In accordance with Section 854 of the Companies Act 2006



Annual Return

(For returns made up to a date on or after 1 October 2011)

A fee is payable with this form Please see 'How to pay' on the last page

You can use the WebFiling service to file this form online.

Please go to www.companieshouse govuk

What this form is for

You may use this form to confirm that the company information is correct as at the date of this return. You must file an Annual Return at least once every year

What this form is NOT for You cannot use this form to g notice of changes to the compofficers, registered office additional company type or information company type or information relating to the company recon



05/01/2012 **COMPANIES HOUSE**

Part 1 Company details

Company details

Filling in this form The section must be completed by all companies. Please complete in typescript or in bold black capitals.

> All fields are mandatory unless specified or indicated by *

Company number	3 9 0 2 7 4 6	Company name change If your company has recently
Company name in full	P&O Princess Cruises International Limited	changed its name, please provide the company name as at the date of this return.
A2	Return date	
	Please give the annual return made up date. The return date must not be a future date. The annual return must be delivered within 28 days of the date given below.	② Date of this return Your company's return date is usually the anniversary of
	If you would like the company's made up date to be earlier than 1 October 2011, please complete the AR01 appropriate for earlier made up dates	incorporation or the anniversary of the last annual return filed at Companies House. You may choose
Date of this return @	$\begin{bmatrix} d & 0 & 0 & 0 & 0 & 0 \end{bmatrix} \begin{bmatrix} m & 0 & 0 & 0 & 0 & 0 & 0 & 0 & 0 & 0 &$	an earlier return date but it must not be a later date.
A3	Principal business activity	

Please show the trade classification code number(s) for the principal activity or activities. 6 Classification code 1 5 0 2 0 0 Classification code 2 7 9 0 1 1 Classification code 3 Classification code 4 If you cannot determine a code, please give a brief description of your business activity below Principal activity description

O Principal business activity You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes are available on our website: www.companeshouse.govuk

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Company type 0	
Please confirm your company type by ticking the appropriate box below (only one box must be ticked) Public limited company Private company limited by shares Private company limited by guarantee Private company limited by shares exempt under section 60 Private company limited by guarantee exempt under section 60 Private unlimited company with share capital Private unlimited company without share capital	Company type If you are unsure of your company type, please check your latest certificate of incorporation or our website: www.companieshouse.gov.uk
Registered office address ⁰	
Webber House	O Change of registered office
26-28 Market Street	This must agree with the address that is held on the Companies House record at the date of this return.
Alternation	If the registered office address has changed, you should complete form
	AD01 and submit together with
Cheshire	this annual return.
W A 1 4 1 P F	
Single atternative inspection location (SAIL) of the company records (if applicable) [©]	
	© SAIL address This must agree with the address
	This must agree with the address that is held on the Companies House record at the date of this return.
	If the address has changed, you should complete form AD02 and submit it together with this annual
	return.
Location of company records ©	
Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6 Register of members. Register of directors Directors' service contracts. Directors' indemnities Register of secretanes Records of resolutions etc. Contracts relating to purchase of own shares Documents relating to redemption or purchase of own share out of capital by private company Register of debenture holders. Report to members of outcome of investigation by public company into interests in its shares. Register of interests in shares disclosed to public company Instruments creating charges and register of charges. England and Walles or Northern Ireland	C Location of company records If the company records are held at the registered office address, do not tick any of the boxes in this section. Certain records must be kept by every company while other records are only kept by certain company types where appropriate. If the records are not kept at the SAIL address, they must be available at the registered office. If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return.
	Please confirmyour company type by ticking the appropriate box below (only one box must be ticked) Public limited company Physic company limited by shares

