

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

FORM 8-K

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

Date of Report (date of earliest event reported) November 12, 2020



Carnival Corporation

(Exact name of registrant as specified in its charter)

Republic of Panama

(State or other jurisdiction of incorporation)

001-9610

(Commission File Number)

59-1562976

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

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

(Address of principal executive offices)
(Zip code)

(305) 599-2600

(Registrant's telephone number, including area code)

None

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

Carnival plc

(Exact name of registrant as specified in its charter)

England and Wales

(State or other jurisdiction of incorporation)

001-15136

(Commission File Number)

98-0357772

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

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

(Address of principal executive offices)
(Zip code)

011 44 23 8065 5000

(Registrant's telephone number, including area code)

None

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

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

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (\$0.01 par value)	CCL	New York Stock Exchange, Inc.
Ordinary Shares each represented by American Depositary Shares (\$1.66 par value), Special Voting Share, GBP 1.00 par value and Trust Shares of beneficial interest in the P&O Princess Special Voting Trust	CUK	New York Stock Exchange, Inc.
1.625% Senior Notes due 2021	CCL21	New York Stock Exchange LLC
1.875% Senior Notes due 2022	CUK22	New York Stock Exchange LLC
1.000% Senior Notes due 2029	CUK29	New York Stock Exchange LLC

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

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

Item 8.01 Other Events.

As previously announced, on November 10, 2020, Carnival Corporation (the “Corporation”) and Carnival plc entered into an equity distribution agreement (the “Equity Distribution Agreement”) with J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC, as original sales agents, in connection with the Corporation’s \$1.5 billion “at-the-market” equity offering program (the “New ATM Offering”). A copy of the Equity Distribution Agreement was filed as Exhibit 1.1 to the Current Report on Form 8-K filed on November 10, 2020.

On November 12, 2020, the Corporation and Carnival plc entered into Amendment No.1 to the Equity Distribution Agreement (the “Joinder Agreement”) by and among Carnival Corporation, Carnival plc and J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC, BNP Paribas Securities Corp., Citigroup Global Markets Inc., BofA Securities, Inc., Barclays Capital Inc., HSBC Securities (USA) Inc., Intesa Sanpaolo IMI Securities Corp., Mizuho Securities USA LLC, Raymond James & Associates, Inc., Santander Investment Securities Inc., SMBC Nikko Securities America, Inc., Deutsche Bank Securities Inc., DZ Financial Markets LLC, PNC Capital Markets LLC and Siebert Williams Shank & Co., LLC (the “Additional Sales Agents”). Pursuant to the Joinder Agreement, the Additional Sales Agents each became a sales agent under the Equity Distribution Agreement and agreed to undertake all the rights and obligations of a sales agent pursuant to the Equity Distribution Agreement.

PJT Partners is serving as independent financial advisor to the Corporation.

The New ATM Offering was registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3 (File Nos. [333-322555](#) and [333-332555-01](#)) (the “Registration Statement”) filed by the Corporation and Carnival plc with the U.S. Securities and Exchange Commission on March 9, 2018. The terms of the New ATM Offering are described in the prospectus dated March 9, 2018, as supplemented by the prospectus supplement dated November 10, 2020 and the supplement to the prospectus supplement dated November 12, 2020.

A copy of the Joinder Agreement is attached hereto as Exhibit 1.1, and the descriptions of the material terms of the Joinder Agreement in this Item 8.01 are qualified in their entirety by reference to such Exhibit, which is incorporated by reference into this Current Report on Form 8-K and the Registration Statement.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any shares of common stock under the Equity Distribution Agreement nor shall there be any sale of such shares of common stock in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Cautionary Note Concerning Factors That May Affect Future Results

Carnival Corporation and Carnival plc and their respective subsidiaries are referred to collectively in this Current Report on Form 8-K, including the Exhibits hereto (collectively, this “document”), as “Carnival Corporation & plc,” “our,” “us” and “we.” Some of the statements, estimates or projections contained in this document are “forward-looking statements” that involve risks, uncertainties and assumptions with respect to us, including some statements concerning the financing transactions described herein, future results, operations, outlooks, plans, goals, reputation, cash flows, liquidity 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. All statements other than statements of historical facts are statements that could be deemed forward-looking. These statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and the beliefs and assumptions of our management. We have tried, whenever possible, to identify these statements by using words like “will,” “may,” “could,” “should,” “would,” “believe,” “depends,” “expect,” “goal,” “anticipate,” “forecast,” “project,” “future,” “intend,” “plan,” “estimate,” “target,” “indicate,” “outlook,” and similar expressions of future intent or the negative of such terms.

