

Risk Factors Comparison 2025-01-27 to 2024-01-26 Form: 10-K

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You should carefully consider the following discussion of material factors, events and uncertainties that make an investment in the company's securities risky and provide important information for the understanding of the "forward-looking" statements discussed in this Form 10-K and elsewhere. These risk factors should be read in conjunction with other information in this Form 10-K. The events and consequences discussed in these risk factors could have a material adverse effect on the company's business, financial condition, operating results and stock price. These risk factors do not identify all risks that the company faces; operations could also be affected by factors, events, or uncertainties that are not presently known to the company or that the company currently does not consider to present material risks to its operations. In addition to the risk factors below, additional or unforeseen effects from our substantial debt balance incurred during the pause of our guest cruise operations could give rise to **additional risks** or amplify many of the risks discussed below. Some of the statements in this item and elsewhere in this document are "forward-looking statements." For a discussion of those statements and of other factors to consider see the "Cautionary Note Concerning Factors That May Affect Future Results" section. The ordering and lettering of the risk factors set forth below is not intended to reflect any company indication of priority or likelihood. Operational Risk Factors a. Events and conditions around the world, including geopolitical uncertainty, war and other military actions, **pandemics**, inflation, higher fuel prices, higher interest rates and other general concerns impacting the ability or desire of people to travel ~~could have led, and may in the future lead~~ to a decline in demand for cruises as well as **have significant** negative impacts ~~to-on~~ our **financial condition and operating operations costs and profitability**. We have been, and may continue to be, impacted by the public's concerns regarding the health, safety and security of travel, including **pandemics**, government travel advisories and travel restrictions, political instability and civil unrest, terrorist attacks, war and military action and other general concerns. The resulting impacts of these events, including **a pause of our guest cruise operations**, supply chain disruptions, increased fuel prices, impact on demand for cruises to neighboring regions and international sanctions and other measures that have been imposed, have **significantly** adversely affected, and may ~~continue to~~ **in the future significantly** adversely affect, our business. These factors may also have the effect of heightening many other risks to our business, any of which could materially and adversely affect our business and results of operations. Additionally, we have been, and may continue to be, impacted by heightened regulations around customs and border control, travel bans to and from certain geographical areas, voluntary changes to our itineraries in light of geopolitical events, government policies increasing the difficulty of travel and limitations on issuing international travel visas. We may be impacted by adverse changes in the perceived or actual economic climate, such as inflation, global or regional recessions, higher unemployment and underemployment rates and declines in income levels. b. **Incidents concerning** ~~Pandemics have in the past and may in the future have a significant negative impact on our~~ **ships**, ~~financial condition and operations. Pandemics have in the past and may in the future have a significant negative impact on our financial condition and operations. We could:~~

- ~~• be forced to re-implement a pause of our guest~~ **guests** ~~cruise operations • be negatively impacted by travel advisories, restrictions, recommendations and regulations set by various governmental authorities, which could impact our-~~ **or** ~~occupancy levels • be subject to enhanced health and hygiene requirements in attempts to counteract future outbreaks, and these requirements may be costly, take a significant amount of time to implement across our global cruise operations and may result in disruptions in guest cruise operations, incremental costs and loss of revenue • be subject to negative publicity, along with the cruise industry, which could have a long-term impact on the appeal of our cruises • be subject to lawsuits, other governmental investigations and other actions • be required to reassess our ship deployment options and our fleet, which could lead to the removal of additional ships from our fleet and may result in incremental ship impairment charges and losses on ship sales • be negatively impacted as a result of the adverse impact on our partners, counterparties and joint ventures • be negatively impacted by the inability to attract and retain the loyalty of our guests and hire and retain our crew~~

