

July 2, 2013

**RELEASE OF CARNIVAL CORPORATION & PLC QUARTERLY REPORT ON FORM 10-Q AND
CARNIVAL PLC GROUP HALF-YEARLY FINANCIAL REPORT**

Carnival Corporation & plc announced its second quarter and six month results of operations in its earnings release issued on June 25, 2013. Carnival Corporation & plc is hereby announcing that today it has filed its joint Quarterly Report on Form 10-Q ("Form 10-Q") with the U.S. Securities and Exchange Commission ("SEC") containing the Carnival Corporation & plc 2013 second quarter and six month interim financial statements, which reported results are unchanged from those previously announced on June 25, 2013.

The information included in the attached Schedules A, B and C is extracted from the Form 10-Q and has been prepared in accordance with SEC rules and regulations. Schedules A and B contain the unaudited consolidated financial statements for Carnival Corporation & plc as of and for the three and six months ended May 31, 2013, together with management's discussion and analysis of financial condition and results of operations. These Carnival Corporation & plc consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"). Within the Carnival Corporation and Carnival plc dual listed company arrangement the Directors consider the most appropriate presentation of Carnival plc's results and financial position is by reference to the U.S. GAAP consolidated financial statements of Carnival Corporation & plc. Schedule C contains information on Carnival Corporation and Carnival plc's sales and purchases of their equity securities and use of proceeds from such sales.

In addition, the Directors are today presenting in the attached Schedule D the unaudited interim financial statements for the Carnival plc Group as of and for the six months ended May 31, 2013. The Carnival plc Group financial statements exclude the consolidated results of Carnival Corporation and are prepared under International Financial Reporting Standards as adopted by the European Union. All these schedules are presented together as Carnival plc's Group half-yearly financial report, in accordance with the requirements of the UK Disclosure and Transparency Rules.

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The Form 10-Q, including the portions extracted for this announcement, is available for viewing on the SEC website at www.sec.gov under Carnival Corporation or Carnival plc or the Carnival Corporation & plc website at www.carnivalcorp.com or www.carnivalplc.com. A copy of the Form 10-Q has been submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/nsm. Additional information can be obtained via Carnival Corporation & plc's website listed above or by writing to Carnival plc at Carnival House, 5 Gainsford Street, London SE1 2NE, United Kingdom.

Carnival Corporation & plc is the largest cruise company in the world, with a portfolio of cruise brands in North America, Europe, Australia and Asia, comprised of Carnival Cruise Lines, Holland America Line, Princess Cruises, Seabourn, AIDA Cruises, Costa Cruises, Cunard, Ibero Cruises, P&O Cruises (Australia) and P&O Cruises (UK).

Together, these brands operate 102 ships totaling 209,000 lower berths with seven new ships scheduled to be delivered between May, 2014 and April, 2016. Carnival Corporation & plc also operates Holland America Princess Alaska Tours, the leading tour company in Alaska and the Canadian Yukon. Traded on both the New York and London Stock Exchanges, Carnival Corporation & plc is the only group in the world to be included in both the S&P 500 and the FTSE 100 indices.

SCHEDULE A

**CARNIVAL CORPORATION & PLC
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)**

(in millions, except per share data)

	Three Months Ended May 31,		Six Months Ended May 31,	
	2013	2012	2013	2012
Revenues				
Cruise				
Passenger tickets	\$ 2,613	\$ 2,675	\$ 5,353	\$ 5,439
Onboard and other	839	844	1,683	1,653
Tour and other	27	19	36	28
	<u>3,479</u>	<u>3,538</u>	<u>7,072</u>	<u>7,120</u>
Operating Costs and Expenses				
Cruise				
Commissions, transportation and other	506	519	1,123	1,180
Onboard and other	115	128	242	254
Fuel	555	645	1,115	1,237
Payroll and related	454	435	914	877
Food	238	236	481	476
Other ship operating	603	494	1,182	1,113
Tour and other	16	21	30	35
	<u>2,487</u>	<u>2,478</u>	<u>5,087</u>	<u>5,172</u>
Selling and administrative	449	431	908	852
Depreciation and amortization	391	376	780	752
Ibero goodwill and trademark impairment charges	-	-	-	173
	<u>3,327</u>	<u>3,285</u>	<u>6,775</u>	<u>6,949</u>
Operating Income	<u>152</u>	<u>253</u>	<u>297</u>	<u>171</u>
Nonoperating (Expense) Income				
Interest income	3	3	5	6
Interest expense, net of capitalized interest	(78)	(87)	(161)	(175)
Unrealized losses on fuel derivatives, net	(31)	(145)	(59)	(124)
Other expense, net	(5)	(10)	(2)	(5)
	<u>(111)</u>	<u>(239)</u>	<u>(217)</u>	<u>(298)</u>
Income (Loss) Before Income Taxes	41	14	80	(127)
Income Tax (Expense) Benefit, Net	-	-	(2)	2
Net Income (Loss)	<u>\$ 41</u>	<u>\$ 14</u>	<u>\$ 78</u>	<u>\$ (125)</u>
Earnings (Loss) Per Share				
Basic	<u>\$ 0.05</u>	<u>\$ 0.02</u>	<u>\$ 0.10</u>	<u>\$ (0.16)</u>
Diluted	<u>\$ 0.05</u>	<u>\$ 0.02</u>	<u>\$ 0.10</u>	<u>\$ (0.16)</u>
Dividends Declared Per Share	<u>\$ 0.25</u>	<u>\$ 0.25</u>	<u>\$ 0.50</u>	<u>\$ 0.50</u>

The accompanying notes are an integral part of these consolidated financial statements.

CARNIVAL CORPORATION & PLC
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(UNAUDITED)
(in millions)

	Three Months Ended May 31,		Six Months Ended May 31,	
	2013	2012	2013	2012
Net Income (Loss)	\$ 41	\$ 14	\$ 78	\$ (125)
Items Included in Other Comprehensive Loss				
Change in foreign currency translation adjustment	(72)	(451)	(280)	(303)
Other	(2)	(4)	14	(9)
Other Comprehensive Loss	(74)	(455)	(266)	(312)
Total Comprehensive Loss	\$ (33)	\$ (441)	\$ (188)	\$ (437)

The accompanying notes are an integral part of these consolidated financial statements.

CARNIVAL CORPORATION & PLC
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(in millions, except par values)

	May 31, 2013	November 30, 2012
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 711	\$ 465
Trade and other receivables, net	408	270
Insurance recoverables	637	460
Inventories	381	390
Prepaid expenses and other	187	236
Total current assets	<u>2,324</u>	<u>1,821</u>
Property and Equipment, Net	32,481	32,137
Goodwill	3,134	3,174
Other Intangibles	1,298	1,314
Other Assets	742	715
	<u>\$ 39,979</u>	<u>\$ 39,161</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Short-term borrowings	\$ 14	\$ 56
Current portion of long-term debt	2,000	1,678
Accounts payable	627	549
Dividends payable	194	583
Claims reserve	737	553
Accrued liabilities and other	857	845
Customer deposits	3,626	3,076
Total current liabilities	<u>8,055</u>	<u>7,340</u>
Long-Term Debt	7,848	7,168
Other Long-Term Liabilities	796	724
Contingencies		
Shareholders' Equity		
Common stock of Carnival Corporation, \$0.01 par value; 1,960 shares authorized; 650 shares at 2013 and 649 shares at 2012 issued	7	6
Ordinary shares of Carnival plc, \$1.66 par value; 216 shares at 2013 and 215 shares at 2012 issued	358	357
Additional paid-in capital	8,284	8,252
Retained earnings	18,170	18,479
Accumulated other comprehensive loss	(473)	(207)
Treasury stock, 59 shares at 2013 and 55 shares at 2012 of Carnival Corporation and 32 shares at 2013 and 33 shares at 2012 of Carnival plc, at cost	(3,066)	(2,958)
Total shareholders' equity	<u>23,280</u>	<u>23,929</u>
	<u>\$ 39,979</u>	<u>\$ 39,161</u>

The accompanying notes are an integral part of these consolidated financial statements.

CARNIVAL CORPORATION & PLC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(in millions)

	Six Months Ended May 31,	
	2013	2012
OPERATING ACTIVITIES		
Net income (loss)	\$ 78	\$ (125)
Adjustments to reconcile net income (loss) to net cash provided by operating activities		
Depreciation and amortization	780	752
Ibero goodwill and trademark impairment charges	-	173
Losses on fuel derivatives, net	59	124
Share-based compensation	24	22
Other, net	15	34
Changes in operating assets and liabilities		
Receivables	(139)	(29)
Inventories	5	(7)
Insurance recoverables, prepaid expenses and other	209	-
Accounts payable	82	(31)
Claims reserves, accrued and other liabilities	(139)	(38)
Customer deposits	582	583
Net cash provided by operating activities	<u>1,556</u>	<u>1,458</u>
INVESTING ACTIVITIES		
Additions to property and equipment	(1,447)	(1,997)
Insurance proceeds for the ship	-	508
Proceeds from sale of ships	70	46
Other, net	4	(13)
Net cash used in investing activities	<u>(1,373)</u>	<u>(1,456)</u>
FINANCING ACTIVITIES		
(Repayments of) proceeds from short-term borrowings, net	(41)	262
Principal repayments of long-term debt	(830)	(327)
Proceeds from issuance of long-term debt	1,837	946
Dividends paid	(777)	(388)
Purchases of treasury stock	(138)	-
Sales of treasury stock	35	-
Other, net	(2)	(10)
Net cash provided by financing activities	<u>84</u>	<u>483</u>
Effect of exchange rate changes on cash and cash equivalents	(21)	(35)
Net increase in cash and cash equivalents	246	450
Cash and cash equivalents at beginning of period	465	450
Cash and cash equivalents at end of period	<u>\$ 711</u>	<u>\$ 900</u>

The accompanying notes are an integral part of these consolidated financial statements.

CARNIVAL CORPORATION & PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 – General

The consolidated financial statements include the accounts of Carnival Corporation and Carnival plc and their respective subsidiaries. Together with their consolidated subsidiaries, they are referred to collectively in these consolidated financial statements and elsewhere in this joint Quarterly Report on Form 10-Q as “Carnival Corporation & plc,” “our,” “us” and “we.”

The Consolidated Balance Sheet at May 31, 2013, the Consolidated Statements of Operations and the Consolidated Statements of Comprehensive Loss for the three and six months ended May 31, 2013 and 2012 and the Consolidated Statements of Cash Flows for the six months ended May 31, 2013 and 2012 are unaudited and, in the opinion of our management, contain all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation. Our interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes included in the Carnival Corporation & plc 2012 joint Annual Report on Form 10-K (“Form 10-K”). Our operations are seasonal and results for interim periods are not necessarily indicative of the results for the entire year.

Cruise passenger ticket revenues include fees and taxes levied by governmental authorities and collected by us from our guests. The portion of these fees and taxes included in passenger ticket revenues and commissions, transportation and other costs were \$116 million and \$110 million and \$255 million and \$237 million for the three and six months ended May 31, 2013 and 2012, respectively.

During the three and six months ended May 31, 2013 and 2012, repairs and maintenance expenses, including minor improvement costs and dry-dock expenses, were \$239 million and \$196 million and \$464 million and \$432 million, respectively, and are substantially all included in other ship operating expenses.

NOTE 2 – Debt

In December 2012, we issued \$500 million of unsecured publicly-traded notes, which bear interest at 1.9% and are due in December 2017. We used the net proceeds of these notes for general corporate purposes.

In February 2013, we issued \$500 million of unsecured publicly-traded notes, which bear interest at 1.2% and are due in February 2016. The proceeds were used to repay a like amount of unsecured floating rate export credit facilities prior to their maturity dates through 2022.

In March 2013, we borrowed \$311 million under an unsecured euro-denominated export credit facility, the proceeds of which were used to pay for a portion of *AIDAstella*'s purchase price. This floating rate facility is due in semi-annual installments through March 2025.

In May 2013, we borrowed \$526 million under an unsecured export credit facility, the proceeds of which were used to pay for a portion of *Royal Princess*' purchase price. This floating rate facility is due in semi-annual installments through May 2025.

NOTE 3 – Contingencies

Litigation

As a result of the January 2012 *Costa Concordia* incident (“2012 Ship Incident”), litigation claims, enforcement actions, regulatory actions and investigations, including, but not limited to, those arising from personal injury, loss of life, loss of or damage to personal property, business interruption losses or environmental damage to any affected coastal waters and the surrounding areas, have been and may be asserted or brought against various parties, including us. The existing assertions are in their initial stages and there are significant jurisdictional uncertainties. The ultimate outcome of these matters cannot be determined at this time. However, we do not expect these matters to have a significant impact on our results of operations because we have insurance coverage for these types of third-party claims.

Additionally, in the normal course of our business, various claims and lawsuits have been filed or are pending against us. Most of these claims and lawsuits are covered by insurance and, accordingly, the maximum amount of our liability, net of any insurance recoverables, is typically limited to our self-insurance retention levels. Management believes the ultimate outcome of these claims and lawsuits will not have a material adverse impact on our consolidated financial statements.

Contingent Obligations – Lease Out and Lease Back Type (“LILO”) Transactions

At May 31, 2013, Carnival Corporation had estimated contingent obligations totaling \$410 million, excluding termination payments as discussed below, to participants in LILO transactions for two of its ships. At the inception of these leases, the aggregate of the net present value of these obligations was paid by Carnival Corporation to a group of major financial institutions, who agreed to act as payment undertakers and directly pay these obligations. As a result, these contingent obligations are considered extinguished and neither the funds nor the contingent obligations have been included in our Consolidated Balance Sheets.

In the event that Carnival Corporation were to default on its contingent obligations and assuming performance by all other participants, we estimate that we would, as of May 31, 2013, be responsible for a termination payment of \$33 million. In 2017, we have the right to exercise options that would terminate these LILO transactions at no cost to us.

In certain cases, if the credit ratings of the financial institutions who are directly paying the contingent obligations fall below AA-, then Carnival Corporation will be required to replace these financial institutions with other financial institutions whose credit ratings are at least AA or meet other specified credit requirements. In such circumstances, we would incur additional costs, although we estimate that they would not be material to our consolidated financial statements. For the two financial institution payment undertakers subject to this AA- credit rating threshold, one has a credit rating of AA and the other has a credit rating of AA-. If Carnival Corporation’s credit rating, which is BBB+, falls below BBB, it will be required to provide a standby letter of credit for \$38 million, or, alternatively, provide mortgages for this aggregate amount on these two ships.

Contingent Obligations – Indemnifications

Some of the debt contracts that we enter into include indemnification provisions that obligate us to make payments to the counterparty if certain events occur. These contingencies generally relate to changes in taxes and changes in laws that increase lender capital costs and other similar costs. The indemnification clauses are often standard contractual terms and were entered into in the normal course of business. There are no stated or notional amounts included in the indemnification clauses, and we are not able to estimate the maximum potential amount of future payments, if any, under these indemnification clauses. We have not been required to make any material payments under such indemnification clauses in the past and, under current circumstances, we do not believe a request for material future indemnification payments is probable.

NOTE 4 – Fair Value Measurements, Derivative Instruments and Hedging Activities

Fair Value Measurements

U.S. accounting standards establish a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 measurements are based on unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation of these items does not entail a significant amount of judgment.
- Level 2 measurements are based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active or market data other than quoted prices that are observable for the assets or liabilities.
- Level 3 measurements are based on unobservable data that are supported by little or no market activity and are significant to the fair value of the assets or liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between independent and knowledgeable market participants at the measurement date. Therefore, even when market assumptions are not readily available, our own assumptions are set to reflect those that we believe market participants would use in pricing the asset or liability at the measurement date.