Forward-looking statements include those statements that relate to our outlook and financial position including, but not limited to, statements regarding:

- Pricing
- Booking levels
- Occupancy
- Interest, tax and fuel expenses
- Currency exchange rates
- Net cruise costs, excluding fuel per available lower berth day
- Estimates of ship depreciable lives and residual values
- Goodwill, ship and trademark fair values
- Liquidity and credit ratings
- Adjusted earnings per share
- The impact of the COVID-19 coronavirus global pandemic on our financial condition and results of operations

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 by our forward-looking statements. This note contains important cautionary statements of the known factors that we consider could materially affect the accuracy of our forward-looking statements and adversely affect our business, results of operations and financial position. Additionally, many of these risks and uncertainties are currently amplified by and will continue to be amplified by, or in the future may be amplified by, the COVID-19 outbreak. It is not possible to predict or identify all such risks. There may be additional risks that we consider immaterial or which are unknown. These factors include, but are not limited to, the following:

- COVID-19 has had, and is expected to continue to have, a significant impact on our financial condition and operations, which impacts our ability to obtain acceptable financing to fund resulting reductions in cash from operations. The current, and uncertain future, impact of the COVID-19 outbreak, including its effect on the ability or desire of people to travel (including on cruises), is expected to continue to impact our results, operations, outlooks, plans, goals, reputation, litigation, cash flows, liquidity, and stock price;
 - as a result of the COVID-19 outbreak, we may be out of compliance with a maintenance covenant in certain of our debt facilities, for which we have waivers for the period through August 31, 2021 with the next testing date of November 30, 2021;
 - world events impacting the ability or desire of people to travel may lead to a decline in demand for cruises;
 - incidents concerning our ships, guests or the cruise vacation industry as well as adverse weather conditions and other natural disasters may impact the satisfaction of our guests and crew and lead to reputational damage;
 - changes in and non-compliance with laws and regulations under which we operate, such as those relating to health, environment, safety and security, data privacy and protection, anti-corruption, economic sanctions, trade protection and tax may lead to litigation, enforcement actions, fines, penalties and reputational damage;
 - breaches in data security and lapses in data privacy as well as disruptions and other damages to our principal offices, information technology operations and system networks, including the recent ransomware incident, and failure to keep pace with developments in technology may adversely impact our business operations, the satisfaction of our guests and crew and lead to reputational damage;
 - ability to recruit, develop and retain qualified shipboard personnel who live away from home for extended periods of time may adversely impact our business operations, guest services and satisfaction;
 - increases in fuel prices, changes in the types of fuel consumed and availability of fuel supply may adversely impact our scheduled itineraries and costs;
 - fluctuations in foreign currency exchange rates may adversely impact our financial results;
 - overcapacity and competition in the cruise and land-based vacation industry may lead to a decline in our cruise sales, pricing and destination options;
 - geographic regions in which we try to expand our business may be slow to develop or ultimately not develop how we expect; and
 - inability to implement our shipbuilding programs and ship repairs, maintenance and refurbishments may adversely impact our business operations and the satisfaction of our guests.
-

The ordering of the risk factors set forth above is not intended to reflect our indication of priority or likelihood.

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 document, 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>1.1</u>	<u>Amendment No. 1 to the Equity Distribution Agreement, dated as of November 12, 2020, among Carnival Corporation, Carnival plc and the financial institutions named therein.</u>
104	Exhibit 104 Cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101).

SIGNATURES

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

CARNIVAL CORPORATION

By: /s/ David Bernstein
Name: David Bernstein
Title: Chief Financial Officer and Chief Accounting Officer

Date: November 12, 2020

CARNIVAL PLC

By: /s/ David Bernstein
Name: David Bernstein
Title: Chief Financial Officer and Chief Accounting Officer

Date: November 12, 2020

CARNIVAL CORPORATION

Shares of Common Stock
 (\$.01 par value)
 and the paired trust shares of
 beneficial interest in
 P&O Princess Special Voting Trust

Amendment No. 1 to Equity Distribution Agreement

November 12, 2020

J.P. Morgan Securities LLC
 Goldman Sachs & Co. LLC
 BNP Paribas Securities Corp.
 Citigroup Global Markets Inc.
 BofA Securities, Inc.
 Barclays Capital Inc.
 HSBC Securities (USA) Inc.
 Intesa Sanpaolo IMI Securities Corp.

