

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported) November 14, 2022



Carnival Corporation

(Exact name of registrant as specified in its charter)

Republic of Panama

(State or other jurisdiction of incorporation)

001-9610

(Commission File Number)

59-1562976

(I.R.S. Employer Identification No.)

**3655 N.W. 87th Avenue
Miami, Florida 33178-2428**

(Address of principal executive offices)
(Zip code)

(305) 599-2600

(Registrant's telephone number, including area code)

None

(Former name or former address, if changed since last report.)

Carnival plc

(Exact name of registrant as specified in its charter)

England and Wales

(State or other jurisdiction of incorporation)

001-15136

(Commission File Number)

98-0357772

(I.R.S. Employer Identification No.)

**Carnival House, 100 Harbour Parade,
Southampton SO15 1ST, United Kingdom**

(Address of principal executive offices)
(Zip code)

011 44 23 8065 5000

(Registrant's telephone number, including area code)

None

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (\$0.01 par value)	CCL	New York Stock Exchange, Inc.
Ordinary Shares each represented by American Depositary Shares (\$1.66 par value), Special Voting Share, GBP 1.00 par value and Trust Shares of beneficial interest in the P&O Princess Special Voting Trust	CUK	New York Stock Exchange, Inc.
1.000% Senior Notes due 2029	CUK29	New York Stock Exchange LLC

Indicate by check mark whether the registrants are emerging growth companies as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth companies

If emerging growth companies, indicate by check mark if the registrants have elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On November 14, 2022, Sir John Parker announced he will not stand for re-election to the Boards of Directors of Carnival Corporation and Carnival plc (together, the “Companies”) at the next Annual Shareholders Meetings, which are expected to take place in April 2023.

(d) On November 14, 2022, the Boards of Directors of Carnival Corporation and Carnival plc appointed Sara Mathew to serve as a member of the Carnival Corporation and Carnival plc Boards of Director effective immediately. Ms. Mathew will also serve on the Audit Committees of each of the Boards of Directors.

Ms. Mathew was the Chair, President and Chief Executive Officer of the Dun & Bradstreet Corporation (“D&B”) from 2010 until her retirement in 2013. She joined D&B in 2001, serving as the Chief Financial Officer from 2001 until 2007 and as President and Chief Operating Officer from 2007 until 2013. Before D&B, Ms. Mathew held various roles over 18 years at The Procter & Gamble Company within finance, accounting, brand management and investor relations.

Ms. Mathew will be entitled to the compensation we offer to all of our other non-executive directors, including annual retainers and equity compensation in the form of Carnival Corporation restricted stock or restricted stock units. For more information on the compensation of our directors, please refer to our disclosures under the heading “Director Compensation” in our 2022 Proxy Statement. There are no arrangements or understandings between Ms. Mathew and any other persons pursuant to which Ms. Mathew was selected to serve as a director. There were no transactions since the beginning of fiscal 2021, nor are any currently proposed, between Ms. Mathew and the Companies that would be required to be disclosed under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD.

A copy of the Companies’ press release announcing Ms. Mathew’s appointment and Sir John’s announcement not to stand for re-election is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in Exhibit 99.1 shall not be incorporated by reference into future filings under the Securities Act of 1933, as amended, or the Exchange Act, unless it is specifically incorporated by reference therein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) [Press release dated November 15, 2022](#)

104 Exhibit 104 Cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Carnival Corporation

By: /s/ Enrique Miguez

Name: Enrique Miguez

Title: General Counsel

Date: November 15, 2022

Carnival plc

By: /s/ Enrique Miguez

Name: Enrique Miguez

Title: General Counsel

Date: November 15, 2022



CARNIVAL
CORPORATION PLC

Carnival Corporation & plc Announces Changes to Boards of Directors

New Independent Director, Sara Mathew, brings operational and financial expertise and experience driving transformative growth

Sir John Parker to step down from Carnival Corporation & plc's Boards of Directors

MIAMI (Nov. 15, 2022) – Carnival Corporation & plc (NYSE/LSE: CCL; NYSE: CUK), the world's largest cruise company, announced that Sara Mathew, retired Chair, President, and Chief Executive Officer of Dun & Bradstreet Corp. (DNB), was appointed on November 14, 2022 to Carnival Corporation & plc's Boards of Directors, effective immediately.

