 0.5% reduction in the discount results in an increase of \$65 million
- 0.5% increase in inflation rate results in an increase of \$49 million
- 1 year increase in life expectancy would result in an increase of \$24 million

Changes in the fair value of these plans' assets were as follows (in millions):

	<u>2016</u>	<u>2015</u>
Fair value of plans' assets at December 1, ...	\$ 608	\$ 583
Interest income on plan assets	20	22
Return on plan assets greater than discount rate	53	23
Employer contributions	4	22
Contributions from employees	-	1
Benefits paid	(18)	(18)
Administrative expenses	(1)	(4)
Gain due to change in share of MNRPF	-	1
Exchange movements	(112)	(22)
Fair value of plans' assets at November 30, ...	<u>\$ 554</u>	<u>\$ 608</u>

The actual gains on these plans' assets in 2016 were \$73 million (\$45 million in 2015).

These plans' assets were comprised as follows (in millions, except percentages):

	November 30,			
	2016		2015	
		%		%
Equities	\$ 226	40.8	\$ 266	43.8
Corporate bonds	27	4.9	97	16.0
Fixed interest gilts	104	18.7	108	17.7
Liability matching investments	197	35.6	137	22.5
	<u>\$ 554</u>	<u>100.0</u>	<u>\$ 608</u>	<u>100.0</u>
Restriction on assets (a)	(21)		(30)	
	<u>\$ 533</u>		<u>\$ 578</u>	

(a) These assets are restricted in line with the trustee agreements of the two multiemployer schemes.

The Company's net pension balance represents substantially all of the Group's funded employee benefit plans.

Defined Contribution Plans

The Group has several defined contribution plans available to most of its shore staff employees. During 2016, the Group expensed \$11 million (\$9 million in 2015) for these plans.

NOTE 19 - Key Management

The key management, which consists of the Board of Directors, has responsibility and authority for controlling, directing and planning Carnival plc's activities. Their aggregate compensation includes amounts paid by both Carnival Corporation and Carnival plc.

The aggregate compensation of the Group's key management was as follows (in millions):

	Years Ended November 30,	
	2016	2015
Fees	\$ 1	\$ 1
Salaries and benefits	2	2
Performance related bonuses	4	5
Total short-term employment benefits	7	8
Share-based compensation	7	7
	<u>\$ 14</u>	<u>\$ 15</u>

Details on Directors' remuneration, including equity awards and pension entitlements, are set out in Parts I and II of the Carnival plc Directors' Remuneration Report.

NOTE 20 - Employees

The average number of our employees was as follows:

	Years Ended November 30,	
	2016	2015
Shore staff	6,387	6,571
Sea staff	32,089	29,892
	<u>38,476</u>	<u>36,463</u>

The aggregate payroll and related expenses included in both cruise operating expenses and selling and administrative expenses were as follows (in millions):

	Years Ended November 30,	
	2016	2015
Salaries, wages and benefits	\$ 956	\$ 860
Social security and payroll taxes	52	52
Pensions	15	19
Share-based compensation	11	9
	<u>\$ 1,034</u>	<u>\$ 940</u>

Equity Plans

We issue our share-based compensation awards, which at November 30, 2016 included time-based share awards, (restricted stock awards and restricted stock units), performance based share awards and market-based share awards (collectively "equity awards"), under the Carnival plc stock plan. Equity awards are principally granted to management level employees and members of our Boards of Directors. The plan is administered by a committee of our independent directors (the "Committee") that determines which employees are eligible to participate, the monetary value or number of shares for which equity awards are to be granted and the amounts that may be exercised or sold within a specified term. We had an aggregate of 8.1 million shares available for future grant at November 30, 2016. We fulfill our equity award obligations using shares purchased in the open market or with unissued shares or treasury shares. Our equity awards generally vest over a three-year period. Certain equity awards provide for accelerated vesting if we have a change in control, as defined.

The Group awarded 225,133 equity awards at a weighted-average price of £38.19 in 2016 (243,267 equity awards at a weighted-average price of £30.93 in 2015) principally to certain officers and management level employees.

The obligations underlying the Company's equity awards are settled through the issuance of Carnival plc ordinary shares.

NOTE 21 - Related Party Transactions

Group

During 2016, Holland America Line and Princess purchased land tours from us totalling \$146 million (\$133 million in 2015) and packaged these land tours for sale with their cruises. In addition, during 2016 and 2015, we sold pre- and post-cruise vacations, shore excursions and transportation services to the Carnival Corporation group.

At November 30, 2016, we owed \$154 million (\$2.0 billion at November 30, 2015) to the Carnival Corporation group, which was unsecured and repayable on demand.

Within the DLC arrangement, there are instances where we provide services to Carnival Corporation group companies, and also where Carnival Corporation group companies provide services to us. Additional disclosures of related party transactions are discussed in Note 3 of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Financial Statements.

Within our operational and organisational structure, the key management personnel, as defined under IAS 24 "Related Party Disclosures," consists of the Directors of the Company. Details of the Directors' remuneration are provided in the Carnival plc Directors' Remuneration Report and any relevant transactions are given in the "Certain Relationships and Related Party Transactions" section, both of which are included within the Proxy Statement. The aggregate emoluments of our key management are shown in Note 19.

Company

At November 30, 2016 and 2015, Carnival Corporation owned 1.1 million, or 0.5% of the Company's ordinary shares, which are non-voting. At November 30, 2016, CIL owned 24.9 million or 11.5% (25.8 million or 11.9% at November 30, 2015) of the Company's ordinary shares, which are also non-voting.

During 2016 and 2015, the Company had ship charter agreements with Princess and Carnival Cruise Line for ships operating in Australia and/or Asia. Princess and Carnival Cruise Line are subsidiaries of Carnival Corporation. The total charter payments in 2016 were \$652 million (\$570 million in 2015), which were included in other ship operating expenses.

In October 2015, P&O Cruises (Australia) purchased *Ryndam* and *Statendam*, which each have a passenger capacity of 1,260, for an aggregate of \$243 million from Holland America Line and renamed them *Pacific Aria* and *Pacific Eden*, respectively.

During 2016, the Company continued to provide a guarantee to the MNOPF for certain employees who have transferred from the Company to a subsidiary of Carnival Corporation.

During 2016, CIL sold 0.9 million of Carnival plc ordinary shares for net proceeds of \$40 million (5.1 million ordinary shares for net proceeds of \$264 million in 2015). Substantially all of the net proceeds from these sales were used to repurchase 0.9 million shares of Carnival Corporation common stock (5.1 million shares in 2015). Carnival Corporation sold these Carnival plc ordinary shares owned by CIL only to the extent it was able to repurchase shares of Carnival Corporation common stock in the U.S. market on at least an equivalent basis. In 2016, Carnival Corporation and CIL received dividends on their Carnival plc ordinary shares in the aggregate amount of \$34 million (\$32 million in 2015).

The key management personnel of the Company comprise members of the Boards of Directors. Except for some share-based compensation and some fees for UK-based services, the majority of the Directors' remuneration was borne by other companies within the DLC. Details of the Company's share-based compensation to Directors are disclosed in the Carnival plc Directors' Remuneration Report, which is included in the Proxy Statement. The Company did not have any transactions with the Directors during 2016 and 2015, other than those discussed in our Directors' Remunerations Report.

Transactions with Subsidiaries

The Company enters into loans with its subsidiaries at floating rates of interest, generally at rates agreed to between the parties from time to time. At November 30, 2016, the Company had a receivable from one of its subsidiaries totalling \$376 million of a floating rate euro-denominated loan (\$212 million at November 30, 2015).

NOTE 22 - Commitments

Group

At November 30, 2016, including a ship construction contract entered into through January 19, 2017, we had eight ships under contract for construction. The estimated total future commitments, including the contract prices with the shipyards, design and engineering fees, capitalised interest, construction oversight costs and various owner supplied items are as follows (in millions):

<u>Fiscal</u>	<u>November 30,</u>	
	<u>2016</u>	<u>2015</u>
2016	\$ -	\$ 286
2017	236	398
2018	948	1,017
2019	1,735	2,511
2020	1,880	2,843
2021	2,113	-
Total	<u>\$ 6,912</u>	<u>\$ 7,055</u>

Future minimum lease and port facility commitments, aggregated based on the lease and port facility expiration dates, for noncancellable operating leases and port facility agreements were as follows (in millions):

Fiscal	November 30,	
	2016	2015
2016.....	\$ -	\$ 636
2017.....	690	3
2018.....	7	16
2019.....	7	3
2020.....	7	11
2021.....	1	4
Thereafter	382	445
Total	<u>\$ 1,094</u>	<u>\$ 1,118</u>

Company

At November 30, 2016, the Company had \$1.1 billion (\$742 million in 2015) of contracted capital commitments relating to ship construction contracts. Ship capital commitments included contract payments to the shipyards, design and engineering fees, capitalised interest, construction oversight costs and various owner supplied items.

NOTE 23 - Contingent Liabilities

In the normal course of our business, various claims and lawsuits have been filed or are pending against us. Most of these claims and lawsuits are covered by insurance and the maximum amount of our liability, net of any insurance recoverables, is typically limited to our self-insurance retention levels. Management believes the ultimate outcome of these claims and lawsuits will not have a material impact on the Carnival plc Group and Company financial statements.

The cross guarantees provided to and from Carnival Corporation as a result of the DLC arrangement, as further discussed within Notes 3, 6 and 11 of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Financial Statements and within the Business Review section of the Strategic Report, provide that Carnival plc has guaranteed all Carnival Corporation's indebtedness and certain other of their monetary obligations and Carnival Corporation has provided similar guarantees to Carnival plc.

Some of the debt contracts that we enter into include indemnification provisions that obligate the Group to make payments to the counterparty if certain events occur. These contingencies generally relate to changes in taxes or other changes in laws which increase our lenders' costs. The indemnification clauses are often standard contractual terms and were entered into in the normal course of business. There are no stated or notional amounts included in the indemnification clauses, and the Group is not able to estimate the maximum potential amount of future payments, if any, under these indemnification clauses. The Group has not been required to make any material payments under similar indemnification clauses in the past and we do not believe a request for material future indemnification payments is probable.

NOTE 24 - Financial Risk Management and Financial Instruments

The Group's activities expose it to a variety of financial risks such as foreign currency risk, fair value risk and cash flow interest rate risks, credit risk and liquidity risk.

The annual financial statements do not include all financial risk management information and disclosures; as such, they should be read in conjunction with the DLC Financial Statements, which is included in Annex 1, but do not form part of these Carnival plc financial statements.

Liquidity Risk

Within the DLC arrangement, liquidity and liquidity risk is assessed on a consolidated Carnival Corporation & plc basis and there are cross guarantees between the two parent companies that result in there being little substantive difference in the availability of debt financing for either Carnival Corporation or Carnival plc.

Typically, the Carnival Corporation & plc debt financing agreements allow for either Carnival Corporation or Carnival plc to draw under the facilities, with the non-borrowing entity as guarantor. For additional information see the “Liquidity, Financial Condition and Capital Resources” section within the Business Review section of the Strategic Report.

As noted in the “Future Commitments and Funding Sources” section within the Business Review section of the Strategic Report, at November 30, 2016, the consolidated Carnival Corporation & plc group had liquidity of \$8.1 billion. Carnival Corporation & plc’s liquidity consisted of \$347 million of cash and cash equivalents, which excludes \$256 million of cash used for operations, \$2.4 billion available for borrowing under their revolving credit facilities, net of their outstanding commercial paper borrowings and \$5.3 billion under its committed future financings, which are substantially all comprised of ship export credit facilities. These commitments are from numerous large and well-established banks and export credit agencies, which we believe will honour their contractual agreements with us. The committed future financing will be available as follows (in millions):

	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Availability of committed future financing	\$477	\$1,861	\$2,450	\$548

At November 30, 2016, our revolving credit facilities are scheduled to mature in 2021, except for \$300 million which matures in 2020.

Substantially all of our debt agreements contain financial covenants as described in Note 6 - “Unsecured Debt” in the DLC Financial Statements, which is included in Annex 1, but do not form part of these Carnival plc financial statements. At November 30, 2016, we were in compliance with our debt covenants. In addition, based on, among other things, our forecasted operating results, financial condition and cash flows, we expect to be in compliance with our debt covenants for the foreseeable future. Generally, if an event of default under any debt agreement occurs, then pursuant to cross default acceleration clauses, substantially all of our outstanding debt and derivative contract payables could become due, and all debt on derivative contracts could be terminated.

Fair Value Measurements

IFRS establish a fair value hierarchy prioritising the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This hierarchy requires entities to maximise the use of observable inputs and minimise the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 measurements are based on unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation of these items does not entail a significant amount of judgment.
- Level 2 measurements are based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active or market data other than quoted prices that are observable for the assets or liabilities.
- Level 3 measurements are based on unobservable data that are supported by little or no market activity and are significant to the fair value of the assets or liabilities.

There were no transfers between Level 1, Level 2 and Level 3 during 2016 and 2015. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between independent and knowledgeable market participants. When quoted prices are not readily available, our own assumptions are set to reflect those that we believe market participants would use in pricing the asset or liability.

The fair value measurement of a financial asset or financial liability reflects the nonperformance risk for both parties to the contract. Therefore, the fair value measurement of our financial instrument reflects the impact of our counterparty’s creditworthiness for asset positions, and our creditworthiness for liability positions. Creditworthiness did not have a significant impact on the fair values of our financial instruments at November 30, 2016 and 2015. Considerable judgment may be required in interpreting market data used to develop the estimates of fair value. Accordingly, certain estimates of fair value presented herein are not necessarily indicative of the amounts that could be realised in a current or future market exchange.

The fair value of cross guarantees within the DLC arrangement (see Note 23) were not significant at November 30, 2016 or 2015, and are not expected to result in any material loss.

Financial Instruments that are Not Measured at Fair Value on a Recurring Basis

The carrying values and estimated fair values and basis of valuation of our financial instrument assets and liabilities not measured at fair value on a recurring basis were as follows (in millions):

Group	November 30, 2016				November 30, 2015			
	Fair Value				Fair Value			
	Carrying Value	Level 1	Level 2	Level 3	Carrying Value	Level 1	Level 2	Level 3
Assets								
Cash and cash equivalents (a)	\$ 115	\$ 115	\$ -	\$ -	\$ 136	\$ 136	\$ -	\$ -
Restricted cash (b)	29	29	-	-	-	-	-	-
Long-term other assets (c)	4	-	-	4	3	-	-	3
Total	<u>\$ 148</u>	<u>\$ 144</u>	<u>\$ -</u>	<u>\$ 4</u>	<u>\$ 139</u>	<u>\$ 136</u>	<u>\$ -</u>	<u>\$ 3</u>
Liabilities								
Floating rate debt (d)								
Euro export credit facilities	\$ 1,242	\$ -	\$ 1,261	\$ -	\$ 1,387	\$ -	\$ 1,402	\$ -
Euro commercial paper	451	-	451	-	-	-	-	-
Bank loans	150	-	150	-	150	-	149	-
Euro bank loan	106	-	109	-	-	-	-	-
Short-term euro bank loans	6	-	6	-	30	-	30	-
Total	<u>\$ 1,955</u>	<u>\$ -</u>	<u>\$ 1,977</u>	<u>\$ -</u>	<u>\$ 1,567</u>	<u>\$ -</u>	<u>\$ 1,581</u>	<u>\$ -</u>
Fixed rate debt (d)								
Bearing interest at 0.0% to 0.9%	\$ 477	\$ -	\$ 482	\$ -	\$ -	\$ -	\$ -	\$ -
Bearing interest at 3.0% to 3.9%	255	-	282	-	295	-	327	-
Bearing interest at 4.0% to 6.9%	250	-	271	-	327	-	358	-
Bearing interest at 7.0% to 7.9%	51	-	58	-	131	-	145	-
Total	<u>\$ 1,033</u>	<u>\$ -</u>	<u>\$ 1,093</u>	<u>\$ -</u>	<u>\$ 753</u>	<u>\$ -</u>	<u>\$ 830</u>	<u>\$ -</u>

Company	November 30, 2016				November 30, 2015			
	Fair Value				Fair Value			
	Carrying Value	Level 1	Level 2	Level 3	Carrying Value	Level 1	Level 2	Level 3
Assets								
Cash and cash equivalents (a)	\$ 44	\$ 44	\$ -	\$ -	\$ 62	\$ 62	\$ -	\$ -
Total	<u>\$ 44</u>	<u>\$ 44</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 62</u>	<u>\$ 62</u>	<u>\$ -</u>	<u>\$ -</u>
Liabilities								
Floating rate debt (d)								
Euro export credit facilities	\$ 1,136	\$ -	\$ 1,153	\$ -	\$ 1,271	\$ -	\$ 1,284	\$ -
Euro commercial paper	451	-	451	-	-	-	-	-
Bank loans	150	-	150	-	150	-	149	-
Euro bank loan	106	-	109	-	-	-	-	-
Total	<u>\$ 1,843</u>	<u>\$ -</u>	<u>\$ 1,863</u>	<u>\$ -</u>	<u>\$ 1,421</u>	<u>\$ -</u>	<u>\$ 1,433</u>	<u>\$ -</u>
Fixed rate debt (d)								
Bearing interest at 0.0% to 0.9%	\$ 477	\$ -	\$ 482	\$ -	\$ -	\$ -	\$ -	\$ -
Bearing interest at 3.0% to 3.9%	135	-	147	-	160	-	176	-
Bearing interest at 4.0% to 6.9%	135	-	141	-	199	-	210	-
Bearing interest at 7.0% to 7.9%	51	-	58	-	131	-	145	-
Total	<u>\$ 798</u>	<u>\$ -</u>	<u>\$ 828</u>	<u>\$ -</u>	<u>\$ 490</u>	<u>\$ -</u>	<u>\$ 531</u>	<u>\$ -</u>

- (a) Cash and cash equivalents are comprised of cash on hand and at November 30, 2015 also included money market deposit accounts and time deposits. Due to their short maturities the carrying values approximate their fair values.
- (b) Restricted cash is comprised of funds held in escrow.
- (c) Long term other assets are primarily comprised of a note receivable. The fair value of our note receivable was estimated using a risk-adjusted discount rate.
- (d) Debt does not include the impact of interest rate swaps. The fair value of our debt was estimated based on appropriate market interest rates being applied to this debt.

The summary of the maturity profiles of the financial liabilities at November 30, 2016 and 2015 was as follows (in millions):

Group							
2016	2017	2018	2019	2020	2021	There- after	Total
Floating rate debt	\$ 615	\$307	\$147	\$138	\$245	\$595	\$2,047
Fixed rate debt	146	324	264	223	61	99	1,117
Undiscounted cash flow obligations of debt, including future interest	761	631	411	361	306	694	3,164
Amounts owed to Carnival Corporation group	154	-	-	-	-	-	154
Trade payables, accrued liabilities and other	1,223	-	-	-	-	-	1,223
Other liabilities	-	25	20	17	16	62	140
At November 30, 2016	<u>\$2,138</u>	<u>\$656</u>	<u>\$431</u>	<u>\$378</u>	<u>\$322</u>	<u>\$756</u>	<u>\$4,681</u>
2015	2016	2017	2018	2019	2020	There- after	Total
Floating rate debt	\$ 188	\$306	\$156	\$148	\$139	\$739	\$1,676
Fixed rate debt	233	143	161	103	63	159	862
Undiscounted cash flow obligations of debt, including future interest	421	449	317	251	202	898	2,538
Amounts owed to Carnival Corporation group	2,039	-	-	-	-	-	2,039
Trade payables, accrued liabilities and other	808	-	-	-	-	-	808
Other liabilities	-	25	21	18	15	33	112
At November 30, 2015	<u>\$3,268</u>	<u>\$474</u>	<u>\$338</u>	<u>\$269</u>	<u>\$217</u>	<u>\$931</u>	<u>\$5,497</u>

Company

2016	2017	2018	2019	2020	2021	There- after	Total
Floating rate debt	\$ 598	\$296	\$135	\$126	\$233	\$539	\$1,927
Fixed rate debt	108	287	229	189	28	-	841
Undiscounted cash flow obligations of debt, including future interest	706	583	364	315	261	539	2,768
Amounts owed to Carnival Corporation group	166	-	-	-	-	-	166
Trade payables, accrued liabilities and other	723	-	-	-	-	-	723
Other liabilities	-	9	7	6	5	38	65
At November 30, 2016	<u>\$1,595</u>	<u>\$592</u>	<u>\$371</u>	<u>\$321</u>	<u>\$266</u>	<u>\$577</u>	<u>\$3,722</u>
2015	2016	2017	2018	2019	2020	There- after	Total
Floating rate debt	\$ 146	\$294	\$145	\$136	\$127	\$671	\$1,519
Fixed rate debt	194	105	125	67	29	28	548
Undiscounted cash flow obligations of debt, including future interest	340	399	270	203	156	699	2,067
Amounts owed to Carnival Corporation group	2,057	-	-	-	-	-	2,057
Trade payables, accrued liabilities and other	309	-	-	-	-	-	309
Other liabilities	-	11	6	4	3	9	33
At November 30, 2015	<u>\$2,706</u>	<u>\$410</u>	<u>\$276</u>	<u>\$207</u>	<u>\$159</u>	<u>\$708</u>	<u>\$4,466</u>

Substantially all financial liabilities are held at amortised cost. The fair values of our financial liabilities not included in the table above approximate their book values.

As noted below the Group's liquidity is considered on a consolidated Carnival Corporation & plc basis. Included in the "Future Commitments and Funding Sources" section within the Business Review section of the Strategic Report is a schedule of the maturity profiles of the recorded and unrecorded contractual cash obligations of Carnival Corporation & plc at November 30, 2016.

Financial Instruments that are Measured at Fair Value on a Recurring Basis

The estimated fair value and basis of valuation of our financial instrument assets and liabilities measured at fair value on a recurring basis were as follows (in millions):

Group	November 30, 2016			November 30, 2015		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets						
Cash equivalents (a)	\$ 110	\$ -	\$ -	\$685	\$ -	\$ -
Restricted cash (b)	4	-	-	-	-	-
Marketable securities held in trust (c)	1	-	-	1	-	-
Derivative financial instruments (d)	-	7	-	-	14	-
Total	<u>\$ 115</u>	<u>\$ 7</u>	<u>\$ -</u>	<u>\$686</u>	<u>\$ 14</u>	<u>\$ -</u>
Liabilities						
Derivative financial instruments (d)	\$ -	\$ (23)	\$ -	\$ -	\$ (24)	\$ -
Total	<u>\$ -</u>	<u>\$ (23)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (24)</u>	<u>\$ -</u>
Company						
Assets						
Cash equivalents (a)	\$ 93	\$ -	\$ -	\$669	\$ -	\$ -
Derivative financial instruments (d)	-	7	-	-	14	-
Total	<u>\$ 93</u>	<u>\$ 7</u>	<u>\$ -</u>	<u>\$669</u>	<u>\$ 14</u>	<u>\$ -</u>
Liabilities						
Derivative financial instruments (d)	\$ -	\$ (23)	\$ -	\$ -	\$ (24)	\$ -
Total	<u>\$ -</u>	<u>\$ (23)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (24)</u>	<u>\$ -</u>

(a) Cash equivalents are comprised of money market funds.

(b) Restricted cash is comprised of money market funds.

(c) At November 30, 2016 and 2015, marketable securities held in trusts were comprised of Level 1 bonds, frequently-priced mutual funds invested in common stocks and money market funds. Their use is limited to funding certain compensation and non-qualified U.S. pension plans.

(d) See "Derivative Instruments and Hedging Activities" section below for detailed information regarding our derivative financial instruments.

We measure our derivatives using valuations that are calibrated to the initial trade prices. Subsequent valuations are based on observable inputs and other variables included in the valuation model such as interest rate, yield and commodity price curves, forward currency exchange rates, credit spreads, maturity dates, volatilities and netting arrangements. We use the income approach to value derivatives for foreign currency options and forwards, interest rate swaps and fuel derivatives using observable market data for all significant inputs and standard valuation techniques to convert future amounts to a single present value amount, assuming that participants are motivated, but not compelled to transact.

Our derivative contracts include rights of offset with our counterparties. We have elected to net certain of our derivative assets and liabilities within counterparties. The amounts recognised within assets and liabilities were as follows (in millions):

November 30, 2016					
	Gross Amounts	Gross Amounts Offset in the Balance Sheet	Total Net Amounts Presented in the Balance Sheet	Gross Amounts not Offset in the Balance Sheet	Net Amounts
Assets	\$ 7	\$ -	\$ 7	\$-	\$ 7
Liabilities	\$ 23	\$ -	\$23	\$-	\$ 23

November 30, 2015					
	Gross Amounts	Gross Amounts Offset in the Balance Sheet	Total Net Amounts Presented in the Balance Sheet	Gross Amounts not Offset in the Balance Sheet	Net Amounts
Assets	\$ 14	\$ -	\$14	\$-	\$ 14
Liabilities	\$ 24	\$ -	\$24	\$-	\$ 24

There are no credit risk related contingent features in our derivative agreements. The amount of estimated cash flow hedges' unrealised gains and losses that are expected to be reclassified to earnings in the next twelve months is not significant. We have not provided additional disclosures of the impact that derivative instruments and hedging activities have on the Carnival plc Group's financial statements as of November 30, 2016 and 2015 and for the years then ended because such impacts were immaterial.

Capital Management

The Group manages its capital on a consolidated Carnival Corporation & plc basis. Within the DLC arrangement, the consolidated Carnival Corporation & plc group's primary financial goals are to profitably grow its cruise business and increase its ROIC, reaching double digit returns, while maintaining a strong balance sheet and strong investment grade credit ratings. Carnival Corporation & plc defines ROIC as the twelve month adjusted earnings before interest divided by the monthly average of debt plus equity minus construction-in-progress. Carnival Corporation & plc's ability to generate significant operating cash flow allows it to internally fund its capital investments. Carnival Corporation & plc is committed to returning free cash flow to its shareholders in the form of dividends and/or share repurchases. As Carnival Corporation & plc continues to profitably grow its cruise business, it plans to increase its debt level, in a manner consistent with maintaining its strong credit metrics and strong investment grade credit ratings. This will allow Carnival Corporation & plc to return both free cash flow and incremental debt proceeds to its shareholders in the form of dividends and/or share repurchases. Other objectives of its capital structure policy are to maintain a sufficient level of liquidity with its available cash and cash equivalents and committed financings for immediate and future liquidity needs, and a reasonable debt maturity profile. For additional information see the "Liquidity, Financial Condition and Capital Resources" section within the Business Review section of the Strategic Report.

The net debt to capital ratio of the Group at November 30, 2016 and 2015 was calculated as follows (in millions):

	2016	2015
Total debt	\$ 2,988	\$ 2,320
Less cash and cash equivalents (a)	(110)	(685)
Net debt	2,878	1,635
Shareholders' equity	7,836	8,244
Total capital	\$ 10,714	\$ 9,879
Net debt to capital ratio	26.9%	16.6%

(a) Cash balance excludes cash used for operations.

At November 30, 2016, the net debt to capital ratio for the consolidated Carnival Corporation & plc group, applying U.S. GAAP and prepared on the same basis as above, was 28.7% (24.3% at November 30, 2015).

Fuel Price Risk

The Group manages its fuel price risk on a consolidated Carnival Corporation & plc basis. Substantially all of our exposure to market risks for changes in fuel prices relates to the consumption of fuel on our ships. For additional information see the "Fuel Price Risk" section in Note 11 of the DLC Financial Statements, which is included in Annex 1, but do not form part of these Carnival plc financial statements.

Foreign Currency Exchange Rate Risks

Overall Strategy

We manage our exposure to fluctuations in foreign currency exchange rates through our normal operating and financing activities, including netting certain exposures to take advantage of any natural offsets and, when considered appropriate, through the use of derivative and nonderivative financial instruments. Our primary focus is to monitor our exposure to and manage the economic foreign currency exchange risks faced by our operations and realised if we exchange one currency for another. We currently only hedge certain of our ship commitments and net investments in foreign operations. The financial impacts of the hedging instruments we do employ generally offset the changes in the underlying exposures being hedged.

Operational Currency Risk

Our EAA segment operations generate significant revenues and incur significant expenses in their functional currencies, which subjects us to "foreign currency translational" risk related to these currencies. Accordingly, exchange rate fluctuations in their functional currencies against the U.S. dollar will affect our reported financial results since the reporting currency for our consolidated financial statements is the U.S. dollar. Any strengthening of the U.S. dollar against these foreign currencies has the financial statement effect of decreasing the U.S. dollar values reported for these segment's revenues and expenses. Any weakening of the U.S. dollar has the opposite effect.

Substantially all of our operations also have non-functional currency risk related to their international sales. In addition, we have a portion of our operating expenses denominated in non-functional currencies. Accordingly, we also have "foreign currency transactional" risks related to changes in the exchange rates for our revenues and expenses that are in a currency other than their functional currency. The revenues and expenses, which occur in the same non-functional currencies create some degree of natural offset.

Based on a 10% change in all currency exchange rates that were used in Carnival Corporation & plc's December 20, 2016 guidance, Carnival Corporation & plc estimate its adjusted diluted earnings per share December 20, 2016 guidance would change by \$0.34 per share on an annualized basis for 2017. For additional information see the Business Review section of the Strategic Report and Note 11 of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements.

Investment Currency Risk

Within the DLC arrangements, investment currency risks are considered from the consolidated basis of Carnival Corporation & plc, which is substantially the same as the Group.

Carnival Corporation & plc considers its investments in foreign operations to be denominated in stable currencies. We have \$5.5 billion of euro-denominated debt, including the effect of foreign currency swaps, which provides an economic offset for our operations with euro functional currency. Carnival Corporation & plc's investments in foreign operations are of a long-term nature.

The exchange rates for each of our major currencies were as follows:

	November 30, 2016	2016 average exchange rate	November 30, 2015	2015 average exchange rate
U.S. dollar to euro	1.06	1.11	1.06	1.12
U.S. dollar to sterling	1.24	1.37	1.50	1.54
U.S. dollar to Australian dollar	0.75	0.74	0.72	0.76

Had the November 30, 2015 currency exchange rates been used to translate our November 30, 2016 non-U.S. dollar functional currency operations' assets and liabilities instead of the November 30, 2016 U.S. dollar exchange rates, our total assets would have been higher by \$733 million and our total liabilities would have been higher by \$107 million.

At November 30, the fair value of derivatives included in the Group and Company balance sheets at November 30, 2016 and 2015 were as follows (in millions):

	2016			2015		
	Notional	Assets	Liabilities	Notional	Assets	Liabilities
Foreign currency forwards-net investment hedges	\$ 21	\$ 7	\$ -	\$ 44	\$ 14	\$ -
Debt related interest rate swaps-cash flow hedge	\$ 372	-	23	\$ 418	-	24
		<u>\$ 7</u>	<u>\$ 23</u>		<u>\$ 14</u>	<u>\$ 24</u>

At November 30, 2016, the Group and Company had \$21 million of foreign currency forwards that are designated as hedges of our net investments in foreign operations, which have a euro-denominated functional currency, thus partially offsetting this foreign currency exchange rate risk. Based on a 10% change in the U.S. dollar to euro exchange rate as of November 30, 2016, we estimate that these foreign currency forwards' fair values would change by \$2 million, which would be offset by a corresponding change of \$2 million in the U.S. dollar value of our net investments. In addition, based on a 10% change in the U.S. dollar to euro, sterling and Australian dollar exchange rates at November 30, 2016, which are the functional currencies we translate into our U.S. dollar reporting currency, we estimate our 2016 cumulative translation adjustment would have changed by \$192 million.

Newbuild Currency Risk

The cost of shipbuilding orders that we may place in the future that is denominated in a different currency than our cruise brands' or the shipyards' functional currency is expected to be affected by foreign currency exchange rate fluctuations. These foreign currency exchange rate fluctuations may affect our desire to order new cruise ships. Additional detail relating to the Group's and Company's financial risk management objectives and policies is included in Note 1, the Business Review section of the Strategic Report and Note 11 of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements.

Our shipbuilding contracts are typically denominated in euros. Our decisions regarding whether or not to hedge a non-functional currency ship commitment for our cruise brands are made on a case-by-case basis, considering the amount and duration of the exposure, market volatility, economic trends, our overall expected net cash flows by currency and other offsetting risks. We use foreign currency derivative contracts and have used nonderivative financial instruments to manage foreign currency exchange rates risk for some of our ship construction payments.

At January 19, 2017, our remaining newbuild currency exchange rate risk primarily relates to unhedged euro-denominated newbuild contract payments, which represents a total unhedged commitment of \$1.0 billion and substantially relates to a newbuild scheduled to be delivered in 2020 to a non-euro functional currency brand. The functional currency cost of this ship will increase or decrease based on changes in the exchange rates until the unhedged payment is made under the shipbuilding contract. We may enter into additional foreign currency zero cost collars to mitigate some of this foreign currency exchange rate risk. Based on a 10% change in euro to U.S. dollar exchange rates as of November 30, 2016, the remaining unhedged cost of these ships would have a corresponding change of \$100 million.

Interest Rate Risk

Within the DLC arrangement, consolidated Carnival Corporation & plc manages its exposure to fluctuations in interest rates through its debt portfolio management and investment strategies. They evaluate their debt portfolio to determine whether to make periodic adjustments to the mix of fixed and floating rate debt through the use of interest rate swaps and the issuance of new debt or the early retirement of existing debt.

The composition of Carnival Corporation & plc debt, including the effect of foreign currency swaps and interest rate swaps, was as follows:

	November 30,	
	2016	2015
Fixed rate	28%	32%
Euro fixed rate	35%	28%
Floating rate	14%	18%
Euro floating rate	23%	22%

The interest rate profiles of the book value of financial assets and (liabilities) at November 30, 2016 for Carnival plc Group and Company were as follows (in millions):

Group

	2017	2018	2019	2020	2021	There- after	Total
Floating rate							
Cash and cash equivalents	\$ 225	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 225
Euro export credit facilities	(149)	(146)	(137)	(126)	(126)	(558)	(1,242)
Bank loans	-	(150)	-	-	-	-	(150)
Euro bank loans	-	-	-	-	(106)	-	(106)
Short-term euro bank loans	(6)	-	-	-	-	-	(6)
Euro commercial paper	(451)	-	-	-	-	-	(451)
	<u>\$ (381)</u>	<u>\$ (296)</u>	<u>\$ (137)</u>	<u>\$ (126)</u>	<u>\$ (232)</u>	<u>\$ (558)</u>	<u>\$ (1,730)</u>
Fixed rate							
Bearing interest at 0.0% to 0.9%	\$ -	\$ (159)	\$ (159)	\$ (159)	\$ -	\$ -	\$ (477)
Bearing interest at 3.0% to 3.9%	(42)	(41)	(41)	(41)	(41)	(49)	(255)
Bearing interest at 4.0% to 5.9%	(79)	(50)	(50)	(14)	(14)	(43)	(250)
Bearing interest at 6.0% to 7.9%	-	(51)	-	-	-	-	(51)
	<u>\$ (121)</u>	<u>\$ (301)</u>	<u>\$ (250)</u>	<u>\$ (214)</u>	<u>\$ (55)</u>	<u>\$ (92)</u>	<u>\$ (1,033)</u>

Company

	2017	2018	2019	2020	2021	There- after	Total
Floating rate							
Cash and cash equivalents	\$ 137	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 137
Euro export credit facilities	(139)	(135)	(126)	(116)	(116)	(504)	(1,136)
Bank loans	-	(150)	-	-	-	-	(150)
Euro bank loan	-	-	-	-	(106)	-	(106)
Euro commercial paper	(451)	-	-	-	-	-	(451)
	<u>\$ (453)</u>	<u>\$ (285)</u>	<u>\$ (126)</u>	<u>\$ (116)</u>	<u>\$ (222)</u>	<u>\$ (504)</u>	<u>\$ (1,706)</u>
Fixed rate							
Bearing interest at 0.0% to 0.9%	\$ -	\$ (159)	\$ (159)	\$ (159)	\$ -	\$ -	\$ (477)
Bearing interest at 3.0% to 3.9%	(27)	(27)	(27)	(27)	(27)	-	(135)
Bearing interest at 4.0% to 5.9%	(63)	(36)	(36)	-	-	-	(135)
Bearing interest at 6.0% to 7.9%	-	(51)	-	-	-	-	(51)
	<u>\$ (90)</u>	<u>\$ (273)</u>	<u>\$ (222)</u>	<u>\$ (186)</u>	<u>\$ (27)</u>	<u>\$ -</u>	<u>\$ (798)</u>

The interest rate profiles of financial assets and (liabilities) at November 30, 2015 were as follows (in millions):

Group	2016	2017	2018	2019	2020	There- after	Total
Floating rate							
Cash and cash equivalents	\$ 821	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 821
Euro export credit facilities	(148)	(146)	(146)	(138)	(126)	(683)	(1,387)
Bank loans	-	(150)	-	-	-	-	(150)
Short-term euro bank loans	(30)	-	-	-	-	-	(30)
	<u>\$ 643</u>	<u>\$ (296)</u>	<u>\$ (146)</u>	<u>\$ (138)</u>	<u>\$ (126)</u>	<u>\$ (683)</u>	<u>\$ (746)</u>
Fixed rate							
Bearing interest at 3.0% to 3.9%	\$ (45)	\$ (40)	\$ (40)	\$ (40)	\$ (40)	\$ (90)	\$ (295)
Bearing interest at 4.0% to 5.9%	(81)	(77)	(50)	(50)	(14)	(55)	(327)
Bearing interest at 6.0% to 7.9%	(80)	-	(51)	-	-	-	(131)
	<u>\$(206)</u>	<u>\$ (117)</u>	<u>\$ (141)</u>	<u>\$ (90)</u>	<u>\$ (54)</u>	<u>\$ (145)</u>	<u>\$ (753)</u>
Company							
	2016	2017	2018	2019	2020	There- after	Total
Floating rate							
Cash and cash equivalents	\$ 731	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 731
Euro export credit facilities	(137)	(136)	(137)	(126)	(116)	(619)	(1,271)
Bank loans	-	(150)	-	-	-	-	(150)
	<u>\$ 594</u>	<u>\$ (286)</u>	<u>\$ (137)</u>	<u>\$ (126)</u>	<u>\$ (116)</u>	<u>\$ (619)</u>	<u>\$ (690)</u>
Fixed rate							
Bearing interest at 3.0% to 3.9%	\$ (30)	\$ (27)	\$ (25)	\$ (26)	\$ (27)	\$ (25)	\$ (160)
Bearing interest at 4.0% to 5.9%	(66)	(63)	(35)	(35)	-	-	(199)
Bearing interest at 6.0% to 7.9%	(80)	-	(51)	-	-	-	(131)
	<u>\$(176)</u>	<u>\$ (90)</u>	<u>\$ (111)</u>	<u>\$ (61)</u>	<u>\$ (27)</u>	<u>\$ (25)</u>	<u>\$ (490)</u>

Carnival Corporation & plc has fixed and floating rate debt and uses interest rate swaps to manage its interest rate exposure in order to achieve a desired proportion of fixed and floating rate debt. Based upon a 10% change in the November 30, 2016 market interest rates, their annual interest expense on floating rate debt would change by an insignificant amount. Substantially all of Carnival Corporation & plc's fixed rate debt can only be called or prepaid by incurring costs, therefore, it is unlikely they will be able to take significant steps in the short-term to mitigate their fixed rate debt exposure in the event of a significant decrease in market interest rates. For additional information see the Business Review section of the Strategic Report and Note 11 of the DLC Financial Statements, which are included in Annex 1, but do not form part of these Carnival plc financial statements.

Concentrations of Credit Risk

Within the DLC arrangements, concentrations of credit risk are considered from the consolidated basis of Carnival Corporation & plc, which is substantially the same as Group.

As part of our ongoing control procedures, we monitor concentrations of credit risk associated with financial and other institutions with which we conduct significant business. We seek to minimise these credit risk exposures, including counterparty nonperformance primarily associated with our cash equivalents, investments, committed financing facilities, contingent obligations, derivative instruments, insurance contracts and new ship progress payment guarantees, by:

- Conducting business with large, well-established financial institutions, insurance companies and export credit agencies
- Diversifying our counterparties

- Having guidelines regarding credit ratings and investment maturities that we follow to help safeguard liquidity and minimise risk
- Generally requiring collateral and/or guarantees to support notes receivable on significant asset sales, long-term ship charters and new ship progress payments to shipyards

We currently believe the risk of nonperformance by any of our significant counterparties is remote. At November 30, 2016, our exposures under foreign currency derivative contracts and interest rate swap agreements were not material.

We also monitor the creditworthiness of travel agencies and tour operators in Asia, Australia and Europe, which includes charter-hire agreements in Asia, and credit and debit card providers to which we extend credit in the normal course of our business prior to sailing. Our credit exposure also includes contingent obligations related to cash payments received directly by travel agents and tour operators for cash collected by them on cruise sales in Australia and most of Europe where we are obligated to honour our guests' cruise payments made by them to their travel agents and tour operators regardless of whether we have received these payments. Concentrations of credit risk associated with these trade receivables, charter-hire agreements and contingent obligations are not considered to be material, principally due to the large number of unrelated accounts, the nature of these contingent obligations and their short maturities. We have not experienced significant credit losses on our trade receivables, charter-hire agreements and contingent obligations. We do not normally require collateral or other security to support normal credit sales.

Independent auditors' report to the members of Carnival plc

Report on the financial statements

Our opinion

In our opinion:

- Carnival plc's Group financial statements and Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Company's affairs as at 30 November 2016 and of the Group's profit and the Group's and the Company's cash flows for the year then ended;
 - the Group financial statements have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union;
 - the Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
 - the financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation.
-

What we have audited

The financial statements, included within the Annual Report, comprise:

- the Group and Company balance sheets as at 30 November 2016;
- the Group statement of income for the year then ended;
- the Group statement of comprehensive income (loss) for the year then ended;
- the Group and Company statements of cash flow for the year then ended;
- the Group and Company statements of changes in shareholders' equity for the year then ended;
- the significant accounting policies; and
- the notes to the financial statements, which include other explanatory information

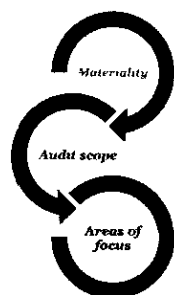
Certain required disclosures have been presented elsewhere in the Carnival plc Annual Report Documents (the "Annual Report"), rather than in the notes to the financial statements. These are cross-referenced from the financial statements and are identified as audited.

The financial reporting framework that has been applied in the preparation of the financial statements is IFRSs as adopted by the European Union and, as regards the Company financial statements, as applied in accordance with the provisions of the Companies Act 2006, and applicable law.

The Carnival Corporation consolidated financial statements for 2016, prepared under U.S. Generally Accepted Accounting Principles (referred to as either "The Carnival Corporation & plc Annual Report" or the "DLC Financial Statements"), which are included in Annex I of the Carnival plc Strategic Report and IFRS Financial Statements, as other information, do not form part of the Carnival plc IFRS Financial Statements and, as such, are not within the scope of this opinion.

Our audit approach

Overview



- Overall Group materiality: \$40 million, which represents approximately 5% of net income before income taxes, adjusted for goodwill impairment charges, to the extent that they are significant
- Carnival has seven operating units which fall into three reporting segments. Three operating units were subject to an audit of their complete financial information due to their size.

The areas of focus were:

- Risk of fraud in relation to revenue recognition
- Impairment review of AIDA Cruises ("AIDA"), Costa Cruises ("Costa") and Cunard goodwill and the carrying value of certain Costa, P&O Cruises (UK) ("P&O (UK)") and P&O Cruises (Australia) ("P&O (Australia)") ships.

The scope of our audit and our areas of focus

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)").

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

The risks of material misstatement that had the greatest effect on our audit, including the allocation of our resources and effort, are identified as "areas of focus" in the table below. We have also set out how we tailored our audit to address these specific areas in order to provide an opinion on the financial statements as a whole, and any comments we make on the results of our procedures should be read in this context. This is not a complete list of all risks identified by our audit.

Area of focus

Risks of fraud in relation to revenue recognition

The Directors focused on the timing of revenue recognition in the final months of the accounting year to check that revenue was recorded in the correct period particularly for cruises that straddle the year end and for revenue that has been received in advance of the cruise departure, which is deferred until the voyage has taken place.

How our audit addressed the area of focus

We examined the appropriateness of the Group's accounting policy surrounding revenue recognition, including the recognition of provisions against revenue, and its compliance with IFRSs as adopted by the EU, and tested the application of this policy, with particular emphasis on the risks identified opposite

Where appropriate we evaluated the integrity of the relevant computer systems, such as through performing user access and programme change control testing. We also tested the operating effectiveness of the internal controls over the recording of revenue against a specific voyage in the period and we checked the Group's cut off straddle adjustment for voyages where the duration spanned the year end by comparing the Director's estimate to data such as voyage departure dates, duration, and voyage revenue and cost records.

During the year we performed three ship visits to undertake walkthroughs of some of the onboard revenue processes to gain an understanding of those processes, such as in-house shop, bar revenue, cash counts, casino revenue and shore excursion revenue, as well as boarding checks, credit card checks and onboard account set up. The focus is mainly on obtaining/ updating our understanding of procedures performed onboard.

At the year end we tested the revenue received in advance of the cruise taking place with reference to cruise voyage schedules and a sample of bookings to determine the appropriateness of related customer deposits, which have been deferred.

We also tested journal entries posted to revenue accounts to identify any unusual or irregular items, and the reconciliations between the revenue systems used by the Group and its financial ledgers

Based on our testing we did not identify any material misstatements.

Area of focus

Impairment review of AIDA, Costa and Cunard goodwill and the carrying value of certain Costa, P&O (UK) and P&O (Australia) ships

The Group holds significant amounts of goodwill and property and equipment in the form of ships on the balance sheet related to its cruise brands ("brands"), as detailed in Notes 10 and 11 to the financial statements. The risk is that these balances are overstated and need to be impaired.

In assessing the carrying value of goodwill and certain ships, the Directors are required to make judgements about the future performance of these brands and ships, including whether the ships will remain in use or be sold.

AIDA, Costa and Cunard had goodwill carrying values of \$122 million, \$302 million and \$136 million, respectively. The European cruise region has continued to experience economic pressures, which could impact the headroom previously assessed. AIDA's, Costa's and Cunard's goodwill valuations are dependent on maintaining or improving net revenue yield's and operational improvements. The Directors have made assumptions about the growth rates in these areas.

No goodwill impairment charge was taken as a result of the Directors' review.

For Cunard the Directors' considered that lower than expected growth in the net revenue yields, adverse economic conditions or an inability to achieve the planned results could reasonably be expected to give rise to an impairment charge in the future. These reasonably possible changes have been disclosed in Note 11.

The performance of certain ships in Costa, P&O (UK) and P&O (Australia) led the Directors to evaluate the carrying value of these ships.

The ship valuations are either dependent on continuing net revenue yield growth and operational improvements, where the ship is expected to remain in use, or for those that are chartered or expected to be disposed of the valuation is dependent on expected operational cash flows or sale proceeds, respectively. As such, the Directors have made assumptions about the growth rates in these areas, the expected ability of the charterer/purchaser to pay amounts due and the expected sale proceeds considering recent ship sales in assessing the carrying value of vessels.

Impairment charges of \$77 million and impairment charge reversals of \$25 million have been taken as a result of the Directors' review.

How our audit addressed the area of focus

We evaluated the Directors' future cash flow forecasts, the assumptions used and the process by which they were prepared, for AIDA, Costa and Cunard and for those ships that experienced an event that would potentially trigger an impairment review in the current year, including comparing the forecasts to the latest Board approved financial plans. We evaluated the reasonableness of the Directors' forecasts, by assessing their historical forecasting accuracy. We also evaluated:

- the Directors' key assumptions for changes to net revenue yield, net cruise costs (including fuel prices), new ship additions and remaining useful life of the ships, by comparing them to current revenue booking and cost trends, as well as historical results and economic and external industry data;
- the long-term growth rates in the forecasts, by comparing them to external industry forecasts;
- the discount rate applied to the goodwill assessments by assessing the cost of capital for the Group; and
- the discount rate applied to the ship assessments by assessing the cost of capital of the brand and the country.

We found the assumptions to be consistent with our expectations, including the results of performing a sensitivity stress test analysis on each of the key assumptions, particularly considering the expected growth in net revenue yields across their key markets, changes to cruise costs, including the impact of fuel consumption and price changes, new ship additions, long-term growth rate, the discount rate and the remaining life of the ships and how the actual results compared to previous forecasts. For Cunard we consider that the reasonably possible change disclosure is appropriate.

We also considered recent ship sales compared to the carrying value of the vessels, the ability of third parties to pay amounts due and the likelihood of the Director's being able to redeploy ships into other markets, should the need arise, where carrying values could be recovered and took into account instances where this had occurred in the past. Where the Directors' have recognised impairment reversals we have also assessed the appropriateness of the assumptions, such as the assessment of the ability of third parties to pay amounts due, based on historical performance.

Based on our testing we did not identify any material misstatements.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the geographic structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Carnival has seven operating units which fall into three reporting segments. Three operating units, AIDA, Costa and Carnival UK (Cunard and P&O (UK)) which contribute over 90% of net income before income taxes to the Group results were subject to an audit of their complete financial information, due to their size, by local component audit teams. We visited the Costa and Carnival UK operating units to review the component teams' work and we met local management. As it relates to the AIDA component team we met and reviewed their work via the use of video conferences and WebEx's, having performed in person visits to this team in the prior year. There have been no significant changes in the composition of our AIDA component team since our visit in 2015. In addition specific audit procedures were performed on certain balances and transactions in respect of other operating units, including the carrying value of certain ships. This together with additional procedures performed at the Group level, including auditing the consolidation, gave us the evidence we needed for our opinion on the financial statements as a whole.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

<i>Overall Group materiality</i>	\$40 million (2015: \$45 million).
<i>How we determined it</i>	Approximately 5% of net income before income taxes, adjusted for the goodwill impairment charges, to the extent that they are significant.
<i>Rationale for benchmark applied</i>	We believe that net income before income taxes, adjusted for goodwill impairment charges, to the extent that they are significant, is the primary measure used by shareholders and other users of the financial statements in assessing the performance of the Group, and that by excluding items (such as goodwill impairment charges, to the extent that they are significant), it provides a clearer view on the performance of the underlying business.
<i>Component materiality</i>	For each component in our audit scope, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between \$23 million and \$39 million.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above \$2 million (2015: \$2 million) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Going concern

Under the Listing Rules, we are required to review the Directors' statement, set out on page 65 of the Strategic Report, in relation to going concern. We have nothing to report having performed our review.

Under ISAs (UK & Ireland) we are required to report to you if we have anything material to add or to draw attention to in relation to the Directors' statement about whether they considered it appropriate to adopt the going concern basis in preparing the financial statements. We have nothing material to add or to draw attention to.

As noted in the Directors' statement, the Directors have concluded that it is appropriate to adopt the going concern basis in preparing the financial statements. The going concern basis presumes that the Group and Company have adequate resources to remain in operation, and that the Directors intend them to do so, for at least one year from the date the financial statements were signed. As part of our audit we have concluded that the Directors' use of the going concern basis is appropriate. However, because not all future events or conditions can be predicted, these statements are not a guarantee as to the Group's and Company's ability to continue as a going concern.

Other required reporting

Consistency of other information

Companies Act 2006 opinion

In our opinion, the information given in the Strategic Report, included within the Annual Report, and the Carnival plc Directors' Report, set out in Annex A to the Proxy Statement, for the financial year for which the financial statements are prepared is consistent with the financial statements.

ISAs (UK & Ireland) reporting

Under ISAs (UK & Ireland) we are required to report to you if, in our opinion:	
- information in the Annual Report is: - materially inconsistent with the information in the audited financial statements; or - apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Group and Company acquired in the course of performing our audit; or - otherwise misleading.	We have no exceptions to report.
the statement given by the Directors on page A-10 in Annex A to the Proxy Statement, in accordance with provision C.1.1 of the UK Corporate Governance Code (the "Code"), that they consider the Annual Report taken as a whole to be fair, balanced and understandable and provides the information necessary for members to assess the Group's and Company's position and performance, business model and strategy is materially inconsistent with our knowledge of the Group and Company acquired in the course of performing our audit.	We have no exceptions to report.
the section of the Annual Report on pages C-4 to C-6 and C-7 to C-9 in Annex C to the Proxy Statement as required by provision C.3.8 of the Code, describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee.	We have no exceptions to report.

The Directors' assessment of the prospects of the Group and of the principal risks that would threaten the solvency or liquidity of the Group

Under ISAs (UK & Ireland) we are required to report to you if we have anything material to add or to draw attention to in relation to:	
the Directors' confirmation on page 52 of the Strategic Report, in accordance with provision C.2.1 of the Code, that they have carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity	We have nothing material to add or to draw attention to.
the disclosures on pages 54 to 64 of the Strategic Report that describe those risks and explain how they are being managed or mitigated.	We have nothing material to add or to draw attention to.
the Directors' explanation on pages 65 and 66 of the Strategic Report, in accordance with provision C.2.2 of the Code, as to how they have assessed the prospects of the Group, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.	We have nothing material to add or to draw attention to.
Under the Listing Rules we are required to review the Directors' statement on page 52 of the Strategic Report, that they have carried out a robust assessment of the principal risks facing the Group and the Directors' statement on pages 65 and 66 of the Strategic Report, in relation to the longer-term viability of the Group. Our review was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statements; checking that the statements are in alignment with the relevant provisions of the Code; and considering whether the statements are consistent with the knowledge acquired by us in the course of performing our audit. We have nothing to report having performed our review.	

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit, or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Directors' Remuneration Report - Companies Act 2006 opinion

In our opinion, the part of the Directors' Remuneration Report, in Annex B to the Proxy Statement, dated 30 January 2017, to be audited has been properly prepared in accordance with the Companies Act 2006.

Other Companies Act 2006 reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of Directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Corporate governance statement

Under the Listing Rules we are required to review the part of the Corporate Governance Statement relating to ten further provisions of the Code. We have nothing to report having performed our review.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the Directors

As explained more fully in the Statement of Directors' Responsibilities set out on page A-9 of Annex A to the Proxy Statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the Group's and the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the Directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the Directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Nicholas Smith (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
30 January 2017

- The maintenance and integrity of the Carnival plc website is the responsibility of the Directors; the work carried out by the Auditors does not involve consideration of these matters and, accordingly, the Auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.
- Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

CARNIVAL
CORPORATION & PLC

2016 ANNUAL REPORT

Annex I
D1 C Annual Report

CARNIVAL CORPORATION & PLC
2016 ANNUAL REPORT

TABLE OF CONTENTS

COMPANY	1
HIGHLIGHTS	1
CHIEF EXECUTIVE OFFICER'S LETTER TO SHAREHOLDERS	2
SHAREHOLDER BENEFIT	5
CONSOLIDATED FINANCIAL STATEMENTS	
CONSOLIDATED STATEMENTS OF INCOME	6
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME	7
CONSOLIDATED BALANCE SHEETS	8
CONSOLIDATED STATEMENTS OF CASH FLOWS	9
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY	10
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	11
MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING	39
REPORT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM	40
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	41
SELECTED FINANCIAL DATA	71
MARKET PRICE FOR COMMON STOCK AND ORDINARY SHARES	73
STOCK PERFORMANCE GRAPHS	74
SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)	76
CORPORATE AND OTHER INFORMATION	78

COMPANY

Carnival Corporation & plc is among the largest, most profitable and financially strong leisure travel companies in the world. We are also the largest cruise company, carrying 48% of global cruise guests, and a leading provider of vacations to all major cruise destinations throughout the world. We operate our cruise ships within a portfolio of leading global, regional and national cruise brands that sell tailored cruise products, services and vacation experiences in all the world's most important vacation geographic areas. We believe having global and regional brands serving multiple countries and national brands tailored to serve individual countries provides us with a unique advantage when competing for consumers' discretionary vacation spending. Our vision is "Together we deliver unmatched joyful vacation experiences and breakthrough shareholder returns by exceeding guest expectations and leveraging our scale."

Our portfolio of cruise brands in North America, Europe, Australia and Asia are comprised of Carnival Cruise Line, Fathom, Holland America Line, Princess Cruises, Seabourn, AIDA Cruises, Costa Cruises, Cunard, P&O Cruises (Australia) and P&O Cruises (UK). Together, these brands operate over 100 ships totaling 226,000 lower berths with 19 cruise ships scheduled to be delivered between 2017 and 2022. Carnival Corporation & plc also operates Holland America Princess Alaska Tours, the leading tour companies in Alaska and the Canadian Yukon. Traded on both the New York and London Stock Exchanges, Carnival Corporation & plc is the only group in the world to be included in both the S&P 500 and the FTSE 100 indices.

HIGHLIGHTS

	2016	2015	2014	2013	2012
	(in millions, except per share amounts and statistical data)				
Revenues	\$ 16,389	\$ 15,714	\$ 15,884	\$ 15,456	\$ 15,382
Net Income ^(a)	\$ 2,779	\$ 1,757	\$ 1,216	\$ 1,055	\$ 1,285
Adjusted Net Income ^{(a) (b)}	\$ 2,580	\$ 2,106	\$ 1,504	\$ 1,209	\$ 1,501
Earnings Per Share - Diluted ^(a)	\$ 3.72	\$ 2.26	\$ 1.56	\$ 1.36	\$ 1.65
Adjusted Earnings Per Share - Diluted ^{(a) (b)}	\$ 3.45	\$ 2.70	\$ 1.93	\$ 1.55	\$ 1.92

Statistical Data

Passengers Carried (in thousands)	11,500	10,800	10,600	10,100	9,800
Passenger Capacity ^{(c) (d)}	226,000	216,000	212,000	208,000	203,000
Number of Ships ^(d)	102	99	100	101	100

^(a) See "Note 1 – General" to the Consolidated Financial Statements.

^(b) For a reconciliation to U.S. GAAP, see "Selected Financial Data."

^(c) Passenger capacity is calculated based on two passengers per cabin.

^(d) As of November 30.

CHIEF EXECUTIVE OFFICER'S LETTER TO SHAREHOLDERS

Dear Shareholders,

2016 was another very strong year for our company. We delivered the most profitable year in our history, achieving record net income of \$2.8 billion. The continued execution of our core strategy to drive consumer demand in excess of measured capacity growth, contain costs and leverage our industry-leading scale resulted in our third consecutive year of significantly higher earnings and return on invested capital.

We achieved full year 2016 adjusted earnings of \$2.6 billion – \$500 million higher than last year and more than double 2013 earnings. More importantly, we achieved return on invested capital of 9 percent and doubled our 2013 return on invested capital of 4.5 percent. Record cash from operations topped \$5 billion and we returned more than half to shareholders through a 17 percent increase in the annual dividend, totaling \$1 billion, as well as supporting the investment of over \$2 billion in the repurchase of our stock. At the same time, our sustained earnings improvement, along with our strong balance sheet, resulted in an upgrade of our already solid investment grade credit rating.

These strong results are a credit to the commitment and the passion of our 120,000 shipboard and shoreside team members which, when coupled with the support of our valued travel agent partners, are the foundation of our sustained earnings improvement. It is through their collective efforts that we were able to overcome the significant obstacles that unfolded as the year progressed – including the unusual occurrence of a simultaneous negative impact from fuel and currency as well as a series of global geopolitical and macroeconomic challenges – to exceed the high end of our full-year earnings guidance.

This was among the most remarkable years in the history of the company, not only because of our record-breaking financial results, but also because of a significant number of milestones achieved that will contribute meaningfully to our future success.

Creating Demand in Excess of Measured Capacity

We introduced three new flagship vessels in 2016: *Carnival Vista* for Carnival Cruise Line, Holland America Line's *Koningsdam* and *AIDAprima* for our Germany-based AIDA Cruises. *Carnival Vista* was designed specifically for our fun loving Carnival Cruise Line guests with an onboard brewery experience, entertaining IMAX™ Theatre and exhilarating SkyRide aerial attraction. We celebrated her U.S. arrival with an onboard concert for Operation Homefront military families by country music superstar Carrie Underwood as well as Miss USA, Deshauna Barber, herself a military officer, who served as the ship's godmother. Holland America Line's *Koningsdam*, christened in Rotterdam by her Majesty Queen Maxima of the Netherlands, delivers a new premium experience where our guests can blend their own wine or dance the night away in our carefully engineered Music Walk showcasing Lincoln Center Stage, Billboard Onboard and B.B. King's Blues Club. And last but not least, *AIDAprima* made its debut with a spectacular light show, fireworks and memorable naming ceremony witnessed by over 1 million people gathered in Hamburg, Germany. *AIDAprima* resonates with AIDA's German guests by combining leading-edge environmental attributes with exceptional guest experiences including racing water slides, a lazy river, climbing walls, an expansive German spa and an ice rink for skating, hockey, curling and even a traditional Christmas market. These well-publicized introductions are certain to continue to stimulate increased consideration for cruising within our portfolio of the World's Leading Cruise Lines.

Newbuilds are not the only way to stimulate demand. We continue to invest in our existing fleet to further enhance guest experiences, including the recent remastering of Cunard's *Queen Mary 2* and the continued roll out of Fun Ship 2.0 across the Carnival Cruise Line fleet. We also made tremendous progress at our innovation center on our latest guest experience innovation, the Ocean platform – featuring the Ocean Medallion™ – leading to our first major accomplishment in 2017. On January 5th, we were privileged to be the first travel company to be invited to Las Vegas to deliver the opening keynote address at the Consumer Electronics Show, the world's

largest trade show. There we unveiled our leading-edge guest experience technology enabling our people to offer a true breakthrough in unobtrusive, high-touch, personalized travel experience, at scale. The Ocean platform is expected to be rolled out on our Princess Cruises ships beginning later this year.

In addition, to drive cruise consideration, we recently launched three original TV programs that are airing on major U.S. networks – ABC, NBC and the CW – during the popular family-oriented programming blocks. Each program showcases one of our brands providing an amazing vacation while highlighting ocean travel as a means to experience global destinations and learn about other cultures. These programs, which are currently number one or two in their time slots, collectively provide an hour and a half of content per week with over 150 scheduled airings and an annual expected viewership well in excess of 150 million viewers.

This successful programming comes on the heels of many impactful shows including a reality-based television series in the UK called “The Cruise” that was filmed onboard *Regal Princess*, and P&O Cruises’ “Battlechefs,” filmed onboard *Britannia*. In Italy, “Bravo Chef” was taped onboard our Costa ships and a major motion picture, “Holidays in the Caribbean,” was filmed on *Costa Fortuna*. In North America, Carnival Cruise Line was featured on “Wheel of Fortune” and “The Ellen DeGeneres Show.” We have many more opportunities in the pipeline to keep cruising at the forefront of vacationers’ minds including “The New Celebrity Apprentice” airing on NBC in February.

Moreover, we launched our travel-deep experience brand Fathom in April 2016 with the inaugural impact sailing to the Dominican Republic to give travelers meaningful opportunities to come alongside locals as they tackle community needs. In this short time, our Fathom guests have already made a meaningful impact in the Dominican Republic, including planting more than 30,000 seeds and trees to support reforestation efforts, providing nearly 25,000 hours of English language lessons to help both children and adults learn conversational English and producing nearly 1,000 water filters to provide families with clean drinking water and thus reduce illness. Building on a legacy of pioneering achievements, Carnival Corporation, through Fathom, became the first cruise company in more than four decades to begin operating voyages from the U.S. to Cuba, an effort that included a change to a long-standing practice that no Cuban-born individual could come or go to Cuba by sea. This moment led to worldwide media coverage and over 55 billion positive media impressions. In fact, destinations are often a powerful tool for demand creation. In 2016, we also celebrated the opening of Holland America’s Denali Square complex in Alaska and full operation of our newest Caribbean destination Amber Cove.

All of these efforts promote consideration around the globe by prominently featuring amazing cruise experiences on our world-leading cruise lines. Our ongoing guest experience efforts coupled with effective public relations help position us for sustained revenue growth by increasing demand in excess of our measured capacity growth.

There are large addressable regions with low penetration all over the world, including North America. This includes new opportunities in Asia, where economic growth has raised discretionary income levels, fueling increased demand for vacations. During 2016, we continued progress with our partners China State Shipbuilding Corporation (CSSC) and China Investment Corporation (CIC) to develop the cruise industry in China.

We expect our global net capacity growth through 2020 to be 3 percent to 4 percent compounded annually, consisting of double-digit growth in Asia and 3 percent or less growth in our established regions in North America, Europe and Australia. And during that time, an increasing portion of our newbuild capacity is expected to replace less efficient ships

Leveraging Our Industry-Leading Scale

During the year we continued to make meaningful progress on our cross-brand efforts to leverage our industry-leading scale. We launched our new state-of-the-art revenue management system, positioning us well to drive incremental revenue yield as we enhance our demand forecasting. The roll-out of the system across six of our brands is expected to be completed in early 2018. We have already benefited from sharing best practices across our brands and we expect this new yield management tool to begin to foster additional revenue yield uplift in 2017 and beyond.

We accelerated progress on our cost containment efforts, delivering \$95 million of savings in 2016, bringing the cumulative savings to date to over \$190 million. Work continues in our procurement areas on this multi-year opportunity to further leverage our scale. We recently executed a breakthrough long-term maintenance agreement with Wartsila, our largest engine supplier, creating a partnership that will deliver significant annual savings and further improve energy efficiency across our fleet.

Sustainability Commitment

We are making meaningful progress on our 2020 sustainability goals focusing on our environmental, safety, labor and community impact performance. Having already reduced our unit fuel consumption by 28 percent since initiating the effort, we remain committed to ongoing reduction in air emissions and just this year *AIDAprima* became the first cruise ship in the world to be powered by environmentally friendly liquefied natural gas (LNG). During the year, Carnival Corporation also signed an agreement with Meyer Werft for three new 180,000-ton cruise ships bringing the total to eight ships on order that will be powered by LNG.

We are committed to continuous improvement in health, environment, safety and security, which are not only critical to our core operations but also to our future success. This year we opened our significantly expanded CSMART Academy at the newly named Anson Maritime Center in the Netherlands where we deliver state-of-the-art maritime training for our bridge and technical teams through cutting-edge bridge and engine room simulators and curricula. And we introduced industry-leading shoreside technology to monitor real-time navigational performance and energy use across our fleet.

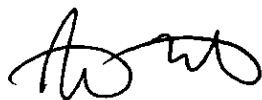
As we continue to build a diverse and inclusive workforce, we are honored to be recognized for the third consecutive year among the top companies as a best place to work for LGBTQ equality, by the Human Rights Campaign. We were also recognized by Black Enterprise Magazine as one of the 50 best companies for diversity.

Executing Along the Path to Double-Digit ROIC

While we briefly celebrate 2016 – indeed a very good year for our corporation and our shareholders – we have much more to do to realize the sustained double-digit return on invested capital that our company is inherently capable of delivering.

All of our 2016 accomplishments are building blocks, which leave us well-positioned to reach our goal of double-digit return on invested capital within two years.

Thank you for your continued confidence and your shared vision of building upon the great legacy that is Carnival Corporation & plc as we continue to exceed guest expectations while delivering lifelong memories through the world's greatest holiday experiences.



Arnold W. Donald
President and Chief Executive Officer
January 30, 2017



SHAREHOLDER BENEFIT

Carnival Corporation & plc is pleased to extend the following benefit to our shareholders

	NORTH AMERICA BRANDS	CONTINENTAL EUROPE BRANDS	UNITED KINGDOM BRANDS	AUSTRALIA BRANDS
Onboard credit per stateroom on sailings of 14 days or longer	US \$250	€200	£150	A\$250
Onboard credit per stateroom on sailings of 7 to 13 days	US \$100	€ 75	£ 60	A\$100
Onboard credit per stateroom on sailings of 6 days or less	US \$ 50	€ 40	£ 30	A\$ 50

The benefit is applicable on sailings through July 31, 2018 aboard the brands listed below. Certain restrictions apply. Applications to receive these benefits should be made at least two weeks prior to cruise departure date.

This benefit is available to shareholders holding a minimum of 100 shares of Carnival Corporation or Carnival plc. Employees, travel agents cruising at travel agent rates, tour conductors or anyone cruising on a reduced-rate or complimentary basis are excluded from this offer. This benefit is not transferable, cannot be exchanged for cash and, cannot be used for casino credits/charges and gratuities charged to your onboard account. Only one onboard credit per shareholder-occupied stateroom. Reservations must be made by February 28, 2018.

Please provide by fax or by mail your name, reservation number, ship and sailing date, along with proof of ownership of Carnival Corporation or Carnival plc shares (for example, photocopy of shareholder proxy card, shares certificate, a dividend tax voucher or a current brokerage or nominee statement with your brokerage account number **blacked out**) to your travel agent or to the cruise line you have selected below.

NORTH AMERICA BRANDS

CARNIVAL CRUISE LINE*

Guest Administration
3655 N.W. 87th Avenue
Miami, FL 33178
Tel 800 438 6744 ext. 70450
Fax 305 406 6102

PRINCESS CRUISES*

Booking Support
24303 Town Center Drive, Suite 200
Santa Clarita, CA 91355
Tel 800 872 6779 ext. 30317
Fax 661 753 0180

HOLLAND AMERICA LINE

World Cruise Reservations
450 Third Ave. W.
Seattle, WA 98119
Tel 800 522 3399
Fax 206 270 6080

SEABOURN

Seabourn Reservations
450 Third Ave. W.
Seattle, WA 98119
Tel 800 929 9391
Fax 206 501 2900

CUNARD*

Booking Support
24303 Town Center Drive, Suite 200
Santa Clarita, CA 91355
Tel 800 872 6779 ext. 30317
Fax 661 753 0180

COSTA CRUISES*

Guest Services Administration
200 S. Park Road, Suite 200
Hollywood, FL 33021
Tel 800 462 6782
Fax 954 266 5868

CONTINENTAL EUROPE BRANDS

COSTA CRUISES*

Manager of Reservations
Piazza Piccapietra, 48
16121 Genoa, Italy
Tel 39 0 10 548 3808
Fax 39 0 10 999 7019

AIDA CRUISES

Manager of Reservations
Am Strande 3d
18055 Rostock, Germany
Tel 49 0 381 2027 0805
Fax 49 0 381 2027 0804

UNITED KINGDOM BRANDS

P & O CRUISES (UK)

Shareholders Team
Service Delivery
Carnival UK
Carnival House
100 Harbour Parade
Southampton SO15 1ST
United Kingdom
Tel 44 0 843 374 0111
Fax 44 0 238 065 7360

CUNARD*

Shareholders Team
Service Delivery
Tel 44 0 843 374 0000
Fax 44 0 238 065 7360

PRINCESS CRUISES (UK)*

Princess Cruises Military &
Shareholder Benefits Team
Tel 44 0 843 373 0333
Fax 44 0 238 065 7509

AUSTRALIA BRANDS

P & O CRUISES (AUSTRALIA)

PRINCESS CRUISES*

CARNIVAL CRUISE LINE*

Customer Service Manager
PO Box 2006
North Sydney NSW 2059
Tel 61 2 8 424 8800
Fax 61 2 8 424 9161

*The onboard credit for Carnival Cruise Line, Costa Cruises, Cunard and Princess Cruises is determined based on the operational currency onboard the vessel. Please visit our corporation website at www.carnivalcorp.com for updates.

CARNIVAL CORPORATION & PLC
CONSOLIDATED STATEMENTS OF INCOME
(in millions, except per share data)

	Years Ended November 30,		
	2016	2015	2014
Revenues			
Cruise			
Passenger tickets	\$12,090	\$11,601	\$11,889
Onboard and other	4,068	3,887	3,780
Tour and other	231	226	215
	<u>16,389</u>	<u>15,714</u>	<u>15,884</u>
Operating Costs and Expenses			
Cruise			
Commissions, transportation and other	2,240	2,161	2,299
Onboard and other	553	526	519
Payroll and related	1,993	1,859	1,942
Fuel	915	1,249	2,033
Food	1,005	981	1,005
Other ship operating	2,525	2,516	2,463
Tour and other	152	155	160
	<u>9,383</u>	<u>9,447</u>	<u>10,421</u>
Selling and administrative	2,197	2,067	2,054
Depreciation and amortization	1,738	1,626	1,637
	<u>13,318</u>	<u>13,140</u>	<u>14,112</u>
Operating Income	<u>3,071</u>	<u>2,574</u>	<u>1,772</u>
Nonoperating Income (Expense)			
Interest income	6	8	8
Interest expense, net of capitalized interest	(223)	(217)	(288)
Losses on fuel derivatives, net	(47)	(576)	(271)
Other income, net	21	10	4
	<u>(243)</u>	<u>(775)</u>	<u>(547)</u>
Income Before Income Taxes	<u>2,828</u>	<u>1,799</u>	<u>1,225</u>
Income Tax Expense, Net	<u>(49)</u>	<u>(42)</u>	<u>(9)</u>
Net Income	<u>\$ 2,779</u>	<u>\$ 1,757</u>	<u>\$ 1,216</u>
Earnings Per Share			
Basic	<u>\$ 3.73</u>	<u>\$ 2.26</u>	<u>\$ 1.57</u>
Diluted	<u>\$ 3.72</u>	<u>\$ 2.26</u>	<u>\$ 1.56</u>
Dividends Declared Per Share	<u>\$ 1.35</u>	<u>\$ 1.10</u>	<u>\$ 1.00</u>

The accompanying notes are an integral part of these consolidated financial statements.

CARNIVAL CORPORATION & PLC
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Years Ended November 30,		
	2016	2015	2014
Net Income	<u>\$2,779</u>	<u>\$ 1,757</u>	<u>\$1,216</u>
Items Included in Other Comprehensive Income (Loss)			
Change in foreign currency translation adjustment	(675)	(1,078)	(746)
Other	(38)	(47)	(31)
Other Comprehensive Loss	<u>(713)</u>	<u>(1,125)</u>	<u>(777)</u>
Total Comprehensive Income	<u>\$2,066</u>	<u>\$ 632</u>	<u>\$ 439</u>

The accompanying notes are an integral part of these consolidated financial statements.

CARNIVAL CORPORATION & PLC
CONSOLIDATED BALANCE SHEETS
(in millions, except par values)

	November 30,	
	2016	2015
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 603	\$ 1,395
Trade and other receivables, net	298	303
Inventories	322	330
Prepaid expenses and other	466	423
Total current assets	<u>1,689</u>	<u>2,451</u>
Property and Equipment, Net	32,429	31,818
Goodwill	2,910	3,010
Other Intangibles	1,275	1,308
Other Assets	633	650
	<u>\$38,936</u>	<u>\$39,237</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Short-term borrowings	\$ 457	\$ 30
Current portion of long-term debt	640	1,344
Accounts payable	713	627
Accrued liabilities and other	1,740	1,683
Customer deposits	3,522	3,272
Total current liabilities	<u>7,072</u>	<u>6,956</u>
Long-Term Debt	8,357	7,413
Other Long-Term Liabilities	910	1,097
Commitments and Contingencies		
Shareholders' Equity		
Common stock of Carnival Corporation, \$0.01 par value; 1,960 shares authorized; 654 shares at 2016 and 653 shares at 2015 issued	7	7
Ordinary shares of Carnival plc, \$1.66 par value; 217 shares at 2016 and 216 shares at 2015 issued	358	358
Additional paid-in capital	8,632	8,562
Retained earnings	21,843	20,060
Accumulated other comprehensive loss	(2,454)	(1,741)
Treasury stock, 118 shares at 2016 and 70 shares at 2015 of Carnival Corporation and 27 shares at 2016 and 2015 of Carnival plc, at cost	<u>(5,789)</u>	<u>(3,475)</u>
Total shareholders' equity	<u>22,597</u>	<u>23,771</u>
	<u>\$38,936</u>	<u>\$39,237</u>

The accompanying notes are an integral part of these consolidated financial statements.