The fair value measurement of a financial asset or financial liability must reflect the nonperformance risk of the counterparty and us. Therefore, the impact of our counterparty's creditworthiness was considered when in an asset position, and our creditworthiness was considered when in a liability position in the fair value measurement of our financial instruments. Creditworthiness did not have a significant impact on the fair values of our financial instruments at May 31, 2013 and November 30, 2012. Both the counterparties and we are expected to continue to perform under the contractual terms of the instruments. Considerable judgment may be required in interpreting market data used to develop the estimates of fair value. Accordingly, certain estimates of fair values presented herein are not necessarily indicative of the amounts that could be realized in a current or future market exchange.

Financial Instruments that are not Measured at Fair Value on a Recurring Basis

The estimated carrying and fair values and basis of valuation of our financial instrument assets and liabilities that are not measured at fair value on a recurring basis were as follows (in millions):

	May 31, 2013			November 30, 2012		
	Carrying Value	Fair Value		Carrying Value	Fair Value	
		Level 1	Level 2		Level 1	Level 2
Assets						
Cash and cash equivalents (a)	\$ 277	\$ 277	\$ -	\$ 269	\$ 269	\$ -
Long-term other assets (b)	67	1	65	39	1	36
Total	<u>\$ 344</u>	<u>\$ 278</u>	<u>\$ 65</u>	<u>\$ 308</u>	<u>\$ 270</u>	<u>\$ 36</u>
Liabilities						
Fixed rate debt (c)	\$ 5,997	\$ -	\$ 6,460	\$ 5,195	\$ -	\$ 5,825
Floating rate debt (c)	3,865	-	3,874	3,707	-	3,706
Total	<u>\$ 9,862</u>	<u>\$ -</u>	<u>\$ 10,334</u>	<u>\$ 8,902</u>	<u>\$ -</u>	<u>\$ 9,531</u>

- (a) Cash and cash equivalents are comprised of cash on hand and time deposits and, due to their short maturities, the carrying values approximate their fair values.
- (b) At May 31, 2013 and November 30, 2012, substantially all of our long-term other assets were comprised of notes and other receivables. The fair values of notes and other receivables were based on estimated future cash flows discounted at appropriate market interest rates.
- (c) The net difference between the fair value of our fixed rate debt and its carrying value was due to the market interest rates in existence at May 31, 2013 and November 30, 2012 being lower than the fixed interest rates on these debt obligations, including the impact of changes in our credit ratings, if any. The net difference between the fair value of our floating rate debt and its carrying value was due to the market interest rates in existence at May 31, 2013 being slightly lower than the floating interest rates on these debt obligations, including the impact of changes in our credit ratings, if any. The fair values of our publicly-traded notes were based on their unadjusted quoted market prices in active markets. The fair values of our other debt were estimated based on appropriate market interest rates being applied to this debt.

Financial Instruments that are Measured at Fair Value on a Recurring Basis

The estimated fair value and basis of valuation of our financial instrument assets and liabilities that are measured at fair value on a recurring basis were as follows (in millions):

	May 31, 2013		November 30, 2012	
	Level 1	Level 2	Level 1	Level 2
Assets				
Cash equivalents (a)	\$ 434	\$ -	\$ 196	\$ -
Restricted cash (b)	28	-	28	-
Marketable securities held in rabbi trusts (c)	106	10	104	16
Derivative financial instruments (d)	-	22	-	48
Total	<u>\$ 568</u>	<u>\$ 32</u>	<u>\$ 328</u>	<u>\$ 64</u>
Liabilities				
Derivative financial instruments (d)	\$ -	\$ 72	\$ -	\$ 43
Total	<u>\$ -</u>	<u>\$ 72</u>	<u>\$ -</u>	<u>\$ 43</u>

- (a) Cash equivalents are comprised of money market funds.
(b) Restricted cash is substantially all comprised of money market funds.
(c) Level 1 and 2 marketable securities are held in rabbi trusts and are principally comprised of frequently-priced mutual funds invested in common stocks and other investments, respectively. Their use is restricted to funding certain deferred compensation and non-qualified U.S. pension plans.
(d) See “Derivative Instruments and Hedging Activities” section below for detailed information regarding our derivative financial instruments.

We measure our derivatives using valuations that are calibrated to the initial trade prices. Subsequent valuations are based on observable inputs and other variables included in the valuation models such as interest rate, yield and commodity price curves, forward currency exchange rates, credit spreads, maturity dates, volatilities and netting arrangements. We use the income approach to value derivatives for foreign currency options and forwards, interest rate swaps and fuel derivatives using observable market data for all significant inputs and standard valuation techniques to convert future amounts to a single present value amount, assuming that participants are motivated, but not compelled to transact. We also corroborate our fair value estimates using valuations provided by our counterparties.

Nonfinancial Instruments that are Measured at Fair Value on a Nonrecurring Basis

The reconciliation of the changes in the carrying amounts of our goodwill, which goodwill has been allocated to our North America and Europe, Australia and Asia (“EAA”) cruise brands, was as follows (in millions):

	North America Cruise Brands	EAA Cruise Brands	Total
Balance at November 30, 2012	\$ 1,898	\$ 1,276	\$ 3,174
Foreign currency translation adjustment	-	(40)	(40)
Balance at May 31, 2013	<u>\$ 1,898</u>	<u>\$ 1,236</u>	<u>\$ 3,134</u>

At July 31, 2012, all of our cruise brands carried goodwill, except for Ibero Cruises (“Ibero”) and Seabourn. As of that date, we performed our annual goodwill impairment reviews and no goodwill was impaired. At May 31, 2013, accumulated goodwill impairment charges were \$153 million.

The reconciliation of the changes in the carrying amounts of our intangible assets not subject to amortization, which represent trademarks that have been allocated to our North America and EAA cruise brands, was as follows (in millions):

	North America Cruise Brands	EAA Cruise Brands	Total
Balance at November 30, 2012	\$ 927	\$ 372	\$ 1,299
Foreign currency translation adjustment	-	(16)	(16)
Balance at May 31, 2013	<u>\$ 927</u>	<u>\$ 356</u>	<u>\$ 1,283</u>

As of July 31, 2012, we also performed our annual trademark impairment review for our cruise brands that have significant trademarks recorded, which are AIDA Cruises (“AIDA”), P&O Cruises (Australia), P&O Cruises (UK) and Princess Cruises (“Princess”). No trademarks were considered impaired at that time.

The determination of our cruise brand and trademark fair values includes numerous assumptions that are subject to various risks and uncertainties. We believe that we have made reasonable estimates and judgments in determining whether our goodwill and trademarks have been impaired. However, if there is a material change in assumptions used or if there is a material change in the conditions or circumstances influencing fair values in the future, then we may need to recognize a material impairment charge.

At May 31, 2013 and November 30, 2012, our intangible assets subject to amortization are not significant to our consolidated financial statements.

Derivative Instruments and Hedging Activities

We utilize derivative and nonderivative financial instruments, such as foreign currency forwards, options and swaps, foreign currency debt obligations and foreign currency cash balances, to manage our exposure to fluctuations in certain foreign currency exchange rates, and interest rate swaps to manage our interest rate exposure in order to achieve a desired proportion of fixed and floating rate debt. In addition, we utilize our fuel derivatives program to mitigate a portion of the risk to our future cash flows attributable to potential fuel price increases, which we define as our “economic risk.” Our policy is to not use any financial instruments for trading or other speculative purposes.

All derivatives are recorded at fair value. The changes in fair value are recognized currently in earnings if the derivatives do not qualify as effective hedges, or if we do not seek to qualify for hedge accounting treatment, such as for our fuel derivatives. If a derivative is designated as a fair value hedge, then changes in the fair value of the derivative are offset against the changes in the fair value of the underlying hedged item. If a derivative is designated as a cash flow hedge, then the effective portion of the changes in the fair value of the derivative is recognized as a component of accumulated other comprehensive income (“AOCI”) until the underlying hedged item is recognized in earnings or the forecasted transaction is no longer probable. If a derivative or a nonderivative financial instrument is designated as a hedge of our net investment in a foreign operation, then changes in the fair value of the financial instrument are recognized as a component of AOCI to offset a portion of the change in the translated value of the net investment being hedged, until the investment is sold or liquidated. We formally document hedging relationships for all derivative and nonderivative hedges and the underlying hedged items, as well as our risk management objectives and strategies for undertaking the hedge transactions.

We classify the fair values of all our derivative contracts as either current or long-term, depending on whether the maturity date of the derivative contract is within or beyond one year from the balance sheet date. The cash flows from derivatives treated as hedges are classified in our Consolidated Statements of Cash Flows in the same category as the item being hedged. Our cash flows related to fuel derivatives are classified within investing activities.

The estimated fair values of our derivative financial instruments and their location on the Consolidated Balance Sheets were as follows (in millions):

	<u>Balance Sheet Location</u>	<u>May 31, 2013</u>	<u>November 30, 2012</u>
Derivative assets			
Derivatives designated as hedging instruments			
Net investment hedges (a)	Prepaid expenses and other	\$ 1	\$ 1
	Other assets – long-term	6	6
Foreign currency zero cost collars (b)	Prepaid expenses and other	-	11
	Other assets – long-term	15	5
		<u>22</u>	<u>23</u>
Derivatives not designated as hedging instruments			
Fuel (c)	Other assets – long-term	-	25
Total derivative assets		<u>\$ 22</u>	<u>\$ 48</u>
Derivative liabilities			
Derivatives designated as hedging instruments			
Interest rate swaps (d)	Accrued liabilities and other	\$ 6	\$ 7

	Other long-term liabilities	15	17
		<u>21</u>	<u>24</u>
Derivatives not designated as hedging instruments			
Fuel (c)	Accrued liabilities and other	13	16
	Other long-term liabilities	38	3
		<u>51</u>	<u>19</u>
Total derivative liabilities		<u>\$ 72</u>	<u>\$ 43</u>

- (a) At May 31, 2013 and November 30, 2012, we had foreign currency forwards totaling \$128 million and \$235 million, respectively, that are designated as hedges of our net investments in foreign operations, which have a euro-denominated functional currency. At May 31, 2013, these outstanding foreign currency forwards mature through July 2017.
- (b) At May 31, 2013 and November 30, 2012, we had foreign currency derivatives consisting of foreign currency zero cost collars that are designated as foreign currency cash flow hedges for a portion of our euro-denominated shipbuilding payments. See “Newbuild Currency Risks” below for additional information regarding these derivatives.
- (c) At May 31, 2013, we had fuel derivatives consisting of zero cost collars on Brent crude oil (“Brent”) to cover a portion of our estimated fuel consumption through 2017. See “Fuel Price Risks” below for additional information regarding these fuel derivatives. At November 30, 2012, we had fuel derivatives consisting of zero cost collars on Brent to cover a portion of our estimated fuel consumption through 2016. There were no realized gains or losses recognized in the three and six months ended May 31, 2013 and 2012 on our fuel derivatives.
- (d) We have euro interest rate swaps designated as cash flow hedges whereby we receive floating interest rate payments in exchange for making fixed interest rate payments. At May 31, 2013 and November 30, 2012, these interest rate swap agreements effectively changed \$255 million and \$269 million, respectively, of EURIBOR-based floating rate euro debt to fixed rate debt. These interest rate swaps settle through February 2022. In addition, at May 31, 2013 we had U.S. dollar interest rate swaps designated as fair value hedges whereby we receive fixed interest rate payments in exchange for making floating interest rate payments. These interest rate swap agreements effectively changed \$500 million of fixed rate debt to U.S. dollar LIBOR-based floating rate debt. These interest rate swaps settle through February 2016.

The effective portions of our derivatives qualifying and designated as hedging instruments recognized in other comprehensive loss were as follows (in millions):

	Three Months Ended		Six Months Ended	
	May 31,		May 31,	
	2013	2012	2013	2012
Net investment hedges	\$ 1	\$ 54	\$ (2)	\$ 55
Foreign currency zero cost collars – cash flow hedges	\$ (6)	\$ -	\$ 7	\$ -
Interest rate swaps – cash flow hedges	\$ 1	\$ (4)	\$ 3	\$ (11)

There are no credit risk related contingent features in our derivative agreements, except for bilateral credit provisions within our fuel derivative counterparty agreements. These provisions require interest-bearing, non-restricted cash to be posted or received as collateral to the extent the fuel derivative fair value payable to or receivable from an individual counterparty, respectively, exceeds \$100 million. At May 31, 2013 and November 30, 2012, no collateral was required to be posted to or received from our fuel derivative counterparties.

The amount of estimated cash flow hedges’ unrealized gains and losses that are expected to be reclassified to earnings in the next twelve months is not significant. We have not provided additional disclosures of the impact that derivative instruments and hedging activities have on our consolidated financial statements as of May 31, 2013 and November 30, 2012 and for the three and six months ended May 31, 2013 and 2012 where such impacts were not significant.

Foreign Currency Exchange Rate Risks

Overall Strategy

We manage our exposure to fluctuations in foreign currency exchange rates through our normal operating and financing activities, including netting certain exposures to take advantage of any natural offsets and, when considered appropriate, through the use of derivative and nonderivative financial instruments. Our primary focus is to manage the economic foreign currency exchange risks faced by our operations, which are the ultimate foreign currency exchange risks that would be realized by us if we exchanged one currency for another, and not accounting risks. Accordingly, we do not currently hedge foreign currency exchange accounting risks with derivative financial instruments. The financial impacts of the hedging instruments we do employ generally offset the changes in the underlying exposures being hedged.

Operational and Investment Currency Risks

Our European and Australian cruise brands subject us to foreign currency translation risk related to the euro, sterling and Australian dollar because these brands generate significant revenues and incur significant expenses in euro, sterling or the Australian dollar. Accordingly, exchange rate fluctuations of the euro, sterling and Australian dollar against the U.S. dollar will affect our reported financial results since the reporting currency for our consolidated financial statements is the U.S. dollar. Any strengthening of the U.S. dollar against these foreign currencies has the financial statement effect of decreasing the U.S. dollar values reported for cruise revenues and expenses. Any weakening of the U.S. dollar has the opposite effect.

Most of our brands also have non-functional currency risk related to their international sales operations, which has become an increasingly larger part of most of their businesses over time, and primarily includes the euro, sterling and Australian, Canadian and U.S. dollars. In addition, all of our brands have non-functional currency expenses for a portion of their operating expenses. Accordingly, these brands' revenues and expenses in non-functional currencies create some degree of natural offset for recognized transactional currency gains and losses due to currency exchange movements.

We consider our investments in foreign operations to be denominated in relatively stable currencies and of a long-term nature. We partially mitigate our net investment currency exposures by denominating a portion of our foreign currency intercompany payables in our foreign operations' functional currencies, principally sterling. At May 31, 2013 and November 30, 2012, we have designated \$1.8 billion of our foreign currency intercompany payables as nonderivative hedges of our net investments in foreign operations. Accordingly, we have included \$350 million and \$243 million of cumulative foreign currency transaction nonderivative gains in the cumulative translation adjustment component of AOCI at May 31, 2013 and November 30, 2012, respectively, which offsets a portion of the losses recorded in AOCI upon translating our foreign operations' net assets into U.S. dollars. During the three and six months ended May 31, 2013 and 2012, we recognized foreign currency nonderivative transaction gains of \$18 million (\$128 million in 2012) and \$107 million (\$68 million in 2012), respectively, in the cumulative translation adjustment component of AOCI.

