

Company Number 03902746

WRITTEN RESOLUTION

OF

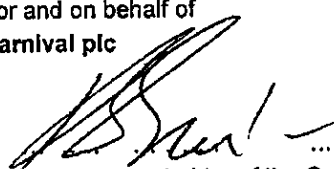
P&O PRINCESS CRUISES INTERNATIONAL LIMITED (the "Company")

**PROPOSED BY THE SOLE MEMBER OF THE COMPANY IN ACCORDANCE WITH
SECTIONS 292 TO 295 OF THE COMPANIES ACT 2006**

We, being the sole member entitled to vote at general meetings of the Company, hereby resolve and agree that the following resolution is hereby passed as a written resolution pursuant to section 288 of the Companies Act 2006 ("CA06") and that such resolution shall take effect as an ordinary resolution

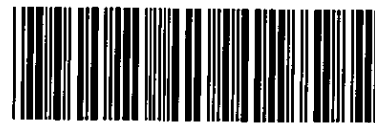
WE RESOLVE THAT, for the purposes of section 479A CA06, we agree to the Company being exempt from the requirement under Part 16 CA06 to have its annual accounts in respect of the financial year ended 30 November 2012 audited

For and on behalf of
Carnival plc


as the sole shareholder of the Company

Date **07 March** 2013

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COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 293(4) CA06


- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution P&O Princess Cruises International Limited is a sole member company
- 2 The circulation date of the written resolution is *07 March* 2013 (the "Circulation Date")
- 3 The procedure for signifying agreement by the sole eligible member to the written resolution is as follows
 - (A) The sole member signifies its agreement to the proposed written resolution when the Company receives from the member (or someone acting on its behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating the sole member's agreement to the resolution
 - (B) The document must be sent to the Company in hard copy form or in electronic form
 - (C) The sole member's agreement to the written resolution, once signified, may not be revoked
 - (D) The written resolution is passed when the sole member has signified its agreement to it
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 CA06).

AGREEMENT BY SOLE MEMBER TO WRITTEN RESOLUTION

We, being the sole member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with sections 292 to 295 CA06; and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 CA06 and that such resolution shall take effect as an ordinary resolution

For and on behalf of
Carnival plc

A handwritten signature in black ink, appearing to be 'D. B. ...', is written over the text 'Carnival plc'.

Date: 07 March 2013