

CARNIVAL CORPORATION LTD. COMPLIANCE COMMITTEE CHARTER

Purpose

The purpose of the Compliance Committee of the Board of Directors (the “Board”) of Carnival Corporation Ltd. (the “Company”) is to assist the Board 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 Company.

Membership

The Compliance Committee shall consist of three or more directors. The Compliance Committee shall include, at a minimum, the following members: the Chairs of the Audit Committee and the Health, Environmental, Safety and Security Committee, and one director with compliance-related experience.

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

Meetings

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

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

Authority and Responsibilities

In meeting its responsibilities, the Compliance Committee 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 Company’s memorandum of continuance and bye-laws and governing law as the Board deems 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 Committee is expected to:

1. Provide functional oversight of Global E&C including receiving regular reports from, and providing direction to the Company’s 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, review and oversight of:

- (a) Trends and insights coming from the Company's complaint channels (including, but not limited to, the "hotline");
 - (b) Global E&C's compliance monitoring activities as articulated in Global E&C's annual "Compliance Monitoring Plan";
 - (c) Mitigation plans to address significant compliance risk management issues;
 - (d) Changes in laws and regulations relating to privacy and the general compliance area that could have a significant impact on the Company;
 - (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 its work or access to required information.
- 2. Review with the Chief Executive Officer, the CRCO and the General Counsel, as appropriate, the results of the Company's compliance with the Company's Code of Business Conduct and Ethics and policies incorporated by reference, vendor compliance with the Business Partner Code of Conduct and Ethics and conflict of interest disclosures, and mitigation plans to manage significant ethics-related risks.
 - 3. 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, and the Chairs of Audit, Compliance, and the Health, Environmental, Safety and Security Committee to assist the Board with determining which Board Committee is best suited to review these issues.
 - 4. 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 Company's policies and procedures.
 - 5. Review and oversee policies and procedures for:
 - (a) The receipt, retention and treatment of complaints or concerns received by the Company 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.
- 6. 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.
- 7. Oversee and review all significant allegations of misconduct involving Board members, the CEO, Global Executive Leadership, or Section 16 Executive Officers and the related recommendations for compliance improvement.
- 8. Promote accountability of senior management. This includes evaluating whether senior management: (a) has clearly articulated the Company's 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 Company.
- 9. Review and concur with the CEO in the appointment, replacement, reassignment or dismissal of the CRCO.
- 10. Handle any other duties as directed by the Board, consistent with this Charter, the Company's memorandum of continuance and bye-laws and governing law.

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

Information Sources

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

Assessment of Performance

The Compliance Committee shall review and assess its performance annually and report on the same to the Board. The performance evaluation by the Compliance Committee shall be conducted in such manner as the Compliance Committee deems appropriate. The report to the Board may take the form of a report by the Chair of the Compliance Committee or any other member designated by the Compliance Committee.

Annual Review of Charter

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

Reports to the Board

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