CARNIVAL CORPORATION & PLC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Years Ended November 30,		
	2016	2015	2014
OPERATING ACTIVITIES			
Net income	\$ 2,779	\$ 1,757	\$ 1,216
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	1,738	1,626	1,637
(Gains) losses on ship sales and ship impairments, net	(2)	(8)	2
Losses on fuel derivatives, net	47	576	271
Share-based compensation	55	55	52
Other, net	73	40	35
	<u>4,690</u>	<u>4,046</u>	<u>3,213</u>
Changes in operating assets and liabilities			
Receivables	(22)	4	75
Inventories	1	5	1
Prepaid expenses and other	11	131	422
Accounts payable	109	36	9
Accrued and other liabilities	(21)	(31)	(382)
Customer deposits	366	354	92
Net cash provided by operating activities	<u>5,134</u>	<u>4,545</u>	<u>3,430</u>
INVESTING ACTIVITIES			
Additions to property and equipment	(3,062)	(2,294)	(2,583)
Proceeds from sale of ships	26	25	42
Payments of fuel derivative settlements	(291)	(219)	(2)
Other, net	4	10	36
Net cash used in investing activities	<u>(3,323)</u>	<u>(2,478)</u>	<u>(2,507)</u>
FINANCING ACTIVITIES			
Proceeds from (repayments of) short-term borrowings, net	447	(633)	617
Principal repayments of long-term debt	(1,278)	(1,238)	(2,466)
Proceeds from issuance of long-term debt	1,542	2,041	1,626
Dividends paid	(977)	(816)	(776)
Purchases of treasury stock	(2,340)	(533)	-
Sales of treasury stock	40	264	-
Other, net	(25)	(27)	(29)
Net cash used in financing activities	<u>(2,591)</u>	<u>(942)</u>	<u>(1,028)</u>
Effect of exchange rate changes on cash and cash equivalents	(12)	(61)	(26)
Net (decrease) increase in cash and cash equivalents	<u>(792)</u>	<u>1,064</u>	<u>(131)</u>
Cash and cash equivalents at beginning of year	<u>1,395</u>	<u>331</u>	<u>462</u>
Cash and cash equivalents at end of year	<u>\$ 603</u>	<u>\$ 1,395</u>	<u>\$ 331</u>

The accompanying notes are an integral part of these consolidated financial statements.

CARNIVAL CORPORATION & PLC
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in millions)

	Common stock	Ordinary shares	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Treasury stock	Total shareholders' equity
Balances at November 30, 2013	\$7	\$358	\$8,325	\$18,718	\$ 161	\$(3,077)	\$24,492
Net income	-	-	-	1,216	-	-	1,216
Other comprehensive loss	-	-	-	-	(777)	-	(777)
Cash dividends declared	-	-	-	(777)	-	-	(777)
Other	-	-	59	1	-	(10)	50
Balances at November 30, 2014	7	358	8,384	19,158	(616)	(3,087)	24,204
Net income	-	-	-	1,757	-	-	1,757
Other comprehensive loss	-	-	-	-	(1,125)	-	(1,125)
Cash dividends declared	-	-	-	(855)	-	-	(855)
Purchases and sales under the Stock							
Swap program, net	-	-	119	-	-	(112)	7
Purchases of treasury stock under the							
Repurchase Program and other	-	-	59	-	-	(276)	(217)
Balances at November 30, 2015	7	358	8,562	20,060	(1,741)	(3,475)	23,771
Net income	-	-	-	2,779	-	-	2,779
Other comprehensive loss	-	-	-	-	(713)	-	(713)
Cash dividends declared	-	-	-	(996)	-	-	(996)
Purchases and sales under the Stock							
Swap program, net	-	-	14	-	-	(13)	1
Purchases of treasury stock under the							
Repurchase Program and other	-	-	56	-	-	(2,301)	(2,245)
Balances at November 30, 2016	<u>\$7</u>	<u>\$358</u>	<u>\$8,632</u>	<u>\$21,843</u>	<u>\$(2,454)</u>	<u>\$(5,789)</u>	<u>\$22,597</u>

The accompanying notes are an integral part of these consolidated financial statements.

CARNIVAL CORPORATION & PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – General

Description of Business

Carnival Corporation was incorporated in Panama in 1972 and Carnival plc was incorporated in England and Wales in 2000. Carnival Corporation and Carnival plc operate a dual listed company (“DLC”), whereby the businesses of Carnival Corporation and Carnival plc are combined through a number of contracts and through provisions in Carnival Corporation’s Articles of Incorporation and By-Laws and Carnival plc’s Articles of Association. The two companies operate as if they are a single economic enterprise with a single senior executive management team and identical Boards of Directors, but each has retained its separate legal identity. Each company’s shares are publicly traded; on the New York Stock Exchange (“NYSE”) for Carnival Corporation and the London Stock Exchange for Carnival plc. In addition, Carnival plc American Depositary Shares are traded on the NYSE (see Note 3 – “DLC Arrangement”).

We are among the largest, most profitable and financially strong leisure travel companies in the world. We are also the largest cruise company and a leading provider of vacations to all major cruise destinations throughout the world. We operate over 100 cruise ships within a portfolio of leading global, regional and national cruise brands that sell tailored cruise products, services and vacation experiences in all the world’s most important vacation geographic areas. The consolidated financial statements include the accounts of Carnival Corporation and Carnival plc and their respective subsidiaries. Together with their consolidated subsidiaries, they are referred to collectively in these consolidated financial statements and elsewhere in this 2016 Annual Report as “Carnival Corporation & plc,” “our,” “us” and “we.”

NOTE 2 – Summary of Significant Accounting Policies

Basis of Presentation

We consolidate entities over which we have control, as typically evidenced by a voting control of greater than 50% or for which we are the primary beneficiary, whereby we have the power to direct the most significant activities and the obligation to absorb significant losses or receive significant benefits from the entity (see Note 3 – “DLC Arrangement”). We do not separately present our noncontrolling interests in the consolidated financial statements since the amounts are insignificant. For affiliates we do not control but where significant influence over financial and operating policies exists, as typically evidenced by a voting control of 20% to 50%, the investment is accounted for using the equity method (see Note 5 – “Other Assets”).

Preparation of Financial Statements

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported and disclosed in our financial statements. Actual results may differ from the estimates used in preparing our consolidated financial statements. All significant intercompany balances and transactions are eliminated in consolidation. Certain prior period amounts have been reclassified in the Consolidated Balance Sheets to conform to the current period presentation.

Cash and Cash Equivalents

Cash and cash equivalents include investments with maturities of three months or less at acquisition, which are stated at cost.

Inventories

Inventories consist substantially of food and beverages, hotel and restaurant products and supplies, fuel and gift shop merchandise held for resale, which are all carried at the lower of cost or market. Cost is determined using the weighted-average or first-in, first-out methods

Property and Equipment

Property and equipment are stated at cost. Depreciation and amortization were computed using the straight-line method over our estimates of useful lives and residual values, as a percentage of original cost, as follows:

	Years	Residual Values
Ships	30	15%
Ship improvements	3-30	0%
Buildings and improvements	10-40	0% or 10%
Computer hardware and software	3-12	0% or 10%
Transportation equipment and other	3-20	0% or 10%
Leasehold improvements, including port facilities	Shorter of lease term or related asset life (3-30)	0%

The cruise industry is very capital intensive, and at January 19, 2017, we operated 102 cruise ships. We have a capital program for the improvement of our ships and for asset replacements in order to enhance the effectiveness and efficiency of our operations; to comply with, or exceed all relevant legal and statutory requirements related to health, environment, safety, security and sustainability; and to gain strategic benefits or provide newer improved product innovations to our guests.

We account for ship improvement costs by capitalizing those costs we believe add value to our ships and have a useful life greater than one year and depreciate those improvements over its estimated useful life. The costs of repairs and maintenance, including minor improvement costs and dry-dock expenses, are charged to expense as incurred and included in other ship operating expenses. Dry-dock costs primarily represent planned major maintenance activities that are incurred when a ship is taken out-of-service for scheduled maintenance. We capitalize interest as part of the cost of acquiring ships and other capital projects during their construction period. The specifically identified or estimated cost and accumulated depreciation of previously capitalized ship components are written-off upon retirement, which may result in a loss on disposal that is also included in other ship operating expenses. Liquidated damages received from shipyards as a result of late ship delivery are recorded as reductions to the cost basis of the ship.

We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable. Upon the occurrence of a triggering event, the assessment of possible impairment is based on our ability to recover the carrying value of our asset from the asset's estimated undiscounted future cash flows. If these estimated undiscounted future cash flows are less than the carrying value of the asset, an impairment charge is recognized for the excess, if any, of the asset's carrying value over its estimated fair value. The lowest level for which we maintain identifiable cash flows that are independent of the cash flows of other assets and liabilities is at the individual ship level. A significant amount of judgment is required in estimating the future cash flows and fair values of our cruise ships.

Intangibles

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in a business acquisition. We review our goodwill for impairment at least annually and as events or circumstances dictate. All of our goodwill has been allocated to our reporting units. The impairment review for goodwill allows us to first assess qualitative factors to determine whether it is necessary to perform the more detailed two-step quantitative goodwill impairment test. We would perform the quantitative test if our qualitative assessment determined it is more-likely-than-not that a reporting unit's estimated fair value is less than its carrying amount. We may also elect to bypass the qualitative assessment and proceed directly to the quantitative test for any reporting unit. When performing the quantitative test, if the estimated fair value of the reporting unit exceeds its carrying value, no further analysis or write-down of goodwill is required. However, if the estimated fair value of the reporting unit is less than the carrying value of its net assets, the estimated fair value of the reporting unit is

assigned to all its underlying assets and liabilities, including both recognized and unrecognized tangible and intangible assets, based on their fair values. If necessary, goodwill is then written down to its implied fair value.

Trademarks represent substantially all of our other intangibles. For certain acquisitions, we have allocated a portion of the purchase prices to the acquiree's identified trademarks. Trademarks are estimated to have an indefinite useful life and are not amortizable but are reviewed for impairment at least annually and as events or circumstances dictate. The impairment review for trademarks also allows us to first assess qualitative factors to determine whether it is necessary to perform a more detailed quantitative trademark impairment test. We would perform the quantitative test if our qualitative assessment determined it was more-likely-than-not that the trademarks are impaired. We may also elect to bypass the qualitative assessment and proceed directly to the quantitative test. Our trademarks would be considered impaired if their carrying value exceeds their estimated fair value. The costs of developing and maintaining our trademarks are expensed as incurred.

A significant amount of judgment is also required in estimating the fair values of our reporting units and trademarks

Revenue and Expense Recognition

Guest cruise deposits represent unearned revenues and are initially included in customer deposit liabilities when received. Customer deposits are subsequently recognized as cruise revenues, together with revenues from onboard and other activities, and all associated direct costs and expenses of a voyage are recognized as cruise costs and expenses, upon completion of voyages with durations of ten nights or less and on a pro rata basis for voyages in excess of ten nights. The impact of recognizing these shorter duration cruise revenues and costs and expenses on a completed voyage basis versus on a pro rata basis is not significant. Future travel discount vouchers are included as a reduction of cruise passenger ticket revenues when such vouchers are utilized. Guest cancellation fees are recognized in cruise passenger ticket revenues at the time of cancellation. Revenue is recognized net of expected discounts.

Our sale to guests of air and other transportation to and from airports near the home ports of our ships are included in cruise passenger ticket revenues, and the related cost of purchasing these services are included in cruise transportation costs. The proceeds that we collect from the sales of third-party shore excursions and on behalf of our onboard concessionaires, net of the amounts remitted to them, are included in onboard and other cruise revenues as concession revenues. All of these amounts are recognized on a completed voyage or pro rata basis as discussed above.

Cruise passenger ticket revenues include fees, taxes and charges collected by us from our guests. A portion of these fees, taxes and charges vary with guest head counts and are directly imposed on a revenue-producing arrangement. This portion of the fees, taxes and charges is expensed in commissions, transportation and other costs when the corresponding revenues are recognized. These fees, taxes and charges included in passenger ticket revenues and commissions, transportation and other costs were \$540 million in 2016, \$524 million in 2015 and \$532 million in 2014. The remaining portion of fees, taxes and charges are also included in cruise passenger ticket revenues and are expensed in other ship operating expenses when the corresponding revenues are recognized.

Revenues and expenses from our hotel and transportation operations, which are included in our Tour and Other segment, are recognized at the time the services are performed or expenses are incurred. Revenues from the long-term leasing of ships, which are also included in our Tour and Other segment, are recognized ratably over the term of the agreement

Insurance

We maintain insurance to cover a number of risks including illness and injury to crew, guest injuries, pollution, other third-party claims in connection with our cruise activities, damage to hull and machinery for each of our

ships, war risks, workers compensation, directors' and officers' liability, property damage and general liability for shoreside third-party claims. We recognize insurance recoverables from third-party insurers for recorded losses at the time the recovery is probable and upon settlement for amounts in excess of the recorded losses. All of our insurance policies are subject to coverage limits, exclusions and deductible levels. The liabilities associated with crew illnesses and crew and guest injury claims, including all legal costs, are estimated based on the specific merits of the individual claims or actuarially estimated based on historical claims experience, loss development factors and other assumptions.

Selling and Administrative Expenses

Selling expenses include a broad range of advertising, marketing and promotional expenses. Advertising is charged to expense as incurred, except for media production costs, which are expensed upon the first airing of the advertisement. Selling expenses totaled \$630 million in 2016, \$627 million in 2015 and \$623 million in 2014. Administrative expenses represent the costs of our shoreside ship support, reservations and other administrative functions, and include salaries and related benefits, professional fees and building occupancy costs, which are typically expensed as incurred.

Foreign Currency Translations and Transactions

Each business determines its functional currency by reference to its primary economic environment. We translate the assets and liabilities of our foreign operations that have functional currencies other than the U.S. dollar at exchange rates in effect at the balance sheet date. Revenues and expenses of these foreign operations are translated at weighted-average exchange rates for the period. Their equity is translated at historical rates and the resulting foreign currency translation adjustments are included as a component of accumulated other comprehensive income ("AOCI"), which is a separate component of shareholders' equity. Therefore, the U.S. dollar value of the non-equity translated items in our consolidated financial statements will fluctuate from period to period, depending on the changing value of the U.S. dollar versus these currencies.

We execute transactions in a number of different currencies. Exchange rate gains and losses arising from changes in foreign currency exchange rates between the time an expense is recorded and when it is settled are recognized currently in other income, net. The remeasurement of monetary assets and liabilities denominated in a currency other than the functional currency of the entity involved are also recognized in other income, net, unless such monetary liabilities have been designated to act as hedges of net investments in our foreign operations. The net gains or losses resulting from foreign currency transactions were insignificant in 2016, 2015 and 2014. In addition, the unrealized gains or losses on our long-term intercompany receivables which are denominated in a non-functional currency and which are not expected to be repaid in the foreseeable future are recorded as foreign currency translation adjustments.

Share-Based Compensation

We recognize compensation expense for all share-based compensation awards using the fair value method. For time-based share awards, we recognize compensation cost ratably using the straight-line attribution method over the expected vesting period or to the retirement eligibility date, if less than the vesting period. For performance-based share awards, we estimate compensation cost based on the probability of the performance condition being achieved and recognize expense ratably using the straight-line attribution method over the expected vesting period. If all or a portion of the performance condition is not expected to be met, the appropriate amount of previously recognized compensation expense will be reversed and future compensation expense will be adjusted accordingly. For market-based share awards, we recognize compensation cost ratably using the straight-line attribution method over the expected vesting period. If the target market conditions are not expected to be met, compensation expense will still be recognized. In addition, we estimate the amount of expected forfeitures based on historical forfeiture experience when calculating compensation cost. We revise our forfeiture estimates, if the actual forfeitures that occur are significantly different from our estimates.

Earnings Per Share

Basic earnings per share is computed by dividing net income by the weighted-average number of shares outstanding during each period. Diluted earnings per share is computed by dividing net income by the weighted-average number of shares and common stock equivalents outstanding during each period. For earnings per share purposes, Carnival Corporation common stock and Carnival plc ordinary shares are considered a single class of shares since they have equivalent rights (see Note 3 – “DLC Arrangement”).

Accounting Pronouncements

Amended guidance was issued by the Financial Accounting Standards Board (“FASB”) regarding the accounting for *Service Concession Arrangements*. The new guidance defines a service concession as an arrangement between a public-sector grantor, such as a port authority, and a company that will operate and maintain the grantor’s infrastructure for a specified period of time. In exchange, the company may be given a right to charge the public, such as our cruise guests, for the use of the infrastructure. This guidance required us to record certain of the infrastructure we had constructed to be used by us pursuant to a service concession arrangement outside of property and equipment. On December 1, 2015, we adopted this guidance and, accordingly, reclassified \$70 million from *Property and Equipment, Net* to *Other Intangibles* on our November 30, 2015 Consolidated Balance Sheet (see Note 11 – “Nonfinancial Instruments that are Measured at Fair Value on a Nonrecurring Basis”).

The FASB issued amended guidance regarding accounting for *Interest – Imputation of Interest*, which simplifies the presentation of debt issuance costs. The guidance requires that debt issuance costs related to a recognized debt liability be presented on the balance sheet as a direct deduction from the carrying amount of that debt liability. We will adopt this guidance in the first quarter of 2017 on a retrospective basis. Adoption will not have a material impact to our Consolidated Balance Sheets.

The FASB issued amended guidance regarding accounting for *Intangibles – Goodwill and Other – Internal-Use Software*, which clarifies the accounting for fees paid in a cloud computing arrangement. The amendments provide guidance to customers about whether a cloud computing arrangement includes a software license or if the arrangement should be accounted for as a service contract. The amendments will impact the accounting for software licenses but will not change a customer’s accounting for service contracts. We will adopt this guidance in the first quarter of 2017 on a prospective basis. Adoption will not have a material impact to our consolidated financial statements.

The FASB issued amended guidance regarding *Compensation – Stock Compensation – Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. We intend to early adopt this guidance in the first quarter of fiscal 2017 on a modified retrospective basis. Adoption will not have a material impact to our consolidated financial statements.

The FASB issued amended guidance regarding accounting for *Derivatives and Hedging – Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships*, which clarifies that a change in the counterparty to a derivative instrument that has been designated as a hedging instrument does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. This guidance is required to be adopted by us in the first quarter of 2018 and can be applied on either a prospective or modified retrospective basis. Early adoption is permitted, including adoption in an interim period. The adoption of this guidance is not expected to have a material impact to our consolidated financial statements.

The FASB issued amended guidance regarding accounting for *Derivatives and Hedging – Contingent Put and Call Options in Debt Instruments*, which clarifies the requirements for assessing whether contingent call and put options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts or whether the embedded call and put options should be bifurcated from the related debt instrument and accounted for separately as a derivative. This guidance is required to be adopted by us in the first quarter of

2018 and must be applied using a modified retrospective approach. Early adoption is permitted, including adoption in an interim period. The adoption of this guidance is not expected to have a material impact to our consolidated financial statements.

The FASB issued amended guidance regarding *Statement of Cash Flows – Classification of Certain Cash Receipts and Cash Payments*, which clarifies how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments are aimed at reducing the existing diversity in practice. The guidance is required to be adopted by us in the first quarter of fiscal 2019 and should be applied using a retrospective transition method for each period presented. Early adoption is permitted, including adoption in an interim period. The adoption of this guidance is not expected to have a material impact to our consolidated financial statements.

The FASB issued amended guidance regarding accounting for *Revenue from Contracts with Customers*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. When effective, this standard will replace most existing revenue recognition guidance in U.S. generally accepted accounting principles (“U.S. GAAP”). The standard also requires more detailed disclosures and provides additional guidance for transactions that were not comprehensively addressed in U.S. GAAP. This guidance is required to be adopted by us in the first quarter of fiscal 2019 by either recasting all years presented in our financial statements or by recording the impact of adoption as an adjustment to retained earnings at the beginning of the year of adoption. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

The FASB issued guidance regarding accounting for *Leases*, which requires an entity to recognize both assets and liabilities arising from financing and operating leases, along with additional qualitative and quantitative disclosures. This guidance is required to be adopted by us in the first quarter of fiscal 2020. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

NOTE 3 – DLC Arrangement

In 2003, Carnival Corporation and Carnival plc completed a DLC transaction, which implemented Carnival Corporation and Carnival plc’s DLC arrangement. The contracts governing the DLC arrangement provide that Carnival Corporation and Carnival plc each continue to have separate boards of directors, but the boards and senior executive management of both companies are identical. The constitutional documents of each of the companies also provide that, on most matters, the holders of the common equity of both companies effectively vote as a single body. On specified matters where the interests of Carnival Corporation’s shareholders may differ from the interests of Carnival plc’s shareholders (a “class rights action” such as transactions primarily designed to amend or unwind the DLC arrangement), each shareholder body will vote separately as a class. Generally, no class rights action will be implemented unless approved by both shareholder bodies.

Upon the closing of the DLC transaction, Carnival Corporation and Carnival plc also executed the Equalization and Governance Agreement, which provides for the equalization of dividends and liquidation distributions based on an equalization ratio and contains provisions relating to the governance of the DLC arrangement. Because the equalization ratio is 1 to 1, one Carnival plc ordinary share is entitled to the same distributions, subject to the terms of the Equalization and Governance Agreement, as one share of Carnival Corporation common stock. In a liquidation of either company or both companies, if the hypothetical potential per share liquidation distributions to each company’s shareholders are not equivalent, taking into account the relative value of the two companies’ assets and the indebtedness of each company, to the extent that one company has greater net assets so that any liquidation distribution to its shareholders would not be equivalent on a per share basis, the company with the ability to make a higher net distribution is required to make a payment to the other company to equalize the possible net distribution to shareholders, subject to certain exceptions.

At the closing of the DLC transaction, Carnival Corporation and Carnival plc also executed deeds of guarantee. Under the terms of Carnival Corporation’s deed of guarantee, Carnival Corporation has agreed to guarantee all indebtedness and certain other monetary obligations of Carnival plc that are incurred under agreements entered into on or after the closing date of the DLC transaction. The terms of Carnival plc’s deed of guarantee mirror

those of Carnival Corporation's. In addition, Carnival Corporation and Carnival plc have each extended their respective deeds of guarantee to the other's pre-DLC indebtedness and certain other monetary obligations, or alternatively have provided standalone guarantees in lieu of utilization of these deeds of guarantee, thus effectively cross guaranteeing all Carnival Corporation and Carnival plc indebtedness and certain other monetary obligations. Each deed of guarantee provides that the creditors to whom the obligations are owed are intended third-party beneficiaries of such deed of guarantee.

The deeds of guarantee are governed and construed in accordance with the laws of the Isle of Man. Subject to the terms of the deeds of guarantee, the holders of indebtedness and other obligations that are subject to the deeds of guarantee will have recourse to both Carnival plc and Carnival Corporation, though a Carnival plc creditor must first make written demand on Carnival plc and a Carnival Corporation creditor on Carnival Corporation. Once the written demand is made by letter or other form of notice, the holders of indebtedness or other obligations may immediately commence an action against the relevant guarantor. Accordingly, there is no requirement under the deeds of guarantee to obtain a judgment, take other enforcement actions or wait any period of time prior to taking steps against the relevant guarantor. All actions or proceedings arising out of or in connection with the deeds of guarantee must be exclusively brought in courts in England.

Under the terms of the DLC transaction documents, Carnival Corporation and Carnival plc are permitted to transfer assets between the companies, make loans to or investments in each other and otherwise enter into intercompany transactions. The companies have entered into some of these types of transactions and may enter into additional transactions in the future to take advantage of the flexibility provided by the DLC arrangement, and to operate both companies as a single unified economic enterprise in the most effective manner. In addition, under the terms of the Equalization and Governance Agreement and the deeds of guarantee, the cash flows and assets of one company are required to be used to pay the obligations of the other company, if necessary.

Given the DLC arrangement, we believe that providing separate financial statements for each of Carnival Corporation and Carnival plc would not present a true and fair view of the economic realities of their operations. Accordingly, separate financial statements for both Carnival Corporation and Carnival plc have not been presented.

NOTE 4 – Property and Equipment

Property and equipment consisted of the following (in millions):

	November 30,	
	2016	2015
Ships, including ship improvements	\$ 44,122	\$ 42,401
Ships under construction	725	839
	<u>44,847</u>	<u>43,240</u>
Land, buildings and improvements, including leasehold improvements and port facilities	1,086	1,067 (b)
Computer hardware and software, transportation equipment and other	<u>1,591</u>	<u>1,389</u>
Total property and equipment	47,524	45,696 (b)
Less accumulated depreciation and amortization	<u>(15,095)</u>	<u>(13,878) (b)</u>
	<u>\$ 32,429 (a)</u>	<u>\$ 31,818 (a)(b)</u>

(a) At November 30, 2016 and 2015, the net carrying values of ships and ships under construction for our North America, EAA, Cruise Support and Tour and Other segments were \$19.5 billion, \$11.2 billion, \$0.3 billion and \$0.1 billion and \$18.5 billion, \$11.7 billion, \$0.3 billion and \$0.1 billion, respectively.

(b) On December 1, 2015, we adopted the amended guidance issued by FASB regarding accounting for Service Concession Arrangements and, accordingly, reclassified \$70 million from *Property and Equipment, Net* to *Other Intangibles* on our November 30, 2015 Consolidated Balance Sheet (see "Note 2 – Summary of Significant Accounting Policies").

Ships under construction include progress payments for the construction of new ships, as well as design and engineering fees, capitalized interest, construction oversight costs and various owner supplied items. Capitalized interest amounted to \$26 million in 2016, \$22 million in 2015 and \$21 million in 2014.

Repairs and maintenance expenses, including minor improvement costs and dry-dock expenses, were \$963 million in 2016, \$1.0 billion in 2015 and \$936 million in 2014.

Sales of Ships

In March 2016, we entered into a bareboat charter/sale agreement for a 1,550-passenger capacity ship, which will be chartered to an unrelated entity from April 2017 through 2027. Under this agreement, ownership of the ship will be transferred to the buyer in 2027

In 2014, we entered into a bareboat charter/sale agreement for a 1,490-passenger capacity ship, which was chartered to an unrelated entity from December 2014 through August 2021. Under this agreement, ownership of the ship will be transferred to the buyer in August 2021. We are recognizing the charter revenue over the term of the agreement

In 2014, we sold a 670-passenger capacity ship for a total gain of \$24 million, of which \$14 million was recognized in the fourth quarter of 2014 as a reduction in other ship operating expenses. We provided \$66 million of financing to the buyer, which is due in semi-annual installments through November 2019. The remaining gain of \$10 million was recognized as a reduction in other ship operating expenses over the term of the bareboat charter agreement through March 2016.

In 2014, we entered into a bareboat charter/sale agreement for a 1,440-passenger capacity ship, which was chartered to an unrelated entity from January 2015 through March 2025. Under this agreement, ownership of the ship will be transferred to the buyer in March 2025. We are recognizing the charter revenue for this agreement over the term of the agreement.

During the second quarter of 2014, an 830-passenger capacity ship was sold and we recognized a \$37 million gain as a reduction in other ship operating expenses.

See Note 11 – “Fair Value Measurements, Derivative Instruments and Hedging Activities” for a discussion regarding ship impairments.

NOTE 5 – Other Assets

We have a 40% noncontrolling interest in Grand Bahama Shipyard Ltd. (“Grand Bahama”), a ship repair and maintenance facility. Grand Bahama provided services to us of \$58 million in 2016, \$33 million in 2015 and \$41 million in 2014

NOTE 6 – Unsecured Debt

Long-term debt and short-term borrowings consisted of the following (in millions):

	November 30, 2016		November 30,	
	Interest Rates	Maturities Through	2016	2015
Long-Term Debt				
Export Credit Facilities				
Fixed rate	2.4% to 5.0%	2027	\$ 941	\$ 1,032
Euro fixed rate	3.8% to 4.5%	2025	233	261
Floating rate	1.6% to 2.1%	2026	793	688
Euro floating rate	0.0% to 0.8%	2027	1,649	1,864
Bank Loans				
Euro fixed rate	0.6% to 3.9%	2021	612	160
Floating rate	1.3% to 1.8%	2021	800	800
Euro floating rate	0.4% to 0.8%	2021	319	212
Private Placement Notes				
Fixed rate	-%	2016	-	42
Euro fixed rate	7.3%	2018	51	130
Publicly-Traded Notes				
Fixed rate	1.9% to 7.2%	2028	1,717	2,219
Euro fixed rate	1.1% to 1.9%	2022	1,857	1,324
Other	5.5% to 7.3%	2030	25	25
Short-Term Borrowings				
Euro floating rate commercial paper	(0.1)%	2017	451	-
Euro floating rate bank loans	0.9%	2017	6	30
Total Debt			9,454	8,787
Less short-term borrowings			(457)	(30)
Less current portion of long-term debt			(640)	(1,344)
Total Long-term Debt			<u>\$8,357</u>	<u>\$ 7,413</u>

The debt table does not include the impact of our foreign currency and interest rate swaps. The composition of our debt, including the effect of foreign currency swaps and interest rate swaps, was as follows:

	November 30,	
	2016	2015
Fixed rate	28%	32%
Euro fixed rate	35%	28%
Floating rate	14%	18%
Euro floating rate	23%	22%

Substantially all of our fixed rate debt can be called or prepaid by incurring additional costs. In addition, substantially all of our debt agreements, including our main revolving credit facility, contain one or more financial covenants that require us, among other things, to maintain minimum debt service coverage and minimum shareholders' equity and to limit our debt to capital and debt to equity ratios and the amounts of our secured assets and secured and other indebtedness. Generally, if an event of default under any debt agreement occurs, then pursuant to cross default acceleration clauses, substantially all of our outstanding debt and derivative contract payables (see Note 11 – "Fair Value Measurements, Derivative Instruments and Hedging Activities") could become due, and all debt and derivative contracts could be terminated. At November 30, 2016, we were in compliance with all of our debt covenants.

The interest rates on some of our debt, and in the case of our main revolver its commitment fees, fluctuate based on the applicable rating of senior unsecured long-term securities of Carnival Corporation or Carnival plc.

We use the net proceeds from our borrowings for general corporate purposes and purchases of new ships. At November 30, 2016, the scheduled annual maturities of our debt were as follows (in millions):

	Fiscal						
	2017	2018	2019	2020	2021	Thereafter	Total
Short-term borrowings	\$ 457						\$ 457
Long-term debt	640	\$2,071	\$1,595	\$1,303	\$1,082	\$2,306	8,997
	<u>\$1,097</u>	<u>\$2,071</u>	<u>\$1,595</u>	<u>\$1,303</u>	<u>\$1,082</u>	<u>\$2,306</u>	<u>\$9,454</u>

Subsequent to November 30, 2016, we entered into an approximately \$800 million export credit facility, which may be drawn in euro or U.S. dollars in 2021 and will be due in semi-annual installments through 2033. The interest rate on this export credit facility can be fixed or floating, at our discretion.

Debt issuance costs are generally amortized to interest expense using the straight-line method, which approximates the effective interest method, over the term of the debt. In addition, all debt issue discounts are amortized to interest expense using the effective interest rate method over the term of the notes.

Committed Ship Financings

We have unsecured euro and U.S. dollar long-term export credit committed ship financings. These commitments, if drawn at the time of ship delivery, are generally repayable semi-annually over 12 years. We have the option to cancel each one at specified dates prior to the underlying ship's delivery date.

Revolving Credit Facilities

At November 30, 2016, we had \$2.9 billion of total revolving credit facilities comprised of a \$2.6 billion (\$1.9 billion, €500 million and £169 million) multi-currency revolving credit facility that expires in 2021 (the "Facility") and a \$300 million revolving credit facility that expires in 2020. A total of \$2.4 billion of this capacity was available for drawing, which is net of outstanding commercial paper. The Facility currently bears interest at LIBOR/EURIBOR plus a margin of 30 basis points ("bps"). The margin varies based on changes to Carnival Corporation's and Carnival plc's long-term senior unsecured credit ratings. We are required to pay a commitment fee of 35% of the margin per annum on any undrawn portion. We will also incur an additional utilization fee of 10 bps, 20 bps or 40 bps if equal to or less than one-third, more than one-third or more than two-thirds of the Facility, respectively, is drawn on the total amount outstanding.

NOTE 7 – Commitments

Ship Commitments

At November 30, 2016, including ship construction contracts entered into through January 19, 2017, we had 19 ships under contract for construction. The estimated total future commitments, including the contract prices with the shipyards, design and engineering fees, capitalized interest, construction oversight costs and various owner supplied items, are \$1.4 billion in 2017, \$2.6 billion in 2018, \$3.4 billion in 2019, \$3.3 billion in 2020, \$2.4 billion in 2021 and \$1.6 billion in 2022.

Operating Leases, Port Facilities and Other Commitments

Rent expense under our operating leases, primarily for office and warehouse space, was \$67 million in 2016, \$70 million in 2015 and \$63 million in 2014.

At November 30, 2016, minimum amounts payable for our operating leases, with initial or remaining terms in excess of one year, and for the annual usage of port facilities and other non-cancelable contractual commitments with remaining terms in excess of one year, were as follows (in millions):

	Fiscal						
	2017	2018	2019	2020	2021	Thereafter	Total
Operating leases	\$ 47	\$ 42	\$ 38	\$ 36	\$ 30	\$ 198	\$ 391
Port facilities and other	228	195	117	108	102	875	1,625
	<u>\$275</u>	<u>\$237</u>	<u>\$155</u>	<u>\$144</u>	<u>\$132</u>	<u>\$1,073</u>	<u>\$2,016</u>

NOTE 8 – Contingencies

Litigation

In the normal course of our business, various claims and lawsuits have been filed or are pending against us. Most of these claims and lawsuits are covered by insurance and, accordingly, the maximum amount of our liability, net of any insurance recoverables, is typically limited to our self-insurance retention levels. Management believes the ultimate outcome of these claims and lawsuits will not have a material impact on our consolidated financial statements.

Contingent Obligations – Lease Out and Lease Back Type (“LILO”) Transactions

At November 30, 2016, we had estimated contingent obligations totaling \$366 million, excluding termination payments as discussed below, to participants in LILO transactions for two of our ships. At the inception of these leases, we paid the aggregate of the net present value of these obligations to a group of major financial institutions, who agreed to act as payment undertakers and directly pay these obligations. As a result, these contingent obligations are considered extinguished and neither the funds nor the contingent obligations have been included in our Consolidated Balance Sheets.

In the event that we were to default on our contingent obligations and assuming performance by all other participants, we estimate that we would, as of November 30, 2016, be responsible for a termination payment of \$13 million. In January 2016, we exercised our options to terminate, at no cost, the LILO transactions on January 1, 2017 for one ship and January 1, 2018 for the second ship.

In advance of the termination dates, if the credit rating of one of the financial institutions who is directly paying the contingent obligations falls below AA-, or below A- for the other financial institution, then we will be required to replace the applicable financial institution with another financial institution whose credit rating is at least AA or meets other specified credit requirements. In such circumstances, we would incur additional costs, although we estimate that they would not be significant to our consolidated financial statements. The financial institution payment undertaker subject to the AA- credit rating threshold has a credit rating of AA, and the financial institution subject to the A- credit rating threshold has a credit rating of A+. If our credit rating, which is A-, falls below BBB, we will be required to provide a standby letter of credit for \$27 million, or, alternatively, provide mortgages for this aggregate amount on these two ships.

Contingent Obligations – Indemnifications

Some of the debt contracts that we enter into include indemnification provisions obligating us to make payments to the counterparty if certain events occur. These contingencies generally relate to changes in taxes or changes in laws which increase lenders' costs. The indemnification clauses are often standard contractual terms and were entered into in the normal course of business. There are no stated or notional amounts included in the indemnification clauses, and we are not able to estimate the maximum potential amount of future payments, if any, under these indemnification clauses. We have not been required to make any material payments under such indemnification clauses in the past and we do not believe a request for material future indemnification payments is probable.

NOTE 9 – Taxation

A summary of our principal taxes and exemptions in the jurisdictions where our significant operations are located is as follows:

U.S. Income Tax

We are primarily foreign corporations engaged in the business of operating cruise ships in international transportation. We also own and operate, among other businesses, the U.S. hotel and transportation business of Holland America Princess Alaska Tours through U.S. corporations.

Our North American cruise ship businesses and certain ship-owning subsidiaries are engaged in a trade or business within the U.S. Depending on its itinerary, any particular ship may generate income from sources within the U.S. We believe that our U.S. source income and the income of our ship-owning subsidiaries, to the extent derived from, or incidental to, the international operation of a ship or ships, is currently exempt from U.S. federal income and branch profit taxes.

Our domestic U.S. operations, principally the hotel and transportation business of Holland America Princess Alaska Tours, are subject to federal and state income taxation in the U.S.

In general, under Section 883 of the Internal Revenue Code, certain non-U.S. corporations (such as our North American cruise ship businesses) are not subject to U.S. federal income tax or branch profits tax on U.S. source income derived from, or incidental to, the international operation of a ship or ships. Applicable U.S. Treasury regulations provide in general that a foreign corporation will qualify for the benefits of Section 883 if, in relevant part, (i) the foreign country in which the foreign corporation is organized grants an equivalent exemption to corporations organized in the U.S. in respect of each category of shipping income for which an exemption is being claimed under Section 883 (an “equivalent exemption jurisdiction”) and (ii) the foreign corporation meets a defined publicly-traded corporation stock ownership test (the “publicly-traded test”). Subsidiaries of foreign corporations that are organized in an equivalent exemption jurisdiction and meet the publicly-traded test also benefit from Section 883. We believe that Panama is an equivalent exemption jurisdiction and that Carnival Corporation currently satisfies the publicly-traded test under the regulations. Accordingly, substantially all of Carnival Corporation’s income is exempt from U.S. federal income and branch profit taxes.

Regulations under Section 883 list certain activities that the Internal Revenue Service (“IRS”) does not consider to be incidental to the international operation of ships and, therefore, the income attributable to such activities, to the extent such income is U.S. source, does not qualify for the Section 883 exemption. Among the activities identified as not incidental are income from the sale of air transportation, transfers, shore excursions and pre- and post-cruise land packages to the extent earned from sources within the U.S.

We believe that the U.S. source transportation income earned by Carnival plc and its Italian resident subsidiary currently qualifies for exemption from U.S. federal income tax under applicable bilateral U.S. income tax treaties.

Carnival Corporation and Carnival plc and certain of their subsidiaries are subject to various U.S. state income taxes generally imposed on each state’s portion of the U.S. source income subject to U.S. federal income taxes. However, the state of Alaska imposes an income tax on its allocated portion of the total income of our companies doing business in Alaska and certain of their subsidiaries.

UK and Australian Income Tax

Cunard, P&O Cruises (UK) and P&O Cruises (Australia) are divisions of Carnival plc and have elected to enter the UK tonnage tax under a rolling ten-year term and, accordingly, reapply every year. Companies to which the

tonnage tax regime applies pay corporation taxes on profits calculated by reference to the net tonnage of qualifying ships. UK corporation tax is not chargeable under the normal UK tax rules on these brands' relevant shipping income. Relevant shipping income includes income from the operation of qualifying ships and from shipping related activities

For a company to be eligible for the regime, it must be subject to UK corporation tax and, among other matters, operate qualifying ships that are strategically and commercially managed in the UK. Companies within UK tonnage tax are also subject to a seafarer training requirement.

Our UK non-shipping activities that do not qualify under the UK tonnage tax regime remain subject to normal UK corporation tax. Dividends received from subsidiaries of Carnival plc doing business outside the UK are generally exempt from UK corporation tax.

P&O Cruises (Australia) and all of the other cruise ships operated internationally by Carnival plc for the cruise segment of the Australian vacation region are exempt from Australian corporation tax by virtue of the UK/Australian income tax treaty.

Italian and German Income Tax

In early 2015, Costa and AIDA re-elected to enter the Italian tonnage tax regime through 2024 and can reapply for an additional ten-year period beginning in early 2025. Companies to which the tonnage tax regime applies pay corporation taxes on shipping profits calculated by reference to the net tonnage of qualifying ships.

Most of Costa's and AIDA's earnings that are not eligible for taxation under the Italian tonnage tax regime will be taxed at an effective tax rate of 5.5%

Substantially all of AIDA's earnings are exempt from German income taxes by virtue of the Germany/Italy income tax treaty.

Income and Other Taxes in Asian Countries

Substantially all of our brands' income from their international operation in Asian countries is exempt from local corporation tax by virtue of relevant income tax treaties.

Other

We recognize income tax benefits for uncertain tax positions, based solely on their technical merits, when it is more likely than not to be sustained upon examination by the relevant tax authority. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate resolution. All interest expense related to income tax liabilities is included in income tax expense. Based on all known facts and circumstances and current tax law, we believe that the total amount of our uncertain income tax position liabilities and related accrued interest are not significant to our financial position.

We do not expect to incur income taxes on future distributions of undistributed earnings of foreign subsidiaries and, accordingly, no deferred income taxes have been provided for the distribution of these earnings. In addition to or in place of income taxes, virtually all jurisdictions where our ships call impose taxes, fees and other charges based on guest counts, ship tonnage, passenger capacity or some other measure, and these taxes, fees and other charges are included in commissions, transportation and other costs and other ship operating expenses.

NOTE 10 – Shareholders' Equity

Carnival Corporation's Articles of Incorporation authorize its Board of Directors, at its discretion, to issue up to 40 million shares of preferred stock. At November 30, 2016 and 2015, no Carnival Corporation preferred stock

had been issued and only a nominal amount of Carnival plc preference shares had been issued. Our Boards of Directors have authorized, subject to certain restrictions, the repurchase of up to an aggregate of \$1.0 billion of Carnival Corporation common stock and/or Carnival plc ordinary shares (the "Repurchase Program"). On January 28, 2016 and on June 27, 2016, the Boards of Directors approved modifications of the Repurchase Program authorization that increased the remaining authorized repurchases at the time of each approval by \$1.0 billion. The Repurchase Program does not have an expiration date and may be discontinued by our Boards of Directors at any time. Our repurchases under the Repurchase Program were as follows (in millions):

	Carnival Corporation		Carnival plc	
	Number of Shares Repurchased	Dollar Amount Paid for Shares Repurchased	Number of Shares Repurchased	Dollar Amount Paid for Shares Repurchased
2016	47.8	\$2,264	0.7	\$35
2015	5.3	\$ 276	-	-

In 2014, there were no repurchases of Carnival Corporation common stock or Carnival plc ordinary shares under the Repurchase Program. From December 1, 2016 through January 19, 2017, we repurchased 0.2 million shares of Carnival plc ordinary shares for approximately \$10 million under the Repurchase Program. At January 19, 2017, the remaining Carnival Corporation availability under the Repurchase Program was \$389 million.

In addition to the Repurchase Program, the Boards of Directors authorized, in January 2017, the repurchase of up to 22.0 million Carnival plc ordinary shares and, in February 2016, the repurchase of up to 26.9 million shares of Carnival Corporation common stock under the Stock Swap ("Stock Swap") programs described below. Under the Stock Swap programs, we sell shares of Carnival Corporation common stock or Carnival plc ordinary shares and use a portion of the net proceeds to purchase an equivalent number of Carnival plc ordinary shares or shares of Carnival Corporation common stock, as applicable. We use the Stock Swap programs in situations where we can obtain an economic benefit because either Carnival Corporation common stock or Carnival plc ordinary shares are trading at a price that is at a premium or discount to the price of Carnival plc ordinary shares or Carnival Corporation common stock. Any realized economic benefit under the Stock Swap programs is used for general corporate purposes, which could include repurchasing additional stock under the Repurchase Program.

Carnival plc ordinary share repurchases under both the Repurchase Program and the Stock Swap programs require annual shareholder approval. The existing shareholder approval is limited to a maximum of 21.5 million ordinary shares and is valid until the earlier of the conclusion of the Carnival plc 2017 annual general meeting or July 13, 2017. At January 19, 2017, the remaining availability under the Stock Swap programs was 22.0 million Carnival plc ordinary shares and 26.0 million shares of Carnival Corporation common stock. At January 19, 2017, the remaining Carnival plc availability under the Repurchase Program was 20.6 million ordinary shares.

During 2016 and 2015, under the Stock Swap programs, Carnival Investments Limited ("CIL"), a subsidiary of Carnival Corporation, sold 0.9 million and 5.1 million of Carnival plc ordinary shares for net proceeds of \$40 million and \$264 million, respectively. Substantially all of the net proceeds from these sales were used to purchase 0.9 million shares in 2016 and 5.1 million shares in 2015 of Carnival Corporation common stock. Carnival Corporation sold these Carnival plc ordinary shares owned by CIL only to the extent it was able to repurchase shares of Carnival Corporation common stock in the U.S. on at least an equivalent basis. During 2016 and 2015, there were no sales of Carnival Corporation common stock or repurchases of Carnival plc ordinary shares under the Stock Swap program. During 2014, there were no sales or repurchases of Carnival Corporation common stock or Carnival plc ordinary shares under the Stock Swap programs.

Accumulated other comprehensive loss was as follows (in millions):

	November 30,	
	2016	2015
Cumulative foreign currency translation adjustments, net	\$(2,266)	\$(1,591)
Unrecognized pension expenses	(120)	(82)
Unrealized losses on marketable securities	(3)	(3)
Net losses on cash flow derivative hedges	(65)	(65)
	<u>\$(2,454)</u>	<u>\$(1,741)</u>

During 2016 and 2015, \$7 million and \$13 million of unrecognized pension expenses were reclassified out of accumulated other comprehensive loss, of which \$4 million and \$8 million were included in payroll and related expenses and \$3 million and \$5 million were included in selling and administrative expenses, respectively.

During 2016, our Board of Directors declared a 17% dividend increase to holders of Carnival Corporation common stock and Carnival plc ordinary shares from \$0.30 per share to \$0.35 per share. On October 20, 2016, our Board of Directors declared a \$0.35 per share dividend (\$254 million) for the fourth quarter of fiscal 2016 for shareholders of record on November 25, 2016, which was paid on December 16, 2016.

NOTE 11 – Fair Value Measurements, Derivative Instruments and Hedging Activities

Fair Value Measurements

U.S. accounting standards establish a fair value hierarchy prioritizing the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 measurements are based on unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation of these items does not entail a significant amount of judgment.
- Level 2 measurements are based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active or market data other than quoted prices that are observable for the assets or liabilities.
- Level 3 measurements are based on unobservable data that are supported by little or no market activity and are significant to the fair value of the assets or liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between independent and knowledgeable market participants. When quoted prices are not readily available, our own assumptions are set to reflect those that we believe market participants would use in pricing the asset or liability.

The fair value measurement of a financial asset or financial liability reflects the nonperformance risk of both parties to the contract. Therefore, the fair value measurement of our financial instruments reflects the impact of our counterparty's creditworthiness for asset positions and our creditworthiness for liability positions. Creditworthiness did not have a significant impact on the fair values of our financial instruments at November 30, 2016 and 2015. Considerable judgment may be required in interpreting market data used to develop the estimates of fair value. Accordingly, certain estimates of fair value presented herein are not necessarily indicative of the amounts that could be realized in a current or future market exchange.

Financial Instruments that are not Measured at Fair Value on a Recurring Basis

The carrying values and estimated fair values and basis of valuation of our financial instrument assets and liabilities not measured at fair value on a recurring basis were as follows (in millions):

	November 30, 2016				November 30, 2015			
	Carrying Value	Fair Value			Carrying Value	Fair Value		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Assets								
Cash and cash equivalents (a)	\$ 256	\$256	\$ -	\$ -	\$ 647	\$647	\$ -	\$ -
Restricted cash (b)	41	41	-	-	7	7	-	-
Long-term other assets (c)	99	1	68	31	119	1	87	31
Total	<u>\$ 396</u>	<u>\$298</u>	<u>\$ 68</u>	<u>\$31</u>	<u>\$ 773</u>	<u>\$655</u>	<u>\$ 87</u>	<u>\$31</u>
Liabilities								
Fixed rate debt (d)	\$5,436	\$ -	\$5,727	\$ -	\$5,193	\$ -	\$5,450	\$ -
Floating rate debt (d)	4,018	-	4,048	-	3,594	-	3,589	-
Total	<u>\$9,454</u>	<u>\$ -</u>	<u>\$9,775</u>	<u>\$ -</u>	<u>\$8,787</u>	<u>\$ -</u>	<u>\$9,039</u>	<u>\$ -</u>

- (a) Cash and cash equivalents are comprised of cash on hand and at November 30, 2015 also included a money market deposit account and time deposits. Due to their short maturities, the carrying values approximate their fair values.
- (b) Restricted cash is comprised of a money market deposit account and at November 30, 2016 also included funds held in escrow.
- (c) Long-term other assets are substantially all comprised of notes and other receivables. The fair values of our Level 2 notes and other receivables were based on estimated future cash flows discounted at appropriate market interest rates. The fair values of our Level 3 notes receivable were estimated using risk-adjusted discount rates.
- (d) Debt does not include the impact of interest rate swaps. The fair values of our publicly-traded notes were based on their unadjusted quoted market prices in markets that are not sufficiently active to be Level 1 and, accordingly, are considered Level 2. The fair values of our other debt were estimated based on appropriate market interest rates being applied to this debt.

Financial Instruments that are Measured at Fair Value on a Recurring Basis

The estimated fair value and basis of valuation of our financial instrument assets and liabilities that are measured at fair value on a recurring basis were as follows (in millions):

	November 30, 2016			November 30, 2015		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets						
Cash equivalents (a)	\$347	\$ -	\$ -	\$748	\$ -	\$ -
Restricted cash (b)	19	-	-	22	-	-
Short-term investments (c)	-	-	21	-	-	-
Marketable securities held in rabbi trusts (d)	93	4	-	105	8	-
Derivative financial instruments (e)	-	15	-	-	29	-
Long-term other asset (c)	-	-	-	-	-	21
Total	<u>\$459</u>	<u>\$ 19</u>	<u>\$21</u>	<u>\$875</u>	<u>\$ 37</u>	<u>\$21</u>
Liabilities						
Derivative financial instruments (e)	\$ -	\$434	\$ -	\$ -	\$625	\$ -
Total	<u>\$ -</u>	<u>\$434</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$625</u>	<u>\$ -</u>

- (a) Cash equivalents are comprised of money market funds
- (b) Restricted cash is substantially all comprised of money market funds.
- (c) The fair value of auction rate security included in short-term investments and long-term other asset was based on a broker quote in an inactive market, which is considered a Level 3 input. During fiscal 2016, there were no purchases or sales pertaining to this auction-rate security. This auction-rate security was sold in December 2016.
- (d) At November 30, 2016 and 2015, marketable securities held in rabbi trusts were comprised of Level 1 bonds, frequently-priced mutual funds invested in common stocks, and money market funds and Level 2 other investments. Their use is restricted to funding certain deferred compensation and non-qualified U.S. pension plans.
- (e) See "Derivative Instruments and Hedging Activities" section below for detailed information regarding our derivative financial instruments.

We measure our derivatives using valuations that are calibrated to the initial trade prices. Subsequent valuations are based on observable inputs and other variables included in the valuation models such as interest rate, yield and commodity price curves, forward currency exchange rates, credit spreads, maturity dates, volatilities and netting arrangements. We use the income approach to value derivatives for foreign currency options and forwards, interest rate swaps and fuel derivatives using observable market data for all significant inputs and standard valuation techniques to convert future amounts to a single present value amount, assuming that participants are motivated, but not compelled to transact.

Nonfinancial Instruments that are Measured at Fair Value on a Nonrecurring Basis

Impairments of Ships

As a result of the 2014 bareboat charter/sale agreement for a 1,440-passenger capacity ship, we performed a ship impairment review and recognized a \$31 million impairment charge in other ship operating expenses during the fourth quarter of 2014. The estimated fair value of the ship was substantially all determined based on the expected collectability of the bareboat charter payments, which is considered a Level 3 input. See Note 4 – "Property and Equipment" for a discussion regarding ship sales.

Due to the expected absorption of Ibero Cruises' ("Ibero") operations into Costa in 2014, and certain ship specific facts and circumstances, such as size, age, condition, viable alternative itineraries and historical operating cash flows, we performed an undiscounted future cash flow analysis of a 1,490-passenger capacity ship as of May 31, 2014. The principal assumptions used in our undiscounted cash flow analysis consisted of forecasted future operating results, including net revenue yields and net cruise costs including fuel prices, and the estimated residual value, which are all considered Level 3 inputs. Based on its undiscounted cash flow analysis, we determined that the net carrying value for the ship exceeded its estimated undiscounted future cash flows. Accordingly, we then estimated the May 31, 2014 fair value of this ship based on its discounted future cash flows and recognized a \$22 million ship impairment charge in other ship operating expenses during 2014.

Valuation of Goodwill and Other Intangibles

The reconciliation of the changes in the carrying amounts of our goodwill was as follows (in millions):

	<u>North America Segment</u>	<u>EAA Segment</u>	<u>Total</u>
Balance at November 30, 2014	\$1,898	\$1,229	\$3,127
Foreign currency translation adjustment	-	(117)	(117)
Balance at November 30, 2015	1,898	1,112	3,010
Foreign currency translation adjustment	-	(100)	(100)
Balance at November 30, 2016	<u>\$1,898</u>	<u>\$1,012</u>	<u>\$2,910</u>

At July 31, 2016, we performed our annual goodwill impairment reviews, which included performing a qualitative assessment for AIDA, Carnival Cruise Line, Cunard, P&O Cruises (UK) and Princess. Qualitative factors such as industry and market conditions, macroeconomic conditions, changes to the weighted-average cost of capital ("WACC"), overall financial performance, changes in fuel prices and capital expenditures were considered in the qualitative assessment to determine how changes in these factors would affect each of these cruise brands' estimated fair values. Based on our qualitative assessments, we determined it was more-likely-than-not that each of these cruise brands' estimated fair values exceeded their carrying values and, therefore, we did not proceed to the two-step quantitative goodwill impairment reviews.

As of July 31, 2016, we also performed our annual goodwill impairment reviews for Costa, Holland America Line and P&O Cruises (Australia). As part of our periodic process, we did not perform a qualitative assessment but instead proceeded directly to step one of the two-step quantitative goodwill impairment review and compared each of Costa's, Holland America Line's and P&O Cruises (Australia)'s estimated fair value to the carrying value of their allocated net assets. Their estimated fair values were based on discounted future cash flow analyses. The principal assumptions used in our cash flow analyses consisted of:

- Forecasted operating results, including net revenue yields and net cruise costs including fuel prices
- Capacity changes, including the expected rotation of vessels into, or out of, Costa, Holland America Line and P&O Cruises (Australia)
- WACC of market participants, adjusted for the risk attributable to the geographic regions in which Costa, Holland America Line and P&O Cruises (Australia) operate
- Capital expenditures, proceeds from forecasted dispositions of ships and terminal values, which are all considered Level 3 inputs

Based on the discounted cash flow analyses, we determined that each of Costa's, Holland America Line's and P&O Cruises (Australia)'s estimated fair value significantly exceeded their carrying value and, therefore, we did not proceed to step two of the impairment reviews.

The reconciliation of the changes in the carrying amounts of our other intangible assets not subject to amortization, which represent trademarks, was as follows (in millions):

	North America Segment	EAA Segment	Total
Balance at November 30, 2014	\$927	\$338	\$1,265
Foreign currency translation adjustment	-	(31)	(31)
Balance at November 30, 2015	927	307	1,234
Foreign currency translation adjustment	-	(28)	(28)
Balance at November 30, 2016	<u>\$927</u>	<u>\$279</u>	<u>\$1,206</u>

At July 31, 2016, our cruise brands that had significant trademarks recorded included AIDA, P&O Cruises (Australia), P&O Cruises (UK) and Princess. As of that date, we performed our annual trademark impairment reviews for these cruise brands, which included performing a qualitative assessment for AIDA, P&O Cruises (UK) and Princess. Qualitative factors such as industry and market conditions, macroeconomic conditions, changes to the WACC, changes in royalty rates and overall financial performance were considered in the qualitative assessment to determine how changes in these factors would affect the estimated fair value for AIDA's, P&O Cruises (UK)'s and Princess' recorded trademarks. Based on our qualitative assessment, we determined it was more likely-than-not that the estimated fair value for AIDA's, P&O Cruises (UK)'s and Princess's recorded trademarks exceeded their carrying value and, therefore, none of these trademarks were impaired.

As of July 31, 2016, we did not perform a qualitative assessment for P&O Cruises (Australia)'s trademarks but instead proceeded directly to the quantitative trademark impairment reviews. Our quantitative assessment

included estimating P&O Cruises (Australia)'s trademarks fair value based upon a discounted future cash flow analysis, which estimated the amount of royalties that we are relieved from having to pay for use of the associated trademarks, based upon forecasted cruise revenues and a market participant's royalty rate. The royalty rate was estimated primarily using comparable royalty agreements for similar industries. Based on our quantitative assessment, we determined that the estimated fair values for P&O Cruises (Australia)'s trademarks significantly exceeded their carrying values and, therefore, none of these trademarks were impaired.

The determination of our reporting unit goodwill and trademark fair values includes numerous assumptions that are subject to various risks and uncertainties. We believe that we have made reasonable estimates and judgments. If there is a change in the conditions or circumstances influencing fair values in the future, then we may need to recognize an impairment charge.

The reconciliation of the changes in the net carrying amounts of our other intangible assets subject to amortization, which represent port usage rights, was as follows (in millions):

	Cruise Support Segment	EAA Segment	Total
Balance at November 30, 2015 (a)	\$62	\$12	\$74
Additions	-	1	1
Amortization	(3)	(1)	(4)
Foreign currency translation adjustment	(2)	-	(2)
Balance at November 30, 2016	<u>\$57</u>	<u>\$12</u>	<u>\$69</u>

(a) See "Note 2 – Summary of Significant Accounting Policies"

Derivative Instruments and Hedging Activities

We utilize derivative and non-derivative financial instruments, such as foreign currency forwards, options and swaps, foreign currency debt obligations and foreign currency cash balances, to manage our exposure to fluctuations in certain foreign currency exchange rates. We use interest rate swaps to manage our interest rate exposure to achieve a desired proportion of fixed and floating rate debt. In addition, we have fuel derivatives settling in 2017 and 2018 to mitigate a portion of the risk to our future cash flows attributable to potential fuel price increases, which we define as our "economic risk." Our policy is to not use any financial instruments for trading or other speculative purposes.

All derivatives are recorded at fair value. The changes in fair value are recognized currently in earnings if the derivatives do not qualify as effective hedges, or if we do not seek to qualify for hedge accounting treatment, such as for our fuel derivatives. If a derivative is designated as a fair value hedge, then changes in the fair value of the derivative are offset against the changes in the fair value of the underlying hedged item. If a derivative is designated as a cash flow hedge, then the effective portion of the changes in the fair value of the derivative is recognized as a component of AOCI until the underlying hedged item is recognized in earnings or the forecasted transaction is no longer probable. If a derivative or a non-derivative financial instrument is designated as a hedge of our net investment in a foreign operation, then changes in the fair value of the financial instrument are recognized as a component of AOCI to offset a portion of the change in the translated value of the net investment being hedged, until the investment is sold or substantially liquidated. We formally document hedging relationships for all derivative and non-derivative hedges and the underlying hedged items, as well as our risk management objectives and strategies for undertaking the hedge transactions.

We classify the fair values of all our derivative contracts as either current or long-term, depending on the maturity date of the derivative contract. The cash flows from derivatives treated as hedges are classified in our Consolidated Statements of Cash Flows in the same category as the item being hedged. Our cash flows related to fuel derivatives are classified within investing activities.

The estimated fair values of our derivative financial instruments and their location in the Consolidated Balance Sheets were as follows (in millions):

		November 30,	
	Balance Sheet Location	2016	2015
Derivative assets			
Derivatives designated as hedging instruments			
Net investment hedges (a)	Prepaid expenses and other	\$ 12	\$ 14
	Other assets – long-term	3	13
Interest rate swaps (b)	Prepaid expenses and other	-	2
Total derivative assets		<u>\$ 15</u>	<u>\$ 29</u>
Derivative liabilities			
Derivatives designated as hedging instruments			
Net investment hedges (a)	Accrued liabilities and other	\$ 26	\$ -
Interest rate swaps (b)	Accrued liabilities and other	10	11
	Other long-term liabilities	23	27
Foreign currency zero cost collars (c)	Accrued liabilities and other	12	-
	Other long-term liabilities	21	26
		<u>92</u>	<u>64</u>
Derivatives not designated as hedging instruments			
Fuel (d)	Accrued liabilities and other	198	227
	Other long-term liabilities	144	334
		<u>342</u>	<u>561</u>
Total derivative liabilities		<u>\$434</u>	<u>\$625</u>

- (a) At November 30, 2016 and 2015, we had foreign currency forwards totaling \$456 million and \$43 million, respectively, that are designated as hedges of our net investments in foreign operations, which have a euro-denominated functional currency. At November 30, 2016, these foreign currency forwards settle through July 2017. At November 30, 2016 and 2015, we also had foreign currency swaps totaling \$291 million and \$387 million, respectively, that are designated as hedges of our net investments in foreign operations, which have a euro-denominated functional currency. At November 30, 2016, these foreign currency swaps settle through September 2019.
- (b) We have euro interest rate swaps designated as cash flow hedges whereby we receive floating interest rate payments in exchange for making fixed interest rate payments. These interest rate swap agreements effectively changed \$500 million at November 30, 2016 and \$568 million at November 30, 2015 of EURIBOR-based floating rate euro debt to fixed rate euro debt. At November 30, 2016, these interest rate swaps settle through March 2025. In addition, at November 30, 2015, we had U.S. dollar interest rate swaps designated as fair value hedges whereby we receive fixed interest rate payments in exchange for making floating interest rate payments. At November 30, 2015, these interest rate swap agreements effectively changed \$500 million of fixed rate debt to U.S. dollar LIBOR-based floating rate debt. These interest rate swaps settled in February 2016.
- (c) At November 30, 2016 and 2015, we had foreign currency derivatives consisting of foreign currency zero cost collars that are designated as foreign currency cash flow hedges for a portion of our euro-denominated shipbuilding payments. See “Newbuild Currency Risks” below for additional information regarding these derivatives.
- (d) At November 30, 2016 and 2015, we had fuel derivatives consisting of zero cost collars on Brent crude oil (“Brent”) to cover a portion of our estimated fuel consumption through 2018. See “Fuel Price Risks” below for additional information regarding these fuel derivatives.

Our derivative contracts include rights of offset with our counterparties. We have elected to net certain of our derivative assets and liabilities within counterparties. The amounts recognized within assets and liabilities were as follows (in millions):

November 30, 2016					
	Gross Amounts	Gross Amounts Offset in the Balance Sheet	Total Net Amounts Presented in the Balance Sheet	Gross Amounts not Offset in the Balance Sheet	Net Amounts
Assets	\$ 15	\$ -	\$ 15	\$(15)	\$ -
Liabilities	\$434	\$ -	\$434	\$(15)	\$419

November 30, 2015					
	Gross Amounts	Gross Amounts Offset in the Balance Sheet	Total Net Amounts Presented in the Balance Sheet	Gross Amounts not Offset in the Balance Sheet	Net Amounts
Assets	\$ 73	\$(44)	\$ 29	\$(29)	\$ -
Liabilities	\$669	\$(44)	\$625	\$(29)	\$596

The effective gain (loss) portions of our derivatives qualifying and designated as hedging instruments recognized in other comprehensive income (loss) were as follows (in millions):

					November 30,		
					2016	2015	2014
Net investment hedges					\$(33)	\$ 58	\$ 25
Foreign currency zero cost collars – cash flow hedges					\$ (8)	\$(57)	\$(10)
Interest rate swaps – cash flow hedges					\$ 8	\$ 2	\$(28)

There are no credit risk related contingent features in our derivative agreements, except for bilateral credit provisions within our fuel derivative counterparty agreements. These provisions require cash collateral to be posted or received to the extent the fuel derivative fair value payable to or receivable from an individual counterparty exceeds \$100 million. At November 30, 2016, no collateral was required to be posted to or received from our fuel derivative counterparties. At November 30, 2015, we had \$25 million of collateral posted to one of our fuel derivative counterparties. At November 30, 2015, no collateral was required to be received from our fuel derivative counterparties.

The amount of estimated cash flow hedges' unrealized gains and losses that are expected to be reclassified to earnings in the next twelve months is not significant. We have not provided additional disclosures of the impact that derivative instruments and hedging activities have on our consolidated financial statements as of November 30, 2016 and 2015 and for the years ended November 30, 2016, 2015 and 2014 where such impacts were not significant.

Fuel Price Risks

Substantially all of our exposure to market risk for changes in fuel prices relates to the consumption of fuel on our ships. We have Brent call options and Brent put options, collectively referred to as zero cost collars, that establish ceiling and floor prices and mitigate a portion of our economic risk attributable to potential fuel price increases. To maximize operational flexibility we utilized derivative markets with significant trading liquidity.

Our zero cost collars are based on Brent prices whereas the actual fuel used on our ships is marine fuel. Changes in the Brent prices may not show a high degree of correlation with changes in our underlying marine fuel prices. We will not realize any economic gain or loss upon the monthly maturities of our zero cost collars unless the average monthly price of Brent is above the ceiling price or below the floor price. We believe that these zero cost collars will act as economic hedges; however, hedge accounting is not applied.

Our unrealized and realized gains (losses), net on fuel derivatives were as follows (in millions):

	November 30,		
	2016	2015	2014
Unrealized gains (losses) on fuel derivatives, net	\$ 236	\$(332)	\$(268)
Realized losses on fuel derivatives, net	(283)	(244)	(3)
Losses on fuel derivatives, net	<u>\$ (47)</u>	<u>\$(576)</u>	<u>\$(271)</u>

At November 30, 2016, our outstanding fuel derivatives consisted of zero cost collars on Brent as follows:

Maturities (a)	Transaction Dates	Barrels (in thousands)	Weighted-Average Floor Prices	Weighted-Average Ceiling Prices
Fiscal 2017				
	February 2013	3,276	\$80	\$115
	April 2013	2,028	\$75	\$110
	January 2014	1,800	\$75	\$114
	October 2014	1,020	\$80	\$113
		<u>8,124</u>		
Fiscal 2018				
	January 2014	2,700	\$75	\$110
	October 2014	3,000	\$80	\$114
		<u>5,700</u>		

(a) Fuel derivatives mature evenly over each month within the above fiscal periods.

Foreign Currency Exchange Rate Risks

Overall Strategy

We manage our exposure to fluctuations in foreign currency exchange rates through our normal operating and financing activities, including netting certain exposures to take advantage of any natural offsets and, when considered appropriate, through the use of derivative and non-derivative financial instruments. Our primary focus is to monitor our exposure to and manage the economic foreign currency exchange risks faced by our operations and realized if we exchange one currency for another. We currently only hedge certain of our ship commitments and net investments in foreign operations. The financial impacts of the hedging instruments we do employ generally offset the changes in the underlying exposures being hedged.

Operational Currency Risks

Our EAA segment operations generate significant revenues and incur significant expenses in their functional currencies, which subjects us to “foreign currency translational” risk related to these currencies. Accordingly, exchange rate fluctuations in their functional currencies against the U.S. dollar will affect our reported financial results since the reporting currency for our consolidated financial statements is the U.S. dollar. Any strengthening of the U.S. dollar against these foreign currencies has the financial statement effect of decreasing the U.S. dollar values reported for these segment’s revenues and expenses. Any weakening of the U.S. dollar has the opposite effect.

Substantially all of our operations also have non-functional currency risk related to their international sales. In addition, we have a portion of our operating expenses denominated in non-functional currencies. Accordingly, we also have “foreign currency transactional” risks related to changes in the exchange rates for our revenues and expenses that are in a currency other than the functional currency. The revenues and expenses which occur in the same non-functional currencies create some degree of natural offset.

Investment Currency Risks

We consider our investments in foreign operations to be denominated in stable currencies. Our investments in foreign operations are of a long-term nature. We have \$5.5 billion of euro-denominated debt, including the effect of foreign currency swaps, which provides an economic offset for our operations with euro functional currency. We also partially mitigate our net investment currency exposures by denominating a portion of our foreign currency intercompany payables in our foreign operations' functional currencies.

Newbuild Currency Risks

Our shipbuilding contracts are typically denominated in euros. Our decision to hedge a non-functional currency ship commitment for our cruise brands is made on a case-by-case basis, considering the amount and duration of the exposure, market volatility, economic trends, our overall expected net cash flows by currency and other offsetting risks. We use foreign currency derivative contracts and have used non-derivative financial instruments to manage foreign currency exchange rate risk for some of our ship construction payments.

At November 30, 2016, we had foreign currency zero cost collars that are designated as cash flow hedges for a portion of euro-denominated shipyard payments for the following newbuilds:

	Entered Into	Matures in	Weighted-Average Floor Rate	Weighted-Average Ceiling Rate
<i>Majestic Princess</i>	2015	March 2017	\$1.07	\$1.25
<i>Carnival Horizon</i>	2016	March 2018	\$1.02	\$1.25
<i>Seabourn Ovation</i>	2016	April 2018	\$1.02	\$1.25
<i>Holland America Nieuw Statendam</i>	2016	November 2018	\$1.05	\$1.25

If the spot rate is between the weighted-average ceiling and floor rates on the date of maturity, then we would not owe or receive any payments under these collars.

In November 2016, we settled our foreign currency zero cost collars that were designated as cash flow hedges for the final euro-denominated shipyard payments of *Seabourn Encore*, which didn't result in any gain or loss in other comprehensive income.

At January 19, 2017, our remaining newbuild currency exchange rate risk primarily relates to euro-denominated newbuild contract payments, which represent a total unhedged commitment of \$5.7 billion and substantially relates to newbuilds scheduled to be delivered 2019 through 2022 to non-euro functional currency brands.

The cost of shipbuilding orders that we may place in the future that is denominated in a different currency than our cruise brands' or the shipyards' functional currency is expected to be affected by foreign currency exchange rate fluctuations. These foreign currency exchange rate fluctuations may affect our desire to order new cruise ships.

Interest Rate Risks

We manage our exposure to fluctuations in interest rates through our debt portfolio management and investment strategies. We evaluate our debt portfolio to determine whether to make periodic adjustments to the mix of fixed and floating rate debt through the use of interest rate swaps and the issuance of new debt or the early retirement of existing debt.

The composition of our debt, including the effect of foreign currency swaps and interest rate swaps, was as follows:

	November 30,	
	2016	2015
Fixed rate	28%	32%
Euro fixed rate	35%	28%
Floating rate	14%	18%
Euro floating rate	23%	22%

Concentrations of Credit Risk

As part of our ongoing control procedures, we monitor concentrations of credit risk associated with financial and other institutions with which we conduct significant business. We seek to minimize these credit risk exposures, including counterparty nonperformance primarily associated with our cash equivalents, investments, committed financing facilities, contingent obligations, derivative instruments, insurance contracts and new ship progress payment guarantees, by:

- Conducting business with large, well-established financial institutions, insurance companies and export credit agencies
- Diversifying our counterparties
- Having guidelines regarding credit ratings and investment maturities that we follow to help safeguard liquidity and minimize risk
- Generally requiring collateral and/or guarantees to support notes receivable on significant asset sales, long-term ship charters and new ship progress payments to shipyards

We currently believe the risk of nonperformance by any of our significant counterparties is remote. At November 30, 2016, our exposures under foreign currency and fuel derivative contracts and interest rate swap agreements were not material.

We also monitor the creditworthiness of travel agencies and tour operators in Asia, Australia and Europe, which includes charter-hire agreements in Asia, and credit and debit card providers to which we extend credit in the normal course of our business prior to sailing. Our credit exposure also includes contingent obligations related to cash payments received directly by travel agents and tour operators for cash collected by them on cruise sales in Australia and most of Europe where we are obligated to honor our guests' cruise payments made by them to their travel agents and tour operators regardless of whether we have received these payments. Concentrations of credit risk associated with these trade receivables, charter-hire agreements and contingent obligations are not considered to be material, principally due to the large number of unrelated accounts, the nature of these contingent obligations and their short maturities. We have not experienced significant credit losses on our trade receivables, charter-hire agreements and contingent obligations. We do not normally require collateral or other security to support normal credit sales.

NOTE 12 – Segment Information

We have four reportable segments that are comprised of (1) North America, (2) EAA (3) Cruise Support and (4) Tour and Other. Our segments are reported on the same basis as the internally reported information that is provided to our chief operating decision maker ("CODM"), who is the President and Chief Executive Officer of Carnival Corporation and Carnival plc. The CODM assesses performance and makes decisions to allocate resources for Carnival Corporation & plc based upon review of the results across all of our segments.

Our North America segment includes Carnival Cruise Line, Holland America Line, Princess and Seabourn. Our EAA segment includes AIDA, Costa, Cunard, P&O Cruises (Australia), P&O Cruises (UK). The operations of

these reporting units have been aggregated into two reportable segments based on the similarity of their economic and other characteristics, including types of customers, regulatory environment, maintenance requirements, supporting systems and processes and products and services they provide. Our Cruise Support segment represents certain of our port and related facilities and other services that are provided for the benefit of our cruise brands.

Our Tour and Other segment represents the hotel and transportation operations of Holland America Princess Alaska Tours and ships that we bareboat charter to unaffiliated entities.

Selected information for our segments as of and for the years ended November 30 was as follows (in millions):

	Revenues	Operating costs and expenses	Selling and administrative	Depreciation and amortization	Operating income (loss)	Capital expenditures	Total assets
2016							
North America (a)	\$10,267	\$ 5,786	\$1,220	\$1,056	\$2,205	\$2,069	\$23,454
EAA	5,906	3,524	691	599	1,092	667	13,456
Cruise Support	131	67	278	42	(256)	310	1,568
Tour and Other (a)	231	152	8	41	30	16	458 (b)
Intersegment elimination (a)	(146)	(146)	-	-	-	-	-
	<u>\$16,389</u>	<u>\$ 9,383</u>	<u>\$2,197</u>	<u>\$1,738</u>	<u>\$3,071</u>	<u>\$3,062</u>	<u>\$38,936</u>
2015							
North America (a)	\$ 9,866	\$ 5,925	\$1,140	\$ 994	\$1,807	\$ 854	\$22,420
EAA	5,636	3,442	695	561	938	1,265	14,076
Cruise Support	119	58	223	27	(189)	162	2,248
Tour and Other (a)	226	155	9	44	18	13	493 (b)
Intersegment elimination (a)	(133)	(133)	-	-	-	-	-
	<u>\$15,714</u>	<u>\$ 9,447</u>	<u>\$2,067</u>	<u>\$1,626</u>	<u>\$2,574</u>	<u>\$2,294</u>	<u>\$39,237</u>
2014							
North America (a)	\$ 9,559	\$ 6,436	\$1,121	\$ 961	\$1,041	\$1,315	\$22,681
EAA	6,148	3,914	725	616	893	1,054	15,228
Cruise Support	90	39	200	25	(174)	156	1,023
Tour and Other (a)	215	160	8	35	12	58	516 (b)
Intersegment elimination (a)	(128)	(128)	-	-	-	-	-
	<u>\$15,884</u>	<u>\$10,421</u>	<u>\$2,054</u>	<u>\$1,637</u>	<u>\$1,772</u>	<u>\$2,583</u>	<u>\$39,448</u>

(a) A portion of the North America segment's revenues includes revenues for the tour portion of a cruise when a land tour package is sold along with a cruise by either Holland America Line or Princess. These intersegment tour revenues, which are included in our Tour and Other segment, are eliminated directly against the North America segment's revenues and operating expenses in the line "Intersegment elimination."

