

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  
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## 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  
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## A GLOBAL, DIVERSIFIED LEISURE COMPANY

|                            | CCL<br>--- | POC<br>--- | NEW CARNIVAL<br>CORPORATION<br>----- |
|----------------------------|------------|------------|--------------------------------------|
| 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

- 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

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P&O Princess  
Shares

CARNIVAL  
SHAREHOLDERS

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Carnival  
Shares (2)