

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K/A  
(Amendment No. 1)**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended November 30, 2019 or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-9610

Carnival Corporation

(Exact name of registrant as specified in its charter)

Republic of Panama

(State or other jurisdiction of incorporation or organization)

59-1562976

(I.R.S. Employer Identification No.)

3655 N.W. 87th Avenue

Miami, Florida 33178-2428

(Address of principal executive offices and zip code)

(305) 599-2600

(Registrant's telephone number, including area code)

Commission file number: 001-15136

Carnival plc

(Exact name of registrant as specified in its charter)

England and Wales

(State or other jurisdiction of incorporation or organization)

98-0357772

(I.R.S. Employer Identification No.)

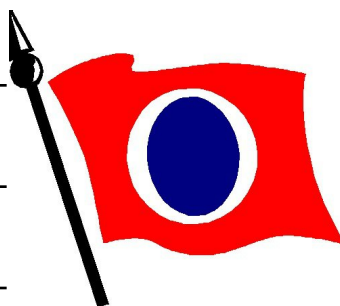
Carnival House, 100 Harbour Parade,

Southampton SO15 1ST, United Kingdom

(Address of principal executive offices and zip code)

011 44 23 8065 5000

(Registrant's telephone number, including area code)



Securities registered pursuant to Section 12(b) of the Act:

| Title of each class  | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock (\$0.01 par value)  | CCL               | New York Stock Exchange, Inc.             |
| Ordinary Shares each represented by American Depository Shares (\$1.66 par value), Special Voting Share, GBP 1.00 par value and Trust Shares of beneficial interest in the P&O Princess Special Voting Trust | CUK               | New York Stock Exchange, Inc.             |
| 1.625% Senior Notes due 2021   | CCL21             | New York Stock Exchange LLC               |
| 1.875% Senior Notes due 2022   | CUK22             | New York Stock Exchange LLC               |
| 1.000% Senior Notes due 2029   | CUK29             | New York Stock Exchange LLC               |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrants are well-known seasoned issuers, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrants are not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrants have submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit such files). Yes  No

Indicate by check mark whether the registrants are large accelerated filers, accelerated filers, non-accelerated filers, smaller reporting companies, or emerging growth companies. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filers  Accelerated filers  Non-accelerated filers  Smaller reporting companies  Emerging growth companies

If emerging growth companies, indicate by check mark if the registrants have elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrants are shell companies (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold was \$19.3 billion as of the last business day of the registrant’s most recently completed second fiscal quarter.

At January 16, 2020, Carnival Corporation had outstanding 527,679,851 shares of its Common Stock, \$0.01 par value.

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold was \$8.1 billion as of the last business day of the registrant’s most recently completed second fiscal quarter.

At January 16, 2020, Carnival plc had outstanding 182,494,106 Ordinary Shares \$1.66 par value, one Special Voting Share GBP 1.00 par value and 527,679,851 Trust Shares of beneficial interest in the P&O Princess Special Voting Trust.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the 2019 Annual Report and 2020 joint definitive Proxy Statement are incorporated by reference into Part II and Part III of this report.

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## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends the original Report on Form 10-K for the annual period ended November 30, 2019 filed by Carnival Corporation & plc (the "Company") on January 28, 2020 (the "Original Filing"). The sole purpose of this Amendment No. 1 is to include Item 5, which was inadvertently excluded from the Original Filing.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the Company's principle executive officer and principal financial officer are filed as exhibits (in Exhibits 31.5 to 31.8) to this Amendment No. 1 under Item 15 of Part IV hereof.

Except as described above, this Amendment No. 1 does not amend, update or change any other items or disclosures contained in the Original Filing, and accordingly, this Amendment No. 1 does not reflect or purport to reflect any information or events occurring after the original filing date or modify or update those disclosures affected by subsequent events. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Filing and the Company's other filings with the Securities and Exchange Commission (the "SEC").

## PART II

### **Item 5. Market for Registrants' Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

#### **A. Market Information**

Carnival Corporation's common stock, together with paired trust shares of beneficial interest in the P&O Princess Special Voting Trust, which holds a Special Voting Share of Carnival plc, is traded on the NYSE under the symbol "CCL." Carnival plc's ordinary shares trade on the London Stock Exchange under the symbol "CCL." Carnival plc's American Depositary Shares ("ADSs"), each one of which represents one Carnival plc ordinary share, are traded on the NYSE under the symbol "CUK." The depositary for the ADSs is JPMorgan Chase Bank, N.A.

#### **B. Holders**

As of January 16, 2020, there were 2,916 holders of record of Carnival Corporation common stock and 29,693 holders of record of Carnival plc ordinary shares and 136 holders of record of Carnival plc ADSs. The past performance of our share prices cannot be relied on as a guide to their future performance.