Newbuild Currency Risks

Our shipbuilding contracts are typically denominated in euros. Our decisions regarding whether or not to hedge a non-functional currency ship commitment for our cruise brands are made on a case-by-case basis, taking into consideration the amount and duration of the exposure, market volatility, currency exchange rate correlation, economic trends, our overall expected net cash flows by currency and other offsetting risks. We use foreign currency derivative contracts and have used nonderivative financial instruments to manage foreign currency exchange rate risk for some of our ship construction payments.

In July 2012, we entered into foreign currency zero cost collars that are designated as cash flow hedges for a portion of P&O Cruises (UK) newbuild's euro-denominated shipyard payments. These collars mature in February 2015 at a weighted-average ceiling rate of £0.83 to the euro, or \$278 million, and a weighted-average floor rate of £0.77 to the euro, or \$257 million. If the spot rate is between these two rates on the date of maturity, then we would not owe or receive any payments under these collars.

In May 2013, we settled our foreign currency zero cost collars that were designated as cash flow hedges for the final euro-denominated shipyard payments of *Royal Princess* prior to their maturity date, which resulted in an insignificant gain being recognized in other comprehensive loss for the three months ended May 31, 2013.

Concurrently with the settlement of these foreign currency zero cost collars, we entered into foreign currency forwards for \$552 million that were also designated as cash flow hedges for the final euro-denominated shipyard payments of *Royal Princess* due in May 2013. These foreign currency forwards settled in May 2013, and we recognized a \$6 million gain in other comprehensive loss for the three months ended May 31, 2013.

At May 31, 2013, substantially all of our remaining newbuild currency exchange rate risk relates to euro-denominated newbuild construction payments for *Regal Princess* and a portion of P&O Cruises (UK)'s newbuild, which represent a total commitment of \$1.1 billion.

The cost of shipbuilding orders that we may place in the future that is denominated in a different currency than our cruise brands' or the shipyards' functional currency is expected to be affected by foreign currency exchange rate fluctuations. These foreign currency exchange rate fluctuations may affect our desire to order new cruise ships.

Interest Rate Risks

We manage our exposure to fluctuations in interest rates through our investment and debt portfolio management strategies. These strategies include purchasing high quality short-term investments with floating interest rates, and evaluating our debt portfolio as to whether to make periodic adjustments to the mix of fixed and floating rate debt through the use of interest rate swaps and the issuance of new debt or the early retirement of existing debt. At May 31, 2013, 58% and 42% (61% and 39% at November 30, 2012) of our debt bore fixed and floating interest rates, respectively, including the effect of interest rate swaps.

Fuel Price Risks

Our exposure to market risk for changes in fuel prices substantially all relate to the consumption of fuel on our ships. We use our fuel derivatives program to mitigate a portion of our economic risk attributable to potential fuel price increases. We designed our fuel derivatives program to maximize operational flexibility by utilizing derivative markets with significant trading liquidity and our program currently consists of zero cost collars on Brent.

All of our derivatives are based on Brent prices whereas the actual fuel used on our ships is marine fuel. Changes in the Brent prices may not show a high degree of correlation with changes in our underlying marine fuel prices. We will not realize any economic gain or loss upon the monthly maturities of our zero cost collars unless the average monthly price of Brent is above the ceiling price or below the floor price. We believe that these derivatives will act as economic hedges, however hedge accounting is not applied. As part of our fuel derivatives program, we will continue to evaluate various derivative products and strategies. Accordingly, during the three months ended May 31, 2013 we reduced the spread between the floor and ceiling prices for certain of our fuel derivatives that mature in 2014 and 2015.

At May 31, 2013, our outstanding fuel derivatives consisted of zero cost collars on Brent to cover a portion of our estimated fuel consumption as follows:

<u>Maturities (a)</u>	<u>Transaction Dates</u>	<u>Barrels (in thousands)</u>	<u>Weighted-Average Floor Prices</u>	<u>Weighted-Average Ceiling Prices</u>	<u>Percent of Estimated Fuel Consumption Covered</u>
Fiscal 2013 (Q3-Q4)					
	November 2011	1,056	\$ 74	\$ 132	
	February 2012	1,056	\$ 98	\$ 127	
	March 2012	2,112	\$ 100	\$ 130	
		<u>4,224</u>			40%
Fiscal 2014					
	November 2011	2,112	\$ 85	\$ 114	
	February 2012	2,112	\$ 88	\$ 125	
	June 2012	2,376	\$ 71	\$ 116	
	May 2013	1,728	\$ 85	\$ 108	
		<u>8,328</u>			39%
Fiscal 2015					
	November 2011	2,160	\$ 80	\$ 114	

February 2012	2,160	\$	80	\$	125	
June 2012	1,236	\$	74	\$	110	
April 2013	1,044	\$	80	\$	111	
May 2013	1,884	\$	80	\$	110	
	<u>8,484</u>					39%
Fiscal 2016						
June 2012	3,564	\$	75	\$	108	
February 2013	2,160	\$	80	\$	120	
April 2013	3,000	\$	75	\$	115	
	<u>8,724</u>					40%
Fiscal 2017						
February 2013	3,276	\$	80	\$	115	
April 2013	2,028	\$	75	\$	110	
	<u>5,304</u>					25%

(a) Fuel derivatives mature evenly over each month within the above fiscal periods.

Concentrations of Credit Risk

As part of our ongoing control procedures, we monitor concentrations of credit risk associated with financial and other institutions with which we conduct significant business. Our maximum exposure under foreign currency and fuel derivative contracts and interest rate swap agreements that are in-the-money, which were not significant at May 31, 2013, is the replacement cost, net of any collateral received, in the event of nonperformance by the counterparties to the contracts, all of which are currently our lending banks. We seek to minimize credit risk exposure, including counterparty nonperformance primarily associated with our cash equivalents, investments, committed financing facilities, contingent obligations, derivative instruments, insurance contracts and new ship progress payment guarantees, by normally conducting business with large, well-established financial institutions, insurance companies and export credit agencies, and by diversifying our counterparties. In addition, we have guidelines regarding credit ratings and investment maturities that we follow to help safeguard liquidity and minimize risk. We normally do require collateral and/or guarantees to support notes receivable on significant asset sales, long-term ship charters and new ship progress payments to shipyards. We currently believe the risk of nonperformance by any of our significant counterparties is remote.

We also monitor the creditworthiness of travel agencies and tour operators in Europe and credit card providers to which we extend credit in the normal course of our business. Our credit exposure includes contingent obligations related to cash payments received directly by travel agents and tour operators for cash collected by them on cruise sales in most of Europe where we are obligated to extend credit in a like amount to these guests even if we do not receive payment from the travel agents or tour operators. Concentrations of credit risk associated with these receivables and contingent obligations are not considered to be material, primarily due to the large number of unrelated accounts within our customer base, the amount of these contingent obligations and their short maturities. We have experienced only minimal credit losses on our trade receivables and related contingent obligations. We do not normally require collateral or other security to support normal credit sales.

NOTE 5 – Segment Information

We have three reportable cruise segments that are comprised of our (1) North America cruise brands, (2) EAA cruise brands and (3) Cruise Support. In addition, we have a Tour and Other segment. Our segments are reported on the same basis as the internally reported information that is provided to our chief operating decision maker (“CODM”), who is the Chairman of the Boards of Directors and Chief Executive Officer of Carnival Corporation and Carnival plc. Decisions to allocate resources and assess performance for Carnival Corporation & plc are made by the CODM upon review of the segment results across all of our cruise brands and other segments.

Our North America cruise segment includes Carnival Cruise Lines, Holland America Line, Princess and Seabourn. Our EAA cruise segment includes AIDA, Costa Cruises (“Costa”), Cunard, Ibero, P&O Cruises (Australia) and P&O Cruises (UK). These individual cruise brand operating segments have been aggregated into two reportable segments based on the similarity of their economic and other characteristics, including types of customers, regulatory environment, maintenance requirements, supporting systems and processes and products and services

they provide. Our Cruise Support segment represents certain of our port and related facilities and other corporate-wide services that are provided for the benefit of our cruise brands. Our Tour and Other segment represented the hotel and transportation operations of Holland America Princess Alaska Tours and two of our ships that we chartered to an unaffiliated entity. In April 2013, we sold one of these chartered ships to the unaffiliated entity and recognized a \$15 million gain as a reduction of Tour and Other operating expenses during the three months ended May 31, 2013.

Selected information for our Cruise and Tour and Other segments was as follows (in millions):

	Three Months Ended May 31,					
	Revenues	Operating expenses	Selling and administrative	Depreciation and amortization	Ibero impairment charges	Operating income (loss)
2013						
North America Cruise Brands (a)	\$ 2,113	\$ 1,487	\$ 254	\$ 228	\$ -	\$ 144
EAA Cruise Brands	1,327	962	167	147	-	51
Cruise Support	23	33	26	6	-	(42)
Tour and Other (a)	27	16	2	10	-	(1)
Intersegment elimination (a)	(11)	(11)	-	-	-	-
	<u>\$ 3,479</u>	<u>\$ 2,487</u>	<u>\$ 449</u>	<u>\$ 391</u>	<u>\$ -</u>	<u>\$ 152</u>
2012						
North America Cruise Brands (a)	\$ 2,170	\$ 1,519	\$ 238	\$ 220	\$ -	\$ 193
EAA Cruise Brands	1,338	954	159	140	-	85
Cruise Support	18	(9)	32	6	-	(11)
Tour and Other (a)	19	21	2	10	-	(14)
Intersegment elimination (a)	(7)	(7)	-	-	-	-
	<u>\$ 3,538</u>	<u>\$ 2,478</u>	<u>\$ 431</u>	<u>\$ 376</u>	<u>\$ -</u>	<u>\$ 253</u>
	Six Months Ended May 31,					
	Revenues	Operating expenses	Selling and administrative	Depreciation and amortization	Ibero impairment charges	Operating income (loss)
2013						
North America Cruise Brands (a)	\$ 4,237	\$ 3,018	\$ 514	\$ 456	\$ -	\$ 249
EAA Cruise Brands	2,760	2,014	331	293	-	122
Cruise Support	50	36	59	12	-	(57)
Tour and Other (a)	36	30	4	19	-	(17)
Intersegment elimination (a)	(11)	(11)	-	-	-	-
	<u>\$ 7,072</u>	<u>\$ 5,087</u>	<u>\$ 908</u>	<u>\$ 780</u>	<u>\$ -</u>	<u>\$ 297</u>
2012						
North America Cruise Brands (a)	\$ 4,252	\$ 3,028	\$ 475	\$ 441	\$ -	\$ 308
EAA Cruise Brands	2,804	2,107	314	277	173	(67)
Cruise Support	43	9	59	14	-	(39)
Tour and Other (a)	28	35	4	20	-	(31)
Intersegment elimination (a)	(7)	(7)	-	-	-	-
	<u>\$ 7,120</u>	<u>\$ 5,172</u>	<u>\$ 852</u>	<u>\$ 752</u>	<u>\$ 173</u>	<u>\$ 171</u>

- (a) A portion of the North America cruise brands' segment revenues include revenues for the tour portion of a cruise when a land tour package is sold along with a cruise by Holland America Line and Princess. These intersegment tour revenues, which are included in our Tour and Other segment, are eliminated directly against the North America cruise brands' segment revenues and operating expenses in the line "Intersegment elimination."

NOTE 6 – Earnings (loss) Per Share

Our basic and diluted earnings (loss) per share were computed as follows (in millions, except per share data):

	Three Months Ended May 31,		Six Months Ended May 31,	
	2013	2012	2013	2012
Net income (loss) for basic and diluted earnings (loss) per share	\$ 41	\$ 14	\$ 78	\$ (125)
Weighted-average common and ordinary shares outstanding	775	779	775	778
Dilutive effect of equity plans	2	-	2	-
Diluted weighted-average shares outstanding	777	779	777	778
Basic and diluted earnings (loss) per share	\$ 0.05	\$ 0.02	\$ 0.10	\$ (0.16)
Anti-dilutive equity awards excluded from diluted earnings (loss) per share computations	6	9	5	13

NOTE 7 – Shareholders' Equity

During the six months ended May 31, 2013, we repurchased 2.8 million shares of Carnival Corporation common stock for \$103 million under our general repurchase authorization program ("Repurchase Program"). From June 1, 2013 through June 24, 2013, no shares of Carnival Corporation common stock or Carnival plc ordinary shares were repurchased under the Repurchase Program. At June 24, 2013, the remaining availability under the Repurchase Program was \$975 million.

During the six months ended May 31, 2013, Carnival Investments Limited, a subsidiary of Carnival Corporation, sold 0.9 million of Carnival plc ordinary shares for net proceeds of \$35 million. Substantially all of the net proceeds from these sales were used to purchase 0.9 million shares of Carnival Corporation common stock. Pursuant to a Stock Swap ("Stock Swap") program, Carnival Corporation sold these Carnival plc ordinary shares owned by Carnival Investments Limited only to the extent it was able to repurchase shares of Carnival Corporation common stock in the U.S. on at least an equivalent basis.

SCHEDULE B

Management's Discussion and Analysis of Financial Condition and Results of Operations.

Cautionary Note Concerning Factors That May Affect Future Results

Some of the statements, estimates or projections contained in this joint Quarterly Report on Form 10-Q are "forward-looking statements" that involve risks, uncertainties and assumptions with respect to us, including some statements concerning future results, outlooks, plans, goals and other events which have not yet occurred. These statements are intended to qualify for the safe harbors from liability provided by Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We have tried, whenever possible, to identify these statements by using words like "will," "may," "could," "should," "would," "believe," "depends," "expect," "goal," "anticipate," "forecast," "future," "intend," "plan," "estimate," "target," "indicate" and similar expressions of future intent or the negative of such terms.

Forward-looking statements include those statements that may impact, among other things, the forecasting of our non-GAAP earnings per share ("EPS"); net revenue yields; booking levels; pricing; occupancy; operating, financing and tax costs, including fuel expenses; costs per available lower berth day ("ALBD"); estimates of ship depreciable lives and residual values; liquidity; goodwill and trademark fair values; and outlook. Because forward-looking statements involve risks and uncertainties, there are many factors that could cause our actual results, performance or achievements to differ materially from those expressed or implied in this joint Quarterly Report on Form 10-Q. These factors include, but are not limited to, the following:

- general economic and business conditions;
- increases in fuel prices;
- incidents, the spread of contagious diseases and threats thereof, adverse weather conditions or other natural disasters and other incidents affecting the health, safety, security and satisfaction of guests and crew;
- the international political climate, armed conflicts, terrorist and pirate attacks, vessel seizures, and threats thereof,

- and other world events affecting the safety and security of travel;
- negative publicity concerning the cruise business in general or us in particular, including any adverse environmental impacts of cruising;
- litigation, enforcement actions, fines or penalties;
- economic, market and political factors that are beyond our control, which could increase our operating, financing and other costs;
- changes in and compliance with laws and regulations relating to the protection of persons with disabilities, employment, environment, health, safety, security, tax and other regulations under which we operate;
- our ability to implement our shipbuilding programs and ship repairs, maintenance and refurbishments on terms that are favorable or consistent with our expectations;
- increases to our repairs and maintenance expenses and refurbishment costs as our fleet ages;
- lack of continuing availability of attractive, convenient and safe port destinations;
- continuing financial viability of our travel agent distribution system, air service providers and other key vendors
- in our supply chain and reductions in the availability of, and increases in the pricing for, the services and products provided by these vendors;
- disruptions and other damages to our information technology and other networks and operations, and breaches in data security;
- failure to keep pace with developments in technology;
- competition from and overcapacity in the cruise ship or land-based vacation industry;
- loss of key personnel or our ability to recruit or retain qualified personnel;
- union disputes and other employee relation issues;
- disruptions in the global financial markets or other events that may negatively affect the ability of our counterparties and others to perform their obligations to us;
- the continued strength of our cruise brands and our ability to implement our brand strategies;
- our international operations are subject to additional risks not generally applicable to our U.S. operations;
- geographic regions in which we try to expand our business may be slow to develop and ultimately not develop how we expect;
- our decisions to self-insure against various risks or our inability to obtain insurance for certain risks at reasonable rates;
- fluctuations in foreign currency exchange rates;
- whether our future operating cash flow will be sufficient to fund future obligations and whether we will be able to obtain financing, if necessary, in sufficient amounts and on terms that are favorable or consistent with our expectations;
- risks associated with the dual listed company arrangement; and
- uncertainties of foreign legal systems as Carnival Corporation and Carnival plc are not U.S. corporations.

