

Declaration of satisfaction in full or in part of mortgage or charge

403a

CHFP025

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

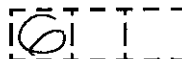
Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use

Company number



3902746

Name of company

* P&O Princess Cruises International Limited (the "Company")

I, Chloe Ann Marshall

of Carnival House, 5 Gainsford Street, London SE1 2NE

† Delete as
appropriate

[a director] [the secretary] [the administrator] [the administrative receiver] † of the above company, do

‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

solemnly and sincerely declare that the debt for which the charge described below was given has been

paid or satisfied in (full) (part) †

Date and Description of charge ‡ 23 October 2000-Second Priority Statutory Mortgage m.v."Oriana"

Date of Registration § 31 October 2000

Name and address of [chargee] [trustee for the debenture holders] Kreditanstalt Fur Wiederaufbau
of Palmengartenstrasse 5-9, D-60325 Frankfurt am Main, Federal Republic of Germany.

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged ¶ All of the Company's 64/64th Shares in and to m.v. "Oriana"
registered in the name of the Company under British flag with Official number 927092.

¶ Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.Declared at CARNIVAL HOUSE 5 GAINSFORD ST.
LONDON, SE1 2NE

Declarant to sign below

Day Month Year
on 03 02 2004

before me

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

A Commissioner for Oaths
10 Philpot Lane
London EC3M 8BR
England
(Jeremy B. Burgess)

Presentor's name, address and
reference (if any):

AAHL/97/AA61156
NORTON ROSE
Kempson House
Camomile Street London EC3A 7AN

gcch/AA61156/Oriana2ndmortg403a

For official use
Mortgage section

Post room



LD2
COMPANIES HOUSE

0408
13/02/04