

Company No. 3902746

P&O PRINCESS CRUISES INTERNATIONAL LIMITED

DIRECTORS' STATEMENT FOR THE PURPOSES OF SECTION 644(5) OF THE COMPANIES ACT 2006


On ~~4TH NOVEMBER~~ 2011, P&O Princess Cruises International Limited (the **Company**) passed a special resolution to reduce its share capital (**Special Resolution**) The Special Resolution was supported by a solvency statement made by the Company's directors on ~~4TH NOVEMBER~~ 2011 (**Solvency Statement**)

We, being all of the directors of the Company, confirm, for the purposes of section 644(5) of the Companies Act 2006, that

- 1 the Solvency Statement was made not more than 15 days before the date on which the Special Resolution was passed, and
- 2 a copy of the Solvency Statement was provided to members in accordance with section 642(2) of the Companies Act 2006

Signed by each of the directors on ~~4TH NOVEMBER~~ 2011


Micky Meir Arison


David Bernstein

Alan Burke Buckelew

David Keith Dingle

Pier Luigi Foschi


Howard Stephen Frank

David Edward Jones

WEDNESDAY



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09/11/2011

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COMPANIES HOUSE

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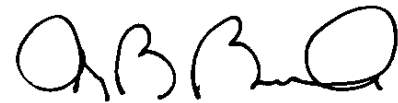
We, being all of the directors of the Company, confirm, for the purposes of section 644(5) of the Companies Act 2006, that

1. the Solvency Statement was made not more than 15 days before the date on which the Special Resolution was passed, and
2. a copy of the Solvency Statement was provided to members in accordance with section 642(2) of the Companies Act 2006.

Signed by each of the directors on *4TH NOVEMBER* 2011

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David Bernstein



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