

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

P&O PRINCESS CRUISES PLC
Form 425
March 25, 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

=====

[GRAPHIC OMITTED]
CARNIVAL CORPORATION
P&O PRINCESS CRUISES PLC

Investor Presentation
March/April 2003

=====

[GRAPHIC OMITTED]
[LOGO - CARNIVAL CORPORATION]

[GRAPHIC OMITTED]
[PHOTOGRAPH - CRUISE SHIP]

=====

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

=====

[GRAPHIC OMITTED]
[PHOTOGRAPH - CRUISE SHIP]

[GRAPHIC OMITTED]
[LOGO - P&O PRINCESS CRUISES PLC]

THE NEW CARNIVAL GROUP

=====

- o Combination of Carnival/P&O Princess creates dynamic global leisure company

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

- o Most recognised cruise brands in North America, UK & Continental Europe
- o State of the art fleet
- o Significant synergies between two organisations
- o Unique DLC structure:
 - > Strong operating cash flow and balance sheet to fund ongoing growth initiatives
 - > Only company to be included in FTSE 100 and S&P 500

1

THE NEW CARNIVAL GROUP

A GLOBAL, DIVERSIFIED LEISURE COMPANY

	CCL	POC	PRO FORMA NEW CARNIVAL CORPORATION
	---	---	-----
Revenue (\$m) (1)	\$4,368	\$2,527	\$6,895
Net Income (\$m) (1)	\$1,016	\$ 213	\$1,229
Passengers carried (m) (1)	3.5	1.2	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) POC fleet size and berths excludes river boats

2

[GRAPHIC OMITTED]
[LOGO - CARNIVAL CORPORATION]

STRATEGY

=====

THE NEW CARNIVAL GROUP

=====

FOUR PRIMARY CRUISE REGIONS

- o North America, U.K., Germany and Southern Europe account for 85% of global cruise passengers

[GRAPHIC OMITTED]

CRUISE PASSENGERS
IN MILLIONS

NORTH AMERICA	6.9
U.K.	0.8
SOUTHERN EUROPE	0.7
GERMANY	0.4

Source: GP Wild data for 2001

3

=====

THE NEW CARNIVAL GROUP

=====

WIDE PORTFOLIO OF HIGHLY COMPLEMENTARY BRANDS

- o POC's brands complement CCL's - by both geography & product offering

[GRAPHIC OMITTED]

NORTH AMERICA	UNITED KINGDOM	GERMANY
-----	-----	-----
Carnival Cruise Lines	P&O Cruises	AIDA Cruises
Princess	Cunard	Arosa
Holland America	Ocean Village	S. EUROPE
Windstar Cruises	Swan Hellenic	-----

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

Seabourn

Costa

AUSTRALIA

P&O Cruises

4

THE NEW CARNIVAL GROUP

HIGH BRAND AWARENESS

- o New Carnival brands enjoy the highest levels of unaided brand awareness among North American and UK cruise operators ...

[GRAPHIC OMITTED]

[GRAPHIC OMITTED]

NORTH AMERICA (1)

UNITED KINGDOM (2)

Carnival	52%	P&O Cruises	63%
Princess	38%	Cunard	29%
RCL	23%	Fred Olsen	22%
NCL	21%	Thomson	19%
HAL	15%	Airtours	17%

(1) Source: TRD Frameworks

(2) Source: P&O Princess Cruises commissioned third party research

5

THE NEW CARNIVAL GROUP

HIGH BRAND AWARENESS (CONT'D)

- o ... as well as among German and Italian cruise operators

[GRAPHIC OMITTED]

[GRAPHIC OMITTED]

GERMANY (1)

ITALY (2)

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

Aida	31.3%	Costa	21.9%
Berlin	8.5%	Festival	0.4%
Europa	6.1%	Carnival	0.3%
Deutschland	5.7%	MSC	0.2%