#### **C. Dividends**

All dividends for both Carnival Corporation and Carnival plc are declared in U.S. dollars. If declared, holders of Carnival Corporation common stock and Carnival plc ADSs receive a dividend payable in U.S. dollars. The dividends payable for Carnival plc ordinary shares are payable in sterling, unless the shareholders elect to receive the dividends in U.S. dollars. Dividends payable in sterling will be converted from U.S. dollars into sterling at the U.S. dollar to sterling exchange rate quoted by Bloomberg in London at 12:00 p.m. on the next combined U.S. and UK business day that follows the quarter end.

The payment and amount of any future dividend is within the discretion of the Boards of Directors. Our dividends were and will be based on a number of factors, including our earnings, liquidity position, financial condition, booking trends, capital requirements, credit ratings and the availability and cost of obtaining new debt. We cannot be certain that Carnival Corporation and Carnival plc will continue their dividend in the future, and if so, the amount and timing of such future dividends are not determinable and may be different than prior declarations.

#### **D. Securities Authorized for Issuance under Equity Compensation Plans**

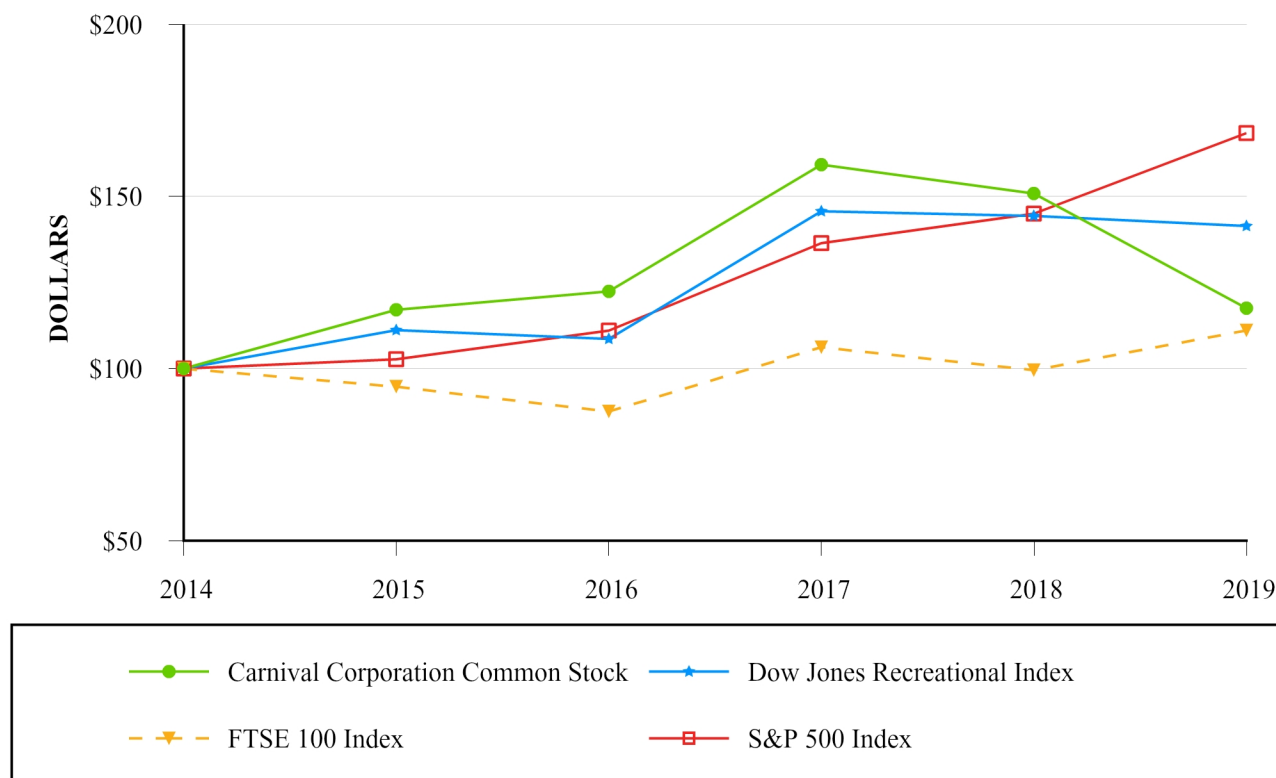
The information required by Item 201(d) of Regulation S-K is incorporated by reference to Part III. Item 12 of this Form 10-K.

## E. Performance Graph

### Carnival Corporation

The following graph compares the Price Performance of \$100 if invested in Carnival Corporation common stock with the Price Performance of \$100 if invested in each of the Dow Jones U.S. Recreational Services Index (the “Dow Jones Recreational Index”), the FTSE 100 Index and the S&P 500 Index. The Price Performance, as used in the Performance Graph, is calculated by assuming \$100 is invested at the beginning of the period in Carnival Corporation common stock at a price equal to the market value. At the end of each year, the total value of the investment is computed by taking the number of shares owned, assuming Carnival Corporation dividends are reinvested, multiplied by the market price of the shares.

