Risk Factors Comparison 2024-02-28 to 2023-02-28 Form: 10-K

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In addition to the other information contained in this ~~annual~~ **Annual** ~~report~~ **Report** , you should carefully consider the following risk factors in evaluating our business. If any of the risks discussed or additional risks and uncertainties not currently known to us or that we currently deem to be immaterial actually occur, our business, financial condition and results of operations could be materially adversely affected. The ~~impacts of the COVID- 19 pandemic and the associated debt we incurred related to the COVID- 19 pandemic have also had the effect of heightening many of the risks described below. The~~ ordering of the risk factors below is not intended to reflect an indication of priority or likelihood. In connection with the forward- looking statements that appear in this ~~annual~~ **Annual** ~~report~~ **Report** , you should also carefully review the cautionary statement referred to under " Cautionary Statement Concerning Forward – Looking Statements. " ~~COVID- 19 and~~ Debt / Liquidity Related Risk Factors Public health crises, including the COVID...... financial condition and results of operations. If our results of operations and financial performance do not recover as planned, we may not be in compliance with maintenance covenants in certain of our debt facilities. Certain of our debt facilities include maintenance and financial covenants. For example, under the **Sixth ARCA** ~~Senior Secured Credit Facility~~ , we are required to maintain a loan to value ratio of ~~no~~ less than 0. 70 to 1. 00. Financial covenants include free liquidity of no less than $ 250, 000, 000 at all times, a total net funded debt to total capitalization ratio ~~of less than 0. 93 to 1. 00 for the quarter ending March 31, 2023, 0. 92 to 1. 00 for the quarter ending June 30, 2023, 0. 91 to 1. 00 for the quarters ending September 30, 2023, December 31, 2023 and March 31, 2024, 0. 90 to 1. 00 for the quarter ending June 30, 2024, 0. 88 to 1. 00 for the quarter ending September 30, 2024 and 0. 87 to 1. 00 for the quarter ending December 31, 2024~~ and an EBITDA to consolidated debt service ratio of at least 1. 25 to 1. 00 at the end of each fiscal quarter unless free liquidity is greater than or equal to $ 300, 000, 000 at that time ~~. The testing of the covenants under the Senior Secured Credit Facility was suspended to and including December 31, 2022, with the exception of the free liquidity test. As a result of the COVID- 19 pandemic, we paused our global fleet cruise operations from March 2020 until July 2021. Although we resumed our cruise voyages on a limited basis in July 2021 and completed the re- launch of our full fleet in May 2022, if we must again pause our voyages or if our results of operations and financial performance do not recover as planned, we may be out of compliance with some or all of the maintenance and financial covenants in certain of our debt facilities~~ . If we expect to not be in compliance, we would expect to seek waivers from the lenders under these facilities or renegotiate these facilities prior to any covenant violation. Any covenant waiver or renegotiation of any of our debt facilities has led, and may in the future lead, to increased costs, increased interest rates, additional restrictive covenants and other available lender protections that would be applicable to us under these debt facilities, and such increased costs, restrictions and modifications may vary among debt facilities. Our ability to provide additional lender protections under these facilities will be limited by the restrictions in our indebtedness. There can be no assurance that we would be able to obtain waivers or renegotiate these facilities in a timely manner, on acceptable terms or at all. If we were not able to obtain a covenant waiver under any one or more of these debt facilities or renegotiate such facilities, we would be in default of such agreements, which could result in cross defaults to our other debt agreements. As a consequence, we would need to refinance or repay the applicable debt facility or facilities, and would be required to raise additional debt or equity capital, or divest assets, to refinance or repay such facility or facilities. If we were to be unable to obtain a covenant waiver under any one or more of these debt facilities or renegotiate these facilities, there can be no assurance that we would be able to raise sufficient debt or equity capital, or divest assets, to refinance or repay such facility or facilities. With respect to each of these debt facilities, if we were unable to or did not obtain a waiver, renegotiate or refinance or repay such debt facilities, it would lead to an event of default under such facilities, which could lead to an acceleration of the indebtedness under such debt facilities. In turn, this would lead to an event of default and potential acceleration of amounts due under all of our outstanding debt and derivative contract payables. If we were unable to repay those amounts, the holders of our secured indebtedness could proceed against the collateral granted to them to secure that indebtedness, which includes a significant portion of our assets including our ships. Any such action would have an adverse impact on our business, financial condition and results of operations. As a result, the failure to obtain the covenant waivers or renegotiate our facilities as described above would have a material adverse effect on us and our ability to service our debt obligations. We anticipate that we will need additional financing in the future, which may not be available on favorable terms, or at all, and our outstanding exchangeable notes and any future financing may be dilutive to existing shareholders. We anticipate that we will need additional equity and / or debt financing in the future to refinance our existing debt and to fund our newbuild program. We may be unable to obtain any desired additional financing on terms favorable to us, or at all, depending on market and other conditions. The ability to raise additional financing depends on numerous factors that are outside of our control, including general economic and market conditions, the health of financial institutions, our ~~35credit~~ -- **credit** ratings and investors' and lenders' assessments of our prospects and the prospects of the cruise industry in general. If we raise additional funds by issuing debt, we may be subject to limitations on our operations due to restrictive covenants, which may be more restrictive than the covenants in our existing debt agreements, and we may be required to further encumber our assets. We may not have sufficient available collateral to pledge to support additional financing. If adequate funds are not available on acceptable terms, or at all, we may be unable to fund our operations or respond to competitive pressures, which could negatively affect our business. Our credit ratings, which have been downgraded **in** ~~as a result of~~ the **past** ~~impact on our business of the COVID- 19 pandemic~~ , could be further downgraded, which could have an impact on the availability and / or cost of financing. In addition, we may conclude that there is a substantial doubt about our ability to operate as a going concern, which could have additional effects on our credit ratings and the availability and / or cost of financing. There can be no assurance that our ability to access the credit and / or capital markets will not be adversely affected by changes in the financial markets and the global economy. If we are not able to fulfill our liquidity needs through operating cash flows and / or borrowings under credit facilities or otherwise in the capital markets, our business and financial condition could be adversely affected and it may be necessary for us to reorganize our company in its entirety, including through bankruptcy proceedings, and our shareholders may lose their investment in our ordinary shares. If we raise additional funds through equity and / or debt issuances, NCLH' s shareholders could experience dilution of their ownership interest, and these securities could have rights, preferences, and privileges that are superior to that of holders of NCLH' s ordinary shares. Further, the exchange of some or all of our outstanding exchangeable notes may dilute the ownership interests of NCLH' s shareholders. Upon exchange of any of the exchangeable notes, any sales in the public market of NCLH' s ordinary shares issuable upon such exchange could adversely affect prevailing market prices of NCLH' s ordinary shares. In addition, the existence of the exchangeable notes may encourage short selling by market participants that engage in hedging or arbitrage activity, and anticipated exchange of any of the exchangeable notes into NCLH ordinary shares could depress the price of NCLH' s ordinary shares. Our indebtedness, and the agreements governing our indebtedness, may limit our flexibility in operating our business and a substantial majority of our assets are collateral under our debt agreements. A substantial portion of our cash flow from operations is dedicated to the repayment of our indebtedness, which may limit our available funds for other business functions and strategic opportunities and may make us more vulnerable to downturns in our business, the economy and the industry in which we operate. We may not be able to generate sufficient cash to service our indebtedness, and may be forced to take other actions to satisfy our obligations under our indebtedness, including refinancing our indebtedness, which may not be successful. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the agreements governing our indebtedness contain, and any instruments governing future indebtedness of ours may contain, covenants that impose significant operating and financial restrictions on us, including restrictions or prohibitions on our ability to, among other things: incur or guarantee additional debt or issue certain preference shares; pay dividends on or make distributions in respect of our share capital or make other restricted payments, including the ability of NCLH' s subsidiaries, including NCLC, to pay dividends or make distributions to NCLH; repurchase or redeem capital stock or subordinated indebtedness; make certain investments or acquisitions; transfer, sell or create liens on certain assets; and consolidate or merge with, or sell or otherwise dispose of all or substantially all of our assets to other companies. As a result of these covenants, we are limited in the manner in which we conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs. The impact of volatility and disruptions in the global credit and financial markets could increase our counterparty credit risks, including those under our credit facilities, derivatives, contingent obligations, insurance contracts and new ship progress payment guarantees. Economic downturns, including failures of financial institutions and any related liquidity crisis, can disrupt the capital and credit markets. Such disruptions could cause counterparties under our credit facilities, derivatives, contingent obligations, insurance contracts and new ship progress payment guarantees to be unable to perform their obligations or to breach their obligations to us under our contracts with them, which could include failures of financial institutions to ~~36fund~~ -- **fund** required borrowings under our loan agreements and to pay us amounts that may become due under our derivative contracts and other agreements. Also, we may be limited in obtaining funds to pay amounts due to our counterparties ~~under~~ **35under** our derivative contracts and to pay amounts that may become due under other agreements. If we were to elect to replace any counterparty for their failure to perform their obligations under such instruments, we would likely incur significant costs to replace the counterparty. Any failure to replace any counterparties under these circumstances may result in additional costs to us or an ineffective instrument ~~. In 2017, the U. K.' s Financial Conduct Authority (" FCA "), which regulated the London Interbank Offered Rate (" LIBOR "), announced its intention to phase out LIBOR by the end of 2021 and the Alternative Reference Rates Committee selected the Secured Overnight Financing Rate (" SOFR ") as the rate recommended to replace U. S. dollar LIBOR (" USD LIBOR "). In December 2020, ICE Benchmark Administration (" IBA "), the administrator of LIBOR, released a consultation disclosing that it would cease publication of one- week and two- month USD LIBOR after December 31, 2021, but continue to publish the remaining tenors of USD LIBOR for an additional 18 months, through June 30, 2023. These remaining tenors of USD LIBOR — overnight, one- month, three- month, six- month and 12- months — encompass the tenors referenced in certain of our borrowings and interest rate swaps. However, uncertainty remains as many market participants await the development of term SOFR products, including forward- looking rates and indices that might co- exist with SOFR. In addition, recent New York state legislation effectively codified the use of SOFR as the alternative to LIBOR in the absence of another chosen replacement rate, which may affect contracts governed by New York state law. We have begun to transition away from LIBOR as a reference rate and will continue to do so in the coming months. We will need to amend our remaining credit facilities that reference LIBOR to determine replacement rates, which may result in interest payments that differ from our original expectations and which may materially impact the amount of our interest payments under our variable rate debt. We will also need to consider any new contracts and whether they should reference an alternative benchmark rate or include suggested fallback language, as published by the Alternative Reference Rates Committee. Additionally, SOFR is calculated based on short- term repurchase agreements, backed by Treasury securities. SOFR is observed and backward looking, which stands in contrast with LIBOR, which is an estimated forward- looking rate and relies, to some degree, on the expert judgment of submitting panel members. Given the inherent differences between LIBOR and SOFR or any other alternative benchmark rate that may be established, there are many uncertainties regarding a transition from LIBOR. The consequences of these developments with respect to LIBOR cannot be entirely predicted and span multiple future periods but could result in an increase in the cost of our variable rate debt which may be detrimental to our financial position or operating results. In addition, uncertainty as to the nature of a potential discontinuance, modification, alternative reference rates or other reforms may materially adversely affect the trading market for securities linked to such benchmarks. However, we cannot predict the timing~~

~~of these developments or their impact on our indebtedness or financial condition~~. Any further impairment of our trade names or goodwill could adversely affect our financial condition and operating results. We evaluate trade names and goodwill for impairment on an annual basis, or more frequently when circumstances indicate that the carrying value of a reporting unit may not be recoverable. Several factors including a challenging operating environment impacts affecting consumer demand or spending, the deterioration of general macroeconomic conditions, or other factors could result in a change to the future cash flows we expect to derive from our operations. Reductions of the cash flows used in the impairment analyses may result in the recording of an impairment charge to a reporting unit' s trade name or goodwill. For example, we recognized significant impairment losses during 2020 related to the COVID- 19 pandemic. We believe that we have made reasonable estimates and judgments. However, a change in our estimated future operating cash flows may result in a decline in fair value in future periods, which may result in a need to recognize additional impairment charges. Operational Related Risk FactorsUnavailability of ports of call may materially adversely affect our business, financial condition and results of operations. ~~37We~~ **We** believe that attractive port destinations are a major reason why guests choose to go on a particular cruise or on a cruise vacation. The availability of ports ~~, including the specific port facility at which our guests will embark and disembark,~~ is affected by a number of factors, including, but not limited to, health, safety, and environmental concerns, existing capacity constraints, security, adverse weather conditions and natural disasters such as hurricanes, floods, typhoons and earthquakes, financial limitations on port development, political instability, armed conflicts ~~such as Russia' s invasion of Ukraine~~, exclusivity arrangements that ports may have with our competitors, ~~local~~ governmental regulations **, including sanctions,** and fees, local community concerns about port development and ~~other adverse impacts on their communities from additional tourists~~ **tourism** ~~and sanctions programs implemented by the Office of Foreign Assets Control of the United States Treasury Department or other regulatory bodies~~. For example, currently and in the past, regulatory changes, ~~the COVID- 19~~ **disease outbreaks resulting in a global** pandemic, armed conflicts and damages to ports from hurricanes have prohibited our cruise voyages from visiting certain regions, including Cuba, Russia, Japan and some ports in the Caribbean. There can be no assurance that our ports of call will not be similarly affected in the future. Due to environmental and over- crowding concerns, some local governments have begun to take measures to limit the number of cruise ships and passengers allowed at certain destinations. For example, Dubrovnik, Venice and Barcelona have either implemented or considered implementing such limitations on cruise ships and passengers. Limitations on the availability of ports of call or on the availability of shore excursions and other service providers at such ports have adversely affected our business, financial condition and results of operations in the past and could do so in the future. We rely on scheduled commercial airline services for passenger and crew connections. Increases in the price of, or major changes, significant delays and disruptions, or reduction in, commercial airline services has, and could in the future, disrupt our operations. A number of our passengers and crew depend on scheduled commercial airline services to transport them to ports of embarkation for our cruises. Increases in the price of airfare due to increases in fuel prices, fuel surcharges, changes in commercial airline services as a result of health and safety events, strikes or other staffing shortages, weather or other events, or the lack of availability due to schedule changes or a high level of airline bookings has and could adversely affect our ability to ~~deliver~~ **transport** guests and crew to or from our ships and thereby increase our cruise operating expenses which, in turn, has an adverse effect on our financial condition and results of operations. For example, many commercial airlines reduced services, experienced staffing shortages and suffered other disruptions due to the COVID- 19 pandemic and other macroeconomic conditions. COVID- 19 related regulations ~~have~~ also ~~sometimes~~ prevented us from using commercial airline services to transport our crew members to and from our ships, which ~~has~~ resulted in increased costs to our Company. Global events and conditions, including terrorist acts, armed conflicts, acts of piracy, and other international events impacting the security