Forward-looking statements should not be relied upon as a prediction of actual results. Subject to any continuing obligations under applicable law or any relevant stock exchange rules, we expressly disclaim any obligation to disseminate, after the date of this joint Quarterly Report on Form 10-Q, any updates or revisions to any such forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

Outlook

On June 25, 2013, we said that we expected our non-GAAP diluted EPS for the 2013 third quarter and full year would be in the ranges of \$1.25 to \$1.33 and \$1.45 to \$1.65, respectively (see “Key Performance Non-GAAP Financial Indicators”). Our 2013 third quarter and full year guidance were based on fuel prices of \$671 per metric ton. In addition, our 2013 third quarter and full year guidance were based on currency rates of \$1.33 and \$1.32 to the euro, \$0.95 and \$0.99 to the Australian dollar, respectively, and \$1.56 to the sterling. The fuel and currency assumptions used in our guidance change daily and, accordingly, our forecasts change daily based on the changes in these assumptions.

Our 2013 outlook was affected by the decline in cruise ticket pricing at some of our North America and EAA brands. This decline in cruise ticket pricing was driven by the promotional discounting at Carnival Cruise Lines and the challenging economic environment in Europe.

We believe it is more meaningful to evaluate our earnings performance by excluding the impact of unrealized gains and losses on fuel derivatives from non-GAAP diluted EPS. Therefore, we do not include any year-to-date impact or

future estimates of unrealized gains and losses on fuel derivatives in our non-GAAP EPS guidance. However, we do forecast realized gains and losses on fuel derivatives by applying current Brent prices to the derivatives that settle in the forecast period. Based on this approach and current prices, we are not forecasting any realized gains or losses for 2013 under our current fuel derivatives portfolio.

The above forward-looking statements involve risks, uncertainties and assumptions with respect to us. There are many factors that could cause our actual results to differ materially from those expressed above including, but not limited to, general economic and business conditions, increases in fuel prices, incidents, spread of contagious diseases, adverse weather conditions, geo-political events, negative publicity and other factors that could adversely impact our revenues, costs and expenses. You should read the above forward-looking statement together with the discussion of these and other risks under “Cautionary Note Concerning Factors That May Affect Future Results.”

Critical Accounting Estimates

For a discussion of our critical accounting estimates, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” that is included in the 2012 Form 10-K.

Costa’s 2012 Ship Incident and Carnival Cruise Lines’ 2013 voyage disruptions (“2013 voyage disruptions”), including the associated negative publicity, have resulted in lower cruise ticket pricing from prior levels. However, we believe that these events will not have a material long-term impact on either brand and, accordingly, we believe it is more-likely-than-not that the fair values of these brands exceed their carrying values. At May 31, 2013, Costa’s and Carnival Cruise Lines’ goodwill balance was \$511 million and \$579 million, respectively. We will be performing our annual goodwill impairment tests as of July 31, 2013, which will include a quantitative test for Costa and Carnival Cruise Lines. See “Note 4 – Fair Value Measurements, Derivative Instruments and Hedging Activities” in the accompanying consolidated financial statements for additional goodwill discussions.

Given the continued weakness of the Spanish economy and its impact on Ibero’s cruise ticket pricing, it is possible that a portion of the net carrying values of Ibero’s three cruise ships and trademarks could become impaired. However, we believe that the Spanish economy will recover over the long-term and alternative guest source markets and ship deployments are available for Ibero’s cruise ships to enable us to recover their carrying values. At May 31, 2013, the net carrying values of Ibero’s three cruise ships and its trademarks were \$226 million and \$13 million, respectively.

The determination of our cruise brand, cruise ship and trademark fair values include numerous assumptions that are subject to various risks and uncertainties. We believe that we have made reasonable estimates and judgments in determining whether our goodwill, cruise ships and trademarks have been impaired. However, if there is a material change in assumptions used or if there is a material change in the conditions or circumstances influencing fair values, then we may need to recognize a material impairment charge.

Seasonality

Our revenues from the sale of passenger tickets are seasonal. Historically, demand for cruises has been greatest during our third quarter, which includes the Northern Hemisphere summer months. This higher demand during the third quarter results in higher ticket prices and occupancy levels and, accordingly, the largest share of our operating income is earned during this period. The seasonality of our results also increases due to ships being taken out-of-service for maintenance, which we schedule during non-peak demand periods. In addition, substantially all of Holland America Princess Alaska Tours’ revenue and net income is generated from May through September in conjunction with the Alaska cruise season.

Statistical Information

	Three Months Ended May 31,		Six Months Ended May 31,	
	2013	2012	2013	2012
ALBDs (in thousands) (a) (b)	17,993	17,784	35,972	35,092
Passengers carried (in thousands)	2,364	2,334	4,669	4,596
Occupancy percentage (c)	103.3%	102.6%	103.7%	103.9%
Fuel consumption in metric tons (in thousands)	814	852	1,640	1,689
Fuel consumption in metric tons per ALBD	0.045	0.048	0.046	0.048

Fuel cost per metric ton consumed	\$	683	\$	756	\$	680	\$	732
Currencies								
U.S. dollar to €1	\$	1.30	\$	1.31	\$	1.31	\$	1.31
U.S. dollar to £1	\$	1.52	\$	1.59	\$	1.55	\$	1.58
U.S. dollar to Australian dollar	\$	1.02	\$	1.03	\$	1.03	\$	1.04

- (a) ALBDs is a standard measure of passenger capacity for the period, which we use to perform rate and capacity variance analyses to determine the main non-capacity driven factors that cause our cruise revenues and expenses to vary. ALBDs assume that each cabin we offer for sale accommodates two passengers and is computed by multiplying passenger capacity by revenue-producing ship operating days in the period.
- (b) For the three months ended May 31, 2013 compared to the three months ended May 31, 2012, we had a 1.2% capacity increase in ALBDs caused by a 4.6% capacity increase in our EAA brands, partially offset by a 1.0% capacity decrease in our North America brands. Our EAA brands' capacity increase was caused by the addition of two AIDA 2,194-passenger capacity ships and one Costa 2,984-passenger capacity ship, partially offset by the sale of one P&O Cruises (Australia) 1,462-passenger capacity ship. Our North America brands' capacity decrease was caused by more ship dry-dock days in 2013 compared to 2012, partially offset by the addition of one Carnival Cruise Lines 3,690-passenger capacity ship.
- For the six months ended May 31, 2013 compared to the six months ended May 31, 2012, we had a 2.5% capacity increase in ALBDs caused by a 4.8% increase in our EAA brands and a 1.1% increase in our North America brands. Our EAA brands' capacity increase was principally due to the reasons discussed above for the three months ended May 31, 2013 and 2012 comparison, partially offset by the removal of two Costa ships. Our North America brands' capacity increase was caused by the addition of one Carnival Cruise Lines 3,690-passenger capacity ship.
- (c) In accordance with cruise business practice, occupancy is calculated using a denominator of two passengers per cabin even though some cabins can accommodate three or more passengers. Percentages in excess of 100% indicate that on average more than two passengers occupied some cabins.

Three Months Ended May 31, 2013 (“2013”) Compared to the Three Months Ended May 31, 2012 (“2012”)

Revenues

Consolidated

Cruise passenger ticket revenues made up 75% of our 2013 total revenues. Cruise passenger ticket revenues decreased by \$62 million, or 2.3%, to \$2.6 billion in 2013 from \$2.7 billion in 2012. This decrease was caused by:

- \$81 million - decrease in cruise ticket pricing;
- \$20 million - stronger U.S. dollar against the euro and sterling (referred to as “currency impact”) and
- \$10 million - decrease in air transportation revenues from guests who purchased their tickets from us.

These decreases were partially offset by:

- \$31 million - 1.2% capacity increase in ALBDs and
- \$19 million - slight increase in occupancy.

The remaining 25% of 2013 total revenues were substantially all comprised of onboard and other cruise revenues, which decreased slightly by \$5 million to \$839 million in 2013 from \$844 million in 2012. Onboard and other revenues included concession revenues of \$257 million in 2013 and \$253 million in 2012.

North America Brands

Cruise passenger ticket revenues made up 74% of our 2013 total revenues. Cruise passenger ticket revenues decreased by \$38 million, or 2.4%, to \$1.5 billion in 2013 from \$1.6 billion in 2012. This decrease was substantially due to a 1.3 percentage point decrease in occupancy, which accounted for \$19 million, and our 1.0% capacity decrease in ALBDs, which accounted for \$16 million.

The remaining 26% of 2013 total revenues were comprised of onboard and other cruise revenues, which decreased by \$23 million, or 4.0%, to \$553 million in 2013 from \$576 million in 2012. The majority of the decrease was due to a 1.3 percentage point decrease in occupancy, which accounted for \$7 million, and our 1.0% capacity decrease in

ALBDs, which accounted for \$6 million. Onboard and other revenues included concession revenues of \$167 million in 2013 and \$169 million in 2012.

EAA Brands

Cruise passenger ticket revenues made up 80% of our 2013 total revenues. Cruise passenger ticket revenues decreased by \$24 million, or 2.2%, and remained at \$1.1 billion in both 2013 and 2012. This decrease was caused by:

- \$80 million - decrease in cruise ticket pricing;
- \$20 million - currency impact and
- \$17 million - decrease in air transportation revenues from guests who purchased their tickets from us.

These decreases were partially offset by:

- \$50 million - 4.6% capacity increase in ALBDs and
- \$48 million - 4.2 percentage point increase in occupancy.

Our cruise ticket pricing decline, which was affected by the challenging economic environment in Europe, was driven by our Northern European brands, partially offset by increases at Costa and P&O Cruises (Australia).

The remaining 20% of 2013 total revenues were comprised of onboard and other cruise revenues, which increased by \$13 million, or 5.2%, to \$261 million in 2013 from \$248 million in 2012. This increase was caused by our 4.6% capacity increase in ALBDs, which accounted for \$11 million, and a 4.2 percentage point increase in occupancy, which also accounted for \$11 million. These increases were partially offset by lower onboard spending by our guests. Onboard and other revenues included concession revenues of \$89 million in 2013 and \$84 million in 2012.

Costs and Expenses

Consolidated

Operating costs and expenses increased slightly by \$9 million and remained at \$2.5 billion in both 2013 and 2012. This increase was caused by:

- \$33 million - additional costs and expenses related to the 2013 *Carnival Triumph* voyage disruptions;
- \$29 million - 1.2% capacity increase in ALBDs;
- \$17 million - nonrecurrence in 2013 of hull and machinery insurance proceeds for the total loss of a ship in excess of its net book value resulting from the 2012 Ship Incident (“Costa’s excess insurance proceeds”);
- \$17 million - nonrecurrence in 2013 of a gain from Cunard’s litigation settlement related to *Queen Mary 2*’s propulsion pods (“Cunard’s litigation settlement”);
- \$13 million - higher dry-dock costs;
- \$12 million - higher insurance premiums and
- \$18 million - various other operating expenses, net.

These increases were partially offset by:

- \$60 million - lower fuel prices;
- \$37 million - lower fuel consumption per ALBD;
- \$18 million - decreases in commissions, transportation and other related expenses caused by lower cruise ticket pricing and a decrease in air transportation costs related to guests who purchased their tickets from us and
- \$15 million - gain in our Tour and Other segment from the sale of Holland America Line’s former *Noordam*, which was on charter to an unaffiliated entity.

Selling and administrative expenses increased \$18 million, or 4.2%, to \$449 million in 2013 from \$431 million in 2012.

Depreciation and amortization expenses increased \$15 million, or 4.0%, to \$391 million in 2013 from \$376 million in 2012.

Our total costs and expenses as a percentage of revenues increased to 95.6% in 2013 from 92.8% in 2012.

North America Brands

Operating costs and expenses decreased \$36 million, or 2.4%, and remained at \$1.5 billion in both 2013 and 2012. This decrease was caused by:

- \$39 million - intersegment transaction related to intersegment insurance reimbursements, which was fully offset in our Cruise Support segment;
- \$32 million - lower fuel prices;
- \$15 million - 1.0% capacity decrease in ALBDs and
- \$14 million - lower fuel consumption per ALBD.

These decreases were partially offset by:

- \$33 million - additional costs and expenses related to the 2013 *Carnival Triumph* voyage disruptions;
- \$9 million - increase in air transportation costs related to guests who purchased their tickets from us and
- \$23 million - various other operating expenses, net.

Our total costs and expenses as a percentage of revenues increased to 93.1% in 2013 from 91.1% in 2012.

EAA Brands

Operating costs and expenses increased slightly by \$8 million and remained at \$1.0 billion in both 2013 and 2012. This increase was caused by:

- \$44 million - 4.6% capacity increase in ALBDs;
- \$17 million - nonrecurrence in 2013 of Costa's excess insurance proceeds;
- \$17 million - nonrecurrence in 2013 of a gain from Cunard's litigation settlement;
- \$16 million - 4.2 percentage point increase in occupancy and
- \$13 million - higher dry-dock costs.

These increases were partially offset by:

- \$31 million - decreases in commissions, transportation and other related expenses caused by lower cruise ticket pricing and a decrease in air transportation costs related to guests who purchased their tickets from us;
- \$28 million - lower fuel prices;
- \$22 million - lower fuel consumption per ALBD and
- \$14 million - currency impact.

Our total costs and expenses as a percentage of revenues increased to 96.2% in 2013 from 93.6% in 2012.

Operating Income

Our consolidated operating income decreased \$101 million to \$152 million in 2013 from \$253 million in 2012. Our North America brands' operating income decreased \$49 million to \$144 million in 2013 from \$193 million in 2012, and our EAA brands' operating income decreased \$34 million to \$51 million in 2013 from \$85 million in 2012. These changes were primarily due to the reasons discussed above.

Nonoperating Expense

Net unrealized losses on fuel derivatives were \$31 million in 2013 compared to \$145 million in 2012. There were no realized gains or losses recognized in 2013 and 2012.

Key Performance Non-GAAP Financial Indicators

We use net cruise revenues per ALBD (“net revenue yields”), net cruise costs per ALBD and net cruise costs excluding fuel per ALBD as significant non-GAAP financial measures of our cruise segment financial performance. These measures enable us to separate the impact of predictable capacity changes from the more unpredictable rate changes that affect our business. We believe these non-GAAP measures provide useful information to investors and expanded insight to measure our revenue and cost performance as a supplement to our U.S. generally accepted accounting principles (“U.S. GAAP”) consolidated financial statements.