Annual Return

Part 2	Officers of the company		
Secretary	This section should include details of the company at the date to which this annual return is made up For a secretary who is an individual, go to Section B1 For a corporate secretary, go to Section C1 For a director who is an individual, go to Section D1 For a corporate director, go to Section E1	Continuation pages Please use a continuation page if you need to enter more officer details.	
B1	Secretary's details 0		
	Please use this section to list all the secretaries of the company For a corporate secretary, complete Section C1-C4.	Secretary appointments You may not use this form to appoint a secretary. To do this,	
Title*	Mr	please complete form AP03 and submit it together with this annual	
Full forename(s)	Arnaldo	return	
Surname	Perez	Corporate details Please use Section C1-C4 to enter	
		Secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03. Promier name(s) Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
B2	Secretary's service address ®		
Building name/number	Carnival House	Sarvice address If you have previously notified	
Street	5 Gainsford Street	Companies House that the service address is at "The Company's Registered Office", please state "The Company's Registered Office in the	
Post town	London	address.	
County/Region		This information will appear on the public record.	
Postcode	S E 1 2 N E	painte : stat a	
Country	United Kingdom		

Annual Return

(For returns made up to a date on or after 1 October 2011)

Corporate secretary

C1	Corporate secretary's details ⁰			
	Please use this section to list all the corporate secretaries of the company	Corporate secretary appointments You cannot use this form to appoint		
Corporate body/firm name	Oakwood Corporate Secretary Limited	a corporate secretary To do this, please complete form APO4 and submit it together with this annual return		
Building name/number	Webber House	Corporate secretary details		
Street	26-28 Market Street	All details must agree with those previously notified to Companies House, If you have made changes since the last annual return and have		
Post town	Altrincham	not notified us, please complete form CH04		
County/Region	Cheshire	This information will appear on the		
Postcode	W A 1 4 1 P F	public record		
Country	United Kingdom			
C2	Location of the registry of the corporate body or firm			
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only			
сз	EEA companies ®			
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance:		
Where the company/ firm is registered ©	United Kingdom	www.companieshouse.gov uk This is the register mentioned in Article 3 of the First Company Law		
Registration number	7038430	— Directive (68/151/⊞C)		
C4.	Non-EEA companies			
_	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in		
Legal form of the corporate body or firm		that register		
Governing law				
If applicable, where the company/firm is registered ©		 - -		
If applicable, the registration number				

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(For returns made up to a date on or after 1 October 2011)

D1	Director's details 0		
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	O Director appointments You cannot use this form to appoint a director. To do this, please	
Title*	Mr	complete form AP01 and submit it together with this annual return	
Full forename(s)	Micky Meir	Corporate details	
Surname	Arison	Please use Section E1-E4 to enter corporate director details.	
Former name(s)@		Director details All details must agree with those previously notified to Companies	
Country/State of residence	USA	House. If you have made changes since the last annual return and have not notified us, please	
Nationality	American	complete form CH01	
Date of birth	$ \begin{bmatrix} ^{d}2 & ^{d}9 \end{bmatrix} \begin{bmatrix} ^{m}0 & ^{m}6 \end{bmatrix} \begin{bmatrix} ^{y}1 & ^{y}9 & ^{y}4 & ^{y}9 \end{bmatrix} $	Former name(s)Please provide any previous names	
Business occupation	Executive	which have been used for business purposes during the period of	
(if any)		this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address ®		
Building name/number	Carnival House	Service address If you have previously notified	
Street	5 Gainsford Street	Companies House that the service address is at 'The Company's	
		Registered Office', please state 'The Company's Registered Office' in the	
Post town	London	address.	
County/Region		This information will appear on the public record	
Postcode	S E 1 2 N E		
Country	United Kingdom		

Annual Return

(For returns made up to a date on or after 1 October 2011)