of travel or the global economy, or threats thereof, could adversely affect our business. ~~Global~~ **36Global** events and conditions, including the threat or possibility of future terrorist acts, outbreaks of hostilities or armed conflict, political unrest and instability, the issuance of government travel advisories or elevated threat warnings, increases in the activity of pirates, and other geo- political uncertainties, or the possibility or fear of such events, have had in the past and may again in the future have an adverse impact on our business. Any of these events or conditions may adversely affect demand for, and by extension pricing of, our cruises. Such events or conditions may also have downstream effects on the global economic environment, including increased fuel and commodity pricing, supply chain shortages, labor shortages, volatility in the global capital markets, contraction of the global economy leading to decreased consumer discretionary spending, and other effects impossible to predict at this time. Armed conflicts, including Russia' s ongoing invasion of Ukraine **and the Israel- Hamas war** , have also impacted, and could in the future impact, our profitability and product offering by limiting the destinations to which we can travel and our operations by making it more difficult to source crew members and third- party vendors from affected regions and making it more difficult or costly to source goods we need to run our operations or to build or maintain our ships. Further, **armed** ~~the Russia- Ukraine conflict~~ **conflicts** ~~has~~ **have** contributed to extreme volatility in the global financial markets and ~~has~~ **have** had, and **may** ~~is expected to~~ continue to have, further global economic consequences, including disruptions of the global supply chain and energy markets and heightened volatility of commodity fuel prices. Such volatility or disruptions have had, and may continue to have, adverse consequences to our business, our suppliers and our customers. If the equity and credit markets deteriorate, including as a result of political unrest or war, it may make any necessary debt or equity financing more difficult to ~~38obtain~~ -- **obtain** in a timely manner or on favorable terms, more costly or more dilutive. Our business, financial condition and results of operations may be materially and adversely affected by any negative impact on the global economy, capital markets or commodity fuel prices resulting from ~~the~~ **armed** ~~conflict~~ **conflicts and** ~~in Ukraine or any~~ other geopolitical tensions **.Public health crises have had,and may in the** future **have,a significant impact on our financial condition,results,operations,outlook,plans,goals,growth,reputation,cash flows,liquidity,demand for voyages and share price.Public health crises,such as the COVID- 19** pandemic **,** ~~or other public health crisis~~ could have ~~a similar effect~~ **significant negative impacts on all aspects of our business** .In March 2020,we implemented a voluntary suspension of all cruise voyages across our three brands **due to the COVID- 19 pandemic** .We began resuming cruise voyages in July 2021 in a phased manner and completed the phased relaunch of our entire fleet in early May 2022. **This caused** ~~It may take us longer than expected to return to historical occupancy levels and our occupancy levels may be negatively impacted by concerns that cruises are susceptible to the spread of infectious diseases,disruptions to travel due to travel restrictions,health concerns,or other factors,as well as adverse changes in the perceived or actual economic climate due to the impact of COVID- 19 or other future pandemics or other public health crises.To date,the COVID- 19 pandemic has resulted in~~ significant costs and lost revenue as a result of,among other things,the suspension of cruise voyages,implementation of additional health and safety measures,reduced demand for cruise vacations,guest compensation,itinerary modifications,redeployments and cancellations,travel restrictions and advisories,the unavailability of ports and / or destinations and protected commissions.We ~~have~~ **were** also ~~been,and may continue to be,~~ negatively impacted by adverse impacts to our travel agencies and suppliers due to COVID- 19,and we may experience similar impacts in the event of a future pandemic or other public health crises.We have been,and may in the future be,subject to heightened governmental regulations,travel advisories,travel bans and restrictions that have and could significantly impact our global guest sourcing and our access to various ports of call around the globe.We have had instances of **disease outbreaks,such as** COVID- 19 **,** on our ships and there is no guarantee that the health and safety protocols we implement will be successful in preventing the spread of ~~pandemics~~ **infectious disease** onboard our ships and among our passengers and crew.We have been and may ~~continue to~~ **in the future** be the subject of lawsuits and investigations stemming from ~~COVID- 19~~ **outbreaks of infectious disease** .We cannot predict the number or outcome of any such proceedings and the impact that they will have on our financial results,but any such impact may be material. ~~As a result of~~ **Epidemics,pandemics and viral outbreaks or** ~~the~~ **other wide** ~~impacts of COVID - 19~~ **ranging public health crises in the future would likely also adversely affect our business,financial condition and results of operations** . Adverse incidents involving cruise ships may adversely affect our business, financial condition and results of operations. The operation of cruise ships carries an inherent risk of loss caused by adverse weather conditions and maritime disasters, including, but not limited to, oil spills and other environmental mishaps, extreme weather conditions such as ~~hurricanes~~ **37hurricanes** , floods and typhoons, fire, mechanical failure, collisions, human error, war, terrorism, piracy, political action, civil unrest and insurrection in various countries and other circumstances or events. Any such event may result in loss of life or property, loss of revenue or increased costs and the frequency and severity of natural disasters may increase due to climate change. The operation of cruise ships also involves the risk of other incidents at sea or while in port, including missing guests, inappropriate crew or passenger behavior and onboard crimes, which may bring into question passenger safety, may adversely affect future industry performance and may lead to litigation against us. We have experienced accidents and other incidents involving our cruise ships in the past and there can be no assurance that similar events will not occur in the future. It is possible that we could be forced to cancel a cruise or a series of cruises due to these factors or incur increased port- related and other costs resulting from such adverse events. Any such event involving our cruise ships or other passenger cruise ships may adversely affect guests’ perceptions of safety or result in increased governmental or other regulatory oversight. An adverse judgment or settlement in respect of any of the ongoing claims against us may also lead to negative publicity about us. The expanded use of social media has increased the speed that negative publicity spreads and makes it more difficult to mitigate reputational damage. Anything that damages our reputation (whether or not justified), could have an adverse impact on demand, which could adversely affect our business, financial condition and results of operations. If there is a significant accident, mechanical failure or similar problem involving a ship, we may have to place a ship in an extended Dry- dock period for repairs. This could result in material lost revenue and / or increased expenditures. **Our business depends on maintaining and strengthening our brand to attract new customers and maintain ongoing demand for our offerings, and a significant reduction in such demand could harm our results of operations. Our name and brand image are integral to the growth of our business, as well as to the implementation of our strategies for expanding our business. Our ability to execute our marketing and growth strategy depends on many factors, including the perceived quality of our services, the impact of our communication activities, including advertising, social media, and public relations, and our management of the customer experience, including direct interfaces through customer service. Maintaining, promoting, and positioning our brand are important to expanding our customer base and will depend largely on the success of our marketing efforts and our ability to provide consistent, high- quality customer experiences. We have used, and expect to continue to use, corporate partnerships, brand ambassadors, traditional, digital, and social media to promote our business. Marketing campaigns can be expensive and may not result in the cost- effective acquisition of customers. Ineffective marketing, ongoing and sustained promotional activities, negative publicity, unfair labor practices, and failure to protect the intellectual property rights in our brand are some of the potential threats to the strength of our brand, and those and other factors could rapidly and severely diminish customer confidence in us. Furthermore, actions taken by individuals that we partner with, such as brand ambassadors, influencers or our associates, that fail to represent our brand in a manner consistent with our brand image, whether through our social media platforms or their own, could also harm our brand reputation and materially impact our business. Future marketing campaigns may not attract new customers at the same rate as past campaigns. If we are unable to attract new customers, or fail to do so in a cost- effective manner, our growth could be slower than we expect and our business could be harmed.