 c. ~~Incidents concerning our ships, guests or the cruise industry have in the past and may, in the future,~~ negatively impact the satisfaction of our guests and crew and lead to reputational damage. Our operations involve the risk of incidents and media coverage thereof. Such incidents include, but are not limited to, the improper operation or maintenance of ships, motorcoaches and trains; guest and crew illnesses; mechanical failures, fires and collisions; repair delays, groundings and navigational errors; oil spills and other maritime and environmental issues as well as other incidents at sea, while in port or on land, **which have in the past and may in the future** generate negative publicity or cause **voyage disruptions or changes in itineraries**, guest and crew discomfort, injury, or death. Although our commitment to the safety and comfort of our guests and crew is paramount to the success of our business, our ships have been involved in outbreaks, accidents and other incidents in the past and we may experience similar or other incidents in the future. Our ability to attract and retain the loyalty of our guests, our ability to hire and the amounts we must pay our crew depend, in part, upon the perception and reputation of our company and our brands and the public's concerns regarding the health and safety of travel generally, as well as the cruising industry and our ships specifically. In addition, these and any other events which impact the travel industry more generally may negatively impact our guests' and / or crew's ability or desire to travel to or from our ships and / or interrupt the supply of critical goods and services. ~~d-c~~ Changes in and non-compliance with laws and regulations under which we operate, such as those relating to health, environment, safety and security, data privacy and protection, anti-money laundering, anti-corruption, economic sanctions, trade protection, labor and employment, and tax may be costly and ~~have in the past and may, in the future,~~ lead to litigation, enforcement actions, fines, penalties and reputational damage. We are subject to numerous international, national, state and local laws, regulations, treaties and other legal requirements that govern health, environmental, safety and security matters in relation to our guests, crew and

ships. These requirements change regularly, depending on the itineraries of our ships and the ports and countries visited. Implementing these and any subsequent requirements **have been, and may in the future continue to** be costly and take time to implement across our global cruise operations. In addition, the accelerating pace of regulatory changes may affect our ability to comply in the future. If we violate or fail to comply with any of these laws, regulations, treaties and other requirements we could be, and have previously been, fined, placed on probation or otherwise sanctioned by regulators. In addition, there is increased global focus on climate change, which may lead to additional regulatory requirements. Refer to Operational Risk Factor “**e-d**,” below for additional discussion on climate change regulation risks. ~~We are subject to laws and requirements related to the treatment and protection of personal, sensitive and / or other regulated data in the jurisdictions where we operate. Various governments, agencies and regulatory organizations have enacted or are considering new rules and regulations and we expect to continue to incur costs to comply with these rules and regulations.~~ In the course of doing business, we collect guest, team member, company and other third- party data, including personal and other sensitive data. **We are subject to laws and requirements related to the treatment and protection of personal, sensitive and / or other regulated data in the jurisdictions where we operate. Various governments, agencies and regulatory organizations have enacted or are considering new rules and regulations and we expect to continue to incur costs to comply with these rules and regulations.** Our operations subject us to potential liability under anti- money laundering and anti- corruption laws and regulations. We may also be affected by economic sanctions, trade protection laws, policies and other regulatory requirements affecting trade and investment. We are subject to compliance with tax laws, regulations and treaties in the jurisdictions in which we are incorporated or operate. These tax laws, regulations and treaties are subject to change at any time, which may result in substantially higher tax expense. For example, the **implementation of the OECD’s multi-jurisdictional inclusive framework rules will affect Carnival plc and is its intended to address subsidiaries beginning in fiscal 2025 and Carnival Corporation and certain of its subsidiaries beginning in fiscal 2026. The application of these rules continues to evolve, and its outcome may alter our** ~~tax challenges arising from globalization--- obligations, in certain countries in which we operate.~~ **Refer to XVII. Taxation** includes the establishment of a minimum 15 % tax rate for **additional discussion on multinational enterprises. A number of countries, including the UK and EU member states, have agreed to adopt the OECD’s minimum tax rules and several countries, including the UK, have already implemented these rules. The phased implementation of these rules is expected to begin for our fiscal year 2025, with limited impact for us before 2026. The application of these rules continues to evolve, and its outcome may alter our tax obligations in certain countries in which we operate. Other changes in domestic and international tax rules and regulations and their application could also alter our tax obligations. **e-d**. Factors associated with climate change, including evolving and increasing regulations, increasing global concern about climate change and the shift in climate conscious consumerism and stakeholder scrutiny, and increasing frequency and / or severity of adverse weather conditions could ~~adversely affect~~ **have a material impact on** our business. Growing concerns regarding climate change have resulted in increased global regulatory focus on GHG and other emissions which **have impacted us and may in the future** have material impacts on our business. Refer to ~~XIX XVIII~~ **XIX XVIII**. Governmental Regulations for additional discussion of recent developments related to Maritime Regulations, Greenhouse Gas Emissions and EU Regulations. Fossil fuels are currently the only viable option for our industry