

CARNIVAL CORPORATION LTD. NOMINATING & GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating & Governance Committee of the Board of Directors (the “Board”) of Carnival Corporation Ltd. (the “Company”) is to:

1. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company;
2. Engage in succession planning for the Board and its committees, assist the Board by identifying individuals qualified to become Board members, and recommend to the Board the director nominees to serve on the Board; and
3. Recommend to the Board director nominees for each Board committee.

Membership

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

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

Meetings

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

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

Authority and Responsibilities

1. Corporate Governance Guidelines. The Nominating & Governance Committee shall develop and recommend to the Board the Corporate Governance Guidelines of the Company. The Nominating & Governance Committee shall at least annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

2. Board Structure; Board and Committee Succession Planning. The Nominating & Governance Committee shall engage in succession planning for the Board and key leadership roles on the Board and its committees. The Nominating & Governance Committee shall review, on an annual basis, the size, structure and composition of the Board as a whole and the skills and characteristics represented on the Board 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 Board, each committee and the Company, and make recommendations to the Board, as necessary.
3. Board Member Nominations. The Nominating & Governance Committee shall actively seek individuals qualified to become Board members and recommend to the Board 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 Board), the Nominating & Governance Committee shall recommend to the Board an individual to fill such vacancy through appointment by the Board. In recommending candidates, including incumbent directors eligible for re-nomination, the Nominating & Governance Committee shall take into consideration such candidate's skills and characteristics, independence, contributions to the Board (with respect to incumbent directors), and such other factors as it deems appropriate. These factors may include, among others, professions, skills, geographic representations, knowledge and abilities, as well as breadth of perspective, viewpoints, 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 Board and any committees of the Board, and the extent of the candidate's ability to fulfill the role of office in light of any external commitments. The Nominating & Governance Committee shall consider any director nominees submitted by shareholders on the same basis as other director nominees. Further, the Nominating & Governance Committee may consider candidates proposed by management, but is not required to do so.
4. Appointment of Board Members. The Nominating & Governance Committee 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 Committee shall provide the Board with confirmation from each prospective nominee that such nominee has sufficient time available to fulfill the obligations of the office and such nominee's disclosure of significant external commitments. The Nominating & Governance Committee shall inform the Board of subsequent changes to any nominee's significant external commitments.
5. Chief Executive Officer Succession. The Nominating & Governance Committee 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 Board with respect to potential successors to the Chief Executive Officer and work with the entire Board to evaluate potential successors.
6. Performance Evaluations 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.
7. Committee Member Nominations. The Nominating & Governance Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Nominating & Governance Committee) and recommend that the Board appoint the identified member or members to the respective committee. The Nominating & Governance Committee shall also recommend the chair of each committee. In recommending a candidate for committee membership and/or for the role of a committee

chair, the Nominating & Governance Committee shall take into consideration the factors set forth in the charter of the relevant committee, 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 committee and the interplay of the candidate's experience with the experience of other committee members.

8. Orientation and Continuing Education Programs. The Nominating & Governance Committee shall oversee:
 - (a) an orientation program for new directors which shall include, but not be limited to, familiarization with the Company's primary operating units and the charters of the board committees; and
 - (b) continuing education programs for all directors.
9. Other Activities. The Nominating & Governance Committee shall perform its duties and other activities consistent with this Charter, the Company's memorandum of continuance, bye-laws and governing law as the Nominating & Governance Committee or the Board deems necessary or appropriate.

Information Sources

The Nominating & Governance Committee shall have the resources and authority appropriate to discharge its 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 Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

Assessment of Performance

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

Annual Review of Charter

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

Reports to the Board

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