** The adverse impact of general economic and related factors, such as fluctuating or increasing levels of interest rates, unemployment, underemployment and the volatility of fuel prices, declines in the securities and real estate markets and perceptions of these conditions can decrease the level of disposable income of consumers or consumer confidence. The demand for cruises is affected by international, national and local economic conditions. The demand for cruises is affected by international, national and local economic conditions. Adverse changes in the perceived or actual economic climate in North America or globally, such as the volatility of fuel prices, higher interest rates, stock and real estate market declines and / or volatility, more restrictive credit markets, higher unemployment or underemployment rates, inflation, higher taxes, changes in governmental policies and political developments impacting international trade, trade disputes and increased tariffs, could reduce the level of discretionary income or consumer confidence in the countries from which we source our guests. Consequently, this may negatively affect demand for cruise vacations in these countries, which are a discretionary purchase. Decreases in demand for cruise vacations could result in price discounting or lower Occupancy Percentages, which, in turn, could reduce the profitability of our ~~business~~ **38business** . In addition, these conditions could also impact our suppliers, which could result in disruptions in our suppliers' services and financial losses for us. Breaches in data security or other disturbances to our information ~~technology~~ **systems** and other networks or our actual or perceived failure to comply with requirements regarding data privacy and protection could impair our operations, subject us to significant fines, penalties and damages, and have a material adverse impact on our business, financial condition and results of operations. The integrity and reliability of our information ~~technology~~ systems and networks are crucial to our business operations and **a breach, compromise, damage or other** ~~disruptions~~ - **disruption** to these systems or networks could impair our operations, have an adverse impact on our financial results and negatively affect our reputation and customer demand. In addition, certain networks are dependent on third- party technologies, systems and service providers for which there is no certainty of uninterrupted availability. Among other things, actual or threatened natural disasters, information systems failures, computer viruses, denial- of- service attacks and other **cybersecurity incidents** ~~cyber- attacks~~ may cause disruptions to our information ~~technology~~ **systems** , telecommunications and other networks. ~~39Our~~ -- **Our** business continuity, disaster recovery, data restoration plans and data and information ~~technology~~ **system** security may not prevent disruptions that could result in adverse effects on our operations and financial results. We carry limited business interruption insurance for certain shoreside operations, subject to limitations, exclusions and deductibles. As part of our ordinary business operations, we and certain of our third- party service providers collect, process, transmit and store a large volume of personally identifiable information. The security of the systems and networks where we and our service providers store this data is a critical element of our business. We experience ~~cyber- attacks~~ **cybersecurity threats and incidents** of varying degrees on our systems and networks and, as a result, unauthorized parties have obtained in the past, and may in the future obtain, access to our computer systems and networks, including cloud- based platforms. The technology infrastructure and systems of our suppliers, vendors, service providers and partners have in the past experienced and may in the future experience such attacks. **Cybersecurity threats** ~~Cyber- attacks~~ can include computer viruses, malware, worms, hackers and other malicious software programs or other attacks, including physical and electronic break- ins, router disruption, sabotage or espionage, disruptions from unauthorized access and tampering (including through social engineering such as phishing attacks), impersonation of authorized users and coordinated denial- of- service attacks. There can be no assurance that a breach or incident will not have a material impact on our operations and financial results in the future. In addition, we may not be in a position to promptly address security breaches, unauthorized access or other **cybersecurity** ~~cyber- attacks or~~ incidents or to implement adequate preventative measures if we are unable to immediately detect such incidents. Our failure to successfully prevent, mitigate or timely respond to such incidents could impair our ability to conduct business and damage our reputation. We are also subject to laws in multiple jurisdictions relating to the privacy and protection of personal data. Noncompliance with these laws or the compromise of information systems used by us or our service providers resulting in the loss, disclosure, misappropriation of or access to the personally identifiable information of our guests, prospective guests, employees or vendors could result in governmental investigation, civil liability or regulatory penalties under laws protecting the privacy of personal information, any or all of which could disrupt our operations and materially adversely affect our business. Additionally, any material failure by us or our service providers to maintain compliance with the Payment Card Industry security requirements or to rectify a data security issue may result in fines and restrictions on our ability to accept credit cards as a form of payment. The regulatory framework for data privacy and protection is uncertain for the foreseeable future, and it is possible that legal and regulatory obligations may continue to increase and may be interpreted and applied in a manner that is inconsistent or possibly conflicting from one jurisdiction to another. In the event of a data security breach of our systems and / or third- party systems or a **cybersecurity** ~~cyber- attack or other cyber~~ incident, we may incur costs associated with the following: response, notification, forensics, regulatory investigations, public relations, consultants, credit identity monitoring, credit freezes, fraud alert, credit identity restoration, credit card cancellation, credit card reissuance or replacement, data restoration, regulatory fines and penalties, vendor fines and penalties, legal fees, damages and settlements. In addition, **a** data security ~~breaches~~ -- **breach** ~~, a cyber- attack~~ or **cybersecurity** ~~other cyber~~ incident may cause business interruption, information ~~technology~~ **system** disruption, disruptions as a result of regulatory investigation or litigation, digital asset loss related to corrupted or destroyed data, loss of company assets, damage to our reputation, damages to intangible ~~property~~ **39property** and other intangible damages, such as loss of consumer confidence, all of which could impair our operations and have an adverse impact on our financial results. Changes in fuel prices and the type of fuel we are permitted to use and / or other cruise operating costs would impact the cost of our cruise ship operations and our hedging strategies may not protect us from increased costs related to fuel prices. Fuel expense is a significant cost for our Company. Future increases in the cost of fuel globally or regulatory requirements which require us to use more expensive types of fuel, including more costly alternate fuel sources, would increase the cost of our cruise ship operations. For example, as of January 2020, the IMO' s convention entitled Prevention of Pollution from Ships (MARPOL) set a global limit on fuel sulfur content of 0. 5 % (reduced from the previous 3. 5 % global limit). Various compliance methods, such as the use of low- sulfur fuels or exhaust gas cleaning systems that reduce an equivalent amount of sulfur emissions, may be utilized. We have elected to install exhaust gas cleaning systems on some ships in our fleet, which will allow us to continue to use high- sulfur fuel on those ships in certain areas. However, the significant drop in demand for high- sulfur fuel due to the previous pandemic- related pause in operations has made it more difficult to source high- sulfur fuel going forward, which may increase our fuel costs. Ships ~~40in~~ **in** our fleet that do not have exhaust gas cleaning systems, and in specified areas even ships with exhaust gas cleaning systems, will be required to use low- sulfur fuels. Low- sulfur fuels may be costly due to increased demand and scarcity if suppliers are not able to produce sufficient quantities. We **will** also ~~expect to~~ be required to use alternate fuel sources in the future as ~~additional~~