and it is not clear when alternative fuels or other technologies will be commercially viable **at scale**. To provide a path to net zero emissions, alternative low GHG emission fuels will be necessary for the maritime industry; however, there are significant supply challenges that must be resolved before viability is reached. Climate change- related regulatory activity and developments that require us to reduce our emissions, which includes both the EU regulations and IMO Strategy (refer to ~~XIX XVIII~~ **XIX XVIII**. Governmental Regulations), **have impacted us and** may ~~individually or collectively in the future~~ **have a material impact on our business and financial results by requiring us to make capital investments in new equipment or technologies, pay for emissions- emission allowances, purchase carbon offset credits, or otherwise incur additional costs or take additional actions related to our emissions. Such activity has impacted and may also continue to** impact us indirectly by increasing our operating costs, including fuel costs. Regulatory developments may also result in the inability to operate ships that do not meet certain standards, the acceleration of the removal of less fuel- efficient ships from our fleet and impact the resale value of our ships in the future. In addition, regulatory developments may restrict or limit our access to certain destinations and / or countries or impact our freedom to operate. Regulatory efforts, both internationally and in the U. S., are evolving, including the international alignment of such efforts, and we cannot determine what final regulations will be enacted, **, modified, or reversed or what** their ultimate impact on our business **will be**. Growing recognition among consumers globally of the negative effects of climate change and the impact of GHG and other emissions may lead to material changes in consumer preferences. For instance, our guests may choose a vacation option that they perceive as operating in a manner that is more sustainable for the climate, seek alternative methods of travel, or reduce the amount and frequency of their travel. In addition, some environmental focused groups have and may continue to generate negative publicity regarding the environmental impact of the cruise industry and are advocating for more stringent oversight and regulation of our industry, including of ship emissions while the ship is docked and at sea. **At the same time, we may also face negative impacts from consumers who do not support climate- related initiatives or concerns.** Environmental scrutiny of our operations and the industry from the investment community, other stakeholders, and the media **(including social media)** have impacted and may continue to impact how we are perceived, which may have a material impact on our operations and financial results. Certain climate- related actions and investments we make today may not lead us to our intended future emissions related goals or may not be favorably perceived in future years based on continuing evolving regulations and perceptions around effective emissions mitigation strategies and technologies. Our cruise ships, hotels, land tours, port and related commercial facilities and shore excursions have been and may continue to be impacted by adverse weather patterns or other natural disasters, such as hurricanes, earthquakes, floods, fires, tornadoes, tsunamis, typhoons and volcanic eruptions. Climate change is expected to increase the frequency and intensity of certain adverse weather patterns, possibly making certain destinations less desirable or impacting our business in**

other ways. We have been forced to, and in the future may be forced to, alter itineraries or cancel a cruise or a series of cruises or tours due to these or other types of disruptions. The physical climate- related risks to our business include increased hurricane / typhoon intensity and frequency, increases in global temperatures and rising sea levels which may adversely impact our shoreside facilities, our investments in ports or the availability or desirability of ports and destinations in which we operate. These effects may also disrupt the supply of critical goods and services to our facilities and ships. Any of these events could have a material impact on our business and profitability. ~~f.e.~~ Inability to meet or achieve our targets, goals, aspirations, initiatives, and our public statements and disclosures regarding them, including those ~~that are~~ related to sustainability matters, may expose us to risks that may adversely impact our business. We have developed and will continue to establish targets, goals, aspirations, and other objectives, including those related to sustainability matters (“ sustainability objectives ”). These statements reflect our current plans and do not constitute a guarantee that they will be achieved. ~~Our~~ **With respect to our sustainability objectives, our** efforts to research, establish, accomplish, and accurately report on ~~these our sustainability~~ objectives expose us to numerous operational, reputational, financial, legal, and other risks, any of which could have a negative impact on our business. Our ability to achieve any of our stated sustainability objectives, particularly with respect to our environmental emissions aspirations, is subject to numerous factors and conditions, many of which are outside of our control. Examples of such factors include the availability and costs of low- or non- GHG emission energy sources and technology **that do not yet exist at scale for our industry**, evolving regulatory requirements affecting sustainability standards or disclosures, the availability of future financing and the availability of suppliers that can meet our sustainability standards. Our business may face increased scrutiny