Mathew has leveraged her significant strategic and operational expertise to drive transformative growth at large international companies throughout her career. During her over 12-year tenure with Dun & Bradstreet, she served as Chair and CEO from 2010 to 2013, following prior roles as President and Chief Operating Officer, and Chief Financial Officer. Before joining Dun & Bradstreet, Mathew held various roles over her 18 years at The Proctor & Gamble Co., within finance, accounting, brand management and investor relations. At Carnival Corporation & plc Mathew will serve in a non-executive capacity as a Board member and will also serve on the Audit Committees.

"As the company continues on its path towards delivering durable top and bottom-line growth, we are excited to have Sara join the Boards as an experienced leader and strategic operator with expertise in technology and innovation, finance, and global consumer-facing brands," said Micky Arison, Chair of the Boards of Directors of Carnival Corporation & plc. "Sara's unique perspective will be a valuable addition to the boardroom as we advance our long-term growth priorities."

Mathew has received numerous accolades reflecting her successful career, including Top Value Creator in the S&P 500 by Chief Executive magazine in 2013, National Association of Corporate Directors New Jersey Chapter (NACD NJ) Director of the Year in 2018, and a recipient of Proctor & Gamble's John G. Smale Award for outstanding alumni in 2020. Mathew earned a Master of Business Administration from Xavier University, and a Bachelor of Science degree from the University of Madras in India. Mathew is currently a member of the boards of directors at Dropbox, State Street Corporation and Freddie Mac Corporation. Mathew was previously a member of the board of directors of XOS, Reckitt Benckiser, Shire, Campbell Soup and Avon.

Carnival Corporation & plc also announced that Sir John Parker has decided not to seek re-election to the Boards of Directors at the 2023 Annual Meetings of Shareholders, now that the company is back on a recovery course, and will retire from the Boards with effect from the conclusion of the 2023 Annual Meetings of Shareholders.

"We want to thank Sir John for his invaluable service to the company," said Arison. "Throughout his tenure as a director of both Carnival plc since 2000 and of Carnival Corporation since 2003, Sir John has provided extensive insight and guidance to the Boards and to our global management team. As founding Chairman and continued member of the Health, Environment, Safety & Security (HESS) Committees, a long-standing member of the Nominating & Governance Committees, and a previous member of the Audit and Remuneration Committees, Sir John has supported the Boards in overseeing policies, programs, and initiatives relevant to these important areas, which are essential aspects of the Boards' oversight over the years."

"As Chair of the UK Government's Parker Review of ethnic diversity on UK boards and Chair of six FTSE 100 listed companies, Sir John has provided knowledgeable and unique perspectives of UK corporate governance policies and practices, including the importance of diverse representation. Sir John has also deepened the Boards' industry knowledge as the former head of a major shipbuilding company and in additional prior roles in the industry including former President of the Royal Institution of Naval Architects and President of the Royal Academy of Engineering. We appreciate Sir John's thought leadership throughout his tenure and his invaluable contributions to broaden our Boards' expertise in these key areas."



The Boards of Directors regularly evaluate the composition of the Boards to ensure the appropriate mix of skills, experiences, and diversity of perspectives to effectively oversee the strategic direction of Carnival Corporation & plc. With these changes as well as the recently announced retirement of long-time Board member and former President and CEO Arnold Donald, Carnival Corporation & plc's Boards will be comprised of twelve members as of April 2023, ten of whom are independent directors, four of whom are female and one of whom is ethnically diverse.

###

About Carnival Corporation & plc

Carnival Corporation & plc is one of the world's largest leisure travel companies with a portfolio of nine of the world's leading cruise lines. With operations in North America, Australia, Europe and Asia, its portfolio features Carnival Cruise Line, Princess Cruises, Holland America Line, Seabourn, P&O Cruises (Australia), Costa Cruises, AIDA Cruises, P&O Cruises (UK) and Cunard.

Additional information can be found on www.carnivalcorp.com, www.carnival.com, www.princess.com, www.hollandamerica.com, www.seabourn.com, www.pocruises.com.au, www.costacruise.com, www.aida.de, www.pocruises.com and www.cunard.com.

Media Contacts:

Jody Venturoni, Carnival Corporation & plc, jventuroni@carnival.com
Ellie Beerman, LDWW, ellie@ldww.co

Investor Contact:

Beth Roberts, Carnival Corporation & plc, eroberts@carnival.com