regulations aimed at reducing carbon intensity ~~are~~ **have been** introduced ~~or~~ **and we may choose to use alternative fuels** in order to achieve any emissions reduction targets we have and may in the future adopt. For example, the IMO adopted two requirements that went into effect in 2023, the Carbon Intensity Indicator and Energy Efficiency Ship Index, which each regulate carbon emissions for ships, and the E. U. ~~will~~ **has begun to** regulate carbon dioxide emissions from passenger and cargo ships over 5, 000 Gross Tons under its Emissions Trading System beginning in 2024. In addition, we could experience increases in other cruise operating costs due to market forces and economic or political instability resulting from increases or volatility in fuel expense. Our hedging program may not be successful in mitigating higher fuel costs, and any price protection provided may be limited due to market conditions, including choice of hedging instruments, breakdown of correlation between hedging instrument and market price of fuel and failure of hedge counterparties. To the extent that we use hedge contracts that have the potential to create an obligation to pay upon settlement if fuel prices decline significantly, such hedge contracts may limit our ability to benefit fully from lower fuel costs in the future. Additionally, deterioration in our financial condition could negatively affect our ability to enter into new hedge contracts in the future. Mechanical malfunctions and repairs, delays in our shipbuilding program, maintenance and refurbishments and the consolidation of qualified shipyard facilities could adversely affect our results of operations and financial condition. The new construction, refurbishment, repair and maintenance of our ships are complex processes and involve risks similar to those encountered in other large and sophisticated equipment construction, refurbishment and repair projects. Our ships are subject to the risk of mechanical failure or accident, which we have occasionally experienced and have had to repair. For example, in the past we have had to delay or cancel cruises due to mechanical issues on our ships. There can be no assurance that we will not experience similar events in the future. If there is a mechanical failure or accident in the future, we may be unable to procure spare parts when needed or make repairs without incurring material expense or suspension of service, especially if a problem affects certain specialized maritime equipment, such as the radar, a pod propulsion unit, the electrical / power management system, the steering gear or the gyro system. **Limited capacity and availability of shipyards and related subcontractors, including a lack of viable drydock facilities in the Western Hemisphere, could impact our ability to construct or repair ships as needed. Delays or mechanical faults may result in cancellation of cruises and / or necessitate unscheduled drydocks and repairs of ships.** In addition, availability, work stoppages, insolvency or financial problems in the shipyards' construction, refurbishment or repair of our ships, other " force majeure " events that are beyond our control and the control of shipyards or subcontractors, or changes to technical specifications due to regulatory changes, sustainability initiatives or other strategic initiatives could also delay or prevent the newbuild delivery, refurbishment and repair and maintenance of our ships. Any termination or breach of contract following such an event may result in, among other things, the forfeiture of prior deposits or payments made by us, potential claims and impairment of losses. A significant delay in the delivery of a ~~new~~ **40new** ship, or a significant performance deficiency or mechanical failure of a new ship could also have an adverse effect on our business. The impacts of ~~COVID- 19~~ **global events including armed or geopolitical conflicts and pandemics** , **a lack** ~~Russia' s invasion~~ of ~~Ukraine~~ **viable drydock facilities** , modifications the Company plans to make to its newbuilds, including initiatives to improve environmental sustainability, and other macroeconomic events have resulted in some delays in expected ship deliveries, and may result in additional delays in ship deliveries in the future, which may be prolonged. The consolidation of the control of certain European cruise shipyards could result in higher prices for the construction of new ships and refurbishments and could limit the availability of qualified shipyards to construct new ships. Also, the lack of qualified shipyard repair facilities could result in the inability to repair and maintain our ships on a timely basis. Additionally, we are reliant on a third party to oversee certain newbuild and Dry- dock projects. Any occurrence that prevented such third party from continuing to oversee such projects or substantially increased the costs related to such oversight could have an adverse effect on our operations. These potential events and the associated losses, to the extent that they are not adequately covered by contractual remedies or insurance, could adversely affect our results of operations and financial condition. Conducting business internationally may result in increased costs and risks. We operate our business internationally and plan to continue to develop our international presence. Operating internationally exposes us to a number of risks, including political risks, risks of increases in duties and taxes, risks relating to anti- bribery laws, as well as risks that laws and policies affecting cruising, vacation or maritime businesses, or governing the operations of foreign- based companies may change. Additional risks include imposition of trade barriers, withholding and other taxes on remittances and other payments by subsidiaries and changes in and application of foreign ~~41taxation~~ -- **taxation** structures, including value added taxes. If we are unable to address these risks adequately, our business, financial condition and results of operations could be materially and adversely affected. Operating internationally also exposes us to numerous and sometimes conflicting legal and regulatory requirements. In many parts of the world, including countries in which we operate, practices in the local business communities might not conform to international business standards. We have implemented safeguards and policies to prevent violations of various anti- corruption laws that prohibit improper payments or offers of payments to foreign governments and their officials for the purpose of obtaining or retaining business by our employees and agents. However, our existing safeguards and policies and any future improvements may prove to be less than effective, and our employees or agents may engage in conduct prohibited by our policies, but for which we nevertheless may be held responsible. If our employees or agents violate our policies, if we fail to maintain adequate record- keeping and internal accounting practices to accurately record our transactions or if we fail to implement or maintain other adequate safeguards, we may be subject to regulatory sanctions or severe criminal or civil sanctions and penalties. Our failure or inability to recruit or retain qualified personnel or the loss of key personnel or employee relations issues may materially adversely affect our business, financial condition and results of operations. We must continue to recruit, retain and motivate management and other employees in order to maintain our current business and support our projected growth. We need to hire and train a considerable number of qualified crew members to staff the ships that will be joining our fleet in the coming years. This may require significant efforts on the part of our management team, and our failure or inability to hire a sufficient number of qualified crew members would adversely affect our business. Currently, we are a party to collective bargaining agreements with certain crew members. Any future amendments to such collective bargaining agreements or inability to satisfactorily renegotiate such agreements may increase our labor costs and have a negative impact on our financial condition. In addition, although our collective bargaining agreements have a no- strike provision, they may not prevent a disruption in work on our ships in the future. Any such disruptions in work could have a material adverse effect on our financial results. Our executive officers and other members of senior management have substantial experience and expertise in our business and have made significant contributions to our growth and success. The loss of services of one or more of these individuals could materially adversely affect us. Negative perceptions about the cruise industry ~~due to the COVID- 19 pandemic~~ , carbon intensity **, sustainability** or otherwise may make it increasingly difficult to retain and hire additional crew members to staff our fleet and to recruit new employees generally. ~~Impacts~~ **41Impacts** related to climate change may adversely affect our business, financial condition and results of operations. There has been an increased focus on **GHG** ~~greenhouse gas~~ and other emissions from global regulators, consumers and other stakeholders. Regulations addressing climate change that have already been adopted or are being considered, as described under " Risks Related to the Regulatory Environment in Which We Operate, " may have significant adverse impacts to our profitability and operations. In addition, concern about climate change may cause consumers to avoid certain kinds of travel including cruise and air travel, which could impact our ability to source guests. Increasing concerns about **GHG** ~~greenhouse gas~~ emissions may attract scrutiny from investors and may make it more difficult and / or costly for us to raise capital. Our ships, port facilities, corporate offices and island destinations have in the past and may again be adversely affected by an increase in the frequency and intensity of adverse weather conditions caused by climate change. For example, certain ports have become temporarily unavailable to us due to hurricane damage and other destinations have either considered or implemented restrictions on cruise operations due to environmental concerns. We expect to make significant investments in technology, equipment and alternative fuels in order to achieve any climate- related targets we may set and to comply with climate- related regulations, and our profitability and operations may be adversely impacted by such investments. These investments may have costs beyond our expectations and may not ultimately benefit us as expected. The actions we take to meet our emissions reduction goals and requirements are expected to result in delays to our shipbuilding program. Our ability to achieve our sustainability commitments and goals will