

Edgar Filing: P&O PRINCESS CRUISES PLC - Form 425

P&O PRINCESS CRUISES PLC
Form 425
February 19, 2003

Filing under Rule 425 under
the Securities Act of 1933
and deemed filed under Rules 14d-2 and 14a-12
of the Securities Exchange Act of 1934
Filing by: Carnival Corporation
Subject Company: P&O Princess Cruises plc.
SEC File No. of Princess: 001-15136

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[GRAPHIC OMITTED - LOGO CARNIVAL CORPORATION]
CARNIVAL
CORPORATION
SALOMON SMITH BARNEY
LEISURE CONFERENCE
FEBRUARY 19, 2003

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[GRAPHIC OMITTED - LOGO CARNIVAL CORPORATION]

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THE NEW CARNIVAL CORPORAITON ...
A POWERFUL GLOBAL LEISURE COMPANY

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THE NEW CARNIVAL CORPORATION

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- o Combination of Carnival/P&O Princess creates global leisure powerhouse
- o Largest cruise company in North America, UK & Europe
- o Strongest brand awareness in North America, UK & Europe
- o Targeted capacity additions spread over eight brands to drive earnings growth
- o Strong operating cash flow and balance sheet to fund growth initiative

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THE NEW CARNIVAL CORPORATION

STRATEGIC RATIONALE

- o Creates the leading global cruise vacation company in the fastest growing area of the vacation market
- o Accelerates CCL's expansion outside of North America with highly-complementary, well-recognized brands
- o Allows access to two of the world's largest equity markets and expected to be the only company in both the FTSE 100 and S&P 500
- o All stock, no cash transaction - preserves strong balance sheet and credit rating

[GRAPHIC OMITTED - LOGO CARNIVAL CORPORATION]

3

THE NEW CARNIVAL CORPORATION

A GLOBAL, DIVERSIFIED LEISURE COMPANY

	CCL ---	POC ---	NEW CARNIVAL CORPORATION -----
Revenue (\$m) (1)	\$4,368	\$2,613	\$6,981
EBITDA (\$m) (1)	\$1,424	\$ 586	\$2,010
Passengers carried (m) (1)	3.6	1.1	4.7
Fleet Size (ships) (2)	45	20	65
Ships on Order	13	5	18
Berths (000s) (2)	67.3	32.7	100.0
Berths on Order (000s)	30.6	11.7	42.3

Source: Company accounts and filings

(1) Fiscal year 2002

(2) For POC fleet size and berths it includes the former Renaissance vessels, R3 and R4, acquired in August 2002, excludes the Victoria and Pacific Princess (announced withdrawals) and river boats

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4

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THE NEW CARNIVAL CORPORATION

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KEY TERMS OF DLC PROPOSAL

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|---------------------|---|--|
| STRUCTURE | o | Dual listed company structure and Partial Share Exchange offer |
| PARTIAL SHARE OFFER | o | Carnival 74% |
| | o | P&O Princess 26% |
| | o | Based on a share exchange ratio of 1 POC Ordinary Share = 0.3004 CCL shares |
| PARTIAL SHARE OFFER | o | DLC Structure includes a Partial Share offer by which POC shareholders can exchange POC Shares for CCL shares (maximum of 20% of POC's issued share capital) |
| TIMETABLE | o | Closing estimated in April
Contingent upon CCL & POC Shareholder votes |

[GRAPHIC OMITTED - LOGO CARNIVAL CORPORATION]

5

THE NEW CARNIVAL CORPORATION

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P&O PRINCESS
SHAREHOLDERS

CARNIVAL
SHAREHOLDERS

P&O Princess
Shares

Carnival
Shares (2)