(b) Tour and Other segment assets primarily include hotels and lodges in the state of Alaska and the Canadian Yukon, motorcoaches used for sightseeing and charters, glass-domed railcars, which run on the Alaska Railroad, and our owned ships that we leased out under long-term charters to unaffiliated entities.

Our non-U.S. revenues represent sales generated from outside the U.S. principally by non-U.S. travel agents and tour operators. Substantially all of our long-lived assets are located outside of the U.S. and consist of our ships and ships under construction.

Revenues by geographic areas, which are based on where our guests are sourced, were as follows (in millions):

	Years Ended November 30,		
	2016	2015	2014
North America	\$ 8,327	\$ 8,015	\$ 7,762
Europe	5,254	5,133	5,676
Australia and Asia	2,506	2,256	2,097
Other	302	310	349
	<u>\$16,389</u>	<u>\$15,714</u>	<u>\$15,884</u>

NOTE 13 – Compensation Plans

Equity Plans

We issue our share-based compensation awards, which at November 30, 2016 included time-based share awards (restricted stock awards and restricted stock units), performance-based share awards and market-based share awards (collectively “equity awards”), under the Carnival Corporation and Carnival plc stock plans. Equity awards are principally granted to management level employees and members of our Boards of Directors. The plans are administered by a committee of our independent directors (the “Committee”) that determines which employees are eligible to participate, the monetary value or number of shares for which equity awards are to be granted and the amounts that may be exercised or sold within a specified term. We had an aggregate of 17.3 million shares available for future grant at November 30, 2016. We fulfill our equity award obligations using shares purchased in the open market or with unissued shares or treasury shares. Our equity awards generally vest over a three-year period, subject to earlier vesting under certain conditions.

During the years ended November 30, 2014, 2015 and 2016, the equity award activity was as follows:

	Equity Awards	
	Shares	Weighted-Average Grant Date Fair Value
Outstanding at November 30, 2013	3,630,997	\$37.11
Granted	1,589,368	\$44.61
Vested	(893,930)	\$45.52
Forfeited	(273,378)	\$40.81
Outstanding at November 30, 2014	4,053,057	\$37.94
Granted	1,253,050	\$45.70
Vested	(1,298,318)	\$31.35
Forfeited	(398,394)	\$39.48
Outstanding at November 30, 2015	3,609,395	\$42.84
Granted	1,451,917	\$53.98
Vested	(1,454,381)	\$38.18
Forfeited	(193,806)	\$47.76
Outstanding at November 30, 2016	<u>3,413,125</u>	<u>\$48.03</u>

As of November 30, 2016, there was \$50 million of total unrecognized compensation cost related to equity awards, which is expected to be recognized over a weighted-average period of 1.4 years.

Defined Benefit Pension Plans

We have several single-employer defined benefit pension plans, which cover some of our shipboard and shoreside employees. The U.S. and UK shoreside employee plans are closed to new membership and are funded

at or above the level required by U.S. or UK regulations. The remaining defined benefit plans are primarily unfunded. In determining all of our plans' benefit obligations at November 30, 2016 and 2015, we assumed a weighted-average discount rate of 2.9% for 2016 and 3.5% for 2015. The net of our benefit obligations and plan assets under these single-employer defined benefit pension plans is a liability of \$88 million.

In addition, we participate in two multiemployer defined benefit pension plans in the UK, the British Merchant Navy Officers Pension Fund (registration number 10005645) ("MNOFP"), which is divided into two sections, the "New Section" and the "Old Section" and the British Merchant Navy Ratings Pension Fund (registration number 10005646) ("MNRPF"), which are referred to as "the multiemployer plans." The multiemployer plans are maintained for the benefit of the employees of the participating employers who make contributions to the plans. However, contributions made by employers, including us, may be used to provide benefits to employees of other participating employers, and if any of the participating employers withdraw from the multiemployer plans or fail to make their required contributions, any unfunded obligations would be the responsibility of the remaining participating employers. We are contractually obligated to make all required contributions as determined by the plans' trustees. All of our multiemployer plans are closed to new membership. The MNOFP Old Section is also closed to further benefit accrual and is fully funded. The MNOFP New Section was closed to further benefit accrual at March 31, 2016.

We expense our portion of the MNOFP New Section deficit as amounts are invoiced by, and become due and payable to, the trustees. We accrue and expense our portion of the MNRPF deficit based on our estimated probable obligation from the most recent actuarial review. Total expense for all defined benefit pension plans, including the multiemployer plans, was \$27 million in 2016, \$47 million in 2015 and \$69 million in 2014. Based on the most recent valuation at March 31, 2015 of the MNOFP New Section and at March 31, 2014 of the MNRPF, it was determined that these plans were 90% and 67% funded, respectively. In 2016, 2015 and 2014, our contributions to the MNOFP New Section and in 2016, our contributions to the MNRPF did not exceed 5% of total contributions to the fund. In 2015 and 2014, our contributions to the MNRPF exceeded 5% of total contributions to the fund. These contributions were not material to us. It is possible that we will be required to fund and expense additional amounts for the multiemployer plans in the future, however, such amounts are not expected to be material to our consolidated financial statements.

Defined Contribution Plans

We have several defined contribution plans available to most of our employees. We contribute to these plans based on employee contributions, salary levels and length of service. Total expense for these plans was \$30 million in 2016 and 2015 and \$25 million in 2014.

NOTE 14 – Earnings Per Share

Our basic and diluted earnings per share were computed as follows (in millions, except per share data):

	Years Ended November 30,		
	2016	2015	2014
Net income for basic and diluted earnings per share	\$2,779	\$1,757	\$1,216
Weighted-average common and ordinary shares outstanding	745	777	776
Dilutive effect of equity plans	2	2	2
Diluted weighted-average shares outstanding	747	779	778
Basic earnings per share	\$ 3.73	\$ 2.26	\$ 1.57
Diluted earnings per share	\$ 3.72	\$ 2.26	\$ 1.56
Anti-dilutive equity awards excluded from diluted earnings per share computations	-	-	1

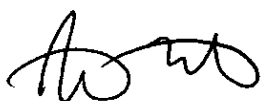
NOTE 15 – Supplemental Cash Flow Information

Cash paid for interest, net of capitalized interest, was \$211 million in 2016, \$216 million in 2015 and \$297 million in 2014. In addition, cash paid for income taxes, net of recoveries, was \$48 million in 2016, \$40 million in 2015 and \$5 million in 2014.

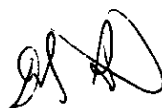
MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Securities Exchange Act of 1934 Rule 13a-15(f). Under the supervision and with the participation of our management, including our President and Chief Executive Officer and our Chief Financial Officer and Chief Accounting Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the 2013 Internal Control – Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO Framework”). Based on our evaluation under the COSO Framework, our management concluded that our internal control over financial reporting was effective as of November 30, 2016.

PricewaterhouseCoopers LLP, the independent registered certified public accounting firm that audited our consolidated financial statements, has also audited the effectiveness of our internal control over financial reporting as of November 30, 2016 as stated in their report, which is included in this 2016 Annual Report.



Arnold W. Donald
President and
Chief Executive Officer
January 30, 2017



David Bernstein
Chief Financial Officer and
Chief Accounting Officer
January 30, 2017

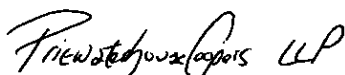
REPORT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM

To the Boards of Directors and Shareholders of Carnival Corporation and Carnival plc:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, cash flows and shareholders' equity present fairly, in all material respects, the financial position of Carnival Corporation & plc (comprising Carnival Corporation and Carnival plc and their respective subsidiaries, the "Company") at November 30, 2016 and November 30, 2015, and the results of their operations and their cash flows for each of the three years in the period ended November 30, 2016 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of November 30, 2016, based on criteria established in the 2013 Internal Control – Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO Framework"). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Miami, Florida
January 30, 2017

Annex I
DLC Annual Report

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Concerning Factors That May Affect Future Results

Some of the statements, estimates or projections contained in this 2016 Annual Report are "forward-looking statements" that involve risks, uncertainties and assumptions with respect to us, including some statements concerning future results, outlooks, plans, goals and other events which have not yet occurred. These statements are intended to qualify for the safe harbors from liability provided by Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical facts are statements that could be deemed forward-looking. These statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and the beliefs and assumptions of our management. We have tried, whenever possible, to identify these statements by using words like "will," "may," "could," "should," "would," "believe," "depends," "expect," "goal," "anticipate," "forecast," "project," "future," "intend," "plan," "estimate," "target," "indicate" and similar expressions of future intent or the negative of such terms.

Forward-looking statements include those statements that may impact our outlook including, but not limited to, the forecasting of our.

- Net revenue yields	- Net cruise costs, excluding fuel per available lower berth day
- Booking levels	- Estimates of ship depreciable lives and residual values
- Pricing and occupancy	- Goodwill, ship and trademark fair values
- Interest, tax and fuel expenses	- Liquidity
- Currency exchange rates	- Adjusted earnings per share

Because forward-looking statements involve risks and uncertainties, there are many factors that could cause our actual results, performance or achievements to differ materially from those expressed or implied in this 2016 Annual Report. This note contains important cautionary statements of the known factors that we consider could materially affect the accuracy of our forward-looking statements and adversely affect our business, results of operations and financial position. It is not possible to predict or identify all such risks. There may be additional risks that we consider immaterial or which are unknown. These factors include, but are not limited to, the following:

- Incidents, such as ship incidents, security incidents, the spread of contagious diseases and threats thereof, adverse weather conditions or other natural disasters and the related adverse publicity affecting our reputation and the health, safety, security and satisfaction of guests and crew
- Economic conditions and adverse world events affecting the safety and security of travel, such as civil unrest, armed conflicts and terrorist attacks
- Changes in and compliance with laws and regulations relating to environment, health, safety, security, tax and anti-corruption under which we operate
- Disruptions and other damages to our information technology and other networks and operations, and breaches in data security
- Ability to recruit, develop and retain qualified personnel
- Increases in fuel prices
- Fluctuations in foreign currency exchange rates
- Misallocation of capital among our ship, joint venture and other strategic investments
- Future operating cash flow may not be sufficient to fund future obligations and we may be unable to obtain financing
- Overcapacity in the cruise ship and land-based vacation industry
- Deterioration of our cruise brands' strengths and our inability to implement our strategies
- Continuing financial viability of our travel agent distribution system, air service providers and other key vendors in our supply chain and reductions in the availability of, and increases in the prices for, the services and products provided by these vendors

- Inability to implement our shipbuilding programs and ship repairs, maintenance and refurbishments on terms that are favorable or consistent with our expectations and increases to our repairs and maintenance expenses and refurbishment costs as our fleet ages
- Failure to keep pace with developments in technology
- Geographic regions in which we try to expand our business may be slow to develop and ultimately not develop how we expect and our international operations are subject to additional risks not generally applicable to our U.S. operations
- Competition from the cruise ship and land-based vacation industry
- Economic, market and political factors that are beyond our control, which could increase our operating, financing and other costs
- Litigation, enforcement actions, fines or penalties
- Lack of continuing availability of attractive, convenient and safe port destinations on terms that are favorable or consistent with our expectations
- Union disputes and other employee relationship issues
- Decisions to self-insure against various risks or the inability to obtain insurance for certain risks at reasonable rates
- Reliance on third-party providers of various services integral to the operations of our business
- Business activities that involve our co-investment with third parties
- Disruptions in the global financial markets or other events that may negatively affect the ability of our counterparties and others to perform their obligations to us
- Our shareholders may be subject to the uncertainties of a foreign legal system since Carnival Corporation and Carnival plc are not U.S. corporations
- Small group of shareholders may be able to effectively control the outcome of shareholder voting
- Provisions in Carnival Corporation's and Carnival plc's constitutional documents may prevent or discourage takeovers and business combinations that our shareholders might consider to be in their best interests
- The DLC arrangement involves risks not associated with the more common ways of combining the operations of two companies

The ordering of the risk factors set forth above is not intended to reflect any Company indication of priority or likelihood.

Forward-looking statements should not be relied upon as a prediction of actual results. Subject to any continuing obligations under applicable law or any relevant stock exchange rules, we expressly disclaim any obligation to disseminate, after the date of this 2016 Annual Report, any updates or revisions to any such forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

2016 Executive Overview

Overall, 2016 was a great year for us as we achieved the highest full-year earnings in our company's history. Our results were driven primarily by strong operational improvements combined with accretion from our share repurchase program. We are well on our way to reaching our objective of double digit ROIC.

Key information for 2016 compared to the prior year (see "Key Performance Non-GAAP Financial Indicators"):

- Net income for 2016 increased 58% to \$2.8 billion from \$1.8 billion for 2015 and diluted earnings per share increased to \$3.72 in 2016 from \$2.26 in 2015.
- Adjusted net income increased 23% to \$2.6 billion from \$2.1 billion in 2015 and adjusted diluted earnings per share increased to \$3.45 from \$2.70 in 2015. Adjusted net income excludes unrealized gains and losses on fuel derivatives and other items totaling \$199 million in gains for the full year 2016 and \$349 million of losses for the full year 2015.

- Gross revenue yields (revenue per available lower berth day or “ALBD”) increased 0.8%. In constant currency, net revenue yields increased 3.9%, comprised of a 4.5% increase in net passenger ticket revenue yields and a 2.3% increase in net onboard and other revenue yields.
- Gross cruise costs including fuel per ALBD decreased 2.8%. Net cruise costs excluding fuel per ALBD (“available lower berth day”) in constant currency increased 1.6%.
- Changes in fuel prices (including realized fuel derivative losses) and currency exchange rates increased earnings by \$0.06 per share versus the prior year.

Our results and growth in revenue yields are a credit to the commitment and the passion of our team members and the support of our valued travel agent partners. Our brands’ teams continue to be successful in increasing demand in excess of measured capacity growth through ongoing efforts to consistently exceed our guests’ expectations while providing a wide variety of exceptional vacation experiences. Our ongoing public relations efforts and advertising are also contributing to our demand growth.

Our multi-brand marketing initiatives continue to drive increased consideration to purchase a cruise vacation with us. We recently created original TV programs that are airing on major networks, reaching viewers during the large family-oriented programming blocks. These programs are designed to educate, entertain and engage viewers by showcasing exciting adventures, exotic cultures and popular global destinations. With at least 80 original episodes, the new experiential series use compelling and authentic storytelling to share the powerful way travel by sea connects people, places and cultures around the world. Each of our brands is featured during the inaugural season. We have more opportunities already in the pipeline for next year to keep cruising in the forefront of vacationers’ minds including “The New Celebrity Apprentice” show airing on NBC in February during our peak booking period. All of these efforts promote consideration around the globe by prominently featuring amazing cruise experiences on our world leading cruise lines.

We continue to also focus our efforts on helping our guests choose the cruise brands that will meet their unique needs and desires, improving their overall vacation experiences and building state-of-the-art ships with innovative onboard offerings and unequaled guest services. In 2016, we took delivery of four new ships: 3,286-passenger capacity ship *AIDA Prima*, 3,900-passenger *Carnival Vista*, 2,650-passenger *ms Koningsdam* and 600-passenger capacity *Seabourn Encore*. In addition, we have a total of 19 cruise ships scheduled to be delivered between 2017 and 2022. Some of these ships will replace existing capacity as less efficient ships exit our fleet. Since 2006, we have removed 18 ships from our fleet, and our newbuild program has been designed to consider an expected acceleration in our fleet replacement cycle over time. We also continue to invest in our existing fleet to further enhance guest experiences, including the recent remastering of Cunard’s *Queen Mary 2* and the continued roll-out of Fun Ship® 2.0 enhancements to now over 60% of the Carnival Cruise Line fleet.

At the forefront of innovation and our continuous efforts to enhance our cruise products and services, we recently unveiled an interactive guest experience platform developed to enable elevated service levels through enhanced guest interactions before, during and after cruise vacations. The Ocean Medallion™ and its ecosystem will enable personalized and customized guest experience on a level not previously considered possible by interacting with thousands of sensors, kiosks, interactive surfaces and smart devices. With this innovation, from the moment our guests first engage with us, their experiences will seamlessly be powered by their preferences. The new guest experience platform will debut on *Regal Princess* in November 2017, followed by *Royal Princess* and *Caribbean Princess* in early 2018.

We continue to identify and implement new strategies and tactics to strengthen our cruise ticket revenue management processes and systems across our portfolio of brands, such as optimizing our pricing methodologies and improving our pricing models. We are currently rolling-out our state-of-the-art revenue management system across six brands and expect the roll-out to be completed by early 2018. We also continue to implement initiatives to better coordinate and optimize our brands’ global deployment strategies to maximize guest satisfaction and profits.

We believe there are large addressable markets with low penetration all over the world, including in established markets such as North America and emerging markets such as Asia, where economic growth has raised discretionary income levels resulting in increased demand for vacations. We are focused on fostering demand for cruising in these markets. We believe that we have significant opportunities to continue to profitably grow our presence in China due to its large and growing middle-class population, expansion of its international tourism and the government's plan to support the cruise industry. Including the introduction of a Princess Cruises ship built specifically for Chinese guests in 2017, 6% of our total capacity will be deployed in China.

Furthermore, we continue to accelerate progress on our cost containment efforts. With over 100 ships and more than 11.5 million guests in 2016, we have the scale to optimize our structure by utilizing our combined purchasing volumes and common technologies as well as implementing cross-brand initiatives aimed at cost containment.

We consider health, environment, safety, security and sustainability matters to be our core guiding principles. Our uncompromising commitment to the safety and comfort of our guests and crew is paramount to the success of our business. We are committed to operating a safe and reliable fleet and protecting the health, safety and security of our guests, employees and all others working on our behalf. We continue to focus on further enhancing the safety measures onboard all of our ships. As a result of the environmental issues found on certain Princess ships, our entire fleet has re-focused and increased efforts to protect the environment in which our vessels sail and the communities in which we operate. We are dedicated to fully complying with, or exceeding, all legal and statutory requirements related to health, environment, safety, security and sustainability throughout our business.

In an effort to extend our commitment to sustainability and to play a leading role in matters of environmental protection in the cruise industry, we are expanding our investment in the use of low carbon fuels, in particular, the environmentally friendly liquefied natural gas ("LNG"). This year *AIDAprima* became the first cruise ship in the world to be powered by LNG. In addition, we introduced industry-leading shoreside technology to monitor real-time navigational performance and energy use across our fleet and opened a significantly expanded Arison Maritime Center in the Netherlands delivering state of the art maritime training through cutting edge bridge and engine room simulators and curriculum.

We remain committed to our goal of profitably growing our cruise business and increasing our ROIC, while maintaining our strong investment grade credit ratings. Our ability to generate significant operating cash flow allows us to internally fund our capital investments and to manage our debt level in a manner consistent with maintaining our strong credit metrics. In 2016, we generated over \$5.1 billion of cash from operations, 13% higher than last year, and investing activities, including our capital expenditures, were \$3.3 billion, leaving us with \$1.8 billion of free cash flow.

We are also committed to returning free cash flow (cash flow from operations less investing activities) and more to our shareholders in the form of dividends and/or share repurchases. During 2016, we returned \$3.3 billion to our shareholders through our regular quarterly dividends and share repurchases. In 2016, we increased our quarterly dividend by 17% to \$0.35 per share from \$0.30 per share and repurchased approximately 48.5 million shares for \$2.3 billion.

Outlook for the 2017 First Quarter and Full Year

On December 20, 2016, we said that we expected our adjusted diluted earnings per share for the 2017 first quarter to be in the range of \$0.31 to \$0.35 and 2017 full year to be in the range of \$3.30 to \$3.60 (see “Key Performance Non-GAAP Financial Indicators”). Our guidance was based on the assumptions in the table below.

	2017 Assumptions at December 20, 2016
First quarter fuel cost per metric ton consumed	\$ 356
Full year fuel cost per metric ton consumed	\$ 374
First quarter currencies	
U.S. dollar to euro	\$1.04
U.S. dollar to sterling	\$1.24
U.S. dollar to Australian dollar	\$0.73
Full year currencies	
U.S. dollar to euro	\$1.04
U.S. dollar to sterling	\$1.24
U.S. dollar to Australian dollar	\$0.73

The fuel and currency assumptions used in our guidance change daily and, accordingly, our forecasts change daily based on the changes in these assumptions. We have not provided a reconciliation of forecasted U.S. GAAP earnings per share to forecasted adjusted earnings per share because preparation of meaningful U.S. GAAP forecasts of earnings per share would require unreasonable effort. We are unable to predict, without unreasonable effort, the future movement of foreign exchange rates and fuel prices. While we forecast realized gains and losses on fuel derivatives by applying current Brent prices to the derivatives that settle in the forecast period, we do not forecast the impact of unrealized gains and losses on fuel derivatives because we do not believe they are an indication of our future earnings performance. We are unable to determine the future impact of gains or losses on ships sales, restructuring expenses and other non-core gains and charges.

The above forward-looking statements involve risks, uncertainties and assumptions with respect to us. There are many factors that could cause our actual results to differ materially from those expressed above. You should read the above forward-looking statements together with the discussion of the risks under “Cautionary Note Concerning Factors That May Affect Future Results.”

Critical Accounting Estimates

Our critical accounting estimates are those we believe require our most significant judgments about the effect of matters that are inherently uncertain. A discussion of our critical accounting estimates, the underlying judgments and uncertainties used to make them and the likelihood that materially different estimates would be reported under different conditions or using different assumptions is as follows:

Ship Accounting

Our most significant assets are our ships, including ship improvements and ships under construction, which represent 80% of our total assets at November 30, 2016. We make several critical accounting estimates with respect to our ship accounting. First, in order to compute our ships’ depreciation expense, which represented 12% of our cruise costs and expenses in 2016, we have to estimate the useful life of each of our ships as well as their residual values. Secondly, we account for ship improvement costs by capitalizing those costs we believe add value to our ships and have a useful life greater than one year and depreciate those improvements over its estimated remaining useful life. The costs of repairs and maintenance, including minor improvement costs and dry-dock expenses, are charged to expense as incurred. When we record the retirement of a ship component included within the ship’s cost basis, we may have to estimate the net book value of the asset being retired in order to remove it from the ship’s cost basis.

We determine the useful life of our ships and ship improvements based on our estimates of the period over which the assets will be of economic benefit to us, including the impact of long-term vacation market conditions, marketing and technical obsolescence, competition, physical deterioration, historical useful lives of similarly-built ships, regulatory constraints and maintenance requirements. In addition, we consider estimates of the weighted-average useful lives of the ships' major component systems, such as the hull, cabins, main electric, superstructure and engines. Taking all of this into consideration, we have estimated our new ships' useful lives at 30 years.

We determine the residual value of our ships based on our long-term estimates of their resale value at the end of their useful life to us but before the end of their physical and economic lives to others, historical resale values of our and other cruise ships and viability of the secondary cruise ship market. We have estimated our residual values at 15% of our original ship cost.

Given the large size and complexity of our ships, ship accounting estimates require considerable judgment and are inherently uncertain. We do not have cost segregation studies performed to specifically componentize our ships. In addition, since we do not separately componentize our ships, we do not identify and track depreciation of original ship components. Therefore, we typically have to estimate the net book value of components that are retired, based primarily upon their replacement cost, their age and their original estimated useful lives.

If materially different conditions existed, or if we materially changed our assumptions of ship useful lives and residual values, our depreciation expense, loss on retirement of ship components and net book value of our ships would be materially different. In addition, if we change our assumptions in making our determinations as to whether improvements to a ship add value, the amounts we expense each year as repair and maintenance expense could increase, which would be partially offset by a decrease in depreciation expense, resulting from a reduction in capitalized costs. Our 2016 ship depreciation expense would have increased by approximately \$43 million assuming we had reduced our estimated 30-year ship useful life estimate by one year at the time we took delivery or acquired each of our ships. In addition, our 2016 ship depreciation expense would have increased by approximately \$219 million assuming we had estimated our ships to have no residual value at the time of their delivery or acquisition.

We believe that the estimates we made for ship accounting purposes are reasonable and our methods are consistently applied in all material respects and result in depreciation expense that is based on a rational and systematic method to equitably allocate the costs of our ships to the periods during which we use them. In addition, we believe that the estimates we made are reasonable. We applied our methods consistently in determining (1) the useful life and residual values of our ships, including ship improvements (2) which improvement costs add value to our ships and (3) the net book value of ship component assets being retired. Finally, we believe our critical ship accounting estimates are generally comparable with those of other major cruise companies.

Asset Impairments

Impairment reviews of our cruise ships, goodwill and trademarks require us to make significant estimates to determine the fair values of these assets and cruise brands.

For our cruise ships, we perform our impairment reviews, if required, at the individual cruise ship level, which is the lowest level for which we have identifiable cash flows independent of the cash flows of other assets and liabilities. See Note 11 – "Fair Value Measurements, Derivative Instruments and Hedging Activities" in the consolidated financial statements for a discussion of ship impairment charges recorded in 2014.

We believe it is more-likely-than-not ("MLTN") the estimated fair value of each of our cruise brands with goodwill at November 30, 2016 exceeded their carrying value. We also believe that it is MLTN that the estimated fair value of each of our cruise brands' trademarks recorded at November 30, 2016 exceeded their

carrying values. See Note 11 – “Fair Value Measurements, Derivative Instruments and Hedging Activities” in the consolidated financial statements for additional discussion of our goodwill and trademark impairment reviews.

The determination of fair value includes numerous assumptions that are subject to various risks and uncertainties, unless a comparable, viable actively-traded market exists, which is usually not the case for cruise ships, cruise brands and trademarks. Our ships’ fair values are typically estimated based either on ship sales price negotiations or discounted future cash flows. The principal assumptions used to calculate our discounted future cash flows include forecasted future operating results over the expected period. We believe the ships, including their estimated residual values, will have economic benefit to us.

In performing qualitative assessments of our cruise brands’ goodwill, factors considered include industry and market conditions, macroeconomic conditions, changes to WACC, overall financial performance, changes in fuel prices and capital expenditures. In determining the estimated fair values of cruise brands utilizing discounted future cash flow analysis for our quantitative goodwill impairment tests, significant judgments are made related to forecasted operating results, including net revenue yields and net cruise costs including fuel prices; capacity changes, including the expected rotation of vessels into, or out of, the cruise brand; WACC of market participants, adjusted for the risk attributable to the geographic regions in which the cruise brand operates; capital expenditures; proceeds from forecasted dispositions of ships and terminal values.

In performing our qualitative assessments of our cruise brands’ significant trademarks, factors considered include industry and market conditions, macroeconomic conditions, changes to WACC, changes in royalty rates and overall financial performance. In determining our trademark estimated fair values for our quantitative impairment tests, we also use discounted future cash flow analysis, which requires some of the same significant judgments discussed above. Determining the estimated amount of royalties we do not incur because we own our trademarks is based upon forecasted cruise revenues and a market participant’s royalty rate. The royalty rates are estimated primarily using comparable royalty agreements for similar industries.

We believe that we have made reasonable estimates and judgments in determining whether our cruise ships, goodwill and trademarks have been impaired. However, if there is a change in assumptions used or if there is a change in the conditions or circumstances influencing fair values in the future, then we may need to recognize an impairment charge.

Contingencies

We periodically assess the potential liabilities related to any lawsuits or claims brought against us, as well as for other known unasserted claims, including environmental, legal, regulatory, guest and crew and tax matters. In addition, we periodically assess the recoverability of our trade and other receivables and our charter-hire and other counterparty credit exposures, such as potential contractual nonperformance by our Asian ship charter tour operators and by financial and other institutions with which we conduct significant business. Our credit exposure also includes contingent obligations related to our guests’ cash payments received directly by travel agents and tour operators in Australia and Europe. In most of Europe, we are obligated to honor our guests’ cruise payments made to their travel agents and tour operators regardless of whether we have received these payments. While it is typically very difficult to determine the timing and ultimate outcome of these matters, we use our best judgment to determine if it is probable, or MLTN for income tax matters, that we will incur an expense related to the settlement or final adjudication of such matters and whether a reasonable estimation of such probable or MLTN loss, if any, can be made. In assessing probable losses, we make estimates of the amount of probable insurance recoveries, if any, which are recorded as assets where appropriate. We accrue a liability and establish a reserve when we believe a loss is probable or MLTN for income tax matters, and the amount of the loss can be reasonably estimated in accordance with U.S. GAAP. Such accruals and reserves are typically based on developments to date, management’s estimates of the outcomes of these matters, our experience in contesting, litigating and settling other similar non-income tax matters, historical claims experience, actuarially determined estimates of liabilities and any related insurance coverages. See Note 8 – “Contingencies,” Note 9 – “Taxation”

and Note 11 – “Fair Value Measurements, Derivative Instruments and Hedging Activities” in the consolidated financial statements for additional information concerning our contingencies.

Given the inherent uncertainty related to the eventual outcome of these matters and potential insurance recoveries, it is possible that all or some of these matters may be resolved for amounts materially different from any provisions or disclosures that we may have made. In addition, as new information becomes available, we may need to reassess the amount of asset or liability that needs to be accrued related to our contingencies. All such revisions in our estimates could materially impact our results of operations and financial position.

Results of Operations

We earn substantially all of our cruise revenues from the following:

- Sales of passenger cruise tickets and, in some cases, the sale of air and other transportation to and from airports near our ships’ home ports and cancellation fees. We also collect fees, taxes and other charges from our guests. The cruise ticket price typically includes the following:
 - Accommodations
 - Most meals, including snacks at numerous venues
 - Access to amenities such as swimming pools, water slides, water parks, whirlpools, a health club and sun decks
 - Child care and supervised youth programs
 - Entertainment, such as theatrical and comedy shows, live music and nightclubs
 - Access to exclusive private islands and destinations
- Sales of goods and services not included in the cruise ticket price are generally the following:
 - Substantially all liquor and some non-alcoholic beverage sales
 - Casino gaming
 - Shore excursions
 - Gift shop items
 - Photo packages
 - Internet and communication services
 - Full service spas
 - Specialty restaurants
 - Art sales
 - Laundry and dry cleaning services

These goods and services are provided either directly by us or by independent concessionaires, from which we receive either a percentage of their revenues or a fee.

We incur cruise operating costs and expenses for the following:

- The costs of passenger cruise bookings, which represent costs that are directly associated with passenger cruise ticket revenues, and include travel agent commissions, cost of air and other transportation and credit and debit card fees
- Onboard and other cruise costs, which represent costs that are directly associated with onboard and other revenues, and include the costs of liquor and some non-alcoholic beverages, costs of tangible goods sold by us in our gift shops and from our photo packages, communication costs, costs of cruise vacation protection programs, costs of pre- and post-cruise land packages and credit and debit card fees
- Fuel costs, which include fuel delivery costs
- Payroll and related costs, which represent all costs related to our shipboard personnel, including deck and engine officers and crew and hotel and administrative employees, while costs associated with our shoreside personnel are included in selling and administrative expenses
- Food costs, which include both our guest and crew food costs

- Other ship operating expenses, which include port costs that do not vary with guest head counts; repairs and maintenance, including minor improvements and dry-dock expenses; hotel costs; entertainment; gains and losses on ship sales; ship impairments; freight and logistics; insurance premiums and all other ship operating expenses

Concession revenues do not have significant associated expenses because the costs and services incurred for concession revenues are borne by our concessionaires.

For segment information related to our North America and EAA cruise brands' revenues, expenses, operating income and other financial information, see Note 12 – "Segment Information" in the consolidated financial statements.

Statistical Information

	Years Ended November 30,		
	2016	2015	2014
ALBDs (in thousands) (a) (b)	80,002	77,307	76,000
Occupancy percentage (c)	105.9%	104.8%	104.1%
Passengers carried (in thousands)	11,522	10,837	10,566
Fuel consumption in metric tons (in thousands)	3,233	3,181	3,194
Fuel consumption in metric tons per thousand ALBDs	40.4	41.2	42.0
Fuel cost per metric ton consumed	\$ 283	\$ 393	\$ 636
Currencies			
U.S. dollar to euro	\$ 1.11	\$ 1.12	\$ 1.34
U.S. dollar to sterling	\$ 1.37	\$ 1.54	\$ 1.66
U.S. dollar to Australian dollar	\$ 0.74	\$ 0.76	\$ 0.91

- (a) ALBD is a standard measure of passenger capacity for the period that we use to approximate rate and capacity variances, based on consistently applied formulas that we use to perform analyses to determine the main non-capacity driven factors that cause our cruise revenues and expenses to vary. ALBDs assume that each cabin we offer for sale accommodates two passengers and is computed by multiplying passenger capacity by revenue-producing ship operating days in the period.
- (b) In 2016 compared to 2015, we had a 3.5% capacity increase in ALBDs comprised of a 7.5% capacity increase in our EAA segment and a slight capacity increase in our North America segment.

Our EAA segment's capacity increase was caused by:

- Full period impact from the transfer of two Holland America Line 1,260-passenger capacity ships to P&O Cruises (Australia) in 2015
- Partial period impact from one AIDA 3,290-passenger capacity ship delivered in 2016
- Partial period impact from one P&O Cruises (UK) 3,650-passenger capacity ship delivered in 2015
- Fewer ship dry-dock days in 2016 compared to 2015

Our North America segment's slight capacity increase was caused by:

- Partial period impact from one Carnival Cruise Line 3,930-passenger capacity ship delivered in 2016
- Partial period impact from one Holland America Line 2,650-passenger capacity ship delivered in 2016
- Partially offset by the full period impact from the transfer of two Holland America Line 1,260-passenger capacity ships to P&O Cruises (Australia) in 2015

In 2015 compared to 2014, we had a 1.7% capacity increase in ALBDs comprised of a 4.1% capacity increase in our EAA brands and a slight capacity increase in our North America brands.

Our EAA brands' capacity increase was caused by:

- Full year impact from one Costa 3,690-passenger capacity ship delivered in 2014
- The partial year impact from one P&O Cruises (UK) 3,650-passenger capacity ship delivered in 2015

These increases were partially offset by:

- Full year impact from the bareboat charter/sale of a Costa ship and a former Ibero ship
- More ship dry-dock days in 2015 compared to 2014

Our North America brands' slight capacity increase was caused by the full year impact from one Princess 3,560-passenger capacity ship delivered in 2014.

This increase was partially offset by:

- More ship dry-dock days in 2015 compared to 2014
- Fewer ship operating days due to pro rated voyages

- (c) In accordance with cruise industry practice, occupancy is calculated using a denominator of ALBDs, which assumes two passengers per cabin even though some cabins can accommodate three or more passengers. Percentages in excess of 100% indicate that on average more than two passengers occupied some cabins.

2016 Compared to 2015

Revenues

Consolidated

Cruise passenger ticket revenues made up 74% of our 2016 total revenues. Cruise passenger ticket revenues increased by \$489 million, or 4.2%, to \$12.1 billion in 2016 from \$11.6 billion in 2015.

This increase was caused by:

- \$404 million – 3.5% capacity increase in ALBDs
- \$138 million – an accounting reclassification in our EAA segment, which has no impact on our operating income as the increase in passenger revenues is fully offset by an increase in operating expenses (“accounting reclassification”)
- \$114 million – slight increase in occupancy
- \$40 million – increase in cruise ticket revenue, driven primarily by price improvements in Caribbean and Alaskan programs for our North America segment and Mediterranean and North European programs for our EAA segment, partially offset by net unfavorable foreign currency transactional impacts

These increases were partially offset by foreign currency translational impact from a stronger U.S. dollar against the functional currencies of our foreign operations (“foreign currency translational impact”), which accounted for \$215 million.

The remaining 26% of 2016 total revenues were substantially all comprised of onboard and other cruise revenues, which increased by \$181 million, or 4.7%, to \$4.1 billion in 2016 from \$3.9 billion in 2015.

This increase was caused by:

- \$135 million – 3.5% capacity increase in ALBDs
- \$55 million – higher onboard spending by our guests
- \$38 million – slight increase in occupancy

These increases were partially offset by the 2016 foreign currency translational impact, which accounted for \$46 million.

Onboard and other revenues included concession revenues that decreased by \$43 million, or 4.0%, to \$1.0 billion in 2016 from \$1.1 billion in 2015.

North America Segment

Cruise passenger ticket revenues made up 72% of our North America segment's 2016 total revenues. Cruise passenger ticket revenues increased by \$289 million, or 4.1% to \$7.3 billion in 2016 from \$7.0 billion in 2015.

This increase was substantially due to:

- \$92 million – net increase in cruise ticket revenue, driven primarily by price improvements in Caribbean and Alaskan programs, partially offset by unfavorable foreign currency transactional impacts
- \$67 million – slight capacity increase in ALBDs
- \$58 million – increase in air transportation revenues from guests who purchased their tickets from us
- \$53 million – slight increase in occupancy

The remaining 28% of our North America segment's 2016 total revenues were comprised of onboard and other cruise revenues, which increased by \$100 million, or 3.7%, to \$2.8 billion in 2016 from \$2.7 billion in 2015.

This increase was substantially due to:

- \$52 million – higher onboard spending by our guests
- \$26 million – slight capacity increase in ALBDs
- \$21 million – slight increase in occupancy

Onboard and other revenues included concession revenues that decreased by \$46 million, or 6.1%, to \$701 million in 2016 from \$747 million in 2015.

EAA Segment

Cruise passenger ticket revenues made up 82% of our EAA segment's 2016 total revenues. Cruise passenger ticket revenues increased by \$214 million, or 4.6%, to \$4.8 billion in 2016 from \$4.6 billion 2015.

This increase was caused by:

- \$344 million – 7.5% capacity increase in ALBDs
- \$138 million – the accounting reclassification
- \$69 million – 1.5 percentage point increase in occupancy

These increases were partially offset by:

- \$215 million – foreign currency translational impact
- \$66 million – decrease in air transportation revenues from guests who purchased their tickets from us
- \$59 million – decrease in cruise ticket revenue, driven by unfavorable foreign currency transactional impacts

The remaining 18% of our EAA segment's 2016 total revenues were comprised of onboard and other cruise revenues, which increased by \$56 million, or 5.4%, to \$1.1 billion in 2016 from \$1.0 billion in 2015. The increase was caused by a 7.5% capacity increase in ALBDs, which accounted for \$77 million, partially offset by foreign currency translational impact, which accounted for \$46 million.

Onboard and other revenues included concession revenues that slightly increased to \$332 million in 2016 from \$329 million in 2015.

Costs and Expenses

Consolidated

Operating costs and expenses decreased slightly by \$64 million and remained at \$9.4 billion in 2016 and 2015.

This decrease was caused by:

- \$377 million – lower fuel prices of \$354 million and improved fuel consumption of \$23 million
- \$136 million – foreign currency translational impact
- \$57 million – lower dry-dock expenses

These decreases were partially offset by:

- \$324 million – 3.5% capacity increase in ALBDs
- \$138 million – the accounting reclassification
- \$36 million – slight increase in occupancy

Selling and administrative expenses increased by \$130 million, or 6.3%, to \$2.2 billion in 2016 from \$2.1 billion in 2015.

This increase was caused by:

- \$72 million – 3.5% capacity increase in ALBDs
- \$46 million – various selling and administrative initiatives
- \$40 million – litigation settlements

These increases were partially offset by the foreign currency translational impact, which accounted for \$28 million.

Depreciation and amortization expenses increased by \$112 million, or 6.9%, to \$1.7 billion in 2016 from \$1.6 billion in 2015. This increase was due to changes in capacity and improvements to existing ships and shoreside assets.

Total costs and expenses as a percentage of revenues decreased to 81% in 2016 from 84% in 2015. The three percentage point decrease in our total costs and expenses as a percentage of revenues was driven by lower fuel prices in 2016 compared to 2015.

North America Segment

Operating costs and expenses decreased by \$152 million, or 2.6%, to \$5.6 billion in 2016 from \$5.8 billion in 2015.

This decrease was caused by:

- \$239 million – lower fuel prices of \$221 million and improved fuel consumption of \$18 million
- \$22 million – lower dry-dock expenses.

These decreases were partially offset by:

- \$55 million – slight capacity increase in ALBDs
- \$53 million – higher air costs
- \$20 million – the nonrecurrence of a gain on a litigation settlement in 2015

Selling and administrative expenses increased by \$80 million, or 7.0%, to \$1.2 billion in 2016 from \$1.1 billion in 2015. This was caused by various selling and administrative initiatives, which accounted for \$69 million.

Depreciation and amortization expenses increased by \$63 million, or 6.3%, to \$1.1 billion in 2016 from \$1.0 billion in 2015. This increase was due to changes in capacity and improvements to existing ships and shoreside assets.

Total costs and expenses as a percentage of revenues decreased to 78% in 2016 from 81% in 2015. The three percentage point decrease in our total costs and expenses as a percentage of revenues was driven by lower fuel prices in 2016 compared to 2015.

EAA Segment

Operating costs and expenses increased by \$82 million, or 2.4%, to \$3.5 billion in 2016 from \$3.4 billion in 2015.

This increase was caused by:

- \$257 million – 7.5% capacity increase in ALBDs
- \$138 million – the accounting reclassification
- \$22 million – 1.5 percentage point decrease in occupancy
- \$21 million – higher ship port costs

These increases were partially offset by:

- \$136 million – foreign currency translational impact
- \$132 million – lower fuel prices
- \$67 million – higher air costs
- \$34 million – higher dry-dock expenses

Selling and administrative expenses slightly decreased by \$4 million to \$691 million in 2016 from \$695 million in 2015.

Depreciation and amortization expenses increased by \$38 million, or 6.8%, to \$599 million in 2016 from \$561 million in 2015.

This increase was caused by:

- \$42 million – 7.5% capacity increase in ALBDs
- \$22 million – improvements to existing ships and shoreside assets

These increases were partially offset by the foreign currency translational impact, which accounted for \$26 million.

Total costs and expenses as a percentage of revenues decreased to 82% in 2016 from 83% in 2015.

Operating Income

Our consolidated operating income increased by \$497 million, or 19.3%, to \$3.1 billion in 2016 from \$2.6 billion in 2015. Our North America brands' operating income increased by \$398 million, or 22.0%, to \$2.2 billion in 2016 from \$1.8 billion in 2015, and our EAA brands' operating income increased by \$153 million, or 16.3%, to \$1.1 billion in 2016 from \$938 million in 2015. These changes were primarily due to the reasons discussed above.

Nonoperating Expense

Losses on fuel derivatives, net were comprised of the following (in millions):

	Year Ended November 30,	
	2016	2015
Unrealized gains (losses) on fuel derivatives	\$ 236	\$(332)
Realized losses on fuel derivatives, net	(283)	(244)
Losses on fuel derivatives, net	<u>\$ (47)</u>	<u>\$(576)</u>

Key Performance Non-GAAP Financial Indicators

Non-GAAP Financial Measures

We use net cruise revenues per ALBD ("net revenue yields"), net cruise costs excluding fuel per ALBD, adjusted net income and adjusted earnings per share as non-GAAP financial measures of our cruise segments' and the company's financial performance. These non-GAAP financial measures are provided along with U.S. GAAP gross cruise revenues per ALBD ("gross revenue yields"), gross cruise costs per ALBD and U.S. GAAP net income and U.S. GAAP earnings per share.

We believe that gains and losses on ship sales and ship impairments and restructuring and certain other expenses are not part of our core operating business and, therefore, are not an indication of our future earnings performance. As such, we exclude these items from non-GAAP measures. Net revenue yields and net cruise costs excluding fuel per ALBD enable us to separate the impact of predictable capacity or ALBD changes from price and other changes that affect our business. We believe these non-GAAP measures provide useful information to investors and expanded insight to measure our revenue and cost performance as a supplement to our U.S. GAAP consolidated financial statements.

The presentation of our non-GAAP financial information is not intended to be considered in isolation from, as substitute for, or superior to the financial information prepared in accordance with U.S. GAAP. It is possible that our non-GAAP financial measures may not be exactly comparable to the like-kind information presented by other companies, which is a potential risk associated with using these measures to compare us to other companies.

Net revenue yields are commonly used in the cruise industry to measure a company's cruise segment revenue performance and for revenue management purposes. We use "net cruise revenues" rather than "gross cruise revenues" to calculate net revenue yields. We believe that net cruise revenues is a more meaningful measure in determining revenue yield than gross cruise revenues because it reflects the cruise revenues earned net of our most significant variable costs, which are travel agent commissions, cost of air and other transportation, certain other costs that are directly associated with onboard and other revenues and credit and debit card fees.

Net passenger ticket revenues reflect gross passenger ticket revenues, net of commissions, transportation and other costs. Net onboard and other revenues reflect gross onboard and other revenues, net of onboard and other cruise costs.

Net cruise costs excluding fuel per ALBD is the measure we use to monitor our ability to control our cruise segments' costs rather than gross cruise costs per ALBD. We exclude the same variable costs that are included in the calculation of net cruise revenues as well as fuel expense to calculate net cruise costs without fuel to avoid duplicating these variable costs in our non-GAAP financial measures. Substantially all of our net cruise costs excluding fuel are largely fixed, except for the impact of changing prices once the number of ALBDs has been determined.

We have not provided a reconciliation of forecasted gross cruise revenues to forecasted net cruise revenues or forecasted gross cruise costs to forecasted net cruise costs without fuel or forecasted U.S. GAAP net income to

forecasted adjusted net income or forecasted U.S. GAAP earnings per share to forecasted adjusted earnings per share because preparation of meaningful U.S. GAAP forecasts of gross cruise revenues, gross cruise costs, net income and earnings per share would require unreasonable effort. We are unable to predict, without unreasonable effort, the future movement of foreign exchange rates and fuel prices. While we forecast realized gains and losses on fuel derivatives by applying current Brent prices to the derivatives that settle in the forecast period, we do not forecast the impact of unrealized gains and losses on fuel derivatives because we do not believe they are an indication of our future earnings performance. We are unable to determine the future impact of gains or losses on ships sales, restructuring expenses and other non-core gains and charges.

Constant Dollar and Constant Currency

Our EAA segment and Cruise Support segment operations utilize the euro, sterling and Australian dollar as their functional currencies to measure their results and financial condition. This subjects us to foreign currency translational risk. Our North America, EAA and Cruise Support segment operations also have revenues and expenses that are in a currency other than their functional currency. This subjects us to foreign currency transactional risk.

We report net revenue yields, net passenger revenue yields, net onboard and other revenue yields and net cruise costs excluding fuel per ALBD on a "constant dollar" and "constant currency" basis assuming the 2016 and 2015 periods' currency exchange rates have remained constant with the 2015 and 2014 periods' rates, respectively. These metrics facilitate a comparative view for the changes in our business in an environment with fluctuating exchange rates.

Constant dollar reporting is a non-GAAP financial measure that removes only the impact of changes in exchange rates on the translation of our EAA segment and Cruise Support segment operations.

Constant currency reporting is a non-GAAP financial measure that removes the impact of changes in exchange rates on the translation of our EAA segment and Cruise Support segment operations (as in constant dollar) plus the transactional impact of changes in exchange rates from revenues and expenses that are denominated in a currency other than the functional currency for our North America, EAA and Cruise Support segments.

Examples:

- The translation of our EAA segment operations to our U.S. dollar reporting currency results in decreases in reported U.S. dollar revenues and expenses if the U.S. dollar strengthens against these foreign currencies and increases in reported U.S. dollar revenues and expenses if the U.S. dollar weakens against these foreign currencies.
- Our North America segment operations have a U.S. dollar functional currency but also have revenue and expense transactions in currencies other than the U.S. dollar. If the U.S. dollar strengthens against these other currencies, it reduces the U.S. dollar revenues and expenses. If the U.S. dollar weakens against these other currencies, it increases the U.S. dollar revenues and expenses.
- Our EAA segment operations have euro, sterling and Australian dollar functional currencies but also have revenue and expense transactions in currencies other than their functional currency. If their functional currency strengthens against these other currencies, it reduces the functional currency revenues and expenses. If the functional currency weakens against these other currencies, it increases the functional currency revenues and expenses.

Under U.S. GAAP, the realized and unrealized gains and losses on fuel derivatives not qualifying as fuel hedges are recognized currently in earnings. We believe that unrealized gains and losses on fuel derivatives are not an indication of our earnings performance since they relate to future periods and may not ultimately be realized in our future earnings. Therefore, we believe it is more meaningful for the unrealized gains and losses on fuel derivatives to be excluded from our net income and earnings per share and, accordingly, we present adjusted net income and adjusted earnings per share excluding these unrealized gains and losses.

We believe that gains and losses on ship sales and ship impairments and restructuring and other expenses are not part of our core operating business and are not an indication of our future earnings performance. Therefore, we believe it is more meaningful for gains and losses on ship sales and ship impairments and restructuring and other non-core gains and charges to be excluded from our net income and earnings per share and, accordingly, we present adjusted net income and adjusted earnings per share excluding these items.

Consolidated gross and net revenue yields were computed by dividing the gross and net cruise revenues by ALBDs as follows (dollars in millions, except yields):

Years Ended November 30,					
	2016	2016 Constant Dollar	2015	2015 Constant Dollar	2014
Passenger ticket revenues	\$ 12,090	\$ 12,305	\$ 11,601	\$ 12,316	\$ 11,889
Onboard and other revenues	4,068	4,114	3,887	4,052	3,780
Gross cruise revenues	16,158	16,419	15,488	16,368	15,669
Less cruise costs					
Commissions, transportation and other	(2,240)	(2,280)	(2,161)	(2,324)	(2,299)
Onboard and other	(553)	(560)	(526)	(549)	(519)
	(2,793)	(2,840)	(2,687)	(2,873)	(2,818)
Net passenger ticket revenues	9,850	10,025	9,440	9,992	9,590
Net onboard and other revenues	3,515	3,554	3,361	3,503	3,261
Net cruise revenues	\$ 13,365	\$ 13,579	\$ 12,801	\$ 13,495	\$ 12,851
ALBDs	80,002,092	80,002,092	77,307,323	77,307,323	75,999,952
Gross revenue yields	\$ 201.97	\$ 205.23	\$ 200.34	\$ 211.73	\$ 206.17
% increase (decrease) vs. prior year	0.8%	2.4%	(2.8)%	2.7%	
Net revenue yields	\$ 167.06	\$ 169.74	\$ 165.58	\$ 174.57	\$ 169.09
% increase (decrease) vs. prior year	0.9%	2.5%	(2.1)%	3.2%	
Net passenger ticket revenue yields	\$ 123.11	\$ 125.31	\$ 122.11	\$ 129.25	\$ 126.18
% increase (decrease) vs. prior year	0.8%	2.6%	(3.2)%	2.4%	
Net onboard and other revenue yields	\$ 43.95	\$ 44.43	\$ 43.48	\$ 45.32	\$ 42.90
% increase vs. prior year	1.1%	2.2%	1.3%	5.6%	

Years Ended November 30,					
	2016	2016 Constant Currency	2015	2015 Constant Currency	2014
Net passenger ticket revenues	\$ 9,850	\$ 10,210	\$ 9,440	\$ 10,123	\$ 9,590
Net onboard and other revenues	3,515	3,557	3,361	3,513	3,261
Net cruise revenues	\$ 13,365	\$ 13,767	\$ 12,801	\$ 13,636	\$ 12,851
ALBDs	80,002,092	80,002,092	77,307,323	77,307,323	75,999,952
Net revenue yields	\$ 167.06	\$ 172.08	\$ 165.58	\$ 176.39	\$ 169.09
% increase (decrease) vs. prior year	0.9%	3.9%	(2.1)%	4.3%	
Net passenger ticket revenue yields	\$ 123.11	\$ 127.62	\$ 122.11	\$ 130.94	\$ 126.18
% increase (decrease) vs. prior year	0.8%	4.5%	(3.2)%	3.8%	
Net onboard and other revenue yields	\$ 43.95	\$ 44.46	\$ 43.48	\$ 45.45	\$ 42.90
% increase vs. prior year	1.1%	2.3%	1.3%	5.9%	

Consolidated gross and net cruise costs and net cruise costs excluding fuel per ALBD were computed by dividing the gross and net cruise costs and net cruise costs excluding fuel by ALBDs as follows (dollars in millions, except costs per ALBD):

	Years Ended November 30,				
	2016	2016 Constant Dollar	2015	2015 Constant Dollar	2014
Cruise operating expenses	\$ 9,231	\$ 9,366	\$ 9,292	\$ 9,767	\$ 10,261
Cruise selling and administrative expenses	2,188	2,216	2,058	2,168	2,046
Gross cruise costs	11,419	11,582	11,350	11,935	12,307
Less cruise costs included above					
Commissions, transportation and other	(2,240)	(2,280)	(2,161)	(2,324)	(2,299)
Onboard and other	(553)	(560)	(526)	(549)	(519)
Restructuring expenses	(2)	(2)	(25)	(30)	(18)
Gain on ship sale	2	2	8	8	(2)
Other	(41)	(41)	-	-	-
Net cruise costs	8,585	8,701	8,646	9,040	9,469
Less fuel	(915)	(915)	(1,249)	(1,249)	(2,033)
Net cruise costs excluding fuel	\$ 7,670	\$ 7,786	\$ 7,397	\$ 7,791	\$ 7,436
ALBDs	80,002,092	80,002,092	77,307,323	77,307,323	75,999,952
Gross cruise costs per ALBD	\$ 142.73	\$ 144.78	\$ 146.81	\$ 154.39	\$ 161.93
% decrease vs. prior year	(2.8)%	(1.4)%	(9.3)%	(4.7)%	
Net cruise costs excluding fuel per ALBD	\$ 95.87	\$ 97.34	\$ 95.68	\$ 100.78	\$ 97.84
% increase (decrease) vs. prior year	0.2%	1.7%	(2.2)%	3.0%	

	Years Ended November 30,				
	2016	2016 Constant Currency	2015	2015 Constant Currency	2014
Net cruise costs excluding fuel	\$ 7,670	\$ 7,777	\$ 7,397	\$ 7,828	\$ 7,436
ALBDs	80,002,092	80,002,092	77,307,323	77,307,323	75,999,952
Net cruise costs excluding fuel per ALBD	\$ 95.87	\$ 97.21	\$ 95.68	\$ 101.26	\$ 97.84
% increase (decrease) vs. prior year	0.2%	1.6%	(2.2)%	3.5%	

Adjusted fully diluted earnings per share was computed as follows (in millions, except per share data):

	Years Ended November 30,		
	2016	2015	2014
Net income			
U.S. GAAP net income	\$2,779	\$1,757	\$1,216
Unrealized (gains) losses on fuel derivatives, net	(236)	332	268
Restructuring expenses	2	25	18
(Gains) losses on ship sales and ship impairments, net	(2)	(8)	2
Other	37	-	-
Adjusted net income	\$2,580	\$2,106	\$1,504
Weighted-average shares outstanding	747	779	778
Earnings per share			
U.S. GAAP earnings per share	\$ 3.72	\$ 2.26	\$ 1.56
Unrealized (gains) losses on fuel derivatives, net	(0.32)	0.42	0.35
Restructuring expenses	-	0.03	0.02
(Gains) losses on ship sales and ship impairments, net	-	(0.01)	-
Other	0.05	-	-
Adjusted earnings per share	\$ 3.45	\$ 2.70	\$ 1.93

Net cruise revenues increased by \$564 million, or 4.4%, to \$13.4 billion in 2016 from \$12.8 billion in 2015.

The increase in net cruise revenues was caused by:

- \$446 million – 3.5% capacity increase in ALBDs
- \$519 million – 3.9% increase in constant currency net revenue yields

These increases were partially offset by foreign currency impacts, which accounted for \$402 million.

The 3.9% increase in net revenue yields on a constant currency basis was due to a 4.5% increase in net passenger ticket revenue yields and a 2.3% increase in net onboard and other revenue yields.

The 4.5% increase in net passenger ticket revenue yields was driven primarily by improvements in our Alaskan and Caribbean programs for our North America segment and Mediterranean and North European programs for our EAA segment and 1.1 percentage points of this yield increase resulted from the accounting reclassification.

The 4.5% increase in net passenger ticket revenue yields was caused by a 5.4% increase from our North America segment and a 3.7% increase from our EAA segment.

The 2.3% increase in net onboard and other revenue yields was caused by a 2.8% increase from our North America segment and a 1.7% increase from our EAA segment.

Gross cruise revenues increased by \$671 million, or 4.3%, to \$16.2 billion in 2016 from \$15.5 billion in 2015 for largely the same reasons as discussed above.

Net cruise costs excluding fuel increased by \$274 million, or 3.7%, to \$7.7 billion in 2016 from \$7.4 billion in 2015.

The increase in net cruise costs excluding fuel was caused by a 3.5% capacity increase in ALBDs, which accounted for \$258 million, partially offset by foreign currency impacts, which accounted for \$107 million.

The 1.6% increase in constant currency net cruise costs excluding fuel per ALBD was principally due to higher repair and maintenance and dry-dock partially offset by a 1.5 percentage point increase that resulted from the accounting reclassification.

Fuel costs decreased by \$334 million, or 26.7%, to \$915 million in 2016 from \$1.2 billion in 2015. This was caused by lower fuel prices, which accounted for \$354 million and improved fuel consumption, which accounted for \$23 million, partially offset by a 3.5% capacity increase in ALBDs, which accounted for \$44 million.

Gross cruise costs slightly decreased by \$69 million and remained at \$11.4 billion in 2016 and 2015 for principally the same reasons as discussed above.

2015 Compared to 2014

Revenues

Consolidated

Cruise passenger ticket revenues made up 74% of our 2015 total revenues. Cruise passenger ticket revenues decreased by \$288 million, or 2.4%, to \$11.6 billion in 2015 from \$11.9 billion in 2014.

This decrease was caused by the foreign currency translational impact from a stronger U.S. dollar against the euro, sterling and the Australian dollar ("2015 foreign currency translational impact"), which accounted for \$715 million.

This decrease was partially offset by:

- \$205 million — 1.7% capacity increase in ALBDs
- \$86 million — slight increase in occupancy

The remaining 26% of 2015 total revenues were substantially all comprised of onboard and other cruise revenues, which increased by \$107 million, or 2.8%, to \$3.9 billion in 2015 from \$3.8 billion in 2014.

This increase was caused by:

- \$185 million — higher onboard spending by our guests
- \$65 million — 1.7% capacity increase in ALBDs
- \$27 million — slight increase in occupancy

These increases were partially offset by the 2015 foreign currency transactional impact, which accounted for \$165 million.

Onboard and other revenues included concession revenues that decreased slightly and remained at \$1.1 billion in both 2015 and 2014.

North America Segment

Cruise passenger ticket revenues made up 72% of our North American segment's 2015 total revenues. Cruise passenger ticket revenues increased by \$152 million, or 2.2%, to \$7.0 billion in 2015 from \$6.9 billion in 2014.

This increase was caused by:

- \$132 million — 2.0 percentage point increase in occupancy
- \$26 million — net increase in cruise ticket revenue, driven primarily by price improvements in Alaskan and Caribbean itineraries, mostly offset by unfavorable foreign currency transactional impacts

The remaining 28% of our North American segment's 2015 total revenues were comprised of onboard and other cruise revenues, which increased by \$149 million, or 5.8%, to \$2.7 billion in 2015 from \$2.6 billion in 2014.

This increase was caused by:

- \$110 million — higher onboard spending by our guests
- \$49 million — 2.0 percentage point increase in occupancy

These increases were partially offset by lower third party revenues, which accounted for \$18 million.

Onboard and other revenues included concession revenues that increased by \$12 million, or 1.6%, to \$747 million in 2015 and \$735 million in 2014.

EAA Segment

Cruise passenger ticket revenues made up 82% of our EAA segment's 2015 total revenues. Cruise passenger ticket revenues decreased by \$430 million, or 8.5%, to \$4.6 billion in 2015 from \$5.0 billion in 2014.

This decrease was caused by:

- \$715 million — 2015 foreign currency translational impact
- \$58 million — 1.2 percentage point decrease in occupancy

These decreases were partially offset by:

- \$205 million — 4.1% capacity increases in ALBDs
- \$135 million — increase in cruise ticket revenue, driven primarily by price improvements in Mediterranean and North European itineraries and favorable foreign currency transactional impacts

The remaining 18% of our EAA segment's 2015 total revenues were comprised of onboard and other cruise revenues, which decreased by \$81 million, or 7.3%, to \$1.0 billion in 2015 from \$1.1 billion in 2014.

This decrease was caused by the 2015 foreign currency translational impact, which accounted for \$165 million.

This decrease was partially offset by:

- \$51 million — higher onboard spending by our guests
- \$45 million — 4.1% capacity increase in ALBDs

Onboard and other revenues included concession revenues that decreased by \$38 million, or 10%, to \$329 million in 2015 and \$367 million in 2014. This decrease was caused by the 2015 foreign currency translational impact.

Costs and Expenses

Consolidated

Operating costs and expenses decreased by \$973 million, or 9.3%, to \$9.4 billion in 2015 from \$10.4 billion in 2014.

This decrease was caused by:

- \$776 million — lower fuel prices
- \$475 million — 2015 foreign currency translational impact
- \$53 million — nonrecurrence of impairment charges incurred in 2014 related to *Grand Celebration* and *Grand Holiday*

- \$43 million – lower fuel consumption per ALBD
- \$20 million – gain on a litigation settlement

These decreases were partially offset by:

- \$176 million – 1.7% capacity increase in ALBDs
- \$106 million – higher dry-dock expenses as a result of higher number of dry-dock days
- \$37 million – nonrecurrence of a gain from the sale of *Costa Voyager* in 2014
- \$28 million – slight increase in occupancy
- \$47 million – various other operating expenses, net, partially offset by favorable currency translational impacts

Selling and administrative expenses remained flat at \$2.1 billion in both 2015 and 2014.

Depreciation and amortization expenses decreased slightly and remained at \$1.6 billion in both 2015 and 2014.

Total costs and expenses as a percentage of revenues decreased to 84% in 2015 from 89% in 2014.

North America Segment

Operating costs and expenses decreased by \$517 million, or 8.2%, to \$5.8 billion in 2015 from \$6.3 billion in 2014.

This decrease was caused by:

- \$503 million – lower fuel prices
- \$41 million – decreases in commissions, transportation and other related expenses
- \$25 million – lower fuel consumption per ALBD
- \$19 million – gain on a litigation settlement
- \$30 million – various other operating expenses, net, which included favorable foreign currency transactional impacts

These decreases were partially offset by:

- \$58 million – higher dry-dock expenses as a result of higher number of dry-dock days
- \$43 million – 2.0 percentage point increase in occupancy

Our total costs and expenses as a percentage of revenues decreased to 81% in 2015 from 89% in 2014.

EAA Segment

Operating costs and expenses decreased by \$472 million, or 12%, to \$3.4 billion in 2015 from \$3.9 billion in 2014.

This decrease was caused by:

- \$476 million – 2015 foreign currency translational impact
- \$273 million – lower fuel prices
- \$53 million – nonrecurrence of impairment charges incurred in 2014 related to *Grand Celebration* and *Grand Holiday*

These decreases were partially offset by:

- \$159 million – 4.1% capacity increase in ALBDs
- \$49 million – higher dry-dock expenses as a result of higher number of dry-dock days

- \$37 million – nonrecurrence of a gain from the sale of *Costa Voyager* recognized in 2014
- \$26 million – increases in commissions, transportation and other related expenses
- \$59 million – various other operating expenses, net, which included unfavorable foreign currency transactional impacts

Our total costs and expenses as a percentage of revenues decreased to 83% in 2015 from 86% in 2014.

Operating Income

Our consolidated operating income increased by \$802 million, or 45%, to \$2.6 billion in 2015 from \$1.8 billion in 2014. Our North America segment's operating income increased by \$766 million, or 74%, to \$1.8 billion in 2015 from \$1.0 billion in 2014, and our EAA segment's operating income increased by \$45 million, or 5.0%, to \$938 million in 2015 from \$893 million in 2014. These changes were primarily due to the reasons discussed above.

Nonoperating Expense

Net interest expense decreased by \$71 million, or 25%, to \$217 million in 2015 from \$288 million in 2014 primarily due to lower level of average borrowings, favorable foreign currency exchange rates and lower interest rates.

Losses on fuel derivatives, net were comprised of the following (in millions):

	Year Ended November 30,	
	2015	2014
Unrealized losses on fuel derivatives, net	\$(332)	\$(268)
Realized losses on fuel derivatives, net	(244)	(3)
Losses on fuel derivatives, net	<u>\$(576)</u>	<u>\$(271)</u>

Net income tax expense increased by \$33 million to \$42 million in 2015 from \$9 million in 2014.

Key Performance Non-GAAP Financial Indicators

Net cruise revenues decreased slightly by \$50 million, to \$12.8 billion in 2015 from \$12.9 billion in 2014.

The slight decrease in net cruise revenues was caused by:

- \$695 million – 2015 foreign currency translational impact
- \$141 million – 2015 foreign currency transactional impact

These decreases were partially offset by:

- \$565 million – 4.3% increase in constant currency net revenue yields
- \$221 million – 1.7% capacity increase in ALBDs

The 4.3% increase in net revenue yields on a constant currency basis was due to a 3.8% increase in net passenger ticket revenue yields and a 5.9% increase in net onboard and other revenue yields.

The 3.8% increase in net passenger ticket revenue yields was caused by a 5.9% increase from our North America segment and a slight increase from our EAA segment. The increase in net passenger ticket revenue yields was driven primarily by improvements in Alaskan and Caribbean itineraries for our North America segment.

The 5.9% increase in net onboard and other revenue yields was caused by a 7.1% increase from our North America segment and a 2.2% increase from our EAA segment.

Gross cruise revenues decreased by \$181 million, or 1.2%, to \$15.5 billion in 2015 from \$15.7 billion in 2014 for largely the same reasons as discussed above.

Net cruise costs excluding fuel decreased slightly by \$39 million and remained at \$7.4 billion in 2015 and 2014.

The slight decrease in net cruise costs excluding fuel was caused by:

- \$395 million – 2015 foreign currency translational impact
- \$37 million – 2015 foreign currency transactional impact

These decreases were partially offset by:

- \$265 million – 3.5% increase in constant currency net cruise costs excluding fuel per ALBD
- \$128 million – 1.7% capacity increase in ALBDs

The 3.5% increase in constant currency net cruise costs excluding fuel per ALBD were primarily due to:

- \$106 million – higher dry dock expenses as a result of higher number of dry-dock days
- \$88 million – higher selling, general and administrative expenses

Fuel costs decreased by \$784 million, or 39%, to \$1.2 billion in 2015 from \$2.0 billion in 2014.

This decrease was caused by:

- \$776 million – lower fuel prices
- \$43 million – lower fuel consumption per ALBD

These decreases in fuel costs were partially offset by our 1.7% capacity increase in ALBDs, which accounted for \$35 million.

Gross cruise costs decreased by \$957 million, or 7.8%, to \$11.4 billion in 2015 from \$12.3 billion in 2014 for principally the same reasons as discussed above.

Liquidity, Financial Condition and Capital Resources

Our primary financial goals are to profitably grow our cruise business and increase our ROIC, reaching double digit returns, while maintaining a strong balance sheet and strong investment grade credit ratings. We define ROIC as the twelve-month adjusted earnings before interest divided by the monthly average of debt plus equity minus construction-in-progress. Our ability to generate significant operating cash flow allows us to internally fund our capital investments. We are committed to returning free cash flow to our shareholders in the form of dividends and/or share repurchases. As we continue to profitably grow our cruise business, we plan to increase our debt level in a manner consistent with maintaining our strong credit metrics. This will allow us to return both free cash flow and incremental debt proceeds to our shareholders in the form of dividends and/or share repurchases. Other objectives of our capital structure policy are to maintain a sufficient level of liquidity with our available cash and cash equivalents and committed financings for immediate and future liquidity needs, and a reasonable debt maturity profile.

Based on our historical results, projections and financial condition, we believe that our future operating cash flows and liquidity will be sufficient to fund all of our expected capital projects including shipbuilding commitments, ship improvements, debt service requirements, working capital needs and other firm commitments over the next several years. We believe that our ability to generate significant operating cash flows and our strong balance sheet as evidenced by our investment grade credit ratings provide us with the ability, in most financial credit market environments, to obtain debt financing.

Our business model allows us to operate with a working capital deficit and still meet our operating, investing and financing needs as our working capital includes:

- Current customer deposits – These deposits represent the passenger revenues already collected for cruises departing over the next twelve months and, accordingly, are substantially more like deferred revenue balances rather than actual current cash liabilities.
- Current debt obligations – We continue to generate significant cash from operations and have a strong balance sheet. This strong balance sheet provides us with the ability to refinance our current debt obligations before, or as they become due, in most financial credit market environments. We also have our revolving credit facilities available to provide long-term rollover financing.
- Therefore, we believe we will continue to have working capital deficits for the foreseeable future.

Our working capital deficit less current customer deposits and current debt obligations, a Non GAAP financial measure important to investors in understanding our capital requirements, was as follows (in millions):

	November 30,	
	2016	2015
Working capital (deficit)	\$(5,383)	\$(4,505)
Less:		
Current customer deposits	(3,522)	(3,272)
Current debt obligations	(1,097)	(1,374)
	<u>\$ (764)</u>	<u>\$ 141</u>

Sources and Uses of Cash

Operating Activities

Our business provided \$5.1 billion of net cash from operations during 2016, an increase of \$0.6 billion, or 13%, compared to \$4.5 billion in 2015. This increase was caused by more cash being provided from our operating results. During 2015, our business provided \$4.5 billion of net cash from operations, an increase of \$1.1 billion, or 32%, compared to \$3.4 billion in 2014. This increase was caused by more cash being provided from our operating results and an increase in customer deposits.

Investing Activities

During 2016, net cash used in investing activities was \$3.3 billion. This was caused by:

- Our expenditures for capital projects, of which \$1.9 billion was spent on our ongoing new shipbuilding program, principally for *AIDAprima*, *Carnival Vista*, Holland America Line's *Koningsdam* and *Seabourn Encore*
- Capital expenditures of \$793 million for ship improvements and replacements and \$365 million for information technology, buildings and improvements and other assets
- Payment of \$291 million of fuel derivative settlements

During 2015, net cash used in investing activities was \$2.5 billion. This was substantially all due to:

- Our expenditures for capital projects, of which \$981 million was spent on our ongoing new shipbuilding program, primarily for *P&O Cruises (UK)'s Britannia*
- Capital expenditures of \$1.0 billion for ship improvements and replacements and \$301 million for information technology, buildings and improvements and other assets
- Payment of \$219 million of fuel derivative settlements

During 2014, net cash used in investing activities was \$2.6 billion, which was comprised of:

- \$1.5 billion was spent on our ongoing new shipbuilding program, substantially for *Regal Princess* and *Costa Diadema*

- Capital expenditures of \$754 million for ship improvements and replacements and \$305 million for information technology, buildings and improvements, and other assets

Financing Activities

During 2016, net cash used in financing activities of \$2.6 billion was substantially due to the following:

- Borrowed \$447 million of short-term borrowings, net of repayments, in connection with our availability of, and needs for, cash at various times throughout the period
- Repaid \$1.3 billion of long-term debt
- Issued \$555 million of euro-denominated publicly-traded notes, which net proceeds were used for general corporate purposes
- Borrowed \$987 million of long-term debt
- Paid cash dividends of \$977 million
- Purchased \$2.3 billion of shares of Carnival Corporation common stock and \$35 million of Carnival plc ordinary shares in open market transactions under our Repurchase Program

During 2015, net cash used in financing activities of \$942 million was substantially due to the following:

- Repaid a net \$633 million of short-term borrowings in connection with our availability of, and needs for, cash at various times throughout the year
- Repaid \$1.2 billion of long-term debt, including early repayment of \$225 million under an export credit facility
- Issued \$1.3 billion of publicly-traded notes, which net proceeds were used for generally corporate purposes
- Borrowed \$697 million of long-term debt
- Paid cash dividends of \$816 million
- Purchased \$276 million of shares of Carnival Corporation common stock in open market transactions under our Repurchase Program
- Purchased \$257 million and sold \$264 million of treasury stock under our Stock Swap program

During 2014, net cash used in financing activities of \$1.0 billion was substantially due to the following:

- Borrowed a net \$617 million of short-term borrowings in connection with our availability of, and needs for, cash at various times throughout the year
- Repaid \$2.5 billion of long-term debt, including early repayments of \$839 million of three bank loans and \$590 million of two export credit facilities
- Borrowed \$1.6 billion of new long-term debt
- Paid cash dividends of \$776 million

Future Commitments and Funding Sources

At November 30, 2016, our contractual cash obligations, including ship construction contracts entered into through January 19, 2017, were as follows (in millions):

	Payments Due by						
	2017	2018	2019	2020	2021	Thereafter	Total
Recorded Contractual Cash Obligations							
Short-term borrowings	\$ 457						\$ 457
Long-term debt (a)	640	\$2,071	\$1,595	\$1,303	\$1,082	\$2,306	8,997
Other long-term liabilities reflected on the balance sheet (b)	-	221	219	64	56	183	743
Unrecorded Contractual Cash Obligations							
Shipbuilding (c)	1,360	2,587	3,449	3,311	2,429	1,636	14,772
Operating leases (c)	47	42	38	36	30	198	391
Port facilities and other (c)	228	195	117	108	102	875	1,625
Purchase obligations (d)	220	-	-	-	-	-	220
Fixed rate interest payments (e)	161	138	121	103	69	248	840
Floating rate interest payments (e)	41	41	34	30	28	56	230
Total Contractual Cash Obligations	\$3,154	\$5,295	\$5,573	\$4,955	\$3,796	\$5,502	\$28,275

- (a) Our long-term debt has a weighted-average maturity of 3.8 years. See Note 6 – “Unsecured Debt” in the consolidated financial statements for additional information regarding these debt obligations.
- (b) Represents cash outflows for certain of our long-term liabilities that could be reasonably estimated. The primary outflows are for estimates of our compensation plans’ obligations, crew and guest claims, uncertain income tax position liabilities and certain deferred income taxes. Customer deposits and certain other deferred income taxes have been excluded from the table because they do not require a cash settlement in the future.
- (c) Our shipbuilding contractual obligations are legal commitments and, accordingly, cannot be canceled without cause by the shipyards or us, and such cancellation will subject the defaulting party to significant contractual liquidating damage payments. See Note 7 – “Commitments” in the consolidated financial statements for additional information regarding our contractual cash obligations.
- (d) Represents legally-binding commitments, with remaining terms of less than one year, to purchase inventory and other goods and services made in the normal course of business to meet operational requirements.
- (e) Fixed rate interest payments represent cash outflows for fixed interest payments, including interest swapped from a floating rate to a fixed rate. Floating rate interest payments represent forecasted cash outflows for interest payments on floating rate debt.

As of November 30, 2016, our total annual capital expenditures consist of ships under contract for construction, including ship construction contracts entered into through January 19, 2017, and estimated improvements to existing ships and shoreside assets and are expected to be (in billions):

	2017	2018	2019	2020	2021	2022
Total capital expenditures	\$3.0	\$3.6	\$4.5	\$4.4	\$3.5	\$2.7

The year-over-year percentage increases in our annual capacity are expected to result primarily from contracted new ships entering service and are currently expected to be:

	2017	2018	2019	2020	2021	2022
Capacity increase (a)	2.9%	2.7%	5.4%	7.9%	6.9%	3.3%

- (a) These percentage increases exclude unannounced future ship orders, acquisitions, retirements, charters or sales.

Our Boards of Directors have authorized, subject to certain restrictions, the repurchase of up to an aggregate of \$1.0 billion of Carnival Corporation common stock and/or Carnival plc ordinary shares under the Repurchase Program. On January 28, 2016 and on June 27, 2016, the Boards of Directors approved a modification of the Repurchase Program authorization that increased the remaining authorized repurchases at the time of each approval by \$1.0 billion. At January 19, 2017, the remaining availability under the Repurchase Program was \$389 million. See Note 10 – “Shareholders’ Equity” in the consolidated financial statements for a further discussion of the Repurchase Program.