### 5-Year Cumulative Total Returns



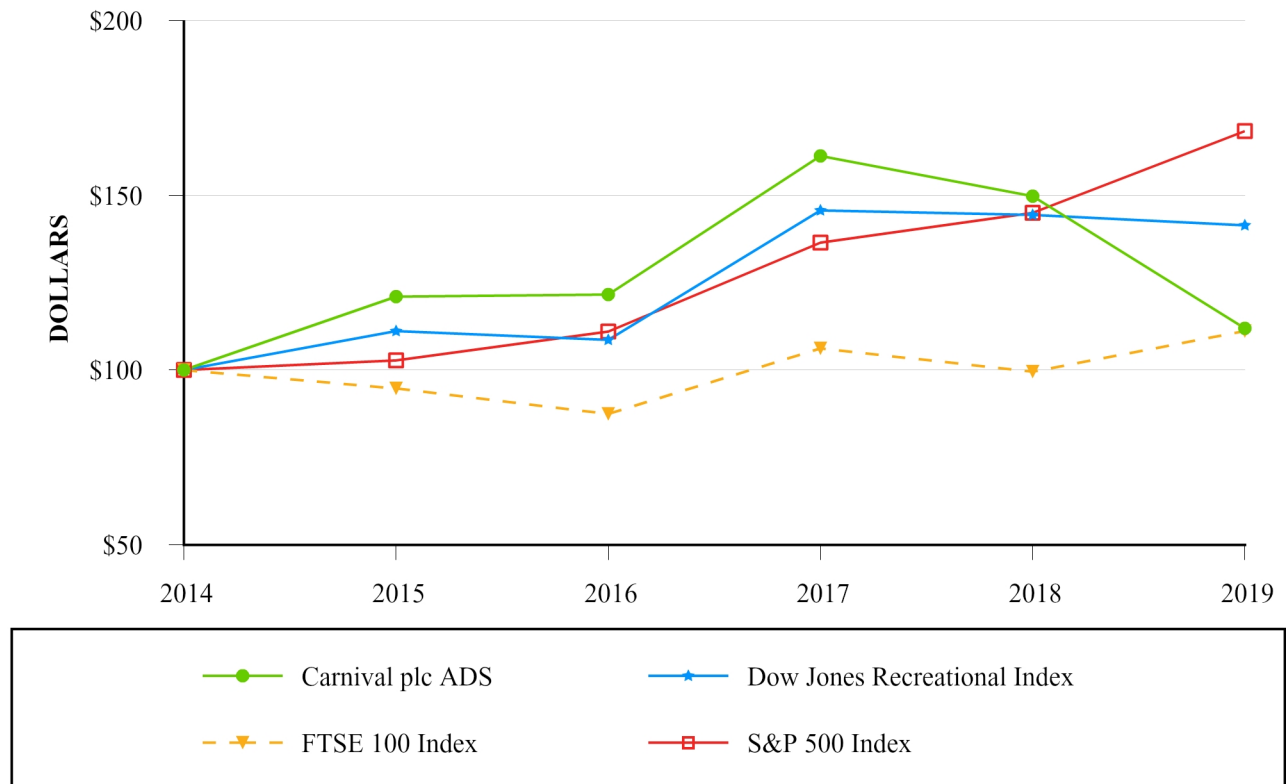
Assumes \$100 Invested on November 30, 2014  
Assumes Dividends Reinvested  
Years Ended November 30,

|                                   | 2014   | 2015   | 2016   | 2017   | 2018   | 2019   |
|-----------------------------------|--------|--------|--------|--------|--------|--------|
| Carnival Corporation Common Stock | \$ 100 | \$ 117 | \$ 122 | \$ 159 | \$ 151 | \$ 117 |
| Dow Jones Recreational Index      | \$ 100 | \$ 111 | \$ 109 | \$ 146 | \$ 144 | \$ 141 |
| FTSE 100 Index                    | \$ 100 | \$ 95  | \$ 87  | \$ 106 | \$ 100 | \$ 111 |
| S&P 500 Index                     | \$ 100 | \$ 103 | \$ 111 | \$ 136 | \$ 145 | \$ 168 |

## Carnival plc

The following graph compares the Price Performance of \$100 invested in Carnival plc ADSs, each representing one ordinary share of Carnival plc, with the Price Performance of \$100 invested in each of the indexes noted below. The Price Performance is calculated in the same manner as previously discussed.

