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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

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CARNIVAL CORPORATION
P&O PRINCESS CRUISES PLC

Investor Presentation
March/April 2003

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[LOGO - CARNIVAL CORPORATION]

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[PHOTOGRAPH - CRUISE SHIP]

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

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[LOGO - P&O PRINCESS CRUISES PLC]

THE NEW CARNIVAL GROUP

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

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- 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

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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

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STRATEGY

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FOUR PRIMARY CRUISE REGIONS

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

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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

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THE NEW CARNIVAL GROUP

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WIDE PORTFOLIO OF HIGHLY COMPLEMENTARY BRANDS

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

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

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Seabourn

Costa

AUSTRALIA

P&O Cruises

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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 ...

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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

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HIGH BRAND AWARENESS (CONT'D)

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

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GERMANY (1)

ITALY (2)

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| | | | |
|-------------|-------|----------|-------|
| 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

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COMBINED TARGETED CAPACITY ADDITIONS

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

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| | 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

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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

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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

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[LOGO - CARNIVAL CORPORATION]

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INDUSTRY OUTLOOK -
POSITIVE LONG TERM FUNDAMENTALS

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CRUISING CONTINUES ITS STRONG GROWTH IN N. AMERICA

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

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| | |
|-----------------------|------|
| LEISURE TRAVEL GROWTH | 1.8% |
| CRUISE TRAVEL GROWTH | 8.3% |

Source: GP Wild & TIA

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.... AND IS SUPPORTED BY FAVORABLE DEMOGRAPHICS

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| 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% | | | |

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

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

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| | 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

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MORE ATTRACTIVE LIFESTYLE TRENDS IN EUROPE
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AVERAGE DAYS SPENT ON VACATION

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

Source: WTO

ORGANIC GROWTH WILL BE PRIMARY DRIVER OF EARNINGS

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

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| | 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

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CRUISING - A RESILIENT INDUSTRY

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2003 BOOKINGS

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

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- > 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

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CCL HAS PROVED RESILIENT IN DIFFICULT ENVIRONMENTS

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- 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:

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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

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HOMEPORTING REDUCES NEED FOR FLY-CRUISE

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[MAP OF CARNIVAL CRUISE LINES/HOLLAND AMERICA EMBARKATIONS]

TRADITIONAL PORTS

NEW PORTS

Ft. Lauderdale
Los Angeles

Baltimore
Boston

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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

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UNIQUE DLC STRUCTURE

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KEY TERMS OF DLC PROPOSAL

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- | | |
|---------------------|--|
| 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 |

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- 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

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DLC STRUCTURE CHART

P&O PRINCESS
SHAREHOLDERS

P&O Princess
Shares

CARNIVAL
SHAREHOLDERS

Carnival
Shares (2)