

## **CARNIVAL CORPORATION CARNIVAL PLC NOMINATING & GOVERNANCE COMMITTEES CHARTER**

### **Purpose**

The purpose of the Nominating & Governance Committees of the Boards of Directors (the “Boards”) of each of Carnival Corporation and Carnival plc (the “Companies”) is to:

1. Develop and recommend to the Boards a set of Corporate Governance Guidelines applicable to the Companies;
2. Engage in succession planning for the Boards and their committees, assist the Boards by identifying individuals qualified to become Board members, and to recommend to the Boards the director nominees to serve on the Boards;
3. Recommend to the Boards director nominees for each committee; and
4. Assist the Boards with such other matters as may be set forth in this Charter from time to time.

### **Membership**

The Nominating & Governance Committees shall consist of no fewer than three directors, each of whom is, in the business judgment of the Boards, “independent” under the requirements of the New York Stock Exchange listing standards, rules of the United States Securities and Exchange Commission, the United Kingdom Corporate Governance Code and other applicable regulatory requirements.

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

### **Meetings**

The Nominating & Governance 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 Nominating & Governance Committees’ actions may be taken without a meeting by unanimous written consent when deemed necessary or desirable by the Nominating & Governance Committees or their Chair.

The quorum necessary for the transaction of business is a majority of the members. A duly convened meeting of the Nominating & Governance 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 Nominating & Governance Committees. In the absence of the Chair of the Nominating & Governance Committees, the remaining members present may elect one of themselves to chair the meeting.

### **Authority and Responsibilities**

1. Corporate Governance Guidelines. The Nominating & Governance Committees shall develop and recommend to the Boards the Corporate Governance Guidelines of the

Companies. The Nominating & Governance Committees shall at least annually review and reassess the adequacy of the Corporate Governance Guidelines of the Companies and recommend any proposed changes to the Boards for approval.

2. Board and Committee Succession Planning. The Nominating & Governance Committees shall engage in succession planning for the Boards and key leadership roles on the Boards and committees. The Nominating & Governance Committees shall review with the Boards, on an annual basis, the composition of the Boards as a whole and the skills and characteristics represented on the Boards and each committee, and the requisite skills and characteristics desired for new Board members in the context of the current and anticipated needs of the Boards, each committee and the Companies.
3. Board Member Nominations. The Nominating & Governance Committees shall actively seek individuals qualified to become Board members and recommend to the Boards the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Boards), the Nominating & Governance Committees shall recommend to the Boards an individual to fill such vacancy through appointment by the Boards. In nominating candidates, including incumbent directors eligible for re-nomination, the Nominating & Governance Committees shall take into consideration such candidate's skills, independence, contributions to the Boards (with respect to incumbent directors), and such other factors as it deems appropriate. These factors may include professions, skills, geographic representations, knowledge and abilities, as well as race, ethnicity, age, gender and sexual orientation and identification, judgment, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Boards and any committees of the Boards, and the extent of the candidate's ability to fulfill the role of office in light of any external commitments. The Nominating & Governance Committees shall consider any director nominees submitted by shareholders on the same basis as other director nominees. Further, the Nominating & Governance Committees may consider candidates proposed by management, but is not required to do so.
4. Appointment of Chair. When appointing a Chair of the Boards, the Nominating & Governance Committees shall prepare a position description of the Chair of the Boards, which shall include an assessment of the time commitment expected by the Companies. Prior to appointment, the Nominating & Governance Committees shall provide the Boards with an initial disclosure report of the Chair's outside board and committee commitments. The Nominating & Governance Committees shall report subsequent changes to the Chair's commitments to the Boards as they arise.
5. Appointment of Board Members. The Nominating & Governance Committees shall make the terms and conditions of appointment of Board members (executive and non-executive) available for review. The Nominating & Governance Committees shall not recommend an individual for appointment or re-appointment if such individual does not meet the director qualifications requirements in the Corporate Governance Guidelines. Prior to nomination, the Nominating & Governance Committees shall provide the Boards with the confirmation from prospective nominees that they have sufficient time available to fulfill the obligations of the office and their disclosure of significant other commitments. Such disclosure shall include a broad indication of the time involved with the significant other commitments. Each Board member shall receive a letter of appointment that shall include an assessment

of the time commitment expected by the Companies. The Nominating & Governance Committees shall inform the Boards of subsequent changes to any nominee's significant other commitments.

6. Chief Executive Officer Succession. The Nominating & Governance Committees shall oversee succession planning of the Chief Executive Officer, annually review a plan for succession of the Chief Executive Officer, when appropriate, make recommendations to the Boards with respect to potential successors to the Chief Executive Officer and work with the entire Boards to evaluate potential successors.
7. Assessment of the Performance of the Boards, Committees and Individual Directors. The Nominating & Governance Committees shall exercise oversight of the evaluation of the Boards, their committees and individual directors.
8. Committee Member Nominations. The Nominating & Governance Committees shall identify Board members qualified to fill vacancies on any committee of the Boards (including the Nominating & Governance Committees) and recommend that the Boards appoint the identified member or members to the respective committee. The Nominating & Governance Committees shall also recommend the committee members to serve as chair of each committee. In recommending a candidate for committee membership and/or for the role of a committee chair, the Nominating & Governance Committees shall take into consideration the factors set forth in the charter of the committees, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committees and the interplay of the candidate's experience with the experience of other committee members.
9. Boards Diversity Policy. The Nominating & Governance Committees shall implement and oversee the Companies' policy on diversity as it applies to the Boards and each committee and assess the effectiveness of this policy from time to time and recommend any revisions to the Boards.
10. Structure of the Boards. The Nominating & Governance Committees shall regularly review and make recommendations to the Boards regarding the size, structure and composition (including the skills, knowledge, independence, experience, length of service and diversity) of the Boards and their committees from time to time.
11. Orientation and Continuing Education Programs. The Nominating & Governance Committees shall maintain:
  - (a) an orientation program for new directors which shall include, but not be limited to, familiarization with the Companies' primary operating units and the charters of the board committees; and
  - (b) continuing education programs for all directors, which shall include requesting that the new non-executive directors be available upon request to meet major shareholders of the Companies.
12. Other Activities. The Nominating & Governance Committees shall perform its duties and other activities consistent with this Charter, the Companies' by-laws, articles of association and governing law as the Nominating & Governance Committees or the Boards deem necessary or appropriate.

## **Information Sources**

The Nominating & Governance Committees shall have the resources and authority appropriate to discharge their duties and responsibilities, including the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms. The Nominating & Governance Committees shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

## **Assessment of Performance**

The Nominating & Governance Committees shall review and assess their performance annually and report on the same to the Boards. The performance evaluation by the Nominating & Governance Committees shall be conducted in such manner as the Nominating & Governance Committees deems appropriate. The report to the Boards may take the form of a report by the Chair of the Nominating & Governance Committees or any other member of the Nominating & Governance Committees designated by the Nominating & Governance Committees.

## **Annual Review of Charter**

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

## **Reports to the Boards**

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