### 5-Year Cumulative Total Returns



**Assumes \$100 Invested on November 30, 2014**  
**Assumes Dividends Reinvested**  
**Years Ended November 30,**

|                              | 2014   | 2015   | 2016   | 2017   | 2018   | 2019   |
|------------------------------|--------|--------|--------|--------|--------|--------|
| Carnival plc ADS             | \$ 100 | \$ 121 | \$ 122 | \$ 161 | \$ 150 | \$ 112 |
| Dow Jones Recreational Index | \$ 100 | \$ 111 | \$ 109 | \$ 146 | \$ 144 | \$ 141 |
| FTSE 100 Index               | \$ 100 | \$ 95  | \$ 87  | \$ 106 | \$ 100 | \$ 111 |
| S&P 500 Index                | \$ 100 | \$ 103 | \$ 111 | \$ 136 | \$ 145 | \$ 168 |

## **F. Issuer Purchases of Equity Securities; Use of Proceeds from Registered Securities**

### **I. Repurchase Program**

Under a share repurchase program effective 2004, we are authorized to repurchase Carnival Corporation common stock and Carnival plc ordinary shares (the “Repurchase Program”). Effective August 27, 2018, the company approved modifications of the general authorization under the Repurchase Program, which replenished the remaining authorized repurchases at the time of the approvals to \$1.0 billion. The Repurchase Program does not have an expiration date and may be discontinued by our Boards of Directors at any time.

During the three months ended November 30, 2019, no shares of Carnival Corporation common stock were repurchased pursuant to the Repurchase Program.

During the three months ended November 30, 2019, repurchases of Carnival plc ordinary shares pursuant to the Repurchase Program were as follows:

| <u>Period</u>                                | <u>Total Number of Shares of Carnival plc Purchased (in millions)</u> | <u>Average Price Paid per Share of Carnival plc</u> | <u>Maximum Dollar Value of Shares That May Yet Be Purchased Under the Repurchase Program (in millions)</u> |
|--|---|---|--|
| September 1, 2019 through September 30, 2019 | 0.5   | \$ 41.68  | \$ 237   |
| October 1, 2019 through October 31, 2019     | 1.7   | \$ 39.45  | \$ 172   |
| November 1, 2019 through November 30, 2019   | 1.0   | \$ 41.35  | \$ 132   |
|  | <u>3.2</u>  | <u>\$ 40.41</u>                                     |  |

No shares of Carnival Corporation common stock or Carnival plc ordinary shares were purchased outside of publicly announced plans or programs.

### **II Carnival plc Shareholder Approvals**

Carnival plc ordinary share repurchases under the Repurchase Program require annual shareholder approval. The existing shareholder approval is limited to a maximum of 19.2 million ordinary shares and is valid until the earlier of the conclusion of the Carnival plc 2020 annual general meeting or July 15, 2020.

## **PART IV**

### **Item 15. Exhibits and Financial Statement Schedules.**

The following information required under this item (other than Exhibits 31.5 to 31.8) were filed as part of the Original Filing.

#### **(a) (1) Financial Statements**

The financial statements were filed as part of the Original Filing.

#### **(2) Financial Statement Schedules**

All schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instruction or are inapplicable and, therefore, have been omitted.

#### **(3) Exhibits**

Refer to exhibits listed below.

## INDEX TO EXHIBITS

| Exhibit Number  | Exhibit Description   | Incorporated by Reference |         |             |                |
|---|---|---------------------------|---------|-------------|----------------|
|   |   | Form                      | Exhibit | Filing Date | Filed Herewith |
| <b>Articles of incorporation and by-laws</b>                                    |   |                           |         |             |                |
| 3.1   | <a href="#">Third Amended and Restated Articles of Incorporation of Carnival Corporation.</a>   | 8-K                       | 3.1     | 4/17/03     |                |
| 3.2   | <a href="#">Third Amended and Restated By-Laws of Carnival Corporation.</a>   | 8-K                       | 3.1     | 4/20/09     |                |
| 3.3   | <a href="#">Articles of Association of Carnival plc.</a>  | 8-K                       | 3.3     | 4/20/09     |                |
| <b>Instruments defining the rights of security holders, including indenture</b> |   |                           |         |             |                |
| 4.1   | <a href="#">Agreement of Carnival Corporation and Carnival plc, dated January 18, 2019 to furnish certain debt instruments to the Securities and Exchange Commission.</a>   | 10-K                      | 4.1     | 1/28/20     |                |
| 4.2   | <a href="#">Carnival Corporation Deed, dated April 17, 2003, between Carnival Corporation and P&amp;O Princess Cruises plc for the benefit of the P&amp;O Princess Cruises Shareholders.</a>  | 10-Q                      | 4.1     | 10/15/03    |                |
| 4.3   | <a href="#">Equalization and Governance Agreement, dated April 17, 2003, between Carnival Corporation and P&amp;O Princess Cruises plc.</a>   | 10-Q                      | 4.2     | 10/15/03    |                |
| 4.4   | <a href="#">Carnival Corporation Deed of Guarantee, dated as of April 17, 2003, between Carnival Corporation and Carnival plc.</a>  | S-4                       | 4.3     | 5/30/03     |                |
| 4.5   | <a href="#">Carnival plc Deed of Guarantee, dated as of April 17, 2003, between Carnival Corporation and Carnival plc.</a>  | S-3 & F-3                 | 4.10    | 6/19/03     |                |
| 4.6   | <a href="#">Specimen Carnival Corporation Common Stock Certificate.</a>   | S-3 & F-3                 | 4.16    | 6/19/03     |                |
| 4.7   | <a href="#">Pairing Agreement, dated as of April 17, 2003, between Carnival Corporation, The Law Debenture Trust Corporation (Cayman) Limited, as trustee, and Computershare Investor Services (formerly SunTrust Bank), as transfer agent.</a>                     | 8-K                       | 4.1     | 4/17/03     |                |
| 4.8   | <a href="#">Voting Trust Deed, dated as of April 17, 2003, between Carnival Corporation and The Law Debenture Trust Corporation (Cayman) Limited, as trustee.</a>   | 8-K                       | 4.2     | 4/17/03     |                |
| 4.9   | <a href="#">SVE Special Voting Deed, dated as of April 17, 2003, between Carnival Corporation, DLS SVC Limited, P&amp;O Princess Cruises plc, The Law Debenture Trust Corporation (Cayman) Limited, as trustee, and The Law Debenture Trust Corporation, P.L.C.</a> | 8-K                       | 4.3     | 4/17/03     |                |

