



Carnival Corporation & plc Announces Upsizing and Pricing of 11.500% First-Priority Senior Secured Notes due 2023 and Pricing of 5.75% Senior Convertible Notes due 2023

April 2, 2020

MIAMI, April 1, 2020 /PRNewswire/ -- Carnival Corporation & plc (NYSE/LSE: CCL; NYSE: CUK) (the "Company") the world's largest leisure travel company, today announced that Carnival Corporation (the "Corporation") has priced the private offerings of \$4 billion aggregate principal amount of 11.500% first-priority senior secured notes due 2023 (the "Secured Notes") of the Corporation and \$1.75 billion aggregate principal amount of 5.75% senior convertible notes due 2023 of the Corporation (the "Convertible Notes" and, collectively with the Secured Notes, the "Notes"). The aggregate principal amount of Secured Notes to be issued was increased to \$4 billion from the previously announced \$3 billion. The Corporation has granted the initial purchasers of the Convertible Notes an option to purchase on or before April 18, 2020, up to an additional \$262.5 million aggregate principal amount of Convertible Notes.

The Secured Notes will pay interest semi-annually on April 1 and October 1 of each year, beginning on October 1, 2020, at a rate of 11.500% per year. The Secured Notes will mature on April 1, 2023. The Convertible Notes will pay interest semi-annually on April 1 and October 1 of each year, beginning on October 1, 2020, at a rate of 5.75% per year. The Convertible Notes will mature on April 1, 2023, unless earlier converted, redeemed or repurchased.

The initial conversion rate per \$1,000 principal amount of Convertible Notes is equivalent to 100.0000 shares of common stock of the Corporation, which is equivalent to a conversion price of approximately \$10.00 per share, subject to adjustment in certain circumstances. The initial conversion price represents a premium of approximately 25% to the public offering price in the Corporation's concurrent common stock offering.

Each series of Notes will be fully and unconditionally guaranteed, jointly and severally, by Carnival plc and certain of the Corporation's and Carnival plc's subsidiaries that own or operate the Company's vessels and material intellectual property. Additionally, the Secured Notes and the related guarantees will be secured by a first-priority lien on the collateral, which includes, without limitation, pledges on the capital stock of each subsidiary guarantor, mortgages on a substantial majority of the vessels and related vessel collateral, material intellectual property and pledges over other vessel-related assets including inventory, trade receivables, computer software and casino equipment.

The Convertible Notes will be convertible at the holder's option in certain circumstances. Upon conversion, the Corporation will satisfy its conversion obligation by paying or delivering, at its election, as applicable, cash, shares of its common stock or a combination of cash and shares of its common stock.

The Corporation expects to use the net proceeds from the offerings of the Notes for general corporate purposes. The net proceeds from the offering of Secured Notes will be deposited into a segregated escrow account, pending the releases in accordance with certain collateral perfection thresholds.

The Company also announced today by separate press release that the Corporation has priced the previously announced registered public offering of 62,500,000 shares of common stock of the Corporation at a price of \$8.00 per share. The aggregate amount of shares of common stock to be issued in the concurrent common stock offering was decreased to approximately \$500 million from the previously announced \$1.25 billion. The Corporation has granted the underwriters an option to purchase up to 9,375,000 of additional shares of common stock, which option must be exercised on or before May 1, 2020. Nothing contained herein shall constitute an offer to sell or the solicitation of an offer to buy the common stock. The offerings of shares of common stock and Convertible Notes are expected to settle on April 6, 2020, subject to customary closing conditions. The offering of Secured Notes is expected to settle on April 8, 2020, subject to customary closing conditions. None of the closings of the offerings of shares of common stock, Secured Notes or Convertible Notes is conditioned upon the closing of any of the other offerings or vice versa.

The Secured Notes are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act, and outside the United States, only to non-U.S. investors pursuant to Regulation S. The Convertible Notes are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act. The Secured Notes, the Convertible Notes and the shares of common stock issuable upon conversion of the Convertible Notes, if any, will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Carnival Corporation & plc

Carnival Corporation & plc is the world's largest leisure travel company with a portfolio of nine of the world's leading cruise lines. With operations in North America, Australia, Europe and Asia, its portfolio features Carnival Cruise Line, Princess Cruises, Holland America Line, Seabourn, P&O Cruises (Australia), Costa Cruises, AIDA Cruises, P&O Cruises (UK) and Cunard.