D1	Director's details ⁰		
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	O Director appointments You cannot use this form to appoint a director. To do this, please	
Title*		complete form APO1 and submit it together with this annual return.	
Full forename(s)	David	Corporate details	
Surname	Bernstein	Please use Section E1-E4 to enter corporate director details.	
Former name(s)@		Director details All details must agree with those previously notified to Companies	
Country/State of residence	United Kingdom	House. If you have made changes since the last annual return and have not notified us, please	
Nationality	American	complete form CH01	
Date of birth	d 1 d 8 m 2 y 1 y 9 y 5 y 7	Please provide any previous names	
Business occupation (if any)	Senior Vice President-Finance & CFO	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address ⁶		
Building name/number	Carnival House	Service address If you have previously notified	
Street	5 Gainsford Street	Companies House that the service address is at The Company's	
		Registered Office', please state 'The Company's Registered Office' in the	
Post town	London	address.	
County/Region		This information will appear on the public record	
Postcode	S E 1 2 N E		
Country	United Kingdom	_	

in accordance with
Section 854 of the
Common Act 2006

Annual Return

(For returns made up to a date on or after 1 October 2011)

D1	Director's details ⁰	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director. To do this, please.
Title*		complete form APO1 and submit it together with this annual return
Full forename(s)	Alan Burke	Corporate details
Surname	Buckelew	Please use Section E1-E4 to enter corporate director details.
Former name(s)@		Director details All details must agree with those
Country/State of residence	United Kingdom	previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please
Nationality	US Citizen	complete form CH01
Date of birth	$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$	9 Former name(s) Please provide any previous names
Business occupation (if any)	President & CEO	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
D2	Director's service address ⁰	
Building name/number	Carnival House	Service address If you have previously notified
Street	5 Gainsford Street	Companies House that the service address is at 'The Company's Registered Office', please state 'The
Post town	London	Company's Registered Office' in the address.
County/Region		This information will appear on the public record
Postcode	S E 1 2 N E	равиотоска
Country	United Kingdom	

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Sec	bon	854	of th	10
Cor	npa	nes	Act 2	2006

Annual Return (For returns made up to a date on or after 1 October 2011)

D1	Director's details •		
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director. To do this, please	
Title*		complete form AP01 and submit it together with this annual return	
Full forename(s)	David Keith	Corporate details	
Surname	Dingle	Please use Section E1-64 to enter corporate director details.	
Former name(s)®		Director details All details must agree with those previously notified to Companies	
Country/State of residence	United Kingdom	House. If you have made changes since the last annual return and have not notified us, please	
Nationality	British	complete form CH01	
Date of birth	$\begin{bmatrix} d & 1 & 0 \end{bmatrix} \begin{bmatrix} m & m & m \end{bmatrix} \begin{bmatrix} m & m & m \end{bmatrix} \begin{bmatrix} y & 1 & y & y \end{bmatrix} \begin{bmatrix} y & 5 & y & 7 \end{bmatrix}$	Please provide any previous names	
Business occupation (if any)	Company Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address [©]		
Building name/number	Carnival House	Service address If you have previously notified	
Street	5 Gainsford Street	Companies House that the service address is at 'The Company's Registered Office', please state 'The	
Post town	London	Company's Registered Office' in the address.	
County/Region		This information will appear on the public record	
Postcode	S E 1 2 N E	patrious	
Country	United Kingdom		

In accordance with
Section 854 of the
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Annual Return (For returns made up to a date on or after 1 October 2011)

D1	Director's details ⁰	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director. To do this, please.
Title*		complete form AP01 and submit it together with this annual return
Full forename(s)	Pier Luigi	Corporate details Please use Section E1-E4 to enter
Surname	Fosch1	corporate director details.
Former name(s)®		Director details All details must agree with those previously notified to Companies House, If you have made changes
Country/State of residence	Italy	since the last annual return and have not notified us, please
Nationality	Italian	complete form CH01
Date of birth	$\begin{bmatrix} d & 2 & \end{bmatrix} \begin{bmatrix} d & 5 & \end{bmatrix} \begin{bmatrix} m & 0 & \end{bmatrix} \begin{bmatrix} m & 9 & \end{bmatrix} \begin{bmatrix} y & 1 & y & 9 \end{bmatrix} \begin{bmatrix} y & 4 & y & 6 \end{bmatrix}$	Please provide any previous names
Business occupation (if any)	Company Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
D2	Director's service address ®	
Building name/number	Carnival House	Service address If you have previously notified
Street	5 Gainsford Street	Companies House that the service address is at 'The Company's
		Registered Office', please state 'The Company's Registered Office' in the
Post town	London	address.
County/Region		This information will appear on the public record
Postcode	S E 1 2 N E	
Country	United Kingdom	