## INDEX TO EXHIBITS

| Exhibit Number            | Exhibit Description   | Incorporated by Reference  |         |             |                |
|---------------------------|---|----------------------------|---------|-------------|----------------|
|                           |   | Form                       | Exhibit | Filing Date | Filed Herewith |
| 4.10                      | <a href="#">Form of Amended and Restated Deposit Agreement and holders from time to time of receipts issued thereunder.</a>   | Post Amendment to Form F-6 | 99-a    | 4/15/03     |                |
| 4.11                      | <a href="#">Specimen Carnival plc Ordinary Share Certificate.</a>   | S-3                        | 4.1     | 7/2/09      |                |
| 4.12                      | <a href="#">Description of Equity Securities Registered under Section 12 of the Exchange Act.</a>   | 10-K                       | 4.12    | 1/28/20     |                |
| 4.13                      | <a href="#">Description of 1.625% Senior Notes Due 2021.</a>  | 10-K                       | 4.13    | 1/28/20     |                |
| 4.14                      | <a href="#">Description of 1.875% Senior Notes Due 2022.</a>  | 10-K                       | 4.14    | 1/28/20     |                |
| 4.15                      | <a href="#">Description of 1.000% Senior Notes Due 2029.</a>  | 10-K                       | 4.15    | 1/28/20     |                |
| <b>Material contracts</b> |   |                            |         |             |                |
| 10.1*                     | <a href="#">Carnival Corporation Nonqualified Retirement Plan for Highly Compensated Employees.</a>   | 10-Q                       | 10.1    | 9/28/07     |                |
| 10.2                      | <a href="#">Amendment and Restatement Agreement dated June 16, 2014 in respect of the Multicurrency Revolving Facilities Agreement dated May 18, 2011, among Carnival Corporation, Carnival plc and certain of Carnival Corporation and Carnival plc subsidiaries, Bank of America Merrill Lynch International Limited as facilities agent and a syndicate of financial institutions.</a> | 10-Q                       | 10.1    | 10/3/14     |                |
| 10.3*                     | <a href="#">Form of Appointment Letter for Non-Executive Directors.</a>   | 10-Q                       | 10.1    | 6/27/08     |                |
| 10.4*                     | <a href="#">Form of Appointment Letter for Executive Directors.</a>   | 10-Q                       | 10.2    | 6/27/08     |                |
| 10.5                      | <a href="#">Succession Agreement, dated as of May 28, 2002, to Registration Rights Agreement, dated June 14, 1991, between Carnival Corporation and Ted Arison (incorporated by reference to Exhibit 10.2 of Carnival Corporation's Quarterly Report on Form 10-Q for the period ended May 31, 2002).</a>   | 10-Q                       | 10.2    | 7/12/02     |                |
| 10.6*                     | <a href="#">Amended and Restated Carnival Corporation 2011 Stock Plan.</a>  | 10-K                       | 10.23   | 1/30/17     |                |
| 10.7*                     | <a href="#">Employment Agreement dated as of October 14, 2013 between Carnival Corporation, Carnival plc and Arnold W. Donald.</a>  | 10-Q                       | 10.2    | 10/3/14     |                |



