

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

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CARNIVAL CORPORATION  
P&O PRINCESS CRUISES PLC

Investor Presentation  
March/April 2003

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[LOGO - CARNIVAL CORPORATION]

[GRAPHIC OMITTED]  
[PHOTOGRAPH - CRUISE SHIP]

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

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[PHOTOGRAPH - CRUISE SHIP]

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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

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#### 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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[LOGO - CARNIVAL CORPORATION]

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STRATEGY

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THE NEW CARNIVAL GROUP

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FOUR PRIMARY CRUISE REGIONS

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

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CRUISE PASSENGERS  
IN MILLIONS

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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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WIDE PORTFOLIO OF HIGHLY COMPLEMENTARY BRANDS

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- 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	S. EUROPE
Windstar Cruises	Swan Hellenic	-----

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Seabourn

Costa

AUSTRALIA

P&O Cruises

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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

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- 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)	
-----		-----	
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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  
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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

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)

[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

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[LOGO - CARNIVAL CORPORATION]

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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 (%)

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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

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Ft. Lauderdale  
Los Angeles

NEW PORTS

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

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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)