In accordance with
Section 854 of the
Companies Act 2006

Annual Return

(For returns made up to a date on or after 1 October 2011)

D1	Director's details ⁰	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director. To do this, please
Title*		complete form APO1 and submit it together with this annual return.
Full forename(s)	Howard Steven	Corporate details
Surname	Frank	Please use Section E1-E4 to enter corporate director details.
Former name(s)@		Director details All details must agree with those previously notified to Companies
Country/State of residence	United States	House. If you have made changes since the last annual return and have not notified us, please
Nationality	American	complete form CH01
Date of birth	$\begin{bmatrix} \mathbf{d} & \mathbf{d} & \mathbf{d} \end{bmatrix} \begin{bmatrix} \mathbf{m} & \mathbf{m} \end{bmatrix} \begin{bmatrix} \mathbf{m} & \mathbf{d} \end{bmatrix} \begin{bmatrix} \mathbf{v} & \mathbf{v} & \mathbf{v} \end{bmatrix} \begin{bmatrix} \mathbf{v} & \mathbf{v} & \mathbf{v} \end{bmatrix} \begin{bmatrix} \mathbf{v} & \mathbf{v} & \mathbf{v} \end{bmatrix}$	Please provide any previous names
Business occupation	Company Director	which have been used for business purposes during the period of
(if any)		this return. Marned women do not need to give former names unless previously used for business purposes.
D2	Director's service address ⁶	
Building name/number	Carnival House	Service address If you have prevousty notified
Street	5 Gainsford Street	Companies House that the service address is at 'The Company's
		Registered Office', please state 'The Company's Registered Office' in the
Post town	London	address.
County/Region		This information will appear on the public record
Postcode	S E 1 2 N E	The suppose of the su
Country	United Kingdom	

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Annual Return

United Kingdom

(For returns made up to a date on or after 1 October 2011)

Director

Country

D1	Director's details ⁰	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director. To do this, please
Title*	Mr	complete form AP01 and submit it together with this annual return
Full forename(s)	David Edward	Corporate details
Surname	Jones	Please use Section E1-E4 to enter corporate director details.
Former name(s)@		Director details All details must agree with those previously notified to Companies
Country/State of residence	United Kingdom	House. If you have made changes since the last annual return and have not notified us, please
Nationality	British	complete form CH01
Date of birth	$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$	② Former name(s) Please provide any previous names
Business occupation (if any)	Accountant	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.
D2	Director's service address ®	·
Building name/number	Carnival House	Sarvice address If you have previously notified
Street	5 Gainsford Street	Companies House that the service address is at 'The Company's
		Registered Office', please state 'The Company's Registered Office' in the
Post town	London	address
County/Region		This information will appear on the public record.
Postcode	S E 1 2 N E	

Annual Return

Part 3	Statement o	f capital °			
Does your company have share capital? → Yes Complete the sections below and the following Part 4 → No Go to Part 5 (Signature).			ca	This should reflect the company's capital status at the made up date of this annual return.	
F1 :	Share capital in p	pound sterling (£)			
		ch class of shares held in p implete Section F1 and the			
Class of shares (E.g. Ordinary/Preference etc.)		Amount paid up on each share @	Amount (if any) unpaid on each share @	Number of shares 0	Aggregate nominal value 0
Ordinary		1 00	0 00	100,	000 £ 100,000 00
					£
					£
					£
			Totals	100,	000 £ 100,000 00
F2 :	Share capital in	other currencies			
Please complete the tat Please complete a sepa		y dass of shares held in ot urrency	her currencies.		
Currency					
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share @	Amount (if any) unpaid on each share ②	Number of shares ®	Aggregate normnal value 9
]		
			Totals		
					