from our guests, our team members, the investment community, governments, regulators, destinations and other stakeholders that we serve related to our sustainability activities, including the sustainability objectives that we adopt, our methodologies and timelines for pursuing them and our ability to document and support the achievement of those objectives **, as their expectations for such matters continue to evolve**. If our sustainability practices do not meet **, are adverse to**, or are perceived to fall short of, the expectations of our guests, team members, investors or other stakeholders, demand for cruising, our reputation, our ability to attract or retain team members, and our attractiveness as an investment could be negatively impacted. In addition, governments may restrict or limit our access to ports and destinations for which there is high guest demand. Similarly, our **pursuit, or our** failure or perceived failure to pursue, meet or fulfill our targets, goals, aspirations, and other objectives (including sustainability objectives) within the timelines we announce, or at all, could have the same negative impacts as well as expose us to government enforcement actions and private litigation. ~~g.f.~~ **Breaches in data security** **Cybersecurity incidents** and lapses in data privacy **breaches**, as well as disruptions and other damages to our principal offices, information technology operations and system networks and failure to keep pace with developments in technology **have adversely impacted and** may **in the future materially** adversely impact our business operations, the satisfaction of our guests and crew and may lead to **fines, penalties and** reputational damage. We have been and may continue to be impacted by ~~breaches in data security~~ **cybersecurity incidents** and lapses in data privacy **breaches**, which occur from time to time. These **malicious attacks** can vary in scope and **aim** ~~intent from motivated driven attacks to malicious attacks intended~~ to disrupt or compromise our shoreside and shipboard operations by targeting our key operating systems **or those of our third- party service providers**. Breach or circumvention of our systems or the systems of third parties, including by ransomware or malware, through vulnerabilities in licensed software or hardware, **generative artificial intelligence (“ AI ”) impersonation, targeted and coordinated attacks of our systems** or as a result of other attacks, ~~has have~~ led to and may continue to lead to disruptions in our business operations; unauthorized access to (or the loss of company access to) competitively sensitive, confidential or other critical data (including sensitive financial, medical or other personal or business information) or systems; loss of customers; financial losses; regulatory investigations, enforcement actions ~~and~~, **fines and penalties**; litigation; reputational damage; and misuse or corruption of critical data and proprietary information, any of which could be material. Additionally, ~~we~~ **integrating AI into our operations** may **increase our cybersecurity and data privacy risks. We also have and may continue to** rely on third parties in helping us ~~to implement and manage our cyber security~~ **cybersecurity** risk management processes. Any measures that we take and such third parties take to avoid, detect, mitigate or recover from material ~~cyber security~~ **cybersecurity** threats or incidents can be expensive, and may be insufficient, circumvented, or may become ineffective. Our ~~offices~~ **physical work locations**, **including those that house our** information technology operations, system networks and various ~~other~~ remote ~~work~~ locations may be impacted by actual or threatened natural disasters (for example, hurricanes, earthquakes, floods, fires, tornadoes, tsunamis and typhoons) or other disruptive events. Our maritime and / or shoreside operations, including our ability to manage our inventory of cabins held for sale and set pricing, control costs and serve our guests, depends on the reliability of our information technology operations and system networks, as well as our ability to refine and update to more advanced systems and technologies. In addition, we may be unable to obtain appropriate technology in a timely manner or at all or we may incur significant costs in doing so. A failure to adopt the appropriate technology, or a failure, disruption or obsolescence in the technology that we do adopt, could have adverse effects on our business. ~~h.g.~~ The loss of key team members, our inability to recruit or retain qualified shoreside and shipboard team members and increased labor costs could have an adverse effect on our business and results of operations. Our success depends, in large part, on the skills and contributions of our team members, and on our ability to recruit, develop and retain high quality, diverse team members. We may not be successful in recruiting, developing or retaining key or other highly qualified team members. In addition, high- GHG emission industries may become a less attractive employment opportunity. At times we have **, and may in the future continue to**, experience difficulty in hiring sufficient qualified team members, due to general macroeconomic factors and / or increasingly competitive labor markets. In addition, we hire a significant number of qualified shipboard team members each year and, thus, our ability to adequately recruit, develop and retain these individuals is ~~critical~~ **important** to our success. Incidents involving cruise ships, including disease outbreaks on our ships and increasing demand as a result of the industry’ s projected growth could negatively impact our ability to recruit, develop and retain sufficient qualified shipboard team members.