In addition to the Repurchase Program, the Boards of Directors authorized, in January 2017, the repurchase of up to 22.0 million Carnival plc ordinary shares and, in February 2016, the repurchase of up to 26.9 million shares of Carnival Corporation common stock under the Stock Swap programs. Under the Stock Swap programs, we sell shares of Carnival Corporation common stock or Carnival plc ordinary shares and use a portion of the net proceeds to purchase an equivalent number of Carnival plc ordinary shares or shares of Carnival Corporation common stock, as applicable. We use the Stock Swap programs in situations where we can obtain an economic benefit because either Carnival Corporation common stock or Carnival plc ordinary shares are trading at a price that is at a premium or discount to the price of Carnival plc ordinary shares or Carnival Corporation common stock. Any realized economic benefit under the Stock Swap programs is used for general corporate purposes, which could include repurchasing additional stock under the Repurchase Program.

Carnival plc ordinary share repurchases under both the Repurchase Program and the Stock Swap programs require annual shareholder approval. The existing shareholder approval is limited to a maximum of 21.5 million ordinary shares and is valid until the earlier of the conclusion of the Carnival plc 2017 annual general meeting or July 13, 2017. At January 19, 2017, the remaining Carnival plc availability under the Repurchase Program was 20.6 million ordinary shares. Under the Stock Swap programs, any sales of the Carnival Corporation common stock and Carnival plc ordinary shares have been or will be registered under the Securities Act of 1933.

During 2016 and 2015, under the Stock Swap programs, Carnival Investments Limited (“CIL”), a subsidiary of Carnival Corporation, sold 0.9 million and 5.1 million of Carnival plc ordinary shares for net proceeds of \$40 million and \$264 million, respectively. Substantially all of the net proceeds from these sales were used to purchase 0.9 million shares in 2016 and 5.1 million shares in 2015 of Carnival Corporation common stock. At January 19, 2017, the remaining availability under the Stock Swap programs was 22.0 million Carnival plc ordinary shares and 26.0 million shares of Carnival Corporation common stock. See Note 10 – “Shareholders’ Equity” in the consolidated financial statements for a further discussion of the Stock Swap programs.

At November 30, 2016, we had liquidity of \$8.1 billion. Our liquidity consisted of \$347 million of cash and cash equivalents, which excludes \$256 million of cash used for current operations, \$2.4 billion available for borrowing under our revolving credit facilities, net of our outstanding commercial paper borrowing, and \$5.3 billion under our committed future financings, which are substantially all comprised of ship export credit facilities. These commitments are from numerous large and well-established banks and export credit agencies, which we believe will honor their contractual agreements with us. The committed future financing will be available as follows (in millions):

	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Availability of committed future financing	\$477	\$1,861	\$2,450	\$548

At November 30, 2016, our revolving credit facilities are scheduled to mature in 2021, except for \$300 million which matures in 2020.

Substantially all of our debt agreements contain financial covenants as described in Note 6 – “Unsecured Debt” in the consolidated financial statements. At November 30, 2016, we were in compliance with our debt covenants. In addition, based on, among other things, our forecasted operating results, financial condition and cash flows, we expect to be in compliance with our debt covenants for the foreseeable future. Generally, if an event of

default under any debt agreement occurs, then pursuant to cross default acceleration clauses, substantially all of our outstanding debt and derivative contract payables could become due, and all debt and derivative contracts could be terminated.

Off-Balance Sheet Arrangements

We are not a party to any off-balance sheet arrangements, including guarantee contracts, retained or contingent interests, certain derivative instruments and variable interest entities that either have, or are reasonably likely to have, a current or future material effect on our consolidated financial statements.

Quantitative and Qualitative Disclosures About Market Risk

For a discussion of our hedging strategies and market risks, see the discussion below and Note 11 – “Fair Value Measurements, Derivative Instruments and Hedging Activities” in the consolidated financial statements.

Foreign Currency Exchange Rate Risks

Operational Currency Risks

We have foreign operations that have functional currencies other than the U.S. dollar, which result in foreign currency translational impacts. We execute transactions in a number of currencies other than their functional currencies, which result in foreign currency transactional impacts. Based on a 10% change in all currency exchange rates that were used in our December 20, 2016 guidance, we estimate that our adjusted diluted earnings per share December 20, 2016 guidance would change by the following:

- \$0.34 per share on an annualized basis for 2017
- \$0.04 per share for the first quarter of 2017.

Investment Currency Risks

The foreign currency exchange rates were as follows:

	November 30,	
	2016	2015
U.S. dollar to euro	\$1.06	\$1.06
U.S. dollar to sterling	\$1.24	\$1.50
U.S. dollar to Australian dollar	\$0.75	\$0.72

Had the November 30, 2015 currency exchange rates been used to translate our November 30, 2016 non-U.S. dollar functional currency operations' assets and liabilities instead of the November 30, 2016 U.S. dollar exchange rates, our total assets would have been higher by \$826 million and our total liabilities would have been higher by \$108 million

As of November 30, 2016, we have foreign currency swaps and forwards of \$291 million and \$456 million, respectively, which settle through September 2019 and July 2017, respectively. These foreign currency swaps and forwards are designated as hedges of our net investments in foreign operations, which have a euro-denominated functional currency, thus partially offsetting the foreign currency exchange rate risk. Based on a 10% change in the U.S. dollar to euro exchange rate as of November 30, 2016, we estimate that these foreign currency swaps' and forwards' fair values and offsetting change in U.S. dollar value of our net investments would change by an insignificant amount.

Newbuild Currency Risks

At November 30, 2016, we have foreign currency zero cost collars that are designated as cash flow hedges for a portion of euro-denominated shipyard payments for the following newbuilds:

	Entered Into	Matures in	Weighted-Average Floor Rate	Weighted-Average Ceiling Rate
<i>Majestic Princess</i>	2015	March 2017	\$1.07	\$1.25
<i>Carnival Horizon</i>	2016	March 2018	\$1.02	\$1.25
<i>Seabourn Ovation</i>	2016	April 2018	\$1.02	\$1.25
Holland America <i>Nieuw Statendam</i>	2016	November 2018	\$1.05	\$1.25

If the spot rate is between the weighted-average ceiling and floor rates on the date of maturity, then we would not owe or receive any payments under these collars. The volatility in the spot rates within the weighted-average ceiling and floor rates will result in fluctuations in ship costs. At November 30, 2016, the estimated fair value of our outstanding foreign currency zero cost collars was a \$33 million liability. Based on a 10% increase or decrease in the November 30, 2016 euro to U.S. dollar exchange rates, we estimate the fair value of our foreign currency zero cost collars' liability would decrease \$61 million or increase \$90 million, respectively.

At January 19, 2017, our remaining newbuild currency exchange rate risk primarily relates to euro-denominated newbuild contract payments, which represent a total unhedged commitment of \$5.7 billion and substantially relates to newbuilds scheduled to be delivered 2019 through 2022 to non-euro functional currency brands. The functional currency cost of each of these ships will increase or decrease based on changes in the exchange rates until the unhedged payments are made under the shipbuilding contract. We may enter into additional foreign currency derivatives to mitigate some of this foreign currency exchange rate risk. Based on a 10% change in euro to U.S. dollar exchange rates as of November 30, 2016, the remaining unhedged cost of these ships would have a corresponding change of \$568 million.

Interest Rate Risks

The composition of our debt, including the effect of foreign currency swaps and interest rate swaps, was as follows:

	November 30, 2016
Fixed rate	28%
Euro fixed rate	35%
Floating rate	14%
Euro floating rate	23%

At November 30, 2016, we had interest rate swaps that have effectively changed \$500 million of EURIBOR-based floating rate euro debt to fixed rate euro debt. Based on a 10% change in the November 30, 2016 market interest rates, our annual interest expense on floating rate debt, including the effect of our interest rate swaps, would change by an insignificant amount. Substantially all of our fixed rate debt can only be called or prepaid by incurring additional costs.

Fuel Price Risks

Our exposure to market risk for changes in fuel prices substantially all relates to the consumption of fuel on our ships. We expect to consume approximately 3.3 million metric tons of fuel in 2017. Based on a 10% change in our December 20, 2016 guidance's forecasted average fuel price, we estimate that our 2017 fuel expense, excluding the effect of zero cost collar fuel derivatives, would change by \$123 million.

We have Brent crude oil zero cost collar contracts. These zero cost collars are based on Brent prices whereas the actual fuel we use on our ships is marine fuel. See Note 11 – “Fair Value Measurements, Derivative Instruments and Hedging Activities” in the consolidated financial statements for additional discussion of our fuel derivatives.

Our most recent zero cost collar contract was executed in 2014. At November 30, 2016, our zero cost collars cover a portion of our estimated fuel consumption through 2018. At November 30, 2016, the estimated fair value of our outstanding zero cost collar contracts was a net liability of \$342 million. Based on a 10% increase or decrease in the November 30, 2016 Brent forward price curve, we estimate the fair value of our fuel derivatives’ net liability would decrease \$65 million or increase \$70 million, respectively. In addition, a 10% change in our December 20, 2016 guidance’s Brent price would result in a \$0.06 per share change in realized losses on fuel derivatives for 2017 and a \$0.01 per share change for the 2017 first quarter.

SELECTED FINANCIAL DATA

The selected consolidated financial data presented below for 2012 through 2016 and as of the end of each such year, except for the statistical data, are derived from our audited consolidated financial statements and should be read in conjunction with those consolidated financial statements and the related notes.

	Years Ended November 30,				
	2016	2015	2014	2013	2012
	(dollars in millions, except per share, per ton and currency data)				
Statements of Income Data					
Revenues	\$16,389	\$15,714	\$15,884	\$15,456	\$15,382
Operating income	\$ 3,071	\$ 2,574	\$ 1,772	\$ 1,329	\$ 1,629
Net income	\$ 2,779	\$ 1,757	\$ 1,216	\$ 1,055	\$ 1,285
Earnings per share					
Basic	\$ 3.73	\$ 2.26	\$ 1.57	\$ 1.36	\$ 1.66
Diluted	\$ 3.72	\$ 2.26	\$ 1.56	\$ 1.36	\$ 1.65
Adjusted net income (a)	\$ 2,580	\$ 2,106	\$ 1,504	\$ 1,209	\$ 1,501
Adjusted earnings per share – diluted (a)	\$ 3.45	\$ 2.70	\$ 1.93	\$ 1.55	\$ 1.92
Dividends declared per share	\$ 1.35	\$ 1.10	\$ 1.00	\$ 1.00	\$ 1.50(b)
Statements of Cash Flow Data					
Cash provided by operating activities	\$ 5,134	\$ 4,545	\$ 3,430	\$ 2,834	\$ 2,999
Cash used in investing activities	\$ 3,323	\$ 2,478	\$ 2,507	\$ 2,056	\$ 1,772(c)
Capital expenditures	\$ 3,062	\$ 2,294	\$ 2,583	\$ 2,149	\$ 2,332
Cash used in financing activities	\$ 2,591	\$ 942	\$ 1,028	\$ 780	\$ 1,190
Dividends paid	\$ 977	\$ 816	\$ 776	\$ 1,164	\$ 779
Statistical Data					
ALBDs (in thousands)	80,002	77,307	76,000	74,033	71,976
Occupancy percentage	105.9%	104.8%	104.1%	105.1%	105.5%
Passengers carried (in thousands)	11,522	10,837	10,566	10,061	9,829
Fuel consumption in metric tons (in thousands) ...	3,233	3,181	3,194	3,266	3,354
Fuel consumption in metric tons per thousand					
ALBDs	40.4	41.2	42.0	44.1	46.6
Fuel cost per metric ton consumed	\$ 283	\$ 393	\$ 636	\$ 676	\$ 710
Currencies					
U.S. dollar to Euro	\$ 1.11	\$ 1.12	\$ 1.34	\$ 1.32	\$ 1.28
U.S. dollar to Sterling	\$ 1.37	\$ 1.54	\$ 1.66	\$ 1.56	\$ 1.58
U.S. dollar to Australian dollar	\$ 0.74	\$ 0.76	\$ 0.91	\$ 0.98	\$ 1.03
As of November 30,					
	2016	2015	2014	2013	2012
	(dollars in millions)				
Balance Sheet and Other Data					
Total assets	\$38,936	\$39,237	\$39,448	\$40,042	\$39,126
Total debt	\$ 9,454	\$ 8,787	\$ 9,088	\$ 9,560	\$ 8,902
Total shareholders' equity	\$22,597	\$23,771	\$24,204	\$24,492	\$23,889
Total debt to capital (d)	29.5%	27.0%	27.3%	28.1%	27.1%

- (a) Adjusted net income and adjusted fully diluted earnings per share were computed as follows (in millions, except for per share data):

	Years Ended November 30,				
	2016	2015	2014	2013	2012
Net income					
U.S. GAAP net income	\$2,779	\$1,757	\$1,216	\$1,055	\$1,285
Unrealized (gains) losses on fuel derivatives, net	(236)	332	268	(36)	(6)
Restructuring expenses	2	25	18	-	-
(Gains) losses on ship sales and ship impairments, net (i)	(2)	(8)	2	163	49(ii)
Goodwill, trademark and other impairment charges (i)	-	-	-	27	173(iii)
Other	37	-	-	-	-
Adjusted net income	\$2,580	\$2,106	\$1,504	\$1,209	\$1,501
Weighted-average shares outstanding	747	779	778	777	779
Earnings per share					
U.S. GAAP earnings per share	\$ 3.72	\$ 2.26	\$ 1.56	\$ 1.36	\$ 1.65
Unrealized losses (gains) on fuel derivatives, net	(0.32)	0.42	0.35	(0.05)	(0.01)
Restructuring expenses	-	0.03	0.02	-	-
(Gains) losses on ship sales and ship impairments, net (i)	-	(0.01)	-	0.21	0.06(ii)
Goodwill, trademark and other impairment charges (i)	-	-	-	0.03	0.22(iii)
Other	0.05	-	-	-	-
Adjusted earnings per share (i)	\$ 3.45	\$ 2.70	\$ 1.93	\$ 1.55	\$ 1.92

- (i). See "Key Performance Non-GAAP Financial Indicators" for further discussion of the (gains) losses on ship sales and ship impairments, net and goodwill, trademark and other impairment charges for the years ended November 30, 2016, 2015, and 2014.
- (ii). Represents impairment charges of \$34 million for *Costa Allegra* and \$23 million for two Seabourn ships, partially offset by an \$8 million gain on the sale of *Pacific Sun*.
- (iii). Represents impairment charges related to Ibero's goodwill and trademarks.
- (b) Includes a special dividend of \$0.50 per share.
- (c) Net of \$508 million of insurance proceeds received for the total loss of a ship.
- (d) Percentage of total debt to the sum of total debt and shareholders' equity.

MARKET PRICE FOR COMMON STOCK AND ORDINARY SHARES

Carnival Corporation's common stock, together with paired trust shares of beneficial interest in the P&O Princess Special Voting Trust, which holds a Special Voting Share of Carnival plc, is traded on the NYSE under the symbol "CCL." Carnival plc's ordinary shares trade on the London Stock Exchange under the symbol "CCL." Carnival plc's American Depositary Shares ("ADSs"), each one of which represents one Carnival plc ordinary share, are traded on the NYSE under the symbol "CUK." The depository for the ADSs is JPMorgan Chase Bank. The daily high and low stock sales price for the periods indicated on their primary exchange was as follows:

	Carnival Corporation		Carnival plc			
	Per Share		Per Ordinary Share		Per ADS	
	High	Low	High	Low	High	Low
2016						
Fourth Quarter	\$53.27	\$44.11	£41.77	£32.98	\$52.77	\$44.60
Third Quarter	\$50.00	\$42.94	£37.13	£30.75	\$52.20	\$43.45
Second Quarter	\$53.21	\$45.74	£38.14	£33.27	\$54.56	\$47.42
First Quarter	\$55.77	\$40.52	£39.55	£29.17	\$58.08	\$42.45
2015						
Fourth Quarter	\$54.59	\$47.42	£36.38	£32.33	\$56.28	\$49.23
Third Quarter	\$54.05	\$44.72	£35.76	£29.74	\$55.81	\$47.08
Second Quarter	\$49.21	\$43.10	£33.81	£28.90	\$50.10	\$44.04
First Quarter	\$47.44	\$41.86	£31.53	£26.74	\$47.23	\$42.03

As of January 19, 2017, there were 3,347 holders of record of Carnival Corporation common stock and 31,110 holders of record of Carnival plc ordinary shares and 111 holders of record of Carnival plc ADSs. The past performance of our share prices cannot be relied on as a guide to their future performance.

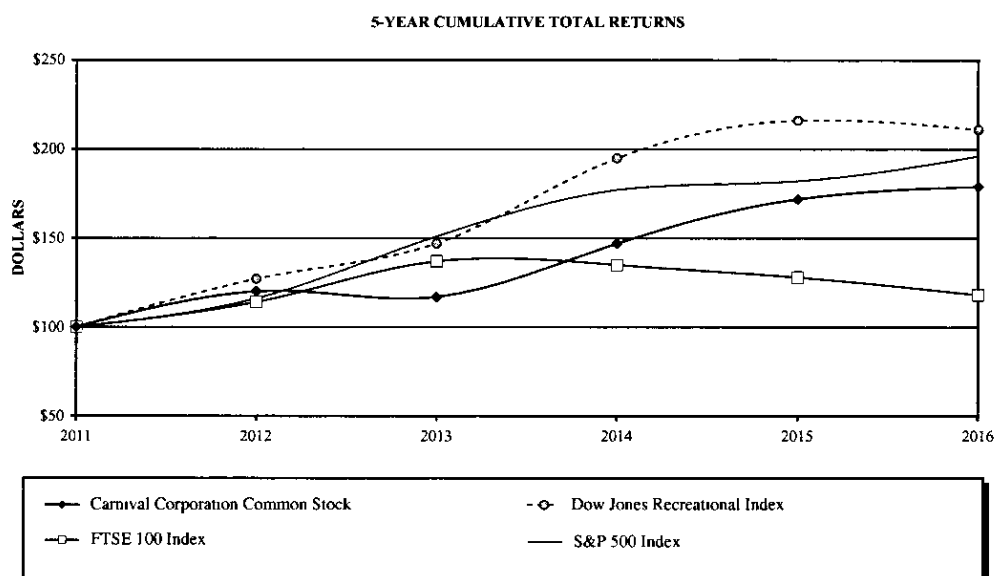
All dividends for both Carnival Corporation and Carnival plc are declared in U.S. dollars. If declared, holders of Carnival Corporation common stock and Carnival plc ADSs receive a dividend payable in U.S. dollars. The dividends payable for Carnival plc ordinary shares are payable in sterling, unless the shareholders elect to receive the dividends in U.S. dollars. Dividends payable in sterling will be converted from U.S. dollars into sterling at the U.S. dollar to sterling exchange rate quoted by the Bank of England in London at 12:00 p.m. on the next combined U.S. and UK business day that follows the quarter end.

The payment and amount of any future dividend is within the discretion of the Boards of Directors. Our dividends were and will be based on a number of factors, including our earnings, liquidity position, financial condition, tone of business, capital requirements, credit ratings and the availability and cost of obtaining new debt. We cannot be certain that Carnival Corporation and Carnival plc will continue their dividend in the future, and if so, the amount and timing of such future dividends are not determinable and may be different than prior declarations.

STOCK PERFORMANCE GRAPHS

Carnival Corporation

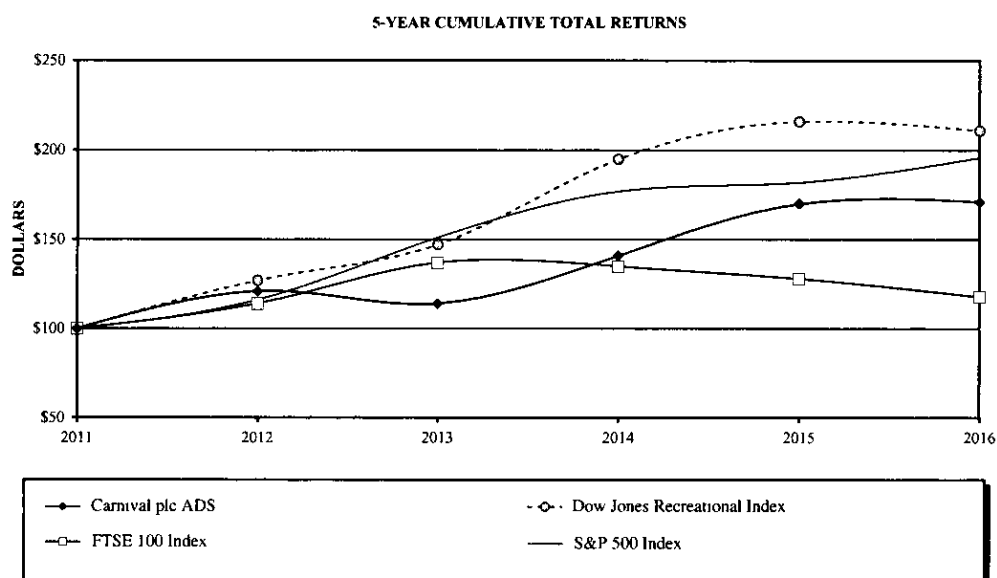
The following graph compares the Price Performance of \$100 if invested in Carnival Corporation common stock with the Price Performance of \$100 if invested in each of the Dow Jones U.S. Recreational Services Index (the "Dow Jones Recreational Index"), the FTSE 100 Index and the S&P 500 Index. The Price Performance, as used in the Performance Graph, is calculated by assuming \$100 is invested at the beginning of the period in Carnival Corporation common stock at a price equal to the market value. At the end of each year, the total value of the investment is computed by taking the number of shares owned, assuming Carnival Corporation dividends are reinvested, multiplied by the market price of the shares.



	Assumes \$100 Invested on November 30, 2011 Assumes Dividends Reinvested Years Ended November 30,					
	2011	2012	2013	2014	2015	2016
Carnival Corporation Common Stock	\$100	\$120	\$117	\$147	\$172	\$179
Dow Jones Recreational Index	\$100	\$127	\$147	\$195	\$216	\$211
FTSE 100 Index	\$100	\$114	\$137	\$135	\$128	\$118
S&P 500 Index	\$100	\$116	\$151	\$177	\$182	\$196

Carnival plc

The following graph compares the Price Performance of \$100 invested in Carnival plc ADSs, each representing one ordinary share of Carnival plc, with the Price Performance of \$100 invested in each of the indexes noted below. The Price Performance is calculated in the same manner as previously discussed.



	Assumes \$100 Invested on November 30, 2011 Assumes Dividends Reinvested Years Ended November 30,					
	2011	2012	2013	2014	2015	2016
Carnival plc ADS	\$100	\$121	\$114	\$141	\$170	\$171
Dow Jones Recreational Index	\$100	\$127	\$147	\$195	\$216	\$211
FTSE 100 Index	\$100	\$114	\$137	\$135	\$128	\$118
S&P 500 Index	\$100	\$116	\$151	\$177	\$182	\$196

SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

Our revenues from the sale of passenger tickets are seasonal. Historically, demand for cruises has been greatest during our third quarter, which includes the Northern Hemisphere summer months. This higher demand during the third quarter results in higher ticket prices and occupancy levels and, accordingly, the largest share of our operating income is earned during this period. The seasonality of our results also increases due to ships being taken out-of-service for maintenance, which we schedule during non-peak demand periods. In addition, substantially all of Holland America Princess Alaska Tours' revenue and net income is generated from May through September in conjunction with the Alaska cruise season.

Quarterly financial results for 2016 were as follows (in millions, except per share data):

	Quarters Ended			
	February 29	May 31	August 31	November 30
Revenues	\$3,651	\$3,705	\$5,097	\$3,935
Operating income	\$ 434	\$ 478	\$1,562	\$ 597
Net income	\$ 142	\$ 605	\$1,424	\$ 609
Earnings per share				
Basic	\$ 0.18	\$ 0.81	\$ 1.93	\$ 0.84
Diluted	\$ 0.18	\$ 0.80	\$ 1.93	\$ 0.83
Adjusted net income (a)	\$ 301	\$ 370	\$1,417	\$ 491
Adjusted earnings per share—diluted (a)	\$ 0.39	\$ 0.49	\$ 1.92	\$ 0.67
Dividends declared per share	\$ 0.30	\$ 0.35	\$ 0.35	\$ 0.35

(a) Adjusted net income and adjusted fully diluted earnings per share were computed as follows:

	Quarters Ended			
	February 29	May 31	August 31	November 30
Net income				
U.S. GAAP net income	\$ 142	\$ 605	\$1,424	\$ 609
Unrealized losses (gains) on fuel derivatives, net	145	(242)	(25)	(115)
Gain on ship sale	(2)	-	-	-
Restructuring expenses	-	2	-	-
Other	16	5	18	(3)
Adjusted net income	<u>\$ 301</u>	<u>\$ 370</u>	<u>\$1,417</u>	<u>\$ 491</u>
Weighted-average shares outstanding	<u>769</u>	<u>753</u>	<u>739</u>	<u>729</u>
Earnings per share				
U.S. GAAP earnings per share	\$0.18	\$ 0.80	\$ 1.93	\$ 0.83
Unrealized losses (gains) on fuel derivatives, net	0.19	(0.32)	(0.03)	(0.16)
Gain on ship sale	-	-	-	-
Restructuring expenses	-	-	-	-
Other	0.02	0.01	0.02	-
Adjusted earnings per share	<u>\$0.39</u>	<u>\$ 0.49</u>	<u>\$ 1.92</u>	<u>\$ 0.67</u>

Quarterly financial results for 2015 were as follows (in millions, except per share data):

	Quarters Ended			
	February 28	May 31	August 31	November 30
Revenues	\$3,531	\$3,590	\$4,883	\$3,711
Operating income	\$ 266	\$ 289	\$1,510	\$ 510
Net income	\$ 49	\$ 222	\$1,216	\$ 270
Earnings per share				
Basic	\$ 0.06	\$ 0.29	\$ 1.56	\$ 0.35
Diluted	\$ 0.06	\$ 0.29	\$ 1.56	\$ 0.35
Adjusted net income (a)	\$ 159	\$ 193	\$1,365	\$ 389
Adjusted earnings per share – diluted (a)	\$ 0.20	\$ 0.25	\$ 1.75	\$ 0.50
Dividends declared per share	\$ 0.25	\$ 0.25	\$ 0.30	\$ 0.30

(a) Adjusted net income and adjusted fully diluted earnings per share were computed as follows:

	Quarters Ended			
	February 28	May 31	August 31	November 30
Net income				
U.S. GAAP net (loss) income	\$ 49	\$ 222	\$1,216	\$ 270
Restructuring expenses	-	7	14	4
Gain on ship sale	(2)	(2)	(2)	(2)
Unrealized losses (gains) on fuel derivatives, net	112	(34)	137	117
Adjusted net income	<u>\$ 159</u>	<u>\$ 193</u>	<u>\$1,365</u>	<u>\$ 389</u>
Weighted-average shares outstanding	<u>779</u>	<u>780</u>	<u>781</u>	<u>777</u>
Earnings per share				
U.S. GAAP earnings per share	\$0.06	\$ 0.29	\$ 1.56	\$0.35
Restructuring expenses	-	0.01	0.02	-
Unrealized losses (gains) on fuel derivatives, net	0.14	(0.05)	0.17	0.15
Adjusted earnings per share	<u>\$0.20</u>	<u>\$ 0.25</u>	<u>\$ 1.75</u>	<u>\$0.50</u>

CORPORATE AND OTHER INFORMATION

SENIOR OFFICERS

CARNIVAL CORPORATION & PLC

Micky Arison

Chairman of the Board

Arnold W. Donald

President and Chief Executive Officer

David Bernstein

Chief Financial Officer and Chief Accounting Officer

Alan B. Buckelew

Chief Information Officer

Arnaldo Perez

General Counsel and Secretary

CARNIVAL UK

David Dingle

Chairman

COSTA GROUP and CARNIVAL ASIA

Michael Thamm

Group Chief Executive Officer

HOLLAND AMERICA GROUP

Stein Kruse

Chief Executive Officer

BOARD OF DIRECTORS

Micky Arison³

Chairman of the Board
Carnival Corporation & plc

Sir Jonathon Band⁴

Former First Sea Lord and
Chief of Naval Staff
British Navy

Helen Deeble⁴

Chief Executive Officer
P&O Ferries Division Holdings Ltd

Arnold W. Donald³

President and Chief Executive Officer
Carnival Corporation & plc

Richard J. Glasier^{1,2,5}

Former President and Chief Executive Officer
Argosy Gaming Company

Debra Kelly-Ennis⁴

Former President and Chief Executive Officer
Diageo Canada, Inc

Sir John Parker^{4,5}

Chairman of Anglo American plc

Stuart Subotnick^{1,3,5}

President and Chief Executive Officer
Metromedia Company

Laura Weil^{1,2}

Founder and Managing Partner
Village Lane Advisory LLC

Randall J. Weisenburger^{1,2,5}

Managing Member
Mile26 Capital LLC

1 Audit Committee

2 Compensation Committee

3 Executive Committee

4 Health, Environmental, Safety & Security
Committee

5 Nominating & Governance Committee

DIRECTORS EMERITUS AND LIFE PRESIDENTS

Ted Arison (1924-1999)

Chairman Emeritus, Carnival Corporation

Maks Birnbach (1920-2007)

Director Emeritus, Carnival Corporation

A. Kirk Lanterman

Chairman Emeritus
Holland America Line Inc

Meshulam Zonis (1933-2009)

Director Emeritus, Carnival Corporation

Uzi Zucker

Director Emeritus, Carnival Corporation & plc

Horst Rahe

Life President of AIDA Cruises

The Lord Sterling of

Plaistow GCVO, CBE

Life President of P&O Cruises

OTHER INFORMATION

Corporate Headquarters

Carnival Corporation
Carnival Place
3655 N.W. 87th Avenue
Miami, Florida 33178-2428 U.S.A.
305-599-2600

Registered Office

Carnival plc
Carnival House
100 Harbour Parade
Southampton SO15 1ST UK
44 (0) 23 8065 5000

Independent Registered

Certified Public Accounting Firm

PricewaterhouseCoopers LLP
333 SE Second Avenue, Suite 3000
Miami, Florida 33131-2330 U.S.A.

Registrars, Stock Transfer Agents and

Dividend Reinvestment Plan

Administrators

Carnival Corporation
Computershare Investor Services
P.O. Box 30170
College Station, Texas 77842-3170 U.S.A.
800-568-3476 (U.S.A., U.S.A. Territories and
Canada)
781-575-2879 (Outside U.S.A., U.S.A. Territories
and Canada)

Carnival plc

Equiniti Limited
Aspect House, Spencer Road
Lancing, West Sussex BN99 6DA UK
0371 384 2665 (UK)
44 121 415 7107 (Outside UK)

Legal Counsel

Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington D.C. 20036-5306 U.S.A.

Other Shareholder Information

Copies of our joint Annual Report on
Form 10-K, joint Quarterly Reports
on Form 10-Q, joint Current Reports on
Form 8-K, Carnival plc Annual Accounts and
all amendments to those reports, press releases
and other documents, as well as information on
our cruise brands are available through our
website at www.carnivalcorp.com or
www.carnivalplc.com.



CARNIVAL PLC

Carnival House 100 Harbour Parade, Southampton SO15 1ST, United Kingdom www.carnivalplc.com



NOTICE OF 2017 ANNUAL MEETINGS OF SHAREHOLDERS AND PROXY STATEMENT

Wednesday, April 5, 2017
at 9:30 a.m., local time

The Dorchester
53 Park Lane
Mayfair
London W1K 1QA
United Kingdom



TABLE OF CONTENTS

LETTER TO SHAREHOLDERS FROM THE CHAIRMAN	1
VOTING INFORMATION	2
NOTICE OF 2017 ANNUAL MEETING OF CARNIVAL CORPORATION SHAREHOLDERS	3
NOTICE OF 2017 ANNUAL GENERAL MEETING OF CARNIVAL PLC SHAREHOLDERS	6
PROXY STATEMENT	12
GOVERNANCE	13
PROPOSALS 1-10 Election or Re-Election of Directors	13
Board and Committee Governance	20
Director Compensation	25
Director Independence and Related Person Transactions	27
SHARE OWNERSHIP	30
Share Ownership of Certain Beneficial Owners and Management	30
Section 16(a) Beneficial Ownership Reporting Compliance	33
COMPENSATION	34
PROPOSAL 11 Advisory (Non-Binding) Vote to Approve Executive Compensation	34
PROPOSAL 12 Advisory (Non-Binding) Vote on How Frequently Shareholders should Vote to Approve Compensation of the Named Executive Officers	35
PROPOSAL 13 Approval of Carnival plc Directors' Remuneration Report	36
PROPOSAL 14 Approval of the Carnival plc Directors' Remuneration Policy	36
Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report – Part I	37
Report of the Compensation Committees	58
Compensation Committee Interlocks and Insider Participation	58
Compensation Tables	59
Potential Payments on Termination or Change of Control	67
AUDIT MATTERS	72
Report of the Audit Committees	72
Independent Registered Certified Public Accounting Firm	73
PROPOSALS 15 & 16 Re-Appointment and Remuneration of Independent Auditors for Carnival plc and Ratification of Independent Registered Certified Public Accounting Firm for Carnival Corporation	74
OTHER PROPOSALS	75
PROPOSAL 17 Receipt of Accounts and Reports of Carnival plc	75
PROPOSALS 18 & 19 Approval of the Grant of Authority to Allot New Carnival plc Shares and the Disapplication of Pre-Emption Rights Applicable to the Allotment of New Carnival plc Shares	75
PROPOSAL 20 General Authority to Buy Back Carnival plc Ordinary Shares	77
QUESTIONS AND ANSWERS	79
Questions Applicable to All Shareholders	79
Questions Specific to Shareholders of Carnival Corporation	84
Questions Specific to Shareholders of Carnival plc	87
ANNEX A Carnival plc Directors' Report	A-1
ANNEX B Carnival plc Directors' Remuneration Report – Part II	B-1
ANNEX C Carnival plc Corporate Governance Report	C-1



LETTER TO SHAREHOLDERS FROM THE CHAIRMAN

To our Shareholders:

It is my pleasure to invite you to attend our joint Annual Meetings of shareholders at The Dorchester, 53 Park Lane, Mayfair, London W1K 1QA, United Kingdom on Wednesday, April 5, 2017. The meetings will commence at 9:30 a.m., and although there are technically two separate meetings (the Carnival plc meeting will begin first), shareholders of Carnival Corporation may attend the Carnival plc meeting and vice-versa. We plan to continue to rotate the location of the Annual Meetings between the United Kingdom and the United States each year in order to accommodate shareholders on both sides of the Atlantic.

We are also pleased to offer an audio replay of the business portion of the Annual Meetings, which will be available shortly after the meetings at www.carnivalcorp.com or www.carnivalplc.com.

Details regarding the matters to be voted on are contained in the attached Notices of Annual Meetings of Shareholders and Proxy Statement. Because of the dual-listed company arrangement, all voting will take place on a poll (or ballot).

Your vote is important. We encourage you to vote as soon as possible, even if you plan to attend the meetings.

The Boards of Directors consider voting in favor of Proposals 1 through 11 and 13 through 20 to be in the best interests of Carnival Corporation and Carnival plc and its shareholders. In the case of Proposal 12, the Boards of Directors have concluded that the vote to approve the compensation of our Named Executive Officers should occur on an annual basis. Accordingly, the Boards of Directors unanimously recommend that you cast your vote "FOR" Proposals 1 through 11 and 13 through 20 and, in the case of Proposal 12, that you vote in favor of the vote to approve the compensation of our Named Executive Officers occurring on an annual basis.

Thank you for your ongoing interest in, and continued support of, Carnival Corporation & plc.

January 30, 2017

Sincerely,

A handwritten signature in black ink, appearing to read "Micky Arison".

Micky Arison
Chairman of the Boards of Directors

VOTING INFORMATION

Your vote is important. We encourage you to vote as soon as possible, even if you plan to attend the meetings.

Who is Eligible to Vote?

Carnival Corporation Shareholders	Carnival plc Shareholders
You are eligible to vote if you were a shareholder as of the close of business (EDT) on February 6, 2017.	You are eligible to vote if you are a shareholder as of 6:30 p.m. (BST) on April 3, 2017.

How to Vote?

To make sure your vote is counted, please cast your vote as soon as possible by one of the following methods:

Carnival Corporation Shareholders*	Carnival plc Shareholders
- Using the Internet at www.proxyvote.com - Calling toll-free 1-800-690-6903 - Mailing your signed form	- Using the Internet at www.sharevote.co.uk - Using CREST electronic proxy appointment service (if you hold your shares through CREST) - Mailing your signed proxy form

* If your bank or broker utilizes Broadridge. Otherwise, your bank or broker will provide you with instructions on how to vote

All eligible shareholders may vote in person at the 2017 Annual Meetings of Shareholders. Please refer to details about how to vote in person in the Question and Answers section.

Important Note: If you plan to attend the 2017 Annual Meetings of Shareholders please see the Notice of Meetings for important details on admission requirements.

Enroll for Electronic Delivery

We encourage shareholders to sign up to receive future Notices of Annual Meetings electronically. If you have not already enrolled, please consider doing so as it is simple, saves time and money, and is environmentally friendly.

Carnival Corporation Shareholders	Carnival plc Shareholders
www.investordelivery.com	www.shareview.co.uk



NOTICE OF 2017 ANNUAL MEETING OF CARNIVAL CORPORATION SHAREHOLDERS

When:

Wednesday, April 5, 2017
9:30 a.m., local time

Where:

The Dorchester
53 Park Lane
Mayfair
London W1K 1QA
United Kingdom

We are pleased to invite you to join our Board of Directors, senior leadership and other associates at Carnival Corporation's 2017 Annual Meeting of Shareholders.

Items of Business:

1. To re-elect Micky Arison as a Director of Carnival Corporation and as a Director of Carnival plc.
2. To re-elect Sir Jonathon Band as a Director of Carnival Corporation and as a Director of Carnival plc.
3. To elect Helen Deeble as a Director of Carnival Corporation and as a Director of Carnival plc.
4. To re-elect Arnold W. Donald as a Director of Carnival Corporation and as a Director of Carnival plc.
5. To re-elect Richard J. Glasier as a Director of Carnival Corporation and as a Director of Carnival plc.
6. To re-elect Debra Kelly-Ennis as a Director of Carnival Corporation and as a Director of Carnival plc.
7. To re-elect Sir John Parker as a Director of Carnival Corporation and as a Director of Carnival plc.
8. To re-elect Stuart Subotnick as a Director of Carnival Corporation and as a Director of Carnival plc.
9. To re-elect Laura Weil as a Director of Carnival Corporation and as a Director of Carnival plc.
10. To re-elect Randall J. Weisenburger as a Director of Carnival Corporation and as a Director of Carnival plc.
11. To hold a (non-binding) advisory vote to approve executive compensation (in accordance with legal requirements applicable to U.S. companies).
12. To hold a (non-binding) advisory vote to determine how frequently the shareholders of Carnival Corporation & plc should be provided with a non-binding advisory vote to approve executive compensation (in accordance with legal requirements applicable to U.S. companies).

13. To approve the Carnival plc Directors' Remuneration Report (other than the Carnival plc Directors' Remuneration Policy set out in Section B of Part II of the Carnival plc Directors' Remuneration Report) (in accordance with legal requirements applicable to UK companies).
14. To approve the Carnival plc Directors' Remuneration Policy set out in Section B of Part II of the Carnival plc Directors' Remuneration Report (in accordance with legal requirements applicable to UK companies).
15. To re-appoint the UK firm of PricewaterhouseCoopers LLP as independent auditors for Carnival plc and to ratify the selection of the U.S. firm of PricewaterhouseCoopers LLP as the independent registered certified public accounting firm for Carnival Corporation.
16. To authorize the Audit Committee of Carnival plc to agree the remuneration of the independent auditors of Carnival plc.
17. To receive the UK accounts and reports of the Directors and auditors of Carnival plc for the year ended November 30, 2016 (in accordance with legal requirements applicable to UK companies).
18. To approve the giving of authority for the allotment of new shares by Carnival plc (in accordance with customary practice for UK companies).
19. To approve the disapplication of pre-emption rights in relation to the allotment of new shares by Carnival plc (in accordance with customary practice for UK companies).
20. To approve a general authority for Carnival plc to buy back Carnival plc ordinary shares in the open market (in accordance with legal requirements applicable to UK companies desiring to implement share buy back programs).
21. To transact such other business as may properly come before the meeting.

Record Date:

The Board of Directors set February 6, 2017 as the record date for the Carnival Corporation meeting. This means that our shareholders as of the close of business on that date are entitled to receive this notice of the meeting and vote their shares.

How to Vote:

Your vote is important. Please review the proxy materials for the 2017 Annual Meeting of Carnival Corporation Shareholders and follow the instructions on page 2.

Audio Replay of the Meeting:

If you are unable to attend the meeting in person, you can listen to an audio replay of the business portion of the Annual Meetings by visiting the Financial Information tab of the Investor Relations section of our website at www.carnivalcorp.com or www.carnivalplc.com shortly after the meetings. Then, click on Webcasts/Presentations and follow the instructions provided.

Meeting Admission Requirements:

Attendance at the meeting is limited to shareholders and their duly appointed proxies or corporate representatives. Each attendee may be asked to present valid government-issued picture identification, such as a driver's license or passport. Shareholders holding shares in brokerage accounts ("under a street name") will need to bring a copy of a brokerage statement reflecting share ownership as of the record date (February 6, 2017). Due to security measures, all bags will be subject to search, and all persons who attend the meeting will be subject to a metal detector and/or a hand wand search. We will be unable to admit anyone who does not comply with these security procedures.

On behalf of the Board of Directors

A handwritten signature in black ink, appearing to be 'AP', written in a cursive style.

ARNALDO PEREZ
General Counsel & Secretary

Carnival Corporation is continuing to take advantage of U.S. Securities and Exchange Commission ("SEC") rules that allow it to deliver proxy materials over the Internet. Under these rules, Carnival Corporation is sending its shareholders a one-page notice regarding the Internet availability of proxy materials instead of a full set of proxy materials, unless they previously requested to receive printed copies. If you receive this one-page notice, you will not receive printed copies of the proxy materials unless you specifically request them. Instead, this notice tells you how to access and review on the Internet all of the important information contained in the proxy materials. This notice also tells you how to submit your proxy card on the Internet and how to request to receive a printed copy of the proxy materials. All Carnival Corporation shareholders are urged to follow the instructions in the notice and submit their votes using one of the voting methods described in the proxy materials. If you receive a printed copy of the proxy materials, the accompanying envelope for return of the proxy card requires no postage. Any shareholder attending the meeting in London may personally vote on all matters that are considered, in which event the previously submitted proxy will be revoked.

THIS NOTICE OF ANNUAL GENERAL MEETING IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THE PROPOSALS REFERRED TO IN THIS DOCUMENT OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISOR AUTHORIZED UNDER THE UK FINANCIAL SERVICES AND MARKETS ACT 2000.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL YOUR SHARES IN CARNIVAL PLC, PLEASE SEND THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.



(incorporated and registered in England and Wales under number 4039524)

**Carnival House
100 Harbour Parade
Southampton SO15 1ST
United Kingdom**

NOTICE OF 2017 ANNUAL GENERAL MEETING OF CARNIVAL PLC SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an ANNUAL GENERAL MEETING of Carnival plc will be held at The Dorchester, 53 Park Lane, Mayfair, London W1K 1QA, United Kingdom on Wednesday, April 5, 2017 at 9:30 a.m. (BST), for the purpose of considering and, if thought fit, passing the resolutions described below:

- Proposals 1 through 18 will be proposed as ordinary resolutions. For ordinary resolutions, the required majority is more than 50% of the combined votes cast at this meeting and Carnival Corporation's Annual Meeting.
- Proposals 19 and 20 will be proposed as special resolutions. For special resolutions, the required majority is not less than 75% of the combined votes cast at this meeting and Carnival Corporation's Annual Meeting.

Election or Re-election of ten Directors named in this Proxy Statement

1. To re-elect Micky Arison as a Director of Carnival Corporation and as a Director of Carnival plc.
2. To re-elect Sir Jonathon Band as a Director of Carnival Corporation and as a Director of Carnival plc.
3. To elect Helen Deeble as a Director of Carnival Corporation and as a Director of Carnival plc.

4. To re-elect Arnold W. Donald as a Director of Carnival Corporation and as a Director of Carnival plc.
5. To re-elect Richard J. Glasier as a Director of Carnival Corporation and as a Director of Carnival plc.
6. To re-elect Debra Kelly-Ennis as a Director of Carnival Corporation and as a Director of Carnival plc.
7. To re-elect Sir John Parker as a Director of Carnival Corporation and as a Director of Carnival plc.
8. To re-elect Stuart Subotnick as a Director of Carnival Corporation and as a Director of Carnival plc.
9. To re-elect Laura Weil as a Director of Carnival Corporation and as a Director of Carnival plc.
10. To re-elect Randall J. Weisenburger as a Director of Carnival Corporation and as a Director of Carnival plc.

Executive Compensation

11. To hold a (non-binding) advisory vote to approve executive compensation (in accordance with legal requirements applicable to U.S. companies).
12. To hold a (non-binding) advisory vote to determine how frequently the shareholders of Carnival Corporation & plc should be provided with a non-binding advisory vote to approve executive compensation (in accordance with legal requirements applicable to U.S. companies).

Directors' Remuneration Report

13. To approve the Carnival plc Directors' Remuneration Report (other than the Carnival plc Directors' Remuneration Policy set out in Section B of Part II of the Carnival plc Directors' Remuneration Report) as set out in the annual report for the year ended November 30, 2016.
14. To approve the Carnival plc Directors' Remuneration Policy set out in Section B of Part II of the Carnival plc Directors' Remuneration Report as set out in the annual report for the year ended November 30, 2016.

Re-appointment and remuneration of Carnival plc auditors and ratification of Carnival Corporation auditors

15. To re-appoint the UK firm of PricewaterhouseCoopers LLP as independent auditors of Carnival plc and to ratify the selection of the U.S. firm of PricewaterhouseCoopers LLP as the independent registered certified public accounting firm of Carnival Corporation.
16. To authorize the Audit Committee of the Board of Directors of Carnival plc to agree the remuneration of the independent auditors of Carnival plc.

Accounts and Reports

17. To receive the UK accounts and the reports of the Directors and auditors of Carnival plc for the year ended November 30, 2016.

Allotment of shares

18. THAT the Directors of Carnival plc be and they are hereby authorized to allot shares in Carnival plc and to grant rights to subscribe for or convert any security into shares in Carnival plc:
 - (a) up to a nominal amount of \$119,541,296 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
 - (b) up to a nominal amount of \$239,082,592 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors of Carnival plc otherwise consider necessary,

and so that the Directors of Carnival plc may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of next year's Carnival plc Annual General Meeting (or, if earlier, until the close of business on July 4, 2018) but, in each case, during this period Carnival plc may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors of Carnival plc may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Disapplication of pre-emption rights

19. THAT, subject to Proposal 18 passing, the Directors of Carnival plc be given power to allot equity securities (as defined in the UK Companies Act 2006 (the "Companies Act 2006")) for cash under the authority given by that resolution and/or to sell ordinary shares held by Carnival plc as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Proposal 17, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors of Carnival plc otherwise consider necessary,

and so that the Directors of Carnival plc may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of Proposal 18 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of \$17,931,194,

such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on July 4, 2018) but, in each case, during this period Carnival plc may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors of Carnival plc may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

General authority to buy back Carnival plc ordinary shares

20. THAT Carnival plc be and is generally and unconditionally authorized to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of \$1.66 each in the capital of Carnival plc subject to the following conditions:

- (a) the maximum number of ordinary shares authorized to be acquired is 21,603,849;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is \$1.66;

- (c) the maximum price which may be paid for an ordinary share is an amount (exclusive of expenses) equal to the higher of (1) 105% of the average middle market quotation for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (2) the higher of the last independent trade and the highest current independent bid for an ordinary share as derived from the London Stock Exchange trading service at the time the purchase is carried out; and
- (d) unless previously revoked or renewed, this authority shall expire on the earlier of (i) the conclusion of the Annual General Meeting of Carnival plc to be held in 2018 and (ii) 18 months from the date of this resolution (except in relation to the purchase of ordinary shares, the contract of which was entered into before the expiry of such authority).

By Order of the Board



Arnaldo Perez
Company Secretary
January 30, 2017

Registered Office:

Carnival House
100 Harbour Parade
Southampton SO15 1ST

Voting Arrangements for Carnival plc Shareholders

Carnival plc shareholders can vote in either of two ways:

- by attending the meeting and voting in person or, in the case of corporate shareholders, by corporate representatives; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form enclosed with this Notice of Annual General Meeting.

Voting in person

If you come to the Annual General Meeting, please bring the attendance card (attached to the enclosed proxy form) with you. This will mean you can register more quickly.

In order to attend and vote at the Annual General Meeting, a corporate shareholder may appoint one or more individuals to act as its representative. The appointment must comply with the requirements of Section 323 of the Companies Act 2006. Each representative should bring evidence of their appointment, including any authority under which it is signed, to the meeting. If you are a corporation and are considering appointing a corporate representative to represent you and vote your shareholding in Carnival plc at the Annual General Meeting, you are strongly encouraged to pre-register your corporate representative to make registration on the day of the meeting more efficient. In order to pre-register, please email your Letter of Representation to Carnival plc's registrars, Equiniti Limited, at proxy.votes@equiniti.com.

Voting by proxy

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote in his or her stead. A proxy need not be a shareholder of Carnival plc. A shareholder may appoint more than one proxy provided that each proxy is appointed to

exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please follow the notes contained in the proxy form. A person who is nominated to enjoy information rights in accordance with Section 146 of the Companies Act 2006, but who is not a shareholder, is not entitled to appoint a proxy.

If you are a person nominated to enjoy information rights in accordance with Section 146 of the Companies Act 2006 you may have a right under an agreement between you and the member by whom you were nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If you have no such right, or you have such a right but do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

To be effective, a duly completed proxy form and the authority (if any) under which it is signed, or a notarially certified copy of such authority, must be deposited (whether delivered personally or by post) at the offices of Carnival plc's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom as soon as possible and in any event no later than 9:30 a.m. (BST) on April 3, 2017. Alternatively, a proxy vote may be submitted via the Internet in accordance with the instructions set out on the proxy form.

In the case of joint registered holders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which names stand on the register of shareholders of Carnival plc in respect of the relevant joint holding.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual, which can be viewed at www.euroclear.com. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Carnival plc may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Shareholders who are entitled to vote

Carnival plc, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of Carnival plc at 6:30 p.m. (BST) on

April 3, 2017 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members after 6:30 p.m. (BST) on April 3, 2017 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Any shareholder attending the meeting has the right to ask questions. Carnival plc must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of Carnival plc or the good order of the meeting that the question be answered.

Documents available for inspection

Copies of all service agreements (including letters of appointment) between each Director and Carnival plc will be available for inspection during normal business hours on any weekday (public holidays excluded) at the registered office of Carnival plc from the date of this notice until and including the date of the meeting and at the place of the meeting for at least 15 minutes prior to and during the meeting.

* * *

There are 20 Proposals that require shareholder approval at the Annual Meeting this year. The Directors unanimously recommend that you vote in favor of Proposals 1 through 11 and 13 through 20 (inclusive) and, in the case of Proposal 12, that you vote in favor of the vote to approve the compensation of our Named Executive Officers occurring on an annual basis. The Directors encourage you to submit your vote using one of the voting methods described herein. Submitting your voting instructions by any of these methods will not affect your right to attend the meeting in person should you so choose.

Website materials

This Proxy Statement and other information required by Section 311A of the Companies Act 2006 have been posted on our website at www.carnivalcorp.com and www.carnivalplc.com.

Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require Carnival plc to publish on a website a statement setting out any matter relating to: (i) the audit of Carnival plc's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of Carnival plc ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. Carnival plc may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where Carnival plc is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to Carnival plc's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that Carnival plc has been required under Section 527 of the Companies Act 2006 to publish on a website.

PROXY STATEMENT

The Board of Directors of each of Carnival Corporation and Carnival plc (together, "Carnival Corporation & plc," "we," "our" or "us") is providing these proxy materials to you in connection with our joint Annual Meetings of Shareholders on Wednesday, April 5, 2017. The Annual Meetings will be held at The Dorchester, 53 Park Lane, Mayfair, London W1K 1QA, United Kingdom. The meetings will commence at 9:30 a.m., local time, and although technically two separate meetings (the Carnival plc meeting will begin first), shareholders of Carnival Corporation may attend the Carnival plc meeting and vice-versa.

We are furnishing the proxy materials to shareholders on or about February 24, 2017.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETINGS TO BE HELD ON APRIL 5, 2017

The Notice of Annual Meetings, Proxy Statement and the Annual Report are available at www.carnivalcorp.com and www.carnivalplc.com.

GOVERNANCE

We are committed to governance policies and practices so that shareholder and other stakeholder interests are represented in a thoughtful and independent manner. Sound principles of corporate governance are critical to obtaining and retaining the trust of investors. They are also vital in securing respect from other key stakeholders and interested parties, including employees, our guests, suppliers, the communities in which we conduct business, government officials and the public-at-large.

Carnival Corporation and Carnival plc operate under a dual-listed company structure with primary stock listings in the United States and the United Kingdom. Accordingly, we have implemented a single corporate governance framework consistent, to the extent possible, with the governance practices and requirements of both countries. While there are customs or practices that differ between the two countries, we believe our corporate governance framework effectively addresses the corporate governance requirements of both the United States and the United Kingdom.

Our corporate governance principles are set forth in our Corporate Governance Guidelines and the charters of our Board Committees. The actions described in these documents, which the Boards have reviewed and approved, implement applicable requirements, including the New York Stock Exchange listing requirements and, to the extent practicable, the UK Corporate Governance Code published by the UK Financial Reporting Council in September 2014 (the “UK Corporate Governance Code”), as well our own vision of good governance.

We will continue to monitor governance developments in the United States and the United Kingdom to ensure a vigorous and effective corporate governance framework of the highest international standards.

Our Corporate Governance Guidelines, copies of the charters of our Board Committees and our organizational documents are available under the “Governance” section of our website at www.carnivalcorp.com and www.carnivalplc.com.

PROPOSALS 1-10 ELECTION OR RE-ELECTION OF DIRECTORS

The Boards are elected by the shareholders to exercise business judgment to act in what they reasonably believe to be in the best interests of Carnival Corporation & plc and their shareholders. The Boards select and oversee the members of senior management, who are charged by the Boards with conducting the business of the company.

Nominations of Directors

Carnival Corporation and Carnival plc are two separate legal entities and, therefore, each has a separate Board of Directors, each of which in turn has its own Nominating & Governance Committee. As the dual-listed company (“DLC”) arrangement requires that there be identical Boards of Directors, the Nominating & Governance Committees make one set of determinations in relation to both companies.

The Nominating & Governance Committees actively seek individuals qualified to become Board members and recommend to the Boards the nominees to stand for election as Directors at the Annual Meetings of Shareholders or, if applicable, at a Special Meeting of Shareholders.

GOVERNANCE

Election or Re-Election of Directors

When evaluating prospective candidates for Director, regardless of the source of the nomination, the Nominating & Governance Committees will consider, in accordance with their charters, such factors as they deem appropriate, including, but not limited to:

- the candidate's judgment
- the candidate's skill
- diversity considerations
- the candidate's experience with businesses and other organizations of comparable size
- the interplay of the candidate's experience with the experience of other Board members
- the extent to which the candidate would be a desirable addition to the Boards and any Committees of the Boards

Our Corporate Governance Guidelines dictate that diversity should be considered by the Nominating & Governance Committees in the director identification and nomination process. This means that the Nominating & Governance Committees seek nominees who bring a variety of business backgrounds, experiences and perspectives to the Boards. The Boards believe that the backgrounds and qualifications of the Directors, considered as a group, should provide a broad diversity of experience, professions, skills, geographic representations, knowledge and abilities that will allow the Boards to fulfill their responsibilities and the Nominating & Governance Committees assess the effectiveness of this approach as part of the annual evaluations of our Boards of Directors.

As of the date of this Proxy Statement, 30% of the members of the Boards are women (being three of ten members).

The Nominating & Governance Committees will also use their best efforts to see that the composition of the Boards adheres to the independence requirements applicable to companies listed for trading on the New York Stock Exchange and the London Stock Exchange. The Nominating & Governance Committees may consider candidates proposed by management, but are not required to do so. Other than the foregoing, there are no stated minimum criteria for Director nominees.

The Nominating & Governance Committees identify nominees by first evaluating the current members of the Boards willing to continue in service. As part of director succession planning, current members of the Boards with skills and experience that are relevant to our business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the Boards with that of obtaining a new perspective. If any member of the Boards does not wish to continue in service or if the Nominating & Governance Committees or the Boards decide not to re-nominate a member for re-election, the Nominating & Governance Committees identify the desired skills and experience of a new nominee in light of the criteria above. Current members of the Nominating & Governance Committees and the Boards are polled for suggestions as to individuals meeting the criteria of the Nominating & Governance Committees. Helen Deeble was identified as a potential board member by an independent board member. The Nominating & Governance Committees engage a third party search firm to identify and attract potential nominees.

2017 Nominees for Election or Re-Election to the Boards

The DLC arrangement requires the Boards of Carnival Corporation and Carnival plc to be identical. Shareholders are required to approve the election or re-election of Directors to each Board. There are ten nominees for election or re-election to each Board of Directors. Each nominee currently serves as a Director of both companies. All nominees for Director are to be elected or re-elected to serve until the next Annual Meeting and until their successors are elected.

With respect to each Board nominee set forth below, the information presented includes such person's age, the year in which such person first became a Director, any other position held with Carnival

Corporation and Carnival plc, such person's principal occupations during at least the past five years, any directorships held by such nominee in public or certain other companies over the past five years and the nominee's qualifications, including particular areas of expertise, to serve as a Director.

The Nominating & Governance Committees conducted performance evaluations on the members of our Boards of Directors serving during fiscal 2016 and reported the results to the Boards. The Boards determined that each nominee was an effective and committed member of the Boards and the Board Committees on which each serves. In addition, in January 2016, the Nominating & Governance Committees engaged a third-party governance expert to perform an assessment of the effectiveness of the Boards during 2016. The third-party governance expert interviewed each Director and members of senior management who interact substantially with the Boards, reviewed the results of the assessment with the Senior Independent Director, and then organized and summarized the assessment for discussion with the full Boards.

Accordingly, the Boards of Directors unanimously recommend a vote FOR the election or re-election of each of the following Director nominees:

Micky Arison



Carnival Corporation
Director since 1987

Carnival plc Director
since 2003

Age: 67

Mr. Arison has been Chairman of the Board of Directors of Carnival Corporation since 1990. He has been Chairman of the Board of Directors of Carnival plc since 2003. He was Chief Executive Officer of Carnival Corporation (formerly known as Carnival Cruise Lines) from 1979 to 2013 and was Chief Executive Officer of Carnival plc from 2003 to 2013.

Board Committees: Executive

Other Public Company Boards: None

Qualifications:

Mr. Arison's qualifications to serve on the Boards include his decades of leadership experience with Carnival Corporation & plc, as well as in-depth knowledge of our business, our history and the cruise industry, all gained through more than 45 years of service with our companies.

Sir Jonathon Band



Carnival Corporation
Director since 2010

Carnival plc Director
since 2010

Age: 67

Sir Jonathon has been a Director of Carnival Corporation and Carnival plc since 2010. He served in the British Navy from 1967 until his retirement in 2009, having served as First Sea Lord and Chief of Naval Staff, the most senior officer position in the British Navy, until 2009. He was a Director of Lockheed Martin UK Limited from 2010 to 2015.

Board Committees: HESS

Other Public Company Boards: None

Qualifications:

Sir Jonathon's qualifications to serve on the Boards include his extensive experience in maritime and security matters gained through his 42 years of service with the British Navy. He also brings an international perspective of company and industry matters.

GOVERNANCE

Election or Re-Election of Directors

Helen Deeble



Carnival Corporation
Director since July 2016

Carnival plc Director
since July 2016

Age: 55

Ms. Deeble has been the Chief Executive Officer of P&O Ferries Division Holdings Ltd., a pan-European shipping and logistics business, since 2006. She is also a Non-Executive Director of the Port of London Authority, The Standard Club Ltd. and the UK Chamber of Shipping.

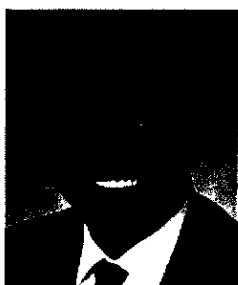
Board Committees: HESS

Other Public Company Boards: None

Qualifications:

Ms. Deeble's qualifications to serve on the Boards include her more than 30 years' experience in retail, transport, logistics and leisure sectors in finance and general management roles. She is also a UK Chartered Accountant.

Arnold W. Donald



Carnival Corporation
Director since 2001

Carnival plc Director
since 2003

Age: 62

Mr. Donald has been President and Chief Executive Officer of Carnival Corporation & plc since 2013. He was President and Chief Executive Officer of The Executive Leadership Council, a professional network of African-American executives of major U.S. companies, from 2010 to 2012. He previously served as President and Chief Executive Officer of the Juvenile Diabetes Research Foundation International from 2006 to 2008. From 2000 to 2005, Mr. Donald was the Chairman of the Board of Merisant Company, a manufacturer and marketer of tabletop sweetener products, including the Equal® and Canderel® brands. From 2000 to 2003, he was also the Chief Executive Officer of Merisant Company. From 1998 to 2000, he was Senior Vice-President of Monsanto Company, a company which develops agricultural products and consumer goods, and President of its nutrition and consumer sector. Prior to that he was President of Monsanto Company's agricultural sector. He previously served as a Director of Oil-Dri Corporation of America from 1997 to 2013 and The Laclede Group, Inc. from 2003 to 2014.

Board Committees: Executive

Other Public Company Boards: Bank of America Corporation (since 2013); and Crown Holdings, Inc. (since 1999)

Qualifications:

Mr. Donald's qualifications to serve on the Boards include his broad leadership and other executive skills gained through his prior executive leadership experience with a Fortune-100 science-based research and development, manufacturing and marketing company, a privately held company with global operations, and as head of a large international research-based not-for-profit corporation. He also has broad experience in corporate governance, having served as a Director, past and present, of a number of other publicly-traded companies.

GOVERNANCE

Election or Re-Election of Directors

Richard J. Glasier



Carnival Corporation
Director since 2004

Carnival plc Director
since 2004

Age: 71

Mr. Glasier was President of Argosy Gaming Company, an owner and operator of casinos, from 2002 to 2005, and its Chief Executive Officer from 2003 until 2005. From 1995 to 2002, Mr. Glasier was Executive Vice President and Chief Financial Officer of Royal Caribbean Cruises Ltd.

Board Committees: Audit (Chair), Compensation and Nominating & Governance

Other Public Company Boards: None

Qualifications:

Mr. Glasier's qualifications to serve on the Boards include significant cruise industry experience as a senior financial officer of a major cruise line, as well as his managerial and corporate governance expertise acquired as the Chief Executive Officer of a New York Stock Exchange-listed operator of hotels and casinos, and as a Director of other public companies.

Debra Kelly-Ennis



Carnival Corporation
Director since 2012

Carnival plc Director
since 2012

Age: 60

Ms. Kelly-Ennis was President and Chief Executive Officer of Diageo Canada, Inc., a subsidiary of Diageo plc, a global spirits, wine and beer company, from 2008 to 2012. From 2005 to 2008, she was Chief Marketing Officer for Diageo North America Inc., another subsidiary of Diageo plc. Ms. Kelly-Ennis has also held marketing, sales and general management positions with leading companies such as RJR/Nabisco, Inc., The Coca-Cola Company, General Motors Corporation and Grand Metropolitan PLC. She has been honored as one of the Top 100 Most Powerful Women in Canada in 2012, 2011, 2010 and 2009 and was named Leading Chief Executive Officer in 2010 by the Toronto Human Resources Professional Association. She served as a Director of Hertz Global Holdings, Inc. from 2013 to 2015 and Pulte Group, Inc. from 1997 to 2016.

Board Committees: HESS

Other Public Company Boards: Altria Group, Inc. (since 2013)

Qualifications:

Ms. Kelly-Ennis's qualifications to serve on the Boards include her extensive marketing and practical managerial experience gained through 30 years of working with consumer brand corporations, as well as many years of public company board experience.

GOVERNANCE

Election or Re-Election of Directors

Sir John Parker



Carnival Corporation
Director since 2003

Carnival plc Director
since 2000

Age: 74

Sir John was the Non-Executive Chairman of National Grid plc from 2002 until 2012. From 2007 to 2009, he served as Non-Executive Chairman of Mondi plc. He was formerly Senior Non-Executive Director of the Court of the Bank of England, a Non-Executive Director of GKN plc, Brambles Industries plc, BG Group plc, and DP World Limited. He was Chairman of Babcock International Group plc, RMC Group plc and P&O Group plc, a President of the Royal Institution of Naval Architects, a member of the Prime Minister's Business Council for Britain and Chancellor of the University of Southampton. He was President of the Royal Academy of Engineering from 2011 until 2014. Sir John has been a member of the General Committee of Lloyds Register of Shipping since 1983 and was Chairman of its Technical Committee from 1993 until 2002.

Board Committees: HESS (Chair) and Nominating & Governance

Other Public Company Boards: Airbus Group NV (since 2007); Anglo American plc (since 2009); and Pennon Group plc (since 2015)

Qualifications:

Sir John's qualifications to serve on the Boards include his extensive international background and wealth of corporate experience. His past and present service as a Non-Executive Director of a number of listed UK companies provides the Boards with invaluable knowledge and insight with respect to UK corporate governance policies and practices. In addition, Sir John, as a qualified naval architect and former head of a major shipbuilding company, is very experienced in the design, construction and operation of ships.

Stuart Subotnick



Carnival Corporation
Director since 1987

Carnival plc Director
since 2003

Age: 75

Mr. Subotnick has been President and Chief Executive Officer of Metromedia Company, a privately held diversified Delaware general partnership, since 2010, having previously served as its General Partner and Executive Vice President since 1986. He previously served as a Director of AboveNet, Inc. from 1997 to 2012.

Board Committees: Audit, Executive and Nominating & Governance (Chair)

Other Public Company Boards: None

Qualifications:

Mr. Subotnick's qualifications to serve on the Boards include his significant experience in financing, investing and general business matters, as well as his past experience with us, which are important to the Boards when reviewing our investor relations, assessing potential financings and strategies, and otherwise evaluating our business decisions.

Laura Weil



Carnival Corporation
Director since 2007

Carnival plc Director
since 2007

Age: 60

Ms. Weil is the Founder and has been the Managing Partner of Village Lane Advisory LLC, which specializes in providing executive and strategic consulting services to retailers as well as private equity firms, since May 2015. She was the Executive Vice President and Chief Operating Officer of New York & Company, Inc., a women's apparel and accessories retailer, from 2012 to 2014, having served as an Executive Consultant since 2012. Ms. Weil was the Chief Executive Officer of Ashley Stewart LLC, a privately held retailer, from 2010 to 2011. Ms. Weil was the Chief Executive Officer of Urban Brands, Inc., a privately held apparel retailer, from 2009 to 2010. Urban Brands, Inc. filed for Chapter 11 bankruptcy protection in 2010. Ashley Stewart LLC, the retail chain operated by Urban Brands, Inc., emerged from bankruptcy in 2010. Ms. Weil was the Chief Operating Officer and Senior Executive Vice President of AnnTaylor Stores Corporation, a women's apparel company, from 2005 to 2006. From 1995 to 2005, she was the Chief Financial Officer and Executive Vice President of American Eagle Outfitters, Inc., a clothing retailer.

Board Committees: Audit and Compensation

Other Public Company Boards: Christopher & Banks Corporation (since 2016)

Qualifications:

Ms. Weil's qualifications to serve on the Boards include her extensive financial, information technology and operating skills developed over many years as an investment banker and senior financial operating executive. Ms. Weil also brings significant experience in global e-commerce and consumer strategies from her leadership experience with a multi-billion dollar New York Stock Exchange-listed retailer.

Randall J. Weisenburger



Carnival Corporation
Director since 2009

Carnival plc Director
since 2009

Age: 58

Mr. Weisenburger has been the Managing Member of Mile26 Capital LLC, a private investment firm, since October 2015. He was the Executive Vice President and Chief Financial Officer of Omnicom Group Inc., a Fortune-250 global advertising, marketing and corporate communications company, from 1998 to 2014.

Board Committees: Audit; Compensation (Chair) and Nominating & Governance

Other Public Company Boards: Valero Energy Corporation (since 2011)

Qualifications:

Mr. Weisenburger's qualifications to serve on the Boards include his broad leadership and operational skills gained as a senior executive of a large multinational corporation and his extensive financial and accounting skills acquired as an investment banker and senior financial operating executive.

GOVERNANCE

Board and Committee Governance

BOARD AND COMMITTEE GOVERNANCE

Board Meetings

During the year ended November 30, 2016, the Board of Directors of each of Carnival Corporation and Carnival plc held a total of seven meetings. Each Carnival Corporation Director and each Carnival plc Director attended either telephonically or in person at least 75% of all Carnival Corporation & plc Board of Directors and applicable Board Committee meetings held during the period that he or she served.

Our Corporate Governance Guidelines provide that our Non-Executive Directors, all of whom are currently independent, will meet privately in executive session at least quarterly. Our Non-Executive Directors, acting in executive session, elected Mr. Subotnick as the Presiding Director to preside at these meetings. Mr. Subotnick also acts as the Senior Independent Director under the UK Corporate Governance Code.

All Board members are expected to attend our Annual Meetings of Shareholders. At the 2016 Annual Meetings, all incumbent Board members of each company were in attendance.

Board Committees

The Boards delegate various responsibilities and authority to different Board Committees. The Board Committees regularly report on their activities and actions to the full Boards. The Board of Directors of each of Carnival Corporation and Carnival plc has established standing Committees, which are each comprised of the same Directors for each company, as follows:

- Audit
- Compensation
- Executive
- Health, Environmental, Safety & Security ("HESS")
- Nominating & Governance

Each Board Committee periodically reviews its charter in light of new developments in applicable regulations and may make additional recommendations to the Boards to reflect evolving best practices. Each Board Committee can engage outside experts, advisors, and counsel to assist the Committee in its work.

The current Board Committee members are as follows:

Name	Board Committees				
	Audit	Compensation	Executive	HESS	Nominating & Governance
Micky Arison	—	—	Chair	—	—
Helen Deeble	—	—	—	X	—
Richard J. Glasier	Chair	X	—	—	X
Sir John Parker	—	—	—	Chair	X
Laura Weil	X	X	—	—	—
Number of Board Committee meetings in fiscal 2016	11	4	0	6	4

Audit Committees The Audit Committees assist the Boards in their general oversight of our financial reporting, internal controls and audit functions, and are responsible for the appointment, retention, compensation, and oversight of the work of our independent auditors and our independent registered certified public accounting firm. The Board of Directors of Carnival Corporation has determined that each member of the Audit Committees is both “independent” and an “audit committee financial expert,” as defined by SEC rules. In addition, the Board of Directors of Carnival plc has determined that each member of the Audit Committees has “recent and relevant financial experience” for the purposes of the UK Corporate Governance Code. The Boards determined that each member of the Audit Committees has sufficient knowledge in reading and understanding the company’s financial statements to serve on the Audit Committees. The responsibilities and activities of the Audit Committees are described in detail in “Report of the Audit Committees” and the Audit Committees’ charter.

Compensation Committees The Compensation Committees have authority for reviewing and determining salaries, performance-based incentives, and other matters related to the compensation of our executive officers, and administering our stock incentive plans, including reviewing and granting equity-based grants to our executive officers and other employees. The Compensation Committees also review and determine various other compensation policies and matters, including making recommendations to the Boards with respect to the compensation of the Non-Executive (non-employee) Directors, incentive compensation and equity-based plans generally, and administering the employee stock purchase plans. For more information on the responsibilities and activities of the Compensation Committees, including the Committees’ processes for determining executive compensation, see “Compensation Discussion and Analysis,” “Executive Compensation” and the Compensation Committees’ charter.

Executive Committees. The Executive Committees may exercise the authority of the full Boards between meetings of the Boards, except to the extent that the Boards have delegated authority to another Committee or to other persons, and except as limited by applicable law.

HESS Committees. The HESS Committees review and recommend policies relative to the protection of the environment and the health, safety and security of employees, contractors, guests and the public. The HESS Committees also supervise and monitor health, environmental, safety, security and sustainability policies and programs and review with management significant risks or exposures and actions required to minimize such risks. For more information on the responsibilities and activities of the HESS Committees, see the HESS Committees’ charter.

Nominating & Governance Committees. The Nominating & Governance Committees review and report to the Boards on a periodic basis with regard to matters of corporate governance, including succession planning. The Nominating & Governance Committees also review and assess the effectiveness of our Corporate Governance Guidelines, make recommendations to the Boards regarding proposed revisions to these guidelines, and make recommendations to the Boards regarding the size and composition of the Boards and their Committees. For more information on the responsibilities and activities of the Nominating & Governance Committees, see “Nominations of Directors,” “Procedures Regarding Director Candidates Recommended by Shareholders” and the Nominating & Governance Committees’ charter.

Additional information with respect to Carnival plc’s corporate governance practices during fiscal 2016 is included in the Carnival plc Corporate Governance Report attached to this Proxy Statement as Annex C.

Board and Committee Independence

A majority of the Directors of each company, all of our Non-Executive Directors and all of the members of the Audit Committees, Compensation Committees, HESS Committees and Nominating &

GOVERNANCE

Board and Committee Governance

Governance Committees of each company are independent (as defined by the listing standards of the New York Stock Exchange, SEC rules and the UK Corporate Governance Code). In addition, all members of the Audit Committees and Compensation Committees meet the heightened independence criteria applicable to Directors serving on those Committees under SEC rules and New York Stock Exchange listing standards.

Risk Oversight

The Boards of Directors have overall responsibility for the Carnival Corporation & plc Enterprise Risk Management Program, which is designed to support the Boards by providing insights related to risk identification and mitigation.

Our Boards use their Committees to assist in their risk oversight function as follows:

- Our Audit Committees are responsible for oversight of our financial and non-HESS controls and compliance activities. The Audit Committees also oversee management's processes to identify and quantify the material risks facing Carnival Corporation & plc. In connection with its risk oversight role, the Audit Committees regularly meet privately with representatives from our independent registered certified public accounting firm, the Chief Audit Officer and the General Counsel.
- Our Compensation Committees are responsible for oversight of risk associated with our executive compensation structure, policies and programs.
- Our HESS Committees are responsible for oversight of risk associated with the health, environment, safety and security of employees, contractors, guests and the public.
- Our Nominating & Governance Committees are responsible for oversight of risk associated with Board processes and corporate governance, including succession planning.

Each Committee Chairperson presents on its area of risk oversight to the full Boards for review.

Discussions with the Boards regarding the Carnival Corporation & plc strategic plan, consolidated business results, capital structure, and other business-related activities include a discussion of the risks associated with the particular item under consideration. This oversight includes briefings by management, review of audit results and corrective actions, and results of risk assessment and risk monitoring activities.

The Boards believe that the structure and assigned responsibilities provides the appropriate focus, oversight and communication of principal risks faced by our companies.

