P&O PRINCESS CRUISES INTERNATIONAL LIMITED

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

On 4" NOVILLOSA 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 4" Novillosa 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 NOVEHGER 2011

Micky Meir Arison

David Bernstein

Alan Burke Buckelew

Pier Luigi Foschi

X /:

David Keith Ding

Howard Stephen Frank

David Edward Jones

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Signed by each of the directors on 4" WUEHBER

P&O PRINCESS CRUISES INTERNATIONAL LIMITED

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

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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

- 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.

2011

Micky Meir Arison

David Bernstein

David Keith Dingle

David Keith Dingle

Howard Stephen Frank

P&O PRINCESS CRUISES INTERNATIONAL LIMITED

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

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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 NOVEHBER 2011

Micky Meir Arıson	David Bernstein
Alan Burke Buckelew	David Keith Dingle
Pier Luigi Foschi	Howard Stephen Frank
David Edward Jones	

P&O PRINCESS CRUISES INTERNATIONAL LIMITED

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

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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 KTH NOUEHBER 2011

Micky Meir Arison

David Bernstein

Alan Burke Buckelew

David-Keith Dingle

Pier Luigi Foschi

Howard Stephen Frank

David Edward Jones