**INDEX TO EXHIBITS**

| <b>Exhibit Number</b> | <b>Exhibit Description</b>   | <b>Incorporated by Reference</b> |                |                    |                       |
|-----------------------|--|----------------------------------|----------------|--------------------|-----------------------|
|                       |  | <b>Form</b>                      | <b>Exhibit</b> | <b>Filing Date</b> | <b>Filed Herewith</b> |
| 10.8*                 | <a href="#"><u>Amended and Restated Carnival plc 2014 Employee Share Plan.</u></a>   | 10-K                             | 10.39          | 1/30/17            |                       |
| 10.9*                 | <a href="#"><u>Form of Performance-Based Restricted Stock Unit Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>   | 10-Q                             | 10.1           | 7/1/15             |                       |
| 10.10*                | <a href="#"><u>Form of Performance-Based Restricted Stock Unit Agreement for the Carnival plc 2014 Employee Share Plan.</u></a>  | 10-Q                             | 10.2           | 7/1/15             |                       |
| 10.11*                | <a href="#"><u>Carnival Corporation &amp; plc Management Incentive Plan (adopted in 2015).</u></a>   | 10-Q                             | 10.3           | 7/1/15             |                       |
| 10.12*                | <a href="#"><u>Amendment to Facilities Agreement dated May 18, 2016 among Carnival Corporation, Carnival plc and certain of Carnival Corporation and Carnival plc subsidiaries, Bank of America Merrill Lynch International Limited, as facilities agent, and KfW IPEX-Bank GmbH, Bayerische Landesbank, New York Branch and DZ BANK AG, Deutsche Zentral Genossenschaftsbank, Frankfurt am Main, New York Branch, as new lenders.</u></a> | 10-Q                             | 10.1           | 7/1/16             |                       |
| 10.13*                | <a href="#"><u>Form of Executive Restricted Share Unit Award Certificate for the Carnival plc 2014 Employee Share Plan.</u></a>  | 10-Q                             | 10.3           | 7/1/16             |                       |
| 10.14*                | <a href="#"><u>Form of Executive Restricted Stock Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>  | 10-Q                             | 10.4           | 7/1/16             |                       |
| 10.15*                | <a href="#"><u>Amendment dated October 18, 2016 to Employment Agreement dated October 14, 2016 between Carnival Corporation, Carnival plc and Arnold W. Donald.</u></a>  | 8-K                              | 99.1           | 10/21/16           |                       |
| 10.16*                | <a href="#"><u>Form of Management Incentive Plan Tied Restricted Stock Unit Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>  | 10-Q                             | 10.1           | 3/30/17            |                       |
| 10.17*                | <a href="#"><u>Form of Management Incentive Plan Tied Restricted Share Unit Agreement for the Carnival plc 2014 Employee Share Plan.</u></a>   | 10-Q                             | 10.2           | 3/30/17            |                       |
| 10.18*                | <a href="#"><u>Form of Shareholder Equity Alignment Restricted Stock Unit Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>  | 10-Q                             | 10.3           | 3/30/17            |                       |
| 10.19*                | <a href="#"><u>Employment Contract dated April 21, 2017 between Carnival plc and Michael Olaf Thamm.</u></a>   | 8-K                              | 10.1           | 4/27/17            |                       |
| 10.20*                | <a href="#"><u>Form of Non-Employee Director Restricted Stock Award Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>  | 10-Q                             | 10.2           | 6/30/17            |                       |