Compensation Risk Assessment

In 2011, Carnival Corporation & plc's management, in conjunction with the Compensation Committees' independent compensation consultant, Frederic W. Cook & Co., Inc. ("FW Cook"), conducted a thorough review of our compensation programs, including those programs in which our Named Executive Officers participate, to determine if aspects of those programs contribute to excessive risk-taking. Based on the findings from this review and the annual reassessment, the Compensation Committees continue to believe that our compensation policies and practices do not encourage excessive risk-taking and are not reasonably likely to have a material adverse effect on Carnival Corporation & plc.

To reach this conclusion, key elements of our compensation programs were assessed to determine if they exhibited excessive risk. These elements included pay mix (cash vs. equity) and pay structure (short vs. long-term focus), performance metrics, performance goals and ranges, the degree of leverage, incentive maximums, payment timing, incentive adjustments, use of discretion and stock ownership requirements. Our assessment reinforced the Compensation Committees' belief that our

compensation programs are not contributing to excessive risk-taking, but instead contain many features and elements that help to mitigate risk. For example:

- *Pay Structure:* Our compensation programs emphasize both short- and long-term performance through our annual bonus program (delivered in cash) and through the delivery of long-term incentives (equity) in a balanced approach (approximately 50% through base salary and bonus and 50% in long-term equity grants). The mix of our pay program is intended to motivate management to consider the impact of decisions on shareholders in the short, intermediate and long-term.
- *Incentive Limits:* Our annual bonus plans do not allow for unlimited payouts. Bonus awards cannot exceed 200% of target levels. The performance-based share grants made in 2016 limit the payouts to 200% of target, inclusive of the impact of the total shareholder return ("TSR") modifier, if applicable.
- *Performance-Based Share Grants:* To strengthen the relationship between pay and performance, all of our equity grants to senior executives for fiscal 2016 service have been in the form of performance-based share grants.
- *Performance Measurement:* For corporate officers, the performance measurement used when determining their annual bonus is based on the performance of Carnival Corporation & plc. For officers of our operating units, the performance measurements used when determining their bonus is based 50% on the performance of their operating unit, with the remaining balance being based on the performance of Carnival Corporation & plc to enable a continued focus on the overall success of Carnival Corporation & plc.
- *Stock Ownership Guidelines:* All of our senior executives who are designated as reporting officers under Section 16 of the Exchange Act, including our Named Executive Officers, are subject to a Stock Ownership Policy which specifies target ownership levels of Carnival Corporation and Carnival plc shares for these officers in terms of the value of the equity holdings (including unvested restricted shares and restricted stock units ("RSUs")) as a multiple of each of these officer's base salary. The Stock Ownership Policy requires that these officers retain at least 50% of the share awards received after deducting withholding taxes, until their target ownership level is achieved.
- *Clawback Policy:* The Carnival Corporation 2011 Stock Plan (which was approved by shareholders in 2011) and the Carnival plc 2014 Employee Share Plan (which was approved by shareholders in 2014) contain a clawback policy, which authorizes us to recover incentive-based compensation granted under those plans in the event Carnival Corporation & plc is required to restate its financial statements due to fraud or misconduct. Beginning in 2014, the incentive plans used to determine annual bonuses include a clawback policy.

Corporate Governance Guidelines

Our Corporate Governance Guidelines address various governance issues and principles, including Director qualifications and responsibilities, access to management personnel, Director compensation, Director orientation and continuing education and annual performance evaluations of the Boards and Directors. Our Corporate Governance Guidelines are posted on our website at www.carnivalcorp.com and www.carnivalplc.com.

Chief Executive Officer Succession Planning

Our Boards believe that planning for the succession of our Chief Executive Officer is an important function. Our multi-brand structure enhances our succession planning process. At the corporate level, a highly-skilled management team oversees a collection of cruise brands. At both the corporate and

GOVERNANCE

Board and Committee Governance

brand levels, we continually strive to foster the professional development of senior management. As a result, Carnival Corporation & plc has developed a very experienced and strong group of leaders, with their performance subject to ongoing monitoring and evaluation, as potential successors to all of our senior executive positions, including our Chief Executive Officer.

The Boards and the Nominating & Governance Committees are responsible for succession planning, including emergency succession planning. The independent Non-Executive directors meet with the Chairman and the Chief Executive Officer (both together and individually) at least quarterly to plan for the succession of the Chief Executive Officer, including plans in the event of an emergency. During those sessions, each of the Chairman and the Chief Executive Officer discusses his recommendations of potential successors, along with an evaluation and review of any development plans for such individuals. As provided in our Corporate Governance Guidelines, the Nominating & Governance Committees will, when appropriate, make recommendations to the Boards with respect to potential successors to the Chief Executive Officer. All members of the Boards will work with the Nominating & Governance Committees to see that qualified candidates are available and that development plans are being utilized to strengthen the skills and qualifications of the candidates. When assessing the qualifications of potential successors to the Chief Executive Officer, the Boards and the Nominating & Governance Committees will take into account our business strategy as well as any other criteria they believe are relevant.

Procedures Regarding Director Candidates Recommended by Shareholders

The Nominating & Governance Committees will also consider shareholder recommendations of qualified director nominees when such recommendations are submitted in accordance with the procedures below. In order to have a nominee considered by the Nominating & Governance Committees for election at the 2018 Annual Meetings, a shareholder must provide the same information as is required for shareholders to submit Director nominations under the advance notice provision set forth in Carnival Corporation's by-laws. Specifically, any such recommendation must include, in addition to any other requirements specifically set forth in Carnival Corporation's and Carnival plc's governing documents:

- the name and address of the candidate;
- a brief biographical description, including his or her occupation and service on Boards of Directors of any public company or registered investment company for at least the last five years;
- a statement of the particular experience, qualifications, attributes or skills of the candidate, taking into account the qualification requirements set forth above; and
- the candidate's signed consent to serve as a Director if elected and to be named in the Proxy Statement.

Once we receive the recommendation, we may deliver to the candidate a questionnaire that requests additional information about the candidate's independence, qualifications and other matters that would assist the Nominating & Governance Committees in evaluating the candidate, as well as certain information that must be disclosed about the candidate in our Proxy Statement or other regulatory filings, if nominated. Candidates must complete and return the questionnaire within the time frame provided to be considered for nomination by the Nominating & Governance Committees. For our 2018 Annual Meetings of Shareholders, the Nominating & Governance Committees will consider recommendations received by our Secretary at our headquarters no later than October 27, 2017.

Communications between Shareholders or Interested Parties and the Boards

Shareholders or interested parties who wish to communicate with the Boards, the Presiding Director, the Non-Executive Directors as a group or any individual Director should address their communications

to the attention of the Secretary of Carnival Corporation and Carnival plc at 3655 N.W. 87th Avenue, Miami, Florida 33178. The Secretary will maintain a log of all such communications, promptly forward to the Presiding Director those which the Secretary believes require immediate attention, and also periodically provide the Presiding Director with a summary of all such communications and any responsive actions taken. The Presiding Director will notify the Boards or the Chairs of the relevant Board Committees as to those matters that he believes are appropriate for further action or discussion.

Code of Business Conduct and Ethics

Carnival Corporation and Carnival plc's Code of Business Conduct and Ethics applies to all employees and members of the Boards of Carnival Corporation and Carnival plc and provides guiding principles on areas such as identifying and resolving conflicts of interest. Our Code of Business Conduct and Ethics is posted on our website at www.carnivalcorp.com and www.carnivalplc.com. The Code of Business Conduct and Ethics may be amended periodically to remain in line with best practices.

DIRECTOR COMPENSATION

During fiscal 2016, our Non-Executive Directors were entitled to receive an annual retainer of \$110,000 per year, equity compensation, as further described below, and reimbursement for travel, meals and accommodation expenses attendant to their Board membership. We do not provide retirement benefits or other benefits to our Non-Executive Directors. We reimburse Directors for travel expenses incurred for spouses or partners when we request that they attend a special event. Any amount reimbursed for spousal or partner travel is reported below in the "Director Compensation for Fiscal 2016" table. For fiscal 2016, the Presiding Director received an additional retainer of \$25,000 per annum. In addition, Non-Executive Directors receive additional compensation for serving as Chairperson of a Board Committee. Board members who are employed by us do not receive additional compensation for their services as a member of the Boards of Directors.

During fiscal 2016, the retainer for the Chairperson of Board Committees were as follows:

Board Committee	Chairperson Retainer
Audit Committees	\$30,000
Executive Committees	—
Nominating & Governance Committees	\$15,000

The Boards of Directors are committed to attracting and retaining a highly diverse, experienced and capable group of Non-Executive Directors. To that end, the compensation program for the Non-Executive Directors is evaluated annually by the Compensation Committees to ensure it is competitive.

Non-Executive Directors receive payment of their earned retainer in quarterly installments. Annual retainers are pro-rated so that adjustments can be made during the year. Unearned portions of cash retainers are forfeited upon termination of service.

Non-Executive Directors receive annual restricted share grants under the Carnival Corporation 2011 Stock Plan. In April 2016, the Non-Executive Directors received grants with a dollar value equal to approximately \$160,000. As a result, a grant of 3,102 Carnival Corporation restricted shares was made to each Non-Executive Director re-elected on April 14, 2016 based on the closing price of a share on the date re-elected of \$51.57.

GOVERNANCE

Director Compensation

Grants under the Carnival Corporation 2011 Stock Plan are released from restriction on the third anniversary of the grant date (and are not forfeitable provided the Director has served at least a full year). Grants of restricted shares have the same rights with respect to dividends and other distributions as all other outstanding shares of Carnival Corporation common stock. Generally, Non-Executive Directors will receive their annual grants initially upon their election to the Boards and subsequently at the time of their annual re-election to the Boards.

Director Compensation for Fiscal 2016

The following table details the total compensation earned by our Directors in fiscal 2016, other than Mr. Donald who is a Named Executive Officer. Mr. Donald's compensation is reflected in the section entitled "Summary Compensation Table," which follows the Compensation Discussion and Analysis. Board members who are employed by us do not receive additional compensation for their services as a member of the Boards of Directors.

Name	Fees Earned or Paid in Cash ⁽¹⁾ (\$)	Stock Awards ⁽²⁾⁽³⁾ (\$)	All Other Compensation ⁽⁴⁾ (\$)	Total (\$)
Micky Arison ⁽⁶⁾	1,000,000	—	97,161	1,097,161
Helen Deeble ⁽⁷⁾	27,500	—	—	27,500
Debra Kelly-Ennis	110,000	159,970	3,768	273,738
Stuart Subotnick	150,000	159,970	—	309,970
Randall J. Weisenburger	140,000	159,970	—	299,970

(1) Refer to the table above describing the Chairperson of the Board Committees.

(2) No stock option grants were made in fiscal 2016. Represents the grant date fair value, assuming no risk of forfeiture of the grants of Carnival Corporation restricted shares granted in fiscal 2016, calculated in accordance with Accounting Standards Codification Topic 718, "Stock Compensation" ("ASC 718"). In April 2016, each of the Non-Executive Directors received a grant of 3,102 restricted shares based on the closing price of a share on April 14, 2016, the date they were re-elected, of \$51.57. The restricted shares granted in 2016 vest on the third anniversary of the grant date. The restricted shares granted to Non-Executive Directors also vest in full upon the death or disability of the Director, and continue to vest in accordance with the original vesting schedule and are not forfeited if a Director ceases to be a Director for any other reason after having served as a Director for at least one year. All of the Directors who received grants served for all of fiscal 2016, with the exception of Ms. Deeble who was appointed in July 2016.

(3) The aggregate number of Carnival Corporation and Carnival plc restricted shares outstanding at November 30, 2016 are as follows.

Name	Unvested Restricted Shares
Sir Jonathon Band	9,686
Richard J. Glasier	9,686
Sir John Parker	9,686
Laura Weil	9,686

GOVERNANCE

Director Independence and Related Person Transactions

- (4) Benefits provided to Mr. Anson include private medical health insurance costs (\$42,648), driver and security (\$30,026), automobile lease (\$12,114) and the following other benefits: accidental death or dismemberment insurance premiums, disability insurance premiums, life insurance premiums, automobile repairs and expenses, the opportunity to travel on Carnival Corporation & plc cruise lines for reduced fares and travel and entertainment expenses (\$12,373). For the Non-Executive Directors, represents reimbursement of expenses associated with spousal or partner travel and tax gross-ups for that travel.
- (5) Represents compensation for Mr. Anson's service as Executive Chairman.
- (6) Exclusive of value-added tax.
- (7) Ms. Debble was appointed to the Boards in July 2016.

The following policies also apply to our Non-Executive Directors:

- *Stock Ownership Policy.* The stock ownership policy for Non-Executive Directors provides that all Non-Executive Directors are required to own shares (inclusive of unvested restricted shares, RSUs and shares in a trust beneficially owned by the Director) of either Carnival Corporation common stock or Carnival plc ordinary shares with a value equal to four times the cash retainer. New Directors must achieve this requirement no later than five years from the date of their initial election to the Boards by the shareholders. Each of the Non-Executive Directors elected in 2016 has already achieved this Board-mandated requirement.
- *Product Familiarization.* All Non-Executive Directors are encouraged to take a cruise for up to 14 days per year for product familiarization and pay a fare of \$35 per day for such cruises. In addition, guests traveling with the Non-Executive Director in the same stateroom are charged a fare of \$35 per day. All other charges associated with the cruise (e.g., air fares, fuel supplements, fees, taxes and other charges, gratuities, ground transfers and tours) are the responsibility of the Non-Executive Director.

Carnival plc

Additional information with respect to Carnival plc's compensation and reimbursement practices during fiscal 2016 for Non-Executive Directors is included in Part II of the Carnival plc Directors' Remuneration Report, which is attached as Annex B to this Proxy Statement.

DIRECTOR INDEPENDENCE AND RELATED PERSON TRANSACTIONS

Independence of Board Members

The Boards of Directors have determined that each of the following Directors is an "independent director" in accordance with the corporate governance rules of the New York Stock Exchange as a result of having no material relationship with Carnival Corporation & plc other than (1) serving as a Director and Board Committee member, (2) receiving related fees as disclosed in this Proxy Statement and (3) having beneficial ownership of Carnival Corporation and/or Carnival plc securities as disclosed in the section of this Proxy Statement entitled "*Share Ownership of Certain Beneficial Owners and Management*": Sir Jonathon Band, Helen Deeble, Richard J. Glasier, Debra Kelly-Ennis, Sir John Parker, Stuart Subotnick, Laura Weil and Randall J. Weisenburger.

Review and Approval of Transactions with Related Persons

Consistent with our written policies and procedures, it is our practice to review all relationships and transactions in which Carnival Corporation & plc and our Directors, nominees and executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. Our Legal and Global Accounting and Reporting Services Departments are primarily responsible for the development and implementation of processes and controls to obtain

GOVERNANCE

Director Independence and Related Person Transactions

information from the Directors, nominees and executive officers with respect to related person transactions and for then determining, based on the facts and circumstances, whether we or a related person has a direct or indirect material interest in the transaction. As required under SEC rules, transactions in which the amount involved exceeds \$120,000 in which Carnival Corporation & plc was or is to be a participant and a related person had or will have a direct or indirect material interest are disclosed in our Proxy Statement. In addition, in accordance with our Schedule of Matters Reserved to the Boards and their Committees for their Decision, the Boards review and approve or ratify any related person transaction involving (1) a Director, regardless of the amount and (2) a Non-Director Executive Officer with an aggregate value in excess of \$50,000.

In the course of its review and approval or ratification of a related person transaction, the Boards may consider factors as follows:

- the nature of the related person's interest in the transaction;
- the material terms of the transaction, including, without limitation, the amount and type of transaction;
- the importance of the transaction to the related person;
- the importance of the transaction to Carnival Corporation & plc;
- whether the transaction would impair the judgment of a Director or executive officer to act in our best interest; and
- any other matters the Boards deem appropriate.

Any member of the Boards who is a related person with respect to a transaction under review may not participate in the deliberations or vote respecting approval or ratification of the transaction, provided, however, that such Director may be counted in determining the presence of a quorum at a meeting of the Board that considers the transaction.

Transactions with Related Persons

Transactions with Micky Arison. Micky Arison, our Chairman, is also the Chairman, President and the indirect sole shareholder of FBA II, Inc., the general partner of Miami Heat Limited Partnership ("MHLP"), the owner of the Miami Heat, a professional basketball team. He is also the indirect shareholder of Basketball Properties, Inc., the general partner of Basketball Properties, Ltd. ("BPL"), the manager and operator of the American Airlines Arena. Pursuant to a three-year advertising and promotion agreement between Carnival Cruise Line, MHLP and BPL, Carnival Cruise Line paid \$507,500 during fiscal 2016. Carnival Cruise Line also paid \$40,000 during fiscal 2016 for in-game promotions to publicize Carnival Cruise Line during Miami Heat games.

In August 2015, Carnival Corporation entered into the following agreements: (i) a nonexclusive Aircraft Lease Agreement with an owner trustee under a trust agreement with AD Astra I, LLC (the "Lease Agreement") and (ii) a Services Agreement with AFO, LLC (the "Services Agreement" and together with the Services Agreement, the "Aircraft Agreements"). Both AD Astra I, LLC and AFO, LLC are companies directly or indirectly controlled by a trust of which Mr. Arison is a beneficiary.

Under the terms of the Lease Agreement, Carnival Corporation leases an aircraft owned by AD Astra I, LLC for additional flight capacity from time-to-time in exchange for an hourly rent of \$4,500 plus applicable taxes, which is based on market charter rates for similar aircraft as adjusted for costs of operations borne by Carnival Corporation (i.e., fuel, crew costs and line maintenance during its operation of the aircraft) and hourly service plan expenses.

Under the terms of the Service Agreement, Carnival Corporation provides aircraft management services to AFO, LLC with respect to the aircraft, including overseeing its operation, maintenance, and

GOVERNANCE

Director Independence and Related Person Transactions

staffing, and will be paid an annual fee of \$216,000 (which is based on market rates for similar arrangements) (the "Service Fee"). In addition, Carnival Corporation will be reimbursed for operating, maintenance and personnel costs and related third party costs incurred in connection with the services ("Service Costs"). The terms of the Aircraft Agreements are one year and renew automatically for one-year periods, unless terminated sooner by either party upon 30 days' written notice.

During fiscal 2016, Carnival Corporation paid AD Astra I, LLC \$775,100 under the Lease Agreement, and AFO, LLC paid Carnival Corporation \$216,000 for the Service Fee and reimbursed Carnival Corporation \$1,877,600 for the Service Costs.

Registration Rights. Pursuant to a letter agreement (the "Trust Registration Rights Agreement") dated July 11, 1989, Carnival Corporation granted to the Ted Arison Irrevocable Trust (the "Irrevocable Trust") and the Arison Children's Irrevocable Trust (the "Children's Trust," and together with the Irrevocable Trust, the "Trusts") certain registration rights with respect to certain shares of Carnival Corporation common stock held for investment by the Trusts (the "Shares"). The beneficiaries of the Trusts included the children of Ted Arison, including Micky Arison, our Chairman, and Shari Arison. Effective December 26, 1991, the Children's Trust was divided into three separate continued trusts, including continued trusts for Micky Arison, Shari Arison and Michael Arison.

Under the Trust Registration Rights Agreement, Carnival Corporation has granted the Trusts demand and piggyback registration rights. Carnival Corporation is not required to effect any demand registration unless all of the Shares owned by either of the Trusts are included in the demand. Carnival Corporation has agreed to bear all expenses relating to such demand and piggyback registrations, except for fees and disbursements of counsel for the Trusts, selling costs, underwriting discounts and applicable filing fees.

Under a registration rights agreement dated June 14, 1991, as amended by an amendment dated July 31, 1991 and a succession agreement dated May 28, 2002 (together, the "Arison Registration Rights Agreement"), Carnival Corporation granted certain registration rights to Ted Arison with respect to certain shares of common stock beneficially owned by him (the "Arison Shares") in consideration for \$10,000. The registration rights were held by the Estate of Ted Arison. The Estate of Ted Arison subsequently transferred the Arison Shares to various trusts for the benefit of Ted Arison's children (collectively, the "Family Trusts"). The Arison Registration Rights Agreement provides the Family Trusts and certain transferees with demand and piggyback registration rights. Carnival Corporation has agreed to bear all expenses relating to such demand and piggyback registrations, except for fees and disbursements of counsel for the Family Trusts, selling costs, underwriting discounts and applicable filing fees.

The Boards have reviewed and approved or ratified these transactions.

SHARE OWNERSHIP

SHARE OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Directors and Executive Officers

Set forth below is information concerning the share ownership of (1) each of our Directors, (2) each individual named in the "Summary Compensation Table" which appears elsewhere in this Proxy Statement and (3) all Directors and Executive Officers as a group, all as of January 19, 2017.

The number of shares beneficially owned by each entity, person, Director or Executive Officer is determined under SEC rules, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has the sole or shared voting power or investment power and also any shares that the individual would have the right to acquire as of March 19, 2017 (being 60 days after January 19, 2017) through the vesting of RSUs.

Name and Address of Beneficial Owners or Identity of Group ⁽¹⁾	Amount and Nature of Beneficial Ownership of Carnival Corporation Shares and Trust Shares*	Percentage of Carnival Corporation Common Stock	Amount and Nature of Beneficial Ownership of Carnival plc Ordinary Shares	Percentage of Carnival plc Ordinary Shares	Percentage of Combined Voting Power**
Micky Arison	126,136,034 ⁽²⁾⁽³⁾	23.5%	0	***	17.4%
David Bernstein	114,550 ⁽⁴⁾	***	0	***	***
Helen Deeble	0	—	0	—	—
Richard J. Glasier	27,815	***	0	***	***
Debra Kelly-Ennis	18,210	***	0	***	***
Stuart Subotnick	40,828	***	0	***	***
Laura Weil	37,473	***	0	***	***
All Directors and Executive Officers as a group (16 persons)	127,520,985	23.8%	87,407	***	17.6%

- * As part of the establishment of the DLC arrangement, Carnival plc issued a special voting share to Carnival Corporation, which transferred such share to the trustee of the P&O Princess Special Voting Trust (the "Trust"), a trust established under the laws of the Cayman Islands. Trust shares of beneficial interest in the Trust were transferred to Carnival Corporation. The trust shares represent a beneficial interest in the Carnival plc special voting share. Immediately following the transfer, Carnival Corporation distributed such trust shares by way of a dividend to holders of shares of Carnival Corporation common stock. Under a pairing agreement, the trust shares of beneficial interest in the Trust are paired with, and evidenced by, certificates representing shares of Carnival Corporation common stock on a one-for-one basis. In addition, under the pairing agreement, when a share of Carnival Corporation common stock is issued to a person after the implementation of the DLC arrangement, a paired trust share will be issued at the same time to such person. Each share of Carnival Corporation common stock and the paired trust share may not be transferred separately. The Carnival Corporation common stock and the trust shares (including the beneficial interest in the Carnival plc special voting share) are listed and trade together on the New York Stock Exchange under the ticker symbol "CCL." Accordingly, each holder of Carnival Corporation common stock is also deemed to be the beneficial owner of an equivalent number of trust shares.

SHARE OWNERSHIP

Share Ownership of Certain Beneficial Owners and Management

** As a result of the DLC arrangement, on most matters that affect all of the shareholders of Carnival Corporation and Carnival plc, the shareholders of both companies effectively vote together as a single decision-making body. Combined voting is accomplished through the special voting shares that have been issued by each company.

*** Less than one percent

- (1) The address of each individual is 3655 N.W. 87 Avenue, Miami, Florida 33178.
- (2) Mr. Arison is a member of the Arison Group (defined below), which has filed a joint statement on Schedule 13D with respect to the shares of Carnival Corporation common stock held by such persons. Each member of the Arison Group may be deemed to own the shares of common stock held by all other members of the Arison Group. For information on the share ownership of other members of the Arison Group, see Principal Shareholders table below.
- (3) Includes (i) 4,934,166 shares of common stock held by the various Arison family trusts, (ii) 85,736,445 shares of common stock held by MA 1994 B Shares, L.P. and (iii) 35,465,423 shares of common stock held by the Artsfare 2005 Trust No. 2 by virtue of the authority granted to Mr. Arison under the last will of Ted Arison. Mr. Arison does not have an economic interest in the shares of common stock held by Artsfare 2005 Trust No. 2.
- (4) Includes PBS grants scheduled to be released February 15, 2017. The Executive Officer will also receive additional shares at the time of vesting to take into account dividend reinvestment during the period.
- (5) Includes 14,556 shares held by The Arnold W. Donald Revocable Trust UAD 5/26/98.
- (6) Includes 7,000 shares held by Whiteford Limited on behalf of GHM Trustees Limited, the trustee for Sir John Parker's Fixed Unapproved Restricted Retirement Scheme.

Principal Owners

Set forth below is information concerning the share ownership of (1) all persons known by us to be the beneficial owners of more than 5% of the 535,835,649 shares of Carnival Corporation common stock and trust shares of beneficial interest in the P&O Princess Special Voting Trust outstanding as of January 19, 2017 and (2) all persons known by us to be the beneficial owners of more than 5% of the 216,038,487 ordinary shares of Carnival plc outstanding as of January 19, 2017, 26,016,594 of which are directly or indirectly owned by Carnival Corporation and have no voting rights.

Micky Arison, Chairman of the Board of each of Carnival Corporation and Carnival plc, certain other members of the Arison family and trusts for their benefit (collectively, the "Arison Group"), beneficially own shares representing approximately 24.2% of the voting power of Carnival Corporation and approximately 17.9% of the combined voting power of Carnival Corporation & plc and have informed us that they intend to cause all such shares to be voted in favor of Proposals 1 through 11 and 13 through 20, and in the case of Proposal 12, to recommend that the "say-on-pay" vote will occur every year. The table below begins with the ownership of the Arison Group.

SHARE OWNERSHIP

Share Ownership of Certain Beneficial Owners and Management

Name and Address of Beneficial Owners or Identity of Group ⁽¹⁾	Amount and Nature of Beneficial Ownership of Carnival Corporation Shares and Trust Shares*	Percentage of Carnival Corporation Common Stock	Amount and Nature of Beneficial Ownership of Carnival plc Ordinary Shares	Percentage of Carnival plc Ordinary Shares	Percentage of Combined Voting Power**
MA 1994 B Shares, L.P.	85,736,445 ⁽²⁾⁽³⁾	16.0%	0	***	11.8%
Artsfare 2005 Trust No. 2 c/o SunTrust Delaware Trust Company 1011 Centre Road, Suite 108 Wilmington, DE 19805	35,465,423 ⁽²⁾⁽⁵⁾⁽¹⁰⁾	6.6%	0	***	4.9%
Richard L. Kohan Two Alhambra Plaza, Suite 1040 Coral Gables, FL 33134	126,138,034 ⁽²⁾⁽⁵⁾⁽¹¹⁾	23.5%	0	***	17.4%
Artsfare 2003 Trust SunTrust Delaware Trust Company 1011 Centre Road, Suite 108 Wilmington, DE 19805	2,115,507 ⁽²⁾⁽⁶⁾⁽⁷⁾⁽¹²⁾	***	0	***	***
James M. Dubin Madison Place Partners, LLC One Madison Place Hamson, NY 10528	90,671,611 ⁽²⁾⁽⁸⁾⁽¹⁰⁾	16.9%	0	***	12.5%
Nickel 2015-94 B Trust 1313 North Market Street Suite 5300 Wilmington, DE 19801	85,736,445 ⁽²⁾⁽³⁾	16.0%	0	***	11.8%
KLR, LLC Two Alhambra Plaza, Suite 1040 Coral Gables, FL 33134	87,419,457 ⁽²⁾⁽¹¹⁾	16.3%	0	***	12.0%
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	0	***	18,015,964 ⁽¹⁵⁾	9.4%	2.5%

*, ** and *** have the same meanings as indicated in the table above

- (1) The address unless otherwise noted is 1201 North Market Street, Wilmington, DE 19899.
- (2) The Arison Group has filed a joint statement on Schedule 13D with respect to the shares of Carnival Corporation common stock held by such persons. Each member of the Arison Group may be deemed to own the shares of common stock held by all other members of the Arison Group.
- (3) MA 1994 B Shares, L.P. ("MA 1994, L.P.") owns 85,736,445 shares of common stock. The general partner of MA 1994, L.P. is MA 1994 B Shares, Inc. ("MA 1994, Inc."), which is wholly-owned by the Nickel 2015-94 B Trust, a trust established for the benefit of Mr. Arison and members of his family (the "B Trust"). The sole limited partner of MA 1994, L.P. is the B Trust. Under the terms of the instrument governing the B Trust, Mr. Arison has the sole right to vote and direct the sale of the common stock indirectly held by the B Trust. By virtue of the limited partnership agreement of MA 1994, L.P., MA 1994, Inc. may be deemed to beneficially own all such 85,736,445 shares of common stock. By virtue of the B Trust being the sole stockholder of MA 1994, Inc., the B Trust may be deemed to beneficially own all such 85,736,445 shares of common stock.

SHARE OWNERSHIP

Section 16(a) Beneficial Ownership Reporting Compliance

By virtue of Mr. Arison's interest in the B Trust and the B Trust's interest in MA 1994 L.P., Mr. Arison may be deemed to beneficially own all such 85,736,445 shares of common stock. The administrative trustee of the B Trust is the Northern Trust Company of Delaware

- (4) Verus Protector, LLC is the protector of Artsfare 2005 Trust No. 2. Verus Protector, LLC has shared voting and dispositive power with respect to the shares of common stock held by Artsfare 2005 Trust No. 2.
- (5) By virtue of being the sole member of Verus Protector, LLC, the sole member of KLR, LLC and a trustee of various Arison family trusts, Mr. Richard L. Kohan may be deemed to own the aggregate of 126,136,034 shares of common stock beneficially owned by such entities, as to which he disclaims beneficial ownership. Mr. Kohan owns 1,000 shares of common stock directly and owns 1,000 shares of common stock indirectly by virtue of such shares owned by Mr. Kohan's wife.
- (6) MBA I, L.P. ("MBA I") owns 900,000 shares of common stock. The Artsfare 2003 Trust owns a controlling interest in MBA I; therefore, the Artsfare 2003 Trust is deemed to beneficially own all such 900,000 shares of common stock.
- (7) TAMMS Management Corporation ("TAMMS Corp.") holds 32,439 shares of common stock. TAMMS Corp. is wholly-owned by the Artsfare 2003 Trust.
- (8) By virtue of being the sole member of JMD Delaware, LLC and trustee of various Arison family trusts, Mr. Dubin may be deemed to own the aggregate of 90,670,611 shares of common stock beneficially owned by such entities, as to which he disclaims beneficial ownership. Mr. Dubin owns 1,000 shares of common stock directly.
- (9) SunTrust Delaware Trust Company acts as trustee for the Artsfare 2005 Trust No. 2 and the Dozer Trust.
- (10) JMD Delaware, LLC is a Delaware limited liability company wholly owned by Mr. James Dubin. JMD Delaware, LLC acts as an investment and distribution advisor of various Arison family trusts and has shared dispositive power over the shares of common stock held by certain of such trusts.
- (11) KLR, LLC is a Delaware limited liability company wholly owned by Mr. Richard L. Kohan. KLR, LLC acts as an investment and distribution advisor for various Arison family trusts and has shared dispositive power over the shares of common stock held by certain of such trusts.
- (12) The Artsfare 2003 Trust owns a controlling interest in MBA 1 (see Note 6 above) and is the sole shareholder of TAMMS Corp., (see Note 7 above). By virtue of its controlling interest in MBA I, the Artsfare 2003 Trust is deemed to beneficially own 900,000 shares of common stock held directly by MBA I and by virtue of its ownership of TAMMS Corp., the Artsfare 2003 Trust is deemed to beneficially own 32,439 shares of common stock.
- (13) As reflected in a Schedule 13G filed on February 12, 2016, Northern Trust Company of Delaware reported sole voting power over 931,017 shares of common stock, shared voting power over 4,697,094 shares of common stock, sole dispositive power over 3,331,498 shares of common stock and shared dispositive power over 30,952,247 shares of common stock.
- (14) Based on notifications to Carnival plc of interests of 3% or more in the voting rights of Carnival plc as required by the Disclosure Guidance and Transparency Rules sourcebook of the UK Listing Authority.
- (15) As reflected in separate Schedule 13G, filed on December 8, 2015 with the SEC, Blackrock, Inc. reported sole voting power over 16,100,355 shares of common stock and sole dispositive power over 18,015,964 shares of common stock.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Based upon a review of Forms 3, 4 and 5 and amendments thereto furnished to Carnival Corporation and Carnival plc during and with respect to their most recent fiscal year and upon written representations from persons known to us to be subject to Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act") (a "reporting person"), all reporting persons filed on a timely basis reports required by Section 16(a) of the Exchange Act during and with respect to the year ended November 30, 2016.

COMPENSATION

PROPOSAL 11

ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and pursuant to Section 14A of the Exchange Act, our shareholders are being provided with the opportunity to cast an advisory (non-binding) vote to approve our executive compensation. We refer to this vote as the "say-on-pay" vote. Although this vote is advisory and is not binding on the Boards, the Compensation Committees will take into account the outcome of the vote when considering future executive compensation decisions.

The "say-on-pay" vote is required to be offered to our shareholders at least once every three years. In 2011, our shareholders recommended that we provide them with the opportunity to cast their "say-on-pay" vote each year and our Boards have accepted that recommendation. We are asking shareholders to again vote on the frequency of the "say-on-pay" vote in Proposal 12. If we maintain our current frequency, it is anticipated that the next "say-on-pay" vote will be at the 2018 Annual Meeting.

The Boards are committed to corporate governance best practices and recognize the significant interest of shareholders in executive compensation matters. The Compensation Committees seek to balance short-term and longer-term compensation opportunities to enable Carnival Corporation and Carnival plc to meet short-term objectives while continuing to produce value for their shareholders over the long-term. They also promote a compensation program designed to attract, motivate and retain key executives. As discussed in the Compensation Discussion and Analysis, the Compensation Committees believe that our current executive compensation program directly links executive compensation to our performance and aligns the interests of our Named Executive Officers with those of our shareholders. For example:

- Our compensation philosophy places more emphasis on variable elements of compensation (such as annual bonuses and equity-based compensation) than fixed remuneration.
- In accordance with the Compensation Committees' focus on long-term shareholder return, they approved performance-based share grants for our Named Executive Officers. The grants vest zero to 200% based upon the extent to which annual operating income, as adjusted for fuel price changes and foreign currency exchange rate impacts, for each of the three fiscal years in the 2016-2018 performance cycle and return on invested capital ("ROIC") exceeds specified performance goals over the three-year performance cycle and as modified up or down by up to 10% at the end of the three-year performance cycle for Carnival Corporation's TSR rank relative to the Peer Group (defined below).
- To further promote long-term shareholder alignment, we require our Named Executive Officers to meet and maintain stock ownership requirements.
- The Compensation Committees review the position of each element of total direct compensation relative to the competitive market, and use the range of total direct compensation levels in the competitive market to assess the extent to which the compensation provided to our Named Executive Officers is generally consistent with that offered by the competitive market to their named executive officers.
- Carnival Corporation & plc does not offer U.S. executives excise tax gross-up protections.

We encourage you to read our Compensation Discussion and Analysis contained within this Proxy Statement for a more detailed discussion of our compensation policies and procedures.

COMPENSATION

Advisory (Non-Binding) Vote on How Frequently Shareholders
Should Vote to Approve Compensation of the Named Executive Officers

Our shareholders have the opportunity to vote for or against, or to abstain from voting on, the following resolution:

“Resolved, that the shareholders approve the compensation of our Named Executive Officers as disclosed pursuant to the compensation disclosure rules of the SEC (which disclosure includes the Compensation Discussion and Analysis, the compensation tables, and any related material disclosed in this Proxy Statement).”

The above referenced disclosures appear at pages 37 to 71 of this Proxy Statement.

The Boards of Directors unanimously recommend a vote FOR approval of the compensation of our Named Executive Officers as disclosed pursuant to the compensation disclosure rules of the SEC (which disclosure includes the Compensation Discussion and Analysis, the compensation tables, and any related material disclosed in this Proxy Statement).

PROPOSAL 12

ADVISORY (NON-BINDING) VOTE ON HOW FREQUENTLY SHAREHOLDERS SHOULD VOTE TO APPROVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS

As required by the Dodd-Frank Act, our shareholders are being provided with the opportunity to cast an advisory (non-binding) vote on how frequently our shareholders should have an advisory (non-binding) vote on the compensation of our Named Executive Officers. We refer to this vote as the “say-on-frequency” vote. Although this vote is advisory and is not binding on the Boards, the Compensation Committees will take into account the outcome of the vote when considering how frequently to hold “say-on-pay” votes.

You may choose from the following alternatives: every year, every two years, every three years or you may abstain.

The “say-on-frequency” vote is required to be offered to our shareholders at least once every six years. At the April 2011 shareholders meeting, the Boards of Directors recommended, and the shareholders voted on an advisory, non-binding basis in favor of, holding the “say-on-pay” vote every year. The Boards accepted our shareholders’ recommendation and currently, shareholders are provided with the opportunity to cast an advisory (non-binding) vote to approve the compensation of our Named Executive Officers every year.

The Boards believe that having an annual “say-on-pay” vote to approve the compensation of our Named Executive Officers in satisfaction of U.S. disclosure rules is appropriate. In this regard, we note that our shareholders are already provided with an annual vote to approve the Carnival plc Directors’ Remuneration Report (see Proposal 13), which covers all directors and includes the Compensation Discussion and Analysis (itself a significant portion of the executive compensation disclosure that is the subject of the “say-on-pay” vote). Moreover, the boards believe that annual “say-on-pay” votes permit the Boards to receive current feedback on a timely basis from our shareholders regarding our compensation program for our Named Executive Officers, which will enable us to implement more quickly any modifications that the Boards determine to be appropriate.

The Boards of Directors unanimously recommend that you vote in favor of holding a non-binding advisory vote every year to approve the compensation of our Named Executive Officers as disclosed pursuant to the compensation disclosure rules of the SEC.

COMPENSATION

Approval of Carnival plc Directors' Remuneration Report

PROPOSAL 13

APPROVAL OF CARNIVAL PLC DIRECTORS' REMUNERATION REPORT

In accordance with Section 439 of the Companies Act 2006 and Schedule 8 of the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008 (the "LMCG Regulations"), shareholders are voting to approve adoption of the Carnival plc Directors' Remuneration Report (other than the Carnival plc Directors' Remuneration Policy set out in Section B of Part II of the Carnival plc Directors' Remuneration Report). The Carnival plc Directors' Remuneration Report is in two parts. Part I also constitutes the Compensation Discussion and Analysis as required by regulations promulgated by the SEC, and includes information that Carnival plc is required to disclose in accordance with the LMCG Regulations. Part II of the Carnival plc Directors' Remuneration Report is set forth as Annex B to this Proxy Statement and includes the additional information that Carnival plc is required to disclose in accordance with the LMCG Regulations, including certain information which has been audited for the purposes of the Carnival plc Annual Report.

Other than the Carnival plc Directors' Remuneration Policy set out in Section B of Part II of the Carnival plc Directors' Remuneration Report (as to which, please see Proposal 14), UK law only requires an advisory vote on the substance and content of the Carnival plc Directors' Remuneration Report. Accordingly, disapproval of this Proposal 13 will not require us to amend the report or require any Director to repay any amount. However, the Boards and Compensation Committees are expected to take into account both the voting result and the views of our shareholders in their application, development and implementation of remuneration policies and plans.

The Boards of Directors unanimously recommend a vote FOR the approval of the Carnival plc Directors' Remuneration Report.

PROPOSAL 14

APPROVAL OF CARNIVAL PLC DIRECTORS' REMUNERATION POLICY

In accordance with Section 439A of the Companies Act 2006 and Schedule 8 of the LMCG Regulations, shareholders are voting to approve the Carnival plc Directors' Remuneration Policy set out in Section B of Part II of the Carnival plc Directors' Remuneration Report. The policy has consciously been drafted broadly to give the Compensation Committees sufficient flexibility to act in the interests of Carnival Corporation and Carnival plc and their shareholders as, under the revised UK legislative requirements, payments may not be made to Directors outside of an agreed policy. If approved, the Carnival plc Directors' Remuneration Policy will take effect immediately following its approval at the 2017 Annual Meetings and will apply until it is replaced by a new or amended policy.

Upon the Carnival plc Directors' Remuneration Policy becoming effective on the date of shareholder approval, remuneration payments to directors of Carnival plc (including former or proposed Directors) and payments for loss of office to a Director of Carnival plc (including a former or a proposed Director) will need to be consistent with the approved Carnival plc Directors' Remuneration Policy or otherwise approved by an ordinary resolution of our shareholders (unless the payment is required to be made as part of a legal obligation entered into before June 27, 2012 and such obligation has not been amended or renewed since).

Section B of Part II of the Carnival plc Directors' Remuneration Report sets out the Boards' remuneration policy for the next and subsequent fiscal years and other details required by the LMCG Regulations and the UK Corporate Governance Code.

The Boards of Directors unanimously recommend a vote FOR the approval of the Carnival plc Directors' Remuneration Policy.

COMPENSATION DISCUSSION AND ANALYSIS and CARNIVAL PLC DIRECTORS' REMUNERATION REPORT – PART I

Introduction

Carnival Corporation and Carnival plc are separate legal entities (together referred to in this report as "Carnival Corporation & plc") and each company has its own Board of Directors and Compensation Committee. However, as is required by the agreements governing the dual listed company ("DLC") arrangement, the Boards of Directors and members of the Committees of the Boards, including the Compensation Committees, are identical and there is a single senior management team.

Carnival Corporation and Carnival plc are subject to disclosure regimes in the U.S. and UK. While some of the disclosure requirements are the same or similar, some are very different. As a result, the Carnival plc Directors' Remuneration Report is in two parts. The information contained in this Part I constitutes the Compensation Discussion and Analysis as required by regulations promulgated by the SEC, and includes information that Carnival plc is required to disclose in accordance with Sections 439 and 440 of the Companies Act 2006 and Schedule 8 of the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008, as amended (the "LMCG Regulations"). Part II of the Carnival plc Directors' Remuneration Report is set forth as Annex B to this Proxy Statement and includes the additional information that Carnival plc is required to disclose in accordance with Section 439A of the Companies Act 2006 and the LMCG Regulations, including certain information that has been audited for the purposes of the Carnival plc Annual Report.

Parts I and II of the Carnival plc Directors' Remuneration Report are in compliance with the LMCG Regulations, the UK Corporate Governance Code published in September 2014 by the UK Financial Reporting Council (the "UK Corporate Governance Code"), the UK Companies Act 2006 and the Listing Rules of the UK Listing Authority. Both Parts I and II form part of the Annual Report of Carnival plc for the year ended November 30, 2016.

Pursuant to rules promulgated by the SEC and the LMCG Regulations, this Compensation Discussion and Analysis reviews the compensation of the following Named Executive Officers of Carnival Corporation & plc:

Named Executive Officers	
Arnold W. Donald	President and Chief Executive Officer
David Bernstein	Chief Financial Officer and Chief Accounting Officer
Alan Buckelew	Chief Operations Officer ⁽¹⁾
Stein Kruse	Chief Executive Officer of the Holland America Group, which includes Holland America Line, Princess, Seabourn and Holland America Princess Alaska Tours
Michael Thamm	Chief Executive Officer of the Costa Group, which includes Costa Cruises and AIDA Cruises ⁽²⁾

(1) Mr. Buckelew served as Chief Operations Officer throughout fiscal 2016. Effective December 1, 2016, he serves as Chief Information Officer.

(2) Effective December 9, 2016, Mr. Thamm also became CEO of Carnival Asia

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

Executive Summary

Our executive compensation program is designed to reward financial results and effective strategic leadership through use of both short-term rewards and long-term incentives and to promote alignment of the financial interests of our Executive Officers with our shareholders. We seek to provide total direct compensation (salary, bonus and equity grants) that allows us to be competitive in the labor markets where we compete for executive talent, adjusted as necessary to take into consideration factors including the senior executive's performance, experience and responsibilities. We believe our compensation program's performance measures align the interests of our shareholders and senior executives by linking actual pay to operating performance and shareholder outcomes.

Our compensation philosophy has historically been to emphasize at risk incentive pay in order to drive a pay-for-performance culture. In furtherance of this philosophy, all direct compensation for our Named Executive Officers, other than base salary, is 100% at risk and performance-based.

2016 Compensation Practices and Policies

What we do	✓ All compensation is performance-based and not guaranteed, other than base salary ✓ Use multiple performance metrics to align pay with performance ✓ Put caps on incentive compensation ✓ Provide appropriate balance between short-term and long-term compensation to discourage short-term risk taking at the expense of long-term results ✓ Set rigorous stock ownership requirements for Named Executive Officers (values equal to a target multiple of base salary) who must retain at least 50% of any net share-based awards received until their target ownership is achieved ✓ Increased the target share ownership level applicable to the Chairman and/or the Chief Executive Officer from five times base salary to six times base salary ✓ Include clawback provisions in our incentive programs ✓ Provide for only double-trigger change-in-control provisions ✓ Prohibit short sales, short-term hedging and margin accounts of Carnival Corporation and Carnival plc shares ✓ Engage an independent compensation consultant to review and advise on executive compensation ✓ Regularly review the Compensation Committee charter to ensure best practices and priorities
What we don't do	✗ Provide guaranteed minimum bonuses ✗ Reload, reprice or back-date stock options ✗ Grant stock options with an exercise price less than fair market value ✗ Provide tax gross-ups on compensation or benefits ✗ Pay dividends on unvested or unearned performance-based share awards ✗ Provide for automatic single-trigger vesting acceleration in connection with a change-in-control

Shareholder Engagement

Carnival Corporation & plc has a long-standing shareholder outreach program and routinely interacts with shareholders on a number of matters, including executive compensation. The Compensation Committees consider all feedback received about executive compensation.

In April 2016, shareholders approved our “say-on-pay” proposal with 95.8% of the votes cast in favor of the compensation paid to our Named Executive Officers. During the past year we have continued to engage with shareholders and seek feedback on our compensation program and incorporate the results of that feedback in our compensation decisions. As a result, the Compensation Committees did not make any changes to the executive compensation program specifically as result of the 2016 “say-on-pay” vote.

The Compensation Committees have and will continue to consider results from the annual shareholder advisory votes, including the next vote in April 2017, as well as other shareholder input, when reviewing executive compensation programs and policies.

Fiscal 2016 Company Performance

We experienced strong financial and operating performance in fiscal 2016. Our solid operational and financial performance in fiscal 2016 reflects senior leadership's focus on executing our business strategies effectively to achieve our goals. This focus enabled us to deliver value to our shareholders in fiscal 2016, through our efforts to improve as we continue to build for future success.

Fiscal 2016 Financial Results and Achievements

- Increased fiscal 2016 net income by 58% to \$2.8 billion or \$3.72 diluted earnings per share compared to \$1.8 billion or \$2.26 in fiscal 2016, while also increased adjusted net income by 40% to \$2.6 billion or \$3.45 adjusted diluted earnings per share in fiscal 2016 compared to \$2.1 billion or \$2.70 in fiscal 2015⁽¹⁾
- Increased operating income by 20% to \$3.07 billion
- Continued to generate strong cash from operations of \$5.1 billion in fiscal 2016 compared to \$4.5 billion in fiscal 2015
- Returned \$3.3 billion to shareholders through the combination of dividends and share repurchases
- Increased quarterly dividend by 17% to \$0.35 per share from \$0.30 per share
- Well on our way to reaching our objective of double-digit ROIC, while maintaining a strong balance sheet and strong investment grade credit ratings
- Achieved credit rating upgrades from both Standard & Poor's and Moody's as a result of our sustained earnings improvement and continued balance sheet strength
- Accelerated progress on our cost containment efforts resulting in \$95 million of savings in fiscal 2016, bringing the cumulative savings to date to over \$190 million
- Launched the initial phase of our state-of-the-art revenue management system, which will help us drive incremental revenue yield over time
- Implemented strategies to grow demand by increasing consumer awareness and consideration of our cruise brands and the global cruise industry through ongoing public relations efforts and advertising
- Launched three original TV programs that are airing on major U.S. networks, reaching viewers during the family-oriented programming blocks, showcasing ocean travel as a means to experience global destinations and learn about other cultures

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

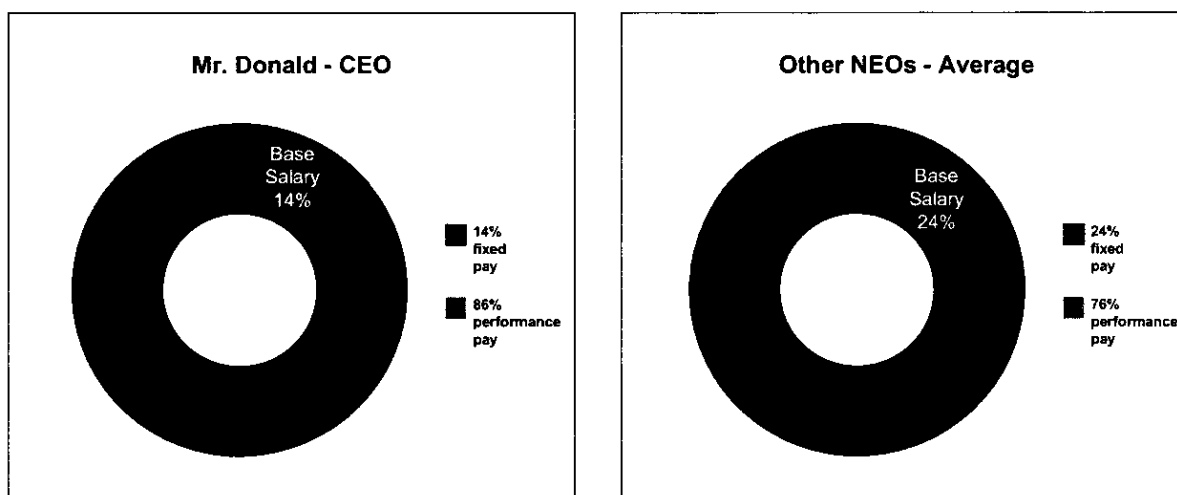
Fiscal 2016 Financial Results and Achievements

- Introduced three new ships during fiscal 2016: *AIDAPrima*, *Carnival Vista* and *ms Koningsdam*
- Progressed in developing and implementing cutting-edge proprietary technology to enhance our ability to monitor and track ship nautical and technical performance in real time including fuel consumption and emissions
- Launched the first ship in the world to use liquefied natural gas in port and ordered three new ships, bringing the total to eight ships on order to be powered by liquefied natural gas to further reduce exhaust gas emissions
- First cruise company in more than four decades to begin operating voyages from the United States to Cuba

(1) Reconciliation to the corresponding \$2.8 billion net income and \$3.72 GAAP diluted earnings per share can be found on page F-47 of the Carnival Corporation & plc joint Annual Report on Form 10-K filed with the SEC on January 30, 2017

Fiscal 2016 Named Executive Officer Compensation Target Pay Mix

The compensation elements for our Named Executive Officers consist of base salary, an annual bonus and equity-based compensation. We have reinforced our commitment to strengthening the link between pay and performance for our Executive Officers through inclusion of performance-based compensation components. Our philosophy is to place greater emphasis on performance-based pay elements. All direct compensation of our Named Executive Officers, other than base salary, is 100% at risk and performance-based.



Consistent with our philosophy regarding the importance of pay for performance, 86% of Mr. Donald's fiscal 2016 target direct compensation consists of performance-based annual bonuses and equity-based compensation. The other Named Executive Officers' 2016 target direct compensation consists of 76% performance-based annual bonuses and equity-based compensation.

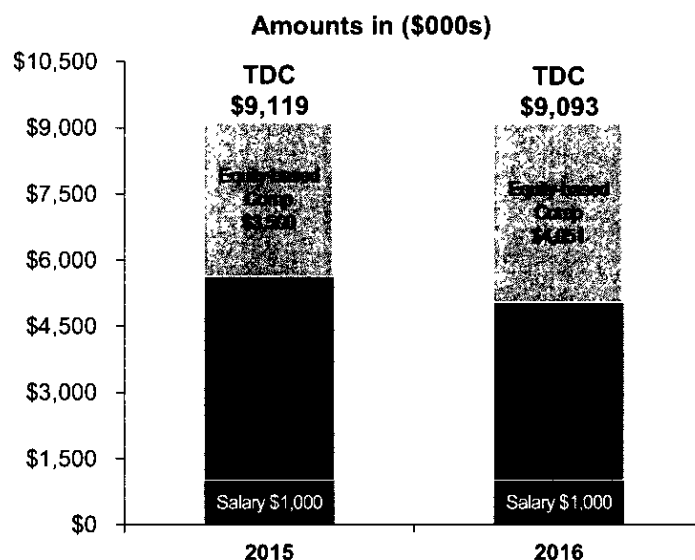
COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part 1

2016 CEO Compensation Components	
Base Salary	Remained unchanged for fiscal 2016.
Annual Incentive Plan	Received an annual bonus aligned with Carnival Corporation & plc's fiscal 2016 financial performance under the Carnival Corporation & plc Management Incentive Plan (the "Management Incentive Plan"). In fiscal 2016, Carnival Corporation & plc's operating income increased 20% from fiscal 2015. As a result, the annual bonus awarded to Mr. Donald was 152.5% of his target bonus for fiscal 2016.
Annual Equity Grants	100% of annual equity-based compensation is performance-based: 70% of the equity awards were granted in the form of performance-based share ("PBS") grants. The PBS grants provide a future compensation opportunity based on a combination of operating income and ROIC performance goals over a three-year period (2016-2018), as modified based on our TSR rank relative to the 2016 Peer Group, with vesting contingent on continued service. 30% of the equity awards were granted in the form of Management Incentive Plan-tied equity ("MTE"). The MTE grant value was based on the 2016 Management Incentive Plan performance and cliff vest three years after the grant date.

Comparison of Fiscal 2016 and Fiscal 2015 CEO Total Direct Compensation ("TDC").

Mr. Donald's total direct compensation decreased slightly by 0.3% in fiscal 2016, due to a lower bonus pay-out in fiscal 2016 driven by more challenging performance targets and payout curve under the Management Incentive Plan.



Overall Objectives and Philosophy

The objectives of the Compensation Committees are to:

- Create competitive compensation packages that provide both short-term rewards and long-term incentives for positive individual and corporate performances; and
- Align the financial interests of our Executive Officers and our shareholders.

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

The Compensation Committees' philosophy is to:

- Place appropriate emphasis on the variable elements of compensation, such as the annual bonus and equity-based compensation; and
- Provide total direct compensation for each Named Executive Officer that is competitive for the market (as described below under "Competitive Market (Peer Group) Comparison"), adjusted as necessary to take into consideration a particular Named Executive Officer's individual circumstances, as applicable (including the individual's performance, experience and responsibility).

Most of our Executive Officers are located in the U.S., with others based in Europe. As a global entity, it is challenging to establish consistent compensation practices across geographic and operating company units that satisfy the particular requirements of all jurisdictions and local market demands. Since the largest presence of Executive Officers is in the U.S., our compensation policies primarily reflect U.S. market practices. However, the Compensation Committees seek to incorporate UK compensation principles, including those contained in the UK Corporate Governance Code, to the degree practicable.

Overview of Total Direct Compensation for 2016 and Comparison to 2015

Total Cash Compensation. Annual changes in total cash compensation for Carnival Corporation & plc's senior management team, including our Named Executive Officers, take into account changes in operating income as measured at the enterprise-wide and/or operating company levels. Other considerations impacting cash compensation include changes in responsibility and market pay positioning of executives with similar responsibility levels in other corporations.

The table below shows target and actual cash compensation for fiscal 2016 compared to target and actual cash compensation for fiscal 2015. Target total cash compensation for all of the Named Executive Officers remained unchanged from fiscal 2015 to fiscal 2016. Actual annual bonuses decreased in fiscal 2016 from fiscal 2015, consistent with management's and the Compensation Committees' commitment to setting more challenging performance targets under the Management Incentive Plan. Mr. Kruse's annual bonus in fiscal 2016, however, was the exception with an increased bonus in fiscal 2016 driven by improved relative performance to target from fiscal 2015.

Named Executive Officer	Fiscal 2015		Fiscal 2016		Change from Fiscal 2015 Salary Plus Actual Bonus	Change from Fiscal 2015 Salary Plus Target Bonus
	Salary Plus Target Bonus	Salary Plus Actual Bonus	Salary Plus Target Bonus	Salary Plus Actual Bonus		
Arnold W. Donald	\$3,650,000	\$5,618,950	\$3,650,000	\$5,041,250	(10.3%)	0%
Alan Buckelew	\$1,925,000	\$2,742,300	\$1,925,000	\$2,502,500	(8.7%)	0%
Michael Thamm ⁽¹⁾	€1,600,000	€1,775,000	€1,600,000	€1,649,500	(7.1%)	0%

(1) Mr. Thamm's base salary and bonus is payable in euros. For fiscal 2015, his base salary and target bonus is equivalent to \$1,792,000 and his base salary and actual bonus is equivalent to \$1,988,000 when converted to U.S. dollars at the average exchange rate for fiscal 2015 of \$1.12:€1. For fiscal 2016, his base salary and target bonus is equivalent to \$1,776,000 and his base salary and actual bonus is \$1,830,945 when converted to U.S. dollars at the average exchange rate for fiscal 2016 of \$1.11:€1.

Total Direct Compensation. In addition to the annual bonuses, individual performance-based equity grants (both the PBS grants and the MTE grants) take into account the scope of the Named Executive Officer's responsibilities, performance and long-term retention considerations. These equity grants provide compensation only to the extent specified performance targets are achieved over the applicable performance period. The changes in total direct compensation in fiscal 2016 from fiscal 2015 reflect the same factors that explain the year-over-year change in Named Executive Officer cash compensation.

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

The table below compares each Named Executive Officer's year-over-year change in total direct compensation (salary, annual bonus and equity grants).

Named Executive Officer	Fiscal 2015 Total Direct Compensation	Fiscal 2016 Total Direct Compensation	Change from Fiscal 2015 Total Direct Compensation
Arnold W. Donald	\$9,118,950	\$9,092,500	(0.3%)
Alan Buckelew	\$4,317,300	\$4,340,000	0.5%
Michael Thamm ⁽¹⁾	€2,778,049	€2,665,497	(4.1%)

(1) Mr. Thamm's base salary and bonus is payable in euros. The Carnival plc restricted share units granted to Mr. Thamm are denominated in sterling. Because Mr. Thamm is compensated in euros, the value of the Carnival plc restricted share units granted for: (a) fiscal 2015 has been converted from sterling into euros based on the January 11, 2016 grant date exchange rate of €1.33 £1 and the April 14, 2015 grant date exchange rate of €1.38 £1, and (b) fiscal 2016 has been converted from sterling into euros based on the January 17, 2017 grant date exchange rate of €1.14 £1, and the April 13, 2016 grant date exchange rate of €1.25 £1. His total direct compensation is equivalent to \$3,113,807 for fiscal 2015 when converted to U.S. dollars at the average exchange rate for fiscal 2015 of \$1.12 €1. His total direct compensation is equivalent to \$2,958,702 for fiscal 2016 when converted to U.S. dollars at the average exchange rate for fiscal 2016 of \$1.11 €1.

The fiscal 2015 and fiscal 2016 compensation values included in the above table reflect the fair value of time-based share ("TBS") grants made in January 2016 (granted in fiscal 2016 based upon fiscal 2015 performance) and the MTE grants made in January 2017 (granted in fiscal 2017 based upon fiscal 2016 performance), respectively. Under SEC disclosure rules, the MTE grants that were not made until fiscal 2017 do not appear in the "Grants of Plan-Based Awards in Fiscal 2016" table or the "Summary Compensation Table" for fiscal 2016, even though these grants are compensation for fiscal 2016. Instead, the grants made in January 2016 (based on 2015 performance) appear in the "Summary Compensation Table" for fiscal 2016. However, the Compensation Committees believe that the MTE grants made in fiscal 2017 are properly considered as part of our Named Executive Officers' compensation for fiscal 2016 performance (in the same way that bonuses paid in fiscal 2017 are treated as compensation for fiscal 2016 performance).

Process for Making Compensation Determinations

The Compensation Committees determine the compensation policy and the compensation payable to all of our Executive Officers. The Compensation Committees interact with the management of Carnival Corporation & plc on compensation issues primarily through communications, meetings and discussions with Mr. Donald, the Chairman of the Boards of Directors and the Chief Human Resources Officer, who also attend meetings of the Compensation Committees as requested by the Compensation Committees. As part of the fiscal 2016 annual compensation determination process, Mr. Donald and the Chairman of the Boards of Directors recommended to the Compensation Committees key initiatives and goals for Carnival Corporation & plc at the beginning of the fiscal year. After the fiscal year was completed, Mr. Donald and the Chairman of the Boards of Directors reviewed with the Compensation Committees the results of those initiatives, progress towards goals and other material items relating to overall Carnival Corporation & plc performance. The compensation for our Named Executive Officers' was then determined by the Compensation Committees using their discretion to evaluate the individual performance of our Named Executive Officers and the overall performance of Carnival Corporation & plc. Mr. Donald does not provide input regarding his own compensation levels.

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

The Compensation Committees believe that the incentive structure for senior management does not raise environmental, social or governance risks by inadvertently motivating irresponsible behavior, and that risks arising from Carnival Corporation & plc's compensation policies and practices for its employees are not reasonably likely to have a material adverse effect on Carnival Corporation & plc. Please refer to the section of the Proxy Statement entitled "Compensation Risk Assessment" for additional information.

Compensation Consultant. The Compensation Committees have engaged Frederic W. Cook & Co., Inc. ("FW Cook") to assist in their annual review of our Executive and Director compensation programs. The Compensation Committees believe that FW Cook provided objective advice to the Compensation Committees. FW Cook provides no other services to Carnival Corporation & plc.

During fiscal 2016, a consultant from FW Cook attended meetings of the Compensation Committees and provided FW Cook's views on proposed actions by the Compensation Committees.

In accordance with the New York Stock Exchange rules relating to compensation consultant independence, the Compensation Committees have determined that FW Cook and their consultants are independent after taking into consideration the factors set forth in the New York Stock Exchange rules. Pursuant to the foregoing factors, the Compensation Committees have determined that FW Cook's work raised no conflicts of interest.

Peer Group Characteristics. The Compensation Committees perform an annual review of the compensation practices of certain other publicly-listed companies with the assistance of its consultant. This annual market assessment consists of an analysis of top officer pay at a group of publicly-listed peer companies.

The peer group listed below (the "2015 Peer Group") was used when assessing the fiscal 2016 annual base salaries and target bonuses for our Named Executive Officers, which was unchanged from fiscal 2015. The 2015 Peer Group consists of 13 U.S. publicly-listed companies comparable to Carnival Corporation & plc across one or more of the following factors: revenue, market capitalization, operating income, total assets, reported full-time employees, nature of business and complexity of business; and reflect a balanced group of media, entertainment, consumer goods and services and retailing companies.

2015 Peer Group Companies

• Colgate-Palmolive Company	• Starbucks Corporation
• General Mills, Inc.	• Starwood Hotels & Resorts Worldwide, Inc.
• Macy's, Inc.	• Target Corporation
• Marriott International, Inc.	• The DIRECTV Group, Inc.
• McDonald's Corporation	• The Walt Disney Company
• NIKE, Inc.	• Yum! Brands, Inc.
• Royal Caribbean Cruises Ltd.	

Competitive Market (Peer Group) Comparison. Annually, the Compensation Committees' independent consultant conducts a competitive market review to assist the Compensation Committees in their assessment of our Named Executive Officers' competitive positioning of total compensation relative to the markets in which Carnival Corporation & plc competes for executive talent. FW Cook conducted a competitive market assessment on behalf of the Compensation Committees for fiscal 2016. The Compensation Committees reviewed our aggregate Named Executive Officer total compensation in comparison to the competitive market, which consists of the 2015 Peer Group as well as third-party surveys that reflect a broad database of hundreds of companies. The Compensation Committees were

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

not provided with the identities of the companies in the surveys generally (or of the subsets of companies which had data for relevant comparable positions). As applicable, any utilized survey data was combined with the data for the 2015 Peer Group to produce a consolidated aggregated competitive market range for total direct compensation.

These analyses suggest that, in the aggregate, total direct compensation levels for our Named Executive Officers are competitively positioned. The Compensation Committees, as advised by FW Cook, consider total direct compensation to be competitive when within a range of 15% above or below the market median. Actual pay positioning within a competitive range can vary based on factors including job responsibilities, experience, impact of role, and individual performance.

Consistent with the approach that the Compensation Committees take in reviewing each element of total direct compensation, the Compensation Committees utilize these analyses to assess the extent to which the compensation provided to our Named Executive Officers is generally consistent with that offered by companies with whom Carnival Corporation & plc competes for executive level talent. The Compensation Committees do not use these analyses to peg any particular element of compensation (or total compensation) to any specific targeted 2015 Peer Group level.

Change to Peer Group. In October 2016, based on the recommendations of FW Cook, the Compensation Committees approved a revised peer group listed below (the "2016 Peer Group"). The 2016 Peer Group consists of 20 publicly-listed companies from diverse industries that exhibit similar size and business characteristics with Carnival Corporation & plc and better reflects the market in which we may compete for business, investor capital and/or executive talent. The 2016 Peer Group reflects a balanced group of companies in the consumer discretionary sector, including media, retailing, services and transportation companies. The 2016 Peer Group was used to establish market references to assist the Compensation Committees when determining the equity compensation for fiscal 2016 granted in 2017.

2016 Peer Group Companies

• American Airlines Group Inc.	• Marriott International, Inc.
• Darden Restaurants, Inc.	• McDonald's Corporation
• Delta Air Lines, Inc.	• MGM Resorts International
• easyJet plc	• Norwegian Cruise Line Holdings Ltd.
• FedEx Corporation	• Royal Caribbean Cruises Ltd.
• Hilton Worldwide Holdings Inc.	• Starbucks Corporation
• Hyatt Hotels Corporation	• Starwood Hotels & Resorts Worldwide, Inc. ⁽¹⁾
• International Consolidated Airlines Group, S.A.	• United Continental Holdings, Inc.
• Las Vegas Sands Corp.	• United Parcel Service, Inc.
• Live Nation Entertainment, Inc.	• Wyndham Worldwide Corporation

(1) Will be removed from the Peer Group in the future, as a result of its recent acquisition by Marriott International, Inc.

Named Executive Officer Compensation Design and Elements

The compensation elements for our Named Executive Officers consist of base salary, an annual bonus, equity-based compensation, retirement benefits and perquisites.

The compensation practices for each of our Named Executive Officers vary in order to reflect the organizational structure of Carnival Corporation & plc. Three of our Named Executive Officers (Messrs. Donald, Bernstein and Buckelew) had company-wide roles during fiscal 2016 and two of our Named

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part 1

Executive Officers (Messrs. Kruse and Thamm) were Chief Executive Officers of groups operating two or more brands during fiscal 2016. As a result, the compensation practices for these two types of roles are different.

Named Executive Officer	Type of Role	Base Salary	Annual Bonus	Equity-Based Compensation	Retirement Benefits and Perquisites					
Arnold W. Donald	Company-wide role	Based on level of responsibility, and increases based on performance or other market factors	Based 100% on company-wide operating income	PBS and MTE awards to align with shareholder outcomes	Reflect country practices where a Named Executive Officer resides					
David Bernstein										
Alan Buckelew			Based 50% on company-wide operating income and 50% on a group of brands' operating income							
Stein Kruse	CEO of a group of brands									
Michael Thamm										

In determining the amount of any particular compensation element, the Compensation Committees consider the impact of such an element on total compensation (and thus, each element affects the amount paid in respect of other elements of compensation). For example, the Compensation Committees consider the amount of the base salary and annual bonus that may be earned by a Named Executive Officer when granting an equity award. However, the annual bonus and equity-based compensation awards are set independently on the basis of dollar values (and are not set or determined as a fixed percentage of base salary).

Base Salaries

A. General

Base salaries are intended to provide a level of fixed compensation that reflects each Named Executive Officer's level of responsibility. As described above, the Compensation Committees' philosophy is to emphasize the performance-based elements of compensation. Base salaries for fiscal 2016 of our Named Executive Officers are reported in the "Summary Compensation Table." The Compensation Committees annually review each Named Executive Officer's performance and may increase the base salary of a Named Executive Officer at their discretion if merited by performance or other market factors necessary to attract and retain our executives.

Salaries for fiscal 2016 were established for our Named Executive Officers in January 2016 after performance results for the prior fiscal year were available. Mr. Donald reviewed the annual competitive market analysis provided by the independent consultant, as well as individual performance of each Named Executive Officer and the results of the group of brands or company-wide results, as appropriate, and provided the Compensation Committees with recommended salaries for each Named Executive Officer, except for his own.

B. 2016 Base Salaries and Analysis

At the beginning of fiscal 2016, Mr. Donald recommended to the Compensation Committees that there be no increase in the base salaries for our Named Executive Officers for fiscal 2016 (which is consistent with the lack of increase provided to other members of senior management). The Compensation Committees accepted Mr. Donald's recommendations.

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

As a result, the base salaries for fiscal 2016 were as follows:

Named Executive Officer	Fiscal 2016 Base Salary
Arnold W. Donald	\$1,000,000
Alan Buckelew	\$ 825,000
Michael Thamm ⁽¹⁾	€ 700,000

(1) Mr. Thamm's base salary is payable in euros. His base salary is equivalent to \$777,000 for fiscal 2016 when converted into U.S. dollars at the average exchange rate for fiscal 2016 of \$1.11/€1.

Annual Bonuses

A. General

In fiscal 2016, each Named Executive Officer's target bonus comprised a significant portion of their respective total cash compensation opportunity, supporting Carnival Corporation & plc's objective to emphasize pay for performance. Annual bonus payments are intended to reward short-term individual, corporate, and a group of brands' performance results and achievements. The emphasis on the annual bonus as compared to base salary allows Carnival Corporation & plc to more closely link financial results to individual and overall company performance.

B. 2016 Annual Bonuses and Analysis

For fiscal 2016, the annual bonuses for our Named Executive Officers were determined in accordance with the Carnival Corporation & plc Management Incentive Plan (the "Management Incentive Plan") described below.

The Management Incentive Plan is designed to focus the attention of our executives, including our Named Executive Officers, on achieving outstanding performance results as reflected by income from the operations of Carnival Corporation & plc as well as other relevant measures. For the Named Executive Officers who are CEOs of a group of brands, the Management Incentive Plan is designed to also focus their attention on achieving outstanding performance results as reflected in the operating income of the group of brands they oversee.

Under the Management Incentive Plan, the Corporation Operating Income Target, Brand Operating Income Target and target bonus for each executive are established by the Compensation Committees for each plan year.

The Management Incentive Plan defines these terms as follows:

- "Corporation Operating Income" means the adjusted U.S. Generally Accepted Accounting Principles ("Adjusted GAAP") net income of Carnival Corporation & plc excluding interest income and expense, other nonoperating income and expense and income taxes as reported by Carnival Corporation & plc for the plan year.
- "Brand Operating Income" means the Adjusted GAAP net income of the respective brand (or group of brands) excluding interest income and expense and other nonoperating income and expense and income taxes, as reported by the brand (or group of brands) for the plan year.

The "Corporation Operating Income Target" for each year is established by the Compensation Committees taking into account historical performance, investor guidance, company/industry growth, Carnival Corporation & plc's annual plan, consultation with management and such other factors as the

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part 1

Compensation Committees deem appropriate. The “Brand Operating Income Target” for each year is also established by the Compensation Committees taking into account historical performance, company/industry growth, the brand group’s annual plan, consultation with management and such other factors as the Compensation Committees deem appropriate. In order to measure managements’ controllable operating contribution to the company, the Corporation and Brand Operating Income Targets and the actual Corporation and Brand Operating Income achieved for fiscal 2016 were measured using a constant fuel price per ton and constant currency exchange rates.

In January 2016, the Compensation Committees set the Corporation Operating Income Target for fiscal 2016 at \$3.134 billion, which was approximately 22% more than the actual Corporation Operating Income achieved in fiscal 2015. The Compensation Committees believed that this target represented a challenging performance goal and was meaningfully higher than the actual results for fiscal 2015.

Under the Management Incentive Plan, the preliminary bonus amounts payable were dependent upon the amount of Corporation Operating Income achieved as compared to the Corporation Operating Income Target as follows:

Plan Provisions		
Corporation Operating Income (in millions)	Performance Level (% of Target Achievement)	Payout Percentage ⁽¹⁾
<\$2,980	Below Threshold (<95.1%)	0%
\$3,134	Target (100%)	100.0%

(1) The payout curve includes four linear slopes. Payouts between these points are calculated using interpolation.

Bonus funding under the Management Incentive Plan for the Named Executive Officers who are CEOs of a group of brands was calculated by reference to a bonus schedule that calibrates the respective weighted Brand Operating Income Target (50%) and Corporation Operating Income Target (50%) for the fiscal 2016 plan year with the target bonus.

The Compensation Committees considered the attainment of each brand’s Brand Operating Income Target for fiscal 2016 to be achievable but challenging given each brand’s fiscal 2015 performance.

The fiscal 2016 Brand Operating Income Target for the Holland America Group (applicable to Mr. Kruse) and the Costa Group (applicable to Mr. Thamm) were approximately 20% and 13%, respectively, more than the actual Brand Operating Income achieved in fiscal 2015. The Compensation Committees believed that these targets represented challenging performance goals and were both meaningfully higher than the actual results for fiscal 2015.

In January 2016, Mr. Donald recommended to the Compensation Committees the fiscal 2016 target bonus amounts under the Management Incentive Plan for our Named Executive Officers (other than himself), representing no increase from their fiscal 2015 target bonus. The Compensation Committees accepted Mr. Donald’s recommendations. The fiscal 2016 target bonuses were, as follows:

Named Executive Officer	Target Bonus
Arnold W. Donald	\$2,650,000
Alan Buckelew	\$1,100,000
Michael Thamm	€ 900,000

These amounts were established by the Compensation Committees after taking into consideration the competitive market analysis (described above), historical bonus payout levels, the more challenging

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

Corporation Operating Income Target established by the Compensation Committees for fiscal 2016 and the Compensation Committees' philosophy to place greater emphasis on performance-based pay elements.

Following the end of fiscal 2016, the Compensation Committees confirmed preliminary funding bonus amounts for the Named Executive Officers based on the actual Corporation Operating Income and Brand Operating Income results achieved during fiscal 2016. Under the terms of the Management Incentive Plan, the Compensation Committees then considered other factors deemed relevant to the performance of Carnival Corporation & plc and the individual brands. One such factor was our HESS performance, as determined by the HESS Committees. To make this annual determination, the HESS Committees met regularly with members of the Maritime Policy & Analysis Department and senior management to review an extensive analysis of each brand's and Carnival Corporation & plc's enterprise-wide performance in HESS-related areas tracked throughout the course of the fiscal year. Based on its review of the HESS performance and other factors, the Compensation Committees approved adjustments to actual Corporation Operating Income and Brand Operating Income for fiscal 2016 to take into account the effects of gains on ship sales, restructuring expenses and litigation expenses.

After taking all of these adjustments into consideration, the Compensation Committees certified an adjusted Corporation Operating Income amount for fiscal 2016 that was 105.2% of the fiscal 2016 Corporation Operating Income Target. This amount was also 28% higher than the Corporation Operating Income for fiscal 2015 (which was also determined taking into account similar adjustments), and resulted in a preliminary bonus equal to 152.5% of Messrs. Donald, Bernstein and Buckelew's target bonus.