Ourrency			A of GE on A speed	Number of shares ©	Aggregate nominal value 4
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share @	Amount (if any) unpaid on each share	Numer of states of	Aggregate for mar value
			Totals		
F3	Totals	<u> </u>			
	Please give the total issued share capital	al number of shares and to	al aggregate nominal val	P	otal aggregate nominal value lease list total aggregate values in fferent currences secarately. For
Total number of shares					eample: £100 + €100 + \$10 etc.
Total aggregate nominal value 6					
Including both the nominal share premium. Total number of issued share.		Number of shares issued multiplied by nominal value of each share Continuation Pages Please use a Statement of Capital continuation page if necessary		f Capital continuation	

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F4	Statement of capital (Voting rights)	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2 .	
Class of share	£1 00 Ordinary	
Voting rights	The shares have attached to them full voting rights	
Class of share		
Voting nghts		
Class of share		
Voting rights		
Class of share		
Voting rights		

Annual Return (For returns made up to a date on or after 1 October 2011)

Part 4	Shareholders	
	Does your company have share capital? → Yes go to Section G1 'Companies with share capital' → No Go to Part 5 (Signature)	
G1	Companies with share capital	
Question 1	Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below: No go to Section G2 'Past and present shareholders' Yes go to Question 2.	A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside
Question 2	Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'	of the UK. The current UK recognized investment exchanges and regulated markets can be found at: www.fsa.govuk/register/exchanges.do
	Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies?(3) Please tick the appropriate box below No go to Section G4 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return' Yes go to Part 5 'Signature'	DTRS refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%).
ය	List of past and present shareholders	
	The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below There were no shareholder changes in this period. Go to Part 5 (Signature) A full list of shareholders is enclosed. A list of shareholder changes is enclosed How is the list of shareholders enclosed Please tick the appropriate box below The list of shareholders is enclosed on paper. Go to Section G3. 'List of past and present shareholders.' The list of shareholders is enclosed in another format. Go to Part 5 (Signature)	This section only applies to companies answering 'No' in Section G1

Annual Return

(For returns made up to a date on or after 1 October 2011)

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List of past and present shareholders

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on:

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

,		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Nurriber of shares or amount of stock	Date of registration of transfer
Carnıval plc	£1 00 Ordinary	100,000		1 1
				1 1
				1 1
				1 1
				/ /
				1 1
			<u> </u>	i i
				1 1
\$				1 1
				1 1
				1 1
				1 1

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Part 5	Signature			
	This must be completed by all companies.	Societas Europaea If the form is being filed on behalf		
	I am signing this form on behalf of the company	of a Societas Europaea (SE) please delete 'director' and insert details		
Signature	Sgrature For and on behalf of Calcul Hans Oakwood Corporate Secretary Limited	of which organ of the SE the person signing has membership. Person authorised Under either section 270 or 274 of the Companies Act 2006.		
	This form may be signed by: Director • Secretary, Person authorised • Charity commission receiver and manager, CIC manager, Judicial factor			

Annual Return

(For returns made up to a date on or after 1 October 2011)

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	
Company name	Sally Thwaites, Oakwood
	Corporate Services Limited
Address	Webber House
	26-28 Market Street
Posttown	Altrincham
County/Region	Cheshire
Postcode	W A 1 4 1 P F
Country	United Kingdom
DX	
Telephone	

✓ Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ The company name and number match the information held on the public Register
- You have completed your principal business activity
 You have not used this form to make changes to the registered office address.
- You have not used this form to make changes to secretary and director details.
- You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record.

How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return.

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbindge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP-4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland: The Registrar of Companies, Companies House, Second Roor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG. DX 481 N.R. Belfast 1

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquines@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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P&O Princess Cruises International Limited (company no 3902746) - list of subsidiary undertakings

NAME	DOMICILE	OWNERSHIP UNDER 100%
Aura Cruises Ltd	Bahamas	
P&O Cruises Limited	UK	
P & O Travel Limited	UK	
Princess Cruises (1978) Limited	UK	
Seetours International Limited	UK	
SILSUB Limited	UK	