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>   | <b>Incorporated by Reference</b> |                |                        |                           |
|---------------------------|--|----------------------------------|----------------|------------------------|---------------------------|
|                           |  | <b>Form</b>                      | <b>Exhibit</b> | <b>Filing<br/>Date</b> | <b>Filed<br/>Herewith</b> |
| 10.21*                    | <a href="#"><u>Form of Performance-Based Restricted Share Unit Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>               | 10-Q                             | 10.3           | 6/30/17                |                           |
| 10.22*                    | <a href="#"><u>Form of Performance-Based Restricted Share Unit Agreement for the Carnival plc 2014 Employee Share Plan.</u></a>              | 10-Q                             | 10.4           | 6/30/17                |                           |
| 10.23*                    | <a href="#"><u>Form of Management Incentive Plan Tied Restricted Stock Unit Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>  | 10-Q                             | 10.1           | 3/22/18                |                           |
| 10.24*                    | <a href="#"><u>Form of Management Incentive Plan Tied Restricted Share Unit Agreement for the Carnival plc 2014 Employee Share Plan.</u></a> | 10-Q                             | 10.2           | 3/22/18                |                           |
| 10.25*                    | <a href="#"><u>Form of Performance-Based Restricted Stock Unit Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>               | 10-Q                             | 10.3           | 3/22/18                |                           |
| 10.26*                    | <a href="#"><u>Form of Performance-Based Restricted Share Unit Agreement for the Carnival plc 2014 Employee Share Plan.</u></a>              | 10-Q                             | 10.4           | 3/22/18                |                           |
| 10.27*                    | <a href="#"><u>Form of Shareholder Equity Alignment Restricted Stock Unit Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>    | 10-Q                             | 10.1           | 6/25/18                |                           |
| 10.28*                    | <a href="#"><u>Form of Non-Employee Director Restricted Stock Award Agreement for the Carnival Corporation 2011 Stock Plan.</u></a>          | 10-Q                             | 10.2           | 6/25/18                |                           |
| 10.29*                    | <a href="#"><u>Form of Management Incentive Plan Tied Restricted Stock Unit Agreement for the Carnival Corporation 2011 Stock Plan</u></a>   | 10-Q                             | 10.1           | 4/9/19                 |                           |
| 10.30*                    | <a href="#"><u>Form of Management Incentive Plan Tied Restricted Share Unit Agreement for the Carnival plc 2014 Employee Share Plan</u></a>  | 10-Q                             | 10.2           | 4/9/19                 |                           |
| 10.31*                    | <a href="#"><u>Form of Performance-Based Restricted Stock Unit Agreement for the Carnival Corporation 2011 Stock Plan</u></a>                | 10-Q                             | 10.3           | 4/9/19                 |                           |
| 10.32*                    | <a href="#"><u>Form of Performance-Based Restricted Share Unit Agreement for the Carnival plc 2014 Employee Share Plan</u></a>               | 10-Q                             | 10.4           | 4/9/19                 |                           |
| 10.33*                    | <a href="#"><u>Form of Shareholder Equity Alignment Restricted Stock Unit Agreement for the Carnival Corporation 2011 Stock Plan</u></a>     | 10-Q                             | 10.5           | 4/9/19                 |                           |
| 10.34*                    | <a href="#"><u>Amended and Restated Carnival Corporation 2011 Stock Plan</u></a>   | 10-Q                             | 10.1           | 6/24/19                |                           |

## **INDEX TO EXHIBITS**

| <b>Exhibit Number</b>                          | <b>Exhibit Description</b>  | <b>Incorporated by Reference</b> |                |   |
|--|---|----------------------------------|----------------|---|
|  |   | <b>Form</b>                      | <b>Exhibit</b> | <b>Filing Date</b><br><b>Filed Herewith</b> |
| 10.35*   | <a href="#">Amended and Restated Carnival plc 2014 Employee Share Plan</a>  | 10-Q                             | 10.2           | 6/24/19                                     |
| 10.36*   | <a href="#">Form of Non-Employee Director Restricted Stock Award Agreement for the Carnival Corporation 2011 Stock Plan</a>   | 10-Q                             | 10.3           | 6/24/19                                     |
| 10.37*   | <a href="#">Amendment and Restatement Agreement dated August 6, 2019 in respect of the Multicurrency Revolving Facilities Agreement dated May 18, 2011, among Carnival Corporation, Carnival plc and certain of Carnival Corporation and Carnival plc subsidiaries, Bank of America Merrill Lynch International Designated Activity Company as facilities agent and a syndicate of financial institutions</a> | 10-Q                             | 10.1           | 9/26/19                                     |
| <b>Annual report to security holders</b>       |   |                                  |                |   |
| 13   | <a href="#">Portions of the 2019 Annual Report.</a>   | 10-K                             | 13             | 1/28/20                                     |
| <b>Subsidiaries of the registrants</b>         |   |                                  |                |   |
| 21   | <a href="#">Subsidiaries of Carnival Corporation and Carnival plc.</a>  | 10-K                             | 21             | 1/28/20                                     |
| <b>Consents of experts and counsel</b>         |   |                                  |                |   |
| 23   | <a href="#">Consent of Independent Registered Public Accounting Firm.</a>   | 10-K                             | 23             | 1/28/20                                     |
| <b>Power of attorney</b>                       |   |                                  |                |   |
| 24   | <a href="#">Power of Attorney given by certain Directors of Carnival Corporation and Carnival plc to Arnold W. Donald, David Bernstein and Arnaldo Perez authorizing such persons to sign this 2019 joint Annual Report on Form 10-K and any future amendments on their behalf.</a>   | 10-K                             | 24             | 1/28/20                                     |
| <b>Rule 13a-14(a)/15d-14(a) certifications</b> |   |                                  |                |   |
| 31.1   | <a href="#">Certification of President and Chief Executive Officer of Carnival Corporation pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>  | 10-K                             | 31.1           | 1/28/20                                     |
| 31.2   | <a href="#">Certification of Chief Financial Officer and Chief Accounting Officer of Carnival Corporation pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>   | 10-K                             | 31.2           | 1/28/20                                     |
| 31.3   | <a href="#">Certification of President and Chief Executive Officer of Carnival plc pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>  | 10-K                             | 31.3           | 1/28/20                                     |