(1) Source: P&O Princess Cruises commissioned third party research

(2) Source: Company data. Represents survey of tour operators

6

THE NEW CARNIVAL GROUP

=====

COMBINED TARGETED CAPACITY ADDITIONS

- o New Carnival net capacity additions will be spread over strong brands targeted at different segments (1)

[GRAPHIC OMITTED]

	IN THOUSANDS

CARNIVAL	11,046
COSTA	7,554
HOLLAND AMERICA	7,392
PRINCESS	6,810
CUNARD	4,588
OCEAN VILLAGE	1,610
AROSA	1,590
AIDA	1,270
P&O CRUISES	560
SWAN HELLENIC	316

Source: Company Estimates & POC company website

(1) Combined CCL & POC net capacity additions based on anticipated capacity increases from 2002 and includes announced transfers and withdrawals

(2) AROSA excludes river boats

7

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

THE NEW CARNIVAL GROUP

=====

STATE-OF-THE-ART COMBINED FLEET

- o Combination of modern fleets
 - > Addition of POC fleet with average age of 6.0 years reduces average age of combined fleet from 8.3 to 7.5 years
- o Introduction of new state-of-the-art ships
 - > Increased ratio of balcony cabins on new ships maximises yields
 - > Combined, the CCL/POC fleet has approximately 26% balcony cabins (1)
- o Greater number of berths per ship maximises operating efficiencies
 - > Average of 1,505 berths per ship by the end of November 2002 expected to increase to 1,683 by 2005 (2)

(1) Company estimates

(2) Excludes POC River Boats

8

THE NEW CARNIVAL GROUP

=====

SIGNIFICANT SYNERGIES

- o Last two months of integration planning have reinforced confidence as to deliverability of synergies
 - > Improvements to come from both arms of DLC
- o Estimated synergies of at least \$100 million on an annual basis commencing in first full financial year (2004) following transaction
- o Savings realised principally through the application of best practices, particularly
 - > Procurement
 - > Contractual savings
 - > Rationalisation of certain operations
 - > Technology
 - > Elimination of redundant costs
 - > On board operations

9

[GRAPHIC OMITTED]
[LOGO - CARNIVAL CORPORATION]

=====

INDUSTRY OUTLOOK -
POSITIVE LONG TERM FUNDAMENTALS

=====

CRUISING CONTINUES ITS STRONG GROWTH IN N. AMERICA

=====

GROWTH IN NORTH AMERICAN LEISURE VS. CRUISE TRAVEL
(1997 - 2001)

[GRAPHIC OMITTED]

LEISURE TRAVEL GROWTH	1.8%
CRUISE TRAVEL GROWTH	8.3%

Source: GP Wild & TIA

10

.... AND IS SUPPORTED BY FAVORABLE DEMOGRAPHICS

=====

2002 NORTH AMERICAN CRUISE PASSENGER DEMOGRAPHICS (1)		GROWTH OF NORTH AMERICAN POPULATION BETWEEN AGE 45 AND 69 (MILLIONS) (2)	
[GRAPHIC OMITTED]		[GRAPHIC OMITTED]	
72% of Cruise Market are age 40+		2000	72mm
Age 25-40 28%		2010	94mm
Age 40-59 42%		31% Growth	
Age 60+ 30%			

- (1) Source: GP Wild
- (2) Source: The World Bank

CRUISING GROWTH IN EUROPE
=====

CRUISING IS GROWING FASTER AS A VACATION
ALTERNATIVE IN EUROPE THAN IN NORTH AMERICA

[GRAPHIC OMITTED]

	1997 PASSENGERS ----- (000s)	2001 PASSENGERS ----- (000s)	CAGR ----- (%)
UK	518	769	10.3%
GERMANY	284	392	8.5%
FRANCE, ITALY & SPAIN	405	710	15.0%