i-h. Increases in fuel prices, changes in the types of fuel consumed and availability of fuel supply may adversely impact our scheduled itineraries and costs. We have been and may continue to be impacted by economic, market and political conditions around the world, regulatory requirements including climate- induced regulations, supply disruptions and related infrastructure needs, which make it difficult to predict the future price and availability of fuel. The supply and availability of different fuel types in various markets in which we operate have experienced increased volatility and have led to increased fuel prices and reduced profitability. Future increases in the global price of fuel would increase the cost of our cruise ship operations as well as some of our other expenses, such as crew travel, freight and commodity prices. Increases in airfares, such as those resulting from increases in the price of fuel, ~~would have in the past and may in the future~~ increase our guests' overall vacation costs and ~~could~~ reduce demand for cruises, as many of our guests depend on airlines to transport them to or from the airports near the ports where our cruises embark and disembark. Refer to Operational Risk Factor "**e-d**." for additional discussion on the impact of climate change and regulation changes on fuel costs. **j-i**. We rely on ~~suppliers supply chain vendors~~ who are integral to the operations of our businesses. These ~~vendors suppliers~~ and service providers may be unable to deliver on their commitments, which could negatively impact our business. We rely on ~~suppliers supply chain vendors~~ to deliver key products **and services** to the operations of our businesses around the world. Any event impacting a ~~vendor supplier~~'s ability to deliver quality goods **and services** at the location and time needed could negatively impact our ability to operate our business. Events impacting our supply chain could be caused by factors beyond the control of our suppliers or us, including labor actions, increased demand, problems in production or distribution and / or disruptions in third- party logistics, information technology or transportation systems. In addition, global events in recent years have resulted in widespread global supply chain disruptions to ~~vendors suppliers~~ including critical supply chain shortages, labor shortages, significant material cost inflation and extended lead times for items that are required for our operations. Any such interruptions to our supply chain could increase our costs and could limit the availability of products critical to our operations. **k-j**. Fluctuations in foreign currency exchange rates may adversely impact our financial results. We earn revenues, pay expenses, purchase and own assets and incur liabilities in currencies other than the U. S. dollar. Additionally, our shipbuilding contracts are typically denominated in euros. Movements in foreign currency exchange rates, which **at times** have ~~recently~~ been more volatile, will affect our financial results. **l-k**. Overcapacity and competition in the cruise and land- based vacation industry may negatively impact our cruise sales, pricing and destination options. We **have been and may in the future** be impacted by increases in capacity in the cruise and land- based vacation industry, which may result in capacity growth beyond demand, either globally or for a region, or for a particular itinerary. We face competition from other cruise brands on the basis of overall experience, destinations, types and sizes of ships and cabins, travel agent partner preferences and value. **In addition, we may fail to sufficiently invest in or upgrade our existing cruise ships and other assets to meet the expectations of current and potential guests**. We also compete with land- based vacation alternatives throughout the world on the basis of overall experience, destinations and value. In addition, certain ports and destinations have faced a surge of both cruise and non- cruise tourism and in certain destinations, countermeasures to limit the number of tourists have been **proposed or** contemplated and / or put into effect, including ~~proposed~~ limits on cruise ships and cruise guests. Potential restrictions in ports and destinations could limit the itinerary and destination options we can offer our guests going forward. **m-l**. Inability to implement our shipbuilding programs and ship repairs, maintenance and refurbishments may adversely impact our business operations and the satisfaction of our guests. There are a limited number of shipyards with the capability and capacity to build, repair, maintain and / or upgrade our ships, which may limit our ability to meet our capacity growth **or ship refurbishment** objectives. In addition, we **have in the past and may in the future** be