The adjusted Corporation Operating Income, performance levels and resulting actual performance level payouts for fiscal 2016 as approved by the Compensation Committees were as follows:

Actual Results and Payout		
Adjusted Fiscal 2016 Corporation Operating Income (in thousands)	Actual Percent of Target Achieved	Actual Fiscal 2016 Payout Percentage
\$3,297	105.2%	152.5%

The Compensation Committees also certified an adjusted Brand Operating Income amount for the Holland America Group for fiscal 2016 that was 104.0% of its 2016 Brand Operating Income Target and for the Costa Group that was 100.4% of its 2016 Brand Operating Income Target. When these fiscal 2016 brand results, inclusive of their respective HESS modifiers, were combined with the adjusted Corporate Operating Income results described above, the result was preliminary funding for Messrs. Kruse and Thamm, equal to 150.4% and 105.5% of their respective target bonuses.

Mr. Donald made recommendations to the Compensation Committees for all Named Executive Officer annual bonuses except for his own. The recommendations included a subjective review of the applicable fiscal year overall performance of each Named Executive Officer. Mr. Donald also submitted his self-assessments to the Compensation Committees summarizing his own activities and results as compared to his goals, as well as Carnival Corporation & plc's overall performance.

Final bonus amounts were then determined by the Compensation Committees, taking into account Mr. Donald's recommendations and input from FW Cook. In making their determinations, including whether to vary bonuses from the amount determined under the bonus schedule included in the Management Incentive Plan, the Compensation Committees considered the factors summarized in the Executive Summary above, in addition to the competitive market compensation for each Named Executive Officer and its subjective overall assessment of individual performance in fiscal 2016. After taking into account the factors referred to above, together with an assessment of the individual performance of each of the Named

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

Executive Officers, the Compensation Committees determined not to vary the final bonus amounts determined by the bonus schedule in the Management Incentive Plan. As a result, the bonuses for fiscal 2016 (which were less than actual bonus amounts for fiscal 2015, except for the bonus for Mr. Kruse, as described above) were as follows:

Named Executive Officer	Fiscal 2016 Target Bonus		Actual 2016 Payout Percentage		Fiscal 2016 Actual Bonus	Fiscal 2015 Actual Bonus	Change from Fiscal 2015 Actual Bonus
Arnold W. Donald	\$2,650,000	x	152.5%	=	\$4,041,250	\$4,618,950	(12.5%)
Alan Buckelew	\$1,100,000	x	152.5%	=	\$1,677,500	\$1,917,300	(12.5%)
Michael Thamm ⁽¹⁾	€ 900,000	x	105.5%	=	€ 949,500	€1,075,000	(11.7%)

(1) Mr. Thamm's fiscal 2016 bonus is payable in euros. His bonus is equivalent to \$1,204,000 for fiscal 2015 when converted into U.S. dollars at the average exchange rate for fiscal 2015 of \$1.12/€1 and \$1,053,945 for fiscal 2016 when converted into U.S. dollars at the average exchange rate for fiscal 2016 of \$1.11/€1.

Equity-Based Compensation

A. General

The Compensation Committees grant equity-based compensation to our Named Executive Officers to provide long-term incentives and align management and shareholder interests. The Compensation Committees believe that a significant percentage of compensation should be equity-based, rather than paid in cash. The equity-based compensation program is designed to recognize scope of responsibilities, reward demonstrated performance and leadership, motivate future superior performance and align the interests of the executive with our shareholders.

To further augment these views the Compensation Committees replaced TBS grants with an equity program for fiscal 2016 which was 100% performance-based for our Named Executive Officers and other key executives within Carnival Corporation & plc. For fiscal 2016, this includes two different types of performance-based equity grants: PBS grants and MTE grants. These equity grants provide for performance-based vesting or granting criteria and align our senior management team's long-term compensation opportunities with Carnival Corporation & plc's long-term performance. In addition, the value of these equity grants serve to link pay and performance in two ways: they have pre- or post-vesting performance criteria to determine the number of shares earned. The value of the shares earned appreciate or depreciate based on the trading price of our shares.

Our equity-based compensation grants are made pursuant to the Carnival Corporation 2011 Stock Plan or the Carnival plc 2014 Employee Share Plan, which have been approved by Carnival Corporation & plc's shareholders. Messrs. Donald, Bernstein, Buckelew and Kruse receive equity grants under the Carnival Corporation 2011 Stock Plan. Mr. Thamm received equity grants under the Carnival plc 2014 Employee Share Plan.

The specific equity grants made to our Named Executive Officers reflect the desire of the Compensation Committees to have a substantial portion of compensation be in the form of equity-based compensation and to link this compensation to performance. The number and form of equity grants made annually to our Named Executive Officers are determined both in the discretion of the Compensation Committees and pursuant to certain agreements with certain Named Executive Officers. Existing ownership levels are not a factor in award determinations, as the Compensation Committees do not want to discourage executives from holding significant amounts of Carnival Corporation and Carnival plc shares.

The value of equity grants made to our Named Executive Officers other than Mr. Donald in 2016 was determined by the Compensation Committees after reviewing the recommendation of Mr. Donald and the Chairman of the Boards of Directors, the other elements of the Named Executive Officer's current year compensation, and taking into account the position and role of the Named Executive Officer, the individual performance in the preceding fiscal year and historically, and the perceived future value to Carnival Corporation & plc. The Compensation Committees also review the competitive market assessment for long-term incentive compensation provided by the independent compensation consultant to confirm that the value of a Named Executive Officer's aggregate equity-based compensation and total direct compensation remains generally competitive. As discussed previously in "Overview of Total Direct Compensation for 2016 and Comparison to 2015," individual equity grants values are not directly linked to operating income results or other company or individual performance from the prior year. Similar to the approach taken for the other Named Executive Officers, the value of equity grants made to Mr. Donald was determined by the Compensation Committees after consultation with their independent compensation consultant, in accordance with his employment agreement entered into when he was recruited and taking into account his role, performance, perceived future value and competitive market position.

B. Disclosure and the Timing of Equity-Based Compensation

The Compensation Committees met in April 2016 to determine the PBS grants and the target values of the MTE grants, all of which are part of the equity-based compensation for key executives in fiscal 2016. The actual MTE grant is then made in January 2017 once the Management Incentive Plan performance is assessed and verified. Because the MTE grants are based on 2016 performance the Compensation Committees believe that the discussion of these equity-based grants made after fiscal year end is important to understanding of overall Named Executive Officer compensation for the preceding year. Accordingly, we describe below both the MTE grants made in early 2017 and the TBS grants made in early 2016 based on fiscal 2015 performance (which were discussed previously in last year's Proxy Statement but first appear in the "Summary Compensation Table" and "Grants of Plan-Based Awards in Fiscal 2016" table in this year's Proxy Statement).

C. Annual PBS Grants

2016 PBS Grants. The PBS grants made to our Named Executive Officers and other key executives in fiscal 2016 vest zero to 200% of target based upon the extent to which operating income, as adjusted for certain fuel price change and currency exchange rate impacts, for each of the three fiscal years in the 2016-2018 performance cycle and ROIC for the single three-year performance cycle exceeds the specified performance goals. This result can be modified up or down by up to 10% at the end of the three year performance cycle depending on Carnival Corporation & plc's TSR rank relative to the 2016 Peer Group. Under the terms of the award, the operating income result is weighted 70% and ROIC result is weighted 30%. The maximum payout is 200% of target. The operating income and ROIC targets will be disclosed at the end of the performance period (as these targets are deemed strategic and commercially sensitive).

The Compensation Committees believe that growth in operating income is a critical measure of Carnival Corporation & plc's ability to maintain and grow earnings over time. The grants further align an increasing proportion of the total compensation of key members of our management team (101 senior managers worldwide, including our Named Executive Officers) with the long-term growth of Carnival Corporation & plc. The Compensation Committees believe the inclusion of PBS grants into the compensation program for our Named Executive Officers demonstrates the Compensation Committees' continued focus on pay for performance and strengthens our commitment to aligning management compensation with shareholder outcomes.

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

The Compensation Committees approved the PBS grants to our Named Executive Officers after an evaluation of current market practice, the aggregate market positioning of total direct compensation, and the Compensation Committees' focus on the alignment between our Named Executive Officer's pay outcomes and Carnival Corporation & plc's long-term performance.

The PBS grants made to our Named Executive Officers in April 2016 were as follows:

Named Executive Officer	Target PBS Grants (#)	Grant Date Fair Value of PBS Grants ⁽¹⁾
Arnold W. Donald	47,407	\$2,498,994
Alan Buckelew	20,801	\$1,096,496
Michael Thamm	14,223	€ 679,856 ⁽²⁾

- (1) The grant date fair value of the PBS grants is calculated in accordance with Accounting Standards Codification Topic 718, "Stock Compensation" ("ASC 718")
- (2) The PBS grants made to Mr. Thamm are based on Carnival plc shares denominated in sterling. Because Mr. Thamm is compensated in euros, the value of the PBS grants made to Mr. Thamm has been converted from sterling into euros based on the April 13, 2016 grant date exchange rate of €1.25.£1. The grant date fair value is equivalent to \$775,036 when converted into U.S. dollars at the April 13, 2016 exchange rate of \$1.14-€1

2014 PBS Grants. The 2014 PBS grants made to the Named Executive Officers in April 2014 reached the end of the performance period at the end of fiscal 2016 and will vest on February 15, 2017. Under the terms of the 2014 PBS grant, shares vested based upon the extent to which Carnival Corporation & plc's annual EBIT (75% weighting), as adjusted for 75% of year-over-year fuel price changes for each of fiscal 2014, 2015 and 2016 and ROIC growth (25% weighting) over the three-year performance period reached or exceeded the following:

Goal Level	Annual EBIT Growth Goal (%)	2014 EBIT Goals (\$ in billions)	2015 EBIT Goals (\$ in billions)	2016 EBIT Goals (\$ in billions)	2016 ROIC Growth Goal (%)	Payout for EBIT & ROIC Goals (%)
Threshold	4	1,595	1,886	2,452	5.0	50
Maximum	10	1,687	1,995	2,594	40.0	200

The EBIT and ROIC results for the 2014 PBS grant were as follows:

EBIT and ROIC Results	2014 EBIT (\$ in billions)	2015 EBIT (\$ in billions)	2016 EBIT (\$ in billions)	2016 ROIC Growth	2016 ROIC
Annual Adjusted EBIT	\$1,720	\$1,958	\$2,610		
Annual EBIT Growth Payout %	200.00%	148.75%	200.00%		

The fiscal 2014, 2015 and 2016 annual adjusted EBIT growth payout percentages were averaged, and the growth of fiscal 2016 ROIC over fiscal 2013 ROIC was calculated to determine the respective payout percentages that were then weighted. The weighted payout percentage was then subject to

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

modification for relative TSR (+25% if in the first quartile against the 2014 peer group, 0% if in the second or third quartile, and -25% if in the fourth quartile) to obtain a final payout percentages, as follows:

Payout % and TSR Modifier	Unweighted Payout (%)	Weighting (%)	Weighted Payout (%)
Average Annual Adjusted EBIT Payout %	182.92	75	137.19
Weighted EBIT and ROIC Payout %			187.19
Final Payout % after TSR Modifier			187.19

Based on these performance measures, the Named Executive Officers received the following:

Named Executive Officer	2014 PBS Earned Shares ⁽¹⁾ (#)
Arnold W. Donald	71,719
Alan Buckelew	29,456
Michael Thamm	24,362

(1) Additional shares will be provided to take into account dividend reinvestment during the period.

D. Special PBS Grant Made to Chief Executive Officer in October 2013

A special PBS grant was made to Mr. Donald on October 14, 2013, which reached the end of its three-year performance period on October 14, 2016. Under the terms of this special PBS grant, shares are earned based on the compound annual growth rate, including the value of dividends reinvested, ("CAGR") of Carnival Corporation's absolute TSR over the three-year performance period as follows:

Grant Level	CAGR Required (%)	Vesting Percentage (%)	# of Special PBS
Below Threshold	Less than 5	0	0
Target	7	100	93,457

Vesting increases 20% for each 0.5% increase in the CAGR of Carnival Corporation's TSR above 5%. The maximum number of shares that may be earned is five times the target number of the special PBS grant and the maximum value that may be earned is eight times the target grant value of \$3 million.

CAGR performance of Carnival Corporation's TSR was measured from the closing price of a share of Carnival Corporation common stock of \$32.10 on October 14, 2013 against the 90-day average closing price of a share of Carnival Corporation common stock, including the value of reinvested dividends, of \$50.19 at October 14, 2016. This resulted in CAGR of 16.07%, which corresponds to a vesting percentage of 462.80%. As a result, Mr. Donald earned 432,518 shares, 50% of which vested on October 18, 2016. The remaining 50% of the shares will vest on October 14, 2017, subject to continued employment.

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

E. MTE Grants Made During Fiscal 2017

The MTE grants are tied to the Management Incentive Plan performance. In April 2016, the Compensation Committees approved an MTE target grant value for each of our Named Executive Officers and certain other executives. This target grant value was determined after consideration of recommendations received from Mr. Donald and the Chairman of the Boards of Directors, as well as reviewing the scope of the Named Executive Officer's responsibilities, performance and long-term retention considerations.

Following the end of fiscal 2016, the actual 2016 Management Incentive Plan payout percentage is then applied to the MTE target grant value to determine the actual MTE grant values, which may be from zero to 200% of target. The actual MTE grant value earned is then converted into a number of RSUs that cliff vest after three years from the date of grant.

The MTE grants for our Named Executive Officers in January 2017 were as follows:

Named Executive Officer	MTE Target Value ⁽¹⁾		2016 Payout Percentage		MTE Grant Value		Closing Price On Grant Date ⁽¹⁾		RSUs Received ⁽²⁾ (#)
Arnold W. Donald	\$1,050,000	x	152.5%	=	\$1,601,250	÷	\$53.09	=	30,161
Alan Buckelew	\$ 500,000	x	152.5%	=	\$ 762,500	÷	\$53.09	=	14,362
Michael Thamm	€ 325,000	x	105.5%	=	€ 342,875	÷	€47.83	=	7,169

(1) The closing price on the grant date is calculated by reference to the price of Carnival Corporation common stock or Carnival plc ordinary shares on the New York Stock Exchange or London Stock Exchange, respectively, on the date of grant. The MTE grant made to Mr. Thamm is based on Carnival plc shares denominated in sterling. Because Mr. Thamm is compensated in euros, the Carnival plc ordinary share closing price on the grant date of £41.13 has been converted into euros based on an exchange rate of €1.1629/£1.

(2) RSUs received have been rounded down to the nearest whole share.

Although considered to be compensation for performance in fiscal 2016, the MTE grants were made in early fiscal 2017 and, in accordance with SEC disclosure rules, are not shown in the "Grants of Plan-Based Awards in Fiscal 2016" table or included in the "Outstanding Equity Awards at 2016 Fiscal Year-End" table, and the grant date fair value of those shares are not reflected in the "Summary Compensation Table." These grants will be reflected in the executive compensation tables in next year's Proxy Statement.

F. TBS Grants Made During Fiscal 2016

TBS grants made during January 2016 were previously discussed in detail in our 2016 Proxy Statement. However, as discussed above, due to SEC disclosure rules, the grant date fair value of the grants detailed below are included in this Proxy Statement's "Summary Compensation Table" and "Grants of Plan-Based Awards in Fiscal 2016" table.

All participants in the Carnival Corporation 2011 Stock Plan and the Carnival plc 2014 Employee Share Plan, including our Named Executive Officers, received restricted shares or RSUs in January 2016 that cliff vest after three years, such vesting being in conformity with the UK Corporate Governance Code.

In January 2016, the Compensation Committees approved the TBS grants to our Named Executive Officers after consideration of recommendations received from Mr. Donald and the Chairman of the Boards of Directors as well as reviewing the scope of the Named Executive Officers' responsibilities,

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

fiscal 2015 performance and long-term retention considerations. The TBS grants approved for our Named Executive Officers in January 2016 were as follows:

Named Executive Officer	TBS Grants Restricted Shares/RSUs (#)	Grant Date Fair Value of TBS Grants ⁽¹⁾
Arnold W. Donald	38,932	\$2,099,992
Alan Buckelew	18,539	\$ 999,994
Michael Thamm	12,705	€ 648,363

- (1) The grant date fair value of the TBS grants is calculated by reference to the price of Carnival Corporation common stock or Carnival plc ordinary shares on the New York Stock Exchange or London Stock Exchange on the date of grant. The TBS grants made to Mr. Thamm are based on Carnival plc shares denominated in sterling. Because Mr. Thamm is compensated in euros, the value of the TBS grants made to Mr. Thamm has been converted from sterling into euros based on the January 11, 2016 exchange rate of €1.33.£1.

In accordance with SEC disclosure rules, the TBS grants during fiscal 2016 (based on fiscal 2015 performance) are shown in the "Grants of Plan-Based Awards in Fiscal 2016" table and are included in the "Outstanding Equity Awards at 2016 Fiscal Year-End" table, and the grant date fair value of those shares is reflected in the "Summary Compensation Table."

Perquisites and Other Compensation

Our Named Executive Officers are provided various perquisites believed by the Compensation Committees to be representative of common practices for executives in their respective countries. Some of Mr. Donald's and Mr. Thamm's perquisites and other benefits are provided pursuant to terms of their employment agreements. The Compensation Committees, with the assistance of FW Cook, review perquisites provided to our Named Executive Officers on a periodic basis and take into account each Named Executive Officer's particular circumstances and overall level of compensation, and believe that perquisites provided by Carnival Corporation & plc continue to be an appropriate element of the overall compensation package used to attract and retain such officers.

The Compensation Committees have approved a policy to establish procedures and controls as to the authorized use of aircraft owned or chartered by Carnival Corporation & plc (the "Aircrafts"). According to the policy, the Aircrafts can only be used for business purposes. Guests may accompany these Executives when traveling. The Compensation Committees have also agreed to allow Mr. Donald to use the Aircrafts a maximum of 30 hours of personal use so long as the incremental cost to Carnival Corporation & plc does not exceed \$200,000 per year. Once that threshold is reached, Mr. Donald will reimburse us for those costs. The Compensation Committees determined that the Aircrafts usage policy and levels of usage and costs were consistent with those offered by large multinational companies like Carnival Corporation & plc.

The perquisites received by each Named Executive Officer in fiscal 2016, as well as their incremental cost to Carnival Corporation & plc, are reported in the "Summary Compensation Table" and its accompanying footnotes.

Post-Employment Compensation Obligations

Carnival Corporation & plc does not have any change of control agreements that provide cash severance to our Named Executive Officers upon a change of control of Carnival Corporation & plc, with the exception of the employment agreement with Mr. Donald. Carnival Corporation & plc does not

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

have employment agreements with any of our Named Executive Officers that provide cash severance benefits in connection with the termination of the executive's employment, with the exception of employment agreements with Mr. Donald and Mr. Thamm.

Mr. Donald's employment agreement is subject to renewal annually on October 14th of each year. If Mr. Donald wishes to leave prior to the end of the current term, he would generally need to give at least 60 days' written notice. The payments to Mr. Donald in the event of termination are set forth in section of the Proxy Statement entitled "Post-Employment Cash Compensation Obligations to Mr. Donald."

Mr. Thamm's employment agreement provides that he is generally entitled to an amount equal to one year's base salary and bonus as compensation for his agreement not to engage in competition with us. The Compensation Committees believe that the severance benefits provided to Mr. Thamm under his employment agreement are reasonable and in accordance with market practice in Italy.

Upon termination of employment for certain circumstances or upon a change of control, our Named Executive Officers may be entitled to retain or receive accelerated vesting of equity grants. Under the terms of the Carnival Corporation 2011 Stock Plan and the Carnival plc 2014 Employee Share Plan, however, the default provision upon a change in control would provide only for a "double trigger" acceleration of equity grants (such that no acceleration would occur unless the participant's employment were subsequently terminated by Carnival Corporation & plc (or its successor) without cause). These benefits are provided under the terms of the plans pursuant to which the equity grants were made, the grant agreement and under individual agreements with certain Named Executive Officers. However, none of our Named Executive Officers are entitled to receive any tax gross-up payments in respect of their severance benefits or accelerated equity grants. The benefits that our Named Executive Officers may be eligible to receive in connection with the termination of their employment or upon a change of control are described in detail in this Proxy Statement under the heading "Potential Payments Upon Termination or Change of Control."

The Compensation Committees believe that these arrangements are reasonable and encourage an executive to comply with post-termination non-compete and other restrictive covenants and to cooperate with us both before and after their employment is terminated.

Pensions and Deferred Compensation Plans

As part of the overall compensation program, Carnival Corporation & plc operates various group pension programs for certain of its executives. Under the Carnival Corporation pension programs, base salaries and annual bonuses were used to determine pension benefits.

Until January 1, 2009, Mr. Buckelew received retirement benefits under the Princess Cruises Supplemental Senior Executive Retirement Plan (the "Princess SERP"). As a result of the application of Section 457A, Mr. Buckelew's benefit under the Princess SERP was frozen as of December 31, 2008 and he has not accrued any additional benefits under the Princess SERP since that date.

In addition, until January 1, 2009, Mr. Bernstein participated in the Carnival Corporation Fun Ship Nonqualified Savings Plan (the "Savings Plan"), which is a nonqualified defined contribution plan whereby certain executives may defer salary and/or bonus amounts into the Savings Plan. Additional information regarding the Savings Plan is described in the narrative immediately following the "Nonqualified Deferred Compensation in Fiscal 2016" table. Information regarding nonqualified deferred compensation for each of our Named Executive Officers is shown in the "Nonqualified Deferred Compensation in Fiscal 2016" table.

Messrs. Donald, Kruse and Thamm do not participate in any pension or defined contribution plans sponsored by Carnival Corporation or Carnival plc.

COMPENSATION

Compensation Discussion and Analysis and Carnival plc Directors' Remuneration Report—Part I

As a result of Section 457A of the U.S. Internal Revenue Code, Carnival Corporation no longer provides future accruals under the Princess SERP, the Savings Plan or the Salary Deferral Plan to its employees, including our Named Executive Officers.

In lieu of participation in the Savings Plan, the Compensation Committees approved payment of an additional annual bonus directly to these employees in an amount equal to what would have been deposited on behalf of those employees into those plans, less, as described below, any amount Carnival Corporation contributes to the Carnival Corporation Fun Ship Savings Plan, a 401(k) plan (the "401(k) Plan"). These payments are taxable as ordinary income.

Beginning with the 2010 calendar year, the 401(k) Plan was amended and currently allows Messrs. Donald, Bernstein and Buckelew (as well as all other highly compensated employees) to defer a limited amount of compensation into the 401(k) Plan subject to nondiscrimination testing. Similarly, Carnival Corporation shall make a matching contribution to the 401(k) Plan under the plan's formula, subject to nondiscrimination testing.

Stock Ownership Requirements

Our Boards of Directors and Compensation Committees believe it is important for Executive Officers and Directors to build and maintain a long-term ownership position in Carnival Corporation or Carnival plc shares in order to align their financial interests with those of our shareholders and to encourage the creation of long-term value. Our compensation structure provides for a significant percentage of compensation to be equity-based, which places a substantial portion of compensation at risk over a long-term period. Accordingly, our Section 16 Officers, including our Named Executive Officers, are subject to a stock ownership policy. The policy specifies target ownership levels of Carnival Corporation or Carnival plc shares for each executive expressed in terms of the value of the equity holdings (including unvested restricted shares and RSUs) as a multiple of each Section 16 Officer's base salary. During fiscal 2016, the Board increased the target ownership level applicable to the Chairman and/or the Chief Executive Officer from five times base salary to six times base salary. The target ownership levels are as follows:

Officers	Ownership Target Multiple of Base Salary
Chairman and/or Chief Executive Officer	6X salary
Other Section 16 Officers	3X salary

Individuals who are newly designated as Section 16 Officers are expected to be in compliance with the stock ownership policy within five years of the date of becoming a Section 16 Officer. All of our Named Executive Officers have already complied with the stock ownership policy. Our Section 16 Officers are restricted from trading call and put options and entering into any hedging transactions with respect to our shares. Carnival Corporation & plc does not make any commitment to any persons covered by the stock ownership policy that they will receive any particular level of equity-based awards.

The stock ownership policy provides that Section 16 Officers be required to retain at least 50% of the share awards received upon exercise or release after deducting the exercise price (of stock options) and withholding taxes, until their target ownership is achieved.

Impact of Regulatory Requirements on Compensation

In making determinations regarding executive compensation, the Compensation Committees consider relevant issues relating to accounting treatment, tax treatment (both company and individual) and regulatory requirements. The global nature of Carnival Corporation & plc's operations necessarily

COMPENSATION

Report of the Compensation Committees

means that monitoring these technical issues and considering their potential impact on the appropriate design and operation of executive remuneration programs is an increasingly complex exercise. Technical issues are evaluated in light of Carnival Corporation & plc's philosophy and objectives for executive compensation and its corporate governance principles, as described earlier in this Compensation Discussion and Analysis.

REPORT OF THE COMPENSATION COMMITTEES

The Compensation Committees have reviewed the Compensation Discussion and Analysis and discussed it with the management of Carnival Corporation & plc. Based on its review and discussions with management, the Compensation Committees recommended to our Boards of Directors that the Compensation Discussion and Analysis be incorporated by reference into the Carnival Corporation & plc joint Annual Report on Form 10-K for 2016 and included in the Carnival Corporation & plc 2017 proxy statement. This report is provided by the following independent Directors, who comprise the Compensation Committees:

The Compensation Committee of Carnival Corporation	The Compensation Committee of Carnival plc
Randall J. Weisenburger, Chairman Richard J. Glasier Laura Weil	Randall J. Weisenburger, Chairman Richard J. Glasier Laura Weil

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committees are comprised entirely of three independent Directors listed above. No member of the Compensation Committees is a current, or during 2016 was a former, officer or employee of Carnival Corporation, Carnival plc or any of their subsidiaries. During 2016, no member of the Compensation Committees had a relationship that must be described under the SEC rules relating to disclosure of related person transactions. In 2016, none of our Executive Officers served on the board of directors or compensation committee of any entity that had one or more of its executive officers serving on the Board or the Compensation Committee of Carnival Corporation or Carnival plc.

COMPENSATION TABLES

Although Carnival Corporation and Carnival plc are two separate entities, our business is run by a single management team. The following tables, narrative and footnotes discuss the compensation of our Chief Executive Officer, our Chief Financial Officer and our three other most highly compensated executive officers for the year ended November 30, 2016, who are referred to as the Named Executive Officers. Mr. Thamm's compensation was payable in euro. These euro amounts have been converted into U.S. dollars at the average U.S. dollar to euro exchange rate for fiscal 2016 of \$1.11:€1.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (\$)	Stock Awards ⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation ⁽²⁾ (\$)	Total (\$)
Arnold W. Donald President & CEO	2016	1,000,000	4,598,986	4,041,250	241,584	9,881,820
	2015	1,000,000	3,527,949	4,618,950	227,009	9,373,908
	2014	1,000,000	3,527,992	3,911,400	291,120	8,730,512
	2016	700,000	1,641,451	1,448,750		4,047,150
						5,248,739
Alan Buckelew ⁽³⁾ Chief Operations Officer	2016	825,000	2,096,489	1,677,500	193,453	4,792,442
	2015	825,000	1,586,417	1,917,300	415,890	4,744,607
	2014	825,000	3,424,196	1,525,000	296,680	6,070,876
						4,839,139
						4,001,725
Michael Thamm CEO of the Costa Group ⁽⁴⁾	2016	777,000	1,479,178	1,053,945	214,217	3,524,340
	2015	784,000	1,145,869	1,204,000	259,932	3,393,801
	2014	938,000	3,429,976	1,675,000	441,707	6,484,683

(1) No stock option grants were made in fiscal 2014 through 2016. The amounts included in the "Summary Compensation Table" reflect the grant date fair value, assuming no risk of forfeiture of the grants of Carnival Corporation restricted shares and Carnival plc RSUs made to our Named Executive Officers in fiscal 2016, calculated in accordance with ASC 718. The valuation of share-based grants is discussed in Notes 2 and 13 to the financial statements in the Carnival Corporation & plc joint Annual Report on Form 10-K for the year ended November 30, 2016. The amounts reflect the grant date fair value (100% of target) of the annual PBS grants made in April 2016, calculated in accordance with ASC 718. The grant date fair value of the annual PBS grants assuming maximum performance (being 200% of target) is \$4,997,987 for Mr. Donald, \$1,682,934 for Mr. Bernstein, \$2,192,991 for Mr. Buckelew, \$2,192,991 for Mr. Kruse and \$1,544,632 for Mr. Thamm. For the proceeds actually received by the Named Executive Officers upon the vesting of restricted shares or RSUs, see the "Option Exercises and Stock Vested for Fiscal 2016" table. For the grant date fair value of equity grants made to our Named Executive Officers as compensation for fiscal 2016, which grants were made in January 2017, see the "Equity Grants Made During Fiscal 2017 as Compensation for Fiscal 2016" table.

(2) See the "All Other Compensation Table" for additional information.

(3) Mr. Buckelew served as Chief Operations Officer throughout fiscal 2016. Effective December 1, 2016, he serves as Chief Information Officer.

(4) Effective December 9, 2016, Mr. Thamm also became CEO of Carnival Asia.

The amounts set forth in the column entitled Stock Awards in the "Summary Compensation Table" do not represent the equity-based compensation granted as compensation for fiscal 2016. As required by SEC rules and as described in Note 1 to the "Summary Compensation Table," the amounts reported in this column only reflect the PBS and TBS grants made during fiscal 2016. The TBS grants made in January 2016 (based on fiscal 2015 performance) are not reflective of 2016 compensation. The amounts reported in this column do not include value associated with MTE grants made in January 2017 that are described in the Compensation Discussion and Analysis. The MTE grants made to our Named Executive Officers in January 2017 as compensation for fiscal 2016 are as follows:

COMPENSATION
Compensation Tables

Equity Grants Made During Fiscal 2017 as Compensation for Fiscal 2016

Name	Grant Date Fair Value of Stock Awards ⁽¹⁾ (\$)	Option Awards (\$)
Arnold W. Donald	1,601,247	0
Alan Buckelew	762,479	0
Michael Thamm	353,833	0

- (1) The amounts are the full value of the MTE grants on January 17, 2017, the date the grants were made. The value for Carnival plc shares has been converted from sterling into U.S. dollars based on the January 17, 2017 exchange rate of \$1.20:£1. The full grant date fair value for a grant is the amount that Carnival Corporation & plc will expense in its financial statements over the grant's vesting period or until the retirement eligibility date, if such date is earlier than the vesting date, when vesting is not contingent upon any future performance. The full grant date fair value may not correspond to the actual value that will be realized.

All Other Compensation Table

Each component of the All Other Compensation column in the "Summary Compensation Table" for fiscal 2016 is as follows:

Item	Arnold W. Donald (\$)	David Bernstein (\$)	Alan Buckelew (\$)	Stein Kruse (\$)	Michael Thamm (\$)
Compensation in lieu of Savings Plan profit sharing contribution	56,190	164,977	123,750	—	—
Private medical/health insurance costs and premiums ⁽¹⁾	41,078	57,662	39,784	20,910	—
Personal use of Aircrafts ⁽²⁾	98,419	—	—	—	—
Tax planning and return preparation fees	10,070	4,000	8,000	—	—
Driver and security	496	—	—	—	43,013
Total	241,584	256,949	193,453	83,270	214,217

- (1) Certain of our Named Executive Officers are eligible to participate in an executive health insurance program, which includes a fully insured plan and a secondary insured plan. Amounts reported represent the cost of the premiums paid on a Named Executive Officer's behalf under these plans plus the additional costs of medical services rendered during the fiscal year. Named Executive Officers participating in this plan generally have until March 31, 2017 to submit their 2016 claims for reimbursement, and as a result, these amounts may increase. The maximum amount that may be reimbursed in any year under the secondary plan is \$20,000.
- (2) Represents the aggregate incremental cost to Carnival Corporation & plc for travel on the Aircrafts not related to company business. The aggregate incremental cost for the use of the Aircrafts for personal travel is calculated by multiplying the hourly variable cost rate for the Aircrafts used by the hours used. The hourly variable cost rate primarily includes fuel, airport handling and other fees, aircraft repairs and maintenance, crew expenses and catering. The hourly variable cost rate is recomputed annually to reflect changes in costs. Fixed costs which do not change based on usage, such as pilots' salaries, Aircraft depreciation and overhead costs, are excluded.
- (3) Includes the total amount of other benefits provided, none of which individually exceeded \$10,000 for the designated Named Executive Officer. These other benefits include: accidental death or dismemberment insurance premiums, disability insurance premiums, life insurance premiums, the opportunity to travel on Carnival Corporation & plc cruise lines for reduced fares, and gross-ups for a portion of income taxes for spousal travel.

COMPENSATION
Compensation Tables

Additional information with respect to Carnival plc's compensation and reimbursement practices during fiscal 2016 for Non-Executive Directors is included in Part II of the Carnival plc Directors' Remuneration Report, which is attached as Annex B to this Proxy Statement

Grants of Plan-Based Awards in Fiscal 2016

Equity grants and non-equity awards made to the Named Executive Officers during fiscal 2016 are as follows:

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Possible Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares or Units ⁽³⁾	Grant Date Fair Value of Stock Awards ⁽⁴⁾
		Threshold	Target	Maximum	Threshold	Target	Maximum		
Arnold W. Donald	1/11/2016	1,325,000	2,650,000	5,300,000				38,932	2,099,992
	4/13/2016				23,704	47,407	94,814		2,498,944
Alan Buckelew	1/11/2016	550,000	1,100,000	2,200,000				18,539	999,994
	4/13/2016				10,401	20,801	41,602		1,096,496
Michael Thamm	1/11/2016	499,500	999,000	1,998,000				12,705	706,862 ⁽⁵⁾
	4/13/2016				7,112	14,223	28,446		772,316 ⁽⁶⁾

- (1) Represents the potential value of the payout of the annual bonuses under the Incentive Plan for fiscal 2016 performance. The Non-Equity Incentive Plan awards were made under the Management Incentive Plan. The actual amount of a Named Executive Officer's annual bonus paid in fiscal 2017 for fiscal 2016 performance is shown in the "Summary Compensation Table" in the "Non-Equity Incentive Plan Compensation" column. For a more detailed description of the potential payout under each plan, see the description in the Compensation Discussion and Analysis under the section "2016 Annual Bonuses."
- (2) Represents the potential number of shares under the annual PBS grants. For a more detailed description of the potential payout under annual PBS grants, see the description in the Compensation Discussion and Analysis under the section "Annual PBS Grants."
- (3) Represents the number of restricted shares of Carnival Corporation common stock underlying the TBS grants made in fiscal 2016 under the Carnival Corporation 2011 Stock Plan, with the exception of Mr. Thamm who received Carnival plc RSUs under the Carnival plc 2014 Employee Share Plan.
- (4) Represents the full grant date fair values of the stock grants made in fiscal 2016, which were determined based on the assumptions set forth in Notes 2 and 13 to the financial statements in the Carnival Corporation & plc joint Annual Report on Form 10-K for the year ended November 30, 2016 (disregarding estimated forfeitures). The full grant date fair value for a grant is the amount that Carnival Corporation & plc will expense in its financial statements over the grant's vesting schedule or until the retirement eligibility date, if such date is earlier than the vesting date, when vesting is not contingent upon future performance. The full grant date fair value may not correspond to the actual value that will be realized.
- (5) The value for Carnival plc shares has been converted from sterling into U.S. dollars based on the January 11, 2016 exchange rate of \$1.45/£1.
- (6) The value for Carnival plc shares has been converted from sterling into U.S. dollars based on the April 13, 2016 exchange rate of \$1.42/£1.

Narrative Disclosure to the “Summary Compensation Table” and the “Grants of Plan-Based Awards in Fiscal 2016” Table

Employment Agreements

Two of our Named Executive Officers have employment agreements as follows:

- Mr. Donald entered into an employment agreement in October 2013, which was amended in October 2016, setting forth the contractual and economic terms of his post as the President and Chief Executive Officer of Carnival Corporation & plc. The employment agreement is subject to renewal annually. Mr. Donald's compensation is determined at the discretion of the Boards of Directors.
- Mr. Thamm entered into an agreement in June 2012, which was last amended in November 2014, setting forth the contractual and economic terms of his post as the Chief Executive Officer of the Costa Group. Mr. Thamm's compensation is determined at the discretion of the Compensation Committees.

For more detailed information regarding the employment agreements, please refer to the Compensation Discussion and Analysis and the exhibit index to the Carnival Corporation & plc 2016 joint Annual Report on Form 10-K.

Annual Bonus Plans

Annual bonuses for our Named Executive Officers are determined based on the Management Incentive Plan. For more detailed information regarding this plan, please refer to the Compensation Discussion and Analysis and the exhibit index to the Carnival Corporation & plc 2016 joint Annual Report on Form 10-K.

Equity-Based Compensation

In January 2016, the Compensation Committees made TBS grants in the form of restricted shares or RSUs to our Named Executive Officers that cliff vest after three years, in conformity with the UK Corporate Governance Code. The closing price of Carnival Corporation common stock and Carnival plc ordinary shares on January 11, 2016, the grant date, was \$53.94 and £38.37, respectively.

The restricted shares have the same rights with respect to dividends and other distributions as all other outstanding shares of Carnival Corporation common stock. RSUs do not receive dividends or have voting rights. Each RSU is credited with dividend equivalents equal to the value of cash and stock dividends paid on Carnival Corporation common stock or Carnival plc ordinary shares. The cash and stock dividend equivalents will be distributed upon the settlement of the RSUs upon vesting.

In accordance with the Compensation Committees' focus on long-term shareholder return, the Compensation Committees also approved the 2016 annual PBS grants on April 13, 2016 for our Named Executive Officers and other key executives within Carnival Corporation & plc. The PBS grants vest zero to 200% of target. The initial vesting calculation is determined based on the extent to which Carnival Corporation & plc's annual operating income, as adjusted for fuel price changes and currency exchange rate impacts, for each of the three fiscal years in the 2016-2018 performance cycle exceeds and ROIC growth exceeds the specified performance goals over the three-year performance period. The vesting percentage is then modified up or down by up to 10% at the end of the three year-performance cycle for Carnival Corporation's TSR rank relative to the Peer Group. The maximum payout is 200% of target.

COMPENSATION
Compensation Tables

For further information regarding forfeiture and treatment upon termination or change of control, refer to the section entitled "Potential Payments Upon Termination or Change of Control" below.

Outstanding Equity Awards at Fiscal 2016 Year-End

Our Named Executive Officers do not hold options for either Carnival Corporation or Carnival plc shares. Information with respect to outstanding Carnival Corporation restricted shares and RSUs granted by Carnival Corporation & plc to and held by our Named Executive Officers as of November 30, 2016, except for Mr. Thamm whose RSUs are related to Carnival plc ordinary shares, is as follows:

Name	Stock Awards		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested	
	No. of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽¹⁾ (\$)	Equity Incentive Plan Awards: No. of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Arnold W. Donald	50,578 ⁽²⁾	2,600,215	38,314	3,687,124 ⁽³⁾
	45,366 ⁽⁴⁾	2,332,266	29,479	3,031,031 ⁽⁵⁾
	38,932 ⁽⁶⁾	2,001,494	47,047	2,418,686 ⁽⁷⁾
	216,259 ⁽⁸⁾	11,117,875 ⁽⁸⁾		
David Bernstein	14,932 ⁽²⁾	767,654	28,481	6,237,527 ⁽⁹⁾
	17,282 ⁽⁴⁾	888,468	11,631	1,119,302 ⁽³⁾
	14,831 ⁽⁶⁾	762,462	8,949	920,136 ⁽⁵⁾
			15,963	820,658 ⁽⁷⁾
Alan Buckelew	9,273 ⁽²⁾	476,725	28,481	6,237,527 ⁽⁹⁾
	10,801 ⁽⁴⁾	555,279	15,736	1,514,344 ⁽³⁾
	9,270 ⁽⁶⁾	476,571	12,107	1,244,842 ⁽⁵⁾
			20,801	1,069,379 ⁽⁷⁾
Stein Kruse	24,084 ⁽²⁾	1,238,158	28,481	6,237,527 ⁽⁹⁾
	21,602 ⁽⁴⁾	1,110,559	15,736	1,514,344 ⁽³⁾
	18,539 ⁽⁶⁾	953,090	12,107	1,244,842 ⁽⁵⁾
			20,801	1,069,379 ⁽⁷⁾
Michael Thamm	20,870 ⁽²⁾	1,046,631	27,591	5,894,514 ⁽⁹⁾
	16,552 ⁽⁴⁾	830,083	13,015	1,221,793 ⁽³⁾
	12,705 ⁽⁶⁾	637,156	7,645	766,794 ⁽⁵⁾
			14,223	713,283 ⁽⁷⁾

- (1) Market value of the stock awards is based on the closing price of Carnival Corporation common stock on November 30, 2016 of \$51.41, except for the Carnival plc RSUs granted to Mr. Thamm under the Carnival plc 2014 Employee Share Plan and the Carnival plc 2005 Employee Share Plan, which are based on closing price of Carnival plc shares on November 30, 2016 of £40.44, which has been converted into \$50.15 based on the November 30, 2016 exchange rate of \$1.24:£1.
- (2) Restrictions lapse on January 17, 2017.
- (3) Market value is based on final payout performance of 187.19% on the April 2014 PBS. These grants vest based upon the extent to which annual EBIT, as adjusted for fuel price changes, for each of the three fiscal years in the 2014-2016 performance cycle and ROIC for the three-year performance cycle, exceeded specified performance goals. The TSR modifier had no impact. Additional shares were provided to take into account dividend reinvestment during the period.

COMPENSATION

Compensation Tables

- (4) Restrictions lapse on January 12, 2018
- (5) Market value is based on maximum performance assuming 200% payout on the April 2015 PBS grant as at November 30, 2016. These grants vest zero to 200% of target based upon the extent to which annual Operating Income, as adjusted for fuel price changes and foreign currency exchange rate impacts for each of the three fiscal years in the 2015-2017 performance cycle and ROIC for the three-year performance cycle, exceeds specified performance goals, as modified up or down by up to 10% at the end of the three-year performance cycle for the Carnival Corporation & plc's total shareholder return rank relative to the Peer Group. If the TSR modifier increase applies, the maximum payout would be 200% of target.
- (6) Restrictions lapse on January 11, 2019
- (7) Market value is based on maximum performance assuming 100% payout on the April 2016 PBS grant as at November 30, 2016. These grants vest zero to 200% of target based upon the extent to which annual Operating Income, as adjusted for fuel price changes and foreign currency exchange rate impacts for each of the three fiscal years in the 2016-2018 performance cycle and ROIC for the three-year performance cycle, exceeds specified performance goals, as modified up or down by up to 10% at the end of the three-year performance cycle for the Carnival Corporation & plc's total shareholder return rank relative to the Peer Group. If the TSR modifier increase applies, the maximum payout would be 200% of target.
- (8) Market value reflects the unvested portion of the final performance of 462.80% payout on the special PBS grant to Mr. Donald as at November 30, 2016. This equity incentive award is based on CAGR of Carnival Corporation's total shareholder return over the three-year period ending October 14, 2016. Mr. Donald earned a total of 432,518 shares, half of which vested on October 18, 2016 and half of which vest on October 14, 2017.
- (9) Market value is based on the final payout performance of 426.00% on the special PBS grant to these Named Executive Officers valued as at November 30, 2016. This equity incentive award is based on CAGR of Carnival Corporation's total shareholder return over the three-year period ending December 27, 2016. These Named Executive Officers may receive a number of shares valued at up to eight times the initial target value of the grant based on the CAGR growth of the closing price of a share of Carnival Corporation common stock as of the date of grant compared to the 90-day average price of a share of Carnival Corporation common stock as at the end of the three-year period.

Stock Vested for Fiscal 2016

None of our Named Executive Officers exercised options during 2016. The following table provides information for our Named Executive Officers on the number of shares acquired upon the vesting of restricted shares and RSUs and the value realized, each before the payment of any applicable withholding tax and broker commissions.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ⁽¹⁾ (\$)
Arnold W. Donald	274,704	12,592,909
Alan Buckelew	18,264	875,359
Michael Thamm	20,519	932,970

- (1) The fair market value of Carnival Corporation shares realized on vesting has been determined using the average of the highest and lowest sale prices reported as having occurred on the New York Stock Exchange on the date of vesting. The fair market value of Carnival plc shares realized on vesting has been determined using the average of the highest and lowest sale prices reported as having occurred on the London Stock Exchange on the date of vesting. The value for Carnival plc shares has been converted from sterling into U.S. dollars based on the exchange rate on the date of exercise or vesting.

Pension Benefit in Fiscal 2016

Messrs. Donald, Bernstein, Kruse and Thamm do not participate in any defined benefit pension plans sponsored by Carnival Corporation or Carnival plc. Mr. Buckelew participates in the Princess SERP.

Name	Plan Name	Number of Years Credited Service ⁽¹⁾ (#)	Present Value of Accumulated Benefit ⁽²⁾ (\$)	Payments During Last Fiscal Year ⁽³⁾ (\$)
Arnold W. Donald	None	—	—	—
Alan Buckelew	Princess SERP	15	5,588,444	0
Michael Thamm	None	—	—	—

- (1) Credited service for benefit calculation purposes under the Princess SERP is limited to 15 years, while actual credited service to Mr. Buckelew exceeds this amount.
- (2) The present value of accumulated benefit was calculated based on the interest rate assumption disclosed in Note 13 to the financial statements in the Carnival Corporation & plc joint Annual Report on Form 10-K for the year ended November 30, 2016, which was used to calculate the fiscal 2016 year-end liability for the plan. The Princess SERP benefit is assumed payable as a lump sum at the later of age 65 or current age. The Princess SERP 2017 lump sum was calculated using a 4.49% interest rate and the RP-2000 mortality table projected to 2017. The future payments are then discounted to current age using an interest rate of 1.25%. Due to taxation issues created by the adoption of Section 457A, benefits accrued as of December 31, 2008 under the Princess SERP will be paid as a lump sum on December 31, 2017.
- (3) Mr. Buckelew has not accrued or received (and is not entitled to accrue) any additional benefits under the Princess SERP after December 31, 2008.

Carnival Corporation & plc operate various group pension programs for their executives in which our Named Executive Officers also participate. Under the Carnival plc pension plans, in line with UK best practice, pension benefits are based solely on base salary and no other elements of compensation are taken into account when determining pension benefits. Under the Carnival Corporation pension programs, base salaries and annual bonuses are used to determine pension benefits.

The Princess SERP is unfunded and is not qualified for U.S. tax purposes. The Princess SERP provides a benefit equal to 65% of the highest base salary earned by Mr. Buckelew during any consecutive 60-month period offset by the actuarial equivalent of any benefits accrued as of December 31, 2008 under any other retirement plan maintained by Princess Cruise Lines, Ltd., or any affiliate (or predecessor) and Social Security benefits. Mr. Buckelew is vested in his benefit in the Princess SERP. As a result of the adoption of Section 457A, Mr. Buckelew's benefits under the Princess SERP were frozen as of December 31, 2008 and Mr. Buckelew has not been entitled to accrue any additional benefits under the Princess SERP since that date. Benefits under the Princess SERP are generally paid in the form of a monthly annuity commencing on the later of (i) the first day of the first month following the participant's separation from service or (ii) the participant's earliest commencement date, which is a date elected in advance by the participant that must be no earlier than the date the participant turns age 55 and no later than the date the participant turns 65. However, as a result of the adoption of Section 457A, any benefits accrued under the Princess SERP that remain unpaid as of December 31, 2017 will be paid in a single lump sum payment on December 31, 2017.

COMPENSATION
Compensation Tables

Nonqualified Deferred Compensation in Fiscal 2016

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)
Arnold W. Donald	—	—	—	—	—
Alan Buckelew	—	—	—	—	—
Michael Thamm	—	—	—	—	—

Carnival Corporation has established the Savings Plan, which is a nonqualified defined contribution plan for U.S. tax purposes. Until December 31, 2008, Mr. Bernstein could defer salary and/or bonus amounts into the Savings Plan. As described in the section of the Compensation Discussion and Analysis entitled "Impact of Regulatory Requirements on Compensation," effective January 1, 2009, he could no longer defer any salary or bonus amounts into the Savings Plan. Although the Savings Plan is unfunded, Carnival Corporation has established a "rabbi trust" that holds any executive deferrals and company contributions to the Savings Plan.

Benefits are paid based on the participant's form and timing elections made in accordance with applicable Section 409A Treasury Regulations. Benefits are based on the participant's deferrals of cash compensation and associated earnings and losses based on the investment allocation selected by the participant. The investment options available to participants in the Savings Plan are identical to those available to participants in the 401(k) Plan, except for the Standard & Poor's index fund and money market investment options. A participant may change his or her investment allocation at any time.

For every dollar Mr. Bernstein deferred into the Savings Plan prior to January 1, 2009, Carnival Corporation matched 50% up to the lower of (i) 50% of the U.S. Internal Revenue Service qualified plan limitation or (ii) 6% of his eligible pay. "Eligible pay" includes regular pay (before any pre-tax contributions from his pay and taxes) and bonus. Carnival Corporation also made profit sharing contributions into the Savings Plan based upon his eligible pay and years of service according to the following schedule:

Years of Service	Award (% of Eligible Pay)
Less than 2	0%
6-9	2%
14-16	5%
20-22	9%
26 and over	15%

Following the promulgation of Section 457A, salary and bonus deferrals into the Savings Plan are no longer permitted. As a result, Messrs. Donald, Bernstein and Buckelew and all other Savings Plan participants and those who are deemed highly compensated employees under IRS regulations are paid the equivalent of their annual matching award (less any amount actually contributed by Carnival Corporation to the 401(k) Plan on their behalf as a matching contribution) and profit sharing

COMPENSATION

Potential Payments Upon Termination or Change of Control

contribution as additional cash compensation. The effect of this provision will result in no additional benefit for Messrs. Donald, Bernstein and Buckelew and will not result in a material incremental cost to Carnival Corporation. As of November 30, 2016, Messrs. Donald, Bernstein and Buckelew had 4, 19 and 39 years of service, respectively.

Additional information with respect to pension plan arrangements for Carnival plc for the year ended November 30, 2016 is included in Part I of the Carnival plc Directors' Remuneration Report included in this Proxy Statement as the Compensation Discussion and Analysis and Part II of the Carnival plc Directors' Remuneration Report, which is attached as Annex B to this Proxy Statement.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

Each of our Named Executive Officers may be eligible to receive certain payments and benefits in connection with termination of employment under various circumstances. The potential benefits payable to our Named Executive Officers in the event of termination of employment under various scenarios on November 30, 2016 are described below.

In addition to benefits described below, our Named Executive Officers will be eligible to receive any benefits accrued under Carnival Corporation & plc broad-based benefit plans, such as distributions under life insurance and disability benefits and accrued vacation pay, in accordance with those plans and policies. These benefits are generally available to all employees. Mr. Bernstein will also be eligible to receive any account balances at the fiscal 2016 year-end under our nonqualified deferred compensation plans and programs as set forth in the "Nonqualified Deferred Compensation in Fiscal 2016" table in accordance with his payout election. Mr. Buckelew will also be eligible to receive any vested benefits under our pension programs upon termination of employment in accordance with the Princess SERP. Mr. Bernstein and Mr. Buckelew are fully vested in these benefits, which are described in the "Pension Benefits in Fiscal 2016" table and the description that follows that table. There are no special or enhanced executive benefits under our pension and nonqualified deferred compensation plans and programs.

Cash Severance Benefits

It is the policy of the Compensation Committees for Executive Officers to have notice periods of not more than 12 months in duration. The Compensation Committees may make an exception to this practice where they believe doing so would be in the best interests of Carnival Corporation and Carnival plc and their shareholders. The Compensation Committees will continue to consider the individual circumstances of each case taking account of best practice in the UK and the U.S. and the expected cost to Carnival Corporation & plc of any termination of an executive's employment arrangements.

Accordingly, Messrs. Bernstein, Buckelew and Kruse have no employment agreements and no entitlement to severance except for possible retention of unvested restricted share grants depending on the circumstances of their separation of employment discussed below.

Messrs. Donald and Thamm are our only Named Executive Officers with employment agreements providing cash severance and other benefits. The table below details the various payments associated with certain termination events. Payment outcomes associated with the treatment of equity is detailed below in the section entitled "Potential Value of Equity Grants upon Termination of Employment or Change of Control."

COMPENSATION

Potential Payments Upon Termination or Change of Control

Post-Employment Cash Compensation Obligations to Mr. Donald Upon termination of Mr. Donald's employment, he will be entitled to certain payments as follows:

Reason for Termination	Payment Type
By the company for cause	All amounts earned or accrued through the termination date
By Mr. Donald, other than for good reason	All amounts earned or accrued through the termination date
Because of death or disability	Benefits or payments under any applicable disability or life insurance benefit plans
By Mr. Donald other than for cause, death or disability or for good reason	- Severance pay equal to one times his base salary and target bonus for the year of termination - Continued medical, dental, group life, accidental death or dismemberment, and disability insurance premiums for up to 18 months ("Post-Employment Benefits")
Following a change in control event	- Severance pay equal to two times the sum of his base salary and target bonus for the year of termination - Post-Employment Benefits

Post-Employment Compensation Obligations to Mr. Thamm Mr. Thamm is eligible to receive 12 months of base salary plus his target bonus if his employment is terminated, as compensation for his non-competition and non-solicitation obligations.

Estimated Cash and Benefit Payments Upon Termination of Employment

The following table quantifies the cash compensation or value of benefits that Messrs. Donald and Thamm would receive upon termination of employment. The amounts shown assume the event that triggered the treatment occurred on November 30, 2016. The table does not include amounts they would be entitled to without regard to the circumstances of termination, such as earned or accrued compensation.

Name	Benefit	Termination without Cause (\$)	Voluntary Termination (without Good Reason) (\$)	Voluntary Termination (with Good Reason) (\$)	Death or Disability (\$)	Change of Control (\$)
Arnold W. Donald	Separation Payment	3,650,000	0	3,650,000	0	7,300,000
	Post-Employment Benefits	68,473	0	68,473	0	68,473
				3,718,473		
Michael Thamm	Non-Competition Compensation ⁽¹⁾	1,776,000	1,776,000	1,776,000	1,776,000	1,776,000

(1) These amounts would be payable in euro. Mr. Thamm's potential non-competition compensation has been converted into U.S. dollars using the average U.S. dollar to euro exchange rate for fiscal 2016 of \$1.11:€1.

Equity-Based Compensation

Vesting of restricted shares and RSUs upon termination of a Named Executive Officer's employment is dependent upon the reasons his employment is terminated, the terms of the respective equity plan and the associated equity grant agreement. Equity grants made to our Named Executive Officers are subject to the same terms as all other participants generally, except as described below.

COMPENSATION

Potential Payments Upon Termination or Change of Control

Carnival Corporation 2011 Stock Plan All our Named Executive Officers except Mr. Thamm received equity grants under the Carnival Corporation 2011 Stock Plan. The terms of the Carnival Corporation 2011 Stock Plan and the equity grant agreements applicable to participants generally provide that upon termination for death or disability, all unvested equity grants will immediately vest. The terms of the restricted share grants to Named Executive Officers provide that if their employment is terminated without cause or they voluntarily terminate due to a diagnosis of a terminal medical condition, the restricted share grants will continue to vest according to their original vesting schedule. For the purposes of the agreement, "cause" is defined as any action or inaction which constitutes fraud, embezzlement, misappropriation, dishonesty, breach of trust, a felony or moral turpitude, as determined by the Boards of Directors.

Upon retirement, restricted share grants continue to vest according to their terms as though employment had not ended; provided, however, that as each participant reaches retirement age, 50% of the grant will immediately vest, if such participant becomes subject to tax withholding at that time. Retirement is defined as voluntary termination of an employee being at least 60 years of age with 15 years of service or at least 65 years of age with five years of service. Upon involuntary termination within 12 months after a change of control, the restricted period on all restricted shares and RSUs immediately expires.

Change of control means the occurrence of any of the following:

- the acquisition by any individual, entity or group of beneficial ownership of 50% or more of either (A) the then outstanding shares of common stock of Carnival Corporation or (B) the combined voting power of the then outstanding voting securities of Carnival Corporation and Carnival plc entitled to vote generally in the election of Directors, except that this provision does not apply to affiliated companies or the Arison family,
- incumbent Directors cease to constitute at least a majority of the Boards of Directors,
- the dissolution or liquidation of Carnival Corporation,
- the sale, transfer or other disposition of all or substantially all of the business or assets of Carnival Corporation, or
- the consummation of a reorganization, recapitalization, merger, consolidation, statutory share exchange or similar form of corporate transaction involving Carnival Corporation that requires the approval of the shareholders, whether for such transaction or the issuance of securities in the transaction.

All of the equity grants made to participants, including our Named Executive Officers, contain clawback and forfeiture provisions in the event of a violation of confidentiality or non-compete provisions (which restrict them from competing with Carnival Corporation & plc for the remainder of the award's vesting period) or fraud or conduct contributing to any financial restatements or irregularities.

Pursuant to the terms of his employment agreement, Mr. Donald received a special PBS grant in October 2013, which matured in October 2016. In October 2016, 50% of the earned shares were released from restriction. The remaining 50% of the earned shares will remain restricted until October 2017. In the event Mr. Donald's employment is terminated without cause or by Mr. Donald for good reason or in the event of a change in control, the restricted earned shares will vest in full.

The other Named Executive Officers received a special PBS grant in December 2013. The terms of the special PBS grant provide that if the executive's employment is terminated without cause, he will vest in the target number of shares underlying the special PBS grant on a pro-rata basis as of the date of termination. In addition, in the event of a change in control, the special PBS grant would be pro-rated as of the date of the change in control. After the number of earned shares is known, in the event the

COMPENSATION

Potential Payments Upon Termination or Change of Control

Named Executive Officer's employment is terminated without cause or in the event of a change in control, the earned shares will vest in full

Carnival plc Employee Share Plans Mr. Thamm is the only Named Executive Officer who received grants under the Carnival plc 2014 Employee Share Plan and the predecessor Carnival plc 2005 Employee Share Plan. Mr. Thamm receives the same treatment under the plans as other participants generally, except that if his employment is terminated without cause or he voluntarily terminates due to diagnosis of a terminal medical condition, all RSU grants will continue to vest according to their original vesting schedule. All grants vest upon termination of employment for death or disability. Upon retirement, all TBS grants will continue to vest according to their terms as if the employment had not been terminated. Retirement is defined as voluntary termination of an employee being at least 60 years of age with 15 years of service or at least 65 years of age with five years of service. Upon a change of control, all grants will vest.

Change of control is defined to mean the occurrence of any of the following:

- a person (either alone or together with any person acting in concert with him) obtaining control of Carnival plc as a result of a general offer or otherwise for the whole of the share capital of Carnival plc (other than those shares which are already owned by him and/or any person acting in concert with him),
- the acquisition by any individual, entity or group of beneficial ownership of 50% or more of either (A) the then outstanding shares of Carnival plc or (B) the combined voting power of the then outstanding voting securities of Carnival plc entitled to vote generally in the election of Directors, except that this provision does not apply to affiliated companies or members of the Arison family,
- incumbent Directors cease to constitute at least a majority of the Boards of Directors,
- a person becoming bound or entitled to give notice under sections 428 to 430F of the Companies Act 2006 to acquire shares,
- a court directing that a meeting of the holders of shares be convened pursuant to section 425 of the Companies Act 2006 for the purposes of considering a scheme of arrangement of Carnival plc or its amalgamation with any other company or companies and the scheme of arrangement being approved by the shareholders' meeting or sanctioned by the court,
- notice being duly given of a resolution for the voluntary winding-up of Carnival plc,
- the sale, transfer or other disposition of all or substantially all of the business or assets of Carnival plc, or
- the completion of a reorganization, recapitalization, merger, consolidation, share exchange or similar form of corporate transaction involving Carnival plc that requires the approval of the shareholders, whether for such transaction or the issuance of securities in the transaction.

All of the equity grants made to our Named Executive Officers contain confidentiality and non-compete provisions that restrict them from competing with Carnival plc. If they breach either of these provisions, they will forfeit the right to receive all unvested and unexercised equity grants.

Potential Value of Equity Grants Upon Termination of Employment or Change of Control

The following table details the value of all outstanding restricted share and RSU grants that would have become vested, or that could have continued to vest, subject to any non-compete and confidentiality requirement, for termination of employment or upon a change of control as of November 30, 2016. The true value of these equity grants for future vesting periods is subject to market fluctuations occurring over time.

COMPENSATION

Potential Payments Upon Termination or Change of Control

Estimated Potential Value of Equity Grants⁽¹⁾⁽²⁾

Name	Termination without Cause (\$)	Retirement or Voluntary Termination (without Good Reason) (\$)	Voluntary Termination (with Good Reason) (\$)	Death or Disability (\$)	Voluntary Termination upon Diagnosis of Terminal Medical Condition (\$)	Change of Control ⁽³⁾ (\$)
Arnold W. Donald	18,051,850	—	11,117,875	21,839,757	6,933,975	23,974,282
Alan Buckelew	1,508,575	1,508,575	—	4,515,235	1,508,575	5,473,571
Michael Thamm	2,513,869	—	—	5,008,238	2,513,869	5,646,940

- (1) The value for restricted shares and RSUs is based on the closing price of Carnival Corporation common stock on November 30, 2016 of \$51.41, except for the Carnival plc RSUs held by Mr. Thamm, which is based on the closing price of Carnival plc shares on November 30, 2016 of £40.44, which has been converted into \$50.15 based on the November 30, 2016 exchange rate of \$1.24:£1.
- (2) The value of the RSUs are reflected using the target number of RSUs granted.
- (3) Termination of employment is required to trigger acceleration upon a change of control, except for grants made under the Carnival plc 2005 Employee Share Plan.

AUDIT MATTERS

REPORT OF THE AUDIT COMMITTEES

Carnival Corporation and Carnival plc are two separate legal entities and, therefore, each has a separate Board of Directors, each of which in turn has its own Audit Committee. In accordance with their charter, each Audit Committee assists the relevant Board of Directors in carrying out its oversight of:

- the integrity of the relevant financial statements;
- Carnival Corporation and Carnival plc's compliance with legal and regulatory requirements, other than requirements related to HESS;
- the auditors' qualifications and independence;
- the performance of Carnival Corporation & plc's internal audit functions and independent auditors; and
- relevant elements of Carnival Corporation and Carnival plc's risk management programs.

Both Audit Committees are subject to the audit committee independence requirements under the corporate governance standards of the New York Stock Exchange and relevant SEC rules, and the Audit Committee of Carnival plc is also subject to the requirements of the UK Corporate Governance Code. The two Audit Committees have identical members and each currently consists of four independent (as defined by the listing standards of the New York Stock Exchange, SEC rules and the UK Corporate Governance Code) Non-Executive Directors. The Carnival Corporation Board of Directors has determined that each member of the Audit Committees is both "independent" and an "audit committee financial expert," as defined by SEC rules and New York Stock Exchange listing standards. In addition, the Carnival plc Board of Directors has determined that each member of the Audit Committees has "recent and relevant financial experience" for purposes of the UK Corporate Governance Code.

Management has primary responsibility for Carnival Corporation & plc's financial reporting process, including its system of internal control, and for the preparation of consolidated financial statements. Carnival Corporation & plc's independent auditor is responsible for performing an independent audit of those financial statements and expressing an opinion on the conformity of those financial statements with U.S. generally accepted accounting principles. The Audit Committees are responsible for monitoring and overseeing the financial reporting process and the preparation of consolidated financial statements and for supervising the relationship between Carnival Corporation & plc and its independent auditor, as well as reviewing the group's systems of internal controls and compliance with the group Code of Business Conduct and Ethics. The Audit Committees have met and held discussions with management of Carnival Corporation & plc and the independent auditor. In this context, management represented to the Audit Committees that Carnival Corporation & plc's consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles.

The Audit Committees (i) reviewed and discussed Carnival Corporation & plc's audited consolidated financial statements for the year ended November 30, 2016 with Carnival Corporation & plc's management and with Carnival Corporation & plc's independent auditor; (ii) discussed with Carnival Corporation & plc's independent auditor the matters required to be discussed under applicable standards of the Public Company Accounting Oversight Board; and (iii) received the written disclosures and the letter from Carnival Corporation & plc's independent accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountants' communications with the Audit Committees concerning independence and discussed with Carnival Corporation & plc's independent auditor the independent auditors' independence. The Audit Committees also considered whether the provision to the relevant entity by the independent auditor of non-audit

services was compatible with maintaining the independence of the independent auditor. Based on the reviews and discussions described above, the Audit Committees recommended to the Boards of Directors that the audited consolidated financial statements of Carnival Corporation & plc be included in Carnival Corporation & plc's Annual Report on Form 10-K for the year ended November 30, 2016 for filing with the SEC.

The Audit Committee of Carnival Corporation	The Audit Committee of Carnival plc
Richard J. Glasier, Chairman	Richard J. Glasier, Chairman
Stuart Subotnick	Stuart Subotnick
Laura Weil	Laura Weil
Randall J. Weisenburger	Randall J. Weisenburger

INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM

Audit and Non-Audit Fees

PricewaterhouseCoopers LLP were the auditors of Carnival Corporation & plc during fiscal 2016 and fiscal 2015. Aggregate fees for professional services rendered to Carnival Corporation & plc by PricewaterhouseCoopers LLP for the years ended November 30, 2016 and 2015 were as follows (in millions):

Type of Fee	2016	2015
Audit Fees	\$5.7	\$5.6
Tax Fees	0.0	0.0
Total	\$6.0	\$5.9

(1) Less than \$50,000

Audit Fees for 2016 and 2015 were for professional services rendered for the integrated audits of the Carnival Corporation & plc consolidated financial statements and systems of internal control over financial reporting, quarterly reviews of our joint Quarterly Reports on Form 10-Q, the audits of the Carnival plc consolidated IFRS financial statements, consents, registration statements, statutory audits of various international subsidiaries and the issuance of comfort letters.

Audit-Related Fees for 2016 were principally for consultations related to financial accounting and reporting standards and for services rendered for the audit of our sustainability reports. Services for 2015 were for agreed-upon procedures rendered for our P&O Cruises (UK) pension plan and professional services rendered for the audit of our sustainability reports.

All Other Fees for 2015 were principally for digital advertising and consulting services as a result of PricewaterhouseCoopers LLP's acquisition of an existing service provider.

All of the services described above were approved by the Audit Committees, and in doing so, the Audit Committees did not rely on the *de minimis* exception set forth in Rule 2-01(c)(7)(i)(C) under Regulation S-X.

AUDIT MATTERS

Re-Appointment and Remuneration of Independent Auditors for Carnival plc and
Ratification of Independent Registered Certified Public Accounting Firm for Carnival Corporation

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Certified Public Accounting Firm

In December 2003, the Audit Committees adopted Key Policies and Procedures which address, among other matters, pre-approval of audit and permissible non-audit services provided by the independent registered certified public accounting firm. The Key Policies and Procedures require that all services to be provided by the independent registered certified public accounting firm must be approved by the Audit Committees prior to the performance of such services. The Audit Committees consider whether the services requested are consistent with the rules of the SEC on auditor independence.

PROPOSALS 15 & 16

RE-APPOINTMENT AND REMUNERATION OF INDEPENDENT AUDITORS FOR CARNIVAL PLC AND RATIFICATION OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION

The Audit Committee of the Board of Directors of Carnival plc has selected the UK firm of PricewaterhouseCoopers LLP as Carnival plc's independent auditors for the year ending November 30, 2017, subject to the approval of our shareholders. The Audit Committee of the Board of Directors of Carnival Corporation has selected the U.S. firm of PricewaterhouseCoopers LLP as Carnival Corporation's independent registered certified public accounting firm for the year ending November 30, 2017. Representatives of both the U.S. and UK firms of PricewaterhouseCoopers LLP will be present at the Annual Meetings, will have an opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions from shareholders.

This resolution would re-appoint PricewaterhouseCoopers LLP as the independent auditors of Carnival plc until the conclusion of the next general meeting at which Carnival plc's annual accounts and reports are laid. It is a requirement of Section 489(2) of the Companies Act 2006 that Carnival plc appoint its independent auditors before the end of a general meeting at which its annual accounts and reports are laid.

Under Proposal 16, you are also being asked to authorize the Audit Committee of Carnival plc to determine the remuneration of PricewaterhouseCoopers LLP as independent auditors of Carnival plc.

Although ratification by our shareholders of the appointment of an independent certified public accounting firm for Carnival Corporation is not legally required, our Boards of Directors believe that such action is desirable. If our shareholders do not approve Proposal 16, the Audit Committees will consider the selection of another accounting firm for 2018 and future years.

The Boards of Directors unanimously recommend a vote FOR the re-appointment of the UK firm of PricewaterhouseCoopers LLP as Carnival plc's independent auditors for the 2017 fiscal year, the authorization of the Audit Committee of Carnival plc to agree the remuneration of PricewaterhouseCoopers LLP and the ratification of the selection of the U.S. firm of PricewaterhouseCoopers LLP as Carnival Corporation's independent registered certified public accounting firm for the 2017 fiscal year.

OTHER PROPOSALS

PROPOSAL 17

RECEIPT OF ACCOUNTS AND REPORTS OF CARNIVAL PLC

The Directors of Carnival plc are required by the Companies Act 2006 to present the financial statements, the UK statutory Directors' Report, the UK statutory Strategic Report and the auditors' report relating to those accounts to the Carnival plc shareholders. Accordingly, the Directors of Carnival plc lay before the Annual Meetings the Carnival plc accounts and the reports of the Directors and auditors for the year ended November 30, 2016, which have been approved by and signed on behalf of Carnival plc's Board of Directors and will be delivered to the Registrar of Companies in the UK following the Annual Meetings. Shareholders are voting to approve receipt of these documents, as UK law does not require shareholder approval of the substance and content of these documents. The UK statutory Directors' Report is attached to this Proxy Statement as Annex A and the UK statutory Strategic Report is included within the Carnival plc consolidated IFRS financial statements. The full accounts and reports of Carnival plc will be available for inspection prior to and during the Annual Meetings.

The Boards of Directors unanimously recommend a vote FOR the receipt of the accounts and reports of Carnival plc for the year ended November 30, 2016.

PROPOSALS 18 & 19

APPROVAL OF THE GRANT OF AUTHORITY TO ALLOT NEW CARNIVAL PLC SHARES AND THE DISAPPLICATION OF PRE-EMPTION RIGHTS APPLICABLE TO THE ALLOTMENT OF NEW CARNIVAL PLC SHARES

Summary. Proposal 18 authorizes the Directors of Carnival plc to issue, until the next Annual General Meeting of Carnival plc (or, if earlier, until the close of business on July 4, 2018), a maximum number of Carnival plc ordinary shares (or to grant rights to subscribe for or convert any securities into ordinary shares up to a maximum aggregate amount) without further shareholder approval. Proposal 19 authorizes the Directors of Carnival plc to issue (or sell any ordinary shares which Carnival plc elects to hold in treasury), until the next Annual General Meeting of Carnival plc (or, if earlier, until the close of business on July 4, 2018), a maximum number of Carnival plc ordinary shares for cash without first offering them to existing shareholders in accordance with the pre-emption rights that would otherwise be applicable. As is the case with many UK companies, these resolutions are proposed each year as the Directors believe occasions may arise from time to time when it would be beneficial for shares to be allotted without shareholder approval and for shares to be allotted for cash without making a pre-emptive offer. The Carnival plc Directors have no current commitments or plans to allot additional shares of Carnival plc.

Discussion. Under Article 30 of the Articles of Association of Carnival plc, the Directors have, for a "prescribed period," unconditional authority to allot ordinary shares in Carnival plc up to an aggregate nominal amount known as the "allotment amount."

The power to implement the authority provided by Article 30 is sought each year by the proposal of an ordinary resolution to establish the prescribed period and the allotment amount. By passing this ordinary resolution, shareholders are authorizing the Board of Carnival plc to issue, during the prescribed period, a maximum number of shares having an aggregate nominal value equal to the allotment amount, without further shareholder approval. In the absence of such approval, the issuance of any additional shares would require shareholder approval.

OTHER PROPOSALS

Approval of the Grant of Authority to Allot New Carnival plc Shares and the Disapplication of Pre-emption Rights Applicable to the Allotment of New Carnival plc Shares

Under Article 31 of the Articles of Association of Carnival plc, the Directors have, for the same “prescribed period” referred to above, power to allot a small number of ordinary shares for cash without making a pre-emptive offer to existing shareholders, up to an aggregate nominal amount known as the “disapplication amount.”

The power to implement the authority provided by Article 31 is sought each year by the proposal of a special resolution to establish the disapplication amount. By passing this special resolution, shareholders are authorizing the Board of Carnival plc to issue, during the prescribed period, an amount of shares having an aggregate nominal value equal to the disapplication amount, for cash without first offering them to existing shareholders of Carnival plc.

The Third Amended and Restated Articles of Incorporation of Carnival Corporation do not contain equivalent provisions and holders of Carnival Corporation shares do not have pre-emption rights. Accordingly, no action is required in respect of the ability of Carnival Corporation to allot shares or to disapply pre-emption rights.

In common with many UK companies, resolutions to renew the prescribed period and re-establish the allotment amount and the disapplication amount are normally proposed each year as the Directors believe occasions may arise from time to time when it would be beneficial for shares to be allotted and for shares to be allotted for cash without making a pre-emptive offer. This is the purpose of Proposal 18 (an ordinary resolution) and Proposal 19 (a special resolution). As usual, the prescribed period is the period from the passing of the resolutions until the next Annual General Meeting (or, if earlier, until the close of business on July 4, 2018).

Guidelines issued by the Association of British Insurers, whose member insurance companies are some of the largest institutional investors in UK listed companies, require the allotment amount to be limited to one-third of the issued ordinary share capital (except in the case of a rights issue). By reference to Carnival plc's issued ordinary share capital on January 19, 2017, the maximum allotment amount is \$119,541,296, which is equal to 72,012,829 new Carnival plc ordinary shares, being one-third of the amount of the issued ordinary share capital (excluding treasury shares).

In line with guidance issued by the Association of British Insurers, paragraph (b) of Proposal 18 would give the Directors of Carnival plc authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favor of ordinary shareholders up to an aggregate nominal amount equal to \$239,082,592 (representing 144,025,658 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of Proposal 18. However, if they do exercise the authorities given to them if Proposals 18 and 19 are passed, the Directors intend to follow the Association of British Insurers' recommendations concerning their use (including as regards the Directors standing for election or re-election in certain cases). This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of Carnival plc as at January 19, 2017.

Guidelines issued by the Pre-Emption Group, a group comprising representatives of UK listed companies, investment institutions and corporate finance practitioners and formed under the support of the London Stock Exchange to monitor the operation of the Guidelines, recommend that a resolution to disapply the statutory pre-emption rights provided by UK company law should be limited to an amount of equity securities not exceeding 5% of the nominal value of the company's issued ordinary share capital. By reference to Carnival plc's issued ordinary share capital on January 19, 2017, the maximum disapplication amount is \$17,931,194, which is equal to 10,801,924 new Carnival plc ordinary shares. In respect of this aggregate nominal amount, the Directors of Carnival plc confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage

OTHER PROPOSALS

General Authority to Buy Back Carnival plc Ordinary Shares

of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

In summary, if Proposals 18 and 19 were passed, the extent of the authority of the Directors to allot new Carnival plc ordinary shares for cash on terms which would be dilutive to the existing shareholdings of Carnival plc shareholders, without shareholder approval, would be limited to 10,801,924 new Carnival plc ordinary shares, being 5% of the issued ordinary share capital of Carnival plc at January 19, 2017. The Directors have no current commitments or plans to allot additional shares of Carnival plc. Furthermore, the adoption of Proposals 18 and 19 would have no material effect on the ability of Carnival plc to undertake or defend against a takeover attempt.

