

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]

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[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

1

### 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

2

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STRATEGY

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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

3

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

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Seabourn

Costa

AUSTRALIA

P&O Cruises

4

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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)

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

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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

6

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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

7

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### STATE-OF-THE-ART COMBINED FLEET

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- 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

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### SIGNIFICANT SYNERGIES

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- 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

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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

10

.... 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)

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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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[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

15

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

16

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

17

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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

18

DLC STRUCTURE CHART

P&O PRINCESS  
SHAREHOLDERS  
-----

P&O Princess  
Shares

CARNIVAL  
SHAREHOLDERS  
-----

Carnival  
Shares (2)