

**CARNIVAL CORPORATION  
CARNIVAL PLC  
COMPLIANCE COMMITTEES CHARTER**

**Purpose**

The purpose of the Compliance Committees of the Boards of Directors (the "Boards") of each of Carnival Corporation and Carnival plc (the "Companies") is to assist the Boards with overseeing activities that are designed to promote (a) ethical conduct, (b) a high level of integrity, and (c) compliance with all laws, regulations and policies applicable to the Companies.

**Membership**

The Compliance Committees shall consist of three or more directors, each of whom is, in the business judgment of the Boards, "independent" under the requirements of the New York Stock Exchange, the London Stock Exchange, and any other applicable regulatory requirements. The Compliance Committees shall include, at a minimum, the following members: the Chairs of the Audit Committees and the Health, Environmental, Safety and Security Committees, and one director with compliance-related experience.

The members and the Chair of the Compliance Committees shall be appointed and replaced by the Boards on the recommendation of the Nominating & Governance Committees.

**Meetings**

The Compliance Committees shall meet regularly either in person, telephonically or using any other method of electronic communication (or any combination thereof) as necessary to satisfy their responsibilities. The Compliance Committees' actions may be taken without a meeting by unanimous written consent when deemed necessary or desirable by the Compliance Committees or their chair.

The quorum necessary for the transaction of business is a majority of the members. A duly convened meeting of the Compliance Committees at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Compliance Committees. In the absence of the Chair of the Compliance Committees, the remaining members present may elect one of themselves to chair the meeting.

**Authority and Responsibilities**

In meeting their responsibilities, the Compliance Committees shall carry out the activities outlined below. These activities should serve as a guide with the understanding that the Compliance Committee may adopt additional policies and procedures consistent with this Charter, the Companies' by-laws, articles of association and governing law as the Boards deem necessary or appropriate to carry out the purpose of the Compliance Committee in light of changing business practice or other conditions which may impact the Global Ethics and Compliance Department ("Global E&C"). Subject to the foregoing, the Compliance Committees are expected to:

1. Provide functional oversight of Global E&C including receiving regular reports from, and provide direction to the Companies' Chief Risk and Compliance Officer (the "CRCO") with respect to the activities of Global E&C and its implementation of processes to support a

high level of ethics, integrity and compliance with applicable laws and regulations. This includes, but is not limited to:

- (a) Trends and insights coming from the Companies' complaint channels (including, but not limited to, the "hotline");
  - (b) Global E&C's compliance monitoring activities, including the status and effectiveness of management action plans in response to corrective and preventative actions recommended by individual investigation reports;
  - (c) Management's mitigation plans to address compliance risk management opportunities;
  - (d) Changes in laws and regulations applicable to the Companies that could have a significant impact on the Companies;
  - (e) The adequacy of staffing and resources in support of maintaining a high level of ethics, integrity and compliance with applicable laws and regulations; and
  - (f) Any difficulties encountered in the course of Global E&C's compliance monitoring activities, including any restrictions on the scope of their work or access to required information.
2. Review with the CRCO and the General Counsel, as appropriate, the results of the Companies' compliance with the Companies' Code of Business Conduct and Ethics and policies incorporated by reference, vendor's compliance with the Business Partner Code of Conduct and Ethics and conflict of interest disclosures.
3. Provide functional oversight of the Companies' Incident Analysis Group ("IAG"), including receiving an annual assessment of the HESS investigation program and reports from the Chief HESS Investigations Officer (the "CHIO") on the status of, and any significant changes to, the program, significant findings, and management's responses thereto, lessons learned, any difficulties encountered in the course of the investigations, analyses and other appropriate matters. The Compliance Committees will meet separately with the CHIO (without other members of management present), to review:
- (a) IAG's objectivity and independence from management;
  - (b) The adequacy of IAG staffing and financial resources; and
  - (c) Any other matter that the CHIO determines should be discussed privately.
4. Provide functional oversight of Global E&C with respect to its review of the effectiveness of IAG recommendations on preventative and corrective actions required to prevent a reoccurrence of incidents.

5. Review the results from any internal and external audits and investigations that have relevance to significant business ethics or compliance matters. In doing so, the CRCO will coordinate with the Chief Audit Officer, CHIO and the Chairs of Compliance, Audit and HESS Committees to determine which Board Committee is best suited to review these issues.
6. Meet independently with the CRCO and/or the CRCO's designee(s), without other members of management present, to review any significant changes to or challenges with activities designed to promote ethical behavior and compliance with applicable laws, regulations and the Companies' policies and procedures.
7. Establish and monitor policies and procedures for:
  - (a) The receipt, retention and treatment of complaints or concerns received by the Companies from employees, agents, business partners and guests, other than those related to accounting, internal accounting controls and auditing matters; and
  - (b) The confidential, anonymous submission by employees, agents, business partners and guests of complaints or concerns via a hotline, other than those related to accounting, internal accounting controls and auditing matters.
8. Review with management, the CRCO and the Chief Privacy Officer the assessment of risks related to data privacy and controls implemented to monitor and mitigate such risks.
9. Oversee and review all significant allegations of misconduct involving other Board member, CEO, Leadership Team, or Section 16 Executive Officers and the related recommendations for compliance improvement.
10. Promote accountability of senior management. This includes evaluating whether senior management: (a) has clearly articulated the Companies' ethical standards and demonstrated rigorous adherence through their words and actions; (b) has empowered and positioned Global E&C personnel to act with adequate authority and stature; and (c) has fostered a culture of compliance at the Companies.
11. Review and concur with the CEO in the appointment, replacement, reassignment or dismissal of the CRCO or the CHIO.
12. Handling any other duties as directed by the Boards, consistent with this Charter, the Companies' by-laws, articles of association and governing law.

For the avoidance of doubt, the responsibilities of the Compliance Committees shall not extend to assuring compliance with relevant laws or policies of the Companies, which remains the responsibility of management.

### **Information Sources**

The Compliance Committees shall have the resources and authority appropriate to discharge their duties and responsibilities. The Compliance Committees shall also have authority to obtain advice and assistance from internal or external legal, audit, accounting or other advisors.

### **Assessment of Performance**

The Compliance Committees shall review and assess the performance of the Compliance Committees with respect to this Charter annually and report on the same to the Boards. The performance evaluation by the Compliance Committees shall be conducted in such manner as the Compliance Committees deem appropriate. The report to the Boards may take the form of a report by the chair of the Compliance Committees or any other member designated by the Compliance Committees.

### **Annual Review of Charter**

The Compliance Committees shall review and assess the adequacy of this Charter annually and recommend to the Boards any changes deemed appropriate by the Compliance Committees.

### **Reports to the Boards**

The chair of the Compliance Committees, or a designee, shall provide to the Boards quarterly summaries of the meetings of the Compliance Committees, including actions taken therein or by unanimous written consent, with such recommendations as the Compliance Committees shall deem appropriate.