The Boards of Directors have authorized the repurchase of up to 22 million Carnival plc ordinary shares and the repurchase of up to 26.9 million shares of Carnival Corporation common stock under Stock Swap programs. We use the Stock Swap programs in situations where we can obtain an economic benefit because either Carnival Corporation common stock or Carnival plc ordinary shares are trading at a price that is at a premium or discount to the price of Carnival plc ordinary shares or Carnival Corporation common stock, as the case may be. Any realized economic benefit under the Stock Swap programs is used for general corporate purposes. As of the date of this Proxy Statement, no Carnival plc shares are held by Carnival plc in treasury.

In the event Carnival Corporation common stock trades at a premium to Carnival plc ordinary shares, we may elect to issue and sell shares of Carnival Corporation common stock through a sales agent, from time to time at prevailing market prices in ordinary brokers' transactions, and use the sale proceeds to repurchase Carnival plc ordinary shares in the UK market on at least an equivalent basis. Based on authorizations provided by the Boards of Directors in January 2017, Carnival Corporation was authorized to issue and sell up to 22 million shares of its common stock in the U.S. market.

In the event Carnival Corporation common stock trades at a discount to Carnival plc ordinary shares, we may elect to sell existing ordinary shares of Carnival plc, with such sales made by Carnival Corporation or Carnival Investments Limited, a subsidiary of Carnival Corporation, through a sales agent from time to time at prevailing market prices in ordinary broker transactions, and use the sale proceeds to repurchase shares of Carnival Corporation common stock in the U.S. market on at least an equivalent basis. Based on an authorization provided by the Boards of Directors in February 2016, Carnival Corporation or Carnival Investments Limited was authorized to sell up to 26.9 million Carnival plc ordinary shares in the UK market.

The Boards of Directors unanimously recommend a vote FOR the approval of limits on the authority to allot Carnival plc shares and the disapplication of pre-emption rights for Carnival plc.

PROPOSAL 20

GENERAL AUTHORITY TO BUY BACK CARNIVAL PLC ORDINARY SHARES

The Boards of Directors have authorized the repurchase of up to an aggregate of \$1.1 billion of Carnival Corporation common stock and Carnival plc ordinary shares subject to certain restrictions (the "Repurchase Program"). The Repurchase Program does not have an expiration date and may be discontinued by our Boards of Directors at any time.

At January 19, 2017, the remaining availability under the Repurchase Program was \$389.3 million. We may repurchase shares of Carnival Corporation common stock or Carnival plc ordinary shares under the Repurchase Program, in addition to repurchases made with net proceeds resulting from the Stock Swap programs described above.

OTHER PROPOSALS

General Authority to Buy Back Carnival plc Ordinary Shares

Shareholder approval is not required for us to buy back shares of Carnival Corporation, but is required under the Companies Act 2006 for us to buy back shares of Carnival plc. Accordingly, last year Carnival Corporation and Carnival plc sought and obtained shareholder approval to effect market purchases of up to 21,645,614 ordinary shares of Carnival plc (being approximately 10% of Carnival plc's ordinary shares in issue). During fiscal 2016 and through January 19, 2017, 919,824 Carnival plc shares have been purchased under the Repurchase Program and the Stock Swap programs. Carnival Corporation & plc treats any such purchases made by Carnival Corporation or Carnival Investments Limited under the Repurchase Program or the Stock Swap programs as if they were made by Carnival plc under the Carnival plc share buy back authority. That approval expires on the earlier of (i) the conclusion of Carnival plc's 2017 Annual General Meeting or (ii) July 13, 2017. Shareholder approval to effect market purchases (within the meaning of Section 693(4) of the Companies Act 2006) once the current authorization expires of up to 21,603,849 ordinary shares of Carnival plc (being 10% of Carnival plc's ordinary shares in issue as of January 19, 2017) is being sought.

The Boards of Directors confirm that the authority to purchase Carnival plc's shares under the Repurchase Program and the Stock Swap program will only be exercised after careful consideration of prevailing market conditions and the position of Carnival plc. In particular, the program will only proceed if we believe that it is in the best interests of Carnival Corporation, Carnival plc and their shareholders generally. The Boards of Directors are making no recommendation as to whether shareholders should sell any shares in Carnival plc and/or Carnival Corporation.

If the Boards of Directors exercise the authority conferred by Proposal 20, we would have the option of holding the shares in treasury, or cancelling them. Shares held in treasury can be re-sold for cash, used for employee share plans or later cancelled. The Boards of Directors think it prudent to maintain discretion as to dealing with the purchased shares. As of January 19, 2017, 919,824 Carnival plc shares are held by Carnival plc in treasury.

The Boards of Directors consider that any buyback of Carnival plc shares may include the purchase of its American Depositary Shares ("ADSs"), each representing one ordinary share of Carnival plc, with a subsequent cancellation of the underlying ADSs. If the underlying ADSs are so cancelled, Carnival plc will either cancel or hold in treasury the ordinary share represented by such ADSs.

The minimum price (exclusive of expenses) which may be paid for each Carnival plc ordinary share is \$1.66, and the maximum price which may be paid is an amount (exclusive of expenses) equal to the higher of (i) 105% of the average middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out.

As of January 19, 2017, there are no options outstanding to subscribe for ordinary shares and Carnival plc has issued 716,145 RSUs, which represent in the aggregate less than 1% of Carnival plc's issued share capital. If 21,603,849 ordinary shares of Carnival plc were purchased by Carnival plc and cancelled, these RSUs would represent in the aggregate less than 1% of Carnival plc's issued share capital.

The authority to purchase Carnival plc ordinary shares will expire at the conclusion of the Carnival plc Annual General Meeting in 2018 or on July 4, 2018, whichever is earlier (except in relation to any purchases of shares the contract for which was entered before the expiry of such authority).

The Boards of Directors unanimously recommend a vote FOR the general authority to buy back Carnival plc ordinary shares.

QUESTIONS AND ANSWERS

QUESTIONS APPLICABLE TO ALL SHAREHOLDERS

Q: *What information is contained in these materials?*

A: The information included in this Proxy Statement relates to the proposals to be voted on at the meetings, the voting process, the compensation of Directors and certain Executive Officers and certain other information required by rules promulgated by the SEC and the New York Stock Exchange applicable to both companies. We have attached as Annexes A, B and C to this Proxy Statement information that Carnival plc is required to provide to its shareholders under applicable UK rules.

Q: *What proposals will be voted on at each of the meetings?*

A: The proposals to be voted on at each of the meetings are set out in the Notices of Meetings starting on pages 3 and 6 of this Proxy Statement.

Q: *What is the voting recommendation of the Boards of Directors?*

A: Your Boards of Directors recommend that you vote your shares as follows:

- "FOR" Proposals 1 through 11 and 13 through 20; and
- In the case of Proposal 12, that you recommend that the vote to approve the compensation of our Named Executive Officers will occur every year.

Q: *How does the DLC arrangement affect my voting rights?*

A: On most matters that affect all of the shareholders of Carnival Corporation and Carnival plc, the shareholders of both companies effectively vote together as a single decision-making body. These matters are called "joint electorate actions." Combined voting is accomplished through the special voting shares that have been issued by each company. Certain matters specified in the organizational documents of Carnival Corporation and Carnival plc where the interests of the two shareholder bodies may diverge are called "class rights actions." The class rights actions are voted on separately by the shareholders of each company. If either group of shareholders does not approve a class rights action, that action generally cannot be taken by either company. All of the proposals to be voted on at these Annual Meetings are joint electorate actions, and there are no class rights actions.

Q: *Generally, what actions are joint electorate actions?*

A: Any resolution to approve an action other than a class rights action or a procedural resolution (described below) is designated as a joint electorate action. The actions designated as joint electorate actions include:

- the appointment, removal, election or re-election of any Director of either or both companies;
- if required by law, the receipt or adoption of the annual accounts of both companies;
- the appointment or removal of the independent auditors of either company;
- a change of name by either or both companies; or
- the implementation of a mandatory exchange of Carnival plc shares for Carnival Corporation shares based on a change in tax laws, rules or regulations.

QUESTIONS AND ANSWERS

Questions Applicable to all Shareholders

The relative voting rights of Carnival plc shares and Carnival Corporation shares are equalized based on a ratio which we refer to as the “equalization ratio.” Based on the current equalization ratio of 1.1, each Carnival Corporation share has the same voting rights as one Carnival plc share on joint electorate actions.

Q: How are joint electorate actions voted on?

A: Joint electorate actions are voted on as follows:

- Carnival plc shareholders vote at the Annual General Meeting of Carnival plc (whether in person or by proxy). Voting is on a poll (or ballot), which remains open for sufficient time to allow the vote at the Carnival Corporation meeting to be held and reflected in the Carnival plc meeting through the mechanism of the special voting share. An equivalent vote is cast at the subsequent Carnival Corporation meeting on each of the corresponding resolutions through a special voting share issued by Carnival Corporation; and
- Carnival Corporation shareholders vote at the Carnival Corporation Annual Meeting (whether in person or by proxy). Voting is by ballot (or on a poll), which remains open for sufficient time to allow the vote at the Carnival plc meeting to be reflected in the Carnival Corporation meeting through the mechanism of the special voting share. An equivalent vote is cast on the corresponding resolutions at the Carnival plc meeting through a special voting share issued by Carnival plc.

A joint electorate action is approved if it is approved by:

- a simple majority of the votes cast in the case of an ordinary resolution (or not less than 75% of the votes cast in the case of a special resolution, if required by applicable law and regulations or Carnival plc’s articles) by the holders of Carnival plc’s shares and the holder of the Carnival plc special voting share voting as a single class at a meeting at which a quorum was present and acting;
- a simple majority of the votes cast (or other majority if required by applicable law and regulations or the Carnival Corporation articles and by-laws) by the holders of Carnival Corporation shares and the holder of the Carnival Corporation special voting share, voting as a single class at a meeting which a quorum was present and acting; and
- a minimum of one-third of the total votes available to be voted by the combined shareholders must be cast on each resolution for it to be effective. Formal abstentions (or votes withheld) by a shareholder on a resolution will be counted as having been “cast” for this purpose.

Q: How are the Directors of each company elected or re-elected?

A: Resolutions relating to the election or re-election of Directors are considered as joint electorate actions. No person may be a member of the Board of Directors of Carnival Corporation or Carnival plc without also being a member of the Board of Directors of the other company. There are ten nominees for election or re-election to the Board of Directors of each company this year. Each nominee currently serves as a Director of Carnival Corporation and Carnival plc. All nominees for Director are to be elected or re-elected to serve until the next Annual Meetings and until their successors are elected.

Carnival plc’s Articles of Association currently require Directors to submit themselves for election by shareholders at the first Annual General Meeting following their initial appointment to the Board of Directors and for re-election thereafter at subsequent Annual General Meetings at intervals of no more than three years. The Boards of Directors have decided, in accordance with the UK

Corporate Governance Code, to submit all Directors for re-election by the shareholders at the Annual Meetings irrespective of their date of appointment and length of service.

Q: *What votes are required to approve the proposals?*

- A:** Proposals 19 and 20 are required to be approved by not less than 75% of the combined votes cast at both meetings. With respect to Proposal 12 (the “say-on-frequency” vote), shareholders will be deemed to have approved the alternative that receives the most votes, even if that alternative receives less than a majority of the votes cast at both meetings. Each of the other proposals, including the election or re-election of Directors, requires the approval of a majority of the combined votes cast at both meetings. Abstentions and broker non-votes are not deemed votes cast for purposes of calculating the vote, but do count for the purpose of determining whether a quorum is present.

If you are a beneficial owner of Carnival Corporation shares and do not provide the shareholder of record with a signed voting instruction card, your shares may constitute broker non-votes, as described in “*How is the quorum determined?*” In tabulating the voting result for any particular proposal, shares which constitute broker non-votes are not deemed cast for the purposes of calculating the vote.

Additionally, if you are a beneficial owner of shares held through intermediaries such as brokers, banks and other nominees, such intermediaries are not permitted to vote without specific instructions from you unless the matter to be voted on is considered “routine.” In this Proxy Statement, Proposal 13 (approval of the Carnival plc Directors’ Remuneration Report (other than the Carnival plc Directors’ Remuneration Policy)), Proposal 14 (approval of the Carnival plc Directors’ Remuneration Policy), Proposals 15 and 16 (the re-appointment and remuneration of independent auditors for Carnival plc and the ratification of independent registered certified public accounting firm for Carnival Corporation), Proposal 17 (the receipt of accounts and reports of Carnival plc), Proposal 18 (allotment of new shares by Carnival plc), Proposal 19 (disapplication of pre-emption rights in relation to the allotment of new shares by Carnival plc) and Proposal 20 (general authority for Carnival plc to buy back Carnival plc shares) are considered “routine.” On each of the other proposals, including the election of Directors and the approval of the fiscal 2016 compensation of our Named Executive Officers, your broker, bank or other nominee will not be permitted to vote your shares without receiving voting instructions from you.

Q: *Generally, what are procedural resolutions?*

- A:** Procedural resolutions are resolutions of a procedural or technical nature that do not adversely affect the shareholders of the other company in any material respect and are put to the shareholders at a meeting. The special voting shares do not represent any votes on “procedural resolutions.” The Chairperson of each of the meetings will determine whether a resolution is a procedural resolution.

To the extent that such matters require the approval of the shareholders of either company, any of the following will be procedural resolutions:

- that certain people be allowed to attend or be excluded from attending the meeting;
- that discussion be closed and the question put to the vote (provided no amendments have been raised);
- that the question under discussion not be put to the vote (where a shareholder feels the original motion should not be put to the meeting at all, if such original motion was brought during the course of that meeting);

QUESTIONS AND ANSWERS

Questions Applicable to all Shareholders

- to proceed with matters in an order other than that set out in the notice of the meeting;
- to adjourn the debate (for example, to a subsequent meeting); and
- to adjourn the meeting.

Q: *Where can I find the voting results of the meeting?*

A: The voting results will be announced to the media and the relevant stock exchanges and posted on our website at www.carnivalcorp.com and www.carnivalplc.com, after both shareholder meetings have closed. The results will also be published in a joint current report on Form 8-K within four business days after the date the shareholders meetings have closed.

Q: *What is the quorum requirement for the meetings?*

A: The quorum requirement for holding the meetings and transacting business as joint electorate actions at the meetings is one-third of the total votes capable of being cast by all shareholders of both companies. Shareholders may be present in person or represented by proxy or corporate representative at the meetings.

Q: *How is the quorum determined?*

A: For the purposes of determining a quorum with respect to joint electorate actions, the special voting shares have the maximum number of votes attached to them as were cast on such joint electorate actions, either for, against or abstained, at the parallel shareholder meeting of the other company, and such maximum number of votes (including abstentions) constitutes shares entitled to vote and present for the purposes of determining whether a quorum exists at such a meeting.

In order for a quorum to be validly constituted with respect to meetings of shareholders convened to consider a joint electorate action or class rights action, the special voting entities must be present.

Abstentions (including votes withheld) and broker non-votes are counted as present for the purpose of determining the presence of a quorum. Generally, broker non-votes occur when shares held by a broker for a beneficial owner are not voted with respect to a particular proposal because (1) the broker has not received voting instructions from the beneficial owner and (2) the broker lacks discretionary voting power to vote such shares.

Q: *Is my vote confidential?*

A: Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed to third parties except (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote or (3) to facilitate a successful proxy solicitation by our Boards of Directors. Occasionally, shareholders provide written comments on their proxy card which are then forwarded to management.

Q: *Who will bear the cost of soliciting votes for the meetings?*

A: We will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes for the meetings. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy materials to shareholders.

Q: Can I view the proxy materials electronically?

A: Yes. This Proxy Statement and any other proxy materials have been posted on our website at www.carnivalcorp.com and www.carnivalplc.com. Carnival Corporation shareholders can also access proxy-related materials at www.proxyvote.com as described under "Questions Specific to Shareholders of Carnival Corporation" beginning on page 84.

Q: What reports are filed by Carnival Corporation and Carnival plc with the SEC and how can I obtain copies?

A: We file this Proxy Statement, joint Annual Reports on Form 10-K, joint Quarterly Reports on Form 10-Q and joint Current Reports on Form 8-K with the SEC. **Copies of this Proxy Statement, the Carnival Corporation & plc joint Annual Report on Form 10-K for the year ended November 30, 2016, as well as any joint Quarterly Reports on Form 10-Q or joint Current Reports on Form 8-K, as filed with the SEC can be viewed or obtained without charge through the SEC's website at www.sec.gov (under Carnival Corporation or Carnival plc) or at www.carnivalcorp.com or www.carnivalplc.com. Copies will also be provided to shareholders without charge upon written request to Investor Relations, Carnival Corporation, 3655 N.W. 87th Avenue, Miami, Florida 33178 or Carnival plc, Carnival House, 100 Harbour Parade, Southampton, SO15 1ST, United Kingdom.** We encourage you to take advantage of the convenience of accessing these materials through the internet as it is simple and fast to use, saves time and money, and is environmentally friendly.

Q: May I propose actions for consideration at next year's Annual Meetings?

A: Carnival Corporation shareholders and Carnival plc shareholders (to the extent permitted under Carnival Corporation's and Carnival plc's governing documents and U.S. and UK law, as applicable) may submit proposals for consideration at future shareholder meetings, including Director nominations. In order for shareholder proposals to be considered for inclusion in our proxy statement for next year's Annual Meetings, the written proposals must be received by our Secretary no later than the close of business October 27, 2017. Such proposals also will need to comply with SEC regulations and UK law requirements regarding the inclusion of shareholder proposals in company sponsored proxy materials. Any proposal of shareholders to be considered at next year's meetings, but not included in our proxy statement, must be submitted no later than six weeks prior to the Annual Meetings of Shareholders or, if later, the time at which the notice of such meeting is publicly disclosed. For further information on the UK law requirements, please refer to the "Questions Specific to Shareholders of Carnival plc."

Q: May I nominate individuals to serve as Directors?

A: You may propose Director candidates for consideration by our Board's Nominating & Governance Committees. In order to submit a nominee for election at the 2018 Annual Meetings you must provide the information required for Director nominations set forth in Carnival Corporation's by-laws. Specifically, you must submit your recommendation in writing to the attention of our Secretary at our headquarters not later than seven days nor earlier than 42 days prior to the 2018 Annual Meetings. Any such recommendation must include, in addition to any other requirements specifically set forth in Carnival Corporation's and Carnival plc's governing documents:

- the name and address of the candidate;
- a brief biographical description, including his or her occupation and service on boards of any public company or registered investment company for at least the last five years;

QUESTIONS AND ANSWERS

Questions Specific to Shareholders of Carnival Corporation

- a statement of the particular experience, qualifications, attributes or skills of the candidate, taking into account the factors referred to below in “*Board Structure and Committee Meetings—Nominations of Directors*”; and
- the candidate’s signed consent to serve as a Director if elected, and to be named in the Proxy Statement.

QUESTIONS SPECIFIC TO SHAREHOLDERS OF CARNIVAL CORPORATION

Carnival plc shareholders should refer to the “*Questions Specific to Shareholders of Carnival plc*” beginning on page 87.

Q: *What Carnival Corporation shares owned by me can be voted?*

A: All Carnival Corporation shares owned by you as of February 6, 2017, the record date, may be voted by you. These shares include those (1) held directly in your name as the shareholder of record, including shares purchased through Carnival Corporation’s Dividend Reinvestment Plan and its Employee Stock Purchase Plan and (2) held for you as the beneficial owner through a stockbroker, bank or other nominee.

Q: *Will I be asked to vote at the Carnival plc Annual Meeting?*

A: No. Your vote at the Carnival Corporation Annual Meeting, for the purposes of determining the outcome of combined voting, is automatically reflected as appropriate at the parallel Annual Meeting of Carnival plc through the mechanism of the special voting share issued by Carnival plc.

Q: *Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?*

A: Carnival Corporation is taking advantage of SEC rules that allow it to deliver proxy materials over the Internet. Under these rules, Carnival Corporation is sending its shareholders a one-page notice regarding the Internet availability of proxy materials (the “Notice of Internet Availability of Proxy Materials”) instead of a full set of proxy materials, unless they previously requested to receive printed copies. You will not receive printed copies of the proxy materials unless you specifically request them. Instead, this notice tells you how to access and review on the Internet all the important information contained in the proxy materials. This notice also tells you how to submit your proxy card on the Internet and how to request to receive a printed copy of the proxy materials.

Q: *What is the difference between holding shares as a shareholder of record and as a beneficial owner?*

A: Most of the shareholders of Carnival Corporation hold their shares through a stockbroker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Shareholder of Record

If your shares are registered directly in your name with Carnival Corporation’s transfer agent, Computershare Investor Services LLC, you are considered, with respect to those shares, the shareholder of record, and the Notice of Internet Availability of Proxy Materials or set of printed proxy materials, as applicable, is being sent directly to you by us. As the shareholder of record,

QUESTIONS AND ANSWERS

Questions Specific to Shareholders of Carnival Corporation

you have the right to grant your voting proxy directly to the persons named in the proxy or to vote in person at the meeting. If you request a paper copy of the proxy materials as indicated in the notice, Carnival Corporation will provide a proxy card for you to use.

Beneficial Owner

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held under street name, and the Notice of Internet Availability of Proxy Materials or set of printed proxy materials, as applicable, is being forwarded to you by your broker or nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker on how to vote and are also invited to attend the meeting. However, since you are not the shareholder of record, you may not vote these shares in person at the meeting. If you request a paper copy of the proxy materials as indicated in the notice, your broker or nominee will provide a voting instruction card for you to use.

Q: *How can I vote my Carnival Corporation shares in person at the meeting?*

A: Shares held directly in your name as the shareholder of record may be voted in person at the Annual Meeting in London, United Kingdom. If you choose to do so, please bring your proxy card and proof of identification.

Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy as described below so that your vote will be counted if you later decide not to attend the meeting. Shares held under street name may be voted in person by you only if you obtain a signed proxy from the record holder giving you the right to vote the shares. Please refer to the voting instructions provided by your broker or nominee.

Q: *How can I vote my Carnival Corporation shares without attending the meeting?*

A: Whether you hold shares directly as the shareholder of record or beneficially under street name, you may direct your vote without attending the meeting. You may vote by granting a proxy or, for shares held under street name, by submitting voting instructions to your broker or nominee. For shareholders of record, you may do this by voting on the Internet or by telephone by following the instructions in the notice you received in the mail. If you received a full printed set of proxy materials in the mail, you can also vote by signing your proxy card and mailing it in the enclosed envelope. If you provided specific voting instructions, your shares will be voted as you instruct. If you submit a proxy but do not provide instructions, your shares will be voted as described below in "How are votes counted?" Where your shares are held under street name, in most instances you will be able to do this over the Internet or by telephone by following the instructions in the notice you received in the mail, or if you received a full printed set of proxy materials in the mail, by mail. Please refer to the voting instruction card included by your broker or nominee.

Q: *Can I change my vote?*

A: Yes. You may change your proxy instruction at any time prior to the vote at the Annual Meeting. For shares held directly in your name, you may accomplish this by granting a new proxy bearing a later date (which automatically revokes the earlier proxy) or by attending the Annual Meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request. For shares owned beneficially by you, you may accomplish this by submitting new voting instructions to your broker or nominee.

QUESTIONS AND ANSWERS

Questions Specific to Shareholders of Carnival Corporation

Q: *What does it mean if I receive more than one Notice of Internet Availability of Proxy Materials or set of printed proxy materials, as applicable?*

A: It means your shares are registered differently or are in more than one account. Please follow the instructions in each notice to ensure all of your shares are voted.

Q: *Only one Notice of Internet Availability of Proxy Materials or set of printed proxy materials was delivered to my address, but there are two or more shareholders at this address. How do I request additional copies of the proxy materials?*

A: Broadridge Financial Solutions, Inc., the entity we have retained to mail the Notice of Internet Availability of Proxy Materials or printed proxy materials to Carnival Corporation's registered owners and the entity retained by the brokerage community to mail the Notice of Internet Availability of Proxy Materials or printed proxy materials to Carnival Corporation's beneficial owners, has been instructed to deliver only one notice or set of printed proxy materials to multiple security holders sharing an address unless we have received contrary instructions from you or one of the other shareholders. We will promptly deliver a separate copy of the notice or set of printed proxy materials for this year's Annual Meeting or for any future meetings to any shareholder upon written or oral request. To make such request, please contact Broadridge Financial Solutions at 1-866-540-7095, or write to Broadridge Financial Solutions, Attention: Householding Department, 51 Mercedes Way, Edgewood, New York 11717. Similarly, you may contact us through any of these methods if you receive multiple notices or sets of printed proxy materials and would prefer to receive a single copy in the future.

Q: *Who can attend the Carnival Corporation meeting?*

A: All Carnival Corporation shareholders of record as of February 6, 2017, or their duly appointed proxies, may attend and vote at the meeting. Each attendee may be asked to present valid government-issued picture identification, such as a driver's license or passport.

If you hold your shares through a stockbroker or other nominee, you will need to provide proof of ownership by bringing either a copy of the voting instruction card provided by your broker or a copy of a brokerage statement showing your share ownership as of February 6, 2017, together with proof of identification. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

We are also offering an audio replay of the business portion of the Annual Meetings, which will be available shortly after the meetings. If you choose to listen to the replay, go to the Financial Information tab of Investor Relations section of our website at www.carnivalcorp.com or www.carnivalplc.com. Then, click on Webcasts/Presentations and follow the instructions provided.

Q: *What class of shares are entitled to be voted at the Carnival Corporation meeting?*

A: Carnival Corporation has only one class of common stock outstanding. Each share of Carnival Corporation common stock outstanding as of the close of business on January 20, 2017, the record date, is entitled to one vote at the Annual Meeting. As of January 19, 2017, Carnival Corporation had 535,835,649 shares of common stock issued and outstanding. The trust shares of beneficial interest in the P&O Princess Special Voting Trust that are paired with your shares of common stock do not give you separate voting rights.

Q: *How are votes counted?*

A: You may vote "FOR," "AGAINST" or "ABSTAIN" for each of the proposals, except that in the case of Proposal 12, you may vote "1," "2," "3" or "ABSTAIN." If you "ABSTAIN," it has no effect on the outcome of the votes, although abstentions will be counted for the purposes of determining if a quorum is present for joint electorate actions. If you submit a proxy or broker voting instruction card with no further instructions, your shares will be voted in accordance with the recommendations of the Boards of Directors.

Q: *What happens if additional proposals are presented at the meeting?*

A: Other than the proposals described in this Proxy Statement, Carnival Corporation does not expect any matters to be presented for a vote at the 2017 Annual Meeting. If you grant a proxy, the persons named as proxy holders, Micky Arison, Carnival Corporation's Chairman of the Board, and Arnaldo Perez, Carnival Corporation's General Counsel and Secretary, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any unforeseen reason any of our nominees is unable to accept nomination or election (which is not anticipated), the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Boards of Directors.

Q: *Who will count the vote?*

A: Broadridge Financial Solutions will tabulate the votes and a representative of Computershare Investor Services will act as the inspector of elections.

QUESTIONS SPECIFIC TO SHAREHOLDERS OF CARNIVAL PLC

Carnival Corporation shareholders should refer to "Questions Specific to Shareholders of Carnival Corporation" beginning on page 84.

Q: *Who is entitled to attend and vote at the Annual General Meeting of Carnival plc?*

A: If you are a Carnival plc shareholder registered in the register of members of Carnival plc at 6:30 p.m. (BST) on April 3, 2017, you will be entitled to attend in person and vote at the Annual General Meeting to be held in the United Kingdom in respect of the number of Carnival plc shares registered in your name at that time. You may also appoint a proxy to attend, speak and vote instead of you. If you are a corporation you may appoint a corporate representative to represent you and vote your shareholding in Carnival plc at the Annual General Meeting to be held in the United Kingdom. For further details regarding appointing a proxy or corporate representative please see below.

We are also offering an audio replay of the business portions of the Annual Meetings, which will be available shortly after the meetings. If you wish to listen to the replay, go to the Financial Information tab of Investor Relations section of our website at www.carnivalcorp.com or www.carnivalplc.com. Then, click on Webcasts/Presentations and follow the instructions provided.

Q: *Will I be asked to vote at the Carnival Corporation Annual Meeting?*

A: No. Your vote at the Carnival plc Annual General Meeting, for the purposes of determining the outcome of combined voting, will automatically be reflected as appropriate at the parallel Annual Meeting of Carnival Corporation through the mechanism of a special voting share issued by Carnival Corporation.

QUESTIONS AND ANSWERS

Questions Specific to Shareholders of Carnival plc

Q: How do I vote my Carnival plc shares without attending the Annual General Meeting?

A: You may vote your Carnival plc shares at the Annual General Meeting by completing and signing the enclosed form of proxy in accordance with the instructions set out on the form and returning it as soon as possible, but in any event so as to be received by Carnival plc's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, by not later than 9:30 a.m. (BST) on April 3, 2017. Alternatively, a proxy vote may be submitted via the internet in accordance with the instructions set out in the proxy form. It is also possible to appoint a proxy via the CREST system (please see the Carnival plc Notice of Annual General Meeting for further details). Voting by proxy does not preclude you from attending the Annual General Meeting and voting in person should you wish to do so.

If you are a corporation you can vote your Carnival plc shares at the Annual General Meeting by appointing one or more corporate representatives. You are strongly encouraged to pre-register your corporate representative to make registration on the day of the Annual General Meeting more efficient. In order to pre-register you would need to email your Letter of Representation to Carnival plc's registrars, Equiniti Limited, at proxy.vote@equiniti.com.

Corporate representatives themselves are urged to arrive at least two hours before commencement of the Annual General Meeting to assist Carnival plc's registrars with the appropriate registration formalities. Whether or not you intend to appoint a corporate representative, you are strongly encouraged to return the enclosed form of proxy to Carnival plc's registrars.

Q: Can I change my vote given by proxy or by my corporate representative?

A: Yes. You may change your proxy vote by either (1) completing, signing and dating a new form of proxy in accordance with its instructions and returning it to Carnival plc's registrars by no later than 9:30 a.m. (BST) on April 3, 2017, or (2) attending and voting in person at the Annual General Meeting. If you do not attend and vote in person at the Annual General Meeting and wish to revoke the appointment of your proxy or corporate representative, you must do so by delivering a notice of such revocation to Carnival plc's registrars at least three hours before the start of the Annual General Meeting.

Q: What class of shares are entitled to be voted at the Carnival plc Annual General Meeting?

A: Carnival plc has only one class of ordinary shares in issue. Each Carnival plc ordinary share in issue as of the close of business on April 3, 2017, is entitled to one vote at the Annual General Meeting. As of January 19, 2017, Carnival plc had 216,038,487 ordinary shares in issue. However, the 26,016,594 Carnival plc ordinary shares directly or indirectly held by Carnival Corporation have no voting rights (in accordance with the Articles of Association of Carnival plc). As a result, as of January 19, 2017, the total voting rights in Carnival plc were 190,021,893 ordinary shares.

Q: How are votes counted?

A: You may vote "FOR," "AGAINST" or "ABSTAIN" your vote for each of the resolutions, except that in the case of Proposal 12, you may vote "1," "2," "3" or "ABSTAIN." If you "ABSTAIN," it has no effect on the outcome of the votes, although abstentions will be counted for the purposes of determining if a quorum is present for joint electorate actions.

CARNIVAL PLC DIRECTORS' REPORT

Directors' Report

Carnival plc and Carnival Corporation are separate legal entities (together referred to in this report as "Carnival Corporation & plc") and each company has its own Board of Directors and Committees of the Board. However, as is required by the agreements governing the dual listed company ("DLC") arrangement, there is a single senior management team and the Boards of Directors and members of the Committees of the Boards are identical. The Directors' Report has been prepared and presented in accordance with and in reliance upon UK company law and, accordingly, the liabilities of the Directors in connection with the Directors' Report shall be subject to the limitations and restrictions provided by such law.

In accordance with the UK Financial Conduct Authority's Listing Rules, the information to be included in the Annual Report and Accounts, where applicable, under Listing Rule 9.8.4, is set out in this Directors' Report, with the exception of the details regarding interest capitalized, which are set out in the Carnival plc consolidated IFRS financial statements, and the details of long-term incentive schemes, which are set out in the Directors' Remuneration Report.

Future developments of the business and business model of Carnival Corporation & plc can be found in the Strategic Report that accompanies the Carnival plc consolidated IFRS financial statements under the following sections, respectively: 2.A.II Visions, Goals and Related Strategies and 2.C. Our Global Cruise Business.

Post balance sheet events, including share repurchases and ship construction contracts, can be found in Notes 17 and 22, respectively, of the Carnival plc consolidated IFRS financial statements.

Dividends

During the year ended November 30, 2016, Carnival plc paid four regular quarterly dividends totaling \$1.30 per ordinary share (2015—\$1.05). In January 2017, the Boards of Directors declared a quarterly dividend of \$0.35 per share. For this quarterly dividend, the Boards of Directors approved a record date of February 24, 2017, and a payment date of March 17, 2017.

Although dividends are declared in U.S. dollars, they are paid in sterling to the holders of ordinary shares in Carnival plc unless they elect to receive their dividends in U.S. dollars. Dividends payable in sterling are converted from U.S. dollars into sterling at the U.S. dollar to sterling exchange rate quoted by the Bank of England in London at 12:00 p.m. on the next combined U.S. and UK business day that follows the quarter end.

Holders of the Carnival plc's American Depositary Shares are paid their dividend in U.S. dollars.

Since January 2004, Bedell Trustees Limited, as trustee of the P&O Princess Cruises Employee Benefit Trust, holds shares to satisfy awards granted under the Carnival plc 2005 Employee Share Plan. The trustee has waived its right to all dividends payable by Carnival plc. Dividends paid during fiscal 2016 over which rights were waived amounted to \$198,817.

Share Capital and Control

Changes in the share capital of Carnival plc during fiscal 2016 are given in Note 16 to the Carnival plc consolidated IFRS financial statements.

ANNEX A

The share capital of Carnival plc at January 19, 2017 includes two allotted and issued subscriber shares of £1 each, 50,000 allotted but unissued redeemable preference shares of £1 each, one allotted and issued special voting share of £1 and 216,038,487 allotted and issued ordinary shares of \$1.66 each. The subscriber shares carry no voting rights and no right to receive any dividend or any amount paid on a return of capital. The redeemable preference shares carry no voting rights, but are entitled to payment of a cumulative preferential fixed dividend of 8 percent per annum on the amount paid up on each such share that is in issue. On a return of capital on a winding up or otherwise, the redeemable preference shares rank behind the ordinary shares but ahead of any other class of shares, and are entitled to receive payment of the amount paid up or credited as paid up on each such share. Redeemable preference shares which are fully paid may be redeemed at any time at the election of the holder or of the company, in which case the amount payable on redemption is the amount credited as paid up on each share which is redeemed, together with all arrears and accruals of the preferential dividend.

Details of options over ordinary shares and restricted stock units granted to employees are given in Note 20 to the Carnival plc consolidated IFRS financial statements.

The Articles of Association of Carnival plc contain provisions which, in certain circumstances, would have the effect of preventing a shareholder (or a group of shareholders acting in concert) from holding or exercising the voting rights attributable to shares in Carnival plc which are acquired by them. These provisions would have effect if a shareholder (or a group of shareholders acting in concert) were to acquire ordinary shares in Carnival plc with the result that the total voting rights exercisable by that shareholder or group of shareholders on matters put to a vote as joint electorate actions under the DLC arrangement would exceed 30 percent of the total voting rights exercisable in respect of any joint electorate action. They would also have effect if a shareholder (or group of shareholders acting in concert) already holding between 30 percent and 50 percent of the total voting rights exercisable in respect of any joint electorate action were to acquire shares in Carnival plc and thereby increase the percentage of voting rights so held. In each such case, the percentage of voting rights held is determined after taking into account voting rights attributable to shares of Carnival Corporation common stock held by such shareholder (or group of shareholders) and also taking into account the effect of the equalization ratio which gives effect to common voting by the shareholders of Carnival plc and Carnival Corporation on joint electorate actions under the DLC arrangement.

Under the relevant provisions of the Articles of Association of Carnival plc (articles 277 to 287) shares which are acquired by a person and which trigger the thresholds referred to in the foregoing paragraph may be sold at the direction of the Board, and the proceeds remitted to the acquiring shareholder, net of any costs incurred by Carnival plc. Pending such sale any dividends paid in respect of such shares would be paid to a charitable trust, and the trustee of such trust would be entitled to exercise the voting rights attaching to the shares.

The restrictions summarized in the preceding paragraphs would not apply in the case of an acquisition of shares that is made in conjunction with a takeover offer for Carnival plc, which is announced in accordance with the City Code on Takeovers and Mergers, for so long as that offer has not lapsed or been withdrawn. However, if such a takeover offer is not made, or lapses or is withdrawn, the restrictions will apply in respect of any acquired shares.

The foregoing is a summary only of the relevant provisions of the Articles of Association of Carnival plc, and for a complete understanding of their effect, shareholders are recommended to refer to the Articles of Association themselves. A copy of the Articles of Association of Carnival plc is available at Carnival plc's website at www.carnivalplc.com or upon request from the Company Secretary, 3655 N.W. 87th Avenue, Miami, Florida 33178, United States of America.

ANNEX A

There is one significant agreement to which Carnival plc is a party, which may be altered or terminated in the event of a change of control. This is the Amendment and Restatement Agreement dated June 16, 2014 in respect of the Facilities Agreement dated May 18, 2011, by and among Carnival Corporation, Carnival plc, Bank of America Merrill Lynch International Limited, and various other lenders, which provides for \$1.9 billion, €500 million and £169 million revolving credit facilities and which may, under certain circumstances, be cancelled upon a change of control of Carnival plc, other than a change which results in control of Carnival plc being vested in Carnival Corporation or in certain members of the Arison family or trusts related to them.

Articles of Association

The Articles of Association of Carnival plc may be amended by the passing of a special resolution of the shareholders. In common with many other corporate actions that might be undertaken by Carnival plc, such a resolution would be proposed as a joint electorate action on which the shareholders of Carnival plc and of Carnival Corporation effectively vote as a single unified body, as contemplated by the DLC arrangement.

Purchase of Own Shares

The Boards of Directors have authorized the repurchase of up to an aggregate of \$1.1 billion of Carnival Corporation common stock and Carnival plc ordinary shares subject to certain restrictions (the "Repurchase Program"). At January 19, 2017, the availability under the Repurchase Program was \$389.3 million. The Repurchase Program does not have an expiration date and may be discontinued by the Boards of Directors at any time.

In addition to the Repurchase Program, the Boards of Directors have authorized the repurchase of up to 22 million Carnival plc ordinary shares and up to 26.9 million shares of Carnival Corporation common stock under the Stock Swap programs described in the Carnival Corporation & plc joint Annual Report on Form 10-K.

Shareholder approval is not required to buy back shares of Carnival Corporation, but is required under the Companies Act 2006 to buy back shares of Carnival plc. At the Annual General Meetings held on April 14, 2016, the authority for Carnival plc to buy back its own shares was approved. This authority enabled Carnival plc to buy back up to 21,645,614 ordinary shares of Carnival plc (being approximately 10 percent of Carnival plc's ordinary shares in issue). Under the Repurchase Program, 919,824 Carnival plc ordinary shares have been purchased through January 19, 2017. Carnival Corporation & plc treats any such repurchases made by Carnival Corporation or Carnival Investments Limited under the Repurchase Program and the Stock Swap Programs as if they were made by Carnival plc under the Carnival plc buy back authority. That approval expires on the earlier of (i) the conclusion of Carnival plc's 2017 Annual General Meeting or (ii) October 4, 2017.

Directors

The names of all persons who served as Directors of Carnival Corporation and Carnival plc during fiscal 2016 and biographical notes about each of the Directors are contained in the Proxy Statement. Details of the Directors' membership on Board Committees are set out in the Carnival plc Corporate Governance Report attached as Annex C to the Proxy Statement.

As of the date of this report, 30% of the members of the Boards are women (being three of ten members).

Upon becoming a member of the Board of Directors of Carnival plc, each new Director participates in an induction process, which includes a meeting with all of the current Directors, provision of an induction pack, site visits and meetings with senior and operational management teams. The Directors

ANNEX A

update their skills, knowledge and familiarity with Carnival plc by attending appropriate external seminars and training courses, meeting with senior management and visiting regional and divisional operating offices.

The appointment and replacement of Directors of Carnival plc is governed by the provisions of the Articles of Association of Carnival plc and also by the provisions of the Equalization and Governance Agreement entered into on April 17, 2003 on the establishment of the DLC arrangement. The Articles of Association and the Equalization and Governance Agreement require that the Boards of Directors of Carnival plc and Carnival Corporation be comprised of exactly the same individuals.

The business of Carnival plc is managed by the Board of Directors, which may exercise all the powers of Carnival plc, including without limitation the power to dispose of all or any part of the company's assets, to borrow money, to mortgage or pledge any of its assets and to issue debentures and other securities.

Details of the Directors' remuneration and their interests in the shares of Carnival Corporation and Carnival plc are set out in Part II of the Carnival plc Directors' Remuneration Report attached as Annex B to the Proxy Statement.

Substantial Shareholdings

As of November 30, 2016, Carnival plc has been notified of material interests of 3 percent or more in Carnival plc's total voting rights as follows:

Shareholder	Number of shares	Percentage of voting rights
Barclays plc	6,454,915 ⁽¹⁾	3.4%
M&G Group plc	6,247,496	3.3%

(1) Affiliates of Barclays plc have an interest in these shares.

(2) Affiliates of Black Rock Inc. have an interest in these shares.

Carnival plc has not been notified of any changes between December 1, 2016 and January 19, 2017.

Carnival Corporation and Carnival Investments Limited are the holders of an aggregate of 26,016,594 Carnival plc ordinary shares as at January 19, 2017. These shares carry no voting rights or rights on liquidation unless Carnival Corporation owns over 90 percent of all the Carnival plc shares. Accordingly, the details of voting rights given in the preceding table take account of the absence of voting rights carried by these shares.

Except for the above, no person has disclosed relevant information to Carnival plc pursuant to rule 5 of the Disclosure and Transparency Rules.

Corporate Governance and Directors' Remuneration

A report on corporate governance and compliance with the UK Corporate Governance Code is contained in the Carnival plc Corporate Governance Report attached as Annex C to the Proxy Statement. Part I of the Carnival plc Directors' Remuneration Report is included in the Proxy Statement and Part II of the Carnival plc Directors' Remuneration Report is attached as Annex B to the Proxy Statement.

Corporate and Social Responsibility

Health, environmental safety, security

The Boards of Directors of Carnival Corporation & plc established Board-level Health, Environmental, Safety & Security ("HESS") Committees comprised of four independent Directors. The principal function of the HESS Committees is to assist the Boards in fulfilling their responsibility to supervise and monitor Carnival Corporation & plc's health, environmental, safety, security and sustainability-related policies, programs, initiatives at sea and ashore, and compliance with related legal and regulatory requirements. The HESS Committees and our management team review all significant risks or exposures and associated mitigating actions. Each of the Chief Executive Officers of our brands attends the meetings of the HESS Committees.

Carnival Corporation & plc recognizes its responsibility to provide industry leadership and to conduct our business as a responsible global citizen. Our corporate leadership is manifested in our Code of Business Conduct and Ethics, which requires that every employee and member of the Boards use sound judgment, maintain high ethical standards and demonstrate honesty in all business dealings. As a responsible global citizen, Carnival Corporation & plc is committed to achieving and maintaining the highest standards of professional and ethical conduct.

In addition, Carnival Corporation & plc's HESS policy describes our commitments to:

- Protecting the health, safety and security of our passengers, guests, employees and all others working on behalf of Carnival Corporation & plc, thereby promoting an organization that is free of injuries, illness and loss;
- Protecting the environment, including the marine environment in which our vessels sail and the communities in which we operate, minimizing adverse environmental consequences and using resources efficiently and sustainably;
- Fully complying with or exceeding all legal and statutory requirements related to health, environment, safety, security and sustainability throughout our business activities; and
- Assigning health, environment, safety, security and sustainability matters the same priority as other critical business matters.

The HESS Policy is published on the Carnival Corporation & plc website at www.carnivalcorp.com or www.carnivalplc.com.

The Boards recognize that Carnival Corporation & plc needs to ensure that there is a consistent standard of operation throughout its fleet in keeping with its leading position in the cruise industry. In this regard, the Carnival Corporation & plc Maritime Policy & Analysis Department is headed by a Chief Maritime Officer, with a full-time professional and administrative staff, and is responsible for providing a common, integrated approach to management of HESS matters and for reporting to the HESS Committees on such matters. The Chief Maritime Officer reports to the Chief Executive Officer and to the Chairman of the HESS Committees.

The principal activities of the Maritime Policy & Analysis Department include establishing HESS Policy, standards and procedures, and measuring and reporting on HESS-related performance.

The Carnival Corporation & plc Risk Advisory & Assurance Services ("RAAS") Department is headed by the Chief Audit Officer, who reports directly to the Chairs of the Audit and HESS Committees. The Chief Audit Officer also has a "dotted" reporting line to the General Counsel. The RAAS Department conducts annual HESS audits of each brand's head office and of each ship in our fleet. These audits are in addition to the audits performed by external third-party certification and regulatory auditors.

ANNEX A

Each RAAS Department HESS audit is organized and planned to:

- Verify compliance with applicable rules, corporate standards, brand policies and procedures, regulations, codes, and guidance directly involved in the safe conduct of ship operations;
- Verify the effectiveness and efficiency of the shipboard and shore-side HESS management systems; and
- Identify opportunities for continuous improvement.

Carnival Corporation & plc has long been committed to operating responsibly. We believe that sustainability is about preserving our environment, respecting our employees and the communities where we do business and returning value to our shareholders. We voluntarily publish Sustainability Reports that address governance, stakeholder engagement, environmental, labor, human rights, society, product responsibility, economic and other sustainability-related issues and performance indicators. These reports, which can be viewed at www.carnivalcorp.com and www.carnivalplc.com, are developed in accordance with the Sustainability Reporting Guidelines established by the Global Reporting Initiative, the global standard for reporting on environmental, social and governance policies, practices and performance.

As part of our sustainability strategy, we have voluntarily reported our carbon footprint via the CDP (formerly, the Carbon Disclosure Project) each year since 2007. The CDP rates companies on the depth and scope of their disclosures and the quality of their reporting. We have developed a greenhouse gas inventory management plan in 2010 in accordance with the requirements of International Organization for Standardization ("ISO") 14064-1:2006 standard and The Greenhouse Gas Protocol. Our submission included details of our most recently compiled emissions data and reduction efforts, along with our completion of an independent, third-party verification of our greenhouse gas emissions inventory. We also disclose our water stewardship through the CDP water program.

All of our brands' environmental management systems are certified in accordance with ISO 14001 standard. The ISO, an international standard-setting body, produces worldwide industrial and commercial standards. ISO 14001 standard, the environmental management standard that was developed to help organizations manage the environmental impacts of their processes, products and services, presents a structured approach to setting environmental objectives and targets. It provides a framework for any organization to apply these broad conceptual tools to their own processes.

We are committed to reducing our air emissions and improving air quality by evaluating new and established technology solutions. Liquefied natural gas is one of the solutions we are working to implement across our fleet both in port and at sea due to its reduced carbon profile and cleaner emissions.

We continue our partnership with The Nature Conservancy, one of the world's leading conservation organizations. We are leveraging our partnership in their efforts to restore coral reefs, protect marine ecosystems and promote natural systems to help reduce the impact of storms and rising sea levels in coastal communities.

ANNEX A

We have developed a set of 2020 sustainability goals reinforcing our commitment to the environment, our guests, our employees and the communities in which we operate. Our ten goals listed below are aimed at reducing our environmental footprint while enhancing the health, safety and security of our guests and crew members, and ensuring sustainable business practices across our brands and business partners:

Environmental Goals	• Reduce intensity of carbon dioxide equivalent ("CO₂e") emissions from operations by 25% by 2020 relative to our 2005 baseline • Continue to improve the quality of our emissions into the air by developing, deploying and operating exhaust gas cleaning systems across our fleet • Increase usage of ship-to-shore power connection capabilities • Increase Advanced Wastewater Purification Systems coverage of our fleet capacity by 10 percentage points by 2020 relative to our 2014 baseline • Continue to improve our shipboard operations' water use efficiency by 5% by 2020 relative to our 2010 baseline • Continue to reduce waste generated by our shipboard operations by 5% by 2020 relative to our 2010 baseline
Health, Safety and Security Goal	• Continue to build on our commitment to protect the health, safety and security of guests, employees and all others working on our behalf.
Sustainable Workforce and Community Goals	• Continue to build a diverse and inclusive workforce and provide all employees with a positive work environment and opportunities to build a rewarding career to further drive employee engagement • Further develop and implement vendor assurance procedures ensuring compliance with Carnival Corporation & plc's Business Partner Code of Conduct and Ethics • Continue to work on initiatives and partnerships that support and sponsor a broad range of organizations for the benefit of the communities where we operate

Our ship fuel consumption and emission rates and our total ship fuel greenhouse gas emissions are as follows:

Measure	Units	2016	2015
Total ship fuel greenhouse gas emissions (in millions)	Tonnes CO ₂ e ⁽¹⁾	10.2	10.1

- (1) Greenhouse gas emission data collection and calculations were performed in accordance with our greenhouse gas inventory management plan. The Greenhouse Gas Protocol and ISO 14064-3:2006 standard. Ship fuel emissions represent over 95% of the combined scope 1 emissions (direct emissions from sources that are owned or controlled by Carnival Corporation & plc) and scope 2 emissions (indirect emissions from the consumption of purchased electricity, heat or steam).
- (2) We measure and report the ship fuel greenhouse gas emission rate in terms of grams of CO₂e per available lower berth kilometer ("ALB-KM"). This indicator enables us to make meaningful greenhouse gas emission reduction comparisons that take into account changes in fleet size, itineraries and passenger capacity.

Further details of matters related to health, environmental, safety, security and sustainability reporting and community relations at Carnival Corporation & plc are available in the Sustainability section of the Carnival Corporation & plc website at www.carnivalcorp.com or www.carnivalplc.com.

ANNEX A

Employees

Carnival Corporation & plc own and operate a portfolio of cruise brands in North America, Europe, Australia and Asia comprised of Carnival Cruise Line, Fathom, Holland America Line, Princess Cruises, Seabourn, AIDA Cruises, Costa Cruises, Cunard, P&O Cruises (Australia) and P&O Cruises (UK). Our corporate office and individual brands employ a variety of methods, such as intranet sites, management briefings, newsletters and reward programs to encourage employee involvement and to keep employees informed of the performance, development and progress of Carnival Corporation & plc.

Senior employees within Carnival Corporation & plc are eligible to participate in either the Carnival plc 2014 Employee Share Plan or the Carnival Corporation 2011 Stock Plan, further details of which are provided in Carnival plc's Directors' Remuneration Report attached as Annex B to the Proxy Statement. These plans reinforce the philosophy of encouraging senior employees to contribute directly to the achievement of Carnival Corporation & plc's goals and of rewarding individual and collective success.

It is the policy of Carnival Corporation & plc that disabled persons should receive full and fair consideration for all job vacancies for which they are suitable applicants. Training and career development is encouraged for all employees. It is the policy of Carnival Corporation & plc to seek to retain employees who become disabled while in its service whenever possible and to provide specialist training, where appropriate.

Information regarding gender mix can be found in the Strategic Report that accompanies the Carnival plc consolidated IFRS financial statements.

Political Contributions

Carnival plc did not make any political contributions to any European Union ("EU") political organization during the year ended November 30, 2016 (2015—nil). Carnival plc's subsidiaries made political contributions to organizations outside the EU of nil (2015—\$0.4 million).

Directors' Statement as to Disclosure of Information to Auditors

Each Director is satisfied that, as far as he or she is aware, the auditors are aware of all information relevant to the audit of Carnival plc's consolidated IFRS financial statements for the year ended November 30, 2016 and that he or she has taken all steps that ought to have been taken by him or her as a Director in order to make the auditors aware of any relevant audit information and to establish that Carnival plc's auditors are aware of that information.

Corporate Governance Statement

The corporate governance statement, prepared in accordance with rule 7.2 of the UK Listing Authority's Disclosure Guidance and Transparency Rules sourcebook, can be found in the Carnival plc Corporate Governance Report attached as Annex C to the Proxy Statement. The Carnival plc Corporate Governance Report forms part of this Carnival plc Directors' Report and is incorporated into it by this reference.

Letters to Shareholders

The Chief Executive Officer's Letter to Shareholders, which can be found in the Carnival plc Strategic Report, forms part of this Carnival plc Directors' Report and is incorporated into it by this reference.

Independent Auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution that they be re-appointed will be proposed at the 2017 Annual General Meeting.

By order of the Board



Arnaldo Perez
Company Secretary
January 30, 2017

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report, the Carnival plc Directors' Remuneration Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the group and parent company financial statements in accordance with International Financial Reporting Standards as adopted by the EU ("IFRS"). Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of Carnival plc and the Carnival plc group and of the Statements of Income of the Carnival plc group for that period.

In preparing the financial statements the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable IFRSs have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the group and parent company financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain Carnival plc's transactions and disclose with reasonable accuracy at any time the financial position of Carnival plc and the Carnival plc group and to enable them to ensure that the financial statements and the Carnival plc Directors' Remuneration Report comply with the Companies Act 2006 and, as regards the Carnival plc consolidated IFRS financial statements, Article 4 of the IAS Regulation.

They are also responsible for safeguarding the assets of Carnival plc and the Carnival plc group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Each of the Directors, whose names and functions are listed in the Proxy Statement, confirms that, to the best of his or her knowledge:

- the Carnival plc group financial statements, which have been prepared in accordance with IFRSs give a true and fair view of the assets, liabilities, financial position and net income of the Carnival plc group;

ANNEX A

- the Carnival plc Directors' Report contained in Annex A to the Proxy Statement and the Carnival plc Strategic Report that accompanies the Carnival plc consolidated IFRS financial statements includes a fair view of the development and performance of the Carnival plc group, together with a description of the principal risks and uncertainties that it faces; and

The Directors consider that the Annual Report and Accounts taken as a whole, are fair, balanced and understandable and provide the information necessary for the shareholders of Carnival plc to assess Carnival plc's position and performance, business model and strategy.

By order of the Board

A handwritten signature in black ink, appearing to be 'AP', written in a cursive style.

Amaldo Perez
Company Secretary
January 30, 2017

Carnival plc
Incorporated and registered in England and Wales under number 4039524

CARNIVAL PLC DIRECTORS' REMUNERATION REPORT - PART II

Certain information required to be included in the Carnival plc Directors' Remuneration Report is set forth in Part I (which is also known as the Compensation Discussion and Analysis) and in the Executive Compensation section of the Notice of Annual Meetings and Proxy Statement to which this Report is annexed (the "Proxy Statement"). The Compensation Discussion and Analysis and the relevant parts of the Proxy Statement should be read in conjunction with this Part II.

As explained in Part I, Parts I and II of this report form part of the Annual Report of Carnival plc for the year ended November 30, 2016. Carnival plc and Carnival Corporation are separate legal entities (together referred to in this Report as "Carnival Corporation & plc") and each company has its own Board of Directors and Compensation Committee. However, as required by the agreements governing the dual listed company ("DLC") arrangement, there is a single management team and the Boards of Directors and members of the Committees of the Boards are identical. Accordingly, consistent with prior years, we have included remuneration paid by Carnival Corporation and Carnival plc in the Carnival plc Directors' Remuneration Report. The Directors are primarily paid by Carnival Corporation as part of the DLC arrangement.

Both Parts I and II of this Report are in compliance with Schedule 8 of the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008, as amended (the "LMCG Regulations") and the UK Corporate Governance Code, the UK Companies Act 2006 and the Listing Rules of the UK Listing Authority.

Section A is the Implementation Section, which contains the disclosures in respect of the actual pay outcomes for fiscal 2016. Section B contains the Directors' Remuneration Policy, which is subject to a binding vote at the 2017 Annual General Meeting and will, if approved, take effect from April 5, 2017.

1. Statement by Randall J. Weisenburger, Chairman of the Compensation Committees

The major decisions on Directors' remuneration and the changes on Directors' remuneration during the year (and the context for these decisions and changes) are summarized in the Executive Summary section in Part I of this Report.

Section A: Implementation Section

2. Implementation Section (not audited)

2.1 Implementation of Approved Policy

The Directors' Remuneration Policy (the "2014 Policy") was approved by the Carnival Corporation and Carnival plc shareholders at the Annual General Meeting held in April 2014. The 2014 Policy will be operated by Carnival Corporation & plc until a new Directors' Remuneration Policy, which is being submitted for shareholder approval at the 2017 Annual General Meeting, is approved (the "2017 Policy"). The 2014 Policy is included within Annex B of the 2014 Notice of Annual Meeting and Proxy Statement, which is available on our website at www.carnivalcorp.com or www.carnivalplc.com. The proposed 2017 Policy is set forth below in Section B.

The Compensation Committees have regard to the UK Corporate Governance Code and are satisfied that both the 2014 Policy and the proposed 2017 Policy support the long-term success of Carnival Corporation & plc and include due regard to corporate and social responsibility issues and to managing risk within the group.

Annex B

During the year, the following actions were taken for 2016 or anticipated for fiscal 2017 when implementing the 2014 Policy or 2017 Policy, if approved:

Executive Directors

Base salary	Annual salaries (not audited) Annual salary levels as at December 1, 2016 were: • Mr. Donald – \$1,500,000 • Mr. Arison – \$1,000,000 No increase was made to Mr. Donald's or Mr. Arison's salary for fiscal 2016. Mr. Donald's salary changed for fiscal 2017 from \$1,000,000 for fiscal 2016 to bring his base salary up from a relatively low base salary to a broadly median salary position and recognize his proven performance since being appointed over three years ago. Details of the companies considered as comparators for the market competitive reviews described above are set out in Part I.
Annual Bonus	Fiscal 2016 Annual Bonus (audited) The annual bonus program is referred to as the Management Incentive Plan. Details of the performance measures and targets for Mr. Donald's annual bonus in respect of fiscal 2016 are included in Part I. As in previous years, the selected performance measure was Corporation Operating Income and application of this measure in accordance with the policy focuses Mr. Donald on achieving appropriate performance results as reflected by income from the operations of Carnival Corporation & plc as well as other relevant measures. Mr. Arison does not participate in our performance-based annual bonus program. Annual bonus for Executive Directors who served throughout fiscal 2016 were as follows: • Mr. Donald – \$4,041,250 representing a bonus outcome of 152.5% of target • Mr. Arison – Nil This outcome did not involve the exercise of any discretionary adjustments (up or down) to the individual annual bonus amounts. Additionally, Mr. Donald is eligible, depending on service, to participate in an all-employee profit sharing arrangement as further detailed in the section on pensions below. Fiscal 2017 Annual Bonus – Performance measures and targets (not audited) For fiscal 2017, the key performance measure will again be Corporation Operating Income.

	Full details of the process for setting the Corporation Operating Income Target for fiscal 2017 and of how achievement of Corporation Operating Income in relation to that target can produce bonus outcomes is set out in Part I. The Corporation Operating Income Target for fiscal 2017 will be disclosed at the end of the performance period, as it is strategic and commercially sensitive to disclose at this time. For fiscal 2017, Mr. Donald's target bonus is \$3,000,000 (with the maximum possible bonus being 200% of this level). His target bonus level, which had been unchanged for the last three years at \$2,650,000, has been increased for fiscal 2017 to an appropriate market level and has increased at a lower rate than his salary increase Mr. Arison does not participate in our performance-based annual bonus program. As reported in Part I, the annual bonus program includes clawback features that will require participants to reimburse us for all or a portion of payments received under the program in the case of a participant's wrongdoing that results in a material restatement of our financial statements.
Long-Term Incentive Compensation	Long-Term Incentive Compensation in Fiscal 2016 (audited) Descriptions of the share grants made to Mr. Donald during fiscal 2016 and their vesting conditions are set out in Part I. The share grants made to Mr. Donald during fiscal 2016 are disclosed in Section 4.2 below, which is audited. No share grants were made to Mr. Arison in fiscal 2016. Within the 2014 Policy, a TBS grant with a value of approximately \$2,100,000 was made to Mr. Donald in January 2016 relating to his performance during fiscal 2015. For fiscal 2016 long-term incentives, the TBS grant was replaced. The TBS grant value was reallocated between the following annual performance-based equity incentives: • the Performance-Based Share ("PBS") grant made in April 2016 and • the Management Incentive Plan-Tied Equity ("MTE") grant made in January 2017. During fiscal 2016, the Compensation Committees approved an MTE target grant value for Mr. Donald. The actual 2016 Management Incentive Plan payout percentage is then applied to the MTE target grant value to determine the actual MTE grant value, which may be from zero to 200% of target. The actual MTE grant value earned is then converted into a number of RSUs that cliff vest after three years from the date of grant. The MTE grant for Mr. Donald in January 2017 was as follows:

Annex B

Named Executive Officer	MTE Target Value (\$)	2016 Payout Percentage	MTE Grant Value (\$)	Closing Price On Grant Date	RSUs Received (#)
Mr. Donald received a target PBS grant of 47,407 shares in April 2016. The PBS grant made to Mr. Donald in fiscal 2016 is capable of vesting between zero to 200% of target based upon the extent to which operating income, as adjusted for certain fuel price changes and currency exchange rate impacts, for each of the three fiscal years in the 2016-2018 performance cycle and return on invested capital ("ROIC") for the single three-year performance cycle exceeds the specified performance goals. This result is modified up or down by up to 10% at the end of the three-year performance cycle depending on Carnival Corporation & plc's total shareholder return ("TSR") rank relative to the 2016 Peer Group. Under the terms of the grant, the operating income result is weighted 70% and ROIC result is weighted 30%. The operating income and ROIC targets will be disclosed at the end of the performance period (as these targets are deemed strategic and commercially sensitive). The Compensation Committees approved the PBS grant to Mr. Donald after an evaluation of current market practice, the aggregate market positioning of total direct compensation, and the Compensation Committees' focus on the alignment between Mr. Donald's pay outcomes and Carnival Corporation & plc's long-term performance. The 2014 PBS grant made to Mr. Donald in April 2014 reached the end of the performance period at the end of fiscal 2016 and will vest on February 15, 2017 and the special PBS grant made to him on October 14, 2013 reached the end of its performance period on October 14, 2016, with 50% of the earned special PBS grant vesting on October 18, 2016, and the other 50% scheduled to vest on October 14, 2017. The performance measures, targets and achievement of the 2014 PBS grant and the special PBS grant are set out in Part I.					
Long-Term Incentive Compensation in Fiscal 2017 (not audited) All long-term incentive compensation for fiscal 2017 for Mr. Donald will continue to be 100% at risk and performance-based. The PBS grant will have a target value of \$3 million and the MTE target grant will have a value of \$1.5 million. In addition to the PBS and MTE grants, it is anticipated that Mr. Donald may receive a shareholder equity alignment ("SEA") grant, with a target of 35,000 shares. The SEA grant to be made in fiscal 2017 will be subject to absolute TSR growth, as modified by relative TSR measured against Carnival Corporation & plc's fiscal 2017 peer group. The monetary amounts referred to for the MTE and PBS grants above are made as a number of shares using the share price at the date of grant. The SEA grant is made as a number of shares. As explained in Part I, grants are calculated by reference to the value of shares to facilitate external comparisons and also comparison to other forms of compensation.					

	PBS and SEA grants to be made in fiscal 2017 will be subject to performance conditions which the Compensation Committees approve as appropriate at the time the grants are made. The MTE grants will be subject to pre-grant performance conditions tied to the Management Incentive Plan. The precise metrics for the PBS grants have not been finalized at the date of this Report, but may be based on similar measures as the grants made in fiscal 2016, which may include operating income and ROIC, with the precise performance measures, targets and maximums set shortly prior to making the grant. Given the introduction of the SEA grant, it is not anticipated that subsequent PBS grants will be subject to a TSR modifier. These targets will be disclosed at the end of the performance period (as these targets are deemed strategic and commercially sensitive). No long-term incentive compensation will be made to Mr. Arison in fiscal 2017.
Benefits	Benefits in Fiscal 2016 (audited) The detailed benefits provided to Mr. Arison are described in the footnotes to the single figure table in Section 4.1 below. The detail of benefits provided to Mr. Donald is set out in the All Other Compensation table in the Executive Compensation section of the Proxy Statement. Benefits in Fiscal 2017 (unaudited) Benefits provided in fiscal 2017 are expected to be similar to those provided in fiscal 2016.
Pensions	Pensions in Fiscal 2016 (audited) Details of the pension entitlements that Mr. Arison participated in fiscal 2016 are set out in Section 4.4 below. Mr. Donald participated in the Carnival Corporation Fun Ship Savings plan, a qualified 401(k) plan (the "401(k) Plan") during fiscal 2016. Under this plan, employee contributions are capped at the U.S. Internal Revenue Service ("IRS") prescribed limits, with an employer matching contribution of up to 50% of this level possible, all of which is subject to discrimination testing. Carnival Corporation also operates a profit sharing arrangement under which participants who are deemed highly compensated employees under IRS regulations are paid the equivalent of their annual matching award (less any amount actually contributed by Carnival Corporation to the 401(k) Plan on their behalf as a matching contribution) and profit sharing contribution as additional cash compensation. This is currently set according to a prescribed scale as set out in the section relating to Pension Benefits in the Executive Compensation section of the Proxy Statement. Pensions in Fiscal 2017 (unaudited) No material changes to the arrangements are anticipated for 2017.

Annex B

Stock Ownership Guidelines	Stock Ownership Policy (audited) A description of the stock ownership policy applicable to Executive Directors is set out in Part I. During fiscal 2016, the Board increased the target ownership level applicable to the Chairman and/or the Chief Executive Officer from five times base salary to six times base salary. Both Mr. Arison and Mr. Donald comply with the applicable levels.

Non-Executive Directors

Fees	Fees in Fiscal 2016 (not audited) As described in last year's Report, during fiscal 2016, Non-Executive Directors were entitled to a \$110,000 annual retainer. For fiscal 2016, the Senior Independent Director received an additional retainer of \$25,000 per annum. In addition, Non-Executive Directors receive additional compensation for serving as Chairperson of a Board Committee as set out in "Director Compensation" section of the Proxy Statement. Restricted Stock Grants in Fiscal 2016 (audited) Each Non-Executive Director re-elected in April 2016 received share grants worth approximately \$160,000. The restricted shares vest on the third anniversary of the grant date, and are not forfeited if a Director ceases to be a Director after having served as a Directors at least one year. Fees in Fiscal 2017 (not audited) No material changes to the arrangements are anticipated for 2017.
Stock Ownership Guidelines	Stock Ownership Policy (audited) A description of the stock ownership policy applicable to Non-Executive Directors is set out in Part I. New Directors must achieve this requirement no later than five years from the date of their initial election to the Boards by the shareholders. Other than Ms. Deeble, who was appointed during the year, each of the Non-Executive Directors serving in 2016 has already achieved this Board-mandated requirement.

2.2 Service Contracts (not audited)

Because Directors, other than Mr. Donald, do not have formal agreements, it is not feasible to include a table with the unexpired terms. Mr. Donald's terms are summarized in the Proxy Statement. As explained more fully in the Proxy Statement, Mr. Donald would generally receive an amount equal to one times his base salary and target bonus upon termination.

Non-Executive Directors are appointed under terms set out in a letter of appointment. They do not have service contracts and their appointments can be terminated (by the Boards) without any compensation on termination. However, they may retain their share grants (if they have already served for at least one year) and may receive a departing gift of up to \$25,000 in value.

3. Implementation Section (not audited)

3.1 Compensation Committees

The membership of the Compensation Committees during the year consisted of three members who are deemed independent by the Boards of Directors: Randall J. Weisenburger (chairman), Richard J. Glasier and Laura Weil. The members of the Compensation Committees are appointed by the Boards based on the recommendations of the Nominating & Governance Committees. Further details regarding the Compensation Committees (including the number of meetings of the Compensation Committees held in fiscal 2016 and the attendance of the members at such meetings) can be found in the Carnival plc Corporate Governance Report attached as Annex C to the Proxy Statement.

Details of the Compensation Committees' process for making compensation determinations, including the advice provided by internal colleagues and external advisors are set out in Part I. As stated in Part I, Frederic W. Cook & Co., Inc. (together with its UK affiliated firm, FIT Remuneration Consultants LLP, which is a member of the Remuneration Consultants Group, the UK professional body, and complies with its code of conduct) were appointed by the Compensation Committees as their external advisors. The advisors were appointed following a tender process and are subject to an ongoing periodic review by the Compensation Committees of their independence and quality. They provide no other services to Carnival Corporation & plc and, accordingly, are considered independent by the Compensation Committees and to provide objective advice.

Fees paid to the Compensation Committees' external advisors in fiscal 2016 were \$538,350, such fees being charged on these firms' standard terms of business for advice provided.

3.2 Shareholder Voting on Remuneration Matters

The Annual Meetings of Shareholders of Carnival Corporation and Carnival plc were held on April 14, 2016. The results of this are outlined in the table below.

Proposal	For		Against		Withheld	Broker Non-Votes
	No. of Votes	%	No. of Votes	%	No. of Votes	No. of Votes
To approve the fiscal 2015 compensation of the Named Executive Officers of Carnival Corporation & plc	602,574,195	95.75%	26,731,336	4.25%	2,271,396	18,796,100

The vote on the 2014 Policy, held at the 2014 Annual General Meeting was reported in the 2015 Directors' Remuneration Report and is incorporated by reference into this Directors' Remuneration Report.

Carnival Corporation & plc has a long-standing shareholder outreach program and routinely interacts with shareholders on a number of matters, including executive compensation. The Compensation Committees consider all constructive feedback received about executive compensation.

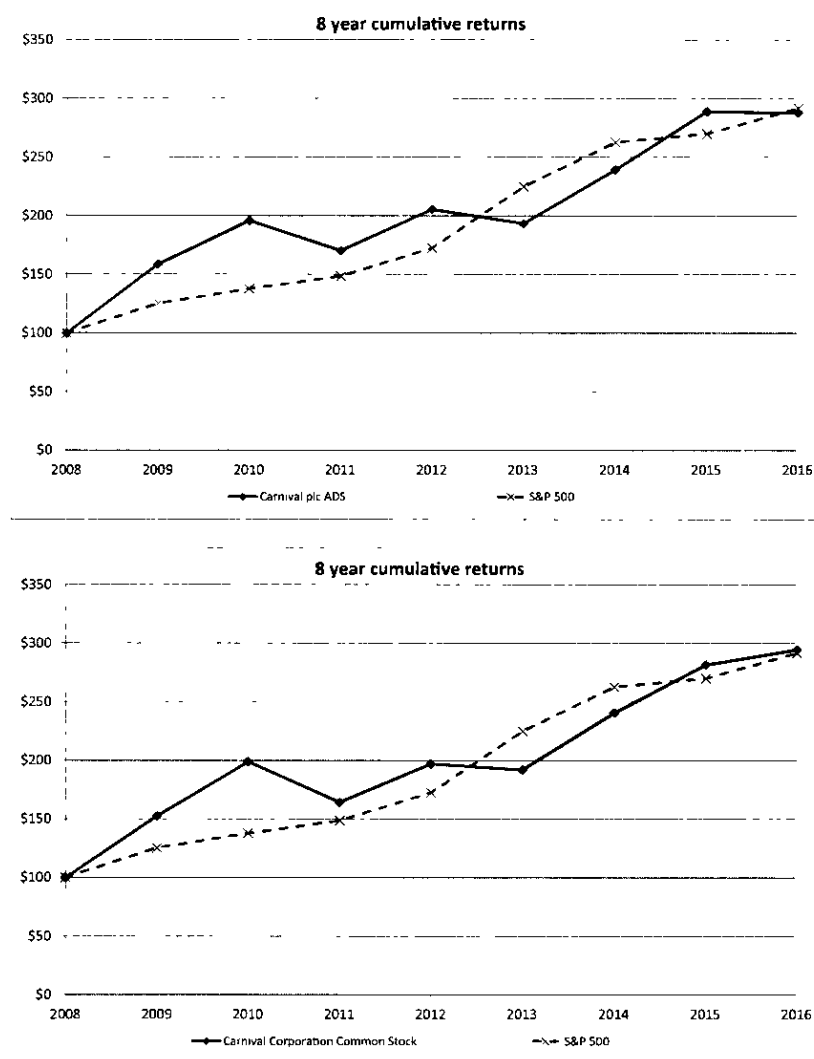
In April 2016, shareholders approved our remuneration proposals. Following its review of the 2016 and prior voting results, the Compensation Committees decided that all compensation of Mr. Donald, other than base salary, pensions and benefits, will be 100% at risk and performance-based and redesigned

Annex B

the long-term incentive arrangements to ensure that all elements became subject to performance conditions. The changes were in compliance with the 2014 Policy. We continued to seek and incorporate shareholder feedback in our compensation deliberations. The Compensation Committees have and will continue to consider results from the annual shareholder advisory votes, including the next vote in April 2017, as well as other shareholder input, when reviewing executive compensation programs and policies.

3.3 Performance Graph and Table

Graphs representing TSR performance for both Carnival Corporation and Carnival plc have been included in the Carnival Corporation & plc 2016 Annual Report within the section titled "Stock Performance Graphs" on pages 73 and 74, respectively. The LMCG Regulations require similar tables but comparing to only one recognized index. The tables below show a comparison to the S&P 500 index of which Carnival Corporation is a constituent (as a broad index) for a period from December 1, 2008 to November 30, 2016 and have been calculated on a U.S. dollar basis.



Annex B

The following table sets out, for the President and Chief Executive Officer, the total remuneration as seen in the single figure table, the bonus paid as a percentage of the maximum opportunity, and the number of shares that have vested against the maximum number of shares that could have been received over an eight-year period.

Year	Name	Single Figure of Total Remuneration (\$000)	Annual Bonus as a % of Maximum	PBS Vesting as a % of Maximum ⁽¹⁾
2016	Mr. Donald	\$31,235	76%	94%
2014	Mr. Donald	\$ 7,241	74%	N/A
2013	Mr. Arison ⁽³⁾	\$ 2,213	0%	0%
2011	Mr. Arison	\$ 5,716	35%	N/A
2009	Mr. Arison	\$ 9,769	44%	N/A

- (1) The reference to long-term incentive vesting only includes PBS grants because TBS grants do not have a variable vesting level.
(2) The 2015 single figure has been updated to reflect the actual share price on the vesting date of the 2013 PBS grant.
(3) The fiscal 2013 figures have been pro-rated for each individual to reflect the period in office as a Chief Executive Officer.
(4) The annual performance bonus for Mr. Donald is not applicable because for fiscal 2013, he received a fixed bonus amount as provided for in his employment agreement.