Cautionary Note Concerning Factors That May Affect Future Results

Carnival Corporation and Carnival plc and their respective subsidiaries are referred to collectively in this press release as "Carnival Corporation & plc," "our," "us" and "we." Some of the statements, estimates or projections contained in this document are "forward-looking statements" that involve risks, uncertainties and assumptions with respect to us, including some statements concerning the financing transactions described herein, future results,

outlooks, plans, goals and other events which have not yet occurred. These statements are intended to qualify for the safe harbors from liability provided by Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical facts are statements that could be deemed forward-looking. These statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and the beliefs and assumptions of our management. We have tried, whenever possible, to identify these statements by using words like "will," "may," "could," "should," "would," "believe," "depends," "expect," "goal," "anticipate," "forecast," "project," "future," "intend," "plan," "estimate," "target," "indicate," "outlook," and similar expressions of future intent or the negative of such terms.

Forward-looking statements include those statements that relate to our outlook and financial position including, but not limited to, statements regarding:

- Net revenue yields
- Booking levels
- Pricing and occupancy
- Interest, tax and fuel expenses
- Currency exchange rates
- Net cruise costs, excluding fuel per available lower berth day
- Estimates of ship depreciable lives and residual values
- Goodwill, ship and trademark fair values
- Liquidity
- Adjusted earnings per share

Because forward-looking statements involve risks and uncertainties, there are many factors that could cause our actual results, performance or achievements to differ materially from those expressed or implied by our forward-looking statements. This note contains important cautionary statements of the known factors that we consider could materially affect the accuracy of our forward-looking statements and adversely affect our business, results of operations and financial position. It is not possible to predict or identify all such risks. There may be additional risks that we consider immaterial or which are unknown. These factors include, but are not limited to, global financial markets and general economic conditions as well as the following:

- COVID-19 has had, and will continue to have, a materially adverse impact on our financial condition and operations, which impacts our ability to obtain acceptable financing to fund any resulting shortfalls in cash from operations. The current, and uncertain future, impact of the COVID-19 outbreak, including its effect on the ability or desire of people to travel (including on cruises), will continue to impact our results, operations, outlooks, plans, goals, growth, reputation, cash flows, liquidity, and stock price
- World events impacting the ability or desire of people to travel may lead to a decline in demand for cruises
- Incidents concerning our ships, guests or the cruise vacation industry as well as adverse weather conditions and other natural disasters may impact the satisfaction of our guests and crew and lead to reputational damage
- Changes in and non-compliance with laws and regulations under which we operate, such as those relating to health, environment, safety and security, data privacy and protection, anti-corruption, economic sanctions, trade protection and tax may lead to litigation, enforcement actions, fines, penalties, and reputational damage
- Breaches in data security and lapses in data privacy as well as disruptions and other damages to our principal offices, information technology operations and system networks and failure to keep pace with developments in technology may adversely impact our business operations, the satisfaction of our guests and crew and lead to reputational damage
- Ability to recruit, develop and retain qualified shipboard personnel who live away from home for extended periods of time may adversely impact our business operations, guest services and satisfaction
- Increases in fuel prices, changes in the types of fuel consumed and availability of fuel supply may adversely impact our scheduled itineraries and costs
- Fluctuations in foreign currency exchange rates may adversely impact our financial results
- Overcapacity and competition in the cruise and land-based vacation industry may lead to a decline in our cruise sales, pricing and destination options
- Geographic regions in which we try to expand our business may be slow to develop or ultimately not develop how we expect
- Inability to implement our shipbuilding programs and ship repairs, maintenance and refurbishments may adversely impact our business operations and the satisfaction of our guests

The ordering of the risk factors set forth above is not intended to reflect our indication of priority or likelihood.

Forward-looking statements should not be relied upon as a prediction of actual results. Subject to any continuing obligations under applicable law or any relevant stock exchange rules, we expressly disclaim any obligation to disseminate, after the date of this document, any updates or revisions to any such forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

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SOURCE Carnival Corporation & plc

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