

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

Purpose

The purpose of the Nominating & Governance Committees of the Boards of Directors (the “Boards”) 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, 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 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.

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 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 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 the requisite skills and characteristics desired for new Board members in the context of the current and anticipated needs of the Boards 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 judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Boards and any committees of the Boards. 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. Limitation on Chair's Activities. The Nominating & Governance Committees shall not recommend an individual for appointment, or reappointment, as Chair if such

appointment, or reappointment, would result in the individual serving in the role of a second chair of a FTSE 100 company or Fortune 100.

6. Appointment of Non-Executive Board Members. The Nominating & Governance Committees shall make the terms and conditions of appointment of non-executive Board members available for review. 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 non-executive 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.
7. Limitation on Executive Board Member Activities. The Nominating & Governance Committees shall not recommend an individual for nomination, or re-nomination, as an executive Board member if such individual serves, or appointment to the Boards would result in the individual serving, as a non-executive Board member, or the Chair, of more than one FTSE 100 company or Fortune 100 company.
8. 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.
9. Assessment of the Performance of the Boards, Committees and Individual, Directors. The Nominating & Governance Committees shall establish procedures for the Nominating & Governance Committees to exercise oversight of the evaluation of the Boards, their committees and individual directors.
10. 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.

11. Structure of the Boards. The Nominating & Governance Committees shall make recommendations to the Boards regarding the size, structure and composition of the Boards from time to time.
12. Shareholder Engagement. The Nominating & Governance Committees shall oversee the shareholder engagement program and make recommendations to the Boards regarding their involvement in shareholder engagement.
13. 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.
14. 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 provide a report 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 actions taken at the meetings of the Nominating & Governance Committees, with such recommendations as the Nominating & Governance Committees shall deem appropriate.

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