Net revenue yields are commonly used in the cruise business to measure a company’s cruise segment revenue performance and for revenue management purposes. We use “net cruise revenues” rather than “gross cruise revenues” to calculate net revenue yields. We believe that net cruise revenues is a more meaningful measure in determining revenue yield than gross cruise revenues because it reflects the cruise revenues earned net of our most significant variable costs, which are travel agent commissions, cost of air and other transportation, certain other costs that are directly associated with onboard and other revenues and credit card fees. Substantially all of our remaining cruise costs are largely fixed, except for the impact of changing prices and food expenses, once our ship capacity levels have been determined.

Net passenger ticket revenues reflect gross cruise revenues, net of (1) onboard and other revenues, (2) commissions, transportation and other costs and (3) onboard and other cruise costs. Net onboard and other revenues reflect gross cruise revenues, net of (1) passenger ticket revenues, (2) commissions, transportation and other costs and (3) onboard and other cruise costs. Net passenger ticket revenue yields and net onboard and other revenue yields are computed by dividing net passenger ticket revenues and net onboard and other revenues by ALBDs.

Net cruise costs per ALBD and net cruise costs excluding fuel per ALBD are the most significant measures we use to monitor our ability to control our cruise segment costs rather than gross cruise costs per ALBD. We exclude the same variable costs that are included in the calculation of net cruise revenues to calculate net cruise costs with and without fuel to avoid duplicating these variable costs in our non-GAAP financial measures.

In addition, because our EAA cruise brands utilize the euro, sterling and Australian dollar to measure their results and financial condition, the translation of those operations to our U.S. dollar reporting currency results in decreases in reported U.S. dollar revenues and expenses if the U.S. dollar strengthens against these foreign currencies and increases in reported U.S. dollar revenues and expenses if the U.S. dollar weakens against these foreign currencies. Accordingly, we also monitor and report these non-GAAP financial measures assuming the 2013 periods currency exchange rates have remained constant with the 2012 periods rates, or on a “constant dollar basis,” in order to remove the impact of changes in exchange rates on our non-U.S. dollar cruise operations. We believe that this is a useful measure since it facilitates a comparative view of the changes in our business in a fluctuating currency exchange rate environment.

We believe that the impairment charges recognized in the six months ended May 31, 2012 related to Ibero’s goodwill and trademarks are special charges and, therefore, are not an indication of our future earnings performance. As such, we believe it is more meaningful for the impairment charges to be excluded from our net loss and loss per share and, accordingly, we present 2012 non-GAAP net income and non-GAAP EPS excluding these impairment charges.

Under U.S. GAAP, the realized and unrealized gains and losses on fuel derivatives not qualifying as fuel hedges are recognized currently in earnings. We believe that unrealized gains and losses on fuel derivatives are not an indication of our earnings performance since they relate to future periods and may not ultimately be realized in our future earnings. Therefore, we believe it is more meaningful for the unrealized gains and losses on fuel derivatives to be excluded from our net income and EPS and, accordingly, we present non-GAAP net income and non-GAAP EPS excluding these unrealized gains and losses. For the six months ended May 31, 2012, non-GAAP diluted weighted-average shares outstanding were 779 million, which includes the dilutive effect of equity plans.

We have not included in our earnings guidance the impact of unrealized gains and losses on fuel derivatives because these unrealized amounts involve a significant amount of uncertainty, and we do not believe they are an indication of our future earnings performance. Accordingly, our earnings guidance is presented on a non-GAAP basis only. As a result, we did not present a reconciliation between forecasted non-GAAP diluted EPS guidance and forecasted U.S. GAAP diluted EPS guidance, since we do not believe that the reconciliation information would be meaningful.

Our consolidated financial statements are prepared in accordance with U.S. GAAP. The presentation of our non-GAAP financial information is not intended to be considered in isolation or as substitute for, or superior to, the financial information prepared in accordance with U.S. GAAP. There are no specific rules for determining our non-GAAP current and constant dollar financial measures and, accordingly, they are susceptible to varying calculations, and it is possible that they may not be exactly comparable to the like-kind information presented by other companies, which is a potential risk associated with using these measures to compare us to other companies.

Consolidated gross and net revenue yields were computed by dividing the gross and net cruise revenues, without rounding, by ALBDs as follows (dollars in millions, except yields):

	Three Months Ended May 31,		
	2013	2013 Constant Dollar	2012
Passenger ticket revenues	\$ 2,613	\$ 2,633	\$ 2,675
Onboard and other revenues	839	843	844
Gross cruise revenues	3,452	3,476	3,519
Less cruise costs			
Commissions, transportation and other	(506)	(510)	(519)
Onboard and other	(115)	(116)	(128)
	(621)	(626)	(647)
Net passenger ticket revenues	2,107	2,123	2,156
Net onboard and other revenues	724	727	716
Net cruise revenues	\$ 2,831	\$ 2,850	\$ 2,872
ALBDs	17,993,002	17,993,002	17,783,938
Gross revenue yields	\$ 191.84	\$ 193.17	\$ 197.89
% decrease vs. 2012	(3.1)%	(2.4)%	
Net revenue yields	\$ 157.33	\$ 158.41	\$ 161.50
% decrease vs. 2012	(2.6)%	(1.9)%	
Net passenger ticket revenue yields	\$ 117.09	\$ 117.98	\$ 121.29
% decrease vs. 2012	(3.5)%	(2.7)%	
Net onboard and other revenue yields	\$ 40.24	\$ 40.43	\$ 40.21
% increase vs. 2012	0.1 %	0.5%	

Consolidated gross and net cruise costs and net cruise costs excluding fuel per ALBD were computed by dividing the gross and net cruise costs and net cruise costs excluding fuel, without rounding, by ALBDs as follows (dollars in millions, except costs per ALBD):

	Three Months Ended May 31,		
	2013	2013 Constant Dollar	2012
Cruise operating expenses	\$ 2,471	\$ 2,485	\$ 2,457
Cruise selling and administrative expenses	447	450	429
Gross cruise costs	2,918	2,935	2,886
Less cruise costs included in net cruise revenues			
Commissions, transportation and other	(506)	(510)	(519)
Onboard and other	(115)	(116)	(128)
Net cruise costs	2,297	2,309	2,239
Less fuel	(555)	(555)	(645)
Net cruise costs excluding fuel	\$ 1,742	\$ 1,754	\$ 1,594
ALBDs	17,993,002	17,993,002	17,783,938
Gross cruise costs per ALBD	\$ 162.19	\$ 163.11	\$ 162.28
% (decrease) increase vs. 2012	(0.1)%	0.5%	
Net cruise costs per ALBD	\$ 127.68	\$ 128.35	\$ 125.88
% increase vs. 2012	1.4%	2.0%	
Net cruise costs excluding fuel per ALBD	\$ 96.81	\$ 97.48	\$ 89.63
% increase vs. 2012	8.0%	8.8%	

Non-GAAP fully diluted earnings per share was computed as follows (in millions, except per share data):

	Three Months Ended May 31,	
	2013	2012
Net income – diluted		
U.S. GAAP net income	\$ 41	\$ 14
Unrealized losses on fuel derivatives, net	31	145
Non-GAAP net income	\$ 72	\$ 159
Weighted-average shares outstanding – diluted	777	779
Earnings per share – diluted		
U.S. GAAP earnings per share	\$ 0.05	\$ 0.02
Unrealized losses on fuel derivatives, net	0.04	0.18
Non-GAAP earnings per share	\$ 0.09	\$ 0.20

Net cruise revenues decreased \$41 million, or 1.4%, to \$2.8 billion in 2013 from \$2.9 billion in 2012. This was caused by our 1.9% decrease in constant dollar net revenue yields, which accounted for \$55 million, and the currency impact, which accounted for \$19 million, partially offset by a 1.2% capacity increase in ALBDs, which accounted for \$34 million. The 1.9% decrease in net revenue yields on a constant dollar basis was comprised of a 2.7% decrease in net passenger ticket revenue yields, partially offset by a slight increase in net onboard and other revenue yields. The 2.7% decrease in net passenger ticket revenue yields was driven by our EAA brands' 3.8% net yield decrease, which was affected by the challenging economic environment in Europe. Our EAA brands' decline in net passenger ticket revenue yields was driven by our Northern European brands, partially offset by increases at Costa and P&O Cruises (Australia). Our North America brands' net passenger ticket revenue yields decreased 1.8%, which was primarily driven by the promotional discounting at Carnival Cruise Lines. Gross cruise revenues were \$3.5 billion in 2013 and 2012 for largely the same reasons as discussed above.

Net cruise costs excluding fuel increased \$148 million, or 9.3%, to \$1.7 billion in 2013 from \$1.6 billion in 2012. The increase was caused by an 8.8% increase in constant dollar net cruise costs excluding fuel per ALBD, which accounted for \$141 million, and our 1.2% capacity increase in ALBDs, which accounted for \$19 million. The 8.8% increase in constant dollar net cruise costs excluding fuel per ALBD was primarily driven by:

- \$33 million - additional costs and expenses related to the 2013 *Carnival Triumph* voyage disruptions;
- \$17 million - nonrecurrence in 2013 of Costa's excess insurance proceeds;
- \$17 million - nonrecurrence in 2013 of a gain from Cunard's litigation settlement;
- \$13 million - higher dry-dock costs and
- \$12 million - higher insurance premiums.

Fuel costs decreased \$90 million, or 14.0%, to \$555 million in 2013 from \$645 million in 2012. This was caused by lower fuel prices, which accounted for \$60 million, and lower fuel consumption per ALBD, which accounted for \$37 million.

Gross cruise costs increased \$32 million, or 1.1%, and remained at \$2.9 billion in both 2013 and 2012 for principally the same reasons as discussed above.

Six Months Ended May 31, 2013 ("2013") Compared to the Six Months Ended May 31, 2012 ("2012")

Revenues

Consolidated

Cruise passenger ticket revenues made up 76% of our 2013 total revenues. Cruise passenger ticket revenues decreased by \$86 million, or 1.6%, and remained at \$5.4 billion in both 2013 and 2012. This decrease was caused by a decrease in cruise ticket pricing, which accounted for \$158 million, and a decrease in air transportation revenues from guests who purchased their tickets from us, which accounted for \$46 million. These decreases were partially offset by our 2.5% capacity increase in ALBDs, which accounted for \$136 million.

The remaining 24% of 2013 total revenues were substantially all comprised of onboard and other cruise revenues, which increased by \$30 million, or 1.8%, and remained at \$1.7 billion in both 2013 and 2012. This increase was caused by our 2.5% capacity increase in ALBDs, which accounted for \$41 million. Onboard and other revenues included concession revenues of \$506 million in 2013 and \$491 million in 2012.

North America Brands

Cruise passenger ticket revenues made up 74% of our 2013 total revenues. Cruise passenger ticket revenues decreased slightly by \$22 million and remained at \$3.1 billion in both 2013 and 2012. This decrease was caused by a decrease in cruise ticket pricing and a slight decrease in occupancy, which each accounted for \$26 million. These decreases were partially offset by our 1.1% capacity increase in ALBDs, which accounted for \$33 million.

The remaining 26% of 2013 total revenues were comprised of onboard and other cruise revenues, which increased slightly by \$3 million and remained at \$1.1 billion in both 2013 and 2012. This increase was caused by our 1.1% capacity increase in ALBDs, which accounted for \$12 million. Onboard and other revenues included concession revenues of \$331 million in 2013 and \$325 million in 2012.

EAA Brands

Cruise passenger ticket revenues made up 81% of our 2013 total revenues. Cruise passenger ticket revenues decreased by \$64 million, or 2.8%, to \$2.2 billion in 2013 from \$2.3 billion in 2012. This decrease was caused by:

- \$137 million - decrease in cruise ticket pricing and
- \$50 million - decrease in air transportation revenues from guests who purchased their tickets from us.

These decreases were partially offset by:

- \$112 million - 4.8% capacity increase in ALBDs and
- \$22 million - slight increase in occupancy.

Our cruise ticket pricing decline was affected by the challenging economic environment in Europe.

The remaining 19% of 2013 total revenues were comprised of onboard and other cruise revenues, which increased by \$20 million, or 4.1%, to \$516 million in 2013 from \$496 million in 2012. This increase was caused by our 4.8%

capacity increase in ALBDs, which accounted for \$24 million. Onboard and other revenues included concession revenues of \$175 million in 2013 and \$166 million in 2012.

Costs and Expenses

Consolidated

Operating costs and expenses decreased \$85 million, or 1.6%, to \$5.1 billion in 2013 from \$5.2 billion in 2012. This decrease was caused by:

- \$86 million - lower fuel prices;
- \$84 million - decreases in commissions, transportation and other related expenses caused by lower cruise ticket pricing and a decrease in air transportation costs related to guests who purchased their tickets from us;
- \$67 million - lower fuel consumption per ALBD;
- \$34 million - nonrecurrence in 2013 of the 2012 *Costa Allegra* impairment charge and
- \$29 million - nonrecurrence in 2013 of the 2012 Ship Incident related expenses.

These decreases were partially offset by:

- \$129 million - 2.5% capacity increase in ALBDs;
- \$46 million - additional costs and expenses related to the 2013 *Carnival Triumph* voyage disruptions;
- \$17 million - nonrecurrence in 2013 of Costa's excess insurance proceeds and
- \$17 million - nonrecurrence in 2013 of a gain from Cunard's litigation settlement.

Selling and administrative expenses increased \$56 million, or 6.6%, to \$908 million in 2013 from \$852 million in 2012.

Depreciation and amortization expenses increased \$28 million, or 3.7%, to \$780 million in 2013 from \$752 million in 2012.

In 2012, we recorded the Ibero goodwill and trademark impairment charges of \$173 million.

Our total costs and expenses as a percentage of revenues decreased to 95.8% in 2013 from 97.6% in 2012.

North America Brands

Operating costs and expenses decreased slightly by \$14 million and remained at \$3.0 billion in both 2013 and 2012. This decrease was caused by:

- \$41 million - lower fuel prices;
- \$39 million - intersegment transaction related to intersegment insurance reimbursements, which was fully offset in our Cruise Support segment and
- \$30 million - lower fuel consumption per ALBD.

These decreases were partially offset by:

- \$46 million - additional costs and expenses related to the 2013 *Carnival Triumph* voyage disruptions;
- \$32 million - 1.1% capacity increase in ALBDs and
- \$18 million - various other operating expenses, net.

Our total costs and expenses as a percentage of revenues increased to 94.1% in 2013 from 92.7% in 2012.

EAA Brands

Operating costs and expenses decreased \$93 million, or 4.4%, to \$2.0 billion in 2013 from \$2.1 billion in 2012. This decrease was caused by:

- \$92 million - decreases in commissions, transportation and other related expenses caused by lower cruise ticket pricing and a decrease in air transportation costs related to guests who purchased their tickets from us;

- \$45 million - lower fuel prices;
- \$36 million - lower fuel consumption per ALBD;
- \$34 million - nonrecurrence in 2013 of the 2012 *Costa Allegra* impairment charge and
- \$29 million - nonrecurrence in 2013 of the 2012 Ship Incident related expenses.

These decreases were partially offset by:

- \$102 million - 4.8% capacity increase in ALBDs;
- \$17 million - nonrecurrence in 2013 of Costa's excess insurance proceeds and
- \$17 million - nonrecurrence in 2013 of a gain from Cunard's litigation settlement.

In 2012, we recorded the Ibero goodwill and trademark impairment charges of \$173 million.