Mizuho Securities USA LLC
 Raymond James & Associates, Inc.
 Santander Investment Securities Inc.
 SMBC Nikko Securities America, Inc.
 Deutsche Bank Securities Inc.
 DZ Financial Markets LLC
 PNC Capital Markets LLC
 Siebert Williams Shank & Co., LLC

Ladies and Gentlemen:

Reference is made to the Equity Distribution Agreement (the "Agreement"), dated as of November 10, 2020, by and among Carnival Corporation, Carnival plc, J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC. In connection with the foregoing, the parties hereto wish to amend the Agreement through this Amendment No. 1 to Equity Distribution Agreement (this "Amendment") to make certain changes to the Agreement with effect on and after the date hereof (the "Effective Date").

SECTION 1. Amendments to the Agreement. The parties hereto agree, from and after the Effective Date, that:

(a) The list of Managers on page 1 of the Agreement and the first paragraph of the Agreement are hereby amended and restated in their entirety to read as follows:

"J.P. Morgan Securities LLC
 Goldman Sachs & Co. LLC
 BNP Paribas Securities Corp.
 Citigroup Global Markets Inc.
 BofA Securities, Inc.
 Barclays Capital Inc.
 HSBC Securities (USA) Inc.
 Intesa Sanpaolo IMI Securities Corp.

Mizuho Securities USA LLC
 Raymond James & Associates, Inc.
 Santander Investment Securities Inc.
 SMBC Nikko Securities America, Inc.
 Deutsche Bank Securities Inc.
 DZ Financial Markets LLC
 PNC Capital Markets LLC
 Siebert Williams Shank & Co., LLC

Ladies and Gentlemen:

Carnival Corporation, a corporation duly organized and existing under the laws of the Republic of Panama (the “Company”), and Carnival plc, a company incorporated and registered under the laws of England and Wales (“Carnival plc”), confirm their agreement with each of J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC, BNP Paribas Securities Corp., Citigroup Global Markets Inc., BofA Securities, Inc., Barclays Capital Inc., HSBC Securities (USA) Inc., Intesa Sanpaolo IMI Securities Corp., Mizuho Securities USA LLC, Raymond James & Associates, Inc., Santander Investment Securities Inc., SMBC Nikko Securities America, Inc., Deutsche Bank Securities Inc., DZ Financial Markets LLC, PNC Capital Markets LLC and Siebert Williams Shank & Co., LLC (each a “Manager” and, collectively, the “Managers”), as follows:”

- (b) The first sentence of Section 3(d) in the Agreement is hereby amended and restated in its entirety to read as follows:

“The compensation to the Managers for sales of the Shares as sales agent shall be equal to 1.0857% of the gross sales price per Share sold pursuant to this Agreement.”

- (c) The definition of “Prospectus” in Section 14 in the Agreement is hereby amended and restated in its entirety to read as follows:

“Prospectus” shall mean the Base Prospectus, as supplemented by the Prospectus Supplement, any additional Prospectus Supplement and the most recently filed Interim Prospectus Supplement (if any).”

- (d) Section 17(a) in the Agreement is hereby amended and restated in its entirety to read as follows:

“*Notices.* All notices and other communications hereunder shall be in writing and shall be deemed to have been duly given if mailed or transmitted and confirmed by any standard form of telecommunication. Notices to the Company shall be given to them at 3655 N.W. 87th Avenue, Miami, Florida 33178-2428 (fax: (305) 406-4758; Attention: General Counsel). Notices to the Managers shall be given to:

J.P. Morgan Securities LLC, 383 Madison Avenue, 6th floor, New York, NY 10179, Fax: (312) 300-7716, Attention: Stephanie Little;

Goldman Sachs & Co. LLC, 200 West Street, New York, New York 10282-2198, Attention: Registration Department;

BNP Paribas Securities Corp., 787 Seventh Avenue, New York, New York 10019, Attention: Damir Tanovic, e-mail: dl.bnpp_atm_execution@us.bnpparibas.com;

Citigroup Global Markets Inc., 388 Greenwich Street, New York, New York 10013, Attention: General Counsel, Facsimile number: 1-646-291-1469;

