

Company No. 4039524

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**OF**  
**CARNIVAL PLC**

At the annual general meeting of CARNIVAL PLC (the "Company") held on 16 April 2019, the following resolutions were duly passed as an ordinary and special resolutions as specified below:

**ORDINARY RESOLUTION**

1. THAT the Directors of the Company be and they are hereby authorized to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
  - (a) up to a nominal amount of \$106,171,191 (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 \$212,342,382 (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:
    - to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - to holders of other equity securities as required by the rights of those securities or as the Directors of the Company otherwise consider necessary,

and so that the Directors of the Company 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 15, 2020) but, in each case, during this period the Company 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 the Company 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.

**SPECIAL RESOLUTIONS**

2. THAT, subject to Proposal 18 passing, the Directors of the Company be given power to allot equity securities (as defined in the UK Companies Act 2006 (the "Companies Act")) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 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 18, by way of a rights issue only);



- to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- to holders of other equity securities, as required by the rights of those securities, or as the Directors of the Company otherwise consider necessary,

and so that the Directors of the Company 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 \$15,925,678,

such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on July 15, 2020) but, in each case, during this period the Company 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 the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

3. THAT the Company be and is generally and unconditionally authorized to make market purchases (within the meaning of Section 693(4) of the Companies Act) of ordinary shares of \$1.66 each in the capital of the Company subject to the following conditions:

- (a) the maximum number of ordinary shares authorized to be acquired is 19,187,564;
- (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:
  - 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
  - the higher of the last independent trade and the highest current independent bid for an ordinary share on the trading service venue where the purchase is carried out; and
- (d) unless previously revoked or renewed, this authority shall expire on the earlier of:
  - the conclusion of the Annual General Meeting of the Company to be held in 2020; and
  - 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).

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 Company Secretary  
 Arnaldo Perez

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