Our total costs and expenses as a percentage of revenues decreased to 95.6% in 2013 from 102.4% in 2012. Our total costs and expenses as a percentage of revenues, excluding the nonrecurring 2012 Ibero goodwill and trademark impairment charges, decreased to 95.6% in 2013 from 96.2% in 2012.

Operating Income

Our consolidated operating income increased \$126 million to \$297 million in 2013 from \$171 million in 2012. Our North America brands' operating income decreased \$59 million to \$249 million in 2013 from \$308 million in 2012, and our EAA brands' operating income increased \$189 million to \$122 million in 2013 from an operating loss of \$67 million in 2012. These changes were primarily due to the reasons discussed above.

Nonoperating Expense

Net unrealized losses on fuel derivatives were \$59 million in 2013 compared to \$124 million in 2012. There were no realized gains or losses recognized in 2013 and 2012.

Key Performance Non-GAAP Financial Indicators

Consolidated gross and net revenue yields were computed by dividing the gross and net cruise revenues, without rounding, by ALBDs as follows (dollars in millions, except yields):

	Six Months Ended May 31,		
	2013	2013 Constant Dollar	2012
Passenger ticket revenues	\$ 5,353	\$ 5,358	\$ 5,439
Onboard and other revenues	1,683	1,684	1,653
Gross cruise revenues	7,036	7,042	7,092
Less cruise costs			
Commissions, transportation and other	(1,123)	(1,123)	(1,180)
Onboard and other	(242)	(242)	(254)
	<u>(1,365)</u>	<u>(1,365)</u>	<u>(1,434)</u>
Net passenger ticket revenues	4,230	4,235	4,259
Net onboard and other revenues	1,441	1,442	1,399
Net cruise revenues	\$ 5,671	\$ 5,677	\$ 5,658
ALBDs	35,972,237	35,972,237	35,092,473
Gross revenue yields	\$ 195.59	\$ 195.78	\$ 202.09
% decrease vs. 2012	(3.2)%	(3.1)%	
Net revenue yields	\$ 157.64	\$ 157.83	\$ 161.22
% decrease vs. 2012	(2.2)%	(2.1)%	
Net passenger ticket revenue yields	\$ 117.58	\$ 117.74	\$ 121.38
% decrease vs. 2012	(3.1)%	(3.0)%	
Net onboard and other revenue yields	\$ 40.06	\$ 40.09	\$ 39.84
% increase vs. 2012	0.5%	0.6%	

Consolidated gross and net cruise costs and net cruise costs excluding fuel per ALBD were computed by dividing the gross and net cruise costs and net cruise costs excluding fuel, without rounding, by ALBDs as follows (dollars in millions, except costs per ALBD):

	Six Months Ended May 31,		
	2013	2013 Constant Dollar	2012
Cruise operating expenses	\$ 5,057	\$ 5,060	\$ 5,137
Cruise selling and administrative expenses	904	905	848
Gross cruise costs	5,961	5,965	5,985
Less cruise costs included in net cruise revenues			
Commissions, transportation and other	(1,123)	(1,123)	(1,180)
Onboard and other	(242)	(242)	(254)
Net cruise costs	4,596	4,600	4,551
Less fuel	(1,115)	(1,115)	(1,237)
Net cruise costs excluding fuel	\$ 3,481	\$ 3,485	\$ 3,314
ALBDs	35,972,237	35,972,237	35,092,473
Gross cruise costs per ALBD	\$ 165.71	\$ 165.83	\$ 170.54
% decrease vs. 2012	(2.8)%	(2.8)%	
Net cruise costs per ALBD	\$ 127.76	\$ 127.88	\$ 129.67
% decrease vs. 2012	(1.5)%	(1.4)%	
Net cruise costs excluding fuel per ALBD	\$ 96.77	\$ 96.89	\$ 94.44
% increase vs. 2012	2.5%	2.6%	

Non-GAAP fully diluted earnings per share was computed as follows (in millions, except per share data):

	Six Months Ended May 31,	
	2013	2012
Net income (loss) – diluted		
U.S. GAAP net income (loss)	\$ 78	\$ (125)
Ibero goodwill and trademark impairment charges	-	173
Unrealized losses on fuel derivatives, net	59	124
Non-GAAP net income	\$ 137	\$ 172
Weighted-average shares outstanding – diluted	777	778
Earnings (loss) per share – diluted		
U.S. GAAP earnings (loss) per share	\$ 0.10	\$ (0.16)
Ibero goodwill and trademark impairment charges	-	0.22
Unrealized losses on fuel derivatives, net	0.08	0.16
Non-GAAP earnings per share	\$ 0.18	\$ 0.22

Net cruise revenues increased slightly by \$13 million and remained at \$5.7 billion in both 2013 and 2012. This was caused by our 2.5% capacity increase in ALBDs, which accounted for \$142 million, partially offset by a 2.1% decrease in constant dollar net revenue yields, which accounted for \$122 million. The 2.1% decrease in net revenue yields on a constant dollar basis was comprised of a 3.0% decrease in net passenger ticket revenue yields, partially offset by a slight increase in net onboard and other revenue yields. The 3.0% decrease in net passenger ticket revenue yields was driven by our EAA brands' 4.8% yield decrease, which was affected by the challenging economic environment in Europe. Our North America brands' net passenger ticket revenue yields decreased 1.6%, which was affected by the promotional discounting at Carnival Cruise Lines as well as the indirect consequences of the 2012 Ship Incident. Gross cruise revenues decreased slightly to \$7.0 billion in 2013 from \$7.1 billion in 2012 for largely the same reasons as discussed above.

Net cruise costs excluding fuel increased \$167 million, or 5.0%, to \$3.5 billion in 2013 from \$3.3 billion in 2012. The increase was caused by a 2.6% increase in constant dollar net cruise costs excluding fuel per ALBD,

which accounted for \$88 million, and our 2.5% capacity increase in ALBDs, which accounted for \$83 million. The 2.6% increase in constant dollar net cruise costs excluding fuel per ALBD was caused by:

- \$46 million - additional costs and expenses related to the 2013 *Carnival Triumph* voyage disruptions;
- \$17 million - nonrecurrence in 2013 of Costa's excess insurance proceeds;
- \$17 million - nonrecurrence in 2013 of a gain from Cunard's litigation settlement and
- \$ 71 million - various other operating expenses, net.

These increases were partially offset by:

- \$34 million - nonrecurrence in 2013 of the 2012 *Costa Allegra* impairment charge and
- \$29 million - nonrecurrence in 2013 of the 2012 Ship Incident related expenses.

Fuel costs decreased \$122 million, or 9.9%, to \$1.1 billion in 2013 from \$1.2 billion in 2012. This was caused by lower fuel prices, which accounted for \$86 million and lower fuel consumption per ALBD, which accounted for \$67 million, partially offset by our 2.5% capacity increase in ALBDs, which accounted for \$31 million.

Gross cruise costs decreased slightly by \$24 million and remained at \$6.0 billion in both 2013 and 2012 for principally the same reasons as discussed above.

Liquidity, Financial Condition and Capital Resources

Our primary financial goals are to profitably grow our cruise business, while maintaining a strong balance sheet. Our ability to generate significant operating cash flows allows us to internally fund all of our capital investment program and still have a substantial amount of free cash flow, which we intend to return to shareholders. Other objectives of our capital structure policy are to maintain an acceptable level of liquidity with our available cash and cash equivalents and committed financings for immediate and future liquidity needs, and a reasonable debt maturity profile that is spread out over a number of years.

Based on our historical results, projections and financial condition, we believe that our future operating cash flows and liquidity will be sufficient to fund all of our expected capital projects including shipbuilding commitments, ship improvements, debt service requirements, working capital needs and other firm commitments over the next several years. However, as we intend to continue to return all of our free cash flow to shareholders, we expect to issue debt in the future to supplement our committed ship financings in order to repay certain of our debt as it matures. We believe that our ability to generate significant operating cash flows and our strong balance sheet as evidenced by our investment grade credit ratings provide us with the ability in most financial credit market environments to obtain such debt financing. However, our future operating cash flows and our ability to issue debt can be adversely impacted by numerous factors outside our control including, but not limited to, those noted under "Cautionary Note Concerning Factors That May Affect Future Results." In June 2013, Moody's downgraded our senior unsecured credit ratings to Baa1. This downgrade will not have a significant impact on our operating results. However, if our long-term senior unsecured credit ratings were to be further downgraded, our access to, and cost of, debt financing may be negatively impacted.

At May 31, 2013, we had a working capital deficit of \$5.7 billion. This deficit included \$3.6 billion of customer deposits, which represent the passenger revenues we collect in advance of sailing dates and, accordingly, are substantially more like deferred revenue balances rather than actual current cash liabilities. Our May 31, 2013 working capital deficit also included \$2.0 billion of current debt obligations, which are substantially related to our export credit facilities, bank loans and other debt. We continue to generate substantial cash from operations and have a strong balance sheet. This strong balance sheet provides us with the ability to refinance our current debt obligations before, or as they become due in most financial credit market environments. We also have our revolving credit facility available to provide long-term rollover financing should the need arise, or if we choose to do so. After excluding customer deposits and current debt obligations from our May 31, 2013 working capital deficit balance, our non-GAAP adjusted working capital deficit was only \$91 million. Our business model, along with our unsecured revolving credit facilities, allows us to operate with a working capital deficit and still meet our operating, investing and financing needs. We believe we will continue to have working capital deficits for the foreseeable future.

At November 30, 2012, the U.S. dollar was \$1.60 to sterling, \$1.30 to the euro and \$1.05 to the Australian dollar. Had these November 30, 2012 currency exchange rates been used to translate our May 31, 2013 non-U.S. dollar functional currency operations' assets and liabilities instead of the May 31, 2013 U.S. dollar exchange rates of \$1.51 to sterling, \$1.29 to the euro and \$0.96 to the Australian dollar, our total assets and liabilities would have been higher by \$315 million and \$130 million, respectively.

Sources and Uses of Cash

Our business provided \$1.6 billion of net cash from operations during the six months ended May 31, 2013, an increase of \$98 million, or 6.7%, compared to \$1.5 billion for the same period in 2012. This increase was caused by less cash being used for our working capital needs, partially offset by less cash being provided from our operating results.

During the six months ended May 31, 2013, our expenditures for capital projects were \$1.4 billion, of which \$991 million was spent on our ongoing new shipbuilding program, including \$836 million for the final delivery payments for *AIDAstella* and *Royal Princess*. In addition to our new shipbuilding program, we had capital expenditures of \$396 million for ship improvements and replacements and \$60 million for information technology and other assets. Furthermore, during the six months ended May 31, 2013, we sold three of our Seabourn ships and received \$70 million in cash proceeds, which represented substantially all of the sales price.

During the six months ended May 31, 2013, we repaid a net \$41 million of short-term borrowings in connection with our availability of, and needs for, cash at various times throughout the period. In addition, during the six months ended May 31, 2013, we issued \$1.0 billion of unsecured publicly-traded notes, of which \$500 million was used to repay a like amount of unsecured floating rate export credit facilities, and also borrowed \$837 million of new long-term debt under two unsecured floating rate export credit facilities. Furthermore, during the six months ended May 31, 2013 we repaid \$330 million of long-term debt. Finally, during the six months ended May 31, 2013 we paid cash dividends of \$777 million and purchased \$103 million of shares of Carnival Corporation common stock in open market transactions, net of \$35 million of treasury stock sales under our Stock Swap program.

Future Commitments and Funding Sources

Our contractual cash obligations as of May 31, 2013 have changed compared to November 30, 2012 primarily as a result of our debt borrowings and repayments and ship progress payments as noted above under "Sources and Uses of Cash."

Due to the 2013 voyage disruptions, we previously announced a corporate-wide operational review of all our ships, which will include lessons learned from the recent incidents to significantly enhance the level of onboard operating redundancies and our fire prevention, detection and suppression systems that can be applied across our fleet. Based on the results of the ongoing review, the latest versions of these technologies and enhancements will be implemented on our fleet where they are not already present. The overall program of enhancements across the fleet is expected to cost between \$600 and \$700 million over the next several years.

The year-over-year percentage increase in our capacity for the third and fourth quarters of 2013 are expected to be 3.6% and 3.3%, respectively. The year-over-year percentage increase in our annual capacity for 2013, 2014, 2015 and 2016 is currently expected to be 3.0%, 2.0%, 4.7% and 3.8%, respectively. These percentage increases result primarily from contracted new ships entering service and include *Seabourn Pride*, *Seabourn Spirit* and *Seabourn Legend* leaving the fleet in April 2014, April 2015 and May 2015, respectively, and exclude any unannounced future ship orders, acquisitions, retirements, charters or sales.

At May 31, 2013, we had liquidity of \$6.3 billion. Our liquidity consisted of \$434 million of cash and cash equivalents, which excludes \$277 million of cash used for current operations, \$2.5 billion available for borrowing under our revolving credit facilities and \$3.4 billion under committed ship financings. Of this \$3.4 billion of committed ship financings, \$1.0 billion, \$1.0 billion and \$1.4 billion are scheduled to be funded in 2014, 2015 and 2016, respectively. Substantially all of our revolving credit facilities are scheduled to mature in 2016. These commitments are from numerous large and well-established banks and export credit agencies, which we believe will honor their contractual agreements with us.

Substantially all of our debt agreements contain financial covenants as described in "Note 5 – Debt" in the annual consolidated financial statements, which is included within our 2012 Form 10-K. At May 31, 2013, we believe we

were in compliance with our debt covenants. In addition, based on, among other things, our forecasted operating results, financial condition and cash flows, we expect to be in compliance with our debt covenants for the foreseeable future. Generally, if an event of default under any debt agreement occurs, then pursuant to cross default acceleration clauses, substantially all of our outstanding debt and derivative contract payables could become due, and all debt and derivative contracts could be terminated.

Off-Balance Sheet Arrangements

We are not a party to any off-balance sheet arrangements, including guarantee contracts, retained or contingent interests, certain derivative instruments and variable interest entities that either have, or are reasonably likely to have, a current or future material effect on our consolidated financial statements.

Quantitative and Qualitative Disclosures About Market Risk.

At May 31, 2013, 61% and 39% (58% and 42% at November 30, 2012) of our debt was U.S. dollar and euro-denominated, respectively, including the effect of foreign currency swaps.

During the six months ended May 31, 2013, we entered into zero cost collar fuel derivatives for 15.1 million barrels of Brent to cover a portion of our estimated fuel consumption for 2014 through 2017. See “Note 4 - Fair Value Measurements, Derivative Instruments and Hedging Activities” in the accompanying consolidated financial statements for additional discussion of these fuel derivatives. At May 31, 2013, the estimated fair value of our outstanding fuel derivative contracts was a liability of \$51 million.

During the six months ended May 31, 2013, we entered into interest rate swaps designated as fair value hedges whereby we receive fixed interest rate payments in exchange for making floating interest rate payments. At May 31, 2013, these fair value hedges effectively changed \$500 million of fixed rate debt to U.S. dollar LIBOR-based floating rate debt.

For a further discussion of our hedging strategies and market risks, see “Note 4 – Fair Value Measurements, Derivative Instruments and Hedging Activities” in the accompanying consolidated financial statements, and Management’s Discussion and Analysis of Financial Condition and Results of Operations within our 2012 Form 10-K.

SCHEDULE C

Unregistered Sales of Equity Securities and Use of Proceeds.

A. Repurchase Authorizations

In September 2007, the Boards of Directors authorized, subject to certain restrictions, the repurchase of up to an aggregate of \$1 billion of Carnival Corporation common stock and/or Carnival plc ordinary shares under the Repurchase Program. In January 2013, the Boards of Directors increased the remaining \$165 million under the Repurchase Program back to \$1 billion. The Repurchase Program does not have an expiration date and may be discontinued by our Boards of Directors at any time.

During the three months ended May 31, 2013, purchases of Carnival Corporation common stock pursuant to the Repurchase Program were as follows:

<u>Period</u>	<u>Total Number of shares of Carnival Corporation Common Stock Purchased (a)</u>	<u>Average Price Paid per Share of Carnival Corporation Common Stock</u>	<u>Maximum Dollar Value of Shares That May Yet Be Purchased Under the Repurchase Program (b)</u> (in millions)
March 1, 2013 through March 31, 2013	475,000	\$ 34.69	\$ 983
April 1, 2013 through April 30, 2013	234,899	\$ 33.87	\$ 975
May 1, 2013 through May 31, 2013	-	-	\$ 975
Total	<u>709,899</u>	\$ 34.42	

- (a) No shares of Carnival Corporation common stock were purchased outside of publicly announced plans or programs.
- (b) During the three months ended May 31, 2013, there were no repurchases of Carnival plc ordinary shares under the Repurchase Program.

From June 1, 2013 through June 24, 2013, no shares of Carnival Corporation common stock or Carnival plc ordinary shares were repurchased under the Repurchase Program. In addition to the Repurchase Program, the Boards of Directors have authorized the repurchase of up to 19.2 million Carnival plc ordinary shares and up to 32.8 million shares of Carnival Corporation common stock under the Stock Swap programs described below. At June 24, 2013, the remaining availability, under the Stock Swap programs was 18.1 million Carnival plc ordinary shares and 31.1 million shares of Carnival Corporation common stock.

Carnival plc ordinary share repurchases under both the Repurchase Program and the Stock Swap programs require annual shareholder approval. The existing shareholder approval is limited to repurchasing a maximum of 21.5 million ordinary shares and is valid until the earlier of the conclusion of the Carnival plc 2014 annual general meeting, or October 16, 2014. Depending on market conditions and other factors, we may purchase shares of Carnival Corporation common stock and Carnival plc ordinary shares under the Repurchase Program and the Stock Swap programs concurrently.

B. Stock Swap Programs

We use the Stock Swap programs in situations where we can obtain an economic benefit because either Carnival Corporation common stock or Carnival plc ordinary shares are trading at a price that is at a premium or discount to the price of Carnival plc ordinary shares or Carnival Corporation common stock, as the case may be. This economic benefit is used for general corporate purposes, which could include repurchasing additional stock under the Repurchase Program.

In the event Carnival Corporation common stock trades at a premium to Carnival plc ordinary shares, we may elect to issue and sell shares of Carnival Corporation common stock through a sales agent, from time to time at prevailing market prices in ordinary brokers' transactions, and use the sale proceeds to repurchase Carnival plc ordinary shares in the UK market on at least an equivalent basis. Based on an authorization provided by the Board of Directors in October 2008, Carnival Corporation was authorized to issue and sell up to 19.2 million shares of its common stock in the U.S. market and has 18.1 million shares remaining at June 24, 2013. Any sales of Carnival Corporation shares have been or will be registered under the Securities Act.

In the event Carnival Corporation common stock trades at a discount to Carnival plc ordinary shares, we may elect to sell existing Carnival plc ordinary shares, with such sales made by Carnival Corporation or Carnival Investments Limited through a sales agent, from time to time at prevailing market prices in ordinary brokers' transactions, and use the sale proceeds to repurchase shares of Carnival Corporation common stock in the U.S. market on at least an equivalent basis. Based on an authorization provided by the Board of Directors in January 2013, Carnival Corporation or Carnival Investments Limited was authorized to sell up to 32.8 million Carnival plc ordinary shares in the UK market and has 31.1 million shares remaining at June 24, 2013. Any sales of Carnival plc ordinary shares have been or will be registered under the Securities Act.

During the three months ended February 28, 2013, Carnival Investments Limited sold 865 thousand of Carnival plc ordinary shares through its sales agent, Goldman Sachs International ("Goldman"), for gross proceeds of \$35 million and paid commission fees to Goldman of \$246 thousand and other governmental and regulatory transaction fees resulting in total net proceeds of \$35 million. Substantially all of the net proceeds from these sales were used to purchase 865 thousand shares of Carnival Corporation common stock. During the three months ended February 28, 2013, no Carnival Corporation common stock was sold and no Carnival plc ordinary shares were repurchased under the Stock Swap program.

During the three months ended May 31, 2013, no Carnival Corporation common stock or Carnival plc ordinary shares were sold or repurchased under the Stock Swap programs.

SCHEDULE D

CARNIVAL PLC
INTERIM CONDENSED GROUP STATEMENTS OF OPERATIONS
(UNAUDITED)

(in millions, except per share data)

	Six Months Ended May 31,	
	2013	2012
Revenues		
Cruise		
Passenger tickets	\$ 2,501	\$ 2,494
Onboard and other	616	565
Tour and other	34	32
	<u>3,151</u>	<u>3,091</u>
Operating Costs and Expenses		
Cruise		
Commissions, transportation and other	600	653
Onboard and other	117	113
Fuel	454	499
Payroll and related	355	344
Food	187	176
Other ship operating	640	554
Tour and other	45	43
	<u>2,398</u>	<u>2,382</u>
Selling and administrative	360	335
Depreciation and amortisation	317	301
Ibero goodwill and trademark impairment charges	-	173
	<u>3,075</u>	<u>3,191</u>
Operating Income (Loss)	<u>76</u>	<u>(100)</u>
Nonoperating (Expense) Income		
Interest income	2	4
Interest expense, net of capitalised interest	(60)	(81)
Other expense, net	(10)	(12)
	<u>(68)</u>	<u>(89)</u>
Income (Loss) Before Income Taxes	8	(189)
Income Tax Benefit, Net	<u>2</u>	<u>4</u>
Net Income (Loss)	<u>\$ 10</u>	<u>\$ (185)</u>
Earnings (Loss) Per Share		
Basic	<u>\$ 0.05</u>	<u>\$ (0.86)</u>
Diluted	<u>\$ 0.05</u>	<u>\$ (0.86)</u>
Weighted-Average Shares Outstanding		
Basic	<u>215</u>	<u>215</u>
Diluted	<u>216</u>	<u>215</u>

The accompanying notes are an integral part of these interim financial statements. These interim financial statements only present the Carnival plc consolidated IFRS Interim Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the U.S. GAAP consolidated financial statements of Carnival Corporation & plc ("dual listed company ("DLC") Financial Statements"), which are included within the attached Schedule A (see Note 1). For information, set out below is the U.S. GAAP and Non-GAAP consolidated earnings per share included within the DLC Financial Statements and MD&A sections, within the attached Schedule B, of this Interim Financial Report, respectively, for the six months ended May 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
DLC U.S. GAAP basic earnings (loss) per share	\$ 0.10	\$ (0.16)
DLC U.S. GAAP diluted earnings (loss) per share	\$ 0.10	\$ (0.16)
DLC Non-GAAP diluted earnings per share	\$ 0.18	\$ 0.22

CARNIVAL PLC
INTERIM CONDENSED GROUP STATEMENTS OF COMPREHENSIVE LOSS
(UNAUDITED)
(in millions)

	<u>Six Months Ended May 31,</u>	
	<u>2013</u>	<u>2012</u>
Net Income (Loss)	\$ 10	\$ (185)
Items Included in Other Comprehensive Loss		
Changes in foreign currency translation adjustment	(243)	(363)
Net (losses) gains on hedges of net investments in foreign operations	(2)	35
Net gains on cash flow derivative hedges	13	-
Actuarial gains on post-employment benefit obligations	5	2
Other Comprehensive Loss	<u>(227)</u>	<u>(326)</u>
Total Comprehensive Loss	<u>\$ (217)</u>	<u>\$ (511)</u>

The accompanying notes are an integral part of these interim financial statements. These interim financial statements only present the Carnival plc consolidated IFRS Interim Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements, which are included within the attached Schedule A (see Note 1).

CARNIVAL PLC
INTERIM CONDENSED GROUP BALANCE SHEETS
(UNAUDITED)
(in millions)

	May 31, 2013	November 30, 2012
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 538	\$ 295
Trade and other receivables, net	167	177
Insurance recoverables	644	472
Inventories, net	151	159
Prepaid expenses and other	73	83
Total current assets	<u>1,573</u>	<u>1,186</u>
Property and Equipment, Net	13,813	13,898
Intangibles	696	706
Other Assets	218	213
	<u>\$ 16,300</u>	<u>\$ 16,003</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Short-term borrowings	\$ 14	\$ 56
Current portion of long-term debt	1,334	1,145
Amount owed to the Carnival Corporation group	1,938	1,855
Accounts payable	277	300
Dividends payable	54	162
Claims reserve	650	474
Accrued liabilities and other	279	279
Customer deposits	1,219	1,226
Total current liabilities	<u>5,765</u>	<u>5,497</u>
Long-Term Debt	2,106	1,770
Other Long-Term Liabilities	228	217
Shareholders' Equity		
Share capital	357	357
Share premium	134	134
Retained earnings	7,114	7,200
Other reserves	596	828
Total shareholders' equity	<u>8,201</u>	<u>8,519</u>
	<u>\$ 16,300</u>	<u>\$ 16,003</u>

The accompanying notes are an integral part of these interim financial statements. These interim financial statements only present the Carnival plc consolidated IFRS Interim Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements, which are included within the attached Schedule A (see Note 1).

CARNIVAL PLC
INTERIM CONDENSED GROUP STATEMENTS OF CASH FLOWS
(UNAUDITED)
(in millions)

	Six Months Ended May 31,	
	2013	2012
OPERATING ACTIVITIES		
Income (loss) before income taxes	\$ 8	\$ (189)
Adjustments to reconcile income (loss) before income taxes to net cash provided by operating activities		
Depreciation and amortisation	317	301
Ibero goodwill and trademark impairment charges	-	173
Share-based compensation	5	4
Other, net	4	9
	<u>334</u>	<u>298</u>
Changes in operating assets and liabilities		
Receivables	12	(11)
Inventories	4	(1)
Insurance recoverables, prepaid expenses and other	186	(30)
Accounts payable	(31)	2
Claims reserves, accrued and other liabilities	(96)	57
Customer deposits	25	(48)
Cash provided by operations before interest and taxes	434	267
Interest received	2	3
Interest paid	(30)	(54)
Income taxes paid, net	(3)	(9)
Net cash provided by operating activities	<u>403</u>	<u>207</u>
INVESTING ACTIVITIES		
Additions to property and equipment	(487)	(1,181)
Insurance proceeds for the ship	-	508
Other, net	-	46
Net cash used in investing activities	<u>(487)</u>	<u>(627)</u>
FINANCING ACTIVITIES		
Changes in loans with the Carnival Corporation group	405	907
Repayments of short-term borrowings, net	(41)	(170)
Principal repayments of long-term debt	(101)	(80)
Proceeds from issuance of long-term debt	311	383
Dividends paid	(216)	(107)
Other, net	(3)	(11)
Net cash provided by financing activities	<u>355</u>	<u>922</u>
Effect of exchange rate changes on cash and cash equivalents	(28)	(34)
Net increase in cash and cash equivalents	243	468
Cash and cash equivalents at beginning of period	295	328
Cash and cash equivalents at end of period	<u>\$ 538</u>	<u>\$ 796</u>

The accompanying notes are an integral part of these interim financial statements. These interim financial statements only present the Carnival plc consolidated IFRS Interim Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements, which are included within the attached Schedule A (see Note 1).

CARNIVAL PLC
INTERIM CONDENSED GROUP STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(UNAUDITED)
(in millions)

	Share capital	Share premium	Retained earnings	Other reserves			Total	Total shareholder's equity
				Translation reserve	Cash flow hedges	Merger reserve		
2013								
Balances at								
November 30, 2012	\$ 357	\$ 134	\$ 7,200	\$ (678)	\$ 3	\$ 1,503	\$ 828	\$ 8,519
Comprehensive income								
Net income	-	-	10	-	-	-	-	10
Changes in foreign currency translation adjustment	-	-	-	(243)	-	-	(243)	(243)
Net losses on hedges of net investments in foreign operations	-	-	-	(2)	-	-	(2)	(2)
Net gains on cash flow derivative hedges	-	-	-	-	13	-	13	13
Actuarial gains on post-employment benefit obligations	-	-	5	-	-	-	-	5
Total comprehensive income (loss)	-	-	15	(245)	13	-	(232)	(217)
Cash dividends declared	-	-	(108)	-	-	-	-	(108)
Other	-	-	7	-	-	-	-	7
Balances at								
May 31, 2013	<u>\$ 357</u>	<u>\$ 134</u>	<u>\$ 7,114</u>	<u>\$ (923)</u>	<u>\$ 16</u>	<u>\$ 1,503</u>	<u>\$ 596</u>	<u>\$ 8,201</u>
2012								
Balances at								
November 30, 2011	\$ 357	\$ 132	\$ 7,257	\$ (685)	\$ 3	\$ 1,503	\$ 821	\$ 8,567
Comprehensive loss								
Net loss	-	-	(185)	-	-	-	-	(185)
Changes in foreign currency translation adjustment	-	-	-	(363)	-	-	(363)	(363)
Net gains on hedges of net investments in foreign operations	-	-	-	35	-	-	35	35
Actuarial gains on post-employment benefit obligations	-	-	2	-	-	-	-	2
Total comprehensive loss	-	-	(183)	(328)	-	-	(328)	(511)
Cash dividends declared	-	-	(107)	-	-	-	-	(107)
Other	-	2	4	-	-	-	-	6
Balances at								
May 31, 2012	<u>\$ 357</u>	<u>\$ 134</u>	<u>\$ 6,971</u>	<u>\$ (1,013)</u>	<u>\$ 3</u>	<u>\$ 1,503</u>	<u>\$ 493</u>	<u>\$ 7,955</u>

The accompanying notes are an integral part of these interim financial statements. These interim financial statements only present the Carnival plc consolidated IFRS Interim Financial Statements and, accordingly, do not include the consolidated IFRS results of Carnival Corporation.

Within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is considered to be by reference to the DLC Financial Statements, which are included within the attached Schedule A (see Note 1).

CARNIVAL PLC

NOTES TO INTERIM FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 - Basis of Preparation

The interim condensed consolidated financial statements have been prepared on the basis of the accounting policies and methods of computation, including estimates and assumptions, adopted and disclosed in Carnival plc and its subsidiaries and associates (referred to collectively in these interim financial statements as the "Group," "our," "us" and "we") consolidated statutory financial statements for the year ended November 30, 2012. Carnival plc was incorporated in England and Wales in 2000 and its headquarters is located at 5 Gainsford Street, London SE1 2NE, UK (registration number 4039524). These interim condensed consolidated financial statements were approved by the Board of Directors on July 1, 2013.

These interim financial statements have been prepared in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority ("FCA") and with International Accounting Standard 34 "Interim Financial Reporting" as adopted by the European Union ("IAS 34"). The interim condensed consolidated financial statements should be read in conjunction with the annual financial statements for the year ended November 30, 2012, which were prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"). Our interim financial statements are presented in U.S. dollars unless otherwise noted, as this is our presentation currency.

Carnival Corporation and Carnival plc operate a dual listed company ("DLC"), known as Carnival Corporation & plc, whereby the businesses of Carnival Corporation and Carnival plc are combined through a number of contracts and through provisions in Carnival Corporation's Articles of Incorporation and By-Laws and Carnival plc's Articles of Association. The two companies operate the largest cruise company in the world as if they are a single economic enterprise, but each has retained its separate legal identity. Each company's shares are publicly traded; on the New York Stock Exchange ("NYSE") for Carnival Corporation and the London Stock Exchange for Carnival plc. In addition, Carnival plc American Depository Shares are traded on the NYSE. The contracts governing the DLC arrangement provide that Carnival Corporation and Carnival plc each continue to have separate boards of directors, but the boards of directors and senior executive management of both companies are identical. Further details relating to the DLC arrangement are included in Note 3 of the DLC Financial Statements.

Our IFRS interim financial statements are required to satisfy reporting requirements of the UKLA and do not include Carnival Corporation and its subsidiaries. Accordingly, the Directors consider that, within the DLC arrangement, the most appropriate presentation of Carnival plc's results and financial position is by reference to the U.S. generally accepted accounting principles ("U.S. GAAP") DLC Financial Statements, on the basis that all significant financial and operating decisions affecting the DLC companies are made on the basis of U.S. GAAP information and consequences. Accordingly, Schedule A to this announcement, which consists of the DLC Financial Statements for the three and six months ended May 31, 2013, form part of these financial statements and are incorporated into the Carnival plc IFRS interim financial statements as additional disclosures. In addition, the related management commentary, which has been included in Schedule B to this announcement, contains a review of the business and sets out the principal activities, risks and uncertainties, operations, performance, liquidity, financial condition and capital resources, debt covenants, key performance indicators, impact of seasonality on its business and likely future developments of Carnival Corporation & plc.

The interim condensed financial statements have been prepared on a going concern basis. The Directors of the Group have a reasonable expectation that, on the basis of current financial projections and borrowing facilities

available, we are well positioned to meet its commitments and obligations for the next 12 months from the date of this report and will remain in operational existence for the foreseeable future.

The preparation of our interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of policies and reported and disclosed amounts in the interim financial statements. The estimates and underlying assumptions are based on historical experience and various other factors that we believe to be reasonable under the circumstances, and form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates used in preparing the interim financial statements.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

NOTE 2 - Status of Financial Statements

Our interim condensed consolidated IFRS financial statements for the six months ended May 31, 2013 have not been audited or reviewed by the auditors.

Our interim condensed consolidated IFRS financial statements do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006. Statutory accounts for the year ended November 30, 2012 were approved by the Board of Directors on February 21, 2013 and delivered to the Registrar of Companies. The report of the auditors on those accounts was (i) unqualified, (ii) did not contain an emphasis of matter paragraph, and (iii) did not contain any statement under section 498 of the Companies Act 2006.

NOTE 3 - Property and Equipment

During the six months ended May 31, 2013, we took delivery of the 2,194-passenger capacity *AIDAstella*, and made stage payments for other ships under construction.

Given the continued weakness of the Spanish economy and its impact on Ibero Cruises' ("Ibero") cruise ticket pricing, it is possible that a portion of the net carrying values of Ibero's three cruise ships could become impaired (See Note 4). However, we believe that the Spanish economy will recover over the long-term and alternative guest source markets and ship deployments are available for Ibero's cruise ships to enable us to recover their carrying values. At May 31, 2013, the net carrying values of Ibero's three cruise ships was \$226 million.

At May 31, 2013, our property and equipment decreased \$250 million as a result of the change in currency exchange rates of the U.S. dollar to the euro, sterling and Australian dollar at May 31, 2013 compared to November 30, 2012.

NOTE 4 - Intangibles

During the six months ended May 31, 2012, we recognised a goodwill impairment loss of \$153 million, which represented Ibero's entire goodwill balance, and a \$20 million Ibero trademark impairment loss. Our remaining trademark balance relates entirely to Ibero and is immaterial.

Costa Cruises' ("Costa") January 2012 *Costa Concordia* incident ("2012 Ship Incident"), including the associated negative publicity has resulted in lower cruise ticket pricing from prior levels. However, we believe that this event will not have a material long-term impact on Costa and, accordingly, we believe it is more-likely-than-not that the recoverable amount of this brand exceeds its carrying value. At May 31, 2013, Costa's goodwill balance was \$368 million. As of July 31, 2013, we will be performing our annual goodwill impairment reviews to assess the recoverable amount of our brands' goodwill.

The determination of our cruise brands' goodwill recoverable amounts and cruise ship fair values include numerous assumptions that are subject to various risks and uncertainties. We believe that we have made reasonable estimates and judgments in determining whether our goodwill and cruise ships have been impaired. However, if there is a material change in the assumptions used or if there is a material change in the conditions or circumstances influencing the determination of goodwill recoverable amounts or ship fair values, then we may need to recognise a material impairment charge.

NOTE 5 - Debt

In March 2013, we borrowed \$311 million under an unsecured euro-denominated export credit facility, the proceeds of which were used to pay for a portion of *AIDAstella's* purchase price. This floating rate facility is due in semi-annual installments through March 2025.

NOTE 6 - Ship Commitments

Ship capital commitments include shipyard contract payments, design and engineering fees, construction oversight costs, various owner supplied items and capitalised interest. At May 31, 2013, our future cruise ship commitments for four ships, aggregated based on each ship's delivery date, are expected to be \$0.7 billion in 2014, \$1.3 billion in 2015 and \$0.6 billion in 2016.

NOTE 7 - Contingencies Litigation

As a result of the 2012 Ship Incident, litigation claims, enforcement actions, regulatory actions and investigations, including, but not limited to, those arising from personal injury, loss of life, loss of or damage to personal property, business interruption losses or environmental damage to any affected coastal waters and the surrounding areas, have been and may be asserted or brought against various parties, including us. The existing assertions are in their initial stages and there are significant jurisdictional uncertainties. The ultimate outcome of these matters cannot be determined at this time. However, we do not expect these matters to have a significant impact on our results of operations because we have insurance coverage for these types of third-party claims. At May 31, 2013, the Group's short-term insurance recoverables of \$644 million and claims reserve substantially all relate to the 2012 Ship Incident.

Additionally, in the normal course of our business, various claims and lawsuits have been filed or are pending against us. Most of these claims and lawsuits are covered by insurance and, accordingly, the maximum amount of our liability, net of any insurance recoverables, is typically limited to our self-insurance retention levels. Management believes the ultimate outcome of these claims and lawsuits will not have a material adverse impact on our Group financial statements.

NOTE 8 - Dividends

The Board of Directors declared quarterly dividends for each of the first and second quarters at \$0.25 per share in 2013 and 2012. During the six months ended May 31, 2013 and 2012, aggregate dividends declared amounted to \$108 million and \$107 million, respectively.

NOTE 9 - Segment Information

IFRS 8 "Operating Segments" requires that an entity's operating segments are reported on the same basis as the internally reported information that is provided to the chief operating decision maker ("CODM"), who for us is the Chairman of the Boards of Directors and Chief Executive Officer of Carnival Corporation and Carnival plc.

As previously discussed, within the DLC arrangement the most appropriate presentation of Carnival plc's results and financial position is by reference to the DLC Financial Statements. Accordingly, decisions to allocate resources and assess performance for Carnival plc are made by the CODM upon review of the U.S. GAAP segment results across all of Carnival Corporation & plc's cruise brands and other segments. Carnival Corporation & plc has three reportable cruise segments that are comprised of its (1) North America cruise brands, (2) Europe, Australia & Asia ("EAA") cruise brands and (3) Cruise Support. In addition, Carnival Corporation & plc has a Tour and Other segment.

The Carnival Corporation & plc North America cruise segment includes Carnival Cruise Lines, Holland America Line, Princess Cruises ("Princess") and Seabourn. The Carnival Corporation & plc EAA cruise segment includes AIDA Cruises, Costa, Cunard, Ibero, P&O Cruises (Australia) and P&O Cruises (UK). These individual cruise brand operating segments have been aggregated into two reportable segments based on the similarity of their economic and other characteristics, including types of customers, regulatory environment, maintenance requirements, supporting systems and processes and products and services they provide. The Carnival Corporation & plc Cruise Support segment represents certain of its port and related facilities and other corporate-

wide services that are provided for the benefit of its cruise brands. The Carnival Corporation & plc Tour and Other segment represented the hotel and transportation operations of Holland America Princess Alaska Tours and two of its ships that it charters to an unaffiliated entity. In April 2013, a subsidiary of Carnival Corporation sold one of these chartered ships to the unaffiliated entity and recognised a \$15 million gain as a reduction of Tour and Other operating expenses during the six months ended May 31, 2013.

Selected information for the Carnival Corporation & plc Cruise and Tour and Other segments and the reconciliation to the corresponding Carnival plc amounts was as follows (in millions):

	Six Months Ended May 31,					
	Revenues	Operating expenses	Selling and administrative	Depreciation and amortisation	Ibero impairment charges	Operating income (loss)
2013						
North America Cruise Brands (a)	\$ 4,237	\$ 3,018	\$ 514	\$ 456	\$ -	\$ 249
EAA Cruise Brands	2,760	2,014	331	293	-	122
Cruise Support	50	36	59	12	-	(57)
Tour and Other (a)	36	30	4	19	-	(17)
Intersegment elimination (a)	(11)	(11)	-	-	-	-
Carnival Corporation & plc – U.S. GAAP	7,072	5,087	908	780	-	297
Carnival Corporation, U.S. GAAP vs.						
IFRS differences and eliminations (b)	(3,921)	(2,689)	(548)	(463)	-	(221)
Carnival plc – IFRS	<u>\$ 3,151</u>	<u>\$ 2,398</u>	<u>\$ 360</u>	<u>\$ 317</u>	<u>\$ -</u>	<u>\$ 76</u>
2012						
North America Cruise Brands (a)	\$ 4,252	\$ 3,028	\$ 475	\$ 441	\$ -	\$ 308
EAA Cruise Brands	2,804	2,107	314	277	173	(67)
Cruise Support	43	9	59	14	-	(39)
Tour and Other (a)	28	35	4	20	-	(31)
Intersegment elimination (a)	(7)	(7)	-	-	-	-
Carnival Corporation & plc – U.S. GAAP	7,120	5,172	852	752	173	171
Carnival Corporation, U.S. GAAP vs.						
IFRS differences and eliminations (b)	(4,029)	(2,790)	(517)	(451)	-	(271)
Carnival plc – IFRS	<u>\$ 3,091</u>	<u>\$ 2,382</u>	<u>\$ 335</u>	<u>\$ 301</u>	<u>\$ 173</u>	<u>\$ (100)</u>

- (a) A portion of the North America cruise brands' segment revenues include revenues for the tour portion of a cruise when a land tour package is sold along with a cruise by Holland America Line and Princess. These intersegment tour revenues, which are included in the Tour and Other segment, are eliminated directly against the North America cruise brands' segment revenues and operating expenses in the line "Intersegment elimination."
- (b) Carnival Corporation consists primarily of cruise brands that do not form part of the Group; however, these brands are included in Carnival Corporation & plc and thus represent substantially all of the reconciling items. These Carnival Corporation cruise brands are Carnival Cruise Lines, Princess, Holland America Line and Seabourn. The U.S. GAAP vs. IFRS and purchase accounting differences principally relate to differences in the carrying value of ships and related depreciation expenses and are not material to Carnival Corporation's financial statements.

NOTE 10 - Related Parties

There have been no changes in the six months ended May 31, 2013 to the related party transactions described in the Group IFRS financial statements for the year ended November 30, 2012 that have a material effect on the financial position or results of operations of the Group.

The net unsecured balance we owed Carnival Corporation group at May 31, 2013 and November 30, 2012 was \$1.9 billion. Of our total liability to the Carnival Corporation group at May 31, 2013, \$0.3 billion is euro-denominated, repayable on demand and bears interest, and the remaining balance of \$1.6 billion is non-interest bearing and is also repayable on demand.

At May 31, 2013, Carnival Corporation owned 1,115,450, or 0.5%, of Carnival plc's ordinary shares, which are non-voting. At May 31, 2013, Carnival Investments Limited, a wholly-owned subsidiary of Carnival Corporation owned 30,848,634, or 14.3%, of Carnival plc's ordinary shares, which are also non-voting. In the six months ended May 31, 2013, Carnival Corporation and Carnival Investment Limited received dividends on their Carnival plc ordinary shares in the aggregate amount of \$33 million.

During the six months ended May 31, 2013, Carnival plc had multi-year ship charter agreements with Princess and Carnival Cruise Lines for three ships operating year-round in Australia and one seasonally in Australia and Asia. During the six months ended May 31, 2012, Carnival plc had a multi-year ship charter agreement with Princess for two ships operating year-round in Australia and one seasonally Australian-based ship. All ship charter agreements are accounted for as operating leases during the six months ended May 31, 2013 and 2012. Both Princess and Carnival Cruise Lines are subsidiaries of Carnival Corporation. The total charter payments for the six months ended May 31, 2013 and 2012 were \$177 million and \$109 million, respectively, which were included in other ship operating expenses.

During the six months ended May 31, 2013, Carnival Investments Limited sold 0.9 million of Carnival plc ordinary shares for net proceeds of \$35 million. Substantially all of the net proceeds from these sales were used to purchase 0.9 million shares of Carnival Corporation common stock. Pursuant to our Stock Swap program, Carnival Corporation sold these Carnival plc ordinary shares owned by Carnival Investments Limited only to the extent it was able to repurchase shares of Carnival Corporation common stock in the U.S. on at least an equivalent basis.

Key Management Personnel

During the six months ended May 31, 2013, there were no material transactions or balances between the Group and its key management personnel or members of their close family, other than in respect of remuneration, which is not material to the Group.

NOTE 11 - Principal Risks and Uncertainties

The principal risks and uncertainties affecting our business activities are summarised in Schedule B under "Cautionary Note Concerning Factors That May Affect Future Results" and for the remaining six months of fiscal 2013 remain the same as those at November 30, 2012. Item 1A, "Risk Factors", of the Carnival Corporation & plc joint Annual Report on Form 10-K for the year ended November 30, 2012 includes a detailed explanation of the principal risks and uncertainties that could affect us.

NOTE 12 - Seasonality

Our revenues from the sale of passenger tickets are seasonal. Historically, demand for cruises has been greatest during our third fiscal quarter, which includes the Northern Hemisphere summer months. This higher demand during the third quarter results in higher ticket prices and occupancy levels and, accordingly, the largest share of our operating income is earned during this period. The seasonality of our results also increases due to ships being taken out-of-service for maintenance, which we schedule during non-peak demand periods. In addition, substantially all of Holland America Princess Alaska Tours' revenue and net income is generated from May through September in conjunction with the Alaska cruise season.

NOTE 13 - Responsibility Statement

The Directors confirm that to the best of their knowledge the interim condensed consolidated financial statements included as Schedule D to this release has been prepared in accordance with IAS 34 as adopted by the European Union, and that the half-yearly financial report includes a fair review of the information required by DTR 4.2.7R and DTR 4.2.8R of the Disclosure and Transparency Rules of the United Kingdom's FCA.

The Directors of Carnival plc are listed in the Carnival Corporation & plc Annual Report for the year ended November 30, 2012, with the exception of the following changes in the period: Mr. Robert H. Dickinson, Dr. Modesto A. Maidique and Mr. Peter G. Ratcliffe retired on April 17, 2013. No new directors have been appointed during the six months ended May 31, 2013. A list of current directors is maintained and is available for inspection on the Group's website at www.carnivalplc.com.

By order of the Board

Micky Arison
Chairman
July 2, 2013

Howard S. Frank
Vice Chairman
July 2, 2013