- (1) Source: GP Wild

MORE ATTRACTIVE LIFESTYLE TRENDS IN EUROPE
=====

AVERAGE DAYS SPENT ON VACATION

[GRAPHIC OMITTED]

	DAYS -----
U.S.	13
U.K.	28
GERMANY	35
SOUTHERN EUROPE	40

Source: WTO

ORGANIC GROWTH WILL BE PRIMARY DRIVER OF EARNINGS

=====

PROJECTED NEW CARNIVAL AND INDUSTRY CAPACITY GROWTH
(AVAILABLE BERTH DAYS) (1)

[GRAPHIC OMITTED]

	2003	2004	2005	2006
	----	----	----	----
North America	10.3%	12.7%	7.0%	3.6%
UK/Europe	7.9%	5.8%	2.7%	0.1%
North America Industry Average	9.8%	10.5%	3.6%	--

Source: Company estimates

(1) Represents anticipated available berth days year-over-year growth for
CCL & POC combined

[GRAPHIC OMITTED]
[LOGO - CARNIVAL CORPORATION]

=====

CRUISING - A RESILIENT INDUSTRY

=====

2003 BOOKINGS

=====

- o Outlook for CCL and POC are similar
- o Bookings have been impacted by
 - > Concerns about a war with Iraq

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

- > Security alerts issued by various national governments
- > Uncertain economic environment
- o Booking trend very close-in
- o CCL first quarter net revenue yields flat
- o Second quarter net revenue yields are expected to be most affected by current environment

(1) 2003 bookings data as of March 13, 2003

15

CCL HAS PROVED RESILIENT IN DIFFICULT ENVIRONMENTS

=====

- o In 1991 during the Gulf War, CCL net yields were down 3.3% and Carnival grew its earnings 8%
- o 2002 Improvement in CCL Net Yields:

[GRAPHIC OMITTED]

NET YIELD CHANGE (%)

Q1	(7.5)
Q2	(5.3)
Q3	(0.8)
Q4	2.6

- o Even in a very tough 2002, earnings per share grew 9.5%
- o We believe CCL is likely to outperform other travel/leisure companies in most environments

16

HOMEPORTING REDUCES NEED FOR FLY-CRUISE

=====

[GRAPHIC OMITTED]

[MAP OF CARNIVAL CRUISE LINES/HOLLAND AMERICA EMBARKATIONS]

TRADITIONAL PORTS

Ft. Lauderdale
Los Angeles

NEW PORTS

Baltimore
Boston

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

Miami
San Juan

Charleston
Ensenada
Galveston
Honolulu
Montreal
New Orleans
New York
Norfolk
Philadelphia
Pt. Canaveral
San Diego
Seattle
Seward
Tampa
Vancouver

Mobility of cruise ships allows flexible deployment

17

[GRAPHIC OMITTED]
[LOGO - CARNIVAL CORPORATION]

=====

UNIQUE DLC STRUCTURE

=====

KEY TERMS OF DLC PROPOSAL

=====

- | | |
|---------------------|--|
| STRUCTURE | <ul style="list-style-type: none">o Dual listed company structure and Partial Share Exchange offero Carnival 74% (1) |
| DLC | <ul style="list-style-type: none">o P&O Princess 26% (1)o Based on a share exchange ratio of 1 POC Ordinary Share = 0.3004 CCL shares |
| PARTIAL SHARE OFFER | <ul style="list-style-type: none">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)o Carnival shareholder meeting - 14 April |

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

- TIMETABLE
- o POC Shareholder meeting - 16 April
 - o Closing estimated - 17 April
 - o Contingent upon CCL & POC Shareholder votes
 - o Reorganised POC shares and ADSs trade on 22 April, CCL stock on 21 April

(1) Pre Partial Share Offer

18

DLC STRUCTURE CHART

P&O PRINCESS
SHAREHOLDERS

P&O Princess
Shares

CARNIVAL
SHAREHOLDERS

Carnival
Shares (2)