

**NCLH**

NORWEGIAN CRUISE LINE  
HOLDINGS LTD.

Notice of 2023 Annual General Meeting  
of Shareholders and Proxy Statement





## NORWEGIAN CRUISE LINE HOLDINGS LTD.



Norwegian Cruise Line Holdings Ltd. (NYSE: NCLH) is a leading global cruise company which operates Norwegian Cruise Line, Oceania Cruises and Regent Seven Seas Cruises. Our mission is to provide exceptional vacation experiences, delivered by passionate team members committed to world-class hospitality and innovation. With a combined fleet of 30 ships with over 61,000 berths, our brands offer itineraries to more than 500 destinations worldwide. We welcomed Norwegian Prima to our fleet in July 2022 and our newest ship for Oceania Cruises, Vista, in April 2023. We also have seven custom-built new ships on order for our three award-winning brands, which are scheduled for delivery through 2028.

Our brands include a variety of accommodations, from studio staterooms designed for solo travelers to the luxurious 4,443 square-foot Regent Suite, which includes an in-suite spa retreat, 1,300 square-foot wraparound veranda, and glass-enclosed solarium sitting area. Guests on our Norwegian ships can enjoy The Haven, a key-card access enclave on the upper decks of select ships with luxurious suite accommodations, exclusive amenities including a private restaurant, bar, lounge, courtyard with pool, hot tub and fitness center, and 24/7 butler and concierge service.

Norwegian Cruise Line has been breaking the boundaries of traditional cruising for over 56 years including by revolutionizing the industry by offering guests the freedom and flexibility to design their ideal vacation on their preferred schedule with no assigned dining and entertainment times and no formal dress codes. Oceania Cruises is the world's leading culinary- and destination-focused cruise line which features the finest cuisine at sea and destination-rich itineraries that span the globe. As a leader in luxury cruise experiences, Regent Seven Seas Cruises offers Unrivaled Space at Sea™. Unique to Regent, unlimited complimentary shore excursions are available in every port, which is just the beginning of an extensive list of included luxuries — from round-trip air and gourmet cuisine to unlimited WiFi and valet laundry service.

We are also focused on sustainable destination development and have created two private destinations to enhance the shore experience for our guests: Great Stirrup Cay in the Bahamas and Harvest Caye in Belize. These destinations allow our guests to experience paradise through our private beaches, beachfront cabanas and villas, restaurants and dining options, pools and experiences like ziplines, nature centers and adventure tours.

We also continue to strategically build our presence in Alaska, a premium destination which anchors one of the most popular itineraries for our guests. In 2022, we strengthened our long-standing partnership with Huna Totem Corporation, one of the most successful Native village corporations in Alaska. We announced the signing of a Memorandum of Agreement to develop berthing and upland facilities in Whittier and donated an undeveloped waterfront property in Juneau to Huna Totem Corporation. The projects are expected to bring significant benefits to every aspect of the local and visitor experience by boosting the economy and creating local employment opportunities year-round. Our continued investments in the region will enable us to support the local communities, with a focus on its indigenous populations, and to provide our guests with authentic, best-in-class experiences as they explore the wonder of The Last Frontier.

We remain focused on driving a positive impact on society and the environment through our global sustainability program, Sail & Sustain. We recognize that our business is inextricably linked to the health of our planet and communities, and we continue to integrate environmental, social and governance (ESG) priorities into our business strategy and objectives. For example, in 2022 we launched new goals including our commitment to pursue net zero greenhouse gas (GHG) emissions by 2050. Since announcing this net zero vision, we have been enhancing our roadmap, defining the short- and near-term targets, and collaborating with our stakeholders to innovate and adapt to the energy transition.



NORWEGIAN CRUISE LINE  
HOLDINGS LTD.

7665 Corporate Center Drive  
Miami, Florida 33126

**NOTICE OF 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

<b>When</b>	Thursday, June 15, 2023, at 9:00 a.m. (Eastern time)	
<b>Where</b>	Pullman Miami 5800 Blue Lagoon Drive Miami, Florida 33126	
<b>Items of Business</b>	Proposal 1	Elect the following director nominees to serve as Class I directors on our board of directors for the terms described in the attached Proxy Statement <ul style="list-style-type: none"> <li>• David M. Abrams</li> <li>• Zillah Byng-Thorne</li> <li>• Russell W. Galbut</li> </ul>
	Proposal 2	Approval, on a non-binding, advisory basis, of the compensation of our named executive officers
	Proposal 3	Approval of an amendment to our 2013 Performance Incentive Plan (our "Plan"), including an increase in the number of shares available for grant under our Plan
	Proposal 4	Ratification of the appointment of PricewaterhouseCoopers LLP ("PwC") as our independent registered public accounting firm for the year ending December 31, 2023 and the determination of PwC's remuneration by our Audit Committee
	Additional Items	Receive the audited financial statements (together with the auditor's report) for the year ended December 31, 2022 pursuant to the Bermuda Companies Act 1981, as amended, and our bye-laws Consider any other business which may properly come before the 2023 Annual General Meeting or any postponement or adjournment
<b>Attending the Annual General Meeting</b>	You will be asked to provide photo identification and appropriate proof of ownership to attend the meeting. You can find more information under "About the Annual General Meeting and Voting" in the accompanying Proxy Statement.	
<b>Who Can Vote</b>	Holders of each NCLH ordinary share at the close of business on April 3, 2023	

**How to Vote in Advance**

Your vote is important. Please vote as soon as possible by one of the methods shown below. Be sure to have your proxy card, voting instruction form or Notice of Internet Availability of Proxy Materials in hand:



**By telephone** — You can vote your shares by calling the number provided in your proxy card or voting instruction form



**By Internet** — You can vote your shares online at [www.proxyvote.com](http://www.proxyvote.com)



**By mail** — Complete, sign, date and return your proxy card or voting instruction form in the postage-paid envelope provided

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Norwegian Cruise Line Holdings Ltd.'s Proxy Statement and 2022 Annual Report are available at [www.nclhltd.com/investors](http://www.nclhltd.com/investors) or [www.proxyvote.com](http://www.proxyvote.com)

All shareholders are cordially invited to attend the meeting. We direct your attention to the accompanying Proxy Statement. Whether or not you plan to attend the meeting, you are urged to submit your proxy or voting instructions as promptly as possible by Internet, telephone, or mail to ensure your representation and the presence of a quorum at the Annual General Meeting. If you attend the meeting and wish to vote at the meeting, you may withdraw your proxy or voting instructions and vote your shares personally. Your proxy is revocable in accordance with the procedures set forth in the Proxy Statement.

April 28, 2023

By Order of the Board of Directors,

Daniel S. Farkas  
Executive Vice President, General Counsel,  
Chief Development Officer and Assistant  
Secretary

## Cautionary Statement Concerning Forward-looking Statements and Website References

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Some of the statements, estimates or projections contained in this Proxy Statement are “forward-looking statements” within the meaning of the U.S. federal securities laws intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts contained in this Proxy Statement, including, without limitation, those regarding our business strategy, financial position, results of operations, plans, prospects, actions taken or strategies being considered with respect to our liquidity position, valuation and appraisals of our assets and objectives of management for future operations (including those regarding expected fleet additions, our expectations regarding the impacts of the COVID-19 pandemic, Russia’s invasion of Ukraine and general macroeconomic conditions, our expectations regarding cruise voyage occupancy, the implementation of and effectiveness of our health and safety protocols, operational position, demand for voyages, plans or goals for our sustainability program and decarbonization efforts, our expectations for future cash flows and profitability, financing opportunities and extensions, and future cost mitigation and cash conservation efforts and efforts to reduce operating expenses and capital expenditures) are forward-looking statements. Many, but not all, of these statements can be found by looking for words like “expect,” “anticipate,” “goal,” “project,” “plan,” “believe,” “seek,” “will,” “may,” “forecast,” “estimate,” “intend,” “future” and similar words. Forward-looking statements do not guarantee future performance and may involve risks, uncertainties and other factors which could cause our actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in those forward-looking statements. Examples of these risks, uncertainties and other factors include, but are not limited to the impact of: adverse general economic factors, such as fluctuating or increasing levels of interest rates, inflation, unemployment, underemployment and the volatility of fuel prices, declines in the securities and real estate markets, and perceptions of these conditions that decrease the level of disposable income of consumers or consumer confidence; the spread of epidemics, pandemics and viral outbreaks, including the COVID-19 pandemic, and their effect on the ability or desire of people to travel (including on cruises), which is expected to continue to adversely impact our results, operations, outlook, plans, goals, growth, reputation, cash flows, liquidity, demand for voyages and share price; implementing precautions in coordination with regulators and global public health authorities to protect the

health, safety and security of guests, crew and the communities we visit and to comply with regulatory restrictions related to the pandemic; our indebtedness and restrictions in the agreements governing our indebtedness that require us to maintain minimum levels of liquidity and be in compliance with maintenance covenants and otherwise limit our flexibility in operating our business, including the significant portion of assets that are collateral under these agreements; our ability to work with lenders and others or otherwise pursue options to defer, renegotiate, refinance or restructure our existing debt profile, near-term debt amortization, newbuild related payments and other obligations and to work with credit card processors to satisfy current or potential future demands for collateral on cash advanced from customers relating to future cruises; our need for additional financing or financing to optimize our balance sheet, which may not be available on favorable terms, or at all, and our outstanding exchangeable notes and any future financing which may be dilutive to existing shareholders; the unavailability of ports of call; future increases in the price of, or major changes, disruptions or reduction in, commercial airline services; changes involving the tax and environmental regulatory regimes in which we operate, including new regulations aimed at reducing greenhouse gas emissions; the accuracy of any appraisals of our assets as a result of the impact of the COVID-19 pandemic or otherwise; our success in controlling operating expenses and capital expenditures; trends in, or changes to, future bookings and our ability to take future reservations and receive deposits related thereto; adverse events impacting the security of travel, or customer perceptions of the security of travel, such as terrorist acts, armed conflict, such as Russia’s invasion of Ukraine, and threats thereof, acts of piracy, and other international events; adverse incidents involving cruise ships; breaches in data security or other disturbances to our information technology and other networks or our actual or perceived failure to comply with requirements regarding data privacy and protection; changes in fuel prices and the type of fuel we are permitted to use and/or other cruise operating costs; mechanical malfunctions and repairs, delays in our shipbuilding program, maintenance and refurbishments and the consolidation of qualified shipyard facilities; the risks and increased costs associated with operating internationally; our inability to recruit or retain qualified personnel or the loss of key personnel or employee relations issues; our inability to obtain adequate insurance coverage; pending or threatened litigation, investigations and enforcement actions; volatility and disruptions in the global credit and financial markets, which may adversely

affect our ability to borrow and could increase our counterparty credit risks, including those under our credit facilities, derivatives, contingent obligations, insurance contracts and new ship progress payment guarantees; any further impairment of our trademarks, trade names or goodwill; our reliance on third parties to provide hotel management services for certain ships and certain other services; fluctuations in foreign currency exchange rates; our expansion into new markets and investments in new markets and land-based destination projects; overcapacity in key markets or globally; and other factors set forth under “Risk Factors” in our most recently filed Annual Report on Form 10-K and subsequent filings with the Securities and Exchange Commission. Additionally, many of these risks and uncertainties are currently amplified by and will continue to be amplified by, or in the future may be amplified by, the COVID-19 pandemic, Russia’s invasion of Ukraine and the impact of general macroeconomic conditions. It is not possible to predict or identify all such risks. There may be additional risks that we consider immaterial or which are unknown. The

above examples are not exhaustive and new risks emerge from time to time. Such forward-looking statements are based on our current beliefs, assumptions, expectations, estimates and projections regarding our present and future business strategies and the environment in which we expect to operate in the future. These forward-looking statements speak only as of the date made. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in our expectations with regard thereto or any change of events, conditions or circumstances on which any such statement was based, except as required by law.

References to our website throughout this Proxy Statement and the information contained therein or connected thereto are provided for convenience only and the content thereof is not incorporated into, and does not constitute a part of, this Proxy Statement.

# PROXY STATEMENT

## TABLE OF CONTENTS

<b>PROXY SUMMARY</b>	<b>1</b>		
<b>PROPOSAL 1 — ELECTION OF DIRECTORS</b>	<b>10</b>		
General	10		
Directors Standing for Election	11		
Board Recommendation	13		
Directors Continuing in Office	14		
<b>CORPORATE GOVERNANCE</b>	<b>19</b>		
Shareholder Engagement	19		
Board Diversity	21		
Board of Directors	22		
Board Committees	23		
The Nomination Process	25		
Director Independence	26		
Board and Committee Evaluations	26		
Board Risk Oversight	27		
Environmental, Social & Governance	28		
Succession Planning	31		
Hedging, Pledging and Short Sale Prohibitions	31		
Overboarding Policy	31		
Code of Ethical Business Conduct	31		
Corporate Governance Materials	32		
Communicating with the Board	32		
<b>DIRECTOR COMPENSATION</b>	<b>33</b>		
Director Compensation Program	33		
2022 Director Compensation	33		
<b>PROPOSAL 2 — ADVISORY APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS</b>	<b>35</b>		
Board Recommendation	35		
<b>EXECUTIVE COMPENSATION</b>	<b>36</b>		
A Letter from Our Compensation Committee Chairperson	36		
Compensation Discussion and Analysis	37		
<b>COMPENSATION COMMITTEE REPORT</b>	<b>52</b>		
<b>EXECUTIVE COMPENSATION TABLES</b>	<b>53</b>		
2022 Summary Compensation Table	53		
Grants of Plan-Based Awards in 2022 Table	55		
Outstanding Equity Awards at December 31, 2022 Table	56		
Option Exercises and Stock Vested in 2022 Table	57		
Employment Agreements for NEOs — Salary, Annual Cash Performance Incentive Opportunity and Equity	58		
Potential Payments Upon Termination or Change in Control	60		
Compensation Committee Interlocks and Insider Participation	65		
Compensation Risk Assessment	65		
Pay Ratio Disclosure	65		
Equity Compensation Plan Information	66		
Pay Versus Performance Information	66		
		<b>PROPOSAL 3 — APPROVAL OF AMENDMENT TO 2013 PERFORMANCE INCENTIVE PLAN</b>	<b>72</b>
		General	72
		Key Features of the Plan	72
		Summary Description of the Plan	73
		U.S. Federal Income Tax Consequences of Awards Under the Plan	76
		Specific Benefits Under the Plan	77
		Potential Dilution	77
		Aggregate Equity Awards Previously Granted Under the Plan	79
		Vote Required for Approval of Amendment to 2013 Performance Incentive Plan	80
		Board Recommendation	80
		<b>PROPOSAL 4 — RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</b>	<b>81</b>
		Board Recommendation	81
		<b>AUDIT COMMITTEE REPORT</b>	<b>82</b>
		<b>SHARE OWNERSHIP INFORMATION</b>	<b>83</b>
		Security Ownership of Certain Beneficial Owners and Management	83
		<b>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</b>	<b>85</b>
		Review and Approval of Related Party Transactions Relationships and Transactions	85
		<b>ABOUT THE ANNUAL GENERAL MEETING AND VOTING</b>	<b>86</b>
		Who may vote?	86
		What do I do if I am a shareholder of record?	86
		What do I do if I am a beneficial owner?	86
		What are the requirements to attend the Annual General Meeting?	86
		How do I vote?	87
		How will my shares be voted?	88
		What matters will be presented?	88
		What constitutes a quorum?	89
		What is the vote required for proposals on the agenda?	89
		Can I revoke a proxy?	89
		Who can help answer my questions?	90
		Presentation of Financial Statements	90
		Terms Used in this Proxy Statement	90
		Solicitation of Proxies	91
		Delivery of Documents to Shareholders Sharing an Address	91
		Annual Report on Form 10-K	92
		Important Information and Dates Related to the 2024 Annual General Meeting	92
		<b>APPENDIX A — AMENDMENT TO THE 2013 PERFORMANCE INCENTIVE PLAN</b>	<b>A-1</b>

For definitions of terms used in this Proxy Statement, but not otherwise defined, see “Terms Used in this Proxy Statement” on page 90.

# PROXY SUMMARY

## 2023 Annual General Meeting of Shareholders

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider before casting your vote. We encourage you to read the entire Proxy Statement for more information about these topics prior to voting.



### DATE AND TIME

Thursday, June 15, 2023  
9:00 a.m. (Eastern Time)



### PLACE

Pullman Miami  
5800 Blue Lagoon Drive  
Miami, Florida 33126



### RECORD DATE

April 3, 2023

If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor:

**Innisfree M&A Incorporated**  
**501 Madison Avenue, 20th Floor**  
**New York, NY 10022**  
**Stockholders may call toll-free: (888) 750-5834**  
**Banks and Brokers may call collect: (212) 750-5833**

## Shareholder Voting Matters

	BOARD RECOMMENDATION
<b>1</b> Election of three Class I directors	✓ <b>FOR</b> each director nominee
<b>2</b> Approval, on a non-binding, advisory basis, of the compensation of our named executive officers	✓ <b>FOR</b>
<b>3</b> Approval of an amendment to our 2013 Performance Incentive Plan (our "Plan"), including an increase in the number of shares available for grant under our Plan	✓ <b>FOR</b>
<b>4</b> Ratification of the appointment of PricewaterhouseCoopers LLP ("PwC") as our independent registered public accounting firm for the year ending December 31, 2023 and the determination of PwC's remuneration by our Audit Committee	✓ <b>FOR</b>

## Board Nominees

### Class I (Term to Expire in 2026)

Name	Age	Director Since	Independent	Occupation	Committee Memberships	Other Current Public Company Boards
David M. Abrams	56	2014	✓	Founder and Co-Managing Partner, Velocity Capital Management	<ul style="list-style-type: none"> <li>• TESS<sup>(1)</sup> (Chairperson)</li> <li>• Audit</li> </ul>	
Zillah Byng-Thorne	48	2022	✓	Former Chief Executive Officer, Future plc	<ul style="list-style-type: none"> <li>• Audit</li> <li>• Compensation</li> </ul>	<ul style="list-style-type: none"> <li>• TrustPilot Group plc<sup>(2)</sup></li> </ul>
Russell W. Galbut (Chairperson)	70	2015	✓	Managing Principal, Crescent Heights	<ul style="list-style-type: none"> <li>• Audit</li> <li>• Nominating &amp; Governance</li> </ul>	<ul style="list-style-type: none"> <li>• Black Spade Acquisition Co</li> </ul>

## Directors Continuing in Office

### Class II (Term Expires in 2024)

Name	Age	Director Since	Independent	Occupation	Committee Memberships	Other Current Public Company Boards
Adam M. Aron	68	2008	✗	Chairman, Chief Executive Officer and President, AMC Entertainment Holdings, Inc.		<ul style="list-style-type: none"> <li>• AMC Entertainment Holdings, Inc.</li> </ul>
Stella David	60	2017	✓	Former Chief Executive Officer, William Grant & Sons Limited	<ul style="list-style-type: none"> <li>• Nominating &amp; Governance (Chairperson)</li> <li>• TESS</li> </ul>	<ul style="list-style-type: none"> <li>• Entain plc<sup>(2)</sup></li> <li>• Domino's Pizza Group plc<sup>(2)</sup></li> </ul>
Mary E. Landry	66	2018	✓	Former Rear Admiral, U.S. Coast Guard	<ul style="list-style-type: none"> <li>• Compensation (Chairperson)</li> <li>• Nominating &amp; Governance</li> <li>• TESS</li> </ul>	

### Class III (Term Expires in 2025)

Name	Age	Director Since	Independent	Occupation	Committee Memberships	Other Current Public Company Boards
Frank J. Del Rio <sup>(3)</sup>	68	2015	✗	President and Chief Executive Officer, Norwegian Cruise Line Holdings Ltd.		
Harry C. Curtis	65	2021	✓	Former Managing Director, Nomura Instinet	<ul style="list-style-type: none"> <li>• Audit (Chairperson)</li> <li>• Compensation</li> </ul>	

<sup>(1)</sup> Technology, Environmental, Safety and Security ("TESS") Committee

<sup>(2)</sup> London Stock Exchange (LSE) listed

<sup>(3)</sup> As previously disclosed, Mr. Del Rio has resigned from our Board of Directors (our "Board"), effective June 30, 2023. Mr. Harry Sommer has been appointed to our Board in connection with his appointment as President and Chief Executive Officer of our Company, effective July 1, 2023, to assume Mr. Del Rio's vacant seat as a Class III director.

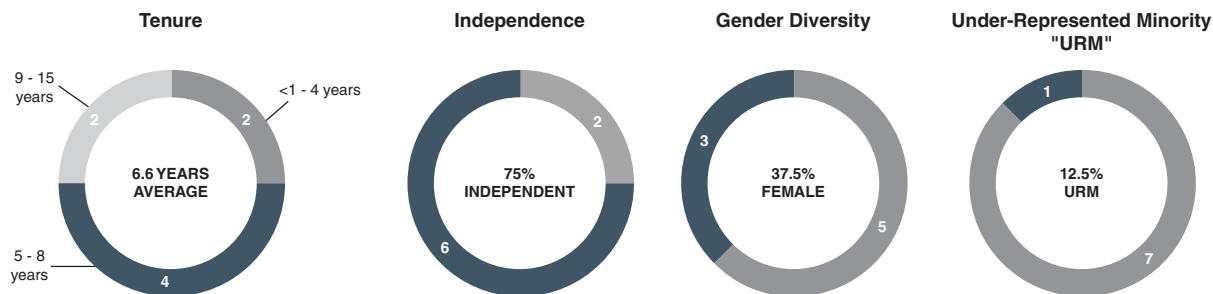


## Director Skills and Experience

	Abrams	Aron	Byng-Thorne	Curtis	David	Del Rio	Galbut	Landry
Travel, leisure & entertainment industries	●	●	●	●	●	●	●	●
Executive leadership	●	●	●	●	●	●	●	●
Operations or strategy oversight	●	●	●	●	●	●	●	●
Financial	●	●	●	●	●	●	●	●
Public company	●	●	●	●	●	●	●	●
Maritime	●	●	●	●	●	●	●	●
Sales & marketing	●	●	●	●	●	●	●	●
ESG	●	●	●	●	●	●	●	●
Cybersecurity	●	●	●	●	●	●	●	●

- Indicates expertise derived from direct, hands-on experience or direct managerial experience with the subject matter during his or her career
- Indicates working knowledge derived through education, training programs and certifications, board or relevant committee experience at our Company or another company or exposure through executive or other leadership roles

Our Board believes the mix of backgrounds and experience of our directors brings a diversity of perspective that strengthens the Board’s independent leadership and effective oversight of management.



## Corporate Governance Information

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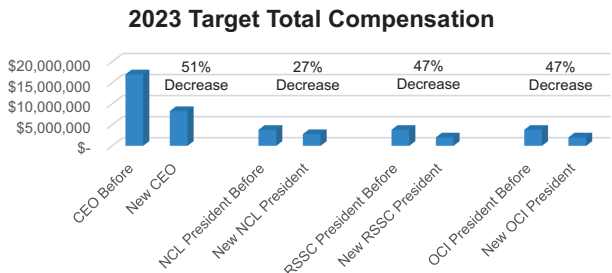
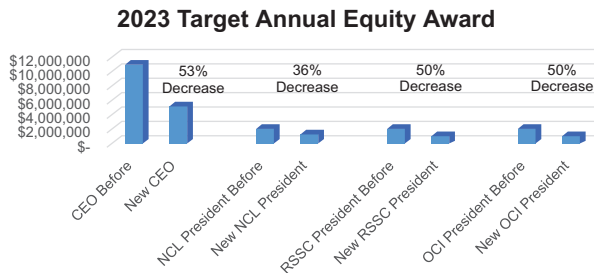
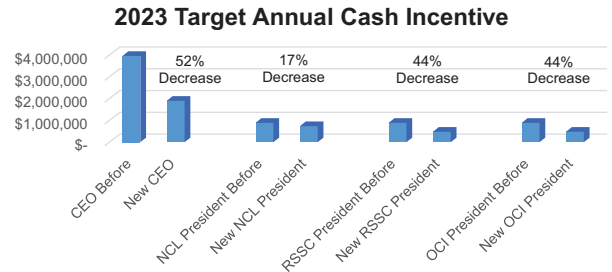
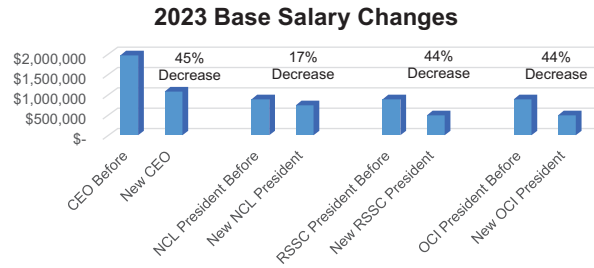


- Independent Board chairperson ✓
- Fully independent Board committees ✓
- Focus on Board refreshment, with 1 new director appointed at the end of 2022 and 4 of 8 directors appointed since January 2017 ✓
- Two female directors serve as Board committee chairpersons ✓
- Independent directors meet regularly in executive session ✓
- All directors attended more than 75% of meetings held ✓
- Shareholder ability to call special meetings ✓
- Shareholder ability to act by written consent ✓
- Majority voting for directors ✓
- Robust Board risk oversight process ✓
- Annual Board, committee and individual Board member self-evaluations ✓
- Annual vote on named executive officer compensation ✓
- Share ownership policy for directors and executive officers ✓
- Comprehensive clawback policy ✓
- Robust overboarding policy ✓
- Prohibition on hedging and short sales of NCLH securities by directors and senior officers ✓
- Prohibition on pledging of NCLH shares by directors and senior officers ✓
- No poison pill ✓

## Executive Compensation Highlights












### 2023 Compensation Refreshment

In connection with the appointment of our new President and Chief Executive Officer, effective July 2023, and an entirely new team of Presidents for our brands in 2023, our Compensation Committee took the opportunity to do a holistic review of our Company’s executive compensation program and to reset pay for our incoming executive officers to better reflect the expectations of our shareholders.

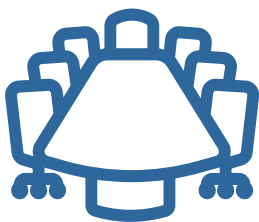


In each case above, “Before” represents 2022 pay and “New” represents 2023 pay for each successor. Target total compensation presented includes base pay, target annual cash incentive bonus, and target annual equity awards. Percentages are rounded.

## PROXY SUMMARY

WHAT WE HEARD	HOW WE RESPONDED
 Overall pay should be reduced for the President and Chief Executive Officer	✓ Our Compensation Committee re-aligned compensation for our new President and Chief Executive Officer and new brand Presidents beginning their roles in 2023 (see “Compensation Discussion and Analysis – 2023 Compensation Refreshment”)
 Encouraged fresh perspectives on our Company’s Compensation Committee	✓ Appointed a new member of our Compensation Committee in late 2022 and a new member and Chairperson in 2023, with two former members leaving the Compensation Committee
 Requested a return to financial metrics for incentive awards	✓ 2023 long- and short-term incentives are weighted towards Adjusted EBITDA, Adjusted EPS and forward booking metrics
 Encouraged the use of a relative metric in our long-term incentives	✓ Introduced a relative Adjusted EPS metric for our 2023 annual equity awards requiring outperformance versus the S&P 500 Index
 Prefer three-year metrics in long-term incentive awards	✓ 2022 and 2023 PSU awards have three-year performance periods
 Value of annual equity awards should not be guaranteed by contract	✓ Our new President and Chief Executive Officer’s contract does not guarantee a value for annual equity awards, but does provide that any annual equity awards must be at least 50% performance-based
 Peer group should be reevaluated	✓ Reviewed peer group and made adjustments for 2023
 Long-term incentives should be more heavily weighted towards performance for all named executive officers (“NEOs”)	✓ In 2022 and 2023, at least 50% of each NEO’s target annual equity awards were based on performance metrics
 Encouraged the Compensation Committee to holistically review our compensation program	✓ Our Compensation Committee appointed a new compensation consultant in September 2022 and, under the leadership of our new Chairperson, undertook a comprehensive review of our compensation program in 2023
 The President and Chief Executive Officer is entitled to too many perks pursuant to his employment agreement	✓ Our new President and Chief Executive Officer will not be entitled to a travel expense, personal, or tax preparation allowance or country club dues in his employment agreement
 Include an ESG metric in the Company’s executive compensation program	✓ Included ESG metrics related to emissions reduction goals in our 2022 and 2023 annual cash incentive

### 2022 Say-On-Pay Vote Engagement Response

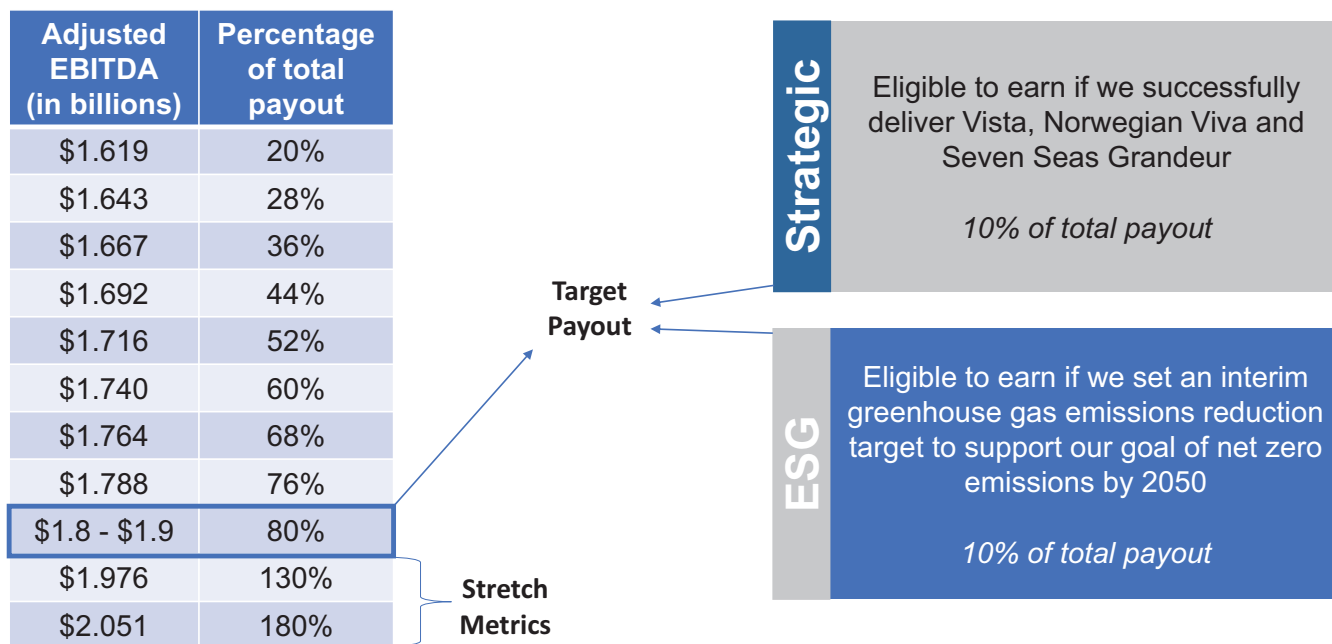


- Initiated engagement with 42 of our top institutional holders, which included each institutional holder that held  $\geq 0.25\%$  of our outstanding shares and represented approximately 49% of our total outstanding shares as of year-end 2022
- Participation from Chairperson of our Compensation Committee in engagement meetings related to executive compensation matters

In connection with feedback from our shareholders and the improved operating environment, our Compensation Committee returned to traditional financial-based metrics for our short- and long-term incentives in 2023.

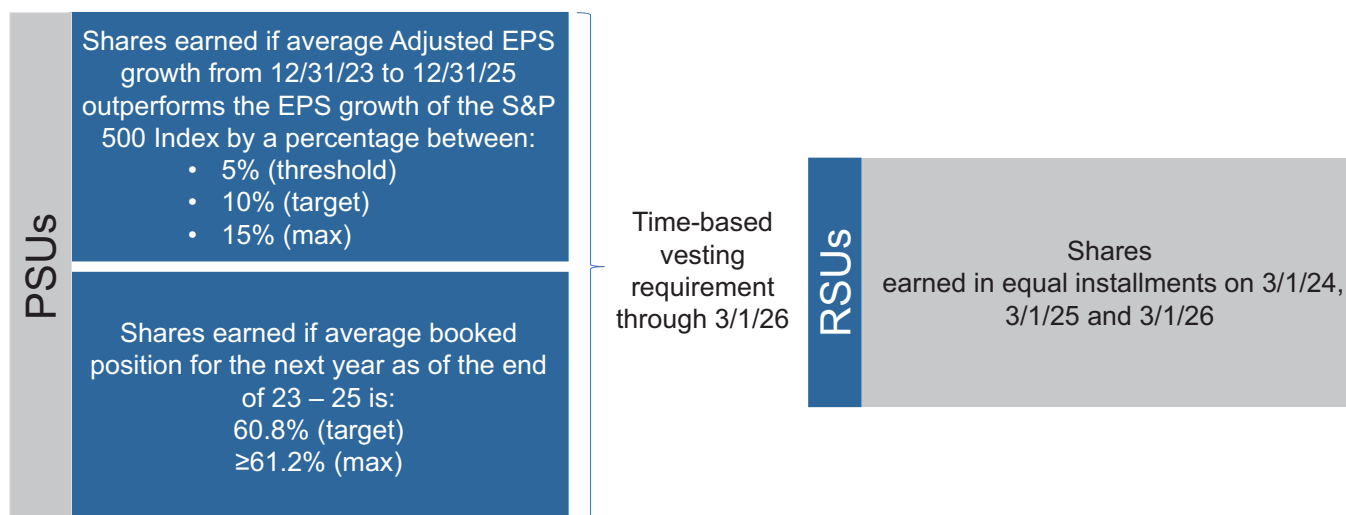
## 2023 Annual Performance Incentive Metrics

January 1, 2023 – December 31, 2023 Performance Period



## 2023 Equity Awards

Awarded 3/1/23



## PROXY SUMMARY

WHAT WE DO	WHAT WE DON'T DO
<p>✓ Annual cash performance incentives earned based on pre-established targets for entity-wide performance</p>	<p>⊘ Provide excise tax “gross-ups” on 280G parachute payments</p>
<p>✓ All NEOs received a combination of performance-based and time-based annual equity awards</p>	<p>⊘ Allow officers and directors to hedge, short-sell or pledge shares</p>
<p>✓ Robust share ownership policy</p>	<p>⊘ Provide “single-trigger” change in control payments or benefits</p>
<p>✓ Robust succession planning process</p>	<p>⊘ Reprice stock options without shareholder approval</p>
<p>✓ Comprehensive clawback policy covering both cash and equity</p>	<p>⊘ Provide automatic base salary increases for NEOs</p>



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7665 Corporate Center Drive  
Miami, Florida 33126

## PROXY STATEMENT FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 15, 2023

This proxy statement (“Proxy Statement”) is being furnished to you in connection with the solicitation of proxies by our Board to be used at our annual general meeting for 2023 to be held at the Pullman Miami, 5800 Blue Lagoon Drive, Miami, Florida 33126, on Thursday, June 15, 2023 at 9:00 a.m. (Eastern time), and any adjournments or postponements thereof (the “Annual General Meeting”).

As always, we encourage you to vote your shares prior to the Annual General Meeting. References in this Proxy Statement to “we,” “us,” “our,” “Company” and “NCLH” refer to Norwegian Cruise Line Holdings Ltd.

Proxy materials for the Annual General Meeting, including this Proxy Statement and our 2022 Annual Report to Shareholders, which includes our 2022 financial statements (“2022 Annual Report”), were first made available to shareholders on or about April 28, 2023.

### IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON JUNE 15, 2023

The Notice of Annual General Meeting of Shareholders, this Proxy Statement and our 2022 Annual Report are available on our website at [www.nclhld.com/investors](http://www.nclhld.com/investors). The information that appears on our website is not part of, and is not incorporated by reference into, this Proxy Statement. You can also view these materials at [www.proxyvote.com](http://www.proxyvote.com) by using the control number provided on your proxy card or Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”).



*As permitted by the U.S. Securities and Exchange Commission (“SEC”), we are furnishing proxy materials to our shareholders primarily over the Internet. We believe that this process expedites shareholders’ receipt of these materials, lowers the costs of our Annual General Meeting and reduces the environmental impact of mailing printed copies.*

We are mailing to each of our shareholders, other than those who previously requested electronic or paper delivery, a Notice of Internet Availability containing instructions on how to access and review the proxy materials, including the Notice of Annual General Meeting of Shareholders, this Proxy Statement and our 2022 Annual Report, on the Internet. The Notice of Internet Availability also contains instructions on how to receive a paper copy of the proxy materials and a proxy card or voting instruction form. If you received a Notice of Internet Availability by mail or our proxy materials by e-mail, you will not receive a printed copy of the proxy materials unless you request one. If you received paper copies of our proxy materials, you may also view these materials on our website at [www.nclhld.com/investors](http://www.nclhld.com/investors) or at [www.proxyvote.com](http://www.proxyvote.com).

# PROPOSAL 1 — ELECTION OF DIRECTORS

## *General*

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Pursuant to our bye-laws, the number of directors on our Board must be at least seven, but no more than eleven, and is determined by resolution of our Board. Our Board currently consists of eight directors and is divided into three classes. The members of each class serve for staggered three-year terms.

Each director holds office until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. A director appointed by our Board to fill a vacancy (including a vacancy created by an increase in the size of our Board) will serve for the remainder of the term of the class of directors in which the vacancy occurred and until his or her successor is elected and qualified, or until his or her earlier death, resignation, or removal.

