

SH01

Return of allotment of shares



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☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken on
formation of the company
for an allotment of a new
share by an unlimited

FRIDAY



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11/11/2016

#122

COMPANIES HOUSE

1 Company details

Company number 4 0 3 9 5 2 4

Company name in full Carnival plc

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date d 2 d 5 m 1 m 0 y 2 y 0 y 1 y 6

To Date d d m m y y y y

1 Allotment date

If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency

If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
USD	Ordinary	500,000	1.66	1.66	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GB-GBP	Ordinary subscriber	2	£2.00	
GB-GBP	Special voting share	1	£1.00	
Totals		3	£3.00	£0.00

Currency table B				
US-USD	Ordinary	216,957,117	US\$360,148,814.22	
Totals		216,957,117	US\$360,148,814.22	US\$0.00

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
216,957,120	£3.00 + US\$360,148,814.22	£0.00 + US\$0.00

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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5**Statement of capital (prescribed particulars of rights attached to shares)**Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

£1.00 Ordinary subscriber

Prescribed particulars
❶

The ordinary subscriber shares have no rights whatsoever, including without limitation no right to receive notice, attend and vote at any general meeting, no right to receive dividends and no right to receive the payment of capital upon a distribution of assets; they do not confer any rights of redemption.

Class of share

£1.00 Special voting share

Prescribed particulars
❶

See attached schedule

Class of share

US\$1.66 Ordinary

Prescribed particulars
❶

See attached schedule

❶ Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

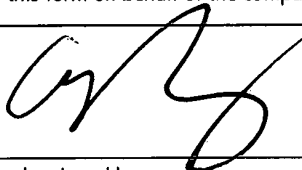
6**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ❶, Secretary, Person authorised ❶, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❶ Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