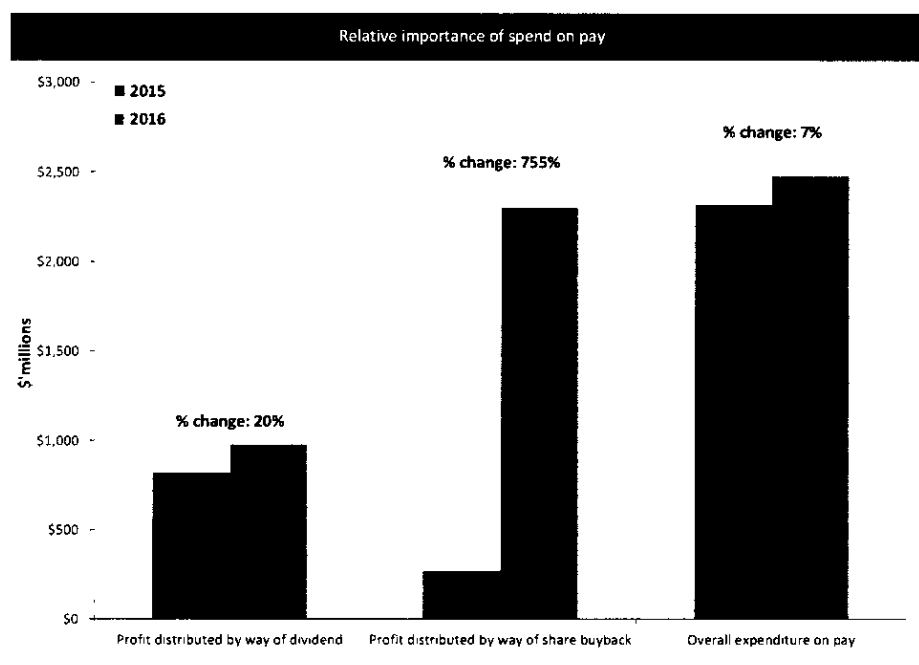
3.4 Percentage Change in Pay of Chief Executive Officer Fiscal 2015 to Fiscal 2016

The prescribed pay elements are: salaries, taxable benefits, and annual bonus outcomes. UK staff were selected and retained for the purposes of this comparison as it is a requirement of the LMCG Regulations so the Compensation Committees considered it logical to provide comparison for that jurisdiction. The percentages for UK staff have been calculated using a full time equivalent weighted-average number of UK staff for each year.

	Change in Salary (%)	Change in Benefits (%)	Change in Annual Bonus (%)	Change in Total (%)
CEO	0	6.4	(12.5)	(9.6)

Annex B

3.5 Relative Importance of Spend on Pay



- (1) Profit distributed by way of dividend taken as dividends declared set out in the Consolidated Statements of Shareholders' Equity in the Carnival Corporation & plc joint Annual Report on Form 10-K.
- (2) Profit distributed by way of share buyback returned to shareholders as purchases of treasury stock, inclusive of stock swap benefits, in the Consolidated Statements of Shareholders' Equity
- (3) Overall expenditure on pay has been calculated on a broadly consistent approach to the standard UK approach to calculating this amount and includes all global staff using normal accounting conventions for benefits and includes expected value assumptions in respect of share grants and so is not consistent with methodologies used elsewhere in this Part II

4. Implementation Section (audited)

4.1 Single Figure Table

Executive Directors

The compensation of the Executive Directors of Carnival Corporation and Carnival plc for fiscal 2016 is as follows:

	Salary		Benefits ⁽¹⁾		Annual Bonus ⁽²⁾		TBS Grant ⁽³⁾		PBS Grant ⁽⁴⁾		Special PBS Grant ⁽⁵⁾		Pension		Total	
	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
Arnold W. Donald	1,000	1,000	242	227	4,041	4,619	1,930	2,375	3,458	2,400 ⁽⁶⁾	20,564	-	-	-	31,235	10,621 ⁽⁶⁾

- (1) Details of the matters for Mr. Donald provided within Benefits are disclosed in (and taken from) the All Other Compensation table in the Executive Compensation section of the Proxy Statement. Benefits provided to Mr. Arison include (\$000): private medical health insurance costs (\$43), driver and security (\$30), automobile lease (\$12) and the following other benefits: accidental death or dismemberment insurance premiums, disability insurance premiums, life insurance premiums, automobile lease, automobile repairs and expenses, the opportunity to travel on Carnival Corporation & plc cruise lines for reduced fares and travel and entertainment expenses (\$12). Consistent with past practice, benefits reflect the position under U.S. rules as no UK tax is payable.

Annex B

- (2) Details of the performance measures and targets applicable to the annual bonus for fiscal 2016 are set out in Section 2.1 above and in Part I of this Report. No element of the annual bonus is subject to deferral.
- (3) TBS figures are the value of the grants made during the year using the average share price over the last three months of the fiscal year and include dividends actually received in respect of grants in the year. Dividends are paid on unvested Carnival Corporation TBS grants as they arise and have been included in these figures.
- (4) The 2016 PBS amount includes the value of the 2014 PBS grant for which the performance period ended on November 30, 2016 using the average share price over the last three months of the fiscal year. Additional shares will be provided to take into account dividend reinvestment during the period.
- (5) The 2016 Special PBS amount includes the value of the special PBS grant made in October 2013, which reached the end of its performance period on October 14, 2016, using the actual share price for the 50% of the shares which vested on October 18, 2016 and the average share price over the last three months of the fiscal year for the other 50% scheduled to vest on October 14, 2017.
- (6) The 2015 PBS amount has been updated to reflect the actual share price on vesting of the 2013 PBS grant.

During fiscal 2016, Mr. Donald served as a Non-Executive Director of companies outside the Carnival Corporation & plc group, for which he earned cash fees totaling \$207,009, which he retained.

Non-Executive Directors

The compensation of the Non-Executive Directors of Carnival Corporation and Carnival plc for fiscal 2016 is as follows. The format is different from the preceding table for Executive Directors as certain aspects (such as bonus and pension) do not apply to Non-Executive Directors.

	Fees		Benefits ⁽¹⁾		Restricted Stock/RSUs ⁽²⁾		Total	
	2016	2015	2016	2015	2016	2015	2016	2015
\$000								
Sir Jonathon Band	110	112	11	11	153	176	274	299
Richard J. Glasier	140	144	3	2	153	176	296	322
Sir John Parker	140	142	4	6	153	176	297	324
Laura Weil	110	114	-	-	153	176	263	290

- (1) Details of the matters provided within Benefits are disclosed in and taken from the Director Compensation section of the Proxy Statement. Consistent with past practice, benefits reflect the position under U.S. tax rules.
- (2) Restricted stock grants are structured as restricted stock (with dividends paid as they arise) at the election of the Director. The reported figures are the value of the grants made during the year using the average share price over the last three months of the fiscal year and include dividends actually received in respect of those grants in the year.

The aggregate emoluments (being salary, bonuses, fees and benefits, and excluding long-term incentives and pensions) of all Directors during fiscal 2016 was approximately \$7.3 million.

Annex B

4.2 Share Plan Grants Made to Directors in Fiscal 2016

The LMCG Regulations require disclosure of grants made in the year plus a table of aggregate outstanding awards, separately detailing grants that vest or are exercised in the year. The latter information is included in Section 4.3 below.

Share Plan Grants Made to Directors During Fiscal 2016

Director	Grant Date	Plan ⁽¹⁾	No. of Shares	Face Value ⁽²⁾ (\$)	Threshold Vesting Level %	Vesting Level % at Maximum Performance ⁽³⁾	Anticipated Vesting Date
Micky Arison	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Sir Jonathon Band	4/14/2016	Restricted Stock	3,102	159,970	N/A	100%	4/14/2019
Richard J. Glasier	4/14/2016	Restricted Stock	3,102	159,970	N/A	100%	4/14/2019
Sir John Parker	4/14/2016	Restricted Stock	3,102	159,970	N/A	100%	4/14/2019
Laura Weil	4/14/2016	Restricted Stock	3,102	159,970	N/A	100%	4/14/2019

(1) The terms of TBS and PBS granted to one Executive Director and the terms of restricted stock granted to Non-Executive Directors and the basis on which these grants are made are summarized in the table above are described in the "Director Compensation" and "Executive Compensation" sections of the Proxy Statement.

(2) Face values for all are calculated using the closing share prices at the relevant grant dates being \$53.94 at January 11, 2016, \$51.68 at April 13, 2016 and \$51.57 at April 14, 2016.

(3) Only PBS grants have performance measures. These are described in Part I of this Report. Consistent with U.S. practice, these have been included at their target values. To comply with the LMCG Regulations, a column for the maximum percentage (before dividend accrual) has been included and the UK face values should be taken as the reported figure multiplied by those percentages. Similarly, the threshold percentages are expressed as a percentage of target rather than maximum. The performance period for the April 2016 PBS grants is fiscal 2016, 2017 and 2018.

4.3 Directors' Shareholding and Share Interests

Details of Carnival Corporation & plc's stock ownership requirements for Executive Directors are set out in Part I. Mr. Arison and Mr. Donald comply with the policy, which require each of them to own Carnival Corporation or Carnival plc shares with a value equivalent to six times his salary.

The stock ownership policy for Non-Executive Directors provides that all Non-Executive Directors are required to own shares (inclusive of unvested restricted stock, RSUs and shares in a trust beneficially owned by the Director) of either Carnival Corporation common stock or Carnival plc ordinary shares with a value equal to four times the cash retainer. New Directors must achieve this requirement no later than five years from the date of their initial election to the Boards by the shareholders. Other than Ms. Deeble, who was appointed during the year, each of the Non-Executive Directors has already achieved this Board-mandated requirement.

Annex B

The following table shows the total outstanding (plus those exercised during the year) shares under any incentive plans.

Total Share Plan Interests as at November 30, 2016

	Share Options			Shares (including Restricted Stock and RSUs)		
	No. of Securities Underlying Unexercised Options - Exercisable	No. of Securities Underlying Unexercised Options	No. of Shares Acquired on Option Exercise	TBS Grants That Have Not Vested	PBS Grants That Have Not Vested	No. of Shares Acquired on Vesting
Executive Director						
Micky Arison	-	-	-	63,242	-	87,541
Non-Executive Director						
Sir Jonathon Band	-	-	-	9,686	N/A	3,611
Richard J. Glasier	-	-	10,000	9,686	N/A	3,611
Sir John Parker	-	-	-	9,686	N/A	3,611
Laura Weil	-	-	-	9,686	N/A	3,611

(1) Additional shares will be provided for the 2014 PBS grant to take into account dividend reinvestment during the period

The aggregate gain on the exercise of share options and on other shares that vested during fiscal 2016 were \$46,000 and \$18,104,575, respectively. These values are based on the closing prices of Carnival Corporation common stock and Carnival plc ordinary shares on the respective exercise or vesting dates of the shares. All Directors receive Carnival Corporation common stock, which are denominated in U.S. dollars.

Details of the Directors' interests are as follows*:

Directors	Carnival plc		Carnival Corporation	
	Dec. 1, 2015	Nov. 30, 2016	Dec. 1, 2015 **	Nov. 30, 2016 **
Micky Arison ⁽¹⁾	-	-	126,123,090	126,136,034
Helen Deeble ⁽²⁾	-	-	-	-
Richard J. Glasier	-	-	24,686	27,815
Sir John Parker	10,004 ⁽³⁾	10,004 ⁽³⁾	36,524	39,927
Laura Weil	-	-	33,736	37,337

* For consistency with Part I, the above table includes restricted stock (but not RSUs) held.

** As part of the establishment of the DLC arrangement, Carnival plc issued a special voting share to Carnival Corporation, which transferred such share to the trustee of the P&O Princess Special Voting Trust (the "Trust"), a trust established under the laws of the Cayman Islands. Shares of beneficial interest in the Trust were transferred to Carnival Corporation. The trust shares represent a beneficial interest in the Carnival plc special voting share. Immediately following the transfer, Carnival Corporation distributed such trust shares by way of a dividend to holders of shares of common stock of Carnival Corporation. Under a pairing agreement, the trust shares are paired with, and evidenced by,

Annex B

certificates representing shares of Carnival Corporation common stock on a one-for-one basis. In addition, under the pairing agreement, when a share of Carnival Corporation common stock is issued to a person after the implementation of the DLC arrangement, a paired trust share will be issued at the same time to such person. Each share of Carnival Corporation common stock and the paired trust share may not be transferred separately. The Carnival Corporation common stock and the trust shares (including the beneficial interest in the Carnival plc special voting share) are listed and trade together on the New York Stock Exchange under the ticker symbol "CCL". Accordingly, each holder of Carnival Corporation common stock is also deemed to be the beneficial owner of an equivalent number of trust shares.

- (1) As of November 30, 2016, includes (i) 3,251,154 shares of common stock held by the Nickel 2003 Revocable Trust, (ii) 85,736,445 shares of common stock held by MA 1994 B Shares, L.P., (iii) 35,465,423 shares of common stock held by the Artsfare 2005 Trust No. 2 by virtue of the authority granted to Mr. Anson under the last will of Ted Anson, (iv) 841,506 shares of common stock held by the NA 2008 Trust and (v) 841,506 shares held by the KA 2008 Trust.
- (2) Ms. Deeble was appointed in July 2016.
- (3) Includes 7,000 shares owned by GHM Trustees Limited, the trustee of Sir John Parker's Fixed Unapproved Restricted Retirement Scheme of which Sir John Parker is a discretionary beneficiary.
- (4) Includes 14,556 shares held by The Arnold W. Donald Revocable Trust UAD 5/26/98.

The following changes in the above share interests occurred between December 1, 2016 and January 19, 2017:

Directors	Carnival plc		Carnival Corporation	
	Jan. 19, 2017	Dec. 1, 2016	Jan. 19, 2017	Dec. 1, 2016
Arnold W. Donald	-	-	508,445	532,340

4.4 Total Pension Entitlements

Details of the retirement benefits of current Directors arising from their participation in defined benefit pension arrangements are as follows:

Executive Director	Accrued Benefit ⁽¹⁾ at Nov. 30, 2016 \$000	Increase/(Decrease) in Accrued Benefits Including Inflation \$000	Value of Increase/(Decrease) in Accrued Benefits Net of Inflation and Directors' Contributions \$000
Micky Arison	145	-	(48)

- (1) The accrued benefit is that pension which would be paid annually on retirement at the normal retirement age of 65 under the various defined benefit plans described in Part I of the Carnival plc Directors' Remuneration Report in the Proxy Statement based on service to November 30, 2016. Current Directors are not entitled to any early retirement benefits.

4.5 Payments for Loss of Office

No payments for loss of office (as that term is defined in the LMGC Regulations) were made during the year.

Section B: Directors' Remuneration Policy (not audited)

The following section contains the material required to be set out in the 2017 Policy for the purposes of Part 4 of the LMGC Regulations. If approved by shareholders, the 2017 Policy is to take effect from April 5, 2017 (being the date of the Annual General Meeting).

1. Future Policy Tables

General statement on policy

The future policy tables set forth below apply in respect of the Directors. They have mandatory force, which means that payments may not be made outside the scope of the policy without prior shareholder consent. The 2017 Policy is in a similar format to the 2014 Policy and all key changes are summarized in an additional column to the tables.

Executive Directors

Element	Purpose and Link to Strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
Context of Policy	As a U.S. headquartered business with most senior executives based in the U.S., the Compensation Committees' overall approach to total compensation is to set pay by reference to U.S. market practice. Similarly, the design of bonus and long-term incentives is largely driven from a U.S. context. All Executive Directors serving in fiscal 2016 or fiscal 2017 were located in the U.S.				
Base Salary	Provide a baseline level of fixed compensation that reflects level of responsibility.	Salaries are reviewed after results for the prior fiscal year are available Salaries may be increased if merited by performance or other market factors in order to attract or retain our executives. Each year a competitive market review is undertaken to assist the Compensation Committees in their assessments. This assessment is undertaken against companies that the Compensation Committees consider to be appropriate. This data is used to inform considerations rather than to benchmark to any particular peer group level and the Compensation Committees apply appropriate judgment in consideration of the data.	As a consequence of the LMC Regulations, the Compensation Committees need flexibility to consider appropriate increases so will operate to an individual cap of \$1,500,000 per annum with this level increasing from the date of approval by the increase from the date of approval in US CPI or (a similar measure of inflation if this ceases to be readily available). It will apply the factors set out in the previous column in considering salary adjustments and will not automatically gravitate to the maximum.	None	None although the cap will become index linked from renewal of the policy
Annual Bonus	To focus executives' attention on achieving outstanding Carnival Corporation & plc performance against pre-determined financial targets as well as other relevant measures	The annual bonus plan is referred to as the Management Incentive Plan ("MIP") Performance measures are chosen for each performance period to focus participants on achieving appropriate financial performance results as well as other relevant measures. At or following the commencement of each fiscal year, the Compensation Committees determine the target	200% of target bonus. The Compensation Committees reserve the right to reduce (but not increase) this percentage. Target bonuses may be set on such basis as the Compensation Committees consider to be appropriate and, in particular, may be adjusted each year to reflect changes in the performance metrics for the year.	The Compensation Committees may set such performance measures and targets for the annual bonus as they consider appropriate. These performance measures may be financial or non-financial and	No material changes. The 2017 Policy has been updated to reference the clawback provisions now in force. Also it has been updated to reflect that practice has changed over the last three years to provide for a zero

ANNEX B

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
	Provides flexibility in rewarding favorable individual and overall company performance	bonus for each participant by reference to such metrics they consider to be appropriate Following the end of each fiscal year, the Compensation Committees confirm the performance condition outcomes and the preliminary bonus for each participant. This preliminary bonus is then moderated, which may increase or decrease the final bonus amount – see performance conditions Bonuses are all currently paid in cash although the Compensation Committees reserve discretion to build in the ability to defer part of the bonus (whether into cash or shares). It is currently anticipated that the bonus will continue to be cash settled. However, practice relating to the operation of long-term incentives has been revised to replace time-based grants with MTE grants (see Long-Term Incentive Compensation section below), the level of which will vary in line with bonus levels and, therefore, is analogous to UK style bonus deferred when aggregated with the cash bonuses. However, such grants are made under the Long-Term Incentive Compensation section of the policy. Carnival Corporation & plc has a clawback provision applicable to the annual bonus. The clawback provisions may be modified from time to time but currently apply in the case of fraud, negligence, intentional or gross misconduct or other wrongdoing on the part of an individual that results in a material restatement of the issued financial statements. Clawback would also apply for any other event or	The target levels are set for each fiscal year as described in the preceding column. The LMCG Regulations refer to the need to set a maximum which will apply for up to a three year period. The Compensation Committees will not set a target level in excess of \$4,000,000 per Director.	corporate, divisional or individual and in such proportions as the Compensation Committees consider appropriate. The starting point for assessment of any financial targets will normally be to review the reported figures in the Annual Report although the Compensation Committees may make adjustments to the reported figures to determine a position which, in their view, better reflects the underlying performance No payout is earned unless the threshold level of performance is met. At threshold, target and maximum, such level as the Compensation Committees determine for that year (currently: 50%, 100% and 200% of target respectively) will be provisionally granted. However, this amount is not thereby guaranteed as such provisional figure is subject to	pay-out level if the threshold performance hurdle is not achieved

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
		circumstance set forth in any claw-back policy actually implemented, including, without limitation, any clawback policy adopted to comply with the requirements of the Dodd-Frank Wall Street Reform Act and any applicable rules or regulations		the Compensation Committees considering wider performance under the moderation described below Moderation The Compensation Committees may moderate (up or down but in all cases subject to the overriding bonus cap for that year) the preliminary bonus outcomes in relation to financial outcomes taking account of both technical factors (such as the impact of changes in accounting principles), unusual gains and losses and other events outside the control of management and individual performance (such as successful implementation of strategic initiatives) as more fully detailed in Part I Such moderation is a judgmental assessment by the Compensation Committees and not subject to formulae.	

ANNEX B

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
Long-Term Incentive Compensation	- To recognize scope of responsibilities - To reward demonstrated performance and leadership - To motivate future superior performance - To align the interests of the executive with our shareholders' long-term interests - To encourage the retention	Each of Carnival Corporation & plc has adopted broad omnibus plans - the Carnival Corporation 2011 Stock Plan and the Carnival plc 2014 Employee Share Plan. Each of these plans permit equity grants to be made in a wide variety of forms including market value options, stock-appreciation rights ("SARs") and restricted stock or restricted stock unit grants and cash based awards, each of which may or may not be subject to vesting performance measures as the Compensation Committees consider appropriate. The Compensation Committees reserve the right to use all aspects of the plans as approved. Current practice (but without limiting the powers within the rules) is to no longer operate pure time-based share ("TBS") grants and to operate a program under which a combination of three forms of grants are made each year - Management Incentive Plan-Tied Equity ("MTE") Grants (commencing with the first grant in April 2017) - typically made at the beginning of each fiscal year - grant value is determined based upon annual MIP results which can have value of nil to 200% of the target grant value (the grant level will not be more generous than mirroring those of the MIP scale with 50% at threshold, 100% at target and 200% at maximum)	The Carnival Corporation 2011 Stock Plan and Carnival plc 2014 Employee Share Plan rules have individual maximum on equity grants of 1,000,000 shares delivered per year and on cash awards of \$10,000,000 paid per year, or 3,000,000 shares made over 36 months where grants are made as share options or SARs. The Compensation Committees expressly reserve discretion to make such grants as they consider appropriate within these limits. In practice, awards will be made having regard to competitive compensation data in the U S (and elsewhere as the Compensation Committees consider relevant) and to the Compensation Committees' assessment as to what is appropriate in light of business strategy, competitive data and the experience and caliber of the individuals	The balance of PBS, MTE and SEA grants will be set at the discretion of the Compensation Committees and the Compensation Committees may set such performance conditions on the PBS grants as they consider appropriate (whether financial, which may include, but not be limited to, earnings per share ("EPS"), earnings before interest and taxes ("EBIT"), operating income ("OI") or total shareholder return ("TSR") or non-financial and whether corporate, divisional or individual) MTE grants are not subject to additional performance conditions after the initial performance condition used to determine grant value is completed as the size of the initial grant is determined by reference to pre-grant performance assessment	The 2017 Policy reflects the introduction of MTE and SEA grants. The practice to make TBS grants has been discontinued. While the 2011 Stock Plan reserves the right to use TBS grants and so remains part of the formal policy, no such grants are expected to be made during the term of this policy so all grants will be subject to performance hurdles, whether assessed pre-grant or pre-vesting. The weighting between such elements may change from year to year.

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
		– vest two years after grant (generally dependent upon continued employment) – once a participant has reached retirement age within Carnival Corporation & plc's policies (which sets both an age and service requirement), grants cease to be forfeitable on termination. Where this results in a tax charge on grant (currently the U.S. and Australia), – 50% of the grant is released on grant to permit the participant to meet their tax obligations • Performance-Based Share ("PBS") Grants – subject to a three year performance based vesting – allocations determined by taking account of aggregate market positioning of total direct compensation – allow a maximum vesting of up to 200% of the number of shares granted as the target grant with 50% (although different percentages may apply to future grants) of target payable for achieving the threshold – No entrenched vesting regardless of performance on retirement included • Shareholder equity alignment ("SEA") Grants – vesting of up to of up to 600% of the target level with appropriately challenging performance hurdles		Other types of grants may be subject to performance conditions as permitted by the relevant rules.	

ANNEX B

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
Long-Term Incentive Compensation (con't)		Each form of MTE or PBS grant may be structured as restricted stock units with dividend equivalents accrued to vesting. In practice, PBS grants have been structured as restricted stock units and dividend equivalents have accrued to vesting. MTE grants will be structured in the same manner as PBS grants. SEA grants will not accrue dividend equivalents. Clawback provisions can apply to MTE and PBS grants in the event of material restatement of the Carnival Corporation & plc's issued financial statements or in the event of an individual breaching continuing obligations following the termination of his or her employment. These provisions may be varied from time to time. While not currently utilized for Executive Directors, the share plans described above permit the operation of share options and SARs and the grant of fully vested unrestricted stock. Both options and SARs operate similarly, with a market value "strike price" and vesting schedules to be determined at the time of grant in accordance with prevailing practice. The difference between share options and SARs relates only to the settlement process, with the exercise of SARs being satisfied by the issue or transfer of shares equal to the holder's gain net of exercise prices and all relevant payroll taxes. Carnival Corporation & plc will honor the vesting of all grants made under previous policies in accordance with the terms of such grants.			

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
Benefits	To provide perquisites representative of common practice for Executive Directors and to enable the Executive Director to give maximum attention to their role	The Compensation Committees review perquisites provided periodically. Details are set out in the All Other Compensation table in the Executive Compensation section of the Proxy Statement and may include, but are not limited to: • Various insurance policies • Automobile lease or allowance • Personal use of aircraft • Other personal air travel • Tax planning and return preparation fees • Driver and security • The ability to take cruises under the cruise policy • Living accommodations and maintenance (where considered appropriate) • Relocation expenses While the Compensation Committees do not consider it to form part of benefits in the normal usage of that term, they have been advised that travel and/or corporate hospitality (whether paid for by Carnival Corporation & plc or another and whether provided to the Director or a family member) may technically come within the UK definition so the Compensation Committees expressly reserve the right for Carnival Corporation & plc to authorize attendance at such activities within its agreed policies. Executive Directors are also eligible to participate in the employee stock purchase plans operated by the	The Compensation Committees reserve discretion to introduce new benefits where they conclude that it is in the interests of the Carnival Corporation & plc to do so, having regard to the particular circumstances and to market practice. The LMC Regulations require that a maximum is prescribed for each element of compensation. It is not possible to prescribe the likely change in the cost of insured benefits or the cost of some of the other reported benefits so a monetary limit of \$1,000,000 per executive has been set although, the Compensation Committees will monitor the costs in practice and ensure that the overall costs do not increase by more than what the Compensation Committees consider to be appropriate in all the circumstances Consistent with prior years, the benefits have been valued in this Part II on a consistent basis to the Executive Compensation section of the Proxy Statement and the above limit will be assessed on this basis	N/A	None

ANNEX B

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
Pensions	To attract and retain our Executive Directors.	Carnival Corporation & plc, in line with IRS guidelines, on the same basis as for other eligible employees Defined benefit pension provision was fixed due to U.S. tax changes in 2009. Continuing actuarial accruals are currently made to Carnival defined benefit plans for Mr. Arison only. These arrangements are due to be liquidated in 2017. For new employees, the current approach is for them to join the all-employee pension arrangements (a qualified 401(k) savings plan together with a profit sharing arrangement) on the same basis as all U.S. employees of Carnival Corporation While no change to the policy on pension provision is currently anticipated, the Compensation Committees reserve the right to consider the appropriate policy having regard to the needs of the companies and to relevant market data. Carnival Corporation & plc will honor the pensions obligations entered into under all previous policies in accordance with the terms of such obligations.	Details are set out in the table of "Pension Benefits in Fiscal 2016" in the Proxy Statement. Consistent with U.S. practice, these define pensionable remuneration to include bonus payments As indicated in the previous section, the LMC Regulations require the Compensation Committees to operate with an overall cap for each element of remuneration and so a figure of \$1,000,000 per year of annual accrued value per Executive Director has been selected although the Compensation Committees will monitor the costs in practice and ensure that the overall costs do not increase by more than what the Compensation Committees consider to be appropriate in all the circumstances.	N/A	None
Stock Ownership Guidelines	For Executive Directors to build and maintain a long-term ownership position.	The guidelines are not contractual and no penalty arises if the Executive Director does not comply. Under the guidelines, shares owned outright by the executive and their immediate family (and related trusts)	Mr. Donald – six times base salary Mr. Arison – six times base salary Other senior executives have guideline levels of three or four times base salary.	N/A	None beyond recognizing the increase in level.

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
		together (and consistent with U S practice) with any outstanding MTE grants count towards the guidelines. The Compensation Committees reserve the right to amend these guidelines as they consider appropriate.	The Compensation Committees reserve the right to increase (but not reduce) these stock ownership guidelines.		

Notes:

1. The rationale for all performance measures and the process for setting performance targets are explained in the relevant sections of the table
2. The general principle of the policy is to remunerate people for their personal responsibility and contribution. In order to deliver this, different reward mechanisms are used for different populations. Where the reward mechanisms differ, they reflect the appropriate market rate position for the relevant roles

ANNEX B

Non-Executive Directors					
Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
Non-Executive Directors' Cash Retainer	To appropriately compensate non-Executive Directors of the highest caliber	Fee levels are periodically reviewed by the Compensation Committees having regard to external comparators. The Compensation Committees exercise judgment as to what they consider to be reasonable in all the circumstances both as regards quantum and the mix of pay and do not apply a strict mathematical approach to assessing such levels (i.e. they do not automatically apply a median level). Within the stated maximum, the Compensation Committees reserve the right to consider how to structure the Non-Executive Directors' fees and whether to utilize a general retainer, committee membership, chairmanship, attendance fees, or board attendance or time-based or travel allowances. Currently, the Non-Executive Directors receive an annual cash retainer fee. Fees are currently paid quarterly (but this may be varied). Non-Executive Directors also receive reimbursement of travel related expenses.	Under the LMC Regulations, Non-Executive Directors are equally subject to policy caps as their executive colleagues. Accordingly, the Compensation Committees will operate within a cash cap per individual of \$250,000. However, should the Compensation Committees cease to make restricted share grants as detailed below, the cap for Directors' cash retainer stated above may be increased by the maximum value of the cap relating to restricted share grants	None	None
Restricted Stock Grants	To appropriately compensate Non-Executive Directors of the highest caliber. To align Non-Executive Directors' interests with those of shareholders.	Non-Executive Directors receive annual restricted share grants at such level as the Compensation Committees consider to be appropriate. Grants vest after three years and are not forfeitable after one year of service from initial appointment to the Boards Non-Executive Directors must own shares with a value of at least four times the annual cash retainer. New non-Executive Directors must achieve this	The formal cap is \$250,000 per individual. However, should the Compensation Committees cease to pay Non-Executive Directors a cash retainer as detailed above, the cap for restricted share grants may be increased by the maximum value of the cap relating to Non-Executive Directors' cash retainer.	No performance conditions apply to ensure the Non-Executive Directors maintain their independence. Stock ownership requirements have increased to four times the cash retainer value.	The requirement for one years' initial service has been clarified Stock ownership requirements have increased to four times the cash retainer value.

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
		requirement within the time frame selected by the Compensation Committees (currently five years from the date of their initial election). The Compensation Committees may increase (but not reduce) this guidance. As with the stock ownership guidelines for executives, the guidelines are not contractual and no penalty arises if the Director does not comply; however, the Compensation Committees may require some or all of the Director's cash retainer to be delivered as fully vested stock, s they consider appropriate Under the guidelines, shares owned outright by the Non-Executive Director and their immediate family (and related trusts) together with any outstanding restricted stock grants count towards the guidelines. The Compensation Committees reserve the right to amend these guidelines as they consider appropriate.			
Benefits	To encourage product familiarization	Non-Executive Directors are encouraged to take a cruise for up to a pre-set limit (currently 14 days per year) for product familiarization and pay a fare of such rate as is determined from time-to-time (currently \$35 per day). Additionally, guests travelling in the same stateroom are charged a fare of \$35 per day. All other charges associated with the cruise (e.g., air fares, fuel supplements, fees, taxes and port expenses, gratuities, ground transfers, etc.) are the responsibility of the Non-Executive Director. While the Compensation Committees do not consider it to form part of benefits in the normal usage of that term, the Compensation Committees have been	The formal cap is \$100,000 per individual although the likely level is somewhat lower and the benefit each year is reflected in the table of Non-Employee Director compensation. Any benefits under the cruise policy will be valued for this purpose on an incremental cost basis. In addition, a departing gift may be provided up to a value of \$25,000 per Non-Executive Director on termination of office.	None	No material changes.

ANNEX B

Element	Purpose and link to strategy	Operation	Maximum	Performance Conditions	Changes to the Policy
		advised that travel and/or corporate hospitality (whether paid for by the Carnival Corporation & plc or another and whether provided to the Non-Executive Director or a family member) may technically come within the UK definition so the Compensation Committees expressly reserve the right for Carnival Corporation & plc to authorize attendance at such activities within its agreed policies.			

2. Recruitment Remuneration Policy

The following represents guidelines considered reasonable by the Compensation Committees, but they may need to change in relation to securing an appropriate candidate whose appointment would, in their view, be in shareholders' best interests.

- In terms of the principles for setting a package for a new Executive Director, the starting point for the Compensation Committees will be to look to the general policy for Executive Directors as set out above and structure a package in accordance with that policy. However, as provided for in the relevant regulations, the Compensation Committees reserve the right to make payments of base salary and make benefit or pension provisions outside of the scope of the general policy (and its caps) for Executive Directors to meet individual circumstances of the recruitment (recognizing that such events are inherently exceptional and unplanned and that it would be disproportionate to seek shareholder approval).
- Ignoring any special recruitment arrangements which may prove to be necessary, the annual bonus and long-term incentive compensation arrangements will operate (including the maximum grant levels) as detailed in the general policies in relation to any newly appointed Director.
- For an internal appointment, any variable pay element provided in respect of the prior role may either continue on its original terms or be adjusted to reflect the new appointment as appropriate.
- For external and internal appointments, the Compensation Committees may agree that Carnival Corporation & plc will meet certain relocation expenses as Compensation Committees consider appropriate and/or to make a contribution towards legal fees in connection with agreeing employment terms.
- Whether to enter into an employment agreement and the terms of such agreement will be determined at the time having regard to norms in the U.S. and/ or where the executive will be based.
- Where it is necessary to make a recruitment related equity grant to an external candidate, Carnival Corporation & plc will not pay more than is, in the view of the Compensation Committees, necessary and will in all cases seek, in the first instance, to deliver any such grants under the terms of the existing incentive pay structure. It may, however, be necessary in some cases to make such grants on terms that are more bespoke than the existing annual and equity-based pay structures in Carnival Corporation & plc in order to secure a candidate. Details of any such grants will be appropriately disclosed.
- All such grants for external appointments (whether to buy-out forfeited grants or negotiated as a sign-on grant), whether under the annual bonus plan, MTE, PBS or otherwise, will take account of the nature, time-horizons and performance requirements for any remuneration relinquished by the individual when leaving a previous employer and will only include guaranteed sums where the Compensation Committees consider that it is necessary to secure the recruitment.
- For the avoidance of doubt, where recruitment related grants are intended to replace existing grants held by a candidate in an existing employer, the maximum amounts for incentive pay as stated in the general policies will not apply to such grants. The Compensation Committees have not placed a maximum limit on any such grants which it may be necessary to make as it is not considered to be in shareholders' interests to set any expectations for prospective candidates regarding such grants. Any recruitment-related grants which do not replace grants with a previous employer will be subject to the limits as detailed in the general policy.

Annex B

A new Non-Executive Director would be recruited on the terms explained above in respect of the main policy for Non-Executive Directors.

A new Executive Director's terms would be subject to agreement on joining. While Mr. Donald's employment agreement will be a reference point, the Compensation Committees will not automatically replicate it and will have due regard to internal provisions for other senior executives, developments in market and best practice globally and to the commercial circumstances at the time.

Mr. Donald. The terms of Mr. Donald's employment agreement are as follows:

Mr. Donald's employment agreement, originally entered into in October 2013, has been amended effective October 14, 2016 to extend the term for an additional one-year term to run through October 14, 2017 and to allow for long-term incentive grants as determined at the discretion of the Boards of Directors. The employment agreement will automatically renew for additional one-year periods unless the Carnival Corporation & plc or Mr. Donald gives at least 90 days' prior written notice. In the event of his earlier termination, the employment agreement provides for compensation of one times his base salary and target bonus for the year of termination. In the event of termination in connection with or following a change of control, the multiple would be two times. He would also be entitled to continuation of his benefits in kind for a period of up to 18 months.

If his employment agreement is terminated for cause (or Mr. Donald gives notice without good reason as defined in his employment agreement), he will not be entitled to the above sums and will simply receive any accrued but unpaid salary and other benefits. He will not be entitled to receive a bonus in respect of the year of termination (and will only be entitled to a bonus for any year which has been completed prior to his termination).

Under the terms of the employment agreement, all elements of his compensation beginning for fiscal 2016, is subjected to the discretion of the Compensation Committees.

His contract also includes certain indemnities from Carnival Corporation consistent with the arrangements for others and with U.S. practice.

3. Policy on Payments for loss of office

All Executive Directors

For the avoidance of doubt, the LMCGR Regulations do not require the inclusion of a cap or limit in relation to payments for loss of office. The Compensation Committees will take all relevant factors into account in deciding whether any discretion should be exercised in an individual's favor in these circumstances, and the Compensation Committees will aim to ensure that any payments made are, in their view, appropriate in the context of where the executive resides and are fair and reasonable.

In addition to any such payment, the Compensation Committees reserve discretion to:

- Retain perquisites which they currently receive for a period
- Pay an annual bonus for the year of departure (pro-rated to the period actually worked)
- Retain or accelerate vesting of any outstanding equity grants

Further detail on the terms of the potential payments upon termination or change of control are contained in the Executive Compensation section of the Proxy Statement.

Any amounts already accrued under non-qualified deferred compensation arrangements, any pension-related arrangements or the Carnival Corporation Fun Ship Nonqualified Savings Plan, which have already accrued to the executive, will be retained and will not be a termination payment.

Annex B

Acceleration of share grants may occur following a change of control if an executive's position was terminated or may occur following the termination of their employment as disclosed in detail in the Potential Payments upon Termination or Change of Control part of the Executive Compensation section of the Proxy Statement.

Non-Executive Directors

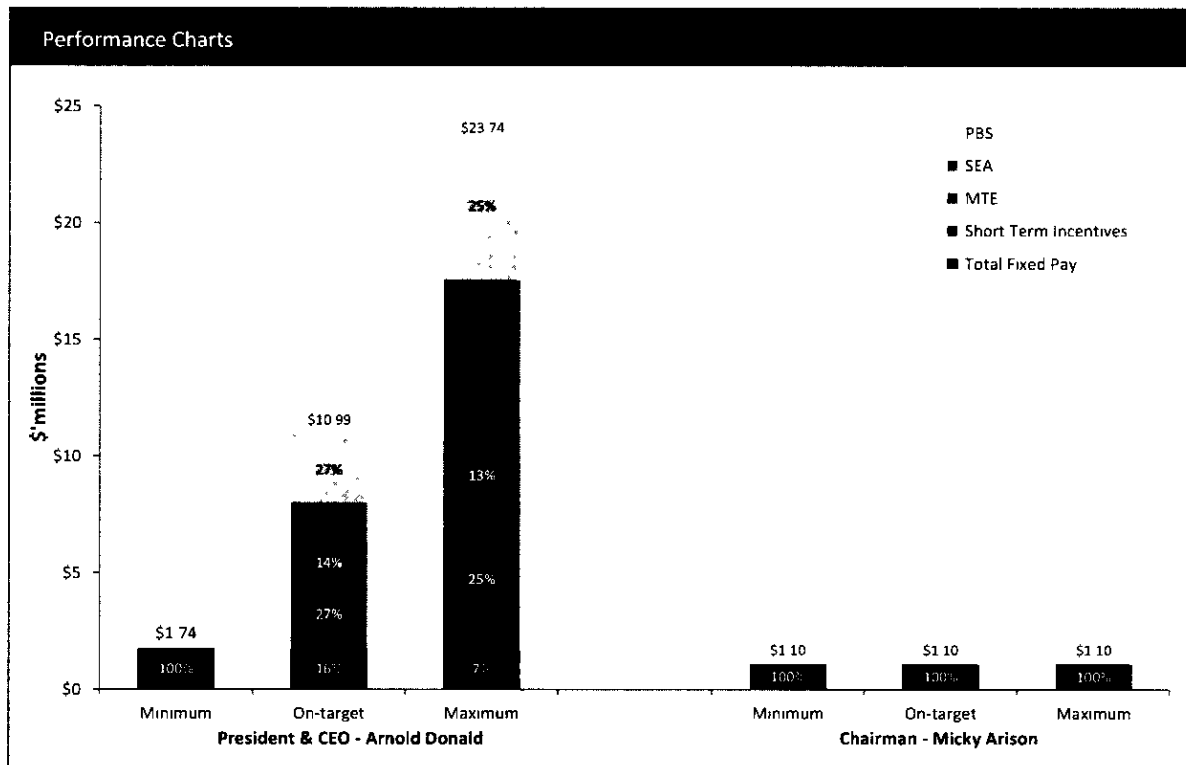
The Non-Executive Directors are not entitled to any compensation on termination but, once they have served for at least one year, they will retain all outstanding equity grants. However, a departing gift may be provided up to a value of \$25,000 per Non-Executive Director.

Mr. Arison. The Compensation Committees have adopted a policy not to enter into employment contracts with longer-serving U.S. executives. Accordingly, Carnival Corporation & plc do not have an employment agreement with Mr. Arison that would pay any cash severance benefits in connection with termination of employment.

Mr. Donald. The terms of Mr. Donald's employment agreement are summarized at Section 2 above.

4. Performance Scenarios

The LMCGR Regulations require the inclusion of scenario charts for each Executive Director showing the levels of compensation which an individual could expect to earn under the policy for fiscal 2017 in certain circumstances. To assist the reader, the tables distinguish between MTE, PBS and SEA and the other elements of fixed pay.



Annex B

The assumptions used in the tables are summarized below:

Minimum	• Consists of base salary, benefits and pension. • Base salary is the salary to be paid in fiscal 2017. • Benefits measured as reported benefits received in fiscal 2016. • Pension measured as the cash lump sum paid in fiscal 2016.				
	<u>\$000</u>	<u>Base Salary</u>	<u>Benefits</u>	<u>Pension</u>	<u>Total Fixed</u>
	Mr. Donald	1,500	242	-	1,742
	Mr. Arison	1,000	99	-	1,099
On-target	Based on what the Executive Director would receive if performance was on-target: • Short term incentive consists of the target bonus (\$3 million) set by the Compensation Committees for fiscal 2017 for Mr. Donald and zero for Mr. Arison. • Long-term incentives for Mr. Donald include the expected values of his MTE (\$1.5 million) and SEA (\$1.75 million) grants and ongoing PBS (\$3 million) grants and zero for Mr. Arison. While the precise grant levels are set each year, the Compensation Committees believe this is indicative of ongoing policy.				
Maximum	Based on the maximum compensation receivable (excluding share price appreciation (except when calculating the cap under the SEA grants assuming all of the TSR is deliver by way of share price appreciation) and dividends): • Short-term incentive consists of the maximum bonus (200% of target bonus). • Long-term incentive consists of the grant date value of the maximum number of shares (200% of target number) of the MTE and PBS grants, and 400% of target number of the SEA grant described above (to reflect the cap on total gains).				

5. Consideration of employment conditions elsewhere in the group

In determining the compensation policy and the compensation payable to the Executive Directors, the Compensation Committees took the pay and employment conditions of employees of the Carnival Corporation & plc group ("Carnival group") into account. The Carnival group's pay policy ensures a clear and direct link between the performance of the Carnival group or relevant operating company and compensation. Substantial use of performance-based compensation not only ensures the continued alignment of the interests of shareholders and senior executives within the Carnival group, but also enables the Carnival group to attract, retain and motivate the talented people upon whom our success depends. Carnival Corporation & plc is committed to encouraging strong performance through a reward system that aligns management's interests with those of its shareholders.

Across the workforce more broadly, many employees participate in bonus and commission plans based on the performance of their employing company. Where locally competitive, employees are also provided savings plans such as 401(k) plans, company-sponsored pension plans, life insurance plans and a range of other employment benefits. In addition to these elements, the Carnival Corporation & plc also issues share-based compensation to management to incentivize, retain and recruit talent which encourages an ownership culture among employees. The Company does not operate any compensation or incentive plans in which only Executive Directors participate.

Annex B

In accordance with prevailing commercial practice, the Compensation Committees did not consult with employees in preparing the Directors' Remuneration Policy. The Compensation Committees take into account information provided by the human resources function and external advisors.

6. Consideration of shareholders' views

As described further in Part I, the Compensation Committees took into account the approval levels of compensation-related matters at our Annual General Meetings in determining that the current compensation philosophy and objectives remain appropriate for use in determining the compensation of Directors through analysis of proxy reports and direct engagement with major investors, as appropriate.

Carnival Corporation & plc has a long-standing shareholder outreach program and interacts with shareholders and proxy advisors on executive compensation. The Compensation Committees consider all constructive feedback received about executive compensation. We continue to seek and incorporate shareholder feedback in our compensation deliberations, as appropriate. The Compensation Committees have and will continue to consider results from the annual shareholder advisory votes, as well as other shareholder input, when reviewing executive compensation programs and policies.

On Behalf of the Board

Randall J. Weisenburger
Chair of the Compensation Committees

January 30, 2017

CARNIVAL PLC CORPORATE GOVERNANCE REPORT

Corporate Governance

Carnival Corporation and Carnival plc (together referred to as “Carnival Corporation & plc”) operate under a dual listed company arrangement with primary listings in the U.S. and the UK. Accordingly, Carnival Corporation & plc has implemented a single corporate governance framework consistent, to the extent possible, with the governance practices and requirements of both countries. Where there are customs or practices that differ between the two countries, Carnival Corporation & plc has nonetheless sought to be compliant with UK best practices whenever possible. Carnival Corporation & plc believes that its resulting corporate governance framework effectively addresses the corporate governance requirements of both the U.S. and the UK.

Corporate Governance Guidelines

Carnival Corporation & plc has adopted corporate governance guidelines (the “Guidelines”) that set forth the general governance principles approved by the Boards of Directors. These principles are available on Carnival Corporation & plc’s website and are summarized as follows:

- A majority of the members of each of the Boards must be independent in accordance with the corporate governance rules applicable to companies listed on the New York Stock Exchange and the London Stock Exchange.
- The Boards will each have at all times an Audit Committee, a Compensation Committee, a Health, Environmental, Safety & Security (“HESS”) Committee and a Nominating & Governance Committee (collectively, the “Committees”). All the members of the Committees will be independent Directors under the criteria applicable to companies listed on the New York Stock Exchange, the London Stock Exchange and any other applicable regulatory requirements. Each Committee has its own written charter, which principally sets forth the purposes, goals and responsibilities of the Committees.
- The Nominating & Governance Committees will review with the Boards, on an annual basis, the requisite skills and characteristics of new Board members, as well as the composition of the Boards as a whole. The Nominating & Governance Committees will assess and recommend Board candidates for appointment as Directors.
- The responsibilities of the Directors are laid out in the Guidelines and cover matters such as the Directors’ duties to Carnival Corporation & plc and its shareholders, attendance at meetings and the annual review of Carnival Corporation & plc’s long-term strategic plans and the principal issues that Carnival Corporation & plc may face in the future.
- The Non-Executive Directors shall appoint a Senior Independent Director to preside at meetings of the Non-Executive Directors and at Board meetings in the absence of the Chairman, and to serve as the principal liaison for Non-Executive Directors.
- Directors have free and full access to officers and employees of Carnival Corporation & plc, to the advice and services of the Company Secretary to the Boards and to independent professional advice at the expense of Carnival Corporation & plc.
- The Compensation Committees will recommend the form and amount of Director and senior executive compensation in accordance with the policies and principles set forth in its charter and conduct an annual review thereof. In particular, the Compensation Committees will annually review the compensation of the Chief Executive Officer (“CEO”) and his performance to enable the CEO to provide strong leadership for Carnival Corporation & plc in the short and long-term.

ANNEX C

- The Boards and the Nominating & Governance Committees are responsible for CEO and board succession planning.
- The Nominating & Governance Committees will maintain orientation programs for new Directors and continuing education programs for all Directors.
- The Boards will conduct an annual performance evaluation to determine whether they, their Committees and individual Directors are functioning effectively.
- The Non-Executive Directors will meet at least annually under the direction of the Senior Independent Director to conduct an appraisal of the Chairman's performance.
- All shareholders may communicate with the Boards by addressing all communications to the Company Secretary, who must forward any item requiring immediate attention to the Senior Independent Director, who must in turn notify the Boards of any matters for discussion or action as appropriate.

Carnival Corporation & plc monitors governance developments in the U.S. and the UK to support a vigorous and effective corporate governance framework.

Set out below is a statement of how Carnival Corporation & plc has applied the main principles of the UK Corporate Governance Code (formerly known as the Combined Code) published by the UK Financial Reporting Council in September 2014 (the "Corporate Governance Code") during the year ended November 30, 2016. A copy of the Corporate Governance Code is available on the website of the UK Financial Reporting Council at www.frc.org.uk. The requirements of rule 7.2.6R of the UK Listing Authority's Disclosure Guidance and Transparency Rules sourcebook can be found in the Carnival plc Directors' Report in Annex A of the Proxy Statement.

Board Composition

Each of the Boards of Directors is currently comprised of ten members, of which two are Executive Directors and eight are Non-Executive Directors. Except for Helen Deeble, who was appointed to the Boards in July 2016, each member of the Boards has served for the full year. All Directors are required to submit themselves for annual re-election. The biographical details of the members of the Boards standing for election or re-election and their qualifications to serve as Board and Committee members are contained in the Proxy Statement. All Directors elected in 2016 have been subject to a formal performance evaluation during the year, as described below.

As of the date of this report, 30% of the members of the Boards are women (being three of ten members).

Board Balance and Independence

As part of the Boards' annual independence assessment, each Director was required to complete an independence questionnaire. All questionnaires were reviewed and assessed by the full Board. Following this review, all of the eight nominees for election or re-election as Non-Executive Directors are considered by the Boards to be independent in accordance with the corporate governance rules of the New York Stock Exchange and the London Stock Exchange. Richard J. Glasier, Sir John Parker, Stuart Subotnick and Laura Weil have been Non-Executive Directors for more than nine years from the date of their first election to the Boards. However, notwithstanding this fact, the Boards have determined that each of those Directors is independent for the reasons set forth below.

Consistent with U.S. practice, the Boards believe that length of tenure should be only one of the factors considered with respect to the independence of Directors and, accordingly, that tenure alone should not result in the loss of independence. The Boards believe that automatic loss of independence status for Directors due to tenure would effectively operate as a term limit for independent Directors and result in the loss of the valuable contributions of Directors who have been able to develop, over time,

ANNEX C

increasing insight into Carnival Corporation & plc and its operations. The Boards prefer to rely on rigorous annual evaluations of individual Directors to review their objectivity and independence, as well as their overall effectiveness as Directors. All Directors are also subject to annual re-election by shareholders following individual evaluations and recommendations by the Nominating & Governance Committees.

Directors' Indemnities

As at the date of this report, indemnities are in force under which Carnival Corporation & plc have agreed to indemnify the Directors of Carnival Corporation & plc, to the extent permitted by law and the Third Amended and Restated Articles of Incorporation of Carnival Corporation and the Articles of Association of Carnival plc, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities, as Directors of Carnival plc. Carnival Corporation & plc maintains insurance to indemnify the Directors when it is unable to do so due to insolvency or as a result of a derivative suit.

Board Procedures and Responsibilities

Meetings of the Boards are held on a regular basis to enable the Boards to properly discharge their responsibilities. During the year ended November 30, 2016, the Board of Directors of Carnival plc held a total of seven meetings. All Board meetings during the year were attended by the full Board except Ms. Deeble, who attended the one meeting held following her appointment to the Boards. In addition, the Non-Executive Directors meet periodically during the year with the Chairman of the Boards with no other Executive Directors present.

The agenda for each Board meeting and meeting schedules are prepared by the Chairman and reviewed and approved by Stuart Subotnick, the Senior Independent Director, to enable the flow of relevant information to the Boards. Each Board member is entitled to suggest the inclusion of items on the agenda and to raise at any Board meetings subjects that are not on the agenda for that meeting.

Non-Executive Directors are required to allocate sufficient time to meet the expectations of their role. The consent of the Chairman and the Senior Independent Director must be sought before accepting additional directorships that might affect the time a Non-Executive Director of Carnival Corporation & plc is able to devote to that role.

The Boards have resolved that Executive Directors may not serve as a Non-Executive Board member on more than one FTSE 100 or Fortune 100 company nor as the Chairperson of such a company.

Board Structures and Delegation to Management

The basic responsibility of the Directors is to exercise their business judgment in the way they consider, in good faith, would be most likely to promote the success of Carnival Corporation & plc and for the benefit of the shareholders as a whole. Further details of the responsibilities of the Directors are set out in the Guidelines. The Boards have a formal schedule of matters specifically reserved to them for decision, which includes the approval of:

- annual, interim and quarterly results and financial statements,
- dividends,
- significant changes in accounting policy,
- material acquisitions and disposals,
- material agreements,
- major capital expenditures,
- annual operating plans,

ANNEX C

- strategic plans,
- treasury policy,
- risk management policy,
- material changes to employee incentive plans as well as approval of share awards or other share-related benefits, and
- health, environmental, safety, security and sustainability policies.

Details of the Committees of the Boards are set out in the section below. In addition, any matters reserved for the Boards that arise between formal Board meetings that need to be resolved are delegated to an Executive Committee, comprising two Executive Directors and a Non-Executive Director. Any resolutions made by the Executive Committee are presented for ratification by the Board of Directors at the next Board meeting.

The strategic management and direction of, and significant commercial decisions in relation to, global operations of Carnival Corporation & plc, except to the extent reserved to the full Boards under their schedule of reserved matters, is delegated by the Boards to the Boards of subsidiary companies within the group and to management committees of the Boards, which in turn delegate to local management as appropriate.

Committees of the Boards

The following Committees have operated throughout the year. Each Committee has a written charter, copies of which can be found on Carnival Corporation & plc's website at www.carnivalcorp.com or www.carnivalplc.com.

Audit Committees

The Audit Committees of the Boards are comprised of the following four independent Non-Executive Directors: Richard J. Glasier (chairman), Stuart Subotnick, Laura Weil and Randall J. Weisenburger. The Board of Carnival plc has determined that each member of the Audit Committees has "recent and relevant financial experience" for the purposes of the Corporate Governance Code. The qualifications of each member of the Audit Committees are contained in the Proxy Statement.

During the year, 11 meetings of the Carnival plc Audit Committee were held, which were attended by all members, except for Mr. Weisenburger who attended ten of the 11 meetings. The Audit Committees also acted on one occasion by unanimous written consent. The Chief Financial Officer and Chief Accounting Officer, the General Counsel and the Chief Audit Officer, who is responsible for the internal audit function and enterprise risk management facilitation within Carnival Corporation & plc, and representatives from the external auditors normally attend meetings at the invitation of the Audit Committees.

The main role and responsibilities of the Audit Committees are to review:

- the principal risks or exposures of Carnival Corporation & plc (other than health, environmental, safety, security and sustainability matters),
- the adequacy of internal controls,
- the quarterly, interim and annual consolidated financial statements,
- the viability and going concern statements,
- any formal announcements relating to the Carnival Corporation & plc's financial performance, and
- the appointment, replacement, reassignment or dismissal of the Chief Audit Officer.

ANNEX C

In addition, our Audit Committees:

- liaise with, appoint and assess the effectiveness and independence of, the external auditors,
- assist the Boards, if so requested, in ensuring that the annual report and accounts of Carnival plc, taken as a whole, is fair and balanced and understandable and provides the information necessary for shareholders of Carnival plc to assess Carnival plc's position and performance, business model and strategy,
- review compliance with the Carnival Corporation & plc Code of Business Conduct and Ethics; and
- establish and monitor the procedures for receipt of employee complaints regarding any alleged fraud or violations of law.

In fulfilling their responsibilities during the year, the Audit Committees have, among other things:

- Reviewed the quarterly and annual financial results of Carnival Corporation & plc, including accounting matters and key factors affecting financial results and future forecasts,
- Reviewed financial statements and related disclosures, and other proposed filings with the U.S. Securities and Exchange Commission and draft earnings press releases of Carnival Corporation & plc,
- Reviewed the form and content of the annual reports and accounts, including the Strategic Report (including the going concern confirmation, the viability statement, the assessment of internal controls and principal risks, and the annual risk management and/or mitigation of principal risks), financial statements and Directors' Report, to be presented to shareholders of Carnival plc at the year end,
- Reviewed the form and content of the half year reports (including the going concern confirmation),
- Approved, together with the Boards of Directors, the viability and going concern statements,
- Confirmed completion of certification letters, disclosure controls and procedure checklists and loss contingency memos from all reporting units,
- Received briefings on Carnival Corporation & plc's Sarbanes-Oxley 404 compliance program,
- Reviewed reporting from the independent auditors concerning the audit work performed, identified internal control deficiencies and accounting issues, and all relationships between the independent auditors and Carnival Corporation & plc,
- Reviewed and approved fees for audit and non-audit related services provided by Carnival Corporation & plc's independent auditors,
- Received and reviewed various reports from the independent auditors regarding the planning, status, execution and conclusions of their work,
- Received reporting, as well as quarterly briefings from the Risk Advisory & Assurance Services ("RAAS") Department concerning results from their internal auditing work. Reporting included significant findings, any identified internal control deficiencies and management plans for remedial action,
- Reviewed reports of the RAAS Department regarding the results of its independent internal investigations of alleged impropriety as assigned by the General Counsel,
- Reviewed reports of the RAAS Department issued under the Carnival Corporation & plc's enterprise risk management program, as well as the company-wide audit risk assessment, historical audit coverage and audit plan for the upcoming year,
- Reviewed reports of the RAAS Department concerning progress against their audit plan, department staffing and professional qualifications, and the status of management action plans for previously identified action steps,
- Reviewed reports of the Global Information Technology Department regarding data security, including cybersecurity and privacy,
- Reviewed the status of complaints received through Carnival Corporation & plc's third-party administered hotline and other channels, and

ANNEX C

- Reviewed and approved certain swap transactions that are exempt from the clearing requirements under the Commodity Exchange Act, as amended, and reviewed our policies governing the use of such swaps.

Compensation Committees

The Compensation Committees of the Boards are comprised of the following three independent Non-Executive Directors: Randall J. Weisenburger (chairman), Richard J. Glasier and Laura Weil.

During the year, four meetings of the Carnival plc Compensation Committees were held, which were attended by all members. Executive Directors are invited to attend for appropriate items, but are excluded when their own performance and remuneration are being discussed and determined.

The Compensation Committees are responsible for the:

- evaluation and approval of the Director and officer compensation plans, policies and programs,
- annual review and approval of the corporate goals and objectives relevant to the CEO's compensation,
- determination and approval of the compensation of the CEO, the other Executive Directors and other senior officers, and
- recommendations to the Boards with respect to the compensation of the Non-Executive Directors.

The Compensation Committees are empowered to retain compensation consultants of their choice to be used to assist in the evaluation of compensation issues.

HESS Committees

Until July 13, 2016, the HESS Committees of the Boards were comprised of the following three independent Non-Executive Directors: Sir John Parker (chairman), Sir Jonathon Band, and Debra Kelly-Ennis. On July 13, 2016, Helen Deeble joined the HESS Committees. As a result, the HESS Committees are currently comprised of four independent Non-Executive Directors.

During the year, six meetings of the Carnival plc HESS Committee were held, which were attended by all members, except Sir Jonathan Band, who attended five of the six meetings and Ms. Deeble, who attended the one meeting of the HESS Committees held following her appointment to the HESS Committees. The CEO and the Chief Executive Officers of our cruise brands also attend meetings of the HESS Committees.

The principal function of the HESS Committees is to assist the Boards in fulfilling their responsibility to:

- supervise and monitor Carnival Corporation & plc's health, environmental, safety, security and sustainability policies, programs, initiatives at sea and ashore, and
- comply with legal and regulatory requirements relating to health, environmental, safety, security and sustainability.

The HESS Committees receive quarterly reporting from the Carnival Corporation & plc Maritime Policy and Analysis Department regarding the status of Carnival Corporation & plc's Environmental Compliance Plan and from the RAAS Department regarding the HESS auditing program, which includes all of our vessels, as well as any instances of non-compliance and planned remedial action.

Nominating & Governance Committees

The Nominating & Governance Committees of the Boards are comprised of the following four independent Non-Executive Directors: Stuart Subotnick (chairman), Richard J. Glasier, Sir John Parker and Randall J. Weisenburger. The qualifications of each member of the Nominating & Governance Committees are contained in the Proxy Statement.

ANNEX C

During the year, four meetings of the Carnival plc Nominating & Governance Committee were held, which were attended by all members.

The principal function of the Nominating & Governance Committees is to:

- assess and recommend to the Boards candidates for appointment as Directors and members of the Committees,
- assist the Boards with CEO and Board succession planning,
- establish procedures to exercise oversight of the evaluation of the Boards and management,
- maintain orientation programs for new Directors and continuing education programs for all Directors, and
- annually review and reassess the adequacy of the Guidelines and recommend proposed changes to the Boards for approval.

Further details on the succession planning process and the Nominating & Governance Committees' approach to diversity are contained in the Proxy Statement under the heading "Board Structure and Committee Meetings," and which is incorporated by reference into this Corporate Governance Report.

Carnival plc Supplement to the Report of the Audit Committees

Certain information required to be included in the Carnival plc Report of the Audit Committee is set forth in the Report of the Audit Committees that can be found on page 72 of the Proxy Statement, and which is incorporated by reference into this Corporate Governance Report. The principal purpose of this Carnival plc Supplement to the Report of the Audit Committees is to comply with the Corporate Governance Code requirements, which are only applicable to Carnival plc.

Significant Accounting Judgments

The significant areas considered by the Carnival plc Audit Committee and discussed with the Carnival plc external auditors, PricewaterhouseCoopers LLP ("PwC"), for fiscal 2016 were as follows:

- *Impairment Reviews of AIDA Cruises ("AIDA"), Costa Cruises ("Costa") and Cunard Goodwill:* The Audit Committee considered whether the carrying value of AIDA's, Costa's and Cunard's goodwill held by Carnival plc should be impaired. The judgment in relation to the impairment assessments largely relates to the assumptions underlying the calculation of the fair value less the cost of selling (market participant) model. The Audit Committee evaluated the key assumptions, including assessing sensitivities, related to net revenue yields; net cruise costs, including fuel prices; capacity changes; weighted-average cost of capital and long-term growth rates. The Audit Committee performed this evaluation using reports received from management, including the Board approved strategic plan, outlining the basis for assumptions used. The Audit Committee determined that these key assumptions were reasonable and that AIDA's, Costa's and Cunard's goodwill was not impaired as of July 31, 2016 and that appropriate disclosures have been made in the Carnival plc consolidated IFRS financial statements (see Note 11).
- *Impairment Reviews of Certain Costa, P&O Cruises (Australia) and P&O Cruises (UK) Ships:* The Audit Committee considered whether the carrying value of certain ships within these fleets may be impaired. The judgment in relation to impairment largely relates to the assumptions underlying the calculation of the value in use of the ship being tested for impairment, primarily whether the strategic plan for these ships is achievable and the overall macroeconomic assumptions that underpin the valuation process. The Audit Committee evaluated the key assumptions, including assessing sensitivities, related to net revenue yields, net cruise costs, including fuel prices, life of these ships, estimated sale values, probability of sale occurring and recoverability of proceeds and discount rate. The Audit Committee addressed these matters using reports received from management outlining the basis for assumptions used. The strategic plan for these ships used in

ANNEX C

the calculation was reviewed by the Audit Committee. The Audit Committee has determined that the judgments made by management are reasonable and that appropriate disclosures have been made in the Carnival plc consolidated IFRS financial statements (see Note 10).

- *Risks of fraud in relation to revenue recognition.* The Audit Committee considered the presumed risks of fraud as defined by auditing standards and was satisfied that there were no significant issues.

External Auditors and Audit Tendering

The Audit Committees have the responsibility for making a recommendation on the appointment, reappointment and removal of the external auditors. PwC was recommended by the Audit Committees for reappointment as auditors of Carnival plc at the Annual General Meeting held in April 2016, and reappointment was approved by the shareholders. The Audit Committees also reappointed PwC as Carnival Corporation's independent registered certified public accounting firm, as ratified by the shareholders at the April 2016 Annual General Meeting. In addition, the policy of the Audit Committees is to undertake a formal assessment of the auditor's objectivity and independence each year, which includes:

- a review of non-audit services provided and related fees;
- discussion with the auditors pertaining to a written report detailing all relationships with Carnival Corporation & plc and any other party that could affect the independence or the objectivity of the auditors; and
- evaluation with the Boards and management of the effectiveness of the external audit process.

PwC has served as Carnival Corporation's independent auditor from 1986 to 2002. In 2003, following formation of the DLC arrangement between Carnival Corporation and Carnival plc, the independent audits for the consolidated entity, Carnival Corporation & plc, and Carnival plc were tendered. Deloitte & Touche LLP, KPMG LLP and PwC participated in these tenders. Upon completion of this tender process, the Audit Committees decided to recommend to the shareholders that PwC be appointed as the Carnival Corporation and Carnival plc independent auditors for fiscal 2003. The Audit Committees annually evaluate PwC's performance and have each year recommended that the shareholders vote for the reappointment of PwC as Carnival plc's independent auditors.

The Competition and Market Authority's ("CMA") Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 (the "CMA Order") applies to FTSE 350 companies for financial years beginning on or after January 1, 2015. Carnival plc confirms that it complied with the provisions of the CMA Order in fiscal 2016. The comply-or-explain provision in the Corporate Governance Code on audit tendering continues to apply to Carnival plc for the current year but has been withdrawn in the version of the Corporate Governance Code which applies to fiscal 2017. Carnival plc is also subject to European Union ("EU") regulations regarding this matter, which will apply to fiscal 2017.

The relevant EU regulation requires statutory auditors to rotate after a period of 20 years. This maximum period had been set in the UK, and includes a mandatory competitive tender of audit firms at the 10 year midpoint. The EU regulation and CMA Order also set out transitional rules that determine the latest date for the initial rotation or tender process. PwC has been Carnival plc's auditor since 2003, so the transitional rules state that they may not be reappointed more than nine years after June 2014, effectively meaning that the audit firm must be changed for the fiscal 2024 audit at the latest. In Carnival plc's case, the CMA's transitional rules have the same effect as the EU regulation.

As a result, the Audit Committees currently intend to tender the independent audits for the consolidated entity, Carnival Corporation & plc, and Carnival plc in 2022 for the 2024 audits.

ANNEX C

Our reasons for not putting the audits out for tender until for fiscal 2024 and for recommending that PwC be appointed Carnival plc's auditor for 2017 are as follows:

- PwC is one of the largest independent audit firms in the world. In addition, PwC is uniquely qualified because they are the auditors for the three largest public cruise companies in the world, which comprise over 75% of the global cruise industry. As such, it has an exceptional level of understanding of the cruise industry, the significant accounting principles used by it and the economic environment in which it operates.
- Carnival Corporation & plc have periodically undertaken internal surveys to confirm PwC's qualifications and performance, the quality and candor of their communication with the Audit Committees and management and their independence, objectivity and professional skepticism. The results of these surveys have supported the Audit Committees' and management's recommendations to appoint PwC as the independent auditors of Carnival Corporation & plc and Carnival plc.
- PwC's lead audit engagement partner for Carnival Corporation & plc and its engagement partner for Carnival plc are rotated from the engagement at least every five years. The PwC engagement partners working on subsidiaries are rotated from these engagements at least every seven years or in the case of significant EU subsidiaries, for the periods beginning on or after June 17, 2016, the engagement partners will be rotated at least every five years. The Audit Committees and management believe the partner rotations support an independent auditor view of our operations and provide fresh insights into the audit processes.
- The Audit Committees meet regularly with PwC in executive sessions, where management is not present. These executive sessions, which are not required under UK or U.S. regulations, further support PwC's independence from management.
- The Audit Committees' Key Policies and Procedures establish a framework to monitor and maintain PwC's independence. These Key Policies and Procedures require, among other things, pre-approval from the Audit Committees for audit and permissible non-audit services prior to the performance of any such services in accordance with UK and U.S. regulations. The Audit Committees only approve services to be provided by PwC that are consistent with these regulations, which helps to support auditor independence.
- The communication between the Audit Committees and PwC has been timely and informative, which has assisted the Audit Committees in the performance of their oversight responsibilities.
- The Audit Committees and management believe that PwC has performed the audits of Carnival Corporation & plc and Carnival plc with proper professional skepticism and demonstrated the necessary knowledge, experience and skills to meet their audit requirements.
- Based on the review and analysis of audit fees of comparable public companies, the Audit Committees and management believe the PwC audit fees are competitive.

The Audit Committees continue to be confident that the effectiveness and independence of the external auditors is not impaired in any way. There are no contractual restrictions on the choice of external auditor and, therefore, a resolution proposing the reappointment of PwC as external auditors will be put to the Carnival plc shareholders at the 2017 Annual General Meeting.

The fees payable to PwC in respect of the audit and non-audit services provided to Carnival plc during fiscal 2016 were \$1.7 million and \$0.1 million, respectively. The policy on Audit Committee pre-approval and permissible non-audit work of the independent auditors, are set out in the Proxy Statement under the heading "Independent Registered Certified Public Accounting Firm," which is incorporated by reference into this Corporate Governance Report.

On behalf of the Audit Committee
Richard J. Glasier
Chairman of the Audit Committee
January 30, 2017



ANNEX C

Information and Professional Development

The Company Secretary is required to provide members of the Boards with appropriate information in advance of each meeting and Directors are required to devote adequate preparation time reviewing this information in advance of each meeting. The Company Secretary is also responsible for advising the Boards through the Chairman on all corporate governance matters.

All Directors have access to the advice and services of the Company Secretary and are permitted to obtain independent professional advice, at Carnival Corporation & plc's expense, as he or she may deem necessary to discharge his or her responsibilities as a Director. A Director is required to inform the Senior Independent Director of his or her intention to do so.

Directors are offered the opportunity to attend training programs of their choice. The subject matter and content of such programs are reviewed periodically during the year.

Board Performance Evaluations

During fiscal 2016, the Nominating & Governance Committees conducted performance evaluations of the Boards, the Boards' Committees and the members of our Boards of Directors. The performance review of Micky Arison, in his role as Chairman, was conducted separately by the Non-Executive Directors, led by the Senior Independent Director, Stuart Subotnick, taking into account the view of the other Executive Director.

As part of the Boards' evaluation exercise, each Director was required to complete a questionnaire about the performance of the Boards and their Committees. All questionnaires were reviewed and assessed by the Nominating & Governance Committees.

In addition, the Nominating & Governance Committees reviewed the individual performance of each Director focusing on his or her contribution to Carnival Corporation & plc, and specifically focusing on areas of potential improvement. In making their assessment, the Nominating & Governance Committees reviewed considerations of age, diversity, experience and skills in the context of the needs of the Boards, and with the aim of achieving an appropriate balance on the Boards.

The Nominating & Governance Committees also discussed and reviewed with Non-Executive Directors any significant time commitments they have with other companies or organizations. In addition, the number of directorships held by Non-Executive Directors was taken into account, in line with Carnival Corporation & plc's policy on limiting multiple appointments.

The Nominating & Governance Committees reported the results of the reviews to the Boards, concluding that each Director was an effective member of the Boards and had sufficient time to carry out properly their respective commitments to the Boards, their Committees and all other such duties as were required of them. It is the view of the Nominating & Governance Committees that the Boards continued to operate effectively during fiscal 2016.

During fiscal 2016, the Nominating & Governance Committees also reviewed their own performance against their respective charters by completing questionnaires that were provided to the Chairman of the Nominating & Governance Committees. The results of such reviews were discussed among the members and reported to the Boards. The Boards concluded that the Nominating & Governance Committees continued to function effectively and continued to meet the requirements of their respective charters.

The Corporate Governance Code requires that an externally facilitated evaluation on the Board's effectiveness be undertaken at least once every third year. During fiscal 2016, the Nominating & Governance Committees engaged The Governance Solutions Group, an independent third-party governance expert which has no other connection with Carnival Corporation & plc, to perform an assessment of the effectiveness of the Boards. The third-party governance expert interviewed each

Director elected in 2016 and members of senior management who interact substantially with the Board, reviewed the results of the assessment with the Senior Independent Director and then organized and summarized the assessment for discussion with the full Board.

Directors' Remuneration

The Carnival plc Directors' Remuneration Report is presented in two parts, with Part I forming part of the Proxy Statement to which this report is annexed and Part II being attached as Annex B to that Proxy Statement. A resolution to approve the Directors' Remuneration Report will be proposed at the forthcoming Annual General Meeting. In addition, because it has been three years since the Directors' Remuneration Policy was approved by shareholders at the 2014 Annual General Meeting, as required by UK company law, a resolution to approve the revised Directors' Remuneration Policy will also be proposed for approval at the forthcoming Annual General Meeting.

Relations with Shareholders

The formal channels of communication by which the Boards communicate to shareholders the overall performance of Carnival Corporation & plc are the Annual Reports, Carnival plc half yearly financial report, joint Annual Report on Form 10-K, joint Quarterly Reports on Form 10-Q and joint Current Reports on Form 8-K, the Proxy Statement and press releases.

Senior management and Non-Executive Directors of Carnival Corporation & plc meet periodically with representatives of institutional shareholders to discuss their views and to enable the strategies and objectives of Carnival Corporation & plc to be well understood. Issues discussed with institutional shareholders include executive compensation, performance, business strategies and any corporate governance concerns.

Presentations are made to representatives of the investment community periodically in the U.S., the UK and elsewhere. Results of each fiscal quarter are reviewed with the investment community and others following each quarter on conference calls that are broadcast live over the Internet.

The Boards receive periodic briefings from management regarding feedback and information obtained from Carnival Corporation & plc's shareholders and brokers. During fiscal 2016, Carnival Corporation & plc's management made presentations to the Boards regarding shareholder issues. The Boards' members were also provided with copies of reports prepared by key market analysts.

Shareholders will have the opportunity at the forthcoming Annual General Meeting, notice of which is contained in the Proxy Statement to which this report is annexed, to put questions to the Boards, including the Chairpersons of the Committees of the Boards.

The Boards have implemented procedures to facilitate communications between shareholders or interested parties and the Boards. Shareholders or interested parties who wish to communicate with the boards or the Senior Independent Director should address their communications to the attention of the Company Secretary of Carnival Corporation & plc at 3655 N.W. 87th Avenue, Miami, Florida 33178-2428 U.S.A. The Company Secretary maintains a log of all such communications and promptly forwards to the Senior Independent Director, Stuart Subotnick, those which the Company Secretary believes require immediate attention, and also periodically provides the Senior Independent Director with a summary of all such communications and any responsive action taken. The Senior Independent Director notifies the Boards or the Chairman of the relevant Committees of the Boards of those matters that he believes are appropriate for further action or discussion.

Annual Meetings of Shareholders

As we have shareholders in both the UK and the U.S., we rotate the location of the Annual Meetings between the UK and the U.S. each year in order to accommodate shareholders on both sides of the Atlantic. Last year we held our Annual Meetings in the United States, and this year we will be holding them in the United Kingdom.

ANNEX C

This year the Annual Meetings will be held at The Dorchester, 53 Park Lane, Mayfair, London W1K 1QA, United Kingdom on Wednesday, April 5, 2017. The meetings will commence at 9:30 a.m. (BST), and although technically two separate meetings (the Carnival plc meeting will begin first), shareholders of Carnival Corporation may attend the Carnival plc meeting and vice-versa.

We are also offering an audio replay of the business portion of the Annual Meetings, which will be available shortly after the meetings at www.carnivalcorp.com or www.carnivalplc.com.

Internal control and risk management

A description of the Carnival Corporation & plc internal controls and risk management systems in relation to the financial reporting process can be found in the Strategic Report that accompanies the Carnival plc consolidated IFRS financial statements under section 4. Internal Control and Risk Assessment.

Directors' Responsibility for Financial Statements

The Statement of Directors' Responsibilities in relation to the Carnival plc financial statements follows the Carnival plc Directors' Report in Annex A of the Proxy Statement.

Statement of Compliance with the Corporate Governance Code published by the UK Financial Reporting Council in September 2014

Carnival Corporation & plc has applied the main principles of the Corporate Governance Code and complied with its provisions throughout the year ended November 30, 2016, with the following exception:

- annual bonuses of U.S. Executive Directors form part of their pensionable salary (which is explained in the Carnival plc Directors' Remuneration Report attached as Annex B to the Proxy Statement); and
- there was no audit tender during 2016 (which is explained above in this Corporate Governance Report)

In prior years, this statement also referred to granting long-term incentive awards, which were not subject to pre-vest performance conditions consistent with U.S. practice. Our Compensation Committees have changed our remuneration practices so all future grants for service beginning in 2016 are subject to either pre-grant or pre-vest performance conditions. The terms of equity-based awards granted for prior years remain unchanged.

By order of the Board



Arnaldo Perez
Company Secretary

January 30, 2017