impacted by unforeseen events, such as work stoppages, supply chain issues, insolvencies, "force majeure" events or other financial difficulties experienced by shipyards, their subcontractors and our suppliers. This may result in less shipyard availability resulting in delays or preventing the delivery of our ships under construction and / or the completion of the repair, maintenance or refurbishment of our existing ships. This may lead to potential delays or cancellations of cruises. Additionally, the prices of various commodities that are used in the construction of ships and for repair, maintenance and refurbishment of existing ships, such as steel, are subject to volatility which may increase our costs. Financial Risk Factors a. We require a significant amount of cash to service our debt and sustain our operations. Our ability to generate cash depends on many factors, including those beyond our control, and we may not be able to generate cash required to service our debt and sustain our operations. Our ability to meet our debt service obligations, refinance our debt or sustain our business needs and operations depends on our future operating and financial performance and our ability to generate cash. This will be affected by our ability to successfully continue to execute on our business strategy, which if unsuccessful, would negatively impact the occupancy levels and pricing of our cruises. Our future performance is also impacted by general macroeconomic, financial, geopolitical, competitive, regulatory and other factors beyond our control such as inflation, higher fuel prices, higher taxes and higher interest rates. If we cannot generate sufficient cash to meet our debt service obligations or fund our other business needs, we may, among other things, need to refinance our debt, obtain additional financing, delay planned capital expenditures or sell assets. We cannot make assurances that we will be able to generate sufficient cash through any of the foregoing. If we are not able to refinance our debt, obtain additional financing or sell assets on commercially reasonable terms or at all, we may not be able to satisfy our obligations with respect to our debt. Refer to Liquidity, Financial Condition and Capital Resources. b. Our substantial debt could adversely affect our financial health and operating flexibility. We have a substantial amount of debt, significant debt service obligations and related covenant restrictions. Despite our leverage, we may incur more debt, subject to certain restrictions, in the future. Our substantial debt has had and could continue to have important negative consequences for us. Our substantial debt could, among other things: • require us to dedicate a large portion of our cash flow from operations to ~~service servicing~~ debt and ~~fund funding~~ repayments on our debt, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes; • increase our vulnerability to adverse general economic or industry conditions; • limit our flexibility in planning for, or reacting to, changes in our business or the industry in which we operate; • limit our ability to pay dividends or

distributions on or redeem or repurchase ~~capital~~ stock and make other restricted payments; • place us at a disadvantage compared to others that have less debt; • make us more vulnerable to downturns in our business, the economy or the industry in which we operate; • limit our ability to raise additional debt or equity capital in the future to satisfy our requirements relating to working capital, capital expenditures, development projects, strategic initiatives or other purposes; • restrict us from introducing new technologies or exploiting business opportunities; • make it difficult for us to satisfy our obligations with respect to our debt; and • expose us to the risk of increased interest rates as certain of our borrowings are (and may be in the future) at a variable rate of interest. Certain of our indebtedness accrues interest at variable rates, which subjects us to interest rate volatility with respect to such instruments and could cause our debt service obligations to increase significantly. If we breach the covenants or restrictions in our debt instruments, we could ~~be in~~ **trigger a** default under the terms of certain of our debt instruments ~~and~~. **If that occurs, we** may be required to seek covenant amendments or the relevant creditors could elect to declare the debt, together with accrued and unpaid interest and other fees, if any, immediately due and payable (or cancel any unfunded commitments, if applicable) and proceed against the collateral, if any, securing that debt. Borrowings under our other debt instruments that contain cross- default provisions may also be accelerated or become payable on demand, and our assets may not be sufficient to repay such indebtedness in full.