At the Annual General Meeting, shareholders will be asked to elect three directors to our Board as Class I directors. Our Nominating and Governance Committee recommended, and our Board nominated, Mr. David M. Abrams, Ms. Zillah Byng-Thorne and Mr. Russell W. Galbut as our Class I director nominees. If elected, each of the nominees will serve until our 2026 annual

general meeting and until his or her successor is elected and qualified, or until his or her earlier death, resignation, or removal.

If any of the nominees becomes unable or unwilling for good cause to serve if elected, shares represented by validly delivered proxies will either be voted for the election of a substitute nominee designated by our Board or our Board may determine to reduce the size of our Board. Each person nominated for election has consented to be named in this Proxy Statement and agreed to serve if elected. With the exception of Mr. Frank J. Del Rio, who is the father of one of our executive officers, Mr. Frank A. Del Rio, there are no family relationships between or among any of our executive officers, directors or director nominees. Mr. Frank J. Del Rio will be retiring from his role as our President and Chief Executive Officer and resigning as a director of our Board on June 30, 2023. Mr. Harry Sommer, who will succeed Mr. Del Rio as our President and Chief Executive Officer, has been appointed to the Board to assume Mr. Del Rio's vacant seat, effective July 1, 2023.



## Directors Standing for Election

### Class I Director Nominees (Term to Expire in 2026)



**DAVID M. ABRAMS**  
**Founder and Co-Managing Partner,**  
**Velocity Capital Management**

Age: 56

Director Since: April 2014  
 Independent Director

**Committees:**

- TESS (Chairperson)
- Audit



**Favorite NCLH onboard experience:**

“Watching the ship pull into port from the Observation Lounge”

*Qualifications and Experiences that Help us Deliver on Our Mission*

Mr. Abrams shares over 25 years of experience in sports and entertainment, private equity, finance and investment banking with our Board. His expertise includes developing new businesses, financial strategy and the credit markets.

*Career Highlights*

- Founder and Co-Managing Partner, Velocity Capital Management: November 2021 – Present
- Chief Investment Officer, Harris Blitzer Sports and Entertainment, which owns the Philadelphia 76ers, the New Jersey Devils, the Prudential Center and esports franchise, Dignitas: November 2018 – November 2021
- Partner, Apollo Global Management, LLC, and founder of the Apollo European Principal Finance Fund franchise, which he ran from 2007 – 2015
- Controlling shareholder of Keemotion SPRL, a leading sports technology company with operations in the U.S. and Europe: January 2015 – Present
- Co-Managing Partner of the Scranton/Wilkes-Barre RailRiders, the AAA-Affiliate of the New York Yankees: November 2014 – Present
- Managing Director, Leveraged Finance Group, Credit Suisse, based in London and New York: 1996 – 2007
- Founder and Head of the Specialty Finance Investment business, Credit Suisse, which included investing in non-performing loans portfolios and distressed assets: 2004 – 2007
- Founding member and Co-Head, Global Distressed Sales and Trading Group, Credit Suisse (and its predecessor Donaldson, Lufkin & Jenrette, Inc.): 1996 – 2004
- Associate/Vice President, Argosy Group, a boutique corporate restructuring firm
- Analyst, Investment Banking Division, Bear Stearns & Co.: 1989

*Past Public Company Boards*

- Consortium Inc. (CSE listed)

*Education*

- B.S. in Economics, Wharton School of Business, University of Pennsylvania



**ZILLAH BYNG-THORNE**  
Former Chief Executive Officer,  
Future plc

Age: 48

Director Since: November 2022  
Independent Director

**Committees:**

- Audit
- Compensation Committee



**Favorite NCLH onboard  
experience:**

“Visiting the Mandara Spa®”

*Qualifications and Experiences that Help us Deliver on Our Mission*

Ms. Byng-Thorne shares her significant strategy, operations, technology, marketing, and talent management expertise with our Board. She has extensive technology sector experience, spanning online gaming, digital media and e-commerce. With over 20 years of experience as an executive officer, she has demonstrated a focus on driving operational excellence and is a proven people manager, identifying and developing talent at the senior level. Ms. Byng-Thorne was identified for consideration by our Nominating and Governance Committee as a director nominee through a third-party search firm.

*Career Highlights*

- Chief Executive Officer, Future plc: April 2014 – March 2023
- Chief Financial Officer, Future plc: November 2013 – March 2014
- Interim Chief Executive Officer, Trader Media Group (owner of Auto Trader): 2012 – 2013
- Chief Financial Officer, Trader Media Group (owner of Auto Trader): 2009 – 2012
- Commercial Director and Chief Financial Officer, Fitness First: 2006 – 2009
- Chief Financial Officer, Thresher Group: 2002 – 2006

*Current Public Company Boards\**

- Chairperson, TrustPilot Group plc (LSE listed)

*Past Public Company Boards*

- Future plc (LSE listed)
- Flutter Entertainment plc (LSE listed)
- THG plc (LSE listed)
- GoCo Group plc (formerly LSE listed)

*Education*

- M.A. in Management, Glasgow University
- MSc in Behavioural Change, Henley Business School
- Chartered Management Accountant (The Chartered Institute of Management Accountants)
- Qualified Treasurer (Association of Corporate Treasurers)

\* Ms. Byng-Thorne expects to join M&C Saatchi as an independent, non-executive Chair effective June 15, 2023.



**RUSSELL W. GALBUT**  
**Managing Principal, Crescent Heights**

*Qualifications and Experiences that Help us Deliver on Our Mission*

For over 35 years, Mr. Galbut has been active in the urban mixed-use real estate sector, which has included fostering relationships with complementary retail, hospitality, and food and beverage brands. Mr. Galbut provides our Board with unique insights into complex development projects such as our private island destinations, port development projects and design and hotel operations for our newbuild ships.

*Career Highlights*

- Managing Principal, Crescent Heights, a leading urban real estate firm, specializing in the development, ownership, and operation of architecturally distinctive, mixed-use high-rises in major cities across the United States: 1989 – Present

*Current Public Company Boards*

- Black Spade Acquisition Co (NYSE: BSAQU)

*Past Public Company Boards*

- New Beginnings Acquisition Corp. (NYSE American, LLC: NBA)

*Current Academic Boards*

- The Dean’s Advisory Board, Cornell University School of Hotel Administration

*Past Private Company Boards*

- Prestige (prior to the Acquisition)
- Capital Bank
- Gibraltar Private Bank & Trust Company

*Education*

- J.D., University of Miami School of Law
- B.S., Cornell University, School of Hotel Administration
- Certified Public Accountant (inactive license)
- Former attorney (inactive license)

Age: 70

Chairperson of our Board

Director Since: November 2015

Independent Director

Committees:

- Audit
- Nominating & Governance



Favorite NCLH onboard experience:

“Taking a cooking class at the Culinary Center”

**Board Recommendation**



**OUR BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR NAMED ABOVE.**

## Directors Continuing in Office

The following is biographical information on the remainder of our directors continuing in office as well as the key attributes, experience and skills that our Board believes such current directors contribute to our Board.

### Class II (Term Expires in 2024)



**ADAM M. ARON**

**Chairman, Chief Executive Officer and President, AMC Entertainment Holdings, Inc.**

Age: 68

Director Since: January 2008



**Favorite NCLH onboard experience:**

“Visiting the Galaxy Pavilion”

#### *Qualifications and Experiences that Help us Deliver on Our Mission*

Mr. Aron has 43 years of experience managing companies operating in the travel, leisure and entertainment industries. He provides our Board with, among other skills, valuable insight and perspective on the travel and leisure operations of our Company.

#### *Career Highlights*

- Chief Executive Officer and President, AMC Entertainment Holdings, Inc., a theatrical exhibition company: January 2016 – Present
- Chief Executive Officer, Starwood Hotels and Resorts Worldwide, Inc., on an interim basis: February 2015 – December 2015
- Chairman and Chief Executive Officer, World Leisure Partners, Inc., a personal consultancy for travel and tourism, high-end real estate development and professional sports: since 2006
- Chief Executive Officer, Philadelphia 76ers: 2011 – 2013
- Chairman and Chief Executive Officer, Vail Resorts, Inc.: 1996 – 2006
- President and Chief Executive Officer, Norwegian Cruise Line: 1993 – 1996
- Senior Vice President, Marketing, United Airlines: 1990 – 1993
- Senior Vice President, Marketing, Hyatt Hotels Corporation: 1987 – 1990

#### *Current Public Company Boards*

- Chairman, AMC Entertainment Holdings, Inc. (NYSE: AMC)

#### *Past Public Company Boards*

- Centricus Acquisition Corp.: May 2021 – September 2021
- Starwood Hotels and Resorts Worldwide, Inc.: August 2006 – December 2015
- Vail Resorts, Inc., Chairman: 1996 – 2006

#### *Current Memberships*

- The Council on Foreign Relations

#### *Past Private Company Boards and Organizations*

- Prestige (prior to the Acquisition)
- Young Presidents' Organization
- Business Executives for National Security

#### *Education*

- M.B.A., Harvard Business School
- B.A., Harvard College



**STELLA DAVID**

**Former Chief Executive Officer,  
William Grant & Sons Limited**

Age: 60

Director Since: January 2017  
Independent Director

*Committees:*

- Nominating & Governance (Chairperson)
- TESS



**Favorite NCLH onboard experience:**

**“Seeing Summer: The Donna Summer Musical”**

*Qualifications and Experiences that Help us Deliver on Our Mission*

Ms. David has extensive experience running multi-national corporations and has significant expertise in marketing and branding. As the leader of William Grant & Sons Limited, she was responsible for the significant growth of the business, in particular their premium and luxury brands, and for leading the company’s expansion into new markets. In addition, Ms. David also has extensive experience as a director and is able to share the knowledge she has gained regarding corporate governance and risk management with our Board.

*Career Highlights*

- Interim Chief Executive Officer, C&J Clark Limited, an international shoe manufacturer and retailer: June 2018 – April 2019
- Chief Executive Officer, William Grant & Sons Limited, an international spirits company: August 2009 – March 2016
- Various positions at Bacardi Ltd. over a fifteen-year period, including Senior Vice President and Chief Marketing Officer: 2005 – 2009; and Chief Executive Officer of the U.K., Irish, Dutch and African business: 1999 – 2004

*Current Public Company Boards*

- Domino’s Pizza Group plc: February 2021 – Present (LSE listed)
- Entain plc: March 2021 – Present (LSE listed)

*Current Private Company Boards*

- Vue International: January 2023 – Present
- Bacardi Limited: June 2016 – Present

*Past Company Boards*

- HomeServe Plc: November 2010 – November 2022 (LSE listed)
- C&J Clark Limited: March 2012 – February 2021
- Nationwide Building Society: 2003 – 2010

*Education*

- Degree in Engineering, Cambridge University



**MARY E. LANDRY**  
Former U.S. Coast Guard Rear  
Admiral

Age: 66

Director Since: June 2018  
Independent Director

**Committees:**

- Compensation Committee (Chairperson)
- TESS
- Nominating & Governance



**Favorite NCLH onboard experience:**

“Exercising at the gym on Norwegian Prima, overlooking the horizon from the bow of the ship”

*Qualifications and Experiences that Help us Deliver on Our Mission*

Ms. Landry developed a strong background in marine safety, risk management and government policy over the course of her 35-year career with the U.S. government, including service on the White House National Security Council and active duty in the U.S. Coast Guard. In her roles with the U.S. Coast Guard and the White House, Ms. Landry worked on cybersecurity preparedness, policy and guidance. She brings expertise regarding the maritime operations of our Company and deep insight into our risk mitigation, preparedness, resilience and cybersecurity strategies to our Board.

*Career Highlights*

- White House National Security Council, Special Assistant to the President and Senior Director for Resilience Policy: 2013 – 2014
- Various active-duty positions with the U.S. Coast Guard, including: Director, Incident Management Preparedness Policy: 2012 – 2015; Commander, Eighth Coast Guard District: 2009 – 2011, where she oversaw operations for a region including 26 states with over 10,000 active, reserve, civilian, and auxiliary personnel under her command; Director of Governmental and Public Affairs: 2007 – 2009; various tours from 1980 – 2007, which culminated in her advancement to Rear Admiral

*Current Industry Boards*

- United States Automobile Association (“USAA”) – Vice Chairperson of the Compensation and Workforce Committee, member of the Risk Committee and Chair of the USAA Advisory Board
- Advisory Board Member, Sea Machines Robotics
- National Association of Corporate Directors (“NACD”), Florida Chapter

*Past Industry Boards*

- SCORE Association

*Education*

- National Security Fellowship, Harvard University
- M.A. in Marine Affairs, University of Rhode Island
- M.A. in Management, Webster University
- B.A. in English, University of Buffalo
- NACD Board Leadership Fellow
- NACD Directorship Certified®
- Holds the CERT Certificate in Cybersecurity Oversight
- Holds Corporate Director Certificate, Harvard Business School

## Class III (Term Expires in 2025)



**FRANK J. DEL RIO**  
**President and Chief Executive**  
**Officer of our Company**

Age: 68

Director Since: August 2015



Favorite NCLH onboard  
 experience:

“Racing my grandkids on the  
 Prima Speedway”

*Qualifications and Experiences that Help us Deliver on Our Mission*

Mr. Del Rio brings his extensive knowledge of the cruise industry, entrepreneurial spirit and command of the day-to-day operations of our Company to our Board. He has served as an executive in the cruise industry for 30 years and has been responsible for leading our Great Cruise Comeback following the pandemic-related global cruise voyage suspension and for the successful integration of our Company and Prestige. Under his leadership, our Company has grown to a fleet of 30 ships and has achieved significant milestones including the successful introduction of nine new vessels to our fleet and the introduction of our latest private island destination, Harvest Caye, Belize. During his time at the helm of our Company, we also ordered additional ships for our fleet, with seven currently on order, and developed a new, dedicated terminal for our Company at PortMiami. Mr. Del Rio was appointed to the Board pursuant to his employment agreement and provides a vital link between our Board and our management team.

Mr. Del Rio will be resigning as a director at the end of June 2023 in connection with his retirement as our President and Chief Executive Officer, and Mr. Sommer, who will succeed Mr. Del Rio as President and Chief Executive Officer, has been appointed to fill his seat, effective July 1, 2023.

*Career Highlights*

- President and Chief Executive Officer, NCLH: January 2015 – Present
- Founder, Oceania Cruises and Chief Executive Officer, Prestige (or its predecessor): October 2002 – September 2016
- Co-Chief Executive Officer, Executive Vice President and Chief Financial Officer, Renaissance Cruises: 1993 – April 2001

*Education*

- B.S. in Accounting, University of Florida
- Certified Public Accountant (inactive license)



**HARRY C. CURTIS**

**Former Managing Director, Nomura  
Instinet**

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Age: 65

Director Since: October 2021  
Independent Director

**Committees:**

- Audit (Chairperson)
- Compensation Committee



**Favorite NCLH onboard  
experience:**

“Touring the remarkable art  
collection on board the Seven  
Seas Splendor”

*Qualifications and Experiences that Help us Deliver on Our Mission*

Mr. Curtis enhances our Board with insights gained in his approximately 30 years in equity research specializing in the gaming, lodging and leisure industry. His strengths include deep cruise industry knowledge, ability to identify investor sentiment and a comprehensive understanding of the key drivers of our Company’s business model. He developed a wide following and has been recognized by institutional investors for his financial expertise and innovation in equity research.

*Career Highlights*

- Managing Director, Nomura Instinet: 2010 – 2020
- Managing Director, Chilton Investment Co.: 2008 – 2010
- Managing Director, JP Morgan: 2002 – 2008
- Visiting Professor, University of Nevada: 2002 – 2007
- Partner/Managing Director, Robertson Stephens: 1998 – 2002
- Vice President, Equity Research, Smith Barney: 1995 – 1997
- Vice President, Equity Research, Hanifen Imhoff: 1992 – 1995

*Education*

- B.A. in English, Connecticut College
- Chartered Financial Analyst



## CORPORATE GOVERNANCE

### *Shareholder Engagement*

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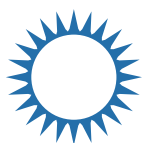
We believe that strong relationships with our shareholders are critical to our long-term success. Our shareholder outreach program is led by a cross-functional team including members of our Investor Relations, Environmental, Social and Governance (“ESG”) and Legal Departments at the direction of our Board. Through this year-round outreach, we solicit feedback on our executive compensation program, corporate governance, disclosure practices, sustainability practices, corporate social responsibility programs and long-term goals. We frequently include our Board members in our engagement meetings and share feedback with our entire Board. We also periodically ask our investment bankers to provide updates to our Board regarding investor sentiment.

At our 2022 Annual General Meeting, approximately 15.4% of our shareholders approved, on an advisory basis, the compensation of our NEOs in 2021 (our “2022 Say-on-Pay Vote”). We were disappointed in this result as the unprecedented and disproportionate impacts of the COVID-19 pandemic on our Company and industry drove the Compensation Committee to temporarily make changes to our compensation program to promote the stability and resilience of our Company. We engaged directly with our shareholders to discuss our compensation program in the Spring of 2022, prior to our 2022 Annual General Meeting.

In response to our 2022 Say-on-Pay Vote, we further enhanced our engagement efforts by initiating additional compensation-related conversations with our shareholders in 2023. These conversations were planned so that we could discuss the substantial changes our Compensation Committee made to our compensation program to address shareholder feedback, which, due to the timing of our 2022 Say-on-Pay Vote, generally impact compensation in 2023. Our former Chairperson of our Compensation Committee, Mr. Harry C. Curtis, participated in the engagement meetings in 2022, and our new Chairperson of our Compensation Committee, Ms. Mary Landry, participated in engagement meetings during 2023, following her appointment to the position. Our Executive Vice President, General Counsel, Chief Development Officer and Assistant Secretary, Vice President, Assistant General Counsel and Vice President, Investor Relations, Corporate Communications & ESG also participated in the engagement process.

We initiated engagement about our compensation program with 42 of our top institutional holders, which included each institutional holder that held at least 0.25% of our outstanding shares and represented approximately 49% of our total outstanding shares as of year-end 2022. In some cases, the engagement efforts spanned multiple meetings.

Corporate Governance Cycle



SUMMER



FALL



WINTER

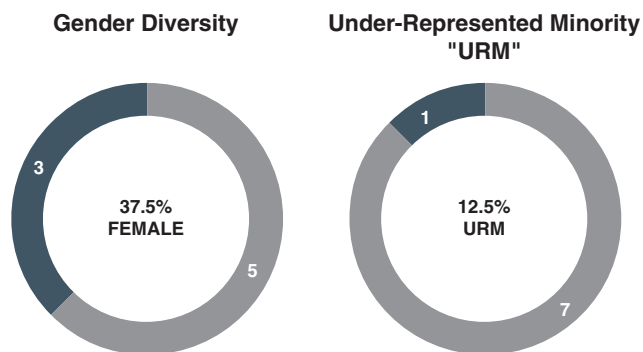


SPRING

- Evaluate annual meeting results with the Board
- Engage with investors about corporate governance, compensation policies and other important items
- Evaluate current trends in corporate governance and executive compensation
- Engage with investors about corporate governance, compensation policies and other important items
- Consider changes to corporate governance / executive compensation programs
- Engage with investors about corporate governance, compensation policies and other important items
- Share feedback with Board and assess our actions and responses
- Plan for annual shareholder meeting
- Engage with investors about corporate governance, compensation policies and other important items
- Distribute and post proxy statement and annual report
- Annual general meeting of shareholders in May or June

## Board Diversity

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Our Board's commitment to seeking out women and minority candidates as well as candidates with diverse backgrounds is formalized in our Corporate Governance Guidelines. Under-represented minority ("URM") refers to individuals who identify as racially or ethnically diverse. We currently have 3 female directors and one director who identifies as a URM on our Board. Our Nominating and Governance Committee is currently working with a third-party search firm to identify additional well-qualified female and diverse candidates for consideration as potential future Board candidates.

## Board of Directors

### Board Leadership Structure



**Chairperson:**  
**Russell W. Galbut**

Our Board believes its current leadership structure best serves the objectives of our Board's oversight of management, our Board's ability to carry out its roles and responsibilities on behalf of our shareholders, and our overall corporate governance. Our Board and each of its committees are currently led by independent directors, with our President and Chief Executive Officer separately serving as a member of our Board. Our Board believes that the participation of our President and Chief Executive Officer as a director, while keeping the roles of President and Chief Executive Officer and Chairperson of the Board separate, provides the proper balance between independence and management participation at this time. By having a separate Chairperson of the Board, we maintain an independent perspective on our business affairs, and at the same time, through the President and Chief Executive Officer's participation as a director, our Board maintains a strong link between management and our Board. We believe this leadership structure promotes clear communication, enhances strategic planning, and improves implementation of corporate strategies. Our current leadership structure is:

**4** Number of Board Meetings in 2022

>75%

Board and Committee Meeting Attendance by All Directors

100%

Annual General Meeting Attendance by Directors

• Frank J. Del Rio	President, Chief Executive Officer and Director
• Russell W. Galbut*	Chairperson of the Board
• Harry C. Curtis*	Chairperson of the Audit Committee
• Mary E. Landry*	Chairperson of the Compensation Committee
• Stella David*	Chairperson of the Nominating and Governance Committee
• David Abrams*	Chairperson of the TESS Committee

\* Independent Director

Our Board periodically reviews the leadership structure of our Board and may make changes in the future. Our Board has appointed Mr. Harry Sommer to the Board, effective July 1, 2023, to assume Mr. Del Rio's seat following his retirement and resignation from our Board on June 30, 2023.

## Board Meeting Attendance

During 2022, there were four meetings of our Board, four meetings of our Audit Committee, two meetings of our Compensation Committee, five meetings of our Nominating and Governance Committee and four meetings of our TESS Committee. Each of our directors attended more than 75% of the aggregate of all meetings of our Board and of any committees on which he or she served during 2022. Pursuant to our Corporate Governance Guidelines, in addition to regularly scheduled Board meetings, during 2022, our independent

directors held four regularly scheduled executive sessions without the presence of Company management. Our Chairperson of the Board presides at such executive sessions.

We do not have a formal policy regarding Board member attendance at the annual general meeting of shareholders. All of our then-current directors and director nominees attended the annual general meeting of shareholders in 2022 in person or telephonically.

## Board Committees

The standing committees of our Board include the Audit Committee, Compensation Committee, Nominating and Governance Committee and TESS Committee. Each committee has adopted a written charter and a copy of each committee charter is posted under “Corporate

Governance” on our website at [www.nclhld.com/investors](http://www.nclhld.com/investors). In addition to these committees, our Board may, from time to time, authorize additional Board committees to assist the Board in its responsibilities.



**Chairperson:**  
**Harry C. Curtis**

4

**Number of  
Meetings in 2022**

### Other Committee Members

- Abrams
- Byng-Thorne
- Galbut

## Audit Committee

### Primary Responsibilities

The principal duties and responsibilities of our Audit Committee are to:

- oversee and monitor the integrity of our financial statements;
- monitor our financial reporting process and internal control system;
- appoint our independent registered public accounting firm from time to time, determine its compensation and other terms of engagement, assess its independence and qualifications and oversee its work;
- review our policies and guidelines with respect to risk assessment and management, and discuss with management our major risk exposures;
- oversee the performance of our Internal Audit function; and
- oversee our compliance with legal, ethical and regulatory matters.

Our Audit Committee has the power to investigate any matter brought to its attention within the scope of its duties. It also has the authority to retain counsel and advisors to fulfill its responsibilities and duties.

### Independence

All Audit Committee members are considered independent as defined in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and under applicable rules of the New York Stock Exchange (the “NYSE”). Mr. Chidsey, who served on our Audit Committee through January 3, 2022, was considered independent during his service.

### Audit Committee Financial Experts

Our Board has determined that each of our Audit Committee members qualifies as an “audit committee financial expert” as defined in Item 407(d)(5) of Regulation S-K. Their biographies are available under “Proposal 1 – Election of Directors.”



**Chairperson:**  
**Mary E. Landry**  
(Joined January 2023)



**Number of  
Meetings in 2022**

#### Other Committee Members

- Byng-Thorne (Joined November 2022)
- Curtis

## Compensation Committee

### Primary Responsibilities

The principal duties and responsibilities of our Compensation Committee are to:

- provide oversight of the planning, design and implementation of our overall compensation and benefits strategies;
- establish and administer incentive compensation, benefit and equity-related plans;
- approve (or recommend that our Board approve) changes to our executive compensation plans, incentive compensation plans, equity-based plans and benefits plans;
- establish corporate goals, objectives, salaries, incentives and other forms of compensation for our President and Chief Executive Officer and our other executive officers;
- provide oversight of and review the performance of our President and Chief Executive Officer and other executive officers;
- consider and discuss with management the risks inherent in the design of the Company's compensation plans, policies and practices;
- provide oversight of and review our share ownership and clawback policies; and
- review and make recommendations to our Board with respect to the compensation and benefits of our non-employee directors.

Our Compensation Committee is also responsible for reviewing the "Compensation Discussion and Analysis" and for preparing the Compensation Committee Report included in this Proxy Statement.

Our Compensation Committee considers recommendations of our President and Chief Executive Officer in reviewing and determining the compensation, including equity awards, of our other executive officers. In addition, our Compensation Committee has the power to appoint and delegate matters to a subcommittee comprised of at least one member of our Compensation Committee. Our Compensation Committee does not currently intend to delegate any of its responsibilities to a subcommittee.

Our Compensation Committee is authorized to retain compensation consultants to assist in the review and analysis of the compensation of our executive officers. As further described under "Executive Compensation — Compensation Discussion and Analysis", our Compensation Committee engaged Frederic W. Cook & Co., Inc. ("FW Cook") and Korn Ferry during 2022 to advise it regarding the amount and types of compensation that we provide to our executive officers, how our compensation practices compared to the compensation practices of other companies and to advise on matters related to our incentive compensation structures. Our Compensation Committee has assessed the independence of both FW Cook and Korn Ferry and concluded that its engagement of FW Cook and Korn Ferry did not raise any conflict of interest.

### Independence

All Compensation Committee members are considered independent under applicable NYSE rules and satisfy the additional independence requirements specific to Compensation Committee membership under the NYSE listing standards. Mr. Chidsey, Mr. Galbut, Mr. Abrams and Ms. David who served on our Compensation Committee through January 3, 2022, December 31, 2022, December 31, 2022 and January 3, 2022, respectively, were each considered independent during their service.



**Chairperson:**  
Stella David

5

**Number of Meetings in 2022**

#### Other Committee Members

- Galbut
- Landry

## Nominating and Governance Committee

### Primary Responsibilities

The principal duties and responsibilities of our Nominating and Governance Committee are to:

- establish criteria for our Board and committee membership, identify individuals qualified to become members of the Board of Directors and recommend to our Board qualified individuals to become members of our Board;
- make recommendations to our Board regarding the size and composition of our Board and its committees;
- advise and make recommendations to our Board regarding proposals submitted by our shareholders;
- oversee the evaluation of our Board, its committees and management;
- make recommendations to our Board regarding management succession;
- make recommendations to our Board regarding our Board's governance matters and practices; and
- oversee our political spending and lobbying policies and practices.

### Independence

All Nominating and Governance Committee members are considered independent under applicable NYSE rules. Mr. David Abrams, who served on our Nominating and Governance Committee through December 31, 2022, was considered independent during his service.



**Chairperson:**  
David Abrams

4

**Number of Meetings in 2022**

#### Other Committee Members

- David
- Landry

## Technology, Environmental, Safety and Security (“TESS”) Committee

### Primary Responsibilities

The principal duties and responsibilities of our TESS Committee are to:

- oversee matters, initiatives, reporting and public communications related to sustainability, environmental and climate-related matters;
- oversee matters, initiatives, reporting and public communications related to human capital matters (including our Company's culture, talent development, employee retention and diversity, equity and inclusion) as well as other corporate social responsibility matters;
- oversee our programs and policies related to technology and innovation, cyber and information security, including data protection and privacy;
- review with management significant risks related to technology, cyber and information security (including data protection and privacy), safety, security, human capital, and sustainability, environmental and climate-related matters; and
- oversee our policies regarding safety and security.

### Independence

All TESS Committee members are considered independent under applicable NYSE rules. Mr. Harry C. Curtis, who served on our TESS Committee through December 31, 2022, was considered independent during his service.

## The Nomination Process

Our Nominating and Governance Committee regularly evaluates our Board to ensure that our directors have the broad range of skills, expertise, industry knowledge and diversity of background and experience needed to

support our long-term strategy. Prior to each annual general meeting of shareholders, our Nominating and Governance Committee recommends to our Board nominee candidates that it has found to be well-qualified,

willing and available to serve. In addition, our Nominating and Governance Committee recommends candidates to serve on our Board at other times during the year, as needed.

As described in our Corporate Governance Guidelines, our Nominating and Governance Committee seeks to recommend directors who: (1) understand elements relevant to the success of a publicly traded company, (2) understand our business and (3) have a strong educational and professional background. In selecting director nominees, our Nominating and Governance Committee also considers the individual's independence, character, ability to exercise sound judgment and demonstrated leadership skills. The Board is also committed to seeking out female and URM candidates as well as candidates with diverse backgrounds, experiences and skills as part of each Board search the Company undertakes in the context of the needs of the Board. Our Nominating and Governance Committee may engage a third-party search firm to assist it in identifying candidates for our Board. For example, our Nominating and Governance Committee is currently working with a third-party search firm to identify additional well-qualified female and diverse candidates for consideration as potential Board candidates.

### *Director Independence*

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Our Board has affirmatively determined that six of our eight directors, Mr. David M. Abrams, Ms. Zillah Byng-Thorne, Ms. Stella David, Mr. Russell W. Galbut, Ms. Mary E. Landry and Mr. Harry C. Curtis, are independent under the applicable rules of the NYSE. Our Board determined that Mr. Adam M. Aron and Mr. Frank J. Del Rio are not independent. Our Board also determined that Mr. John Chidsey, who resigned from our Board in January 2022, was considered independent under the applicable rules of the NYSE during his time on our Board. In considering the independence of each director, our Board reviews information provided by each director and considers whether any director has a material relationship with us (either directly or as a

### *Board and Committee Evaluations*

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Each fall, our Nominating and Governance Committee leads our Board and its committees through a formal evaluation process. All members of our Board complete written questionnaires regarding the Board, its committee and general matters of strategy and focus. These questionnaires are designed to elicit information that will ultimately help improve the effectiveness of the Board and each committee. In 2022, we evolved our evaluation process to include questions soliciting anonymous feedback regarding individual directors. The feedback

Our Nominating and Governance Committee will identify and consider candidates suggested by outside directors, management and/or shareholders and evaluate them in accordance with its established criteria. Director candidates recommended by shareholders will be considered in the same manner as recommendations from other sources. If a shareholder desires to recommend a director candidate for consideration by our Nominating and Governance Committee, recommendations should be sent in writing to the General Counsel and Assistant Secretary, Norwegian Cruise Line Holdings Ltd., 7665 Corporate Center Drive Miami, Florida 33126, together with appropriate biographical information concerning each proposed director candidate.

Our Nominating and Governance Committee may request such additional information concerning the director candidate as it deems reasonably necessary to determine the eligibility and qualification of the director candidate to serve as a member of our Board. Shareholders who are recommending candidates for consideration by our Board in connection with the next annual general meeting of shareholders should submit their written recommendation no later than January 1 of the year of that meeting.

partner, shareholder or officer of an organization that has a relationship with us).

In connection with the review of Mr. Galbut's independence, our Board and Nominating and Governance Committee considered an investment, with a total potential value of approximately \$6 million, that a trust affiliated with Mr. Frank J. Del Rio and Mr. Frank A. Del Rio had made in a property being developed by an entity affiliated with Mr. Galbut. Following a review of the relevant facts, our Board and Nominating and Governance Committee determined that Mr. Galbut maintained his independence pursuant to the applicable rules of the NYSE.

from these questionnaires is then analyzed and discussed by both the Nominating and Governance Committee and the full Board to ensure that appropriate steps are taken to address any opportunities for improvement. For example, previous evaluations resulted in:

- changes to our committee compositions and leadership,
- an increased focus on talent reviews and succession planning, including additional opportunities for



Board members to engage with members of management in formal and informal settings,

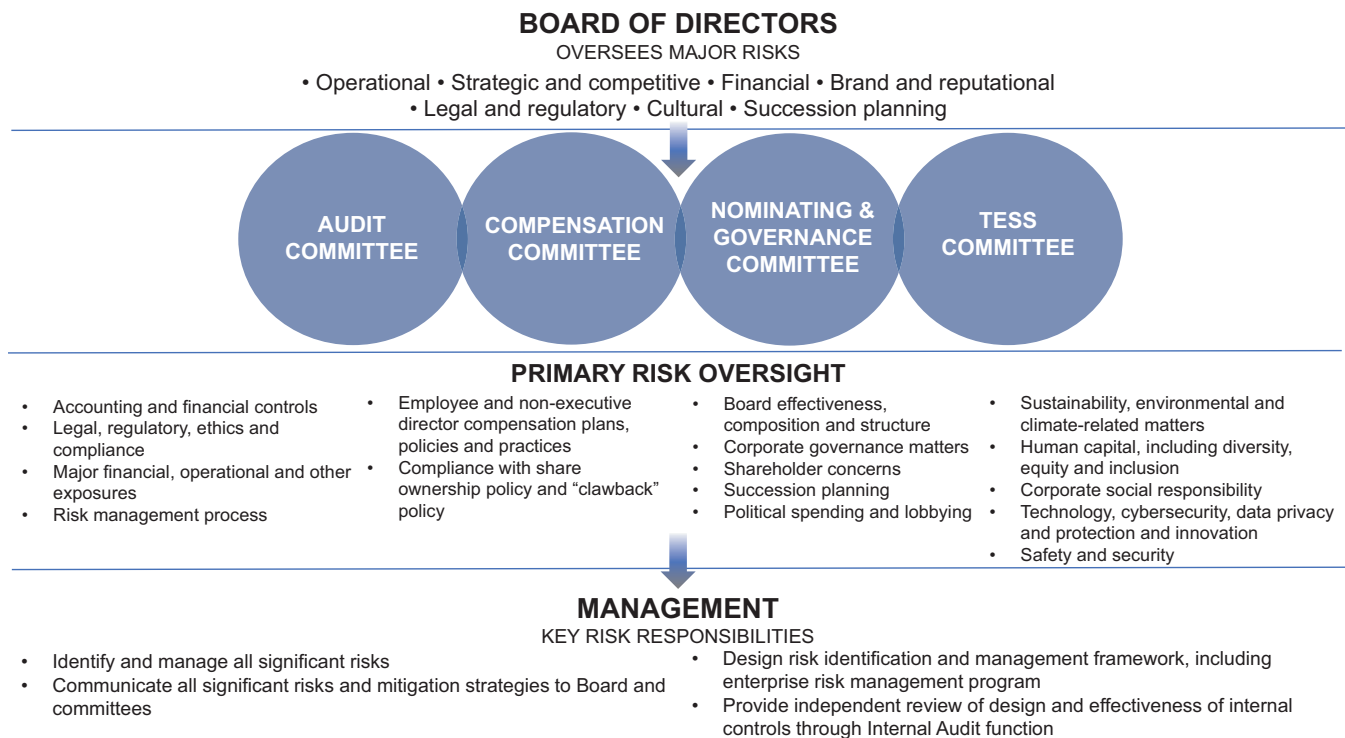
- the formation of the TESS Committee, and

- the creation of a dedicated ESG Department.

## Board Risk Oversight

Our Board recognizes that effective risk oversight is critical to our long-term success and the fulfillment of its fiduciary duties to our shareholders. While our management team is responsible for the day-to-day management of our risks and implementing appropriate risk management strategies, our Board is responsible for

setting the correct tone at the top, fostering an appropriate culture of risk management, understanding our enumerated top risks and monitoring how management mitigates such risks. Our Board uses its committees to assist in their risk oversight function as described below.



At regular meetings of our Board, committee members report to the full Board regarding matters reported and discussed at committee meetings, including matters relating to risk assessment or risk management. Members of management provide regular reports to our Board, or its committees, regarding business operations, strategic planning, financial planning, cybersecurity, privacy, legal, environmental and climate-related matters, social and governance matters, compliance and regulatory matters, succession planning and human capital management, including any material risk to us relating to such matters. Our TESS Committee reviews metrics regarding our cybersecurity and privacy programs and the ESG topics it is responsible for overseeing on at least a quarterly basis. At each meeting of our TESS Committee, members of the management team that are responsible for the areas our TESS Committee oversees have the opportunity to conduct a deep dive discussion regarding the relevant matter.

For example, these meetings have resulted in detailed discussions about privacy and data governance, emissions reporting and technology risks generally. Our President and Chief Executive Officer, Executive Vice President and Chief Financial Officer, Executive Vice President, General Counsel, Chief Development Officer and Assistant Secretary and Executive Vice President, Chief Talent Officer regularly attend meetings of our Board and its committees when they are not in executive session, and often report on and or supplement discussions on matters that may not be otherwise addressed.

Our Audit Committee also receives regular reports from our Senior Vice President of Internal Audit and Enterprise Risk Management, who facilitates our enterprise risk management process on behalf of management and our Audit Committee, to allow our major business risks to be assessed and managed

appropriately. In addition, our management team is encouraged to communicate directly with directors regarding matters of interest, including matters related to risk, at times when meetings are not being held.

Our Board believes that the structure and assigned responsibilities described above provide the appropriate

## *Environmental, Social & Governance*

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### Sail & Sustain

Our global sustainability program, Sail & Sustain, is centered around our commitment to drive a positive impact on society and the environment while delivering on our vision to be the vacation of choice for everyone around the world. We visit more than 500 destinations globally, allowing our guests to travel and explore the world. Our business is inextricably linked to the preservation of our planet and the protection of our shared resources. We recognize our ethical, social and environmental responsibilities and are committed to maintaining our high standards of operational excellence, achieving results the right way and creating value for all our stakeholders.

Our environmental, social and governance (ESG) strategy is focused on five pillars: empowering people, reducing environmental impact, strengthening our communities, sailing safely and operating with integrity and accountability. The strategy was developed through cross-functional collaboration with key internal and external stakeholders and informed by our materiality assessment.

Our Company discloses information related to ESG topics that are most important to our stakeholders. Our annual ESG report integrates Sustainability Accounting Standards Board (SASB) standards relevant to our industry. In 2022, our Company disclosed its first Task Force on Climate-Related Financial Disclosures (TCFD) report, outlining the identification and assessment of our physical and transition climate risks. Additionally, we externally report on our Sail & Sustain strategy on our website.



focus, oversight and communication of key risks we face. Our Board also believes that the processes it has established to administer our Board's risk oversight function would be effective under a variety of leadership frameworks and therefore do not have a material effect on our Board's leadership structure.

### Empowering People

It is our privilege to work in a community of nearly 40,000 team members around the globe. Our core mission is to provide exceptional vacation experiences delivered by passionate team members committed to world-class hospitality and innovation. To achieve this, it is crucial that each team member is empowered and has the opportunity to thrive.

Our Company is committed to fostering an inclusive workforce, where diverse backgrounds are represented, engaged, and empowered to generate and execute innovative ideas. Our commitment to diversity and inclusion starts at the top as demonstrated by our Board of Directors, which is 50% diverse with three female directors and one director from an under-represented minority community. Our commitment to seeking female and under-represented candidates as well as candidates with diverse backgrounds is formalized in our Corporate Governance Guidelines. We're also proud to have expanded the diversity on our Management Team by appointing our first female brand President, Ms. Andrea DeMarco, to take the helm at Regent Seven Seas Cruises.

Our Company operates globally with team members representing over 110 countries. To foster a diverse and inclusive culture, we seek to leverage the talents of all team members and commit to equal employment opportunity ("EEO") as detailed in our Company's EEO policy. In early 2022, we launched a new diversity in leadership team member resource group, EMBRACE. The initial objectives of this group include promoting diversity of thought, journeys, and perspectives within our management teams and serving as a feedback channel between front-line team members and leadership. We encourage the development of new female leaders through our mentorship program and our female executive networking group, Elevate. Our mentorship program encourages team members of all genders and backgrounds to develop leadership skills, cultivate relationships and identify growth opportunities.

As a people-first organization, we believe in offering our team members programs and benefits that encourage them to advance their skills and achieve long-term

financial stability. We actively foster a culture of learning and offer a variety of developmental courses for our team members. Our benefit programs also include student loan repayment assistance and educational

assistance for team members seeking degrees or professional certifications. In 2022, over \$530,000 was provided through the student loan and educational assistance programs.

## Workforce Composition as of December 31, 2022

Gender Diversity <sup>(1)</sup>	Male	Female
All global shoreside team members	39%	61%
All global shoreside managers/above	53%	47%
All shipboard team members	79%	21%
3-stripe above (manager level equivalent)	85%	15%
Ethnic Diversity <sup>(2)</sup>	Non-URMs%	URMs%
All U.S. shoreside team members, who have self-identified	33%	67%
U.S. shoreside managers/above, who have self-identified	46%	54%

- (1) While we present male and female, we acknowledge this is not fully encompassing of all gender identities.
- (2) Under-represented minority (“URM”) is used to describe diverse populations, including Native American, Asian, Black, Hispanic/Latino and Native Hawaiian team members in the U.S. We do not generally track ethnicity/race for our shipboard team members as the majority are URMs from a U.S. perspective.

## Reducing Environmental Impact

In 2022, our Company announced its commitment to pursue net zero greenhouse gas (“GHG”) emissions by 2050 across our operations and value chain. Since launching our net zero vision, we have been enhancing our roadmap and defining the interim milestones that will inform our progress.

We’re proud to have recently launched short- and near-term GHG intensity reduction targets that will guide us on this journey. Relative to a 2019 baseline, both targets are intensity reductions measured in metric tons of carbon dioxide equivalent (MTCO<sub>2e</sub>) emissions across Scope 1, Scope 2, and Scope 3: Fuel- and Energy-Related Activities, per Capacity Day:

- 10% GHG Intensity Reduction by 2026
- 25% GHG Intensity Reduction by 2030

Our climate action strategy is focused on implementing solutions for efficiency today, innovating for future solutions, and collaborating with our stakeholders along the way. A key driver is the ability to secure and safely operate on green fuels such as biodiesel and green methanol. Biodiesel can be blended with traditional marine gas oil (MGO) to support a reduction in lifecycle GHG emissions. Since 2022, our Company has successfully completed tests of biofuel blends on four ships, Regent’s Seven Seas Splendor, Norwegian Star, Norwegian Sun and Norwegian Epic. All four ships were tested with a blend of approximately 30% biofuel and 70% MGO. Though biodiesel is not expected to be a commercially viable long-term solution, we believe it is

a viable transition fuel that can support the decarbonization journey as long-term solutions are tested and scaled.

Green methanol has the potential to be a viable, scaled long-term solution for decarbonization. The production of green methanol is still in the early stages and will require significant investments in land-based infrastructure to sufficiently scale for distribution and consumption globally. However, we are optimistic that methanol can be a long-term solution and has promising feasibility to scale. That’s why in early 2023, newbuild contracts were modified for the final two Prima Plus Class ships to re-configure the ships to accommodate the use of green methanol as an alternative fuel source in the future. While additional modifications will be needed in the future to fully enable the use of methanol in addition to traditional marine fuel on these ships, this reinforces our Company’s commitment to decarbonization. For existing ships, we are assessing the feasibility of retrofitting existing engines to operate with dual fuels — diesel and methanol. We aim to use the results and key learnings from the pilot project to inform our wider plans to decarbonize additional ships.

As these alternative fuels are tested and scaled, our Company is committed to offsetting three million metric tons of carbon dioxide equivalent (MTCO<sub>2e</sub>) over a three-year period beginning in 2021 to help bridge the gap in our decarbonization efforts.

In 2022, our Company took many steps to build a strong foundation of good governance, accountability and effective risk management for climate action. We

formalized a governance structure to oversee climate action efforts, establishing a Decarbonization Executive Steering Committee to steer the strategy and a Decarbonization Action Group to enhance cross-collaboration across our Company. Our Board also established shared accountability by tying climate action to our short-term incentive program starting in early 2022, which encompasses our entire shoreside Manager and above leadership team, extending deep into our organization.

### Sailing Safely

The health, safety, and well-being of our guests and crew is our highest priority, not only on board our ships but also in every destination we visit. We take great efforts to maintain a healthy, safe, and clean environment and have a stringent 24/7/365 public health and safety program in place.

Our operations follow a Safety Management System (SMS) in conformance with the requirements established by the International Safety Management (ISM) Code for the Safe Operation of Ships and ISO 14001-2015 related to Environmental Management Systems. We foster a continuous commitment from all team members involved in the activities we do that are affected by the SMS through our Health, Safety, Environment & Security (HSES) Committee. Our HSES Committee is responsible for the correct implementation of the established standards for the safe operations of our ships, pollution prevention and security, and reports directly to our President and Chief Executive Officer.

Since 2020, we enhanced our commitment to health and safety with our comprehensive SailSAFE™ health and safety program, which consisted of new and enhanced protocols to create multiple layers of protection against COVID-19. The program was developed in conjunction with a diverse group of experts. Our SailSAFE program is centered around three key pillars (i) safety for our guests and crew, (ii) safety aboard our ships and (iii) safety ashore. Upon our return to cruising beginning in July 2021, all voyages operated with a requirement that guests and crew be fully vaccinated, combined with preventative protocols including universal pre-embarkation testing at the terminal. As the global public health environment significantly improved over the course of 2022, we were able to modify or eliminate many of the protocols introduced during the peak of the pandemic. We will continue to take a science-based approach to further adapt and modify protocols as needed in the future.

### Strengthening our Communities

Dedication to family and community is one of our Company's core values. We support the global communities where we live and work through volunteerism and charitable giving throughout the year. In 2022, we donated over \$2 million in cash, cruise and other in-kind donations to various important causes. Team members actively engage in our communities by donating through our Workplace Giving program, volunteering in our local communities, and participating in various events including beach clean-ups and toy drives. All U.S. shoreside team members are provided with a paid Volunteer Day to give back to the causes they hold dear.

We are proud to have supported many missions and organizations throughout 2022, including the American Cancer Society in their fight to end cancer. In 2022, we provided over \$100,000 in cash donations to the American Cancer Society. As part of our annual general meeting in 2022, approximately \$30,000 was raised and donated to the American Cancer Society as a result of our commitment to donate \$1 for each share account voted at the meeting. In addition, in 2022 we pledged \$100,000 to Save the Children's Ukraine Crisis Relief Fund, contributed over \$100,000 to the American Red Cross to assist in Hurricane Ian relief efforts and donated \$100,000 to Belize to assist in Hurricane Lisa relief efforts.

We also drove initiatives to recognize members of the communities we serve, visit and employ. In 2022, Norwegian Cruise Line announced the launch of its first-ever Military Appreciation Program to recognize active and retired U.S. military members, and their spouses, with special onboard experiences, amenities and cruise fare discounts. Norwegian Cruise Line also awarded teachers through its Giving Joy program, which recognizes 100 educators who are selected through a public nomination and vote for their unwavering commitment to bringing joy to the classroom. In 2022, 100 teachers were awarded free week-long cruises for two, which were collectively valued at over \$750,000. The top three winners were awarded \$10,000, \$15,000 or \$25,000 for their schools. In addition, each of the Grand Prize winners received nearly \$40,000 each in prize money from various partners. Since 2019, the program has awarded 230 teachers across the U.S. and Canada with free cruises and over \$350,000 in cash donations to schools and educators.

## Succession Planning

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Succession planning is part of our culture and a key component of our corporate governance strategy. We have a year-round focus on providing team members with opportunities to develop their leadership skills and add to our bench of talent through various training initiatives. Our Nominating and Governance Committee, President and Chief Executive Officer and Executive Vice President, Chief Talent Officer engage in a formal process to identify, evaluate, and select potential successors for our President and Chief Executive Officer and other members of senior management. This review has included work with a third-party advisor to facilitate the succession planning process, the creation of development plans for senior leaders to help prepare them for future succession and contingency plans in the event our President and Chief Executive Officer is unable to serve for any reason, including death or

disability. Members of management are also regularly invited to make presentations at Board and committee meetings and meet with directors in informal settings to allow our directors to form a more complete understanding of our executives' skills and character. This process culminates in a periodic review of potential successors and future leadership with the entire Board.

The work completed through our succession planning process supported the transition plans for the new senior executives we appointed in 2023, including Mr. Harry Sommer, who will become President and Chief Executive Officer on July 1, 2023, and the new Presidents of our Norwegian Cruise Line, Oceania Cruises and Regent Seven Seas Cruises brands.

## Hedging, Pledging and Short Sale Prohibitions

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We have an insider trading policy, which, among other things, prohibits our senior officers, which includes those team members in positions at the Vice President and above level, and the members of our Board from engaging in any speculative transactions or in transactions that attempt to hedge or offset any decrease in the market value of our securities, including but not limited to put options, prepaid variable forwards, equity swaps and collars. Additionally, our insider trading policy prohibits senior officers, including our NEOs, and directors from engaging in short sales of our securities

or engaging in transactions involving Company-based derivative securities, including, but not limited to, trading in Company-based put option contracts, transacting in straddles, and the like. All other employees are strongly discouraged from engaging in the transactions described above. We also have a policy that prohibits senior officers and members of our Board from holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan. All other employees are strongly discouraged from engaging in the transactions described above.

## Overboarding Policy

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Our directors are limited to serving on the boards of directors of not more than five total public companies, including our Company, and any director who serves as an active Chief Executive Officer of any public company, including our Company, is limited to serving on the board of directors of two total public company boards (excluding any board service at the company where the director currently serves as Chief Executive Officer). Additionally, members of our Audit Committee may not serve on the audit committees of the boards of directors of more than two other publicly-traded companies,

unless the Board determines that such simultaneous service would not impair the abilities of such member to effectively serve on our Audit Committee. Prior to accepting any position on the board of directors of any other organization, our directors must notify our Assistant Secretary. Each member of our Board is currently in compliance with our overboarding policy. Our Governance Committee reviews this policy periodically as part of its annual review of our Corporate Governance Guidelines.

## Code of Ethical Business Conduct

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We have a Code of Ethical Business Conduct that applies to all of our employees, including our principal executive officer, principal financial officer, principal accounting officer and controller and persons performing similar functions, and our directors. These standards

are designed to deter wrongdoing and to promote honest and ethical conduct. Our Code of Ethical Business Conduct is posted on our website, [www.nclhld.com/investors](http://www.nclhld.com/investors), under "Governance."

We intend to disclose any waivers from, and amendments to, our Code of Ethical Business Conduct that apply to our directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer and controller and persons

performing similar functions, by posting such information on our website, [www.nclhltd.com/investors](http://www.nclhltd.com/investors), to the extent required by applicable rules of the NYSE and rules and regulations of the SEC.

### *Corporate Governance Materials*

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Our Board has adopted Corporate Governance Guidelines, which provide the framework for the governance of our Company and represent our Board's current views with respect to selected corporate governance issues considered to be of significance to our shareholders. The Corporate Governance Guidelines direct our Board's actions with respect to, among other

things, Board composition, director qualifications and diversity considerations, director independence, Board committees, succession planning and the Board's annual performance evaluation. A current copy of the Corporate Governance Guidelines is posted under "Governance" on our website at [www.nclhltd.com/investors](http://www.nclhltd.com/investors).

### *Communicating with the Board*

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Shareholders and other interested parties may send written communications to our Board or to specified individuals on our Board, including the Chairperson of our Board or all independent directors as a group, c/o Norwegian Cruise Line Holdings Ltd.'s General Counsel and Assistant Secretary at 7665 Corporate Center Drive, Miami, Florida 33126. All mail received will be opened and communications from verified shareholders that relate to matters that are within the scope of the responsibilities of our Board, other than solicitations, junk mail and frivolous or inappropriate

communications, will be forwarded to the Chairperson of our Board or any specified individual director or group of directors, as applicable. If the correspondence is addressed to our Board, the Chairperson will distribute it to our other Board members if he determines it is appropriate for our full Board to review. In addition, if requested by shareholders, when appropriate, the Chairperson of our Board or other appropriate independent director will also be available for consultation and direct communication with shareholders.

# DIRECTOR COMPENSATION

## Director Compensation Program

Our Board is focused on attracting and retaining members with the expertise, background and experience needed to lead our Company. Under our Directors' Compensation Policy, each member of our Board who was not employed by us was entitled to receive the following cash compensation for their role on the Board, committees or oversight roles during 2022, as applicable:

Type of Retainer or Fee	Amount
Annual Cash Retainer	\$100,000
Out-of-Country Meeting Attendance <sup>(1)</sup>	\$ 10,000
Chairperson of the Board	\$175,000
Chairperson of the Audit Committee	\$ 35,000
Chairperson of the Compensation Committee	\$ 30,000
Chairperson of the Nominating and Governance Committee	\$ 20,000
Chairperson of the TESS Committee	\$ 25,000
Audit Committee Member Retainer <sup>(2)</sup>	\$ 20,000

(1) For each Board or committee meeting located outside of such director's country of residence and attended in-person. Only one fee is payable for multiple meetings held on the same/consecutive days.

(2) Chairperson of the Audit Committee is not eligible.

All annual retainers were pro-rated for partial years of service and payable in four quarterly installments. Each of our directors was also reimbursed for reasonable out-of-pocket expenses for attendance at Board and committee meetings.

## 2022 Director Compensation

Name <sup>(1)</sup>	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(2)(3)</sup>	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
David M. Abrams	165,000	194,984	—	—	—	—	359,984
Adam M. Aron	120,000	194,984	—	—	—	—	314,984
Zillah Byng-Thorne	19,891	32,489	—	—	—	—	52,380
John W. Chidsey	1,250	—	—	—	—	—	1,250
Harry C. Curtis	179,750	194,984	—	—	—	—	374,734
Stella David <sup>(4)</sup>	130,000	194,984	—	—	—	—	324,984
Russell W. Galbut	324,833	194,984	—	—	—	—	519,817
Mary E. Landry	155,000	194,984	—	—	—	—	349,984

Our directors had the right to elect to receive their \$100,000 annual cash retainers in the form of a restricted share unit ("RSU") award in lieu of cash. Any such RSU award was automatically granted on the first business day of 2022 and vested in one installment on the first business day of 2023.

In addition, each director was entitled to receive an annual RSU award on the first business day of 2022 valued at \$195,000 on the date of the award. Each director's annual RSU award vested in one installment on the first business day of the calendar year following the year the award was granted. Each director's annual RSU award would have been pro-rated if the director joined our Board after the first business day of the given year.

To enhance their understanding of our products, each director was invited to take one cruise with a guest of their choice on one of our Company's brands annually. The director was responsible for taxes and certain fees and any onboard spending.

Mr. Del Rio, as an employee of our Company, was not entitled to receive any additional fees for his services as a director.

The following table presents information on compensation to the following individuals for the services provided as a director during the year ended December 31, 2022.

## DIRECTOR COMPENSATION

- (1) Mr. Abram's compensation relates to his role as the Chairperson of our Audit Committee from January 1, 2022 through December 31, 2022 and as a director. Mr. Aron's compensation relates to his role as director. Ms. Zillah Byng-Thorne's compensation relates to her role as an Audit Committee member and a director beginning November 1, 2022 and any cash payments were converted from dollars to euros as of the exchange rate at the end of each applicable quarter. Mr. Chidsey's compensation relates to his role as our Compensation Committee Chairperson, a member of our Audit Committee and as a director from January 1, 2022 through January 3, 2022, the date of his resignation. Mr. Curtis's compensation relates to his role as an Audit Committee member for all of 2022, as a Chairperson of our Compensation Committee from January 4, 2022 through December 31, 2022 and as a director. Ms. David's compensation relates to her role as Chairperson of our Nominating and Governance Committee for all of 2022, and as a director and any cash payments were converted from dollars to pounds as of the exchange rate at the end of each applicable quarter. Mr. Galbut's compensation relates to his role as Chairperson of our Board for all of 2022, as a member of our Audit Committee beginning on January 4, 2022, and as a director. Ms. Landry's compensation relates to her role as Chairperson of the TESS Committee for all of 2022, and as a director. No other directors received any form of compensation for their services in their capacity as a director during the 2022 calendar year.
- (2) The amounts reported in the "Stock Awards" column of the table above reflect the grant date fair value under Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("FASB ASC Topic 718") of the time-based RSU awards granted to our non-employee directors in 2022. The grant date fair value for the RSU awards was calculated as equal to the \$22.18 closing price of our ordinary shares on the date of grant, January 3, 2022, or in the case of Ms. Byng-Thorne, the \$16.79 closing price of our ordinary shares on November 1, 2022.
- (3) None of our non-employee directors held any outstanding options or restricted shares as of December 31, 2022. As of December 31, 2022, our non-employee directors held the following unvested RSUs:

Name	Unvested RSUs
David M. Abrams	8,791
Adam M. Aron	8,791
Zillah Byng-Thorne	1,935
John W. Chidsey	—
Harry C. Curtis	8,791
Stella David	13,300
Russell W. Galbut	8,791
Mary E. Landry	8,791

- (4) Ms. David elected to receive her full annual retainer in the form of RSU awards. Accordingly, she received 4,509 RSUs in lieu of her annual retainer for 2022. The retainer that Ms. David elected to receive in RSUs is reported as though she had been paid in cash and such retainer had not been converted into RSUs.

## Director Share Ownership Policy

To reinforce our Board's philosophy that meaningful ownership in our Company provides greater alignment between our Board and our shareholders, our Board adopted a share ownership policy. The share ownership policy requires non-employee directors who receive compensation from our Company to own a number of our ordinary shares equal to three times their annual cash retainer, with such values determined annually based on the average daily closing price of our ordinary shares for the previous calendar year.

Non-employee directors have five years from their appointment to meet the requirements of the share ownership policy and are required to retain 50% of the net after-tax shares received in respect of equity awards until they are in compliance. All of our non-employee directors who receive compensation for their service as a director have exceeded or are on track to meet their objectives within the five-year period.



## PROPOSAL 2 — ADVISORY APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

We are providing our shareholders with the opportunity to vote, on a non-binding, advisory basis, on the compensation of our NEOs as disclosed in this Proxy Statement.

Due to the timing of the voting results for our 2022 Annual General Meeting, our Compensation Committee took several steps to redesign our compensation program in 2023 in response to our 2022 Say-on-Pay Vote and requests from our shareholders.

**Shareholders are strongly encouraged to read the “Compensation Discussion and Analysis,” which discusses in detail how our compensation policies and practices implement our compensation philosophy.**

We are asking our shareholders to indicate their support for our NEOs’ compensation as described in this Proxy Statement. The vote on this resolution, commonly known as a “Say-on-Pay Vote”, is not intended to address any specific element of compensation; rather, the vote relates to the overall compensation of our NEOs. The vote is advisory, which means that the vote is not binding on our Company, our Board or our Compensation Committee. However, our Compensation Committee, which is

responsible for designing and overseeing our executive compensation program, values the opinions expressed by our shareholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for our NEOs.

Pursuant to the requirements of Section 14A of the Exchange Act and the related rules of the SEC, our Board requests your advisory vote on the following resolution at the Annual General Meeting:

*RESOLVED*, that the shareholders of our Company approve, on an advisory basis, the overall compensation of our named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and the accompanying narrative disclosures set forth in the Proxy Statement for this Annual General Meeting.

Our current policy is to provide our shareholders with an opportunity to approve the compensation of our NEOs each year at the annual general meeting of shareholders. It is expected that the next such vote will occur at the 2024 annual general meeting of shareholders.

### *Board Recommendation*

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**OUR BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” ADVISORY APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.**

# EXECUTIVE COMPENSATION

## *A Letter from Our Compensation Committee Chairperson*

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April 28, 2023

Dear Fellow Shareholders,

In March 2023, we announced the culmination of our thoughtful succession planning process with Frank J. Del Rio's retirement on June 30, 2023, and Harry Sommer's appointment as President and Chief Executive Officer on July 1, 2023. We also appointed new Presidents for all three of our award-winning brands in 2023. Our planned succession process allowed for a systematic transfer of knowledge while creating space for the innovation and energy we know our new executives will bring to our Company. During this time of transition, we also very seriously considered what we heard from our shareholders in our extensive engagement meetings and took the opportunity to overhaul our compensation program in response.

One of our Board's first responsive actions was to reconsider the composition of our Compensation Committee and ensure that we brought fresh perspectives onto our Compensation Committee. We engaged a new compensation consultant and tasked them with helping our Compensation Committee complete a holistic review of our compensation program. As their first order of business, and in direct response to requests from our shareholders, in October 2022, our new compensation consultant facilitated a review of our peer group which resulted in the removal of four peers and the addition of five peers that we felt better represented our Company's competitors. We also appointed our newest Board member, Zillah Byng-Thorne, to our Compensation Committee in November 2022. I was appointed to our Compensation Committee as our new Chairperson on January 1, 2023.

Viewing our compensation program through these different perspectives, we set out to design a compensation structure for our incoming President and Chief Executive Officer and new brand Presidents that more closely aligned with what our peers were paying and with what our shareholders had requested in the many engagement meetings we held with them. Due to the timing of the results of our 2022 Say-on-Pay Vote, which we received in June 2022, many of the responsive changes we made will take place in 2023 as pay for 2022 had already been set by March 2022. Our refreshed compensation structure for our incoming executive officers included setting target compensation packages (base salaries, target annual cash incentives and target annual equity awards) for 2023 that are approximately 51%, 27% and 47% less than their predecessors in 2022 for our President and Chief Executive Officer, President, Norwegian, and Presidents of Regent and Oceania Cruises, respectively.

We've made a number of changes to our long- and short-term incentive compensation programs that were directly responsive to requests made by our shareholders. Now that the pandemic has subsided, we were able to again return to financial metrics for our incentive compensation programs in 2023 including through an Adjusted EBITDA metric for our short-term incentive plan, and a multi-year, relative Adjusted EPS metric that requires our Company's Adjusted EPS to outperform the S&P 500 Index for our executives to earn the related equity awards. In both 2022 and 2023, 50% of our NEOs' equity awards were subject to performance-based metrics with three-year performance periods. In designing our incoming President and Chief Executive Officer's employment agreement, we avoided structures that our shareholders took issue with in the past. For example, we removed any contractually guaranteed equity award values in his contract and avoided providing certain perks that had been unpopular with our shareholders. We retained an ESG metric focused on setting emissions reductions targets in our short-term incentive plan as we believe the path towards decarbonization will be an important pillar of our ability to succeed as a cruise operator in the future.

I am honored to be serving as Chairperson of our Compensation Committee and will do everything in my power to make sure that we have a strong, skilled and motivated management team that works tirelessly to create value for you, our valued shareholders. We are committed to listening to you, our shareholders, as we build the future of our Company together. While the pandemic created challenges beyond anything we could have imagined, we are excited for this new era for our Company and this opportunity to rebuild our position with a new team that is eager to make their mark on the industry and deliver our guests the vacations of their dreams.

Thank you for your continued support.



Sincerely,  
Mary Landry, Chairperson of the Compensation Committee

## Compensation Discussion and Analysis

### The Next Chapter for Our Brands

2022 was a rebuilding year that allowed us to step forward into the next chapter of our Company's history. After enduring nearly 500 days of suspended cruise operations due to the COVID-19 pandemic, our long-awaited Great Cruise Comeback officially commenced on July 25, 2021, and in May 2022, we became the first major cruise operator to return our entire fleet back to service.

During this transitional year, our Board and management team focused on:

- returning all of our ships to revenue generating cruises,
- protecting long-term brand integrity by prioritizing health and safety and maintaining pricing,
- continuing with our medium and long-term financial recovery plan which included pursuing opportunistic refinancing, and
- enhancing our commitment to drive a positive impact on society and the environment through our global sustainability program, Sail & Sustain.

In March 2023, we announced that Mr. Frank J. Del Rio, our President and Chief Executive Officer, would be retiring at the end of June 2023 and that Mr. Harry Sommer would lead our Company, as President and Chief Executive Officer, beginning July 2023. In January 2023, Ms. Andrea DeMarco assumed the role of President, Regent Seven Seas Cruises and Mr. Frank A. Del Rio assumed the role of President, Oceania Cruises. In April 2023, Mr. David Herrera assumed the role of President, Norwegian Cruise Line. Each of these transitions was the result of a thoughtful succession planning process by our Board and was also an opportunity to realign our compensation strategy.

This next generation of leaders will be responsible for delivering on our industry-leading growth profile of seven additional ships for delivery through 2028. This capacity, including the recently delivered Vista, is expected to grow our fleet by approximately 50% versus 2019, adding over 20,000 berths across our three brands. During 2023, each of our three brands has or will receive an additional ship including the Oceania Cruises Vista, Norwegian Viva and Seven Seas Grandeur.

### Key 2022 Accomplishments



First major cruise operator to return entire fleet to revenue generating cruises



Norwegian Prima, the first in a new class of vessels for Norwegian Cruise Line, joined the fleet in July 2022



Finished 2022 with record booked position for 2023



Completed a series of strategic balance sheet optimization transactions, extending our debt maturities



Announced commitment to pursue net zero greenhouse gas emissions by 2050

*Our management team focused on priorities that would position our Company for future growth.*

## Shareholder Outreach Regarding Compensation Program

We believe that a continuous engagement program is an integral part of delivering value to our shareholders. We maintain an active, year-round engagement program regarding finance, strategy and ESG topics which provides our shareholders with access to various members of our executive team and our Board.

At our 2022 Annual General Meeting, approximately 15.4% of our shareholders approved, on an advisory basis, the compensation of our NEOs in 2021. We were disappointed in this result as the unprecedented and disproportionate impacts of the COVID-19 pandemic on our Company and industry drove the Compensation Committee to temporarily make changes to our compensation program to promote the stability and resilience of our Company. We engaged directly with our shareholders to discuss our compensation program in the Spring of 2022, both before and after our 2022 Annual General Meeting.























In response to our 2022 Say-on-Pay Vote, we further

enhanced our engagement efforts by initiating additional compensation-related conversations with our shareholders through Spring 2023. Our former Chairperson of our Compensation Committee, Mr. Curtis, participated in the engagement in 2022, while our new Chairperson of our Compensation Committee, Ms. Landry, participated in engagement meetings during 2023, following her appointment to the position.

We initiated engagement about our compensation program with 42 of our top institutional holders, which included each institutional holder that held at least 0.25% of our outstanding shares and represented approximately 49% of our total outstanding shares as of year-end 2022. In some cases, the engagement efforts spanned multiple meetings.

The results of this outreach were shared with the entire Board. The key feedback we received from shareholders at these meetings and our responses to the feedback included:

## Investor Feedback

WHAT WE HEARD	HOW WE RESPONDED
 Overall pay should be reduced for the President and Chief Executive Officer	 Our Compensation Committee re-aligned compensation for our new President and Chief Executive Officer and new brand Presidents beginning their roles in 2023 (see “Compensation Discussion and Analysis — 2023 Compensation Refreshment”)
 Encouraged fresh perspectives on our Company's Compensation Committee	 Appointed a new member of our Compensation Committee in late 2022 and a new member and Chairperson in 2023, with two former members leaving the Compensation Committee
 Requested a return to financial metrics for incentive awards	 2023 long- and short-term incentives are weighted towards Adjusted EBITDA, Adjusted EPS and forward booking metrics
 Encouraged the use of a relative metric in our long-term incentives	 Introduced a relative Adjusted EPS metric for our 2023 annual equity awards requiring outperformance versus the S&P 500 Index
 Prefer three-year metrics in long-term incentive awards	 2022 and 2023 PSU awards have three-year performance periods
 Value of annual equity awards should not be guaranteed by contract	 Our new President and Chief Executive Officer's contract does not guarantee a value for annual equity awards, but does provide that any annual equity awards must be at least 50% performance-based
 Peer group should be reevaluated	 Reviewed peer group and made adjustments for 2023
 Long-term incentives should be more heavily weighted towards performance for all NEOs	 In 2022 and 2023, at least 50% of each NEO's target annual equity awards were based on performance metrics
 Encouraged the Compensation Committee to holistically review our compensation program	 Our Compensation Committee appointed a new compensation consultant in September 2022 and, under the leadership of our new Chairperson, undertook a comprehensive review of our compensation program in 2023
 The President and Chief Executive Officer is entitled to too many perks pursuant to his employment agreement	 Our new President and Chief Executive Officer will not be entitled to a travel expense, personal, or tax preparation allowance or country club dues in his employment agreement
 Include an ESG metric in the Company's executive compensation program	 Included ESG metrics related to emissions reduction goals in our 2022 and 2023 annual cash incentive

## 2022 Compensation Program Summary

At Risk Compensation	Short-Term Compensation	<b>Base Salary</b>	Fixed cash
		<b>Annual Cash Performance Incentive</b>	<ul style="list-style-type: none"> <li>STI Adjusted Net Cruise Cost*: ≤ \$275 million per month average from January 2022 - December 2022 (100% of target)</li> <li>STI Adjusted Gross Margin*: 2H 2022 is ≥ 70% of Adjusted Gross Margin for 2H 2019 (45% of target)</li> <li>Load Factor*: 2H 2022 is ≥ 70% (45% of target)</li> <li>ESG metric: sufficient progress on setting GHG emissions reductions targets in 2022 (10% of target)</li> </ul> <p>2022 CEO and NEO payout: 200% of target</p>
	Long-Term Compensation	<b>Equity</b>	<p>CEO 2022 target grant value: \$6.6M PSUs (60%), \$4.4M RSUs (40%); other NEO 2022 intended** target grant value: ~\$1M PSUs, ~\$1M RSUs</p> <p><u>PSUs</u></p> <ul style="list-style-type: none"> <li>0-100% earned if maintain rules of Classification Society* and flag state and all certificates for fleet through 12/31/24 (target)</li> <li>Additional 0 - 200% (CEO) or 0 - 100% (other NEOs) earned if increases to the original contract price of Grandeur and the 3<sup>rd</sup> Prima-Class ship are at least 50% financed (½ weight given to each ship)</li> <li>Time-based requirement through 3/1/25*</li> </ul> <p><u>RSUs</u></p> <p>CEO: vest equally on 3/1/23, 3/1/24 and 3/1/25*; other NEOs: cliff vest on 3/1/24</p>
		<b>Cash Retention</b>	Other NEOs: \$2M cash retention award earned ½ on 3/1/23 and 3/1/24
	<b>Other Compensation and Benefits</b>	Perquisites, severance benefits, additional benefits payable upon a change of control	

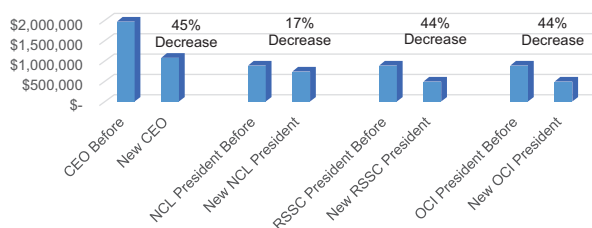
\*See "Terms Used in this Proxy Statement." \*\*Actual reported target values differ due to reasons described under "Long-Term Equity Incentive Compensation and Cash Retention Awards."  
 +CEO equity subject to acceleration under certain circumstances at retirement.

## 2023 Compensation Refreshment

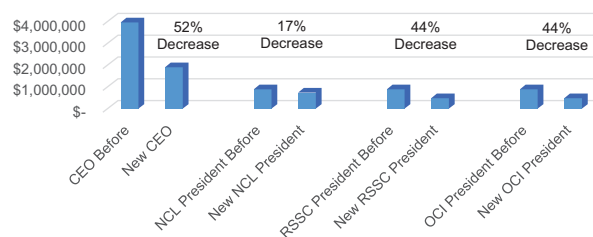
With the announcement that our succession planning process would result in the appointment of a new President and Chief Executive Officer and an entirely new team of Presidents for our brands in 2023, our Compensation Committee took the opportunity to do a holistic review of our Company's executive compensation program and to reset pay for our incoming executive officers to better reflect the expectations of our shareholders. Some of the key changes included (in each case below, "Before" represents 2022 pay and "New" represents 2023 pay for each successor and percentages are rounded):

- Our Compensation Committee worked closely with their independent compensation consultant, Korn Ferry, to benchmark salaries for our next generation of leaders to set compensation for them that was in line with other executives in our newly revised peer group:
- In connection with this review, our Compensation Committee also reset target annual cash incentives for these executives:

**2023 Base Salary Changes**

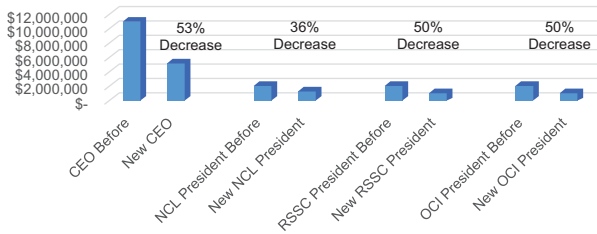


**2023 Target Annual Cash Incentive**



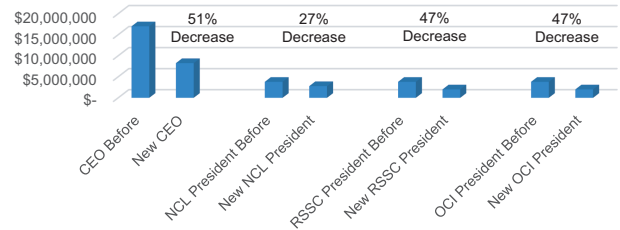
- Additionally, our Compensation Committee also reset target annual equity compensation levels for our executives and moved to a 50 / 50 weighting of RSUs to PSUs for all of our NEOs:

**2023 Target Annual Equity Award**

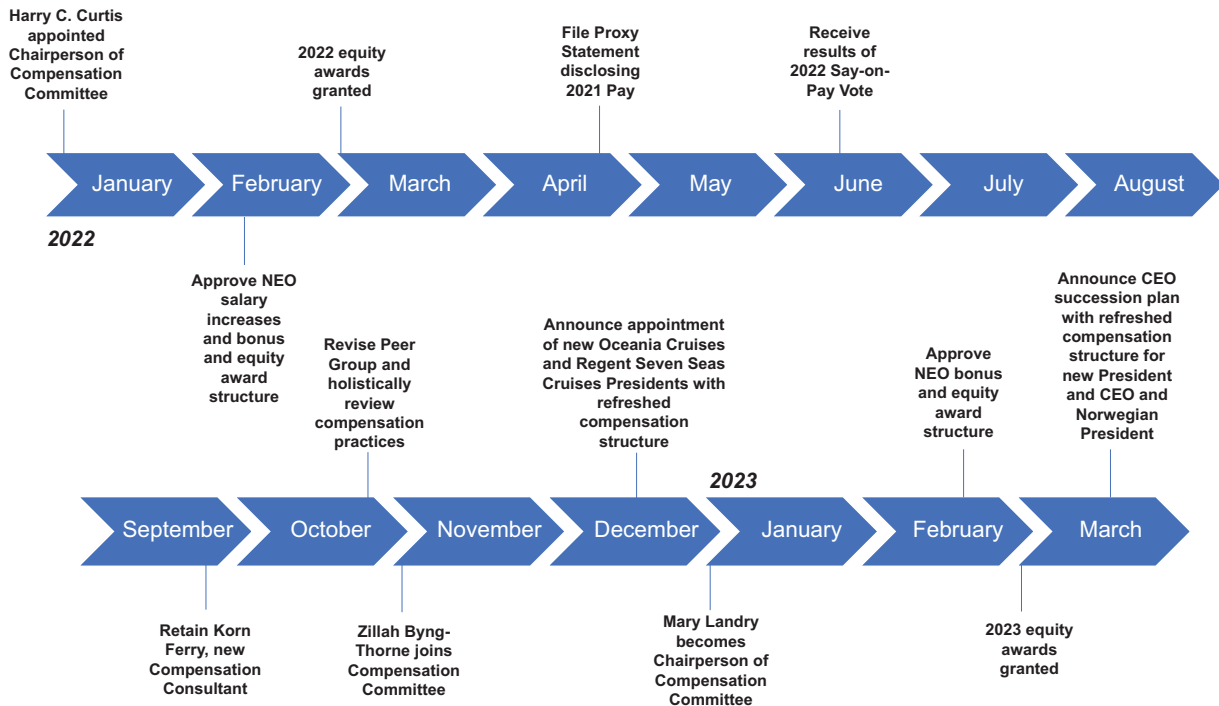


- Target total compensation for these roles, which as presented includes base pay, target annual cash incentive bonus, and target annual equity awards, decreased by the following amounts:

**2023 Target Total Compensation**



The timeline for the changes to our compensation program is shown in detail below and explains why many of the changes that our Compensation Committee made in response to concerns voiced by our shareholders will result in changes to pay beginning in 2023.



## 2022 Named Executive Officers

Our NEOs for 2022 were:

Frank J. Del Rio	President and Chief Executive Officer
Mark A. Kempa	Executive Vice President and Chief Financial Officer
Harry Sommer	Former President and Chief Executive Officer, Norwegian Cruise Line (through March 31, 2023), Current President and Chief Executive Officer — Elect
Jason Montague	Former President and Chief Executive Officer, Regent Seven Seas Cruises (through December 31, 2022)
Howard Sherman	Former President and Chief Executive Officer, Oceania Cruises (through December 31, 2022)

Our Compensation Committee determines all aspects of our executive compensation program and makes all compensation decisions affecting our NEOs. None of our NEOs are members of our Compensation Committee or otherwise had any role in determining the compensation of our other NEOs. Our Compensation Committee considered the recommendations of Mr. Del Rio and Mr. Sommer in setting compensation levels for NEOs besides themselves.

### Elements of our Executive Compensation Program

#### Base Salaries

Each NEO is party to an employment agreement which provides a minimum base salary, subject to annual review by our Compensation Committee. Decisions regarding adjustments to base salaries are made at the discretion of our Compensation Committee, as all automatic base salary increases have been eliminated. Base salaries are used to attract and retain highly qualified executives. In reviewing base salary levels for our NEOs, our Compensation Committee considers the

following factors: job responsibilities, leadership and experience, value to our Company, the recommendations of our President and Chief Executive Officer (other than with respect to his own base salary) and the base salaries of executives in comparable positions at our Peer Group (as defined below) companies. Our Compensation Committee made the determination to increase annual base salaries for 2022 prior to receiving the results of our Say-on-Pay Vote for the 2022 Annual General Meeting.

NEO	2021 Base Salary <sup>(1)</sup>	2022 Base Salary
Frank J. Del Rio	\$1,797,041	\$2,000,000
Mark A. Kempa	\$ 698,849	\$900,000
Harry Sommer	\$ 698,849	\$900,000
Jason Montague	\$ 698,849	\$900,000
Howard Sherman	\$ 698,849	\$900,000

(1) A temporary pandemic-related 20% base salary reduction was discontinued, effective January 4, 2021.

#### Annual Performance Incentives

Each of our NEOs is eligible for an annual cash performance incentive based on the attainment of performance objectives for the fiscal year. Annual cash performance incentives ensure that a portion of our NEOs' annual compensation is at risk, based on our performance against pre-established, objective targets. Our Compensation Committee uses annual cash performance incentives to motivate our NEOs to achieve our annual financial and strategic objectives and to attract and retain top executives.

#### Target Annual Cash Performance Incentive Opportunities

Our Compensation Committee annually establishes each NEO's, other than Mr. Del Rio's, annual cash performance incentive opportunity by evaluating a variety of factors, including: (1) scope of responsibilities and position, (2) expertise and experience, (3) potential to achieve business objectives, (4) competitive compensation market data, including the bonus opportunities provided by our Peer Group, (5) ability to create shareholder value and (6) recommendations of our President and Chief Executive Officer. Mr. Del Rio's annual cash bonus



opportunity was developed by our Compensation Committee in connection with his employment agreement; however, the performance metrics are determined by our Compensation Committee each year, as discussed below.

**Corporate Performance Measures.** Each year, our Compensation Committee establishes the performance objectives for the annual cash performance incentives. The performance objectives are based on financial or strategic performance at the consolidated NCLH level as our Compensation Committee believes this structure most closely aligns the interests of our NEOs and our shareholders. The actual annual cash performance incentive earned by our NEOs is determined by our Compensation Committee based on the level of achievement of the pre-established corporate performance objectives. After the end of the year, our Compensation Committee reviews our actual performance against the target levels. Our Compensation Committee is required by our Plan terms to exercise its judgment whether to reflect or exclude the impact of extraordinary, unusual or infrequently occurring, or unforeseen events in determining the extent to which the performance measures are met.

During 2022, our Compensation Committee decided that given the continued uncertain operating environment at the time the metrics were approved in February 2022, it was appropriate to diversify the number of metrics used to measure performance for our annual cash performance incentive to four metrics, that were crucial to our Company's future recovery, for the period from January 2022 through December 2022. Our

Compensation Committee determined that the metrics that would support our Company's priorities during 2022 were:

- Average STI Adjusted Net Cruise Cost per month;
- STI Adjusted Gross Margin for the second half of 2022;
- Load Factor; and
- Progress on setting greenhouse gas emissions reduction targets.

At the time the metrics were selected, our cruise operations had not yet completely resumed and it was difficult to forecast our Company's operational needs in light of the continued impacts of the pandemic. Our Compensation Committee selected these metrics to motivate our management team to continue to conserve cash during the resumption of cruises while balancing the need to efficiently generate revenue and continue to work towards historical Load Factors. The metric for Average STI Adjusted Net Cruise Cost per month for 2022 was higher than the metric for 2021 due to the phased resumption of cruise operations which began in July 2021. As additional ships resumed service through May 2022, our costs also increased accordingly as we returned to a normalized operating environment. Our Compensation Committee believed that each of these goals would correlate to shareholder value during our Company's continued recovery.

The following table summarizes the weight and actual payout of each of the metrics.

Name	Target Annual Performance Incentive Amount	Average STI Adjusted Net Cruise Cost per Month Metric	STI Adjusted Gross Margin Metric	Load Factor Metric	ESG Metric	Actual Annual Performance Incentive Paid	% of Target Paid
Frank J. Del Rio	\$4,000,000 (200% of base salary)	0-100% of target	0-45% of target	0-45% of target	0-10% of target	\$8,000,000	200%
Mark A. Kempa	\$900,000 (100% of base salary)	0-100% of target	0-45% of target	0-45% of target	0-10% of target	\$1,800,000	200%
Harry Sommer	\$900,000 (100% of base salary)	0-100% of target	0-45% of target	0-45% of target	0-10% of target	\$1,800,000	200%
Jason Montague	\$900,000 (100% of base salary)	0-100% of target	0-45% of target	0-45% of target	0-10% of target	\$1,800,000	200%
Howard Sherman	\$900,000 (100% of base salary)	0-100% of target	0-45% of target	0-45% of target	0-10% of target	\$1,800,000	200%

## EXECUTIVE COMPENSATION

The following table summarizes our Company's actual performance under each metric:

2022 Metric Category	Threshold	Target	Maximum	Actual 2022 Performance	Payout
Average STI Adjusted Net Cruise Cost per month	—	—	\$275 million or less per month	\$225.6 million per month	Maximum
STI Adjusted Gross Margin for the second half of 2022 equal to or greater than	—	60% of STI Adjusted Gross Margin for the second half of 2019	70% of STI Adjusted Gross Margin for the second half of 2019	\$2.2 billion <sup>(1)</sup> for the second half of 2022 (85% of STI Adjusted Gross Margin for the second half of 2019)	Maximum
Load Factor for the second half of 2022 equal to or greater than	—	60%	70%	84%	Maximum
ESG Metric	—	—	Sufficient progress on setting greenhouse gas emissions reduction targets	Company took significant steps including announcing pursuit of net zero GHG emissions by 2050 and undergoing a decarbonization assessment with a third-party advisor	Maximum

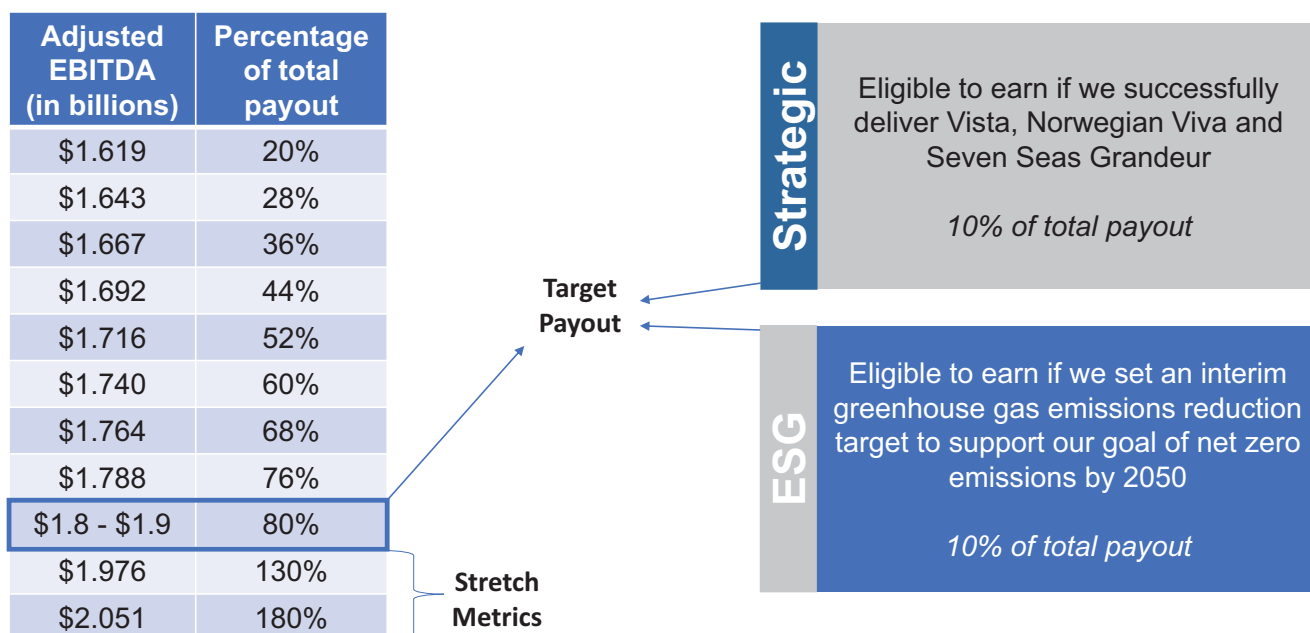
(1) Amount shown reflects Adjusted Gross Margin reported in our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Amount presented above would have been higher including additional adjustments provided for in the definition of STI Adjusted Gross Margin approved by our Compensation Committee. See "Terms Used in this Proxy Statement."

**2023 Annual Performance Incentive Metrics.** For 2023, our NEOs, other than Mr. Del Rio, are eligible to earn their annual performance incentives based on the achievement of three performance metrics that our Compensation Committee believes are crucial to our Company's success. Incremental payments will be made for achievement between the specified targets in the Adjusted EBITDA table below and the maximum amount that may be paid for outperformance is 200% of target. Our Compensation Committee chose Adjusted EBITDA as our most heavily weighted metric as our management

team uses this non-GAAP metric to assess our operating performance. Our strategic metric related to the successful delivery of our newbuilds was selected because the delivery of three new vessels in a one-year period requires significant efforts from our management team. Our ESG metric was selected because our Compensation Committee continues to believe that our focus on our decarbonization journey will be important to our Company's ability to control costs and remain in compliance with current and proposed regulations.

## 2023 Annual Performance Incentive Metrics

January 1, 2023 - December 31, 2023 Performance Period



Mr. Del Rio is eligible to earn his annual cash performance incentive of \$9 million for 2023 based 50% on the achievement of an Adjusted EBITDA metric and 50% on the successful transition of his responsibilities to Mr. Sommer, his successor. Each metric will be measured through June 30, 2023. To earn the portion of the annual cash performance incentive that is subject to the Adjusted EBITDA metric, our Company's Adjusted EBITDA from the period from January 1, 2023 through June 30, 2023 must be greater than or equal to \$600 million. However, if our Company's Adjusted EBITDA is less than \$600 million during that

period, Mr. Del Rio will be eligible to earn a pro-rata portion of the award consistent with whatever percentage of the \$600 million has been earned. Mr. Del Rio is not eligible for an above target payout. As described under "Employment Agreements for NEOs — Salary, Annual Cash Performance Incentive Opportunity and Equity", in connection with his Transition, Release and Consulting Agreement, Mr. Del Rio waived any equity awards for 2023; he would have otherwise been entitled to an annual equity award in 2023 with a target value of at least \$10 million as of the date of grant.

## Long-Term Equity Incentive Compensation and Cash Retention Awards

The following table summarizes the equity awards and any cash retention awards our Compensation Committee granted in 2022 and how they accomplish our compensation objectives. Our Compensation Committee did not award any equity to our NEOs outside of the regular annual grants and the cash retention awards were awarded to NEOs, other than our President and Chief Executive Officer, simultaneously with our annual grants.

### Components of Long-Term Equity Incentive / Cash Retention Compensation

Components of Long-Term Equity Incentive / Cash Retention Compensation	What It Is	Why We Use It	2022 Weighting
Regular-cycle PSUs (performance share units), granted March 2022	<p>Opportunity to receive a specified number of shares based on achievement of performance objectives determined by our Compensation Committee.</p> <p>Includes an additional service requirement following the end of the performance period.</p>	<p>Focuses our NEOs on the achievement of key performance objectives over a multi-year period.</p> <p>Serves as a retention incentive.</p>	<p>CEO: 60% of total target March 2022 equity award</p> <p>Other NEOs: 50% of total target March 2022 equity award</p>
Regular-cycle RSUs (restricted share units), granted March 2022	<p>Right to receive a specified number of shares at the time the award vests.</p> <p>Value fluctuates with the price of our ordinary shares.</p> <p>For President and Chief Executive Officer, original vesting schedule vests in annual installments over three years, with acceleration in the event of the President and Chief Executive Officer's retirement.</p> <p>For other NEOs, vests in one installment in March 2024.</p>	<p>Aligns our NEOs' interests with those of our shareholders.</p> <p>Serves as a retention incentive.</p>	<p>CEO: 40% of total target March 2022 equity award</p> <p>Other NEOs: 50% of total target March 2022 equity award</p>

## EXECUTIVE COMPENSATION

### Components of Long-Term Equity Incentive / Cash Retention Compensation

Components of Long-Term Equity Incentive / Cash Retention Compensation	What It Is	Why We Use It	2022 Weighting
One-time cash retention awards for NEOs <i>other than our President and Chief Executive Officer</i>	Right to receive a payment of \$1 million in March 2023 and \$1 million in March 2024 subject to continued employment through the date of payment (and subject to acceleration for Mr. Montague and Mr. Sherman in connection with their transitions).	Serves as a retention incentive.	Equal in value to target annual equity awards

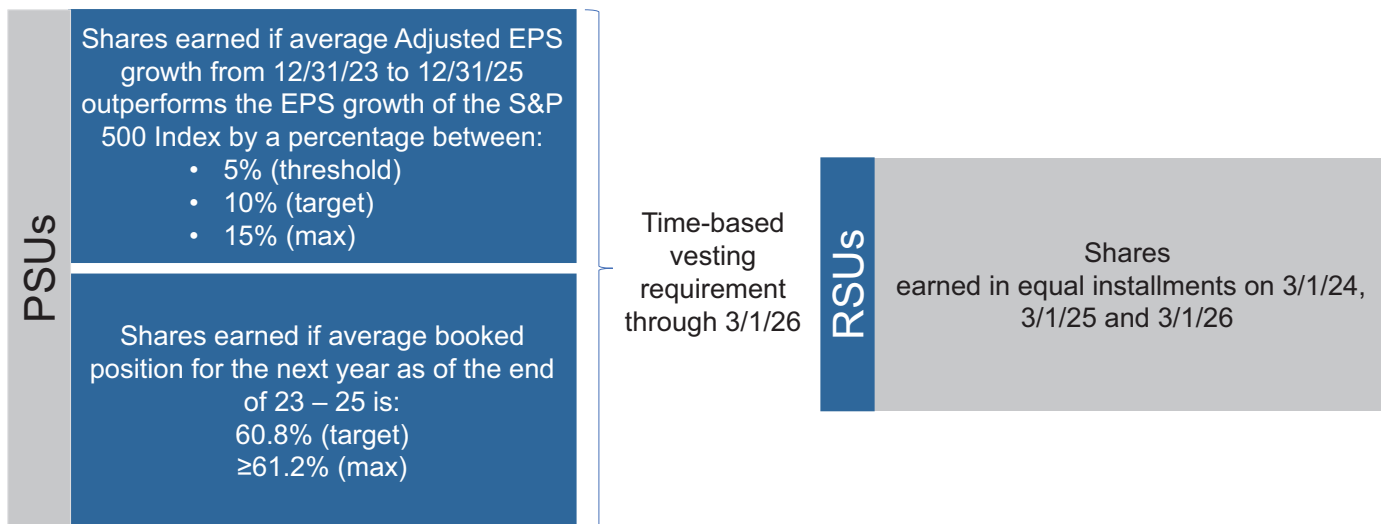
In determining the value granted to each NEO, our Compensation Committee considers each NEO's position, their expected contribution toward achieving our long-term objectives, a review of Peer Group compensation levels and recommendations of our President and Chief Executive Officer (other than with respect to his own compensation). Our Compensation Committee generally makes equity awards to our NEOs and other members of management once a year, but awards may be granted outside this annual grant cycle in connection with events such as hiring, promotion or extraordinary performance or other circumstances.

We use the terms target grant value and target award value for the PSUs and RSUs to describe the grant value approved by our Compensation Committee, which was historically equal to the target number of PSUs or RSUs awarded multiplied by the closing market price (or an average of closing market prices three days prior to the grant date) of our shares on the date of grant. This target grant value may in some cases be different than the accounting value of the PSU or RSU awards that we are required to report in the executive compensation tables that are included below. For example, the amounts reported for our NEOs other than our President and Chief Executive Officer are slightly lower than the target grant value since we used the average of closing market prices of our ordinary shares three days prior to the grant date to determine the number shares awarded, but reported the fair market value in the Summary Compensation Table based on our closing market price on the date of grant.

**2023 Equity Awards.** In 2023, under the guidance of our new Compensation Committee Chairperson, Ms. Mary Landry, our Compensation Committee and their new independent compensation consultant, Korn Ferry, undertook a comprehensive review of our equity award practices. Our Compensation Committee reduced the grant date value of the awards made to our President and Chief Executive Officer — Elect and new brand Presidents in 2023. Given the stabilized operating environment and our Company's continued focus on rebuilding our financial position, our Compensation Committee felt strongly that 2023 was the appropriate time to return to long-term financial performance metrics for the PSUs granted to our executives. Following requests from our shareholders, our Compensation Committee felt that half of the total value of the equity awards should be earned based on a relative metric. Half of the total potential value of our 2023 PSU awards are subject to a relative average Adjusted EPS metric that requires our Company's average Adjusted EPS growth from December 31, 2023 to December 31, 2025 to outperform the earnings per share ("EPS") growth of the S&P 500 Index by a percentage between 5% and 15%. The other half of the total potential value of our 2023 PSU awards is subject to a metric based on average booked position for the following year as of the end of 2023, 2024 and 2025. For the average booked position, the ability to earn that portion of the award begins at target. Pro-rata achievement between the threshold, target and max targets is possible.

## 2023 Equity Awards

Awarded 3/1/23



**2022 President and Chief Executive Officer and Other NEO Equity Awards.** Our Compensation Committee prepared the metrics for our equity awards in February 2022, at a time when not all of our ships had resumed sailing and our recovery path forward was still uncertain. At the time the metrics were being formulated, our Compensation Committee believed the post-pandemic operating environment was still too uncertain to allow them to consider and approve meaningful long-term performance measures that were based on financial metrics. Our Compensation Committee instead decided to focus our management team on operational and financing goals.

On March 1, 2022, Mr. Del Rio was awarded an annual target award of PSUs worth \$6.6 million and RSUs worth \$4.4 million as of the date of the award. The actual number of shares awarded to Mr. Del Rio was determined by dividing the target grant value by our closing share price on the date of grant.

On March 1, 2022, each of our other NEOs was awarded an annual target award of PSUs worth \$1 million and an award of RSUs worth \$1 million. The actual number of shares awarded to each other NEO was determined by dividing a target grant value of \$2 million by the average of our closing share prices on February 24, 25 and 28, 2022.

Mr. Del Rio's March 2022 RSU award was subject to time-based vesting requirements that provided for equal vesting over three years. However, in connection with his retirement, Mr. Del Rio's awards are expected to accelerate as disclosed under "Potential Payments Upon Termination or Change in Control."

Our other NEO's March 2022 RSU awards are eligible to vest in one installment in March 2024.

The PSU awards for our NEOs, including Mr. Del Rio, did not include a threshold metric. Our Compensation Committee chose a target metric that required our Company to maintain all rules of the Classification Society and flag state for all vessels in our fleet and all certificates for all vessels in our fleet to assure each vessel's ability to return to service or continue service, as applicable, through December 31, 2024. Our NEOs could earn an additional 100% of the target PSU shares (or in the case of our President and Chief Executive Officer, 200% of the target PSU shares) if our Company obtained financing for at least 50% of any increase in the original contract price of Seven Seas Grandeur and the third Prima-Class vessel. A half weighting was applied to the financing for each ship.

Awards for Mr. Montague and Mr. Del Rio are or were subject to acceleration under certain circumstances as described under "Potential Payments Upon Termination or Change in Control."

**2022 Other NEO Cash Retention Awards.** Our Compensation Committee, after consultations with our prior compensation consultant, FW Cook, awarded each NEO a one-time \$2 million cash retention award that could be earned in two equal installments in March 2023 and March 2024 if each NEO remained employed with our Company through that date. Our Compensation Committee believed that this award would serve as a strong retention incentive for our NEOs to encourage their continued efforts to support our Company through its post-pandemic recovery. These payments were accelerated for Mr. Montague and Mr. Sherman in connection with their transition agreements. See "Potential Payments Upon Termination or Change in Control" for additional information.

**CEO and Other NEO Prior Year PSU Payout Results.** In July 2022, our Compensation Committee reviewed the Company's performance under the terms of

the July 2020 PSU grants that our NEOs, other than Mr. Del Rio, received during the pandemic. The July 2020 PSU awards were eligible to be earned at 100% of the target amount if our Company maintained through June 30, 2022 all rules of the Classification Society and flag state for all vessels in our fleet and all certificates for all vessels in our fleet so that our fleet was able to return to service once we were authorized to resume cruise voyages. There was no opportunity to earn additional amounts above target and our NEOs, other than Mr. Del Rio, earned a payment at the target amount. The July 2020 PSU awards were subject to time-based vesting through July 27, 2022.

### Benefits and Perquisites

We provide our NEOs with retirement benefits under our 401(k) Plan, participation in our medical, vision, dental and insurance programs and vacation and other holiday pay, all in accordance with the terms of such plans

### Severance Arrangements and Change in Control Benefits

Each of our NEOs is or was employed pursuant to an employment agreement providing for severance payments and benefits upon an involuntary termination of the NEO's employment by us without "cause" or by him for "good reason". The severance payments and benefits in each employment agreement were negotiated in connection with the execution of each employment agreement. In each case, our Compensation Committee determined that it was appropriate to provide the executive officer with severance payments and benefits under the circumstances in light of each of their respective positions with us, general competitive practices and as part of each of their overall compensation packages.

When negotiating each executive officer's severance payments and benefits, our Compensation Committee took into consideration an analysis of the severance payments and benefits provided to similarly situated executives at our Peer Group companies. The severance payments and benefits payable to each of our NEOs upon a qualifying termination of employment generally include a cash payment based on a multiple of base salary, a pro-rata portion of any annual cash incentive actually earned for the year of termination of employment, continuation or payment in respect of certain benefits and, in certain cases only, accelerated or continued vesting of outstanding equity awards. We do not believe that our NEOs should be entitled to any cash severance payments or benefits merely because of a change in control of our Company. Accordingly, none of our NEOs are entitled to any such payments or benefits upon the occurrence of a change in control of our Company unless there is an actual termination (other than for "cause") or constructive termination of

and programs in effect and substantially on the same terms as those generally offered to our other employees (although vacation benefits may differ).

In addition, our NEOs receive a cash automobile allowance, a cruise benefit for Company cruises, including certain travel for immediate family, as well as coverage under an executive medical plan which provides reimbursement of certain extra medical, vision and dental expenses. We believe that the level and mix of perquisites we provide to our NEOs is consistent with market compensation practices.

During 2022, Mr. Del Rio was also entitled to certain additional perquisites pursuant to the terms of his 2020 employment agreement consistent with his original employment agreement with Prestige. Our new President and Chief Executive Officer will not be entitled to receive any of these perquisites under his new employment agreement.

employment for "good reason" just prior to or following the change in control (a "double-trigger" arrangement). Similarly, none of our NEOs are entitled to receive any automatic "single trigger" equity vesting upon the occurrence of a change in control of our Company, and severance protections for equity awards also require an actual termination (other than for "cause") or constructive termination of employment for "good reason" just prior to or following the change in control.

No NEO is entitled to receive a "gross-up" or similar payment for any potential change in control excise taxes, and, depending on what results in the best after-tax benefit for the executive, benefits may be "cut back" instead in such circumstances.

The material terms of these payments and benefits for our continuing NEOs, and the specific transition arrangements we entered into for Mr. Del Rio, Mr. Montague and Mr. Sherman are described in the "Potential Payments Upon Termination or Change in Control" section below.

### Peer Group

Our Compensation Committee believes that it is important to be informed about the pay practices and pay levels of comparable public companies with which we compete for top talent (our "Peer Group"). After considering the recommendations of our prior compensation consultant, our Compensation Committee determined that due to the significant impacts of the COVID-19 pandemic on the Company's operations and financial performance and the broader effects of COVID-19 on the industries of many of our Company's peers, that no changes would be made to our Company's

Peer Group in October 2021. The Peer Group re-approved in October 2021 was ultimately used as a reference point in determining pay for 2022. Our Compensation Committee made this determination because our decreased revenue occurred because our Company was recovering from the impact of the nearly 500 days of suspended cruise operations due to regulations and the public health environment during the pandemic and not changes to the fundamentals of our business. Additionally, our Compensation Committee

believed that the companies we compete with for talent more closely reflected the companies included in our Peer Group pre-pandemic and that it was important to attract and retain executives who could run businesses with the scope and scale our Company had pre-pandemic.

Our Peer Group, which was used as a reference point in determining 2022 pay, included the following companies:

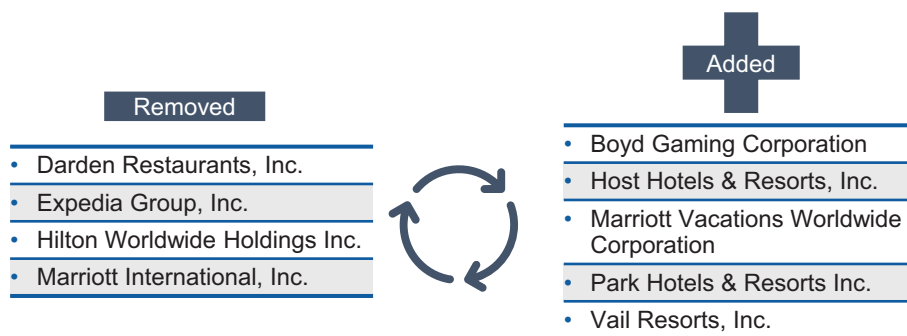
• Alaska Air Group, Inc.	• Hyatt Hotels Corporation	• Royal Caribbean Cruises Ltd.
• Caesars Entertainment, Inc.	• JetBlue Airways Corporation	• Spirit Airlines, Inc.
• Carnival Corporation	• Las Vegas Sands Corp.	• Travel + Leisure Co. (formerly, Wyndham Destinations, Inc.)
• Darden Restaurants, Inc.	• MGM Resorts International	• Wynn Resorts, Limited
• Expedia Group, Inc.	• Marriott International, Inc.	• YUM! Brands, Inc.
• Hilton Worldwide Holdings Inc.	• Penn National Gaming, Inc.	

We used the following methodology when we originally selected our Peer Group. Carnival Corporation and Royal Caribbean Cruises Ltd. were selected because we believe these cruise lines are the two public companies most similar to our Company and with whom we most directly compete for talent. We then considered a range of publicly traded companies in the following industries which reflect elements of our business or have similar business characteristics such as:

- hotels, resorts and cruise lines,
- airlines,
- casinos and gaming,
- restaurants, and
- internet and direct marketing retail.

We evaluated the companies in these categories by focusing on companies with market capitalizations ranging from approximately 0.3x to 3.0x our market capitalization and with revenues ranging from approximately 0.3x to 3.0x our trailing annual revenue measured as of October 2019.

In October 2022, as part of our refreshment of our executive compensation program, our Compensation Committee worked with their new independent compensation consultant, Korn Ferry, to review the Peer Group that would be used to determine pay in 2023. Korn Ferry advised that the Peer Group should be refined as some of the peers had completed asset divestitures and others simply had revenue that was outside of our Compensation Committee's parameters. As part of its review, Korn Ferry acknowledged that there were a limited number of ideal peers because while other travel, leisure, and hospitality businesses reflect certain aspects of cruise line operations, they did not fully capture the collective complexity of how cruise lines earn revenue. Korn Ferry recommended changes to our Peer Group that positioned our Company's then projected revenue for 2022 at the 60<sup>th</sup> percentile of our revised Peer Group and our total assets near the 75<sup>th</sup> percentile of our revised Peer Group (with our revised Peer Group's revenue and assets being measured as of their latest fiscal year end). In the context of our Company's expected continued recovery from the pandemic and newbuild profile, Korn Ferry recommended, and our Compensation Committee approved, the following changes to our Peer Group:



## Objectives and Philosophy of our Executive Compensation Program

<p><b>Motivate employees with clear, NCLH-level goals</b></p>	<p>We believe that clear, NCLH-level goals motivate management to work together as a team towards shared objectives.</p>
<p><b>Compensation opportunities align executives with shareholders</b></p>	<p>We align management with shareholders by providing a majority of compensation in equity and by choosing NCLH incentive compensation performance metrics that we believe drive long-term value for our shareholders.</p>
<p><b>Attract and retain top talent in a competitive market</b></p>	<p>We strive to be an employer of choice for individuals with the specific skill sets and experience required for the cruise industry.</p>

### Role of Shareholder Say-on-Pay Votes

Each year, we provide our shareholders the opportunity to cast an advisory vote on the compensation of our NEOs. At our annual general meeting in June 2022, approximately 15.4% of the votes cast were in favor of the 2021 compensation of our NEOs. We were disappointed in this result as the unprecedented and disproportionate impacts of the COVID-19 pandemic on our Company and industry drove the Compensation Committee to temporarily make changes to our compensation program to promote the stability and resilience of our Company. As described elsewhere in this Proxy Statement, we engaged in extensive shareholder outreach efforts following the 2022 Say-on-Pay Vote. In response to shareholder feedback, our Compensation Committee completed a holistic review of our compensation program and realigned pay for our incoming executives to address shareholder concerns. We also refreshed the constitution of our Compensation Committee by appointing two new members, Ms. Zillah Byng-Thorne in November 2022 and Ms. Mary Landry, the new Chairperson of our Compensation Committee, in January 2023. To facilitate our executives' abilities to work towards performance goals from the start of 2022, our Compensation Committee set our annual short- and long-term compensation metrics in February 2022. As we received our 2022 Say-on-Pay results in June of 2022, the substantial changes we made to our compensation program took place in our 2023 compensation program.

When making future compensation decisions for our NEOs, our Compensation Committee will continue to consider the opinions that our shareholders express through the results of these say-on-pay votes and through direct engagement with our shareholders.

### Role of Compensation Consultant

Pursuant to its charter, our Compensation Committee has the authority to engage its own advisors to assist in carrying out its responsibilities.

From May 2017 until September 2022, our Compensation Committee retained FW Cook to provide guidance on executive and non-employee director compensation matters. Beginning in September 2022, our Compensation Committee engaged Korn Ferry as our new compensation consultant to provide guidance on executive and non-employee director compensation matters.

Based on a consideration of the factors set forth in the rules of the SEC and the listing standards of the NYSE, our Compensation Committee determined that both FW Cook and Korn Ferry satisfied the independence criteria under the rules and listing standards and that their relationship with and the work performed by FW Cook and Korn Ferry, on behalf of our Compensation Committee, did not raise any conflict of interest. Other than its work on behalf of our Compensation Committee, FW Cook and Korn Ferry did not perform any other services for us.



## Share Ownership Policy

To reinforce our Board's philosophy that meaningful executive ownership in our Company provides greater alignment between management and our shareholders, our Board adopted a share ownership policy in 2017. In April 2022, following a holistic review of our share ownership policy, our Board increased the amount required to be held by our Chief Executive Officer as demonstrated in the table below. The share ownership policy, which applies to all of our NEOs and certain executive officers, is as follows:

Position	Value of Share Ownership Effective April 25, 2022*
Chief Executive Officer	<b>Increased to 6 times</b> annual base salary
Brand Presidents and Executive Vice Presidents	3 times annual base salary
Senior Vice Presidents	1 times annual base salary

\* Values are determined annually based on the average daily closing price of our ordinary shares for the previous calendar year.

To the extent our NEOs are still serving as executive officers, all of our NEOs currently exceed the required share ownership amounts. Executive officers have five years from the date they first become subject to the share ownership policy to meet the requirements and are required to retain 50% of the net after-tax shares received in respect of equity awards until they are in compliance. Unexercised stock options and PSUs do not count towards the share ownership policy amounts unless, in the case of PSUs, the performance criteria have been met.

## Clawback Policy

Under our clawback policy, our Board or Compensation Committee may, if permitted by law, require the reimbursement or cancellation of all or a portion of any equity awards or cash incentive payments to any current or former employee, including our NEOs, who received such incentive awards or payments if: (1) such employee received a payment of incentive compensation that was predicated upon the achievement of specified financial results that were the subject of a subsequent accounting restatement due to material non-compliance with any financial reporting requirement, or (2) such employee engaged in misconduct including certain violations of our Code of Ethical Business Conduct or breaches of any confidentiality, non-competition, or non-solicitation agreements such employee has entered into with us. Each prong of the policy is separate, and clawback is not limited to accounting restatements. Our Board will be reviewing our clawback policy and plans to make any necessary changes to our clawback policy to comply with the new NYSE clawback rules in the prescribed time period for adoption.

# COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board has reviewed and discussed with management the disclosures contained in the Compensation Discussion and Analysis section of this Proxy Statement. Based upon this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis section be included in this Proxy Statement.

## Compensation Committee of the Board of Directors\*

Mary Landry (Chairperson)  
Zillah Byng-Thorne  
Harry C. Curtis

April 26, 2023

*The foregoing report of our Compensation Committee does not constitute soliciting material and shall not be deemed filed, incorporated by reference into or a part of any other filing by our Company (including any future filings) under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent we specifically incorporate such report by reference therein.*

\* Ms. Landry joined and became Chairperson of our Compensation Committee on January 1, 2023. Ms. Byng-Thorne joined our Compensation Committee November 1, 2022. Mr. Curtis joined and became Chairperson of our Compensation Committee on January 4, 2022 and resigned as Chairperson on December 31, 2022, but remained on our Compensation Committee. Mr. Abrams was on our Compensation Committee from January 4, 2022 through December 31, 2022. Mr. Galbut was a member of our Compensation Committee through December 31, 2022. Mr. Chidsey was the Chairperson of our Compensation Committee through January 3, 2022. Ms. David was a member of our Compensation Committee from August 30, 2021 through January 3, 2022.

# EXECUTIVE COMPENSATION TABLES

## 2022 Summary Compensation Table

The following table presents information regarding the compensation of each of our NEOs for services rendered during 2022, 2021 and 2020.

Name and Principal Position	Year	Salary (\$) <sup>(1)</sup>	Bonus (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(3)</sup>	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$) <sup>(4)</sup>	All Other Compensation (\$) <sup>(5)</sup>	Total (\$)
Frank J. Del Rio <i>President and Chief Executive Officer</i>	2022	2,000,000	—	10,999,980	—	8,000,000	209,353	21,209,333
	2021	1,797,041	—	14,063,639	—	3,600,000	208,088	19,668,768
	2020	1,527,541	2,824,495	17,952,220	—	3,600,000	10,476,999	36,381,255
Mark A. Kempa <i>Executive Vice President and Chief Financial Officer</i>	2022	900,000	—	1,895,383	—	1,800,000	54,257	4,649,640
	2021	698,849	—	2,158,701	—	700,000	48,892	3,606,442
	2020	594,044	282,425	4,165,500	—	700,000	48,783	5,790,752
Harry Sommer <i>Former President and Chief Executive Officer, Norwegian Current President and Chief Executive Officer – Elect</i>	2022	900,000	—	1,895,383	—	1,800,000	55,310	4,650,693
	2021	698,849	—	2,158,701	—	700,000	53,481	3,611,031
	2020	594,044	507,803	4,435,454	—	700,000	52,327	6,289,628
Jason Montague <i>Former President and Chief Executive Officer, Regent</i>	2022	900,000	2,000,000	1,895,383	—	1,800,000	54,257	6,649,640
	2021	698,849	—	2,158,701	—	700,000	52,492	3,610,042
	2020	594,044	578,001	4,435,454	—	700,000	52,383	6,359,882
Howard Sherman <i>Former President and Chief Executive Officer, Oceania Cruises</i>	2022	900,000	2,000,000	1,895,383	—	1,800,000	56,068	6,651,451

- (1) For 2021, the temporary pandemic-related 20% base salary reduction was discontinued, effective January 4, 2021.
- (2) Mr. Montague and Mr. Sherman became entitled to payment of their retention bonuses in December 2022 in connection with their Transition and Release Agreements.
- (3) For 2022, the amounts reported in the “Stock Awards” column reflect the grant-date fair value under FASB ASC Topic 718 of the RSUs and PSUs granted to our NEOs in 2022. The fair value of the time-based RSUs is equal to the closing market price of our shares on the date of grant. The March 1, 2022 PSU award granted to Mr. Del Rio vests between 0% and 300% based on performance conditions. The March 1, 2022 PSU awards granted to Mr. Kempa, Mr. Sommer, Mr. Montague and Mr. Sherman vest between 0% and 200% based on performance conditions. The fair value of PSUs granted to Mr. Del Rio, Mr. Kempa, Mr. Sommer, Mr. Montague and Mr. Sherman is reported based on the probable outcome of the performance conditions at the time of grant, which was 100%, and the closing market price of our ordinary shares on the date of grant. The value of the annual PSU awards granted to Mr. Del Rio on March 1, 2022 assuming maximum achievement of 300% is \$19,799,952. The value of the annual PSU awards granted on March 1, 2022 assuming maximum achievement of 200% would have been as follows: Mr. Kempa, Mr. Sommer, Mr. Montague and Mr. Sherman — \$1,895,383. All RSUs and PSUs reported in this table were awarded under our Plan.
- (4) For 2022, the amounts reported in the “Non-Equity Incentive Plan Compensation” column reflect the annual cash performance incentives paid under our Plan based on performance during 2022, as described in “Compensation Discussion and Analysis.”

## EXECUTIVE COMPENSATION TABLES

(5) The following table provides detail for the amounts reported for 2022 in the “All Other Compensation” column of the table.

<b>Name</b>	<b>Automobile (\$)<sup>(a)</sup></b>	<b>401(k) Employer Match (\$)<sup>(b)</sup></b>	<b>Executive Medical Plan Premium (\$)<sup>(c)</sup></b>	<b>CEO Benefits (\$)<sup>(d)</sup></b>	<b>Other Benefits (\$)<sup>(e)</sup></b>	<b>Total (\$)</b>
Frank J. Del Rio	27,600	14,825	13,488	152,000	1,440	209,353
Mark A. Kempa	18,000	14,825	20,568	—	864	54,257
Harry Sommer	18,000	14,825	20,568	—	1,917	55,310
Jason Montague	18,000	14,825	20,568	—	864	54,257
Howard Sherman	18,000	14,825	20,568	—	2,675	56,068

- (a) Represents a cash automobile and automobile maintenance allowance.
- (b) Represents an employer contribution match under our 401(k) Plan on the same terms as those generally offered to our other employees.
- (c) Represents premiums under an executive medical reimbursement plan.
- (d) Represents the following benefits for Mr. Del Rio: \$100,000 travel expense allowance, \$12,000 personal allowance, \$20,000 tax preparation service and \$20,000 country club membership.
- (e) Represents life insurance premiums and cruise benefits (including immediate family travel).

## Grants of Plan-Based Awards in 2022 Table

The following table presents all Plan-based awards granted to our NEOs during the year ended December 31, 2022.

Name	Grant Date	Compen-sation Committee Approval Date (If Different than Grant Date)	Estimated Potential Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards <sup>(2)</sup> (\$)
			Threshold (\$)	Target (\$)	Max (\$)	Threshold (#)	Target (#)	Max (#)				
Frank J. Del Rio												
2022 Annual Cash Performance Incentive	—	—	—	4,000,000	8,000,000	—	—	—	—	—	—	
RSU Award <sup>(3)</sup>	3/1/22	—	—	—	—	—	—	—	238,095	—	4,399,996	
PSU Award <sup>(4)</sup>	3/1/22	—	—	—	—	—	357,142	1,071,426	—	—	6,599,984	
Mark A. Kempa												
2022 Annual Cash Performance Incentive	—	—	—	900,000	1,800,000	—	—	—	—	—	—	
RSU Award <sup>(5)</sup>	3/1/22	—	—	—	—	—	—	—	51,282	—	947,691	
PSU Award <sup>(4)</sup>	3/1/22	—	—	—	—	—	51,282	102,564	—	—	947,691	
Harry Sommer												
2022 Annual Cash Performance Incentive	—	—	—	900,000	1,800,000	—	—	—	—	—	—	
RSU Award <sup>(5)</sup>	3/1/22	—	—	—	—	—	—	—	51,282	—	947,691	
PSU Award <sup>(4)</sup>	3/1/22	—	—	—	—	—	51,282	102,564	—	—	947,691	
Jason Montague												
2022 Annual Cash Performance Incentive	—	—	—	900,000	1,800,000	—	—	—	—	—	—	
RSU Award <sup>(5)</sup>	3/1/22	—	—	—	—	—	—	—	51,282	—	947,691	
PSU Award <sup>(4)</sup>	3/1/22	—	—	—	—	—	51,282	102,564	—	—	947,691	
Howard Sherman												
2022 Annual Cash Performance Incentive	—	—	—	900,000	1,800,000	—	—	—	—	—	—	
RSU Award <sup>(5)</sup>	3/1/22	—	—	—	—	—	—	—	51,282	—	947,691	
PSU Award <sup>(4)</sup>	3/1/22	—	—	—	—	—	51,282	102,564	—	—	947,691	

- The amounts reported in these columns represent the range of possible payouts under our Plan's annual cash performance incentive program based on performance during 2022, as described in "Compensation Discussion and Analysis." For 2022, the maximum performance level was achieved and payable to our NEOs.
- The fair value of the time-based RSUs is equal to the closing market price of our shares on the date of grant. The fair value of PSUs is reported based on the probable outcome of the performance conditions at the time of grant and the closing market price of our ordinary shares on the date of grant. All of the March 1, 2022 PSUs awards reported above were valued at 100% of target. All RSUs and PSUs reported in this table were awarded under our Plan.
- Reflects an RSU awards that will vest in equal installments on March 1, 2023, 2024 and 2025, and pursuant to the relevant acceleration provisions in the award agreement in the event of certain terminations of employment.
- Reflects PSU awards that will vest as described in "Compensation Discussion and Analysis — Long-Term Equity Incentive Compensation and Cash Retention Awards."
- Reflects RSU awards that will vest in one installment on March 1, 2024.

## Outstanding Equity Awards at December 31, 2022 Table

The following table presents information regarding the outstanding equity awards held by each of our NEOs as of December 31, 2022.

Name	Option Awards					Stock Awards				
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options <sup>(1)</sup> (#)	Option Exercise Price (\$/Sh)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested <sup>(2)</sup> (#)	Market Value of Shares or Units of Stock That Have Not Vested <sup>(3)</sup> (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(1)</sup> (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(3)</sup> (\$)	
Frank J. Del Rio	739,583	—	208,333 <sup>(13)</sup>	59.43	8/3/2025	17,561 <sup>(4)</sup>	214,947	50,000 <sup>(13)</sup>	612,000	
	—	—	—	—	—	89,336 <sup>(5)</sup>	1,093,473	402,010 <sup>(11)</sup>	4,920,602	
	—	—	—	—	—	346,020 <sup>(6)</sup>	4,235,285	1,071,426 <sup>(12)</sup>	13,114,254	
	—	—	—	—	—	238,095 <sup>(7)</sup>	2,914,283	—	—	
	—	—	—	—	—	158,050 <sup>(9)</sup>	1,934,532	—	—	
Mark A. Kempa	10,000	—	—	30.95	6/30/2023	12,322 <sup>(4)</sup>	150,821	44,652 <sup>(10)</sup>	546,540	
	15,000	—	—	31.90	6/30/2024	29,768 <sup>(5)</sup>	364,360	102,564 <sup>(12)</sup>	1,255,383	
	15,000	—	—	41.79	11/18/2024	51,282 <sup>(8)</sup>	627,692	—	—	
	30,000	—	—	56.19	6/30/2025	18,482 <sup>(9)</sup>	226,220	—	—	
	15,000	—	—	50.31	2/28/2026	—	—	—	—	
Harry Sommer	50,000	—	—	56.19	6/30/2025	12,322 <sup>(4)</sup>	150,821	44,652 <sup>(10)</sup>	546,540	
	50,000	—	—	59.43	8/3/2025	29,768 <sup>(5)</sup>	364,360	102,564 <sup>(12)</sup>	1,255,383	
	25,000	—	—	50.31	2/28/2026	51,282 <sup>(8)</sup>	627,692	—	—	
	—	—	—	—	—	18,482 <sup>(9)</sup>	226,220	—	—	
Jason Montague	40,000	—	—	41.79	11/18/2024	12,322 <sup>(4)</sup>	150,821	44,652 <sup>(10)</sup>	546,540	
	60,000	—	—	43.76	2/1/2025	29,768 <sup>(5)</sup>	364,360	—	—	
	50,000	—	—	56.19	6/30/2025	18,482 <sup>(9)</sup>	226,220	—	—	
	37,500	—	—	50.31	2/28/2026	—	—	—	—	
Howard Sherman	30,000	—	—	41.79	11/18/2024	12,322 <sup>(4)</sup>	150,821	44,652 <sup>(10)</sup>	546,540	
	50,000	—	—	56.19	6/30/2025	29,768 <sup>(5)</sup>	364,360	102,564 <sup>(12)</sup>	1,255,383	
	25,000	—	—	50.31	2/28/2026	51,282 <sup>(8)</sup>	627,692	—	—	
	—	—	—	—	—	18,482 <sup>(9)</sup>	226,220	—	—	

(1) Represents market-based options, market-based RSUs and PSUs awarded to our NEOs, which will vest upon the achievement of pre-determined targets.

(2) Represents unvested RSU awards subject to time-based vesting requirements.

(3) The market value of the unvested PSU and time- and market-based RSU awards was calculated based on the \$12.24 closing price of our ordinary shares on December 30, 2022 (the last trading day of 2022).

(4) Represents a time-based RSU award that vested on March 1, 2023.

(5) Represents time-based RSUs that vest in substantially equal annual installments on March 1, 2023 and 2024.

(6) Represents time-based RSUs that vest in a single installment on October 1, 2023.

(7) Represents a time-based RSU award that vests in substantially equal annual installments on March 1, 2023, 2024 and 2025.

(8) Represents time-based RSUs that vest in a single installment on March 1, 2024.

(9) Represents the March 2, 2020 PSU award that was approved as achieved at 100% of target. This award was subject to a time-based vesting requirement through March 1, 2023.

(10) Represents the June 11, 2021 PSU award that will vest zero, 100%, or in one-third increments to 200% of target based on the achievement of two performance conditions. The first condition is considered the target metric or 100% of target and

requires that our Company maintains all rules of the Classification Society and flag state and maintains all certificates for all vessels in our fleet through December 31, 2023. The second condition, up to an additional 100% of target, requires the successful delivery of Norwegian Prima, Norwegian Viva and Vista by December 31, 2023 and increases to the original contract price of each ship are at least 50% financed with one-third weight given to each ship. The amount reported assumes vesting at 200% of target. This award is subject to a time-based vesting requirement through March 1, 2024.

- (11) Represents a June 11, 2021 PSU award that will vest zero, 100% or 200% of target based on the achievement of two performance conditions. The first condition is considered the target metric or 100% of target and requires that our Company maintains all rules of the Classification Society and flag state and maintains all certificates for all vessels in our fleet through December 31, 2023. If the target metric has been achieved, an additional 100% of target is eligible to be earned, if the trailing 30-day average closing price of our shares as of (and including December 31, 2023) is \$50.86 or more. The amount reported assumes vesting at 200% of target. This award is subject to a time-based vesting requirement through March 1, 2024.
- (12) Represents a March 1, 2022 PSU award that will vest zero to 200% (or 300% for Mr. Del Rio) of target based on the achievement of two performance conditions described in “Compensation Discussion and Analysis — Long-Term Equity Incentive Compensation and Cash Retention Awards.” The amount reported assumes vesting at 200% (or 300% for Mr. Del Rio) of target. This award is subject to a time-based vesting requirement through March 1, 2025.
- (13) Represents market-based options and RSUs granted to Mr. Del Rio on August 4, 2015. These awards will vest based on our achievement of certain stock price hurdles.

### Option Exercises and Stock Vested in 2022 Table

The following table presents information regarding all stock options exercised and value received upon exercise, and all stock awards vested and the value realized upon vesting, by our NEOs during 2022.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(1)</sup>
Frank J. Del Rio	—	—	165,001	3,049,218
Mark A. Kempa	—	—	184,199	2,439,913
Harry Sommer	—	—	184,199	2,439,913
Jason Montague	—	—	286,763	3,695,296
Howard Sherman	—	—	184,199	2,439,913

- (1) The value of the RSU awards was determined by multiplying the number of RSUs that vested by the per-share closing price of the ordinary shares on the vesting date. The value of the option awards, had any options been exercised in 2022, would be determined by multiplying (i) the number of shares to which the exercise of the options related by (ii) the difference between the per-share market price of the ordinary shares on the exercise date and the exercise price of the options.

## Employment Agreements for NEOs — Salary, Annual Cash Performance Incentive Opportunity and Equity

### Frank J. Del Rio

Mr. Del Rio is employed as our President and Chief Executive Officer pursuant to an employment agreement with us that was amended and restated on October 1, 2020, and as amended by a Transition, Release and Consulting Agreement with us dated March 15, 2023. Mr. Del Rio's Transition, Release and Consulting agreement provides that the term of his employment with us will end at the end of the day on June 30, 2023. Mr. Del Rio's amended employment agreement provides for a minimum annual base salary of \$1,800,000, subject to periodic review, which was increased to \$2,000,000 in 2022. Mr. Del Rio's base salary from January 1, 2023 through June 30, 2023 will be \$1 million (half of his 2022 annual base salary). Mr. Del Rio is entitled to a \$2,000 monthly car allowance and certain maintenance and fuel expenses and certain other personal benefits each year through June 30, 2023. The amended and restated employment agreement also provides for participation in employee benefit plans and perquisite programs generally available to our executive officers, including an executive medical plan through June 30, 2023.

Mr. Del Rio's amended employment agreement provided that his target annual cash performance incentive would be 200% of his base salary, which beginning in 2022 became subject to a maximum limit of 400% of his base annual salary. Pursuant to the Transition, Release and Consulting Agreement, for 2023, and in lieu of the annual cash performance incentive described above, Mr. Del Rio became eligible to earn a \$9 million cash incentive bonus based on the achievement of a successful transition of responsibilities to his successor, Mr. Sommer, and our Company's achievement of targeted Adjusted EBITDA performance levels through June 30, 2023.

Mr. Del Rio's amended employment agreement entitled him to annual RSU awards that had an award date value

of not less than \$10.0 million, with such actual target number of RSUs being determined by multiplying the number of RSUs by the closing price of an ordinary share of our Company on the applicable date of award. At least 60% of each such award was contractually required to be subject to performance-based vesting requirements that would be determined by our Compensation Committee. In connection with his Transition, Release and Consulting Agreement, Mr. Del Rio waived any equity grants for 2023.

Pursuant to the Transition, Release and Consulting Agreement, Mr. Del Rio will enter into a consulting term with our Company from July 1, 2023 through December 31, 2025 where he will provide support and advice to our Board as a Senior Advisor. In connection with his consulting services, Mr. Del Rio will be entitled to a \$2 million consulting fee in 2023, and a \$4 million consulting fee in each of 2024 and 2025. Mr. Del Rio will also be entitled to continue to receive executive officer cruise privileges during and after the term of his Transition, Release and Consulting Agreement. Mr. Del Rio will also continue to be subject to restrictions on competition through at least June 2024 and at any time he is serving as a consultant.

Our Board felt it was appropriate to enter into the Transition, Release and Consulting Agreement with Mr. Del Rio because they believe he will be a valuable resource for the Board given his extensive knowledge and perspective about the industry. Our Board expects to consult Mr. Del Rio on topics related to our newbuilds and to draw on his connections to the yards and our European Credit Export Agencies for our ship financing. Mr. Del Rio also agreed to extend his non-compete for as long as he works as a consultant. Our Board thought it was important to keep Mr. Del Rio on our team as they believe others in the industry would be eager to collaborate with him.

### Mark A. Kempa

Mr. Kempa is employed as our Executive Vice President and Chief Financial Officer pursuant to an employment agreement with us dated as of September 10, 2018.

The initial term of Mr. Kempa's employment agreement was from August 31, 2018 through December 31, 2021, which automatically renews each anniversary of December 31, 2021 thereafter for additional one-year

terms unless either we or Mr. Kempa gives notice of non-renewal within 60 days prior to the end of the term. The agreement provides for a minimum annual base salary of \$700,000, subject to annual review, which amount was increased to \$900,000 in 2022, an annual cash performance incentive in an amount to be determined by our Compensation Committee, long-term equity incentive compensation as determined by our



Compensation Committee, and participation in the benefit plans and programs generally available to other similarly situated executives, including an executive

### Harry Sommer

Prior to April 1, 2023, Mr. Sommer was employed as our President and Chief Executive Officer of Norwegian pursuant to an employment agreement with us dated as of January 10, 2019.

The initial term of Mr. Sommer's employment agreement was from January 1, 2019 through December 31, 2021, which automatically renewed each anniversary of December 31, 2021 thereafter for additional one-year terms unless either we or Mr. Sommer gave notice of non-renewal within 60 days prior to the end of the term. The agreement provided for a minimum annual base salary of \$700,000, subject to annual review, an annual cash performance incentive in an amount to be determined by our Compensation Committee, long-term equity incentive compensation as determined by our Compensation Committee, and participation in the benefit plans and programs generally available to other similarly situated executives, including an executive medical plan. He was also entitled to a \$1,500 monthly car allowance.

In connection with his appointment as President and Chief Executive Officer — Elect of our Company on April 1, 2023 and his further appointment as President

### Jason Montague

Mr. Montague was formerly employed as our President and Chief Executive Officer of Regent pursuant to an employment agreement with us dated as of September 16, 2016 and as amended on February 14, 2022.

The term of Mr. Montague's employment agreement was from September 16, 2016 through December 31, 2023 ("Mr. Montague's Term"), which was subsequently amended by a Transition and Release agreement we entered into with him on December 13, 2022. The employment agreement provided for a minimum annual base salary of \$650,000, subject to annual review, an annual cash performance incentive in an amount to be determined by our Compensation Committee, long-term equity incentive compensation as determined by our Compensation Committee, and participation in the benefit plans and programs generally available to other similarly situated executives, including an executive medical plan. He was also entitled to a \$1,500 monthly car allowance.

medical plan. He is also entitled to a \$1,200 monthly car allowance, which has since been increased to \$1,500 per month beginning in 2022.

and Chief Executive Officer of our Company on July 1, 2023, Mr. Sommer entered into a new employment agreement with us on March 15, 2023 which details the terms of his employment beginning July 1, 2023. The initial term of his employment will be through December 31, 2025, which automatically renews each anniversary of December 31, 2025 thereafter for additional one-year terms unless either we or Mr. Sommer gives notice of non-renewal within 60 days prior to the end of the term. The agreement provides for (i) a minimum annual base salary of \$1,100,000, subject to annual review, (ii) an annual cash performance incentive in an amount to be determined by our Compensation Committee, but with a target amount equal to at least 175% of his annual base salary, (iii) long-term equity incentive compensation as determined by our Compensation Committee, but at least 50% of the grant date fair value of any annual equity award granted to Mr. Sommer pursuant to the Plan is required to be subject to performance-based vesting requirements, and (iv) participation in the benefit plans and programs generally available to other similarly situated executives, including an executive medical plan. He is also entitled to a \$2,500 monthly car allowance.

The February 14, 2022 amendment provided that if we terminated Mr. Montague's employment without cause, if Mr. Montague terminated his employment for good reason, or if Mr. Montague's employment as President and Chief Executive Officer, Regent Seven Seas Cruises, terminated at the end of Mr. Montague's Term, or by reason of his death or disability, for any awards granted after February 2022, (i) all then outstanding, unvested RSUs subject only to time-based vesting would vest in full, and (ii) all then outstanding, unvested RSUs subject to performance-based vesting will vest based on performance through the date of termination, as determined by our Compensation Committee, in each case subject to Mr. Montague executing and not revoking a general release of claims in favor of our Company. Furthermore, Mr. Montague became entitled to receive any incentive bonus earned for the 2023 calendar year based on actual performance, provided that Mr. Montague remained employed through December 31, 2023.

## EXECUTIVE COMPENSATION TABLES

The terms of Mr. Montague's Transition and Release Agreement are described below under "Potential Payments Upon Termination or Change in Control."

### Howard Sherman

Mr. Sherman was formerly employed as our President and Chief Executive Officer of Oceania Cruises pursuant to an employment agreement with us dated as of November 8, 2021.

The initial term of Mr. Sherman's employment agreement was from January 1, 2022 through December 31, 2022, which would have automatically renewed each anniversary of December 31, 2022 thereafter for additional one-year terms unless either we or Mr. Sherman gave notice of non-renewal within 60 days prior to the end of the term. The agreement provided for a minimum annual base salary of \$700,000, subject to

annual review, an annual cash performance incentive in an amount to be determined by our Compensation Committee, long-term equity incentive compensation as determined by our Compensation Committee, and participation in the benefit plans and programs generally available to other similarly situated executives, including an executive medical plan. He was also entitled to a \$1,500 monthly car allowance.

The terms of Mr. Sherman's Transition and Release Agreement are described below under "Potential Payments Upon Termination or Change in Control."

## *Potential Payments Upon Termination or Change in Control*

The following section describes the payments and benefits that would have become payable to our NEOs, other than Mr. Montague and Mr. Sherman, in connection with a termination of their employment and/or a change in control of our Company occurring on December 31, 2022. This section also describes certain benefits in connection with a termination of his employment that

Mr. Sommer will become entitled to after December 31, 2022 in connection with his appointment as President and Chief Executive Officer of our Company, effective July 1, 2023. Please see "Compensation Discussion and Analysis" for a discussion of how the level of these payments and benefits was determined.

### Frank J. Del Rio

Mr. Del Rio's employment agreement, as amended and restated in October 2020, provides for certain payments and benefits to be paid to him under the circumstances described below. In each case, Mr. Del Rio is entitled to receive all amounts that he has earned but are unpaid regardless of the circumstances under which his employment terminates (his "accrued obligations"). In March 2023, Mr. Del Rio entered into a Transition, Release and Consulting Agreement with our Company, which is described above under "Employment Agreements for NEOs — Salary, Annual Cash Performance Incentive Opportunity and Equity — Frank J. Del Rio." Pursuant to the terms of the Transition, Release and Consulting Agreement, Mr. Del Rio's employment term was modified by mutual agreement to end on June 30, 2023 instead of December 31, 2023.

#### **Severance Benefits — Termination of Employment.**

In the event that Mr. Del Rio's employment is terminated during the employment term either by us without "cause" or by him for "good reason" (as defined in the amended employment agreement), or if Mr. Del Rio's employment terminates by reason of his death or disability (as defined in the amended employment

agreement), or his employment terminates on the expiration of his employment term, he will be entitled to receive:

- all then outstanding, unvested RSUs subject only to time-based vesting requirements that were awarded during and after 2017 will vest in full, and any outstanding, unvested PSUs that were awarded during and after 2017 through 2021 will continue to remain outstanding as if Mr. Del Rio were still employed until the performance period is complete, will remain subject to all of the applicable performance conditions and will vest in full at the time, if any, that the performance conditions are satisfied.

In the event that Mr. Del Rio's employment is terminated during the employment term either by us without "cause" or by him for "good reason" (as defined in the amended employment agreement), or if Mr. Del Rio's employment terminates by reason of his death or disability (as defined in the amended employment agreement), or his employment as our Chief Executive Officer terminates on December 31, 2023 (or such other date as may

be agreed to by both parties, which pursuant to the Transition, Release and Consulting Agreement is now June 30, 2023), he will be entitled to receive:

- any portion of the PSUs awarded during 2022 that are then outstanding and unvested shall: (a) in the case of any portion of the PSUs that remain subject to performance-based vesting conditions, shall be evaluated as of the date of termination by the Compensation Committee and the PSUs will vest based on the performance through the date of termination, and (b) to the extent that the applicable performance conditions have been satisfied and any portion of the PSUs remain outstanding subject to only time-based vesting conditions, such portion of the PSUs shall vest.

If Mr. Del Rio's employment terminates during the employment term either by us without "cause" or by him for "good reason" (as those terms are defined in the amended employment agreement) or his employment terminates on the expiration of his employment term, he will also be entitled to receive:

- continuation of medical and dental coverage for himself and his eligible dependents on the same terms as actively employed senior executives for two years after the severance date; and
- his annual cash performance incentive for 2023, if earned.

In the event that Mr. Del Rio's employment is terminated either by us without "cause" or by him for "good reason" (as those terms are defined in the amended employment agreement), he will also be entitled to receive accelerated vesting for all outstanding unvested market-based

### Jason Montague and Howard Sherman

In connection with their transitions to Special Advisor roles, each of Mr. Jason Montague and Mr. Howard Sherman entered into Transition and Release Agreements with subsidiaries of our Company on December 13, 2022 (the "Transition Agreements"). Under the terms of their Transition Agreements, Mr. Montague and Mr. Sherman will remain employees of our Company and will be responsible for providing guidance and assistance to the new Presidents of Oceania Cruises and Regent Seven Seas Cruises during the transition period. Pursuant to the terms of the Transition Agreements, from January 1, 2023 through December 31, 2024, as consideration for their continued employment as Special Advisors, Mr. Montague and Mr. Sherman will

options and RSUs from his award in 2015 in full.

Mr. Del Rio's right to receive the severance payments and benefits described above is subject to him executing a release of claims in favor of our Company.

Mr. Del Rio's employment agreement provides that if any of the foregoing severance payments or benefits would be a parachute payment subject to any excise taxes pursuant to Section 4999 of the Code, his payments and benefits will be reduced and "cut back" to the extent that such reduction results in a better net after tax result to him.

**Severance Benefits — Other Terminations.** In the event that Mr. Del Rio's employment is terminated by us for "cause" or by him other than for "good reason," he will only be entitled to receive his accrued obligations.

**Restrictive Covenants.** Pursuant to Mr. Del Rio's amended employment agreement, he has agreed not to disclose any confidential information of our Company and our affiliates at any time during or after his employment with us. In addition, Mr. Del Rio has agreed that for a period of one year (two years in the case of a resignation without "good reason") after his employment terminates he will not compete with certain restricted competitors of our Company, and for a period of one year after the last date compensation is paid to him by us, he will not solicit the employees of our Company or our affiliates. Pursuant to the Transition, Release and Consulting Agreement, Mr. Del Rio also agreed he will not compete with certain restricted competitors of our Company at any time as he serves as a consultant to our Board.

or have received (i) annual base salaries of \$500,000, (ii) payment of a previously awarded cash retention bonus of \$2 million and (iii) a one-time equity award in 2023 with a grant date fair value of \$1 million for Mr. Montague and \$2 million for Mr. Sherman. Mr. Montague and Mr. Sherman were entitled to and received the annual bonus actually paid for 2022, but will not be entitled receive an annual bonus for 2023 or 2024 and will not be eligible for any additional equity award grants other than the grant described above. Mr. Montague and Mr. Sherman will also be entitled to continue to receive executive officer cruise privileges during and after the term of their Transition Agreements.

## Mr. Sommer and Mr. Kempa

The current employment agreement of each of Mr. Kempa and Mr. Sommer with us, described above under “Employment Agreements for NEOs — Salary, Annual Cash Performance Incentive Opportunity and Equity,” provides for certain payments and benefits to be paid to each NEO in connection with a termination of his employment with us under the circumstances described below. In each case, Mr. Kempa and Mr. Sommer are entitled to receive all amounts that they have earned but are unpaid regardless of the circumstances under which their employment terminates (“accrued obligations”).

**Severance Benefits — Termination of Employment — Mr. Kempa and Mr. Sommer.** In the event that Mr. Kempa’s or Mr. Sommer’s employment is terminated during the employment term by us without “cause,” we provide notice that his employment agreement will not be extended or further extended, or the NEO terminates his employment for “good reason” (as those terms are defined in the employment agreements) the NEO will be entitled to receive:

- an amount equal to twice his then current base salary at the annualized rate in effect on the severance date, payable over a 12-month period in accordance with our regular payroll cycle practices following termination;
- payment of a pro-rata portion of any annual cash incentive actually earned for the year of termination; and
- continuation of medical and dental coverage for him and his eligible dependents on substantially the same terms and conditions in effect on his termination of employment until the first to occur of: (1) 18 months following termination; (2) the date of his death; (3) the date he becomes eligible for coverage under the health plan of a future employer; or (4) the date our Company is no longer obligated to offer him COBRA continuation coverage.

In addition, if in connection with a change in control of our Company, we terminate Mr. Kempa’s or Mr. Sommer’s employment without “cause,” provide notice that his

agreement will not be extended or further extended, or he terminates his employment for “good reason,” in addition to the payments and benefits described above, all of Mr. Kempa’s and Mr. Sommer’s outstanding and unvested equity awards granted under the Plan, or any successor equity plan, will receive full accelerated vesting.

The employment agreements for Mr. Kempa and Mr. Sommer provide that if any of the foregoing severance payments or benefits would be a parachute payment subject to any excise taxes pursuant to Section 4999 of the Code, his payments and benefits will be reduced and “cut back” to the extent that such reduction results in a better net after tax result to him.

Each of Mr. Kempa’s and Mr. Sommer’s, right to receive the severance payments and benefits described above is subject to him executing a release of claims in favor of our Company.

**Severance Benefits — Other Terminations — Mr. Kempa and Mr. Sommer.** In the event that Mr. Kempa’s or Mr. Sommer’s employment is terminated for death or disability, he will receive accelerated vesting for all time-based RSU awards granted beginning in 2020 and a pro-rata portion of the target amount of any outstanding, unvested PSU awards granted beginning in 2020.

In the event that Mr. Kempa’s or Mr. Sommer’s, employment is terminated by us for any other reason (by us for “cause” or by the NEO other than for “good reason”), he will only be entitled to receive his accrued obligations.

**Restrictive Covenants — Mr. Kempa and Mr. Sommer.** Pursuant to each of Mr. Kempa’s and Mr. Sommer’s, employment agreements, each NEO has agreed not to disclose any confidential information of our Company and our affiliates at any time during or after his employment with us. In addition, each NEO has agreed that for a period of two years after his employment terminates, he will not compete with the business of our Company or our affiliates and will not solicit the employees or guests of our Company or our affiliates.

**Additional Severance Benefits Mr. Sommer Becomes Entitled to Beginning July 1, 2023.** Effective July 1, 2023, in connection with his appointment as President and Chief Executive Office of our Company, Mr. Sommer became entitled to additional benefits in the event of his termination or retirement. If Mr. Sommer’s employment is terminated during the employment term by us without “cause,” we provide notice that his employment agreement will not be extended or further extended, or he terminates his employment for “good reason” (as those terms are defined in his employment agreement), he will be entitled to receive:

- an amount equal to twice his then current base salary at the annualized rate in effect on the severance date, payable over a 12-month period in

accordance with our regular payroll cycle practices following termination;

- payment of a pro-rata portion of any annual cash incentive actually earned for the year of termination and any earned but unpaid annual cash incentive for the prior fiscal year;
- continuation of medical, vision and dental coverage for him and his eligible dependents on substantially the same terms and conditions in effect on his termination of employment until the first to occur of: (1) 18 months following termination; (2) the date of his death; (3) the date he becomes eligible for coverage under the health plan of a future employer; or (4) the date our Company is no longer obligated to offer him COBRA continuation coverage.
- accelerated vesting for any outstanding unvested equity awards that are not based on performance conditions and continued vesting eligibility for any outstanding unvested performance-based equity awards to the extent such awards were granted on or after July 1, 2023 (Mr. Sommer will also receive this accelerated vesting in the event his employment is terminated due to his death or disability).

In addition, if Mr. Sommer's employment is terminated for the reasons above in connection with a change in control transaction, he would receive full accelerated vesting of all outstanding equity awards.

If Mr. Sommer meets certain retirement eligibility requirements (as of the retirement date, Mr. Sommer must be 55 years or older, have been employed by our Company or its affiliates for ten or more years and his age plus the number of years he has been employed must be greater than or equal to 70), and remains employed with our Company through an agreed retirement date, he will be entitled to: (i) accelerated vesting for all outstanding time-based equity awards that were granted more than one year prior to the retirement date and on or after July 1, 2023, (ii) pro-rata vesting for all outstanding time-based equity awards that were granted less than one year prior to the retirement date and on or after July 1, 2023, (iii) continued vesting eligibility for all outstanding equity awards that are subject to performance conditions that were granted on or after July 1, 2023, (iv) a pro-rata portion of any annual cash incentive and any unpaid annual cash incentive for the prior fiscal year, only in each case if earned, (v) continued cruise benefits and (vi) continued medical, vision and dental benefits for 18 months.

## Estimated Severance and Change in Control Payments and Benefits

The following table presents the estimated payments and benefits to which each of our NEOs (other than Mr. Montague and Mr. Sherman) would have been entitled had his employment been terminated or a change in control of our Company occurred on December 31, 2022 under the scenarios noted below.

Name	Voluntary Termination or Cause (\$)	Death, Disability or Retirement (\$)	Termination Without Cause or Good Reason (\$)	Change in Control Termination (\$)
Frank J. Del Rio				
Pro-rata Annual Performance Incentive	—	—	8,000,000	—
Insurance Continuation	—	—	62,918	—
Equity Acceleration	—	28,427,376 <sup>(1)</sup>	29,039,376 <sup>(2)</sup>	—
Mark A. Kempa				
Severance Payment	—	2,000,000 <sup>(3)</sup>	3,600,000	3,600,000
Insurance Continuation	—	—	47,188	47,188
Equity Acceleration	—	1,688,059 <sup>(4)</sup>	—	3,171,017 <sup>(5)</sup>
Harry Sommer				
Severance Payment	—	2,000,000 <sup>(3)</sup>	3,600,000	3,600,000
Insurance Continuation	—	—	67,710	67,710
Equity Acceleration	—	1,688,059 <sup>(4)</sup>	—	3,171,017 <sup>(5)</sup>

- The amount disclosed was determined by taking the value (calculated based on our closing share price of \$12.24 as of December 30, 2022, the last trading day of 2022) associated with (i) the unvested, outstanding RSUs awarded to Mr. Del Rio in March 2020, October 2020, June 2021 and March 2022 (ii) the number of outstanding PSUs awarded to Mr. Del Rio in March 2020 which had been earned and were still subject to time-based vesting and (iii) the maximum number of outstanding PSUs awarded to Mr. Del Rio in June 2021 and March 2022 (which is an assumed amount as the actual PSU vesting will depend on actual performance results achieved).
- The amount disclosed was determined by taking the value (calculated based on our closing share price of \$12.24 as of December 30, 2022, the last trading day of 2022) associated with Mr. Del Rio's aggregate outstanding and unvested RSUs, market-based RSUs and PSUs subject to acceleration as of December 31, 2022. For outstanding PSUs awarded in March 2020, the amount is based on the PSUs that have been earned, which were still subject to time-based vesting. For outstanding PSUs awarded in June 2021 and March 2022, the amount assumes the maximum number of outstanding PSUs awarded to Mr. Del Rio (which is an assumed amount as the actual PSU vesting will depend on actual performance results achieved).
- The amount disclosed reflects the payment of the March 2022 cash retention award that the executive would have become entitled to in the event of death or disability, but not retirement.
- The amount disclosed was determined by taking the value (calculated based on our closing share price of \$12.24 as of December 30, 2022, the last trading day of 2022) associated with each NEO's outstanding and unvested RSUs and PSUs subject to acceleration as of December 31, 2022 in the event of death or disability, but not retirement. For outstanding PSUs awarded in March 2020, June 2021 and March 2022, the amount assumes the target number of outstanding PSUs awarded to each NEO pro-rated through December 31, 2022 in accordance with the terms of the relevant award agreements.
- The amount disclosed was determined by taking the value (calculated based on our closing share price of \$12.24 as of December 30, 2022, the last trading day of 2022) associated with each NEO's outstanding and unvested RSUs and PSUs subject to acceleration as of December 31, 2022. For outstanding PSUs awarded in March 2020, the amount is based on the number of outstanding PSUs earned by each NEO, which were still subject to time-based vesting. For outstanding PSUs awarded in June 2021 and March 2022, the amount assumes the maximum number of outstanding PSUs awarded to each NEO (which is an assumed amount as the actual PSU vesting outside of a change in control termination will depend on actual performance results achieved).

## Compensation Committee Interlocks and Insider Participation

Mr. Chidsey, Mr. Galbut, Mr. Curtis, Mr. Abrams, Ms. David and Ms. Byng-Thorne served on our Compensation Committee during 2022. None of the members of our Compensation Committee was an officer or employee of our Company during the last fiscal year or was formerly an officer of our Company. During the last fiscal year, none of our executive officers served as: (1) a member of the compensation committee (or other committee of the board of directors performing equivalent functions or, in the absence of any such committee, the entire board

of directors) of another entity, one of whose executive officers served on our Compensation Committee; (2) a director of another entity, one of whose executive officers served on our Compensation Committee, or (3) a member of the compensation committee (or other committee of the board of directors performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our Board.

## Compensation Risk Assessment

We have conducted a risk assessment of our compensation policies and practices and concluded that such policies and practices do not create risks that are reasonably likely to have a material adverse effect on our Company. In particular, our Compensation Committee believes that the design of our annual performance

incentive programs and long-term equity incentives provide an effective and appropriate mix of incentives to ensure our compensation program is focused on long-term shareholder value creation and does not encourage the taking of short-term risks at the expense of long-term results.

## Pay Ratio Disclosure

Under Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, we are required to provide the ratio of the annual total compensation of Mr. Del Rio, our President and Chief Executive Officer, to the annual total compensation of the median employee of the Company other than our President and Chief Executive Officer (the "Pay Ratio Disclosure").

To provide context for this disclosure, it is important to understand the unique circumstances of our employee population. Our shipboard employees are an essential part of our operations and comprise approximately 87% of our workforce, while shoreside employees make up the remainder. Due to maritime requirements and the practical implications of employment on ships with worldwide operations, our shipboard employees receive certain accommodations that are not typically provided to shoreside employees including housing and meals while on the ship and medical care for any injuries or illnesses that occur while in the service of the ship. These accommodations are free of cost to each shipboard employee. Additionally, because our shipboard employees are away from home for extended periods of time while on the ship, they do not work for the entire year. For example, a shipboard employee will typically work between six to ten months out of the year. Our shipboard employees also generally reside outside of the U.S., where the cost of living may be significantly lower than in the U.S.

We believe that there have been no changes to our employee population or compensation arrangements since last year that would result in a significant change to the Pay Ratio Disclosure and our median employee was still employed with the Company during 2022. When we originally identified the median employee for 2020, we used the following methodology:

- We evaluated the compensation distribution of all of our employees and determined that our median employee would be a shipboard employee due to the number of shipboard employees versus shoreside employees.
- We selected four representative ships from our fleet.
- We used total annual fixed cash pay pursuant to payroll records for the period of time during 2020 before our crew returned home due to the suspension of cruise voyages for each of the four ships for each employee as of December 31, 2020, as our consistently applied compensation measure.
- We then selected the median employee from this representative sample of our shipboard employees.

The median employee was a full-time employee located on one of our ships with an annual total compensation of \$24,484 for 2022, calculated in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, which includes fixed cash pay, overtime pay, gratuities, and shipboard pension. Mr. Del Rio's annual total

## EXECUTIVE COMPENSATION TABLES

compensation for 2022 was \$21,209,333. Based on this information, for 2022, the ratio of the compensation of Mr. Del Rio to the annual total compensation of the median employee was estimated to be approximately 866 to 1.

The Pay Ratio Disclosure presented above is a reasonable estimate. Because the SEC rules for identifying the median employee and calculating the pay

ratio allow companies to use different methodologies, exemptions, estimates and assumptions, the Pay Ratio Disclosure may not be comparable to the pay ratio reported by other companies.

### Equity Compensation Plan Information

We currently maintain two equity compensation plans: the Plan and the Employee Stock Purchase Plan (the "ESPP").

The following table summarizes our equity plan information as of December 31, 2022.

Plan Category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) <sup>(1)</sup>	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b) <sup>(2)</sup>	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c) <sup>(3)</sup>
Equity compensation plans approved by security holders	14,302,157	\$52.46	10,517,685
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>14,302,157</b>	<b>\$52.46</b>	<b>10,517,685</b>

- (1) Represents 4,521,511 ordinary shares subject to outstanding stock option awards under the Plan, 6,980,707 ordinary shares subject to outstanding RSU awards under the Plan, 2,749,939 ordinary shares subject to outstanding PSU awards under the Plan (assuming the maximum performance level is achieved) and 50,000 ordinary shares subject to outstanding market-based RSU awards under the Plan as of December 31, 2022.
- (2) Calculated exclusive of outstanding RSU awards.
- (3) Represents 9,604,356 ordinary shares available under the Plan and 913,329 ordinary shares available under the ESPP. The amount available under the ESPP includes 271,836 shares that were subject to purchase during the purchase period ended December 31, 2022. All of the ordinary shares available under the Plan may be granted in the form of options, share appreciation rights, share bonuses, restricted shares, share units, performance shares, phantom shares, dividend equivalents and other forms of awards available under the Plan. This table does not reflect the 2,633,900 additional shares that will be available under the Plan if shareholders approve the Plan proposal.

### Pay Versus Performance Information

The following table provides information required by Item 402(v) of Regulation S-K. For information regarding our pay-for-performance philosophy and how we align

executive compensation with our performance, refer to "Executive Compensation — Compensation Discussion and Analysis."



## EXECUTIVE COMPENSATION TABLES

Value of Initial Fixed  
\$100 Investment Based  
On:<sup>(4)</sup>

Year	Summary Compensation Table Total for PEO <sup>(1)</sup> (\$)	Compensation Actually Paid to PEO <sup>(3)</sup> (\$)	Average Summary Compensation Table Total for Non-PEO Named Executive Officers <sup>(2)</sup> (\$)	Average Compensation Actually Paid to Non-PEO Named Executive Officers <sup>(3)</sup> (\$)	Total Shareholder Return <sup>(4)</sup> (\$)	Peer Group Total Shareholder Return <sup>(5)</sup> (\$)	Net Income / (Loss) (\$ millions)	Average STI Adjusted Net Cruise Cost per Month <sup>(6)</sup> (\$ millions)
2022	21,209,333	8,676,811	5,650,356	2,735,578	20.96	87.82	(2,269.9)	225.6
2021	19,668,768	14,185,949	3,606,788	3,038,679	35.51	111.22	(4,506.6)	114.4
2020	36,381,255	21,437,334	6,321,545	5,205,582	43.54	100.52	(4,012.5)	110.9

- (1) Frank J. Del Rio was our President and Chief Executive Officer for each year presented in the table.
- (2) Our other named executive officers consisted of the following individuals for the relevant year: for 2022, Mark Kempa, Harry Sommer, Jason Montague and Howard Sherman; for 2021 and 2020, Mark Kempa, Harry Sommer, T. Robin Lindsay and Jason Montague.
- (3) Compensation “actually paid” is calculated in accordance with Item 402(v) of Regulation S-K. The tables below set forth each adjustment made during each year presented in the table to calculate the compensation “actually paid” to our NEOs during each year in the table:

Adjustments to determine Compensation “Actually Paid” for President and Chief Executive Officer	2022 (\$)	2021 (\$)	2020 (\$)
<i>Equity Awards</i>			
Deduction for amounts reported under the “Stock Awards” column in the Summary Compensation Table	(10,999,980)	(14,063,639)	(17,952,220)
Deduction for amounts reported under the “Option Awards” column in the Summary Compensation Table	—	—	—
Increase for fair value of awards granted during year that remain outstanding as of covered year end	7,285,701	8,166,156	10,139,017
Increase for fair value of awards granted during year that vested during covered year	—	—	—
Increase/deduction for change in fair value from prior year-end to covered year-end of awards granted prior to covered year that were outstanding and unvested as of year-end	(8,445,341)	(493,102)	(6,582,105)
Increase/deduction for change in fair value from prior year-end to vesting date of awards granted prior to covered year that vested during covered year	(372,902)	907,766	(4,328,622)
Deduction of fair value of awards granted prior to covered year that were forfeited during covered year	—	—	—
Increase based upon incremental fair value of awards modified during year	—	—	3,780,009
<b>Total Adjustments</b>	<b>(12,532,522)</b>	<b>(5,482,819)</b>	<b>(14,943,921)</b>

## EXECUTIVE COMPENSATION TABLES

<b>Adjustments to determine Compensation “Actually Paid” for Other NEOs</b>	<b>2022 (\$)</b>	<b>2021 (\$)</b>	<b>2020 (\$)</b>
<i>Equity Awards</i>			
Deduction for amounts reported under the “Stock Awards” column in the Summary Compensation Table	(1,895,383)	(2,158,701)	(4,367,966)
Deduction for amounts reported under the “Option Awards” column in the Summary Compensation Table	—	—	—
Increase for fair value of awards granted during year that remain outstanding as of covered year end	941,538	1,852,165	4,452,437
Increase for fair value of awards granted during year that vested during covered year	313,845	—	—
Increase/deduction for change in fair value from prior year-end to covered year-end of awards granted prior to covered year that were outstanding and unvested as of year-end	(894,404)	(468,561)	(1,167,304)
Increase/deduction for change in fair value from prior year-end to vesting date of awards granted prior to covered year that vested during covered year	(1,380,374)	206,988	(490,526)
Deduction of fair value of awards granted prior to covered year that were forfeited during covered year	—	—	—
Increase based upon incremental fair value of awards modified during year	—	—	457,396
<b>Total Adjustments</b>	<b>(2,914,778)</b>	<b>(568,109)</b>	<b>(1,115,963)</b>

- (4) Assumes \$100 invested in our ordinary shares on December 31, 2019. Our Company has not paid dividends.
- (5) The peer group used consists of the companies used in our performance graph as required by Item 201(e) of Regulation S-K and reported in Part II, Item 5 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, namely, the Dow Jones United States Travel and Leisure Index. Assumes \$100 invested on December 31, 2019.
- (6) Average STI Adjusted Net Cruise Cost is a non-GAAP financial metric calculated in the same manner as Adjusted Net Cruise Cost Excluding Fuel presented in our Annual and Quarterly Reports on Form 10-K/Q less the following: (i) costs related to advertising and promotions, (ii) incremental costs associated with COVID-19 protocols, (iii) commissions and displacement charges associated with cancelled voyages, (iv) spoilage and inventory write-offs for voyages that were cancelled after the date the metrics were adopted by our Compensation Committee, (v) costs associated with the resumption of voyages, (vi) expenses related to financing activities included in general and administrative expense, (vii) expenses related to retention incentives, (viii) unscheduled dry-dock expenses that were not in the plan presented to our Compensation Committee when the metrics were adopted, (ix) severance and termination expenses, (x) expense changes created by deviations from the planned resumption timeline for vessels or assumed Load Factor as in effect on the date the metrics were adopted and (xi) other one-time adjustments in our Compensation Committee’s discretion, presented as a monthly average for 12 months ended December 31, 2022.

## Tabular List of Most Important Financial Performance Measures

The following provides a list of the financial performance measures that we believe are the most important financial performance measures used to link NEO compensation to our performance. For more information, see “Executive Compensation — Compensation Discussion and Analysis.” Although we do not in practice use any performance measures to link compensation “actually paid” (as calculated herein) to our performance, we are providing this list in accordance with Item 402(v) of Regulation S-K to provide information on performance measures used by our Compensation Committee to determine NEO compensation, as more fully described in “Executive Compensation — Compensation Discussion and Analysis.”

**2022 Financial Performance Metrics**

Average STI Adjusted Net Cruise Cost per Month

STI Adjusted Gross Margin

Load Factor

ESG Metric: Based on TESS Committee’s determination that we made sufficient progress on setting greenhouse gas emissions reduction targets during 2022

Vessel Service Readiness Target

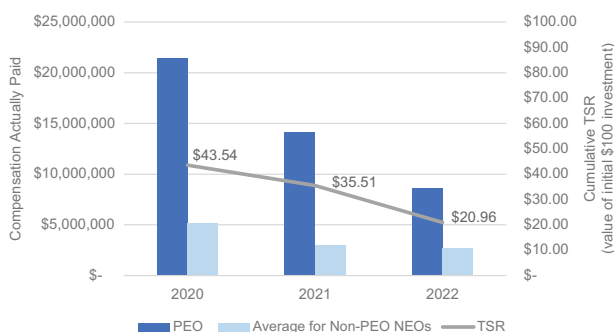
**Analysis of the Information Presented in the Pay Versus Performance Table**

As described in more detail in “Executive Compensation — Compensation Discussion and Analysis,” while we utilize several performance measures to align executive compensation to our performance, not all of those measures are presented in the Pay Versus Performance table. Moreover, we generally seek to incentivize long-term performance, and therefore do not specifically align our performance measures with compensation that is actually paid (as computed in accordance with Item 402(v) of Regulation S-K) for a particular year. In accordance with Item 402(v) of Regulation S-K, we are providing the following descriptions of the relationships between information presented in the Pay Versus Performance table.

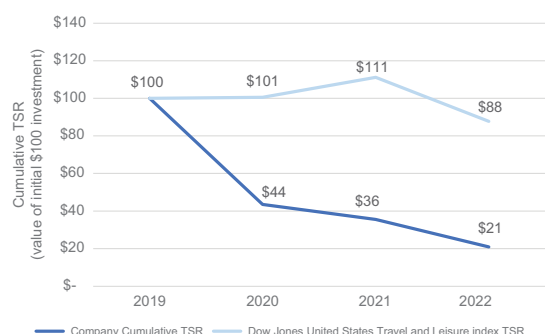
**Compensation Actually Paid, Cumulative TSR of the Company, and Cumulative TSR of the Peer Group**

Beginning in early 2020, our Company began to experience significant adverse impacts from the COVID-19 pandemic, which ultimately resulted in nearly 500 days of suspended cruise operations for our Company. We began a limited, incremental restart of our cruise operations in July 2021 and all ships resumed operations in May 2022. Our share price suffered declines in connection with COVID-19 during all periods covered in the Pay Versus Performance table. The Dow Jones United States Travel and Leisure Index, the peer group we presented in the table, includes companies outside the cruise industry that were not as severely impacted by the pandemic as our Company. Over the three-year period presented in the table, our Company’s cumulative TSR was -79.04% and the Dow Jones United States Travel and Leisure Index’s cumulative TSR was -12.18%. The amount of compensation actually paid to our President and Chief Executive Officer decreased from 2020 through 2022 by ~60% and the compensation actually paid to our other NEOs decreased by ~47%. This was in part due to the large portion of our executive compensation that is comprised of equity awards and also due to certain retention pay that was paid in 2020 to keep our executive team in place through the height of the pandemic impacts, but was not paid in 2021 and 2022.

**Compensation Actually Paid vs. Company TSR**

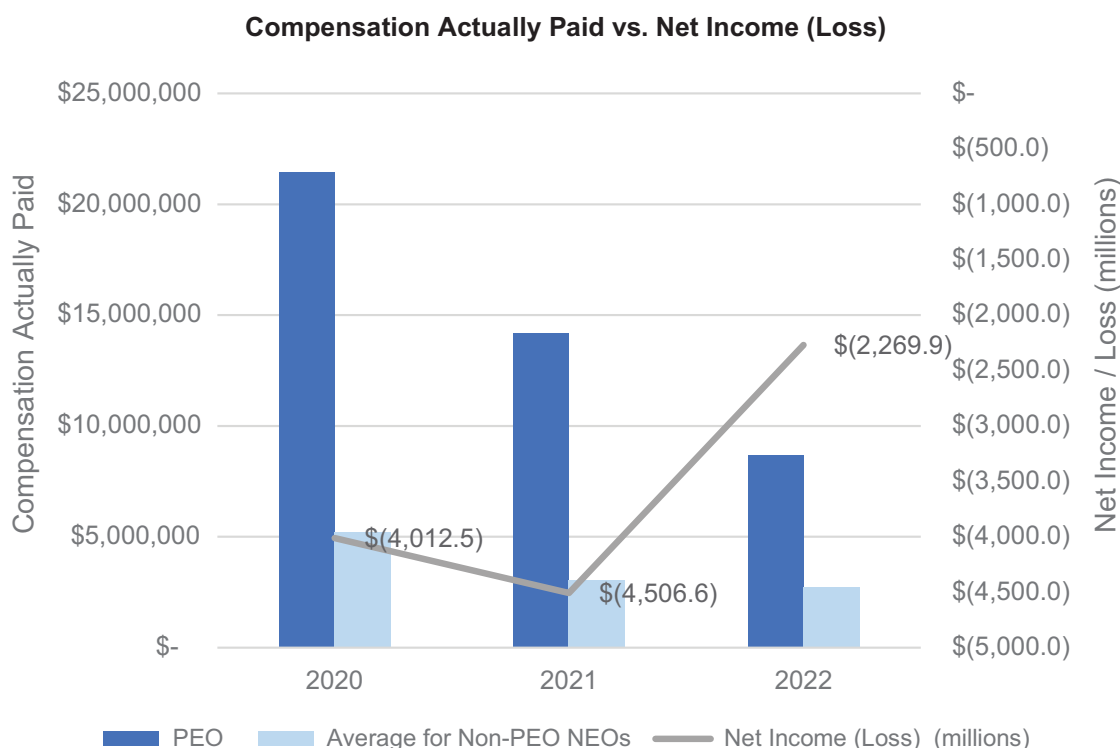


**Company TSR vs. Peer Group TSR**



**Compensation Actually Paid and Net Income**

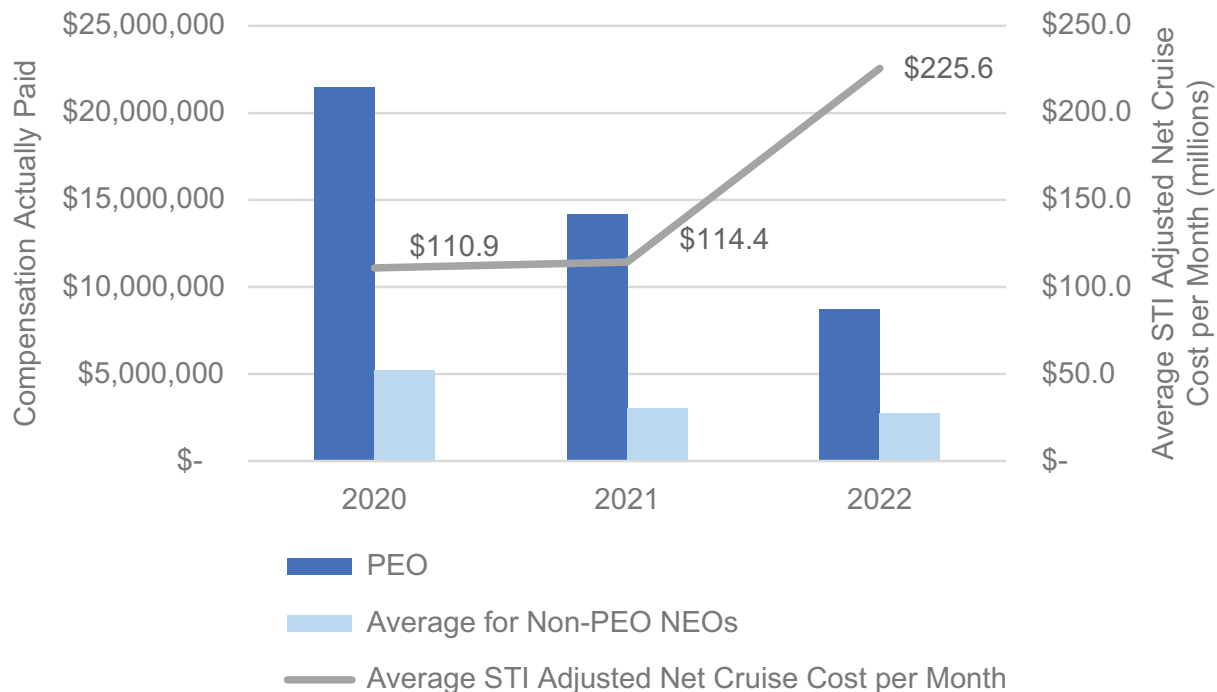
As discussed above, the compensation actually paid to our President and Chief Executive Officer and other NEOs declined over the last three fiscal years. Due to the impacts of the pandemic, our recovery timeline and costs to restart our operations, our net loss increased in 2021 and decreased in 2022, with a total decline from 2020 to 2022 of ~43%. The decline in compensation actually paid does not correlate to our improvement in net loss.



**Compensation Actually Paid and Average STI Adjusted Net Cruise Cost per Month**

During our suspension of operations and post-recovery period, our Compensation Committee sought to focus our management team on conserving cash in an uncertain environment where our Company’s cruise operations only fully resumed in 2022. While our Compensation Committee used a number of financial and non-financial performance measures to motivate our management team through our compensation programs, our Company determined that STI Adjusted Net Cruise Cost per Month, as defined in “Terms Used in this Proxy Statement,” was the financial performance measure that, in our Company’s assessment, represented our most important performance measure used by the Compensation Committee to link compensation actually paid to our Company’s NEOs for the most recently completed fiscal year to our performance. During 2022, 100% out of a possible 200% of our annual incentive bonuses could be earned based on our STI Adjusted Net Cruise Cost per Month. Our STI Adjusted Net Cruise Cost per Month from 2020 through 2022 increased, as anticipated, due to the complete resumption of our cruise operations in 2022, which resulted in increased costs to operate our entire fleet. During 2020 and 2021, our STI Adjusted Net Cruise Cost per Month consisted of costs to maintain our fleet with reduced manning during large portions of those years when our cruise operations were suspended.

**Compensation Actually Paid vs. Average STI Adjusted Net Cruise Cost per Month**



# PROPOSAL 3 — APPROVAL OF AMENDMENT TO 2013 PERFORMANCE INCENTIVE PLAN

## General

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Our Company's long-term incentive compensation program is implemented under the Norwegian Cruise Line Holdings Ltd. 2013 Performance Incentive Plan (or the "Plan"). The Plan emphasizes achievement of long-term performance and shareholder value creation.

On February 20, 2023, our Board approved amending and restating the Plan, subject to approval by our shareholders. At the Annual General Meeting, our shareholders will be asked to approve the following amendments set forth in the amended and restated Plan:

- **Increase in Aggregate Share Limit.** The Plan currently limits the aggregate number of our ordinary shares that may be delivered pursuant to all awards granted under the Plan to 39,375,106 shares. The proposed amendments would increase this limit by an additional 2,633,900 shares so that the new aggregate share limit for the Plan would be 42,009,006 shares. The proposed amendments would also increase the limit on the number of shares that may be delivered pursuant to "incentive stock options" granted under the Plan by 2,633,900 shares for a new limit of 42,009,006 incentive stock options. For purposes of clarity, any shares that are delivered pursuant to incentive stock options also count against (and are not in addition to) the aggregate Plan share limit described above.
- **Extension of Plan Term.** The Plan is currently scheduled to expire on April 25, 2032. The proposed amendments provide for the term of the Plan to be extended until February 20, 2033, ten years from the date the proposed amended Plan was approved by our Board.

As of March 21, 2023, a total of 17,754,055 ordinary shares were then subject to outstanding awards granted under the Plan, and only 3,837,897 ordinary shares were then available for new award grants under the Plan (assuming that all outstanding performance-based awards are paid out at the maximum performance level). The proposed amendments would increase the available shares under the Plan by 2,633,900 shares. Based solely on the closing price of the Company's ordinary shares as reported by the New York Stock Exchange on April 3, 2023, the maximum aggregate market value of the additional 2,633,900 new shares that could be issued under the Plan is approximately \$35.2 million.

Our Company believes that incentives and share-based awards focus employees on the objective of creating shareholder value and promoting the success of our Company, and that incentive compensation plans like the Plan are an important attraction, retention and motivation tool for participants in the Plan. Our Board believes that the number of shares currently available under the Plan does not give our Company sufficient authority and flexibility to adequately provide for future incentives. Our Board believes that the additional shares give our Company greater flexibility to structure future incentives and better attract, retain and award key employees.

If shareholders do not approve this Plan proposal, the current share limits under the Plan will continue in effect and the Plan term will not be extended.

## Key Features of the Plan

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Some of the key features of the Plan are highlighted below. This section is qualified in its entirety by the full text of the Plan, which appears as Appendix A to this Proxy Statement.

- **No Evergreen or Option Reload Feature.** The Plan does not include any "evergreen feature" that automatically increases the shares available for issuance under the Plan each year. The Plan also does not include any provision for the grant of reload options.
- **No Repricings or Buyouts Without Shareholder Approval.** The Plan expressly prohibits our Company from repricing or buying-out options and stock appreciation rights ("SARs") without shareholder approval.
- **Change in Control Definition.** The change in control provisions under the Plan require the actual occurrence of a qualifying transaction.
- **No "Single Trigger" Change in Control Provision.** The Plan does not require automatic vesting of outstanding awards upon the occurrence

of a change in control of our Company. Instead, outstanding awards may be assumed, exchanged, or otherwise continued following the change in control, and outstanding awards will only vest if they are not assumed, exchanged or otherwise continued and terminate in connection with the change in control, or if the terms of the individual awards require accelerated vesting.

- **No Change in Control Gross-Ups.** The Plan does not include any gross-up payment for golden parachute excise taxes that may be triggered under Sections 280G and 4999 of the Code as a result of a change in control of the Company.
- **No Liberal Share Recycling Provisions for Options and SARs.** Any shares that are not issued or delivered as a result of the net settlement of an outstanding option or SAR, or any shares that are not issued or are tendered back to our Company

as payment for any options or SARs, as well as any shares withheld or tendered to satisfy tax withholding obligations related to options or SARs, as well as any shares repurchased with the proceeds of any option exercise price, will not again be available for new grants under the Plan. In addition, the gross number of shares for which a SAR award is exercised, and not the number of shares actually issued, will count against the share limits of the Plan.

- **Vesting Requirements for Dividends and Dividend Equivalents.** Any dividends and/or dividend equivalents on unvested awards are subject to termination and forfeiture to the same extent as the corresponding portion of the unvested award to which they relate.

Please see the following section for a more detailed summary of the principal terms of the Plan.

## Summary Description of the Plan

The principal terms of the Plan are summarized below. The following summary is qualified in its entirety by the full text of the Plan, which appears as Appendix A to this Proxy Statement.

**Purpose.** The purpose of the Plan is to promote the success of our Company and to increase shareholder value by providing an additional means for us to attract, motivate, retain and reward selected employees and other eligible persons through the grant of awards. Equity-based awards are also intended to further align the interests of award recipients and our shareholders.

**Administration.** Our Board or one or more committees appointed by our Board will administer the Plan. Our Board has delegated general administrative authority for the Plan to our Compensation Committee. A committee may delegate some or all of its authority with respect to the Plan to another committee of directors, and certain limited authority to grant awards to employees may be delegated to one or more officers of our Company. (The appropriate acting body, be it our Board, a committee within its delegated authority, or an officer within his or her delegated authority, is referred to in this proposal as the “Administrator”).

The Administrator has broad authority under the Plan, including, without limitation, the authority:

- to select eligible participants and determine the type(s) of award(s) that they are to receive;
- to grant awards and determine the terms and conditions of awards, including the price (if any) to be paid for the shares or the award and, in the case

of share-based awards, the number of shares to be offered or awarded;

- to determine any applicable vesting and exercise conditions for awards (including any applicable performance-based targets), or determine that no delayed vesting or exercise is required, and to accelerate or extend the vesting or exercisability or extend the term of any or all outstanding awards;
- to cancel, modify, or waive our Company’s rights with respect to, or modify, discontinue, suspend, or terminate any or all outstanding awards, subject to any required consents;
- subject to the other provisions of the Plan, to make certain adjustments to an outstanding award and to authorize the conversion, succession or substitution of an award;
- to determine the method of payment of any purchase price for an award or ordinary shares delivered under the Plan, as well as any tax-related items with respect to an award, which may be in the form of cash, check, or electronic funds transfer, by the delivery of already-owned ordinary shares or by a reduction of the number of shares deliverable pursuant to the award, by services rendered by the recipient of the award, by notice and third-party payment or cashless exercise on such terms as the Administrator may authorize, or any other form permitted by law;
- to modify the terms and conditions of any award, establish sub-plans and agreements and determine different terms and conditions that the Administrator

deems necessary or advisable to comply with laws in the countries where our Company or one of its subsidiaries operates or where one or more eligible participants reside or provide services;

- to approve the form of any award agreements used under the Plan; and
- to construe and interpret the Plan, make rules for the administration of the Plan, and make all other determinations necessary or advisable for the administration of the Plan.

**No Repricing.** In no case (except due to an adjustment to reflect a share split or other event referred to under “Adjustments” below, or any repricing that is approved by our shareholders) will the Administrator (1) amend an outstanding option or share appreciation right to reduce the exercise price or base price of the award, (2) cancel, exchange, or surrender an outstanding option or share appreciation right in exchange for cash or other awards for the purpose of repricing the award, or (3) cancel, exchange, or surrender an outstanding option or share appreciation right in exchange for an option or share appreciation right with an exercise or base price that is less than the exercise or base price of the original award.

**Eligibility.** Persons eligible to receive awards under the Plan include officers or employees of our Company or any of its subsidiaries, directors of our Company, and certain consultants and advisors to our Company or any of its subsidiaries. As of March 21, 2023, approximately 1,264 officers and employees of our Company and its subsidiaries (including all of our NEOs), and each of our Company’s seven non-employee directors, are considered eligible under the Plan.

**Authorized Shares; Limits on Awards.** The maximum number of ordinary shares that may be issued or transferred pursuant to awards under the Plan equals 39,375,106 shares. If shareholders approve this Plan proposal, the maximum number of ordinary shares that may be issued or transferred pursuant to awards under the Plan will be 42,009,006 shares, an increase of 2,633,900 additional shares.

The following other limit is also contained in the Plan:

- The maximum number of shares that may be delivered pursuant to options qualified as incentive stock options granted under the Plan is 39,375,106 shares. If shareholders approve this Plan proposal, this limit on incentive stock options granted under the Plan will be 42,009,006 shares, an increase of 2,633,900 additional shares.

Following are other rules under the Plan for counting shares against the applicable share limits of the Plan:

- To the extent that an award is settled in cash or a form other than ordinary shares, the shares that

would have been delivered had there been no such cash or other settlement will not be counted against the share limit and will be available for subsequent awards under the Plan.

- In the event that ordinary shares are delivered in respect of a dividend equivalent right, the actual number of shares delivered with respect to the award will be counted against the share limits of the Plan. For purposes of clarity, if 1,000 dividend equivalent rights are granted and outstanding when our Company pays a dividend, and 100 shares are delivered in payment of those rights with respect to that dividend, 100 shares will be counted against the share limits of the Plan.
- Shares that are subject to or underlie awards that expire or for any reason are cancelled or terminated, are forfeited, fail to vest, are settled without the issuance of shares, or for any other reason are not paid or delivered in shares under the Plan will again be available for subsequent awards under the Plan.
- Shares that are not issued or delivered as a result of the net settlement of an outstanding option or share appreciation right or are exchanged by a participant or withheld by our Company as full or partial payment in connection with any option or share appreciation right granted under the Plan, as well as any shares exchanged by a participant or withheld by our Company to satisfy the tax withholding obligations related to any option or share appreciation right granted under the Plan, as well as any shares repurchased with the proceeds of any option exercise price will not be available for subsequent awards under the Plan. To the extent that shares are delivered pursuant to the exercise of a share appreciation right or option, the number of underlying shares as to which the exercise related will be counted against the share limits of the Plan, as opposed to only counting the shares issued. For purposes of clarity, if a share appreciation right relates to 100,000 shares and is exercised at a time when the payment due to the participant is 15,000 shares, 100,000 shares will be counted against the share limits of the Plan.
- Shares that are not issued or exchanged by a participant or withheld by our Company to pay the purchase price of an award granted under the Plan other than an option or share appreciation right, as well as any shares exchanged or withheld to satisfy the tax withholding obligations related to any award other than an option or share appreciation right, will not be counted against the share limit and will be available for subsequent awards under the Plan.



## PROPOSAL 3 — APPROVAL OF AMENDMENT TO 2013 PERFORMANCE INCENTIVE PLAN

- The Plan generally provides that ordinary shares issued in connection with awards that are granted by or become obligations of our Company through the assumption of awards (or in substitution for awards) in connection with an acquisition of another company will not count against the ordinary shares available for issuance under the Plan.
- Our Company may not increase the applicable share limits of the Plan by repurchasing ordinary shares on the market (by using cash received through the exercise of options or otherwise).

**Types of Awards.** The Plan authorizes options, share appreciation rights, and other forms of awards granted or denominated in our Company's ordinary shares or units of our Company's ordinary shares, as well as cash bonus awards. The Plan retains flexibility to offer competitive incentives and to tailor benefits to specific needs and circumstances. Any award may be structured to be paid or settled in cash.

An option is the right to purchase ordinary shares at a future date at a specified price per share (the "exercise price"). The per share exercise price of an option generally may not be less than the fair market value of an ordinary share on the date of grant. The maximum term of an option is ten years from the date of grant. An option may either be an incentive stock option or a nonqualified stock option. Incentive stock option benefits are taxed differently from nonqualified stock options, as described under "U.S. Federal Income Tax Consequences of Awards Under the Plan" below. Incentive stock options are also subject to more restrictive terms and are limited in amount by the Code and the Plan. Incentive stock options may only be granted to employees of our Company or a subsidiary.

A share appreciation right is the right to receive payment of an amount equal to the excess of the fair market value of an ordinary share on the date of exercise of the share appreciation right over the base or exercise price of the share appreciation right. The base price or exercise price will be established by the Administrator at the time of grant of the share appreciation right and generally may not be less than the fair market value of an ordinary share on the date of grant. Share appreciation rights may be granted in connection with other awards or independently. The maximum term of a share appreciation right is ten years from the date of grant.

The other types of awards that may be granted under the Plan include, without limitation, share bonuses, restricted shares, performance shares, share units or phantom shares (which are contractual rights to receive ordinary shares, or cash based on the fair market value of an ordinary share), dividend equivalents which represent the right to receive a payment based on the dividends

paid on an ordinary share over a stated period of time, or similar rights to purchase or acquire shares, and cash awards.

Any awards under the Plan may be fully-vested at grant or may be subject to time- and/or performance-based vesting requirements.

**Dividend Equivalents.** The Administrator may provide that awards under the Plan (other than options or share appreciation rights) earn dividends or dividend equivalents based on the amount of dividends paid on outstanding ordinary shares, provided that as to any dividend equivalent rights granted in connection with an award granted under the Plan that is subject to any vesting requirements, no dividend equivalent payment will be made unless the related vesting conditions of the award are satisfied (or, in the case of a restricted share or similar award where the dividend must be paid as a matter of law, the dividend payment will be subject to forfeiture or repayment, as the case may be, if the related vesting conditions are not satisfied).

**Assumption and Termination of Awards.** If an event occurs in which our Company does not survive (or does not survive as a public company in respect of its ordinary shares), including, without limitation, a dissolution, merger, combination, consolidation, exchange of securities, or other reorganization, or a sale of all or substantially all of the business, shares or assets of our Company, awards then-outstanding under the Plan will not automatically become fully vested pursuant to the provisions of the Plan so long as such awards are assumed, substituted, exchanged for or otherwise continued. However, if awards then-outstanding under the Plan are to be terminated in such circumstances (without being assumed or substituted for), such awards would generally become fully vested, subject to any exceptions that the Administrator may provide for in an applicable award agreement (such as for awards subject to performance-based vesting requirements). The Administrator also has the discretion to establish other change in control provisions with respect to awards granted under the Plan. For example, the Administrator could provide for the acceleration of vesting or payment of an award in connection with a corporate event or in connection with a termination of the award holder's employment. For the treatment of outstanding equity awards held by the NEOs in connection with a termination of employment and/or a change in control of our Company, please see the "Potential Payments Upon Termination or Change in Control" above in this Proxy Statement.

**Transfer Restrictions.** Subject to certain exceptions contained in Section 5.7 of the Plan, awards under the Plan generally are not transferable by the recipient other than by will or the laws of descent and distribution

and are generally exercisable, during the recipient's lifetime, only by the recipient. Any amounts payable or shares issuable pursuant to an award generally will be paid only to the recipient or the recipient's beneficiary or representative. The Administrator has discretion, however, to establish written conditions and procedures for the transfer of awards to other persons or entities, provided that such transfers comply with applicable federal and state securities laws and are not made for value (other than nominal consideration, settlement of marital property rights, or for interests in an entity in which more than 50% of the voting securities are held by the award recipient or by the recipient's family members).

**Adjustments.** As is customary in incentive plans of this nature, each share limit and the number and kind of shares available under the Plan and any outstanding awards, as well as the exercise or purchase prices of awards, and performance targets under certain types of performance-based awards, are subject to adjustment in the event of certain reorganizations, mergers, combinations, recapitalizations, share splits, share dividends, or other similar events that change the number or kind of shares outstanding, and extraordinary dividends or distributions of property to the shareholders.

**Discretion to Accelerate.** The Administrator has discretion to accelerate the vesting of any award under the Plan, in circumstances it determines to be appropriate.

### *U.S. Federal Income Tax Consequences of Awards Under the Plan*

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The U.S. federal income tax consequences of the Plan under current federal law, which is subject to change, are summarized in the following discussion of the general tax principles applicable to the Plan. This summary is not intended to be exhaustive and, among other considerations, does not describe the deferred compensation provisions of Section 409A and 457A of the Code to the extent an award is subject to and does not satisfy those rules, nor does it describe state, local, or international tax consequences.

With respect to nonqualified stock options, our Company is generally entitled to deduct, and the participant recognizes taxable income in, an amount equal to the difference between the option exercise price and the fair market value of the shares at the time of exercise. With respect to incentive stock options, our Company is generally not entitled to a deduction nor does the participant recognize income at the time of exercise, although the participant may be subject to the U.S. federal alternative minimum tax.

The current federal income tax consequences of other awards authorized under the Plan generally follow certain basic patterns: nontransferable restricted shares

**No Limit on Other Authority.** The Plan does not limit the authority of our Board or any committee to grant awards or authorize any other compensation, with or without reference to our Company's ordinary shares, under any other plan or authority.

**Termination of or Changes to the Plan.** Our Board may amend or terminate the Plan at any time and in any manner. Shareholder approval for an amendment will be required only to the extent then required by applicable law or deemed necessary or advisable by our Board. Unless terminated earlier by our Board and subject to any extension that may be approved by shareholders, the authority to grant new awards under the Plan will terminate on April 25, 2032. If shareholders approve this Plan proposal, the term of the Plan will be extended to February 20, 2033. Outstanding awards, as well as the Administrator's authority with respect thereto, generally will continue following the expiration or termination of the Plan. Generally speaking, outstanding awards may be amended by the Administrator (except for a repricing), but the consent of the award holder is required if the amendment (or any Plan amendment) materially and adversely affects the holder.

subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid (if any) only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant); and bonuses, share appreciation rights, cash and share-based performance awards, dividend equivalents, share units, and other types of awards are generally subject to tax at the time of payment. In each of the foregoing cases, our Company will generally have a corresponding deduction at the time the participant recognizes income.

If an award is accelerated under the Plan in connection with a "change in control" (as this term is used under the Code), our Company may not be permitted to deduct the portion of the compensation attributable to the acceleration ("parachute payments") if it exceeds certain threshold limits under the Code (and certain related excise taxes may be triggered). Furthermore, under Section 162(m) of the Code, the aggregate compensation in excess of \$1,000,000 payable to current or former NEOs of our Company may not be deductible by our Company in certain circumstances.

## *Specific Benefits Under the Plan*

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Our Company has not approved any awards that are conditioned upon shareholder approval of the Plan. If the proposed amendments to the Plan had been in existence in 2022, our Company expects that its award grants for 2022 would not have been substantially different from those actually made in that year under the Plan. For information regarding share-based awards granted to our NEOs during 2022, see the material under the heading “Executive Compensation.”

As described under “Director Compensation” above, our Directors’ Compensation Policy provides for each non-employee director to receive an annual restricted share unit award valued at \$195,000 to be awarded on the first business day of each calendar year. The number of shares subject to each award is determined by dividing \$195,000 by the closing price of our ordinary shares on the grant date. Assuming, for illustrative purposes only, that the price of the ordinary shares used for the conversion of the dollar amount set forth above

into shares is \$25, the number of shares subject to restricted share unit awards that would be allocated to the Company’s seven non-employee directors as a group pursuant to the annual grant formula is 546,000 shares. This figure represents the aggregate number of shares that would be subject to the annual grants under the director equity grant program for calendar years 2024 through 2033 (the ten remaining years in the term of the Plan, assuming the term is extended) based on that assumed share price and a number of other assumptions, including, without limitation, that there are no new eligible directors, there continue to be seven eligible directors seated, no eligible non-employee director waives his or her right to receive any annual grant and there are no changes to the awards granted under the director equity grant program.

Our President and Chief Executive Officer, Mr. Del Rio, waived his contractual entitlement to an annual equity award for 2023.

## *Potential Dilution*

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The following paragraphs include additional information to help shareholders assess the potential dilutive impact of our Company’s equity awards and the Plan. As of the date hereof, the Plan is our Company’s only equity compensation plan (other than our Company’s Employee Stock Purchase Plan). Our Company’s Employee Stock Purchase Plan (the “ESPP”) is intended as a qualified employee share purchase plan under Section 423 of the Code. The ESPP generally provides for broad-based participation by employees of our Company (and certain of its subsidiaries) and affords employees who elect to participate an opportunity to purchase ordinary shares at a discount. Certain information regarding the number of ordinary shares available for issuance under our Company’s ESPP is included under the heading “Equity Compensation Plan Information” in this Proxy Statement. The discussion that follows in this “Potential Dilution” section does not include any shares that have been purchased under, may be purchased in the current purchase period under, or that remain available for issuance or delivery under the ESPP.

“Overhang” refers to the number of ordinary shares that are subject to outstanding awards or remain available for new award grants. The following table shows the total number of ordinary shares that were subject to outstanding restricted share and restricted share unit awards granted under the Plan, that were subject to outstanding options granted under the Plan, and that were then available for new award grants under the Plan as of March 21, 2023. For awards subject to performance-based vesting requirements, such as the PSUs (as described above under “Executive Compensation — Compensation Discussion and Analysis — Long-Term Equity Incentive Compensation and Cash Retention Awards”), the number of shares presented is based on achieving the maximum level of performance, even though the actual share payout for these awards may be less than the maximum number below.

## PROPOSAL 3 — APPROVAL OF AMENDMENT TO 2013 PERFORMANCE INCENTIVE PLAN

<b>Overhang</b>	<b>As of March 21, 2023</b>
Shares subject to outstanding restricted share and restricted share unit awards (excluding performance-based and market based vesting awards)	10,007,081
Shares subject to outstanding performance-based vesting restricted share and restricted share unit awards	3,276,916
Shares subject to outstanding market-based vesting restricted share and restricted share unit awards	50,000
Shares subject to outstanding options (excluding performance-based and market based vesting options) <sup>(1)</sup>	4,097,142
Shares subject to outstanding performance-based vesting options <sup>(1)</sup>	114,583
Shares subject to outstanding market-based vesting options <sup>(1)</sup>	208,333
<b>Shares available for new award grants</b>	<b>3,837,897</b>

(1) As of March 21, 2023, our 4,420,058 outstanding options granted under the Plan had a weighted-average exercise price of \$52.47, and a weighted-average remaining life of 1.84 years.

The weighted-average number of ordinary shares issued and outstanding in each of the last three fiscal years was 254,728,932 shares issued and outstanding in 2020; and 365,449,967 shares issued and outstanding in 2021, and 419,773,195 shares issued and outstanding in 2022. The number of ordinary shares issued and outstanding as of April 3, 2023 was 424,159,140 shares.

“Burn rate” refers to the number of shares that are subject to awards that we grant over a particular period of time. The total number of ordinary shares subject to awards that our Company granted under the Plan in each of the last three fiscal years are as follows:

- 6,325,721 shares in 2020 (which was 2.5% of the weighted-average number of ordinary shares issued and outstanding in 2020), of which 5,380,123 shares were subject to restricted share and restricted share unit awards (excluding performance-based and market-based vesting awards), 945,598 shares were subject to performance-based vesting restricted share and restricted share unit awards, 0 shares were subject to market-based vesting restricted share and restricted share unit awards, 0 shares were subject to options (excluding performance-based and market-based vesting options), 0 shares were subject to performance-based vesting options, and 0 shares were subject to market-based vesting options; and
- 3,874,351 shares in 2021 (which was 1.1% of the weighted-average number of ordinary shares issued and outstanding in 2021), of which 3,137,453 shares were subject to restricted share and restricted share unit awards (excluding performance-based and market-based vesting awards), 736,898 shares were subject to performance-based vesting restricted share and restricted share unit awards, 0 shares were subject to market-based vesting restricted share and restricted share unit awards, 0 shares were subject

to options (excluding performance-based and market-based vesting options), 0 shares were subject to performance-based vesting options, and 0 shares were subject to market-based vesting options; and

- 6,750,344 shares in 2022 (which was 1.6% of the weighted-average number of ordinary shares issued and outstanding in 2022), of which 4,892,594 shares were subject to restricted share and restricted share unit awards (excluding performance-based and market-based vesting awards), 1,857,750 shares were subject to performance-based vesting restricted share and restricted share unit awards, 0 shares were subject to market-based vesting restricted share and restricted share unit awards, 0 shares were subject to options (excluding performance-based and market-based vesting options), 0 shares were subject to performance-based vesting options, and 0 shares were subject to market-based vesting options.

Thus, the total number of ordinary shares subject to awards granted under the Plan per year over the last three fiscal years (2020, 2021 and 2022) has been, on average, 1.6% of the weighted-average number of ordinary shares issued and outstanding for this period. Performance-based vesting awards have been included above in the year in which the award was granted by our Board or Compensation Committee.

The total number of ordinary shares that were subject to awards granted under the Plan that terminated or expired, and thus became available for new award grants under the Plan, in each of the last three fiscal years are as follows: 1,013,921 in 2020, 419,779 in 2021 and 1,137,326 in 2022. The total number of ordinary shares that were subject to awards granted under the Plan and that were withheld to cover tax withholding obligations related to restricted share and restricted share unit awards and thus became available for new award grants

under the Plan, in each of the last three fiscal years are as follows: 431,039 in 2020, 562,294 in 2021 and 1,436,309 in 2022. Shares subject to Plan awards that terminated or expired and became available for new award grants under the Plan have been included when information is presented in this Plan proposal on the number of shares available for new award grants under the Plan.

Our Compensation Committee anticipates that the 2,633,900 additional shares requested for the Plan (together with the shares available for new award grants under the Plan on the Annual General Meeting date and assuming usual levels of shares becoming available for new awards as a result of forfeitures of outstanding awards) will provide the Company with flexibility to continue to grant equity awards under the Plan through approximately the end of 2024 (reserving sufficient shares to cover potential payment of performance-based awards at maximum payment levels). However, this is only an estimate, in our Company's judgment, based on current circumstances. The total number of shares

that are subject to our Company's award grants in any one year or from year-to-year may change based on a number of variables, including, without limitation, the value of our Company's ordinary shares (since higher share prices generally require that fewer shares be issued to produce awards of the same grant date fair value), changes in competitors' compensation practices or changes in compensation practices in the market generally, changes in the number of employees, changes in the number of directors and officers, whether and the extent to which vesting conditions applicable to equity-based awards are satisfied, acquisition activity and the need to grant awards to new employees in connection with acquisitions, the need to attract, retain and incentivize key talent, the type of awards our Company grants, and how our Company chooses to balance total compensation between cash and equity-based awards.

The closing market price for a share of the Company's ordinary shares as of April 3, 2023 was \$13.35 per share.

### *Aggregate Equity Awards Previously Granted Under the Plan*

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As of December 31, 2022, awards covering 40,215,314 ordinary shares had been granted under the Plan. (This number of shares includes shares subject to awards that expired or terminated without having been exercised and paid and became available for new award grants under the Plan.) The following table shows

information regarding the distribution of all awards among the persons and groups identified below, option exercises and restricted share or unit vesting prior to that date, and option and unvested restricted share or unit holdings as of that date.

# PROPOSAL 3 — APPROVAL OF AMENDMENT TO 2013 PERFORMANCE INCENTIVE PLAN

	Options and Share Appreciation Rights				Restricted Shares/Units		
	Shares Subject to Past Option/SAR Grants (#)	Shares Acquired on Exercise (#)	Shares Underlying Options/SARs as of December 31, 2022		Shares/Units Subject to Past Awards (#)	Shares/Units Vested as of December 31, 2022 (#)	Shares/Units Outstanding and Unvested as of December 31, 2022 (#)
			Exercisable (#)	Unexercisable (#)			
<b>Named Executive Officers</b>							
Frank J. Del Rio <i>President and Chief Executive Officer</i>	1,250,000	—	739,583	208,333	3,520,193	805,336	2,372,498
Mark A. Kempa <i>Executive Vice President and Chief Financial Officer</i>	113,970	28,970	85,000	—	541,037	250,234	259,070
Harry Sommer <i>Former President and Chief Executive Officer, Norwegian, Current President and Chief Executive Officer — Elect</i>	150,000	25,000	125,000	—	607,957	317,154	259,070
Jason Montague <i>Former President and Chief Executive Officer, Regent</i>	187,500	—	187,500	—	614,207	425,968	105,224
Howard Sherman <i>Former President and Chief Executive Officer, Oceania Cruises</i>	115,000	10,000	105,000	—	607,957	317,154	259,070
Total for all current executive officers as a group (9 persons)	1,940,399	135,399	1,274,583	208,333	6,260,846	2,220,887	3,578,601
David Abrams	—	—	—	—	39,571	30,780	8,791
Adam M. Aron	—	—	—	—	25,544	16,753	8,791
Harry C. Curtis	—	—	—	—	10,251	1,460	8,791
Stella David	—	—	—	—	43,666	30,366	13,300
Russell W. Galbut	—	—	—	—	35,623	26,832	8,791
Mary E. Landry	—	—	—	—	22,800	14,009	8,791
Zillah Byng-Thorne	—	—	—	—	1,935	—	1,935
Total for all current non-executive directors as a group (7 persons)	—	—	—	—	179,390	120,200	59,190
Each other person who has received 5% or more of the options, warrants or rights under the Plan	2,061,400	1,516,689	—	—	—	—	—
All other employees, including all current officers who are not executive officers or directors, as a group	11,002,868	4,193,179	3,038,595	—	18,770,411	10,493,365	6,142,855

## Vote Required for Approval of Amendment to 2013 Performance Incentive Plan

Our Board believes that the adoption of the amendments to the Plan will promote the interests of our Company and our shareholders and will help our Company and its subsidiaries continue to be able to attract, retain and reward persons important to our success.

All members of our Board and all of our Company's executive officers are eligible for awards under the Plan

and thus have a personal interest in the approval of the Plan.

Approval of the amendments to the Plan requires the affirmative vote of a majority of the votes cast on this proposal at the Annual General Meeting.

## Board Recommendation



**OUR BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" APPROVAL OF THE AMENDMENT TO OUR 2013 PERFORMANCE INCENTIVE PLAN AS DESCRIBED ABOVE AND SET FORTH IN APPENDIX A.**

## PROPOSAL 4 — RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has appointed PwC to serve as our independent registered public accounting firm for the year ending December 31, 2023. As required by our bye-laws and applicable law, the appointment of PwC and the fixing of PwC’s remuneration must be approved by our shareholders at the Annual General Meeting. If shareholders do not ratify the appointment of PwC and our Audit Committee’s determination of PwC’s remuneration, our Audit Committee will consider the appointment of another independent registered public accounting firm. In addition, even if shareholders ratify our Audit Committee’s selection, our Audit Committee, in its discretion, may still appoint a different independent registered public accounting firm if it believes that such a change would be in the best interests of our Company and its shareholders.

A representative of PwC is expected to attend the Annual General Meeting. The representative will have the opportunity to make a statement if he or she desires to do so, and is expected to be available to answer appropriate questions.

Fees for professional services rendered by PwC for our Company for the years ended December 31, 2022 and 2021 were:

	Total Fees	
	Year Ended December 31,	
	2022	2021
	(in thousands)	
Audit fees	\$4,975	\$4,480
Audit-related fees	525	1,050
Tax fees	695	646
All other fees	8	8
<b>Total</b>	<b>\$6,203</b>	<b>\$6,184</b>

The audit fees for the years ended December 31, 2022 and 2021 relate to the aggregate fees billed by PwC in connection with the audit of our financial statements and related internal control over financial reporting.

The audit-related fees for the years ended December 31, 2022 and 2021 were related to the issuance of comfort letters.

Tax fees for the years ended December 31, 2022 and 2021 were related to tax return preparation and other tax compliance services.

All other fees for the years ended December 31, 2022 and 2021 included fees related to the PwC annual on-line subscription research tool.

Pursuant to the terms of its charter, our Audit Committee must pre-approve all audit and permitted non-audit services to be performed by our independent registered public accounting firm. Such pre-approval can be given as part of our Audit Committee’s approval of the scope of the engagement of the independent registered public accounting firm or on an individual basis. Our Audit Committee is authorized to delegate the pre-approval of audit and permitted non-audit services to one or more of its members, provided that any decisions to pre-approve any audit or non-audit services pursuant to this authority must be presented to our full Audit Committee at its next scheduled meeting. Our Audit Committee pre-approved all of the non-audit services provided by our independent registered public accounting firm in 2022 and 2021.

Our Audit Committee has considered and determined that the services provided by PwC are compatible with maintaining PwC’s independence.

### Board Recommendation



**OUR BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF PwC AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2023 AND THE AUDIT COMMITTEE’S DETERMINATION OF PwC’S REMUNERATION.**

# AUDIT COMMITTEE REPORT

The Audit Committee of the Board assists the Board in performing its oversight responsibilities for our financial reporting process, audit process and internal controls as more fully described in the written charter of the Audit Committee. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. Our independent registered public accounting firm, PricewaterhouseCoopers LLP, is responsible for performing an independent audit of our consolidated financial statements and internal control over financial reporting in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States) and for issuing a report thereon.

In the performance of its oversight function, the Audit Committee reviewed and discussed our audited consolidated financial statements for the year ended December 31, 2022 with management and with PricewaterhouseCoopers LLP. In addition, the Audit Committee discussed with PricewaterhouseCoopers LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC, which includes, among other items, matters related to the conduct of the audit of our financial statements. The Audit Committee has also received and reviewed the written disclosures and the letter from PricewaterhouseCoopers LLP required by the applicable requirements of the Public Company Accounting Oversight Board regarding PricewaterhouseCoopers LLP's communications with the Audit Committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence and considered whether the non-audit services provided by PricewaterhouseCoopers LLP are compatible with maintaining its independence.

Based on the review and discussions with management and PricewaterhouseCoopers LLP, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC.

## Audit Committee of the Board of Directors\*

Harry C. Curtis (Chairperson)  
David Abrams  
Zillah Byng-Thorne  
Russell W. Galbut

February 23, 2023

*The foregoing report of our Audit Committee does not constitute soliciting material and shall not be deemed filed, incorporated by reference into or a part of any other filing by our Company (including any future filings) under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent we specifically incorporate such report by reference therein.*

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\* Mr. Chidsey was a member of our Audit Committee until his resignation from our Board on January 3, 2022. Prior to his resignation, Mr. Chidsey took part in the review and discussions referred to in the foregoing report.



# SHARE OWNERSHIP INFORMATION

## Security Ownership of Certain Beneficial Owners and Management

The table below sets forth information regarding the beneficial ownership of our equity securities as of April 3, 2023 (except where another date is indicated) by:

- each person that is known by us to be a beneficial owner of more than 5% of our outstanding equity securities;
- each of our NEOs;
- each of our current directors and director nominees; and
- all current directors and current executive officers as a group.

There were 424,159,140 ordinary shares issued and outstanding as of April 3, 2023.

The amounts and percentages of our ordinary shares beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities (including as further

described in the footnotes to the following table). Under the rules of the SEC, a person is deemed to be a “beneficial owner” of a security if that person has or shares “voting power,” which includes the power to vote or to direct the voting of such security, or “investment power,” which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed a beneficial owner of the same securities and a person may be deemed a beneficial owner of securities as to which he or she has no economic interest. Except as otherwise indicated in the footnotes below and as subject to applicable community property laws, each of the beneficial owners has, to our knowledge, sole voting and investment power with respect to the indicated ordinary shares. Unless indicated otherwise, the address of each individual listed in the table is c/o Norwegian Cruise Line Holdings Ltd., 7665 Corporate Center Drive, Miami, Florida 33126.

Name and Address <sup>(1)</sup>	Ordinary Shares Beneficially Owned	
	Number	Percent
The Vanguard Group <sup>(2)</sup>	47,475,416	11.2%
Capital International Investors <sup>(3)</sup>	37,290,345	8.8%
BlackRock, Inc. <sup>(4)</sup>	24,401,708	5.8%
David M. Abrams	39,571	*
Adam M. Aron	27,711	*
Zillah Byng-Thorne	1,935	*
Harry C. Curtis	10,251	*
Stella David	43,666	*
Russell W. Galbut <sup>(5)</sup>	556,320	*
Mary E. Landry	22,800	*
Frank J. Del Rio <sup>(6)</sup>	1,394,545	*
Mark A. Kempa <sup>(7)</sup>	198,505	*
Harry Sommer <sup>(8)</sup>	355,792	*
Jason Montague <sup>(9)</sup>	405,616	*
Howard Sherman <sup>(10)</sup>	160,995	*
<b>All current directors and current executive officers as a group (16 persons)<sup>(11)</sup></b>	<b>3,691,894</b>	<b>*</b>

\* Indicates less than one percent.

- (1) The information presented in this table is based on information supplied to us by our executive officers, directors and principal shareholders or included in Schedule 13Gs (or amendments thereof) filed with the SEC.
- (2) The address of The Vanguard Group is 100 Vanguard Blvd., Malvern, Pennsylvania 19355. Of the amount reported as beneficially owned, The Vanguard Group has sole voting power over no ordinary shares, shared voting power over 431,818 ordinary shares, sole dispositive power over 46,080,091 ordinary shares and shared dispositive power over 1,395,325 ordinary shares. The foregoing information is as of December 30, 2022 and is based solely on a Schedule 13G/A (Amendment No. 8) filed by The Vanguard Group with the SEC on February 9, 2023.

## SHARE OWNERSHIP INFORMATION

- (3) The address of Capital International Investors is 333 South Hope Street, 55th Floor, Los Angeles, California 90071. Of the amount reported as beneficially owned, Capital International Investors has sole voting power over 35,463,981 ordinary shares, shared voting power over no ordinary shares, sole dispositive power over all 37,290,345 ordinary shares and shared dispositive power over no ordinary shares. The foregoing information is as of December 30, 2022 and is based solely on a Schedule 13G filed by Capital International Investors with the SEC on February 13, 2023.
- (4) The address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055. Of the amount reported as beneficially owned, BlackRock, Inc. has sole voting power over 23,035,138 ordinary shares, shared voting power over no ordinary shares, sole dispositive power over all 24,401,708 ordinary shares and shared dispositive power over no ordinary shares. The foregoing information is as of December 31, 2022 and is based solely on a Schedule 13G/A (Amendment No. 1) filed by BlackRock, Inc. with the SEC on February 9, 2023.
- (5) Includes 489,917 ordinary shares held indirectly through RonRuss Partners, Ltd.
- (6) Reflects our ordinary shares and 739,583 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of April 3, 2023. Includes 27,875 shares owned indirectly by a family trust.
- (7) Reflects our ordinary shares and 85,000 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of April 3, 2023.
- (8) Reflects our ordinary shares and 125,000 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of April 3, 2023.
- (9) Reflects our ordinary shares and 187,500 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of April 3, 2023.
- (10) Reflects our ordinary shares and 105,000 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of April 3, 2023.
- (11) Reflects our ordinary shares and 1,274,583 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of April 3, 2023 that are held collectively by our current directors and current executive officers.

# CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

## *Review and Approval of Related Party Transactions*

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Pursuant to its charter, our Audit Committee is responsible for the review and approval of all related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K of the Exchange Act; however, our Audit Committee does not have a written policy regarding the approval of related party transactions. As part of its review and approval of a related party transaction, which generally refers to any transaction in which we are a participant, the amount involved exceeds \$120,000 and a related party has a direct or indirect material interest, our Audit Committee considers:

- the nature of the related party's interest in the transaction;

- the material terms of the transaction, including the amount involved and type of transaction;
- the importance of the transaction to the related party and to us;
- whether the transaction would impair the judgment of a director or executive officer to act in our best interest; and
- any other matters our Audit Committee deems appropriate.

## *Relationships and Transactions*

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Mr. Frank A. Del Rio, who is the son of our President and Chief Executive Officer, Mr. Frank J. Del Rio, is our President, Oceania Cruises. From January 1, 2022 through April 1, 2023, Mr. Frank A. Del Rio's total compensation was \$2,442,643, which includes his base salary, automobile allowance, annual cash bonus for 2022 and his equity awards for 2022 and 2023, which generally vest over three-year periods. He is eligible to participate in our general employee benefit plans.

Mr. Kyle Lindsay, who is the son of our Executive Vice President, Vessel Operations, Mr. T. Robin Lindsay, is our Director, Electrical Services. From January 1, 2022 through April 1, 2023, Mr. Kyle Lindsay's total compensation was \$253,280, which includes his base

salary, annual cash bonus for 2022 and his equity awards for 2022 and 2023, which vest over three-year periods. He is eligible to participate in our general employee benefit plans.

Mr. Michael De Guzman, who is the brother-in-law of our President, Oceania Cruises, Mr. Frank A. Del Rio, is our Director, Destination Services. From January 1, 2022 through April 1, 2023, Mr. Michael De Guzman's total compensation was \$242,165, which includes his base salary, annual cash bonus for 2022 and his equity awards for 2022 and 2023, which vest over three-year periods. He is eligible to participate in our general employee benefit plans.

# ABOUT THE ANNUAL GENERAL MEETING AND VOTING

## *Who may vote?*

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Each ordinary share outstanding as of the close of business on April 3, 2023 (the “record date”) is entitled to one vote at our Annual General Meeting. At the close of business on April 3, 2023, 424,159,140 of our ordinary shares were outstanding and entitled to vote. The ordinary shares are our only outstanding class of equity securities that are entitled to vote at the Annual General Meeting. Our bye-laws provide that no one person or group of related persons, may own, or be deemed to own, more than 4.9% of our ordinary shares, whether measured by vote, value or number, unless such ownership is approved by our Board (the “4.9% limit”). Any outstanding shares held in excess of the 4.9% limit will be transferred to and held in a trust. The trustee will be entitled to vote the excess shares on behalf of the

beneficiary. See “Item 1 — Business — Taxation — U.S. Income Taxation — Exemption of International Shipping Income under Section 883 of the Code” in our 2022 Annual Report for further information.

At the Annual General Meeting, you may vote all of the ordinary shares owned by you as of the close of business on the record date. These ordinary shares include ordinary shares that are (1) held of record directly in your name and (2) held for you as the beneficial owner through a broker, bank, or other nominee. There are some distinctions between ordinary shares held of record and ordinary shares owned beneficially as described herein.

## *What do I do if I am a shareholder of record?*

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If your ordinary shares are registered directly in your name with our Company or our transfer agent, American Stock Transfer & Trust Company, LLC, you are considered the shareholder of record with respect to those ordinary shares, and the proxy materials were sent directly to you by us. If you previously requested to

receive printed proxy materials, we have sent a proxy card for you to use. As the shareholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the Annual General Meeting. See “How do I vote?” below.

## *What do I do if I am a beneficial owner?*

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If your ordinary shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of ordinary shares held in “street name,” and the proxy materials were forwarded to you by your broker, bank or other nominee. If you previously requested to receive printed proxy materials,

your broker, bank or other nominee has sent a voting instruction form that you may use. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the shares in your account, and you are also invited to attend the Annual General Meeting. See “How do I vote?” below.

## *What are the requirements to attend the Annual General Meeting?*

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You are invited to attend the Annual General Meeting if you are a shareholder of record or a beneficial owner as of the record date, or you hold a valid legal proxy for the Annual General Meeting. If you are a shareholder of record, you must present a government-issued photo identification, such as a valid driver’s license, and the name on your photo identification will be verified against the list of shareholders as of the record date for admission to the Annual General Meeting. If you hold your ordinary shares through a broker, bank or other nominee, you will need to provide proof of beneficial ownership by bringing either a copy of the Notice

of Internet Availability or voting instruction form provided to you by your broker, bank or other nominee, a copy of your brokerage statement showing your ordinary share ownership as of the record date, or other similar evidence of ownership as of the record date, as well as a government-issued photo identification, such as a valid driver’s license. The name on your photo identification and your proof of ownership must match. If you hold a valid legal proxy to vote a shareholder’s ordinary shares at the Annual General Meeting, you will also be asked to present a government-issued photo identification, such as a valid driver’s license, and the name on your

photo identification and legal proxy must match for admission to the Annual General Meeting.

Please note that cameras, sound or video recording equipment, smartphones or other similar equipment, electronic devices, large bags, briefcases or packages

may not be allowed (or their use may be restricted) in the meeting room. Security measures at the Annual General Meeting may also include bag searches and hand-wand searches.

 *How do I vote?*

## Voting in Person

Ordinary shares held in your name as the shareholder of record may be voted in person at the Annual General Meeting. Ordinary shares for which you are the beneficial owner but not the shareholder of record may be voted in person at the Annual General Meeting only if you obtain a legal proxy from the broker, bank or nominee

that holds your shares giving you the right to vote the shares in person at the meeting. **Even if you plan to attend the Annual General Meeting, we recommend that you also vote your ordinary shares as described below so that your vote will be counted if you later decide not to attend the meeting.**

## Voting Without Attending the Annual General Meeting

Whether you hold shares directly as a shareholder of record or beneficially in street name, you may vote your ordinary shares without attending the Annual General Meeting. You may vote by granting a proxy or, for ordinary shares held in street name, by submitting voting instructions to your broker, bank or nominee. You may also submit a proxy or voting instructions by telephone or using the Internet as outlined on your Notice of Internet

Availability, proxy card or voting instruction form. Please see your Notice of Internet Availability, proxy card or the information your bank, broker, or other nominee provided to you for more information on these options. Votes cast by Internet or telephone have the same effect as votes cast by submitting a written proxy card or voting instruction form.

### How to Vote in Advance

**Your vote is important. Please vote as soon as possible by one of the methods shown below. Be sure to have your proxy card, voting instruction form or Notice of Internet Availability of Proxy Materials in hand:**



**By telephone**

You can vote your shares by calling the number provided in the proxy card or voting instruction form



**By Internet**

You can vote your shares online at [www.proxyvote.com](http://www.proxyvote.com)



**By mail**

Complete, sign, date and return your proxy card or voting instruction form in the postage-paid envelope provided

## Deadline for Voting

If you are a shareholder of record, your proxy must be received by telephone or the Internet by 11:59 p.m. Eastern Time on June 14, 2023 in order for your ordinary shares to be voted at the Annual General Meeting.

If you are a shareholder of record and you received a copy of the proxy materials by mail, you may instead mark, sign and date the proxy card you received

and return it in the accompanying prepaid and addressed envelope so that it is received by us before the Annual General Meeting in order for your ordinary shares to be voted at the Annual General Meeting. If you hold your ordinary shares in street name, please provide your voting instructions by the deadline specified by the broker, bank or other nominee that holds your shares.

### *How will my shares be voted?*

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Our Board has appointed Mr. Mark A. Kempa and Ms. Faye Ashby to serve as proxy holders to vote your shares according to the instructions you submit. If you properly submit a proxy but do not specify your voting choice on one or more of the items listed in the accompanying Notice of Annual General Meeting of Shareholders, your shares will be voted as follows:

- ✓ **FOR** the election of each of the three nominees for Class I director (Proposal No. 1);
- ✓ **FOR** the approval, on a non-binding, advisory basis, of the compensation of our named executive officers (Proposal No. 2);
- ✓ **FOR** the approval of an amendment to our Plan, including an increase in the number of shares available for grant under our Plan (Proposal No. 3); and
- ✓ **FOR** the ratification of the appointment of PwC as our independent registered public accounting firm for the year ending December 31, 2023 and the determination of PwC's remuneration by our Audit Committee (Proposal No. 4).

If you hold your ordinary shares in street name through a brokerage account and you do not submit voting instructions to your broker, your broker may generally vote your ordinary shares in its discretion on routine

matters. However, a broker cannot vote ordinary shares held in street name on non-routine matters unless the broker receives voting instructions from the street name holder. The proposal to ratify the appointment of PwC as our independent registered public accounting firm for the year ending December 31, 2023 and our Audit Committee's determination of PwC's remuneration (Proposal No. 4) is considered routine under applicable rules, while all of the other items to be submitted for a vote of shareholders at the Annual General Meeting are considered non-routine. Accordingly, if you hold your ordinary shares in street name through a brokerage account and you do not submit voting instructions to your broker, your broker may exercise its discretion to vote your ordinary shares on Proposal No. 4, but will not be permitted to vote your ordinary shares on any of the other items at the Annual General Meeting. If your broker exercises this discretion, your ordinary shares will be counted as present for the purpose of determining the presence of a quorum at the Annual General Meeting and will be voted on Proposal No. 4 in the manner directed by your broker, but your shares will constitute "broker non-votes" on each of the other items at the Annual General Meeting. Broker non-votes will not be counted as a vote cast with respect to Proposal Nos. 1, 2 or 3 and therefore will not be counted in determining the outcome of such items.

### *What matters will be presented?*

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We are not aware of any matters to be presented for a vote at the Annual General Meeting other than those described in this Proxy Statement. If any matters not described in this Proxy Statement are properly

presented at the meeting, your proxy, if properly submitted, gives authority to the proxy holders to vote your ordinary shares in accordance with their judgment.

## Q What constitutes a quorum?

A quorum refers to the number of persons that must be in attendance at an annual general meeting of shareholders and the percentage of the total issued voting shares that must be represented at such meeting in order to lawfully conduct business. The presence of two or more persons, present in person or by proxy, holding in excess of 50% of the total issued ordinary shares entitled to vote will form a quorum for the transaction of business at the Annual General Meeting. Shares represented by properly submitted proxies

that reflect abstentions or broker non-votes will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum. If the persons present or represented by proxy at the Annual General Meeting constitute the holders of less than a majority of the outstanding ordinary shares entitled to vote as of the record date, the chairperson of the Annual General Meeting may adjourn the meeting to a subsequent date for the purpose of obtaining a quorum.

## Q What is the vote required for proposals on the agenda?

The following summary describes the vote required to approve each of the proposals at the Annual General Meeting assuming a quorum has been established for the transaction of business at the meeting.

### **Election of Class I Directors (Proposal No. 1).**

Pursuant to our bye-laws, each director nominee receiving an affirmative majority of the votes cast with respect to his election will be elected as a Class I director. The majority voting standard does not apply, however, where the number of persons validly proposed for election as a director is greater than the number of directors to be elected. In such circumstances, directors will instead be elected by a plurality of the votes cast, meaning that the persons receiving the highest number of votes, up to the total number of directors to be elected at the meeting, will be elected.

At the Annual General Meeting, the number of director nominees validly proposed for election as a Class I director equals the number of directors to be elected. Therefore, in accordance with the majority voting standard, director nominees will be elected at the Annual General Meeting by an affirmative majority of the votes cast. Shareholders are not permitted to cumulate their shares for the purpose of electing directors.

For purposes of this proposal, abstentions and broker non-votes are not counted as votes cast and therefore will not be counted in determining the outcome of the election of directors.

### **All Other Proposals (Proposals No. 2, 3 and 4).**

Pursuant to our bye-laws, the affirmative vote of a majority of the votes cast on the proposal at the meeting is required to approve each of Proposal No. 2 (advisory approval of the compensation of our named executive officers), Proposal No. 3 (approval of an amendment to our Plan, including an increase in the number of shares available for grant under our Plan) and Proposal No. 4 (ratification of the appointment of PwC as our independent registered public accounting firm and the Audit Committee's determination of PwC's remuneration). Notwithstanding this vote standard required by our bye-laws, Proposal No. 2 and Proposal No. 4 are advisory in nature and therefore not binding on our Company. Our Board will consider the outcome of the vote on each of these items in considering what action, if any, should be taken in response to the vote by shareholders. For purposes of these proposals, abstentions and broker non-votes, if any, are not counted as votes cast and therefore will not be counted in determining the outcome of any of these proposals.

Prior to the Annual General Meeting, we will select two or more inspectors of election for the meeting. Such inspectors will determine the number of ordinary shares represented at the Annual General Meeting, the existence of a quorum and the validity and effect of proxies. They will also receive and tabulate ballots and votes and determine the results thereof.

## Q Can I revoke a proxy?

If you are a shareholder of record, you may revoke your proxy at any time before the Annual General Meeting by delivering a written notice of revocation to our General Counsel and Assistant Secretary at 7665 Corporate Center Drive, Miami, Florida 33126, prior to the Annual

General Meeting, by submitting a later-dated proxy via the Internet, by telephone or by mail by the deadline specified on the Notice of Internet Availability or proxy card (only your latest proxy submitted prior to the Annual General Meeting will be counted), or by attending the

## ABOUT THE ANNUAL GENERAL MEETING AND VOTING

Annual General Meeting and voting in person. If your shares are held in street name through a bank, broker or other nominee, you may change any previous voting instructions by submitting new voting instructions to the bank, broker or nominee holding your shares by the deadline specified on the Notice of Internet Availability or voting instruction form or by attending the Annual

General Meeting and voting in person if you have obtained a legal proxy from the bank, broker or nominee giving you the right to vote the shares at the Annual General Meeting. Attendance at the Annual General Meeting will not by itself constitute a revocation of any proxy or voting instructions.

### *Who can help answer my questions?*

If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor:

Innisfree M&A Incorporated  
501 Madison Avenue, 20th Floor  
New York, NY 10022  
Stockholders may call toll-free: (888) 750-5834  
Banks and Brokers may call collect: (212) 750-5833

## *Presentation of Financial Statements*

In accordance with the Bermuda Companies Act 1981, as amended, and bye-law 76 of our Company, our Company's audited financial statements for the year ended December 31, 2022 will be presented at the

Annual General Meeting. Our Board has approved these statements. There is no requirement under Bermuda law that these statements be approved by shareholders, and no such approval will be sought at the meeting.

## *Terms Used in this Proxy Statement*

Unless otherwise indicated or the context otherwise requires, references in this Proxy Statement to (i) "Prestige" refers to Prestige Cruises International S. de R.L. (formerly Prestige Cruises International, Inc.) and its consolidated subsidiaries, (ii) "Acquisition" refers to our acquisition of Prestige in November 2014, (iii) "Norwegian" or "NCL" refers to the Norwegian Cruise Line brand, (iv) "Oceania Cruises" or "OCI" refers to the Oceania Cruises brand, (v) and "Regent" or "RSSC" refers to the Regent Seven Seas Cruises brand, (vi) "Classification Society" refers to the American Bureau of Shipping, Nippon Kaiji Kyokai, Germanischer Lloyd, Lloyd's Register of Shipping, Bureau Verita, Det Norske Veritas or another internationally recognized classification society, (vii) "STI Adjusted Net Cruise Cost" refers to a non-GAAP financial metric calculated in the same manner as Adjusted Net Cruise Cost Excluding Fuel presented in our Annual and Quarterly Reports on Form 10-K/Q less the following: (a) costs related to advertising and promotions, (b) incremental costs associated with COVID-19 protocols, (c) commissions and displacement charges associated with cancelled voyages, (d) spoilage and inventory write-offs for voyages that were cancelled after the date the metrics were adopted by our Compensation Committee, (e) costs associated with the resumption of voyages, (f) expenses related to financing activities included in general and administrative expense, (g) expenses related to retention

incentives, (h) unscheduled dry-dock expenses that were not in the plan presented to our Compensation Committee when the metrics were adopted, (i) severance and termination expenses, (j) expense changes created by deviations from the planned resumption timeline for vessels or assumed Load Factor as in effect on the date the metrics were adopted and (k) other one-time adjustments in our Compensation Committee's discretion, presented as a monthly average for 12 months ending December 31, 2022, (viii) "Adjusted EBITDA" refers to a non-GAAP metric calculated in the same manner as Adjusted EBITDA presented in our Company's Annual Report on Form 10-K less the following: (a) fuel rates, (b) foreign exchange rates, (c) acquisitions, and (d) other one-time adjustments in our Compensation Committee's discretion, (ix) "Adjusted EPS" refers to Adjusted EPS reported in our Company's filings with the Securities and Exchange Commission. Adjusted EPS results are adjusted for: (a) fuel rates, (b) foreign exchange rates, (c) acquisitions, and (d) other one-time adjustments in our Compensation Committee's discretion, (x) "STI Adjusted Gross Margin" refers to total revenue, less: (a) total cruise operating expense and (b) ship depreciation, plus: (c) payroll and related, (d) fuel, (e) food, (f) other and (g) ship depreciation. Further adjustments will be made to exclude: (a) commissions and displacement charges associated with cancelled voyages, (b) impacts from unscheduled



dry-docks that were not in the plan presented to our Compensation Committee at the time the metric was approved, (c) expense or revenue changes created by deviations from the planned resumption timeline for vessels as in effect at the time the metric was approved and (d) other one-time adjustments in our Compensation Committee's discretion, (xi) "Load Factor" refers to the ratio of Passenger Cruise Days to Capacity Days. Adjustments will be made for any decrease in Load Factor caused by legal restrictions on capacity imposed after the date the metric was approved, (xii) "Passenger

Cruise Days" refers to the number of passengers carried for the period, multiplied by the number of days in their respective cruises, (xiii) "Adjusted Gross Margin" refers to gross margin adjusted for payroll and related, fuel, food, other and ship depreciation. Gross margin is calculated pursuant to GAAP as total revenue less total cruise operating expense and ship depreciation, and (xiv) "Capacity" or "Capacity Days" refers to berths available for sale multiplied by the number of cruise days for the period for ships in service.

### *Solicitation of Proxies*

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This Proxy Statement is furnished in connection with the solicitation of proxies by our Company on behalf of our Board. We will pay the cost of this proxy solicitation. In addition to soliciting proxies by mail, we expect that a number of our employees will solicit proxies personally or by telephone or other electronic means. None of these employees will receive any additional or special compensation for assisting us in soliciting proxies. In addition, we have retained Innisfree M&A Incorporated

to assist with the solicitation of proxies for a fee of \$25,000 plus an additional fee per call made or received by Innisfree M&A Incorporated, as well as reimbursement for out-of-pocket expenses.

We will, on request, reimburse banks, brokerage firms and other nominees for their expenses in sending proxy materials to their customers who are beneficial owners of our ordinary shares and obtaining their voting instructions.

### *Delivery of Documents to Shareholders Sharing an Address*

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We have adopted a procedure, approved by the SEC, called "householding." Under this procedure, shareholders of record who have the same address and last name and did not receive a Notice of Internet Availability or otherwise receive their proxy materials electronically will receive only one copy of this Proxy Statement and the 2022 Annual Report, unless we are notified that one or more of these shareholders wishes to continue receiving individual copies. This procedure will reduce our printing costs and postage fees.

If you are eligible for householding, but you and other shareholders of record with whom you share an address currently receive multiple copies of this Proxy Statement and the 2022 Annual Report, or if you hold our ordinary shares in more than one account, and in either case you wish to receive only a single copy of each of these documents for your household, please contact the

Householding Department of Broadridge Financial Solutions, Inc. at 51 Mercedes Way, Edgewood, New York 11717; or by telephone at 1-800-542-1061. If you participate in householding and wish to receive a separate copy of this Proxy Statement and the 2022 Annual Report, or if you do not wish to continue to participate in householding and prefer to receive separate copies of these documents in the future, please contact Broadridge Financial Solutions, Inc., as indicated above.

If your ordinary shares are held in street name through a broker, bank or other nominee, please contact your broker, bank or nominee directly if you have questions, require additional copies of this Proxy Statement or the 2022 Annual Report or wish to receive a single copy of such materials in the future for all beneficial owners of our ordinary shares sharing an address.

## Annual Report on Form 10-K

WE WILL PROVIDE WITHOUT CHARGE TO EACH PERSON SOLICITED BY THIS PROXY STATEMENT, UPON THE ORAL OR WRITTEN REQUEST OF SUCH PERSON, A COPY OF OUR ANNUAL REPORT ON FORM 10-K (INCLUDING THE FINANCIAL STATEMENTS BUT EXCLUDING THE EXHIBITS THERETO), AS FILED WITH THE SEC FOR OUR MOST RECENT FISCAL YEAR. SUCH WRITTEN REQUESTS SHOULD BE DIRECTED TO:



INVESTOR RELATIONS  
7665 CORPORATE CENTER DRIVE  
MIAMI, FLORIDA 33126



OR BY TELEPHONE REQUEST TO  
(305) 436-4000.

**YOU ARE URGED TO SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AS SOON AS POSSIBLE WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL GENERAL MEETING AND VOTE IN PERSON. If you attend the Annual General Meeting and vote in person, your proxy will not be used.**

## Important Information and Dates Related to the 2024 Annual General Meeting

In order for a shareholder proposal to be eligible for inclusion in our proxy statement under the rules of the SEC for next year's 2024 annual general meeting of shareholders, the written proposal must be received by the General Counsel and Assistant Secretary of our Company at our offices no later than December 30, 2023 and must comply with the requirements of Rule 14a-8 of the Exchange Act. If we change the date of the 2024 annual general meeting of shareholders by more than 30 days from the anniversary of this year's meeting, shareholder proposals must be received a reasonable time before we begin to print and mail our proxy materials for the 2024 annual general meeting of shareholders.

Our bye-laws provide that in order for a shareholder proposal to be presented at our 2024 annual general meeting of shareholders, including shareholder nominations for candidates for election as directors, written notice to the General Counsel and Assistant Secretary of our Company of such shareholder proposal or director nomination must be received at our executive offices not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary date of the preceding annual general meeting of shareholders. This requirement is independent of and in addition to the notice required under SEC rules for inclusion of a shareholder proposal in our proxy materials. As a result, shareholders who intend to present proposals or director nominations at the 2024 annual general meeting of shareholders under these provisions must give written notice of the proposal to our General Counsel and Assistant Secretary no earlier than February 16, 2024, and no later than March 17, 2024. However, if the date of the 2024 annual general meeting of shareholders is a

date that is more than 30 days before or more than 60 days after June 15, 2024, the anniversary date of the 2023 Annual General Meeting, notice by a shareholder of a proposal must be received no earlier than the close of business on the 120th day prior to the date of the 2024 annual general meeting of shareholders and no later than the close of business on the later of the 90th day prior to the 2024 annual general meeting of shareholders, or if the first public announcement of the 2024 annual general meeting of the shareholders is less than 100 days prior to such meeting date, the 10th day after the public announcement of such date.

Our bye-laws require that a shareholder must provide certain information concerning the proposing person, the nominee and the proposal, as applicable. Nominations and proposals not meeting the requirements set forth in our bye-laws will not be entertained at the 2024 annual general meeting of shareholders. Shareholders should contact our General Counsel and Assistant Secretary in writing at 7665 Corporate Center Drive, Miami, Florida 33126 to obtain additional information as to the proper form and content of shareholder nominations or proposals.

In addition, a shareholder who intends to solicit proxies in support of director nominees other than our Board's nominees at the 2024 annual general meeting of shareholders must provide written notice to our General Counsel and Assistant Secretary setting forth the information required by Rule 14a-19 under the Exchange Act, unless the required information has been provided in a preliminary or definitive proxy statement filed by the shareholder. Such written notice must be provided in accordance with Rule 14a-19 no later than April 16, 2024. If the date of the 2024 annual general meeting of shareholders is a date that is more than 30 days from the

## ABOUT THE ANNUAL GENERAL MEETING AND VOTING

anniversary date of the 2023 Annual General Meeting, a shareholder's written notice must be received by the later of 60 days prior to the date of the 2024 annual general meeting of shareholders or the 10th calendar day following the day on which public announcement of

the date of the 2024 annual general meeting of shareholders is first made. The notice requirement under Rule 14a-19 is in addition to the applicable notice requirements under our bye-laws as described above.

# APPENDIX A — AMENDMENT TO THE 2013 PERFORMANCE INCENTIVE PLAN

## NORWEGIAN CRUISE LINE HOLDINGS LTD. AMENDED AND RESTATED 2013 PERFORMANCE INCENTIVE PLAN

(Effective February 20, 2023)

### 1. PURPOSE OF PLAN

The purpose of this Norwegian Cruise Line Holdings Ltd. Amended and Restated 2013 Performance Incentive Plan (this “**Plan**”) of Norwegian Cruise Line Holdings Ltd., a company organized under the laws of Bermuda (the “**Company**”), is to promote the success of the Company and to increase shareholder value by providing an additional means through the grant of awards to attract, motivate, retain and reward selected employees and other eligible persons.

### 2. ELIGIBILITY

The Administrator (as such term is defined in Section 3.1) may grant awards under this Plan only to those persons that the Administrator determines to be Eligible Persons. An “**Eligible Person**” is any person who is either: (a) an officer (whether or not a director) or employee of the Company or one of its Subsidiaries; (b) a director of the Company or one of its Subsidiaries; or (c) an individual consultant or advisor who renders or has rendered bona fide services (other than services in connection with the offering or sale of securities of the Company or one of its Subsidiaries in a capital-raising transaction or as a market maker or promoter of securities of the Company or one of its Subsidiaries) to the Company or one of its Subsidiaries and who is selected to participate in this Plan by the Administrator; provided, however, that a person who is otherwise an Eligible Person under clause (c) above may participate in this Plan only if such participation would not adversely affect either the Company’s eligibility to use Form S-8 to register under the Securities Act of 1933, as amended (the “**Securities Act**”), the offering and sale of shares issuable under this Plan by the Company or the Company’s compliance with any other applicable laws. An Eligible Person who has been granted an award (a “participant”) may, if otherwise eligible, be granted additional awards if the Administrator shall so determine. As used herein, “**Subsidiary**” means any Company or other entity a majority of whose outstanding voting shares or voting power is beneficially owned directly or indirectly by the Company; and “**Board**” means the Board of Directors of the Company.

### 3. PLAN ADMINISTRATION

**3.1 The Administrator.** This Plan shall be administered by and all awards under this Plan shall be authorized by the Administrator. The “**Administrator**” means the Board or one or more committees appointed by the Board or another committee (within its delegated authority) to administer all or certain aspects of this Plan. Any such committee shall be comprised solely of one or more directors or such number of directors as may be required under applicable law. A committee may delegate some or all of its authority to another committee so constituted. The Board or a committee comprised solely of directors may also delegate, to the extent permitted by applicable law, to one or more officers of the Company, its powers under this Plan (a) to designate the officers and employees of the Company and its Subsidiaries who will receive grants of awards under this Plan, and (b) to determine the number of shares subject to, and the other terms and conditions of, such awards. The Board may delegate different levels of authority to different committees with administrative and grant authority under this Plan. Unless otherwise provided in the Bylaws of the Company or the applicable charter of any Administrator: (a) a majority of the members of the acting Administrator shall constitute a quorum, and (b) the vote of a majority of the members present assuming the presence of a quorum or the unanimous written consent of the members of the Administrator shall constitute action by the acting Administrator.

**3.2 Powers of the Administrator.** Subject to the express provisions of this Plan, the Administrator is authorized and empowered to do all things necessary or desirable in connection with the authorization of awards and the administration of this Plan (in the case of a committee or delegation to one or more officers, within the authority delegated to that committee or person(s)), including, without limitation, the authority to:

- (a) determine eligibility and, from among those persons determined to be eligible, the particular Eligible Persons who will receive an award under this Plan;

## APPENDIX A — AMENDMENT TO THE 2013 PERFORMANCE INCENTIVE PLAN

- (b) grant awards to Eligible Persons, determine the price (if any) at which securities will be offered or awarded and the number of securities to be offered or awarded to any of such persons, determine the other specific terms and conditions of such awards consistent with the express limits of this Plan, establish the installments (if any) in which such awards shall become exercisable or shall vest (which may include, without limitation, performance and/or time-based schedules), or determine that no delayed exercisability or vesting is required, establish any applicable performance targets, determine the circumstances in which any performance-based goals (or the applicable measure of performance) will be adjusted and the nature and impact of any such adjustment, and establish the events of termination or reversion of such awards;
- (c) approve the forms of award agreements (which need not be identical either as to type of award or among participants);
- (d) construe and interpret this Plan and any agreements defining the rights and obligations of the Company, its Subsidiaries, and participants under this Plan, make any and all determinations under this Plan and any such agreements, further define the terms used in this Plan, and prescribe, amend and rescind rules and regulations relating to the administration of this Plan or the awards granted under this Plan;
- (e) cancel, modify, or waive the Company's rights with respect to, or modify, discontinue, suspend, or terminate any or all outstanding awards, subject to any required consent under Section 8.6.5;
- (f) accelerate, waive or extend the vesting or exercisability or extend the term of any or all such outstanding awards (in the case of options or share appreciation rights, within the maximum ten-year term of such awards) in such circumstances as the Administrator may deem appropriate (including, without limitation, in connection with a termination of employment or services or other events of a personal nature) subject to any required consent under Section 8.6.5;
- (g) adjust the number of Ordinary Shares subject to any award, adjust the price of any or all outstanding awards or otherwise change previously imposed terms and conditions, in such circumstances as the Administrator may deem appropriate, in each case subject to Sections 4 and 8.6 (and subject to the no repricing provision below);
- (h) determine the date of grant of an award, which may be a designated date after but not before the date of the Administrator's action (unless otherwise designated by the Administrator, the date of grant of an award shall be the date upon which the Administrator took the action granting an award);
- (i) determine whether, and the extent to which, adjustments are required pursuant to Section 7 hereof and authorize the termination, conversion, substitution or succession of awards upon the occurrence of an event of the type described in Section 7;
- (j) acquire or settle (subject to Sections 7 and 8.6) rights under awards in cash, shares of equivalent value, or other consideration (subject to the no repricing provision below); and
- (k) determine the fair market value of the Ordinary Shares or awards under this Plan from time to time and/or the manner in which such value will be determined.

Notwithstanding the foregoing and except for an adjustment pursuant to Section 7.1 or a repricing approved by shareholders, in no case may the Administrator (1) amend an outstanding option or SAR to reduce the exercise price or base price of the award, (2) cancel, exchange, or surrender an outstanding option or SAR in exchange for cash or other awards for the purpose of repricing the award, or (3) cancel, exchange, or surrender an outstanding option or SAR in exchange for an option or SAR with an exercise or base price that is less than the exercise or base price of the original award.

**3.3 Binding Determinations.** Any determination or other action taken by, or inaction of, the Company, any Subsidiary, or the Administrator relating or pursuant to this Plan (or any award made under this Plan) and within its authority hereunder or under applicable law shall be within the absolute discretion of that entity or body and shall be conclusive and binding upon all persons. Neither the Board nor any other Administrator, nor any member thereof or person acting at the direction thereof, shall be liable for any act, omission, interpretation, construction or determination made in good faith in connection with this Plan (or any award made under this Plan), and all such persons shall be entitled to indemnification and reimbursement by the Company in respect of any claim, loss, damage or expense (including, without limitation, attorneys' fees) arising or resulting therefrom to the fullest extent permitted by law and/or under any directors and officers liability insurance coverage that may be in effect from time to time.

- 3.4 *Reliance on Experts.*** In making any determination or in taking or not taking any action under this Plan, the Administrator may obtain and may rely upon the advice of experts, including employees and professional advisors to the Company. No director, officer or agent of the Company or any of its Subsidiaries shall be liable for any such action or determination taken or made or omitted in good faith.
- 3.5 *Delegation.*** The Administrator may delegate ministerial, non-discretionary functions to individuals who are officers or employees of the Company or any of its Subsidiaries or to third parties.

#### **4. SHARES SUBJECT TO THE PLAN; SHARE LIMITS**

- 4.1 *Shares Available.*** Subject to the provisions of Section 7.1, the shares that may be delivered under this Plan shall be shares of the Company's authorized but unissued ordinary shares and any ordinary shares held as treasury shares. For purposes of this Plan, "**Ordinary Shares**" shall mean the ordinary shares of the Company and such other securities or property as may become the subject of awards under this Plan, or may become subject to such awards, pursuant to an adjustment made under Section 7.1.
- 4.2 *Share Limits.*** The maximum number of Ordinary Shares that may be delivered pursuant to awards granted to Eligible Persons under this Plan is 42,009,006 shares (the "**Share Limit**").

The following limit also applies with respect to awards granted under this Plan:

- (a) The maximum number of Ordinary Shares that may be delivered pursuant to options qualified as incentive stock options granted under this Plan is 42,009,006 shares.

Each of the foregoing numerical limits is subject to adjustment as contemplated by Section 4.3, Section 7.1, and Section 8.10.

- 4.3 *Awards Settled in Cash, Reissue of Awards and Shares.*** To the extent that an award granted under this Plan is settled in cash or a form other than Ordinary Shares, the shares that would have been delivered had there been no such cash or other settlement shall not be counted against the shares available for issuance under this Plan. In the event that Ordinary Shares are delivered in respect of a dividend equivalent right granted under this Plan, the actual number of shares delivered with respect to the award shall be counted against the share limits of this Plan (including, for purposes of clarity, the limits of Section 4.2 of this Plan). (For purposes of clarity, if 1,000 dividend equivalent rights are granted and outstanding when the Company pays a dividend, and 50 shares are delivered in payment of those rights with respect to that dividend, 50 shares shall be counted against the share limits of this Plan). Shares that are subject to or underlie awards granted under this Plan which expire or for any reason are cancelled or terminated, are forfeited, fail to vest, or for any other reason are not paid or delivered under this Plan shall again be available for subsequent awards under this Plan. Shares that are not issued or delivered as a result of the net settlement of any option or share appreciation right under this Plan, shares that are exchanged by a participant or withheld by the Company as full or partial payment in connection with any option or share appreciation right under this Plan, as well as any shares exchanged by a participant or withheld by the Company or one of its Subsidiaries to satisfy the tax withholding obligations related to any option or share appreciation right under this Plan, as well as any Ordinary Shares repurchased with the proceeds of any option exercise price shall not be available for subsequent awards under this Plan. To the extent that Ordinary Shares are delivered pursuant to the exercise of a share appreciation right or option granted under this Plan, the number of underlying shares as to which the exercise related shall be counted against the applicable share limits under Section 4.2, as opposed to only counting the shares issued. (For purposes of clarity, if a share appreciation right relates to 100,000 shares and is exercised at a time when the payment due to the participant is 15,000 shares, 100,000 shares shall be charged against the applicable share limits under Section 4.2 with respect to such exercise.) Shares that are exchanged by a participant or withheld by the Company as full or partial payment in connection with any award under this Plan other than any option or share appreciation right, as well as any shares exchanged by a participant or withheld by the Company or one of its Subsidiaries to satisfy the tax withholding obligations related to any award under this Plan other than any option or share appreciation right, shall be available for subsequent awards under this Plan. Refer to Section 8.10 for application of the foregoing share limits with respect to assumed awards.
- 4.4 *Reservation of Shares; No Fractional Shares; Minimum Issue.*** The Company shall at all times reserve a number of Ordinary Shares sufficient to cover the Company's obligations and contingent obligations to deliver shares with respect to awards then outstanding under this Plan (exclusive of any dividend equivalent obligations to the extent the Company has the right to settle such rights in cash). No fractional shares shall be delivered under

this Plan. The Administrator may pay cash in lieu of any fractional shares in settlements of awards under this Plan. No fewer than 100 shares may be purchased on exercise of any award (or, in the case of share appreciation or purchase rights, no fewer than 100 rights may be exercised at any one time) unless the total number purchased or exercised is the total number at the time available for purchase or exercise under the award.

## 5. AWARDS

**5.1 *Type and Form of Awards.*** The Administrator shall determine the type or types of award(s) to be made to each selected Eligible Person. Awards may be granted singly, in combination or in tandem. Awards also may be made in combination or in tandem with, in replacement of, as alternatives to, or as the payment form for grants or rights under any other employee or compensation plan of the Company or one of its Subsidiaries. The types of awards that may be granted under this Plan are (subject, in each case, to the no repricing provisions of Section 3.2):

**5.1.1 *Options.*** An option is the grant of a right to purchase a specified number of Ordinary Shares during a specified period as determined by the Administrator. An option may be intended as an incentive stock option within the meaning of Section 422 of the Code (an “ISO”) or a nonqualified option (an option not intended to be an ISO). The award agreement for an option will indicate if the option is intended as an ISO; otherwise it will be deemed to be a nonqualified option. The maximum term of each option (ISO or nonqualified) shall be ten (10) years. The per share exercise price for each option shall be not less than 100% of the fair market value of an Ordinary Share on the date of grant of the option. When an option is exercised, the exercise price for the shares to be purchased shall be paid in full in cash or such other method permitted by the Administrator consistent with Section 5.5.

**5.1.2 *Additional Rules Applicable to ISOs.*** To the extent that the aggregate fair market value (determined at the time of grant of the applicable option) of shares with respect to which ISOs first become exercisable by a participant in any calendar year exceeds \$100,000, taking into account both Ordinary Shares subject to ISOs under this Plan and shares subject to ISOs under all other plans of the Company or one of its Subsidiaries (or any parent or predecessor Company to the extent required by and within the meaning of Section 422 of the Code and the regulations promulgated thereunder), such options shall be treated as nonqualified options. In reducing the number of options treated as ISOs to meet the \$100,000 limit, the most recently granted options shall be reduced first. To the extent a reduction of simultaneously granted options is necessary to meet the \$100,000 limit, the Administrator may, in the manner and to the extent permitted by law, designate which Ordinary Shares are to be treated as shares acquired pursuant to the exercise of an ISO. ISOs may only be granted to employees of the Company or one of its subsidiary corporations (for this purpose, the term “subsidiary” is used as defined in Section 424(f) of the Code, which generally requires an unbroken chain of ownership of at least 50% of the total combined voting power of all classes of stock of each subsidiary in the chain beginning with the Company and ending with the subsidiary in question). There shall be imposed in any award agreement relating to ISOs such other terms and conditions as from time to time are required in order that the option be an “incentive stock option” as that term is defined in Section 422 of the Code. No ISO may be granted to any person who, at the time the option is granted, owns (or is deemed to own under Section 424(d) of the Code) outstanding Ordinary Shares possessing more than 10% of the total combined voting power of all classes of shares of the Company, unless the exercise price of such option is at least 110% of the fair market value of the shares subject to the option and such option by its terms is not exercisable after the expiration of five years from the date such option is granted.

**5.1.3 *Share Appreciation Rights.*** A share appreciation right or “SAR” is a right to receive a payment, in cash and/or Ordinary Shares, equal to the excess of the fair market value of a specified number of Ordinary Shares on the date the SAR is exercised over the “base price” of the award, which base price shall be set forth in the applicable award agreement and shall be not less than 100% of the fair market value of an Ordinary Share on the date of grant of the SAR. The maximum term of a SAR shall be ten (10) years.

**5.1.4 *Other Awards; Dividend Equivalent Rights.*** The other types of awards that may be granted under this Plan include: (a) share bonuses, restricted shares, performance shares, share units, phantom shares, or similar rights to purchase or acquire shares, whether at a fixed or variable price (or no price) or fixed or variable ratio related to the Ordinary Shares, and any of which may (but need not) be fully vested at grant or vest upon the passage of time, the occurrence of one or more events, or the satisfaction of performance criteria or other conditions, or any combination thereof; (b) any similar securities with a value derived from the value of or related to the Ordinary Shares and/or returns thereon; or (c) cash awards. Dividend equivalent rights may be granted as a separate award or in connection with another award under this Plan; provided, however, that dividend equivalent

rights may not be granted in connection with a stock option or SAR granted under this Plan. In addition, any dividends and/or dividend equivalents as to the unvested portion of any award granted under this Plan will be subject to termination and forfeiture to the same extent as the corresponding portion of the unvested award to which they relate in the event the applicable vesting requirements are not satisfied.

**5.1.5 Incentive Bonus Awards.** The types of cash awards that may be granted under this Plan include the opportunity to receive a payment for the Company's fiscal year, or any other performance period established by the Administrator, based on the achievement of specific performance goals (which may include subjective goals) established by the Administrator in its sole discretion. Any applicable performance goals may be based on either the performance of the Company or any of its Subsidiaries or divisions on an absolute or relative basis, or on individual performance, as determined by the Administrator in its sole discretion. Unless otherwise determined by the Administrator, any participant granted an incentive bonus award pursuant to this Section 5.1.5 must remain continuously employed by the Company or one of its Subsidiaries through the last day of the applicable performance period in order for the incentive bonus award to become payable. Any payments becoming payable pursuant to this Section 5.1.5 will be paid in the calendar year following the calendar year in which the applicable performance period ends, unless deferred in accordance with the requirements of Section 409A and Section 457A of the Code.

## 5.2 [Reserved]

**5.3 Award Agreements.** Each award shall be evidenced by either (1) a written award agreement in a form approved by the Administrator and executed by the Company by an officer duly authorized to act on its behalf, or (2) an electronic notice of award grant in a form approved by the Administrator and recorded by the Company (or its designee) in an electronic recordkeeping system used for the purpose of tracking award grants under this Plan generally (in each case, an "award agreement"), as the Administrator may provide and, in each case and if required by the Administrator, executed or otherwise electronically accepted or deemed accepted by the recipient of the award in such form and manner as the Administrator may require. The Administrator may authorize any officer of the Company (other than the particular award recipient) to execute any or all award agreements on behalf of the Company. The award agreement shall set forth the material terms and conditions of the award as established by the Administrator consistent with the express limitations of this Plan.

**5.4 Settlements.** Payment of awards may be in the form of cash, Ordinary Shares, other awards or combinations thereof as the Administrator shall determine, and with such restrictions as it may impose.

**5.5 Consideration for Ordinary Shares or Awards.** The purchase price (if any) for any award granted under this Plan or the Ordinary Shares to be delivered pursuant to an award, as applicable, may be paid by means of any lawful consideration as determined by the Administrator, including, without limitation, one or a combination of the following methods:

- services rendered by the recipient of such award;
- cash, check payable to the order of the Company, or electronic funds transfer;
- notice and third-party payment in such manner as may be authorized by the Administrator;
- the delivery of previously owned Ordinary Shares;
- by a reduction in the number of shares otherwise deliverable pursuant to the award; or
- subject to such procedures as the Administrator may adopt, pursuant to a "cashless exercise" with a third party who provides financing for the purposes of (or who otherwise facilitates) the purchase or exercise of awards.

In no event shall any shares newly-issued by the Company be issued for less than the minimum lawful consideration for such shares or for consideration other than consideration permitted by applicable law. Ordinary Shares used to satisfy the exercise price of an option shall be valued at their fair market value on the date of exercise. The Company will not be obligated to deliver any shares unless and until it receives full payment of the exercise or purchase price therefor and any related withholding obligations under Section 8.5 and any other conditions to exercise or purchase have been satisfied. Unless otherwise expressly provided in the applicable award agreement, the Administrator may at any time eliminate or limit a participant's ability to pay the purchase or exercise price of any award or shares by any method other than cash payment to the Company.



**5.6 Definition of Fair Market Value.** For purposes of this Plan, “fair market value” shall mean, unless otherwise determined or provided by the Administrator in the circumstances, the closing price (in regular trading) for an Ordinary Share on the New York Stock Exchange (the “**Exchange**”) for the date in question or, if no sales of Ordinary Shares were reported on the Exchange on that date, the closing price (in regular trading) for an Ordinary Share on the Exchange for the next preceding day on which sales of Ordinary Shares were reported on the Exchange. The Administrator may, however, provide with respect to one or more awards that the fair market value shall equal the closing price (in regular trading) for an Ordinary Share on the Exchange on the last trading day preceding the date in question or the average of the high and low trading prices of an Ordinary Share on the Exchange for the date in question or the most recent trading day. If the Ordinary Shares are no longer listed or are no longer actively traded on the Exchange as of the applicable date, the fair market value of the Ordinary Shares shall be the value as reasonably determined by the Administrator for purposes of the award in the circumstances. The Administrator also may adopt a different methodology for determining fair market value with respect to one or more awards if a different methodology is necessary or advisable to secure any intended favorable tax, legal or other treatment for the particular award(s) (for example, and without limitation, the Administrator may provide that fair market value for purposes of one or more awards will be based on an average of closing prices (or the average of high and low daily trading prices) for a specified period preceding the relevant date).

### **5.7 Transfer Restrictions.**

**5.7.1 Limitations on Exercise and Transfer.** Unless otherwise expressly provided in (or pursuant to) this Section 5.7 or required by applicable law: (a) all awards are non-transferable and shall not be subject in any manner to sale, transfer, anticipation, alienation, assignment, pledge, encumbrance or charge; (b) awards shall be exercised only by the participant; and (c) amounts payable or shares issuable pursuant to any award shall be delivered only to (or for the account of) the participant.

**5.7.2 Exceptions.** The Administrator may permit awards to be exercised by and paid to, or otherwise transferred to, other persons or entities pursuant to such conditions and procedures, including limitations on subsequent transfers, as the Administrator may, in its sole discretion, establish in writing. Any permitted transfer shall be subject to compliance with applicable federal and state securities laws and shall not be for value (other than nominal consideration, settlement of marital property rights, or for interests in an entity in which more than 50% of the voting interests are held by the Eligible Person or by the Eligible Person’s family members).

**5.7.3 Further Exceptions to Limits on Transfer.** The exercise and transfer restrictions in Section 5.7.1 shall not apply to:

- (a) transfers to the Company (for example, in connection with the expiration or termination of the award),
- (b) the designation of a beneficiary to receive benefits in the event of the participant’s death or, if the participant has died, transfers to or exercise by the participant’s beneficiary, or, in the absence of a validly designated beneficiary, transfers by will or the laws of descent and distribution,
- (c) subject to any applicable limitations on ISOs, transfers to a family member (or former family member) pursuant to a domestic relations order if approved or ratified by the Administrator,
- (d) if the participant has suffered a disability, permitted transfers or exercises on behalf of the participant by his or her legal representative, or
- (e) the authorization by the Administrator of “cashless exercise” procedures with third parties who provide financing for the purpose of (or who otherwise facilitate) the exercise of awards consistent with applicable laws and any limitations imposed by the Administrator.

**5.8 International Awards.** One or more awards may be granted to Eligible Persons who provide services to the Company or one of its Subsidiaries outside of the United States. Any awards granted to such persons may be granted pursuant to the terms and conditions of any applicable sub-plans, if any, appended to this Plan and approved by the Administrator.

## **6. EFFECT OF TERMINATION OF EMPLOYMENT OR SERVICE ON AWARDS**

**6.1 General.** The Administrator shall establish the effect of a termination of employment or service on the rights and benefits under each award under this Plan and in so doing may make distinctions based upon, inter alia, the cause of termination and type of award. If the participant is not an employee of the Company or one of its

Subsidiaries and provides other services to the Company or one of its Subsidiaries, the Administrator shall be the sole judge for purposes of this Plan (unless a contract or the award otherwise provides) of whether the participant continues to render services to the Company or one of its Subsidiaries and the date, if any, upon which such services shall be deemed to have terminated.

- 6.2 Events Not Deemed Terminations of Service.** Unless the express policy of the Company or one of its Subsidiaries, or the Administrator, otherwise provides, or except as otherwise required by applicable law, the employment relationship shall not be considered terminated in the case of (a) sick leave, (b) military leave, or (c) any other leave of absence authorized by the Company or one of its Subsidiaries, or the Administrator; provided that, unless reemployment upon the expiration of such leave is guaranteed by contract or law or the Administrator otherwise provides, such leave is for a period of not more than three months. In the case of any employee of the Company or one of its Subsidiaries on an approved leave of absence, continued vesting of the award while on leave from the employ of the Company or one of its Subsidiaries may be suspended until the employee returns to service, unless the Administrator otherwise provides or applicable law otherwise requires. In no event shall an award be exercised after the expiration of the term set forth in the applicable award agreement.
- 6.3 Effect of Change of Subsidiary Status.** For purposes of this Plan and any award, if an entity ceases to be a Subsidiary of the Company a termination of employment or service shall be deemed to have occurred with respect to each Eligible Person in respect of such Subsidiary who does not continue as an Eligible Person in respect of the Company or another Subsidiary that continues as such after giving effect to the transaction or other event giving rise to the change in status, unless the Subsidiary that is sold, spun off or otherwise divested (or its successor or a direct or indirect parent of such Subsidiary or successor) assumes the Eligible Person's award(s) in connection with the transaction.

## 7. ADJUSTMENTS; ACCELERATION

- 7.1 Adjustments.** Subject to Section 7.2, upon (or, as may be necessary to effect the adjustment, immediately prior to): any reclassification, recapitalization, share split (including a share split in the form of a share dividend) or reverse share split; any merger, combination, consolidation, or other reorganization; any spin-off, split-up, or similar extraordinary dividend distribution in respect of the Ordinary Shares; or any exchange of Ordinary Shares or other securities of the Company, or any similar, unusual or extraordinary corporate transaction in respect of the Ordinary Shares; then the Administrator shall equitably and proportionately adjust (1) the number and type of Ordinary Shares (or other securities) that thereafter may be made the subject of awards (including the specific share limits, maximums and numbers of shares set forth elsewhere in this Plan), (2) the number, amount and type of Ordinary Shares (or other securities or property) subject to any outstanding awards, (3) the grant, purchase, or exercise price (which term includes the base price of any SAR or similar right) of any outstanding awards, and/or (4) the securities, cash or other property deliverable upon exercise or payment of any outstanding awards, in each case to the extent necessary to preserve (but not increase) the level of incentives intended by this Plan and the then-outstanding awards.

Unless otherwise expressly provided in the applicable award agreement, upon (or, as may be necessary to effect the adjustment, immediately prior to) any event or transaction described in the preceding paragraph or a sale of all or substantially all of the business or assets of the Company as an entirety, the Administrator shall equitably and proportionately adjust the performance standards applicable to any then-outstanding performance-based awards to the extent necessary to preserve (but not increase) the level of incentives intended by this Plan and the then-outstanding performance-based awards.

It is intended that, if possible, any adjustments contemplated by the preceding two paragraphs be made in a manner that satisfies applicable U.S. legal, tax (including, without limitation and as applicable in the circumstances, Section 424 of the Code, Section 409A and Section 457A of the Code and accounting (so as to not trigger any charge to earnings with respect to such adjustment) requirements.

Without limiting the generality of Section 3.3, any good faith determination by the Administrator as to whether an adjustment is required in the circumstances pursuant to this Section 7.1, and the extent and nature of any such adjustment, shall be conclusive and binding on all persons.

- 7.2 Corporate Transactions — Assumption and Termination of Awards.** Upon the occurrence of any of the following: any merger, combination, consolidation, or other reorganization in connection with which the Company does not survive (or does not survive as a public company in respect of its Ordinary Shares); any exchange of

Ordinary Shares or other securities of the Company in connection with which the Company does not survive (or does not survive as a public company in respect of its Ordinary Shares); a sale of all or substantially all the business, shares or assets of the Company in connection with which the Company does not survive (or does not survive as a public company in respect of its Ordinary Shares); a dissolution of the Company; or any other event in which the Company does not survive (or does not survive as a public company in respect of its Ordinary Shares); then the Administrator may make provision for a cash payment in settlement of, or for the assumption, substitution or exchange of any or all outstanding share-based awards or the cash, securities or property deliverable to the holder of any or all outstanding share-based awards, based upon, to the extent relevant under the circumstances, the distribution or consideration payable to holders of the Ordinary Shares upon or in respect of such event. Upon the occurrence of any event described in the preceding sentence, then, unless the Administrator has made a provision for the substitution, assumption, exchange or other continuation or settlement of the award or the award would otherwise continue in accordance with its terms in the circumstances: (1) unless otherwise provided in the applicable award agreement, each then-outstanding option and SAR shall become fully vested, all restricted shares then outstanding shall fully vest free of restrictions, and each other award granted under