depend on a number of variable factors, some of which are outside of our control. We may ~~42fall~~ -- **fall** short of any sustainability goals we set, including those disclosed in this report, which may result in negative impacts to our reputation, financial condition and results of operations **. Conversely, backlash against our sustainability initiatives and commitments may harm our reputation among other stakeholders and expose us to related liabilities** . Our inability to obtain adequate insurance coverage may adversely affect our business, financial condition and results of operations. There can be no assurance that our risks are fully insured against or that any particular claim will be fully paid by our insurance. Such losses, to the extent they are not adequately covered by contractual remedies or insurance, could affect our financial results. In addition, we have been and continue to be subject to calls, or premiums, in amounts based not only on our own claim records, but also the claim records of all other members of the protection and indemnity associations through which we receive indemnity coverage for tort liability. Our payment of these calls and increased premiums could result in significant expenses to us. If we, or other members of our protection and indemnity associations, were to sustain significant losses in the future, our ability to obtain insurance coverage at commercially reasonable rates or at all could be materially adversely affected. For example, in the past our protection and indemnity associations have increased certain deductibles and determined not to cover certain categories of claims. Moreover, irrespective of the occurrence of such events, there can still be no assurance that we will be able to obtain adequate insurance coverage at commercially reasonable rates or at all. Litigation, enforcement actions, fines or penalties could adversely impact our financial condition or results of operations and damage our reputation. Our business is subject to various U. S. and international laws and regulations that could lead to enforcement actions, fines, civil or criminal penalties or the assertion of litigation claims and damages. In addition, improper conduct by our employees or agents could damage our reputation and / or lead to litigation or legal proceedings that could result in civil or criminal penalties, including substantial monetary fines. In certain circumstances, it may not be economical to defend against such matters, and a legal strategy may not ultimately result in us prevailing in a matter. Such events could lead to an adverse impact on our financial condition or results of operations. As a result of any ship- related or other incidents, litigation claims, enforcement actions and regulatory actions and investigations, including, but not limited to, those arising from personal injury, loss of life, loss of or damage to personal property, business interruption losses or environmental damage to any affected coastal waters and the surrounding area, may be asserted or brought against various parties, including us and / or our cruise brands. The time and attention of our management may also be diverted in defending such claims, actions and investigations. Subject to applicable insurance ~~coverage~~ **42coverage** , we may also incur costs both in defending against any claims, actions and investigations and for any judgments, fines, civil or criminal penalties if such claims, actions or investigations are adversely determined. The U. S. Government announced that, effective May 2, 2019, it would no longer suspend the right of private parties to bring litigation under Title III of the Cuban Liberty and Solidarity (Libertad) Act of 1996, popularly known as the Helms- Burton Act, allowing certain individuals whose property was confiscated by the Cuban government beginning in 1959 to sue anyone who" traffics" in the property in question in U. S. courts. ~~Two~~ **One** such certified ~~claims~~ - **claim** against us ~~are~~ **is** pending and additional claims may be brought against us in the future. If ~~these~~ **this** ~~suits~~ - **suit** ~~are~~ **is** successful after we have exhausted our ability to appeal, we may be required to pay substantial monetary damages ~~. Lawsuits and investigations stemming from COVID- 19 have also been brought against us, and we may be subject to additional lawsuits and investigations related to COVID- 19 in the future~~ . We cannot predict the number or outcome of any such proceedings and the impact that they will have on our financial results, but any such impact may be material. We rely on third parties to provide hotel management services for certain ships and certain other services, and we are exposed to risks facing such providers. In certain circumstances, we may not be able to replace such third parties or we may be forced to replace them at an increased cost to us. We rely on external third parties to provide hotel management services for certain ships and certain other services, such as technology and payment processing services, that are vital to our business. If these service providers suffer financial hardship or suffer disruptions or are unable to continue providing such services, we cannot guarantee that we will be able to replace such service providers in a timely manner, which may cause an interruption in our operations. To the extent ~~43that~~ -- **that** we are able to replace such service providers, we may be forced to pay an increased cost for equivalent services. Both the interruption of operations and the replacement of the third- party service providers at an increased cost could adversely impact our financial condition and results of operations. Fluctuations in foreign currency exchange rates could adversely affect our financial results. We earn revenues, pay expenses, purchase and own assets and incur liabilities in currencies other than the U. S. dollar; most significantly a portion of our revenue and expenses are denominated in foreign currencies, particularly British pound, Canadian dollar, euro and Australian dollar. Because our consolidated financial statements are presented in U. S. dollars, we must translate revenues and expenses, as well as assets and liabilities, into U. S. dollars at exchange rates in effect during or at the end of each reporting period. The strengthening of the U. S. dollar against our other major currencies may adversely affect our U. S. dollar financial results and will reduce the U. S. dollar amount received upon conversion of these currencies into U. S. dollars. We have historically and may in the future enter into ship construction contracts denominated in euros or other foreign currencies. While we have entered into foreign currency derivatives to manage a portion of the currency risk associated with such contracts, we are exposed to fluctuations in the euro exchange rate for the portions of the ship construction contracts that have not been hedged. A ~~weaking~~ **weakening** of the U. S. dollar against the euro would have a negative impact on our financial performance to the extent that these contracts have not been hedged. Additionally, if a shipyard is unable to perform under the related ship construction contract, any associated foreign currency hedges that were entered into to manage the currency risk would need to be terminated. Our expansion into new markets and investments in new markets and land- based destination projects may not be successful. We believe there remains significant opportunity to expand our passenger sourcing into major markets in the future, such as Europe and Australia, as well as into emerging markets and to expand our itineraries in new markets. Expansion into new markets requires significant levels of investment and attention from management. There can be no assurance that these markets will develop as anticipated or that we will have success in these markets, and if we do not, we may be unable to recover our investment spent to expand our business into these markets and may forgo opportunities in more lucrative markets, which could adversely impact our business, financial condition and results of operations. We have also made, and plan to continue to make, investments in land- based projects including port facilities and destination projects that are susceptible to impacts from, among other things, weather events, regulatory restrictions, labor risks, ~~shortages~~ **43shortages** of goods and materials and resistance from local populations. Any such impacts to our land- based projects could adversely impact our business, financial condition and results of operations. Overcapacity in key markets or globally could adversely affect our operating results. We continue to expand our fleet through our newbuild program and expect to add additional ships to our fleet. Our competitors have also announced similar expansions to their fleets. These increases in capacity in the cruise industry globally and potential overcapacity in certain key markets may cause us to lower pricing, which would reduce profitability and adversely affect our results of operations. Additionally, older ships in our fleet may not be as competitive as new ships enter the market and we may not be able to sell such older ships at optimal prices. Risks Related to the Regulatory Environment in Which We OperateWe are subject to complex laws and regulations, including environmental, health and safety, labor, data privacy and protection and maritime laws and regulations, which could adversely affect our operations and certain recently introduced laws and regulations and future changes in laws and regulations could lead to increased costs and / or decreased revenue. Increasingly stringent and complex international, federal, state, and local laws and regulations addressing environmental protection and health and safety of workers could affect our operations. The IMO, a United Nations agency with responsibility for the safety and security of shipping and the prevention of marine pollution by ships, the Council of the ~~44European~~ -- **European** Union, individual countries, the United States, and individual states have implemented and are considering, new laws and rules to manage cruise ship operations. Many aspects of the cruise industry are subject to international treaties such as SOLAS, an international safety regulation, MARPOL, IMO' s requirements governing environmental protection, and STCW, an IMO regulation governing ship manning. In the United States, the Environmental Protection Agency and the U. S. Coast Guard both have regulations addressing cruise ship operations. The U. S. and various state and foreign government and regulatory agencies have enacted or are considering new environmental regulations and policies aimed at restricting or taxing emissions, including those of greenhouse gases, requiring the use of low- sulfur fuels, requiring the use of shore power while in port, increasing fuel efficiency requirements, reducing the threat of invasive species in ballast water, and improving sewage and greywater- handling capabilities. For example, MARPOL regulations have established special Emission Control Areas (" ECAs ") with stringent limitations on sulfur and nitrogen oxide emissions from fuel burning aboard ships. Ships operating in designated ECAs are generally expected to meet the new sulfur oxide emissions limits through the use of low- sulfur fuels or installation of exhaust gas cleaning systems. In 2021, the IMO adopted two requirements that went into effect in 2023, the Carbon Intensity Indicator (the " CII ") and Energy Efficiency Ship Index (the " EEXI "), which each regulate carbon emissions for ships. The CII is an operational metric designed to measure how efficiently a ship transports goods or passengers by looking at carbon dioxide emissions per nautical mile. Ships are given an annual rating from A to E with a C or better required for compliance. For ships that receive a D rating for three consecutive years, or an E rating for one year, a corrective action plan will need to be developed and approved. ~~In~~ **Beginning in** 2023, ships are **now** required to reduce carbon intensity by 5 % from a 2019 baseline, with 2 % incremental improvements each year thereafter until 2030. The EEXI is a design re- certification requirement that updates energy efficiency requirements for existing ships and regulates carbon dioxide emissions related to installed engine power, transport capacity and ship speed. In addition, in December 2022, the European Parliament, the Council of the European Union, and the European Commission reached an agreement on including the maritime transport sector in the E. U.' s carbon dioxide Emissions Trading System. Under the ~~proposed~~ directive ~~, which has not been formally approved,~~ ships over 5, 000 Gross Tons that transport passengers or cargo to or from E. U. member state **or EEA** ports **are** ~~would be~~ required to purchase and surrender emissions allowances equivalent to emissions for all or a half of a covered voyage, depending on whether the voyage was between two E. U. **or EEA** ports or an E. U. **or EEA** and a non- E. U. **or EEA** port. The requirements are ~~proposed~~ to be phased in from 2024 to 2026. Beginning in 2024, covered entities **are** ~~would be~~ required to procure and surrender allowances equivalent to 40 % of their carbon emissions, with the amount increasing to 70 % of carbon emissions in 2025 and 100 % of **GHG** ~~greenhouse gas~~ emissions in 2026. Compliance with such laws and regulations **have resulted in increased costs to our Company and** are expected to entail significant expenses for a combination of: ship modifications, purchases of emissions allowances, alternative fuels and ~~higher~~ **44higher** - cost compliant newbuilds. Compliance is also expected to result in changes to our operating procedures, including limitations on our ability to operate in certain locations and slowing the speed of our ships and may render some ships obsolete, which would adversely impact our operations. These issues are, and we believe will continue to be, areas of focus by the relevant authorities throughout the world. This could result in the enactment of more stringent regulation of cruise ships that would subject us to increasing compliance costs in the future. **We may not be able to comply with future and existing regulations and may be subject to fines, penalties and limitations on our ability to operate.** Some environmental groups continue to lobby for more extensive oversight of cruise ships and have generated negative publicity about the cruise industry and its environmental impact. Additionally, in the past, states have implemented taxes that impact the cruise industry. It is possible that other states, countries or ports of call that our ships regularly visit may also decide to assess new taxes or fees or change existing taxes or fees specifically applicable to the cruise industry and its employees and / or guests, which could increase our operating costs and / or could decrease the demand for cruises. ~~Future changes~~ **Changes** in ~~applicable~~ tax laws, or **challenges** ~~our inability~~ to **our** ~~take advantage of favorable~~ tax **positions** ~~regimes,~~ could ~~increase the amount~~ **adversely affect our results** of ~~taxes we must pay~~ **operations and financial condition** . We believe and have taken the position that our income that is considered to be derived from the international operation of ships as well as certain income that is considered to be incidental to such income (" shipping income "), is exempt from U. S. federal income taxes under Section 883, based upon certain assumptions as to shareholdings and other information as more fully described in " Item 1 — Business — Taxation. " The provisions of Section 883 are subject to change at any time, possibly with retroactive effect. ~~45We~~ **We** believe and have taken the position that substantially all of our income derived from the international operation of ships is properly categorized as shipping income and that we do not have a material amount of non- qualifying income. It is possible, however, that a much larger percentage of our income does not qualify (or will not qualify) as shipping income. Moreover, the exemption for shipping income is only available for years in which NCLH will satisfy complex stock ownership tests or the publicly **-** traded test under Section 883 as described in " Item 1 — Business — Taxation — Exemption of International Shipping Income under Section 883 of the Code. " There are factual circumstances beyond our control, including changes in the direct and indirect owners of NCLH' s ordinary shares, which could cause us or our subsidiaries to lose the benefit of this tax exemption. Finally, any changes in our operations could significantly increase our exposure to either the Net Tax Regime or the 4 % Regime (each as defined in " Item 1 — Business — Taxation "), and we can give no assurances on this matter. If we or any of our subsidiaries were not to qualify for the exemption under Section 883, our or such subsidiary' s U. S.- source income would be subject to either the Net Tax Regime or the 4 % Regime (each as defined in " Item 1 — Business — Taxation "). As of the date of this filing, we believe that NCLH and its subsidiaries will satisfy the publicly **-** traded test imposed under Section 883 and therefore believe that NCLH will qualify for the exemption under Section 883. However, as discussed above, there are factual circumstances beyond our control that could cause NCLH to not meet the stock ownership or publicly **-** traded tests. Therefore, we can give no assurances on this matter. We refer you to " Item 1 — Business — Taxation. " We may be subject to state, local and non- U. S. income or non- income taxes in various jurisdictions, including those in which we transact business, own property or reside. We may be required to file tax returns in some or all of those jurisdictions. Our state, local or non- U. S. tax treatment may not conform to the U. S. federal income tax treatment discussed above. We may be required to pay non- U. S. taxes on dispositions of foreign property or operations involving foreign property that may give rise to non- U. S. income or other tax liabilities in amounts that could be substantial. The various tax regimes to which we ~~are currently~~ **have historically been** subject result in a relatively low effective tax rate on our worldwide income. These tax regimes, however, are subject to change, possibly with retroactive effect. For example, ~~legislation has been proposed in~~ the **OECD** ~~past that would eliminate the benefits of the exemption from U. S. federal income tax under Section 883 and subject all or a portion of our shipping income to taxation in the U. S. Moreover, changes in tax laws could adversely affect our tax position, including our effective tax rate, tax payments and exemption of branch profits and dividend withholding taxes under the U. S. – U. K. Income Tax Treaty on income derived in respect of our U. S. – flagged operation. For example, the Organization for Economic Co- operation and Development~~ and numerous jurisdictions ~~(including the United Kingdom)~~ have had an increased focus on issues concerning the taxation of multinational businesses and **have adopted** several related reforms **,** ~~have been put forth (~~ including the implementation of a global minimum tax rate of at least 15 % for large multinational businesses ~~)~~ **starting January 1, 2024 or later** , which could have a **material adverse effect on our aggregate tax liability and effective tax rate. During the fourth quarter of 2023, in response to the OECD' s BEPS 452. 0 Pillar 2 global tax reform, the Company restructured its organizational structure by realigning many of its operations across its three different brands into a single jurisdiction, Bermuda. In connection with the reorganization, among other steps, certain NCLH subsidiaries were redomiciled to Bermuda. If our assumptions and interpretations regarding the global minimum tax rules or our efforts to reorganize prove to be incorrect for any reason, our business, financial condition and results of operations could be materially adversely affected. We expect global tax reform will continue to evolve over the coming years and will continue to monitor these developments. Additionally, previously we obtained an assurance from the Minister of Finance of Bermuda under the Exempted Undertakings Tax Protection Act 1966 that, in the event that any legislation is enacted in Bermuda imposing any tax, including tax on profits or income among others, such tax shall not be applicable to them until March 31, 2035. Such assurances were superseded by the passage of new legislation as described below. On**

December 27, 2023, the Bermuda Act was enacted in Bermuda. Under the Bermuda Act, the corporate income tax will be determined based on a statutory tax rate of 15 % effective for fiscal years beginning on or after January 1, 2025. The corporate income tax will apply only to Bermuda tax resident businesses that are part of multinational enterprise groups with € 750 million or more in annual revenues in at least two of the four fiscal years immediately preceding the year in question. Although the Government of Bermuda has already released limited guidance with respect to specific provisions of the Bermuda Act, it is anticipated that further administrative guidance as well as regulatory guidance will be released over the course of the 2024 calendar year and beyond. As enacted, the Bermuda Act makes it clear that any corporate income tax liability is due regardless of the above assurances under the Exempted Undertakings Protection Act 1966. Therefore, we expect to be subject to the Bermuda corporate income tax with effect from January 1, 2025. The Bermuda Act provides for an international shipping income exclusion. In order for a Bermuda entity' s international shipping income to qualify for the exclusion, the entity must demonstrate that the strategic or commercial management of all ships concerned is effectively carried on from or within Bermuda. We expect we will meet the necessary requirements to qualify for the international shipping income exclusion during 2024, but we cannot provide any assurances. Additionally, the Bermuda Act provides for companies to be able to offset 80 % of their Bermuda taxable income with any tax loss deductions available on an annual basis. The Bermuda Act provides for opening tax loss carryforwards based on the Bermuda taxable income (loss) results of the individual Bermuda entities in the five fiscal years prior to the enactment date, which includes 2020 through 2024 calendar years for the Company. If our assumptions and interpretations regarding the Bermuda Act prove to be incorrect for any reason, our business, financial condition, and results of operations could be materially adversely affected. In addition, there cannot be certainty that the relevant tax authorities are in agreement with our interpretation of applicable tax laws. If our tax positions are challenged by relevant tax authorities, the imposition of additional taxes could increase our effective tax rate and have a negative **effect on our business, financial condition and results of operations. The occurrence of any of the foregoing tax risks could have a material adverse** effect on our business, financial condition and results of operations. Our ability to comply with economic substance requirements in certain jurisdictions and increased costs associated with our efforts to comply may have a negative impact on our operations. Our Company and certain of its subsidiaries **are or** may be subject to economic substance requirements in their jurisdictions of formation **or continuation**, including, but not limited to, Bermuda, Guernsey, Isle of Man, British Virgin Islands, ~~Cayman Islands,~~ the Bahamas ~~,~~ **and** Saint Lucia ~~and Marshall Islands~~. Pursuant to the legislation passed in each jurisdiction, entities subject to each jurisdiction' s laws that carry out relevant activities as specified in such laws, are required to demonstrate ~~substantial~~ **adequate** economic substance in that jurisdiction. In general terms, ~~substantial~~ **adequate** economic substance means: (i) the entity is actually directed and managed in the jurisdiction; (ii) core income- generating activities relating to the applicable relevant activity are performed in the jurisdiction; (iii) there are adequate employees in the jurisdiction; (iv) the entity maintains adequate physical presence in the jurisdiction; and (v) there is adequate operating expenditure in the jurisdiction. We have evaluated the activities of NCLH, NCLC and their subsidiaries and have concluded that in some cases, those activities are' relevant activities' for the purposes of the applicable economic substance laws and that, consequently, certain entities within our organization will be required to demonstrate compliance with these economic substance requirements. We **have in the past and** may **in the future** be subject to increased costs and our management team may be required to devote ~~significant~~ **46significant** time to satisfying economic substance requirements in certain of these jurisdictions. If such entities cannot establish compliance with these ~~46requirements~~ -- **requirements**, we may be liable to **pay additional** penalties and fines in the applicable jurisdictions and / or required to re- domicile such entities to different jurisdictions that may have tax regimes and other regulatory regimes which may be less favorable. Risks Related to NCLH' s Ordinary SharesShareholders of NCLH may have greater difficulties in protecting their interests than shareholders of a U. S. corporation. We are a Bermuda exempted company. The Companies Act 1981 of Bermuda (the " Companies Act "), which applies to NCLH, differs in material respects from laws generally applicable to U. S. corporations and their shareholders. Taken together with the provisions of NCLH' s bye- laws, some of these differences may result in you having greater difficulties in protecting your interests as a shareholder of NCLH than you would have as a shareholder of a U. S. corporation. This affects, among other things, the circumstances under which transactions involving an interested director are voidable, whether an interested director can be held accountable for any benefit realized in a transaction with our Company, what approvals are required for business combinations by our Company with a large shareholder or a wholly- owned subsidiary, what rights you may have as a shareholder to enforce specified provisions of the Companies Act or NCLH' s bye- laws, and the circumstances under which we may indemnify our directors and officers. NCLH does not expect to pay any cash dividends for the foreseeable future. NCLH does not currently pay dividends to its shareholders and NCLH' s Board of Directors may never declare a dividend. Our existing debt agreements restrict, and any of our future debt arrangements may restrict, among other things, the ability of NCLH' s subsidiaries, including NCLC, to pay distributions to NCLH and NCLH' s ability to pay cash dividends to its shareholders. In addition, any determination to pay dividends in the future will be entirely at the discretion of NCLH' s Board of Directors and will depend upon our results of operations, cash requirements, financial condition, business opportunities, contractual restrictions, restrictions imposed by applicable law and other factors that NCLH' s Board of Directors deems relevant. We are not legally or contractually required to pay dividends. In addition, NCLH is a holding company and would depend upon its subsidiaries for their ability to pay distributions to NCLH to finance any dividend or pay any other obligations of NCLH. Investors seeking dividends should not purchase NCLH' s ordinary shares. Provisions in NCLH' s constitutional documents may prevent or discourage takeovers and business combinations that NCLH' s shareholders might consider to be in their best interests. NCLH' s bye- laws contain provisions that may delay, defer, prevent or render more difficult a takeover attempt that its shareholders consider to be in their best interests. For instance, these provisions may prevent NCLH' s shareholders from receiving a premium to the market price of NCLH' s shares offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of NCLH’ s shares if they are viewed as discouraging takeover attempts in the future. These provisions include (i) the ability of NCLH’ s Board of Directors to designate one or more series of preference shares and issue preference shares without shareholder approval; (ii) a classified board of directors; (iii) the sole power of a majority of NCLH’ s Board of Directors to fix the number of directors; (iv) the power of NCLH’ s Board of Directors to fill any vacancy on NCLH’ s Board of Directors in most circumstances, including when such vacancy occurs as a result of an increase in the number of directors or otherwise; and (v) advance notice requirements for nominating directors or introducing other business to be conducted at shareholder meetings. Additionally, NCLH’ s bye-laws contain provisions that prevent third parties from acquiring beneficial ownership of more than 4. 9 % of its outstanding shares without the consent of NCLH’ s Board of Directors and provide for the lapse of rights, and sale, of any shares acquired in excess of that limit. The effect of these provisions may preclude third parties from seeking to acquire a controlling interest in NCLH in transactions that shareholders might consider to be in their best interests and may prevent them from receiving a premium above market price for their shares.