❶ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	US\$1.66 Ordinary	
Prescribed particulars	<p>Subject to any terms as to voting on which shares have been allotted or issued, or a suspension or abrogation of voting rights pursuant to the Articles, at a general meeting or meeting of members of a class every Member Present has on a show of hands one vote and has on a poll: a) one vote for each fully paid Ordinary Share; and b) in the case of a partly-paid share, that fraction of a vote equivalent to the proportion which the amount paid up (not credited) on that member's share bears to the total amount paid and payable for that share (excluding amounts credited). Amounts paid in advance of a call shall be ignored when calculating the proportion. For the purposes of any Class Rights Action, the holders of Ordinary Shares and the holder of the Special Voting Share shall be entitled to vote as a single class on a poll. All Ordinary Shares acquired by any member of the Carnival Group shall automatically be converted into disenfranchised shares which will rank pari passu with all of the Ordinary Shares, save that such shares shall not have any rights to attend and vote at any general meeting or class meeting of the Company unless at the relevant date the Carnival Group is entitled to effect a Compulsory Acquisition of such class of shares. Following the transfer of any Disenfranchised Ordinary Shares from the Carnival Group to a person who is not a member of, or Acting in Concert with, the Combined Group, such Disenfranchised Ordinary Shares shall automatically be reclassified into Ordinary Shares carrying voting rights. The holders of the Ordinary Shares have the right to receive any surplus remaining after payment of dividends to the holders of the Redeemable Preference Shares, in equal amounts per share. The Ordinary Shares carry full capital distribution rights and, on a distribution of assets (including on Liquidation), shall rank ahead of the holders of any other class of shares in the capital of the Company for repayment of any capital. All Ordinary Shares acquired by any member of the Carnival Group shall automatically be converted into disenfranchised shares which will rank pari passu with all of the Ordinary Shares, save that such shares shall not have any rights to receive any distribution upon Liquidation. Following the transfer of any Disenfranchised Ordinary Shares from the Carnival Group to a person who is not a member of, or Acting in Concert with, the Combined Group such Disenfranchised P&O Ordinary Shares shall automatically be reclassified into Ordinary Shares carrying liquidation rights. The Ordinary Shares do not confer any rights of redemption. All terms are as defined in the Company's Articles of Association.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Special Voting	
Prescribed particulars	<p>Subject to any terms as to voting on which the Special Voting Share has been allotted or issued, or a suspension or abrogation of voting rights pursuant to the Articles, at a general meeting or meeting of members of a class the Special Voting Share carries, on a show of hands, one vote and, on a poll, such number of votes as are determined in the manner set out below.</p> <p>If a proposed Class Rights Action is approved by the requisite majority (as determined in accordance with the Carnival Constitution and Applicable Regulations) of the holders of Carnival Common Stock entitled to vote thereon at the Parallel General Meeting, the Special Voting Share shall have no votes.</p> <p>If a proposed Class Rights Action is not approved by the holders of Carnival Common Stock (as determined in accordance with the Carnival Constitution and Applicable Regulations) at the Parallel General Meeting, the Special Voting Share shall vote as follows:</p> <p>a) if the resolution needs to be passed at the Company's general meeting by an ordinary resolution, the Special Voting Share shall be entitled to cast such number of votes representing the largest whole percentage that is less than the percentage of the number of votes as would be necessary to defeat an ordinary resolution if the total votes capable of being cast by the issued Ordinary Shares and other class of shares of the Company that are entitled to vote pursuant to Applicable Regulations and/or the Company's Memorandum and Articles (excluding the Special Voting Share) were cast in favour of the resolution at the Company's general meeting, and all such votes shall be cast against approval of such resolution; or</p> <p>b) if the resolution needs to be passed at the Company's general meeting by a Special Resolution, then the Special Voting Share shall be entitled to cast such number of votes representing the largest whole percentage that is less than the percentage of the number of votes as would be necessary to defeat a Special Resolution if the total votes capable of being cast by the issued Ordinary Shares and the other class of shares of the Company that are entitled to vote pursuant to Applicable Regulations and/or the Company's Memorandum and Articles (excluding the Special Voting Share) were cast in favour of the resolution at the Company's general meeting, and all such votes shall be cast against approval of such resolution.</p> <p>(Continued overleaf)</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Special Voting (continued)	
Prescribed particulars	<p>By way of further explanation, expressed as a formula, the Special Voting Share shall be entitled to cast the following number of votes:</p> <p>One percentage point less than percent needed to defeat the resolution</p> $\frac{100\% - \text{minimum percent needed to defeat the resolution}}{100\% - \text{minimum percent needed to defeat the resolution}} \times \text{Number of votes entitled to be cast (exc the Special Voting Share)}$ <p>Accordingly, for an ordinary resolution, 50 percent is the minimum percent needed to defeat the resolution, and the figure in brackets would be 98 percent. In the event that a Special Resolution is required to carry 75% of the votes cast, then 25.01 (rounded down to the nearest hundredth) percent would be the minimum percent needed to defeat the resolution, and the figure in brackets would be approximately 32 percent.</p> <p>For the purposes of any Class Rights Action, the holders of Ordinary Shares and the holder of the Special Voting Share shall be entitled to vote as a single class on a poll.</p> <p>In relation to a resolution of the Company to approve a Joint Electorate Action, the Special Voting Share shall carry:</p> <ul style="list-style-type: none"> a) such number of votes in favour of the resolution as were cast in favour of the Equivalent Resolution at the Parallel Shareholder Meeting by holders of Ordinary Shares; b) such number of votes against the resolution as were cast against the Equivalent Resolution at the Parallel Shareholder Meeting by holders of Ordinary Shares; and c) such number of abstentions (including votes withheld) as is equivalent to the number of votes which holders of Carnival Common Stock have specifically elected to abstain from the Equivalent Resolution at the Parallel Shareholder Meeting in accordance with the Carnival Constitution and/or Applicable Regulations, in each case divided by the Carnival Equivalent Number in effect at the time such general meeting of the Company is held and in each case rounded up to the nearest whole number, such votes to be cast by the holder of the Special Voting Share in accordance with the above provisions. <p>For the purposes of any Joint Electorate Action, the holders of Ordinary Shares and the holder of the Special Voting Share shall vote as a single class.</p> <p>The Special Voting Share shall have no right to vote on any resolution of a procedural or technical nature put to a general meeting of the Company provided it has no adverse effect on the holders of Carnival Common Stock in any material respect.</p> <p>(Continued overleaf)</p> 	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Special Voting (continued)	
Prescribed particulars	<p>The Special Voting Share shall cease to confer any right to receive notice of, attend or vote at any general meeting if either:</p> <ul style="list-style-type: none"> a) the Equalization Agreement is terminated; or b) a resolution to terminate the Voting Agreement is approved by both Carnival and the Company as a Class Rights Action. <p>If the Special Voting Share is acquired by any member of the Carnival Group, it shall automatically be converted into a Disenfranchised Share which shall not have any rights to attend or vote at any general meeting unless at the relevant date the Carnival Group is entitled to effect a Compulsory Acquisition of such class of shares.</p> <p>Following the transfer of such Disenfranchised Share from the Carnival Group to a person who is not a member of, or Acting in Concert with, the Combined Group, such Disenfranchised Share shall automatically be reclassified as a Special Voting Share carrying voting rights.</p> <p>The Special Voting Share shall not be entitled to receive any dividends.</p> <p>On a distribution of assets (including on Liquidation), the Special Voting Share shall rank after the holders of Ordinary Shares and Redeemable Preference Shares but ahead of the Equalization Share for repayment of any capital paid up or credited as paid up and shall only be entitled to repayment of the nominal value paid up on its share.</p> <p>If the Special Voting Share is acquired by any member of the Carnival Group, it shall automatically be converted into a Disenfranchised Share which shall not have any rights to receive any distribution upon Liquidation.</p> <p>Following the transfer of such Disenfranchised Share from the Carnival Group to a person who is not a member of, or Acting in Concert with, the Combined Group, such Disenfranchised Share shall automatically be reclassified as a Special Voting Share carrying liquidation rights.</p> <p>The Special Voting Share does not confer any rights of redemption.</p> <p>All terms are as defined in the Company's Articles of Association.</p>	

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Sally Rosser, Oakwood

Corporate Services Limited

Address

3rd Floor

1 Ashley Road

Post town

Altrincham

County/Region

Cheshire

Postcode

W A 1 4 2 D T

Country

United Kingdom

DX

Telephone

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse