

Norwegian Cruise Line Holdings Ltd.
Technology, Environmental, Safety and Security (“TESS”) Committee Charter

The Board of Directors of Norwegian Cruise Line Holdings Ltd. (the “Company”) has adopted this charter (this “Charter”) of the TESS Committee (the “Committee”).

I. Purposes

The purpose of the Committee is to assist the Board of Directors in its oversight of the Company’s policies and programs related to technology and innovation, environmental matters, safety and security. The Committee is a standing committee of the Board of Directors.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board of Directors from time to time consistent with the Company’s Bye-Laws, as may be amended. The powers and responsibilities delegated by the Board of Directors to the Committee in this Charter or otherwise shall be carried out by the Committee as it deems appropriate without requirement of the further approval of the Board of Directors (including any decision to consult with independent counsel or other advisors), and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s discretion.

II. Organization

A. The Committee will conduct and review with the Board of Directors periodically, but not less than annually, an evaluation of this Charter and recommend any changes to the Board of Directors. The Committee may conduct this Charter evaluation in such manner as the Committee, in its business judgment, deems appropriate. The Committee shall evaluate its performance on an annual basis and establish criteria for such evaluation.

B. The Board of Directors shall determine the size of the Committee, but it will consist of no fewer than two members, all of whom must be members of the Board of Directors. One of the members shall serve as the chairperson of the Committee (the “Chairperson”). The Board of Directors shall appoint the members and the Chairperson, taking into account any recommendations of the Nominating and Governance Committee in making such appointment. Committee members shall serve for such term or terms as the Board of Directors may determine. The Board of Directors may remove or replace any member of the Committee at any time.

C. Each Committee member shall, in the business judgment of the Board of Directors, be affirmatively determined to meet the independence criteria of the rules of the New York Stock Exchange.

D. The Committee shall meet periodically, but not less than annually, as necessary to fulfill its responsibilities. Meetings may, at the discretion of the Committee, include members of the management of the Company or any of its subsidiaries, independent consultants, and such other persons as the Committee or its Chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board of Directors is permitted to meet under law or the Company's Bye-laws. The Committee shall meet as required in order to fulfill its responsibilities and to complete the activities required by this Charter.

E. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present unless there are only two (2) members present, in which case such actions shall require a unanimous vote. If a Committee member with an interest in any matter before the Committee excuses him or herself from participation in the Committee's consideration of such matter such member's absence shall not destroy the quorum for the meeting. The Committee may take any action permitted hereunder by unanimous written consent when deemed necessary or desirable by the Committee or its Chairperson.

F. The Committee may determine additional rules and procedures, including designation of a secretary of the Committee or any meeting thereof.

G. The Committee shall keep minutes of all meetings and of all actions taken by the Committee, file such minutes with the Secretary and Assistant Secretary of the Company and make a copy of such minutes available to the Board of Directors.

III. Responsibilities of the Committee

The Committee shall have the following specific responsibilities, taking into account applicable laws and regulations:

1. Oversee Company matters, initiatives, reporting and public communications related to corporate social responsibility and sustainability.
2. Oversee and periodically review the Company's programs and policies related to technology, cybersecurity, data protection and privacy.
3. Oversee and periodically review the Company's policies regarding safety, security, environmental and climate-related matters.
4. While it is the responsibility of senior management to assess and manage the Company's exposure to risk and its response to such risk, review with management significant risks related to technology, cybersecurity, data protection and privacy, safety, security, environmental and climate-related matters.

5. Report its activities regularly to the Board of Directors in such manner and at such times as the Committee and the Board of Directors deem appropriate.

IV. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain consultants, outside legal counsel and other advisors as the Committee deems necessary to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to search consultants, outside legal counsel and any other advisors retained by the Committee.

V. Subcommittees

The Committee may form and delegate some or all of its authority to subcommittees, comprised of one or more members of the Committee, when it deems appropriate.

Adopted: February 11, 2019