BofA Securities, Inc., One Bryant Park, New York, NY 10036, Facsimile: (646) 855 3073, Attention: Syndicate Department; with a copy to: Facsimile: (212) 230-8730, Attention: ECM Legal, New York, New York 10036;

Barclays Capital Inc., 745 Seventh Avenue, New York, NY 10019, Attn: Syndicate Registration, Fax: 646-834-8133;

HSBC Securities (USA) Inc., 452 5th Avenue 8th Floor, New York, NY 10018, Attn: Jeffrey Nicklas;

Intesa Sanpaolo IMI Securities Corp., One William Street, New York, NY 10004; Attention: Legal Department, Email: IMISecLegal@intesasanpaolo.com;

Mizuho Securities USA LLC, ATTN: Equity Capital Markets, 1271 Avenue of the Americas, 3rd Floor, New York, NY 10020;

Raymond James & Associates, Attn: Jeff Fordham, 880 Carillon Parkway, St. Petersburg, FL 33716, Jeff.fordham@raymondjames.com;

Santander Investment Securities Inc., 45 East 53rd Street, New York, NY 10022, Att.: US ECM department;

SMBC Nikko Securities America, Inc., 277 Park Avenue, 5th floor, New York, NY 10172, Attn: Equity Capital Markets;

Deutsche Bank Securities Inc., 60 Wall Street, New York, New York 10005, Attention: ECM Syndicate Desk, Email: samir.abukhadra@db.com;

DZ Financial Markets LLC, Attn.: Gerhard Summerer, 100 Park Avenue 13th Floor, New York, NY 10017;

PNC Capital Markets LLC, Transaction Execution, 300 Fifth Ave, 10th Floor, Pittsburgh, PA 15222, Fax: 412-762-2760; and

Siebert Williams Shank, DiAnne Calabrisotto, Chief Compliance Officer, 100 Wall Street, New York, NY 10005.”

- (e) The first paragraph in Annex I to the Agreement is hereby amended and restated in its entirety to read as follows:

“Carnival Corporation, a corporation duly organized and existing under the laws of the Republic of Panama (the “Company”), and Carnival plc, a company incorporated and registered under the laws of England and Wales (“Carnival plc”), propose, subject to the terms and conditions stated herein and in the Equity Distribution Agreement, dated November 10, 2020 (as amended on or prior to the date hereof, the “Equity Distribution Agreement”), among the Company, Carnival plc, J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC, BNP Paribas Securities Corp., Citigroup Global Markets Inc., BofA Securities, Inc., Barclays Capital Inc., HSBC Securities (USA) Inc., Intesa Sanpaolo IMI Securities Corp., Mizuho Securities USA LLC, Raymond James & Associates, Inc., Santander Investment Securities Inc., SMBC Nikko Securities America, Inc., Deutsche Bank Securities Inc., DZ Financial Markets LLC, PNC Capital Markets LLC and Siebert Williams Shank & Co., LLC, to issue and sell to [J.P. Morgan Securities LLC] [Goldman Sachs & Co. LLC] [BNP Paribas Securities Corp.] [Citigroup Global Markets Inc.] [BofA Securities, Inc.] [Barclays Capital Inc.] [HSBC Securities (USA) Inc.] [Intesa Sanpaolo IMI Securities Corp.] [Mizuho Securities USA LLC] [Raymond James & Associates, Inc.] [Santander Investment Securities Inc.] [SMBC Nikko Securities America, Inc.] [Deutsche Bank Securities Inc.] [DZ Financial Markets LLC] [PNC Capital Markets LLC] [Siebert Williams Shank & Co., LLC] the securities specified in the Schedule I hereto (the “Purchased Shares”), and solely for the purpose of covering over-allotments, to grant to [name of designated manager] (the “Designated Manager”) the option to purchase the additional securities specified in the Schedule I hereto (the “Additional Shares”). [Include only if the Designated Manager has an over-allotment option]”

(f) “Purchase Price by [J.P. Morgan Securities LLC][Goldman Sachs & Co. LLC]” in Schedule I to Annex I to the Agreement is hereby amended and restated in its entirety to read as follows:

“Purchase Price by [J.P. Morgan Securities LLC] [Goldman Sachs & Co. LLC] [BNP Paribas Securities Corp.] [Citigroup Global Markets Inc.] [BofA Securities, Inc.] [Barclays Capital Inc.] [HSBC Securities (USA) Inc.] [Intesa Sanpaolo IMI Securities Corp.] [Mizuho Securities USA LLC] [Raymond James & Associates, Inc.] [Santander Investment Securities Inc.] [SMBC Nikko Securities America, Inc.] [Deutsche Bank Securities Inc.] [DZ Financial Markets LLC] [PNC Capital Markets LLC] [Siebert Williams Shank & Co., LLC]:”

SECTION 2. No Other Amendments; References to Agreements. Except as set forth in this Amendment, all other terms and provisions of the Agreement shall continue in full force and effect. All references to the Agreement in the Agreement or in any other document executed or delivered in connection therewith shall, from the date hereof, be deemed a reference to the Agreement as amended by this Amendment. Notwithstanding anything to the contrary contained herein, this Amendment shall not have any effect on offerings or sales of the Securities prior to the Effective Date or on the terms of the Agreement and the rights and obligations of the parties thereunder, insofar as they relate to such offerings or sales, including, without limitation, the representations, warranties and agreements (including the indemnification and contribution provisions) contained in the Agreement.

SECTION 3. Applicable Law. This Amendment and any claim, controversy or dispute arising under or related to this Amendment shall be governed by and construed in accordance with the laws of the State of New York.

SECTION 4. Effect of Headings. The headings herein are included for convenience of reference only and are not intended to be part of, or to affect the meaning or interpretation of, this Amendment. If the foregoing is in accordance with your understanding, please indicate your acceptance of this Amendment by signing in the space provided below.

SECTION 5. Counterparts. This Amendment may be signed in counterparts (which may include counterparts delivered by any standard form of telecommunication), each of which shall be an original and all of which together shall constitute one and the same instrument. The words “execution,” “signed,” “signature,” “delivery,” and words of like import in or relating to this Amendment or any document to be signed in connection with this Amendment shall be deemed to include electronic signatures, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be, and the parties hereto consent to conduct the transactions contemplated hereunder by electronic means.

[Signature Pages Follow]

If the foregoing is in accordance with your understanding, please indicate your acceptance of this Amendment by signing in the space provided below.

Very truly yours,

CARNIVAL CORPORATION

By: /s/ David Bernstein

Name: David Bernstein

Title: Chief Financial Officer & Chief Accounting Officer

CARNIVAL PLC

By: /s/ David Bernstein

Name: David Bernstein

Title: Chief Financial Officer & Chief Accounting Officer

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

Accepted: As of the date first written above

J.P. MORGAN SECURITIES LLC

By: /s/ Stephanie Little

Authorized Signatory

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

GOLDMAN SACHS & CO. LLC

By: /s/ Adam T. Greene

Authorized Signatory

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

BNP PARIBAS SECURITIES CORP.

By: /s/ Frederick J. Fiddle

Managing Director

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

CITIGROUP GLOBAL MARKETS INC.

By: /s/ Kase Lawal

Authorized Signatory

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

BOFA SECURITIES, INC.

By: /s/ Evan Ladouceur

Managing Director

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

BARCLAYS CAPITAL INC.

By: /s/ Nicholas Cunningham

Authorized Signatory

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

HSBC SECURITIES (USA) INC.

By: /s/ Jeffrey Nicklas

Authorized Signatory

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

INTESA SANPAOLO IMI SECURITIES CORP.

By: /s/ Steven B. Fitzpatrick

Managing Director, Head of Primary Markets - Americas

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

MIZUHO SECURITIES USA LLC

By: /s/ Mariano Gaut

Authorized Signatory

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

RAYMOND JAMES & ASSOCIATES, INC.

By: /s/ Jeffrey Fordham

Head of Corporate & Executive Services, Managing Director

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

SANTANDER INVESTMENT SECURITIES INC.

By: /s/ Sonia Olinto
Executive Director

/s/ Julia Cunha
Vice President

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

SMBC NIKKO SECURITIES AMERICA, INC.

By: /s/ Michelle Petropoulos

Authorized Signatory

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

DEUTSCHE BANK SECURITIES INC.

By: /s/ Craig Fuehrer
Managing Director

/s/ Manos Mahtani
Director

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

DZ FINANCIAL MARKETS LLC

By: /s/ Gerhard Summerer

Authorized Signatory

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

PNC CAPITAL MARKETS LLC

By: /s/ Andrew J. Alexander

Managing Director

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

SIEBERT WILLIAMS SHANK & CO., LLC

By: /s/ David Finkelstein

Managing Director

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]