## INDEX TO EXHIBITS

| Exhibit Number                     | Exhibit Description  | Incorporated by Reference |         |             |                |
|------------------------------------|--|---------------------------|---------|-------------|----------------|
|                                    |  | Form                      | Exhibit | Filing Date | Filed Herewith |
| 31.4                               | <a href="#">Certification of Chief Financial Officer and Chief Accounting Officer of Carnival plc pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>  | 10-K                      | 31.4    | 1/28/20     |                |
| 31.5                               | <a href="#">Certification of President and Chief Executive Officer of Carnival Corporation pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>   |                           |         |             | X              |
| 31.6                               | <a href="#">Certification of Chief Financial Officer and Chief Accounting Officer of Carnival Corporation pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>  |                           |         |             | X              |
| 31.7                               | <a href="#">Certification of President and Chief Executive Officer of Carnival plc pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>   |                           |         |             | X              |
| 31.8                               | <a href="#">Certification of Chief Financial Officer and Chief Accounting Officer of Carnival plc pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>  |                           |         |             | X              |
| <b>Section 1350 certifications</b> |  |                           |         |             |                |
| 32.1**                             | <a href="#">Certification of President and Chief Executive Officer of Carnival Corporation pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>   | 10-K                      | 32.1    | 1/28/20     |                |
| 32.2**                             | <a href="#">Certification of Chief Financial Officer and Chief Accounting Officer of Carnival Corporation pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>  | 10-K                      | 32.2    | 1/28/20     |                |
| 32.3**                             | <a href="#">Certification of President and Chief Executive Officer of Carnival plc pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>   | 10-K                      | 32.3    | 1/28/20     |                |
| 32.4**                             | <a href="#">Certification of Chief Financial Officer and Chief Accounting Officer of Carnival plc pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>  | 10-K                      | 32.4    | 1/28/20     |                |
| <b>Interactive data file</b>       |  |                           |         |             |                |
| 101                                | The consolidated financial statements from Carnival Corporation & plc's Form 10-K for the year ended November 30, 2019, as filed with the SEC on January 28, 2019 formatted in Inline XBRL, are as follows:<br><br>(i) the Consolidated Statements of Income for the years ended November 30, 2019, 2018 and 2017; | 10-K                      | 101(i)  | 1/28/20     |                |

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b><u>Exhibit Description</u></b>  | <b>Incorporated by Reference</b> |                |                        |                           |
|---------------------------|--|----------------------------------|----------------|------------------------|---------------------------|
|                           |  | <b>Form</b>                      | <b>Exhibit</b> | <b>Filing<br/>Date</b> | <b>Filed<br/>Herewith</b> |
|                           | (ii) the Consolidated Statements of Comprehensive Income for the years ended November 30, 2019, 2018 and 2017;                                       | 10-K                             | 101(ii)        | 1/28/20                |                           |
|                           | (iii) the Consolidated Balance Sheets at November 30, 2019 and 2018;   | 10-K                             | 101(iii)       | 1/28/20                |                           |
|                           | (iv) the Consolidated Statements of Cash Flows for the years ended November 30, 2019, 2018 and 2017;   | 10-K                             | 101(iv)        | 1/28/20                |                           |
|                           | (v) the Consolidated Statements of Shareholders' Equity for the years ended November 30, 2019, 2018 and 2017 and                                     | 10-K                             | 101(v)         | 1/28/20                |                           |
|                           | (vi) the notes to the consolidated financial statements, tagged in summary and detail.   | 10-K                             | 101(vi)        | 1/28/20                |                           |
| 104                       | The cover page from Carnival Corporation & plc's Form 10-K/A for the year ended November 30, 2019 formatted in Inline XBRL (included as Exhibit 101) |                                  |                |                        |                           |

\*Indicates a management contract or compensation plan or arrangement.

\*\*These items are furnished and not filed.

\*\*\*Certain portions of this exhibit have been omitted pursuant to Item 601(b)(10) of Regulation S-K

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CARNIVAL CORPORATION

/s/ David Bernstein

Chief Financial Officer and

Chief Accounting Officer

March 31, 2020

CARNIVAL PLC

/s/ David Bernstein

Chief Financial Officer and

Chief Accounting Officer

March 31, 2020

I, Arnold W. Donald, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of Carnival Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 31, 2020

/s/ Arnold W. Donald

Arnold W. Donald

President and Chief Executive Officer

I, David Bernstein, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of Carnival Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 31, 2020

/s/ David Bernstein

David Bernstein

Chief Financial Officer and Chief Accounting Officer



I, Arnold W. Donald, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of Carnival plc; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 31, 2020

/s/ Arnold W. Donald  
Arnold W. Donald  
President and Chief Executive Officer

I, David Bernstein, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of Carnival plc; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 31, 2020

/s/ David Bernstein

David Bernstein

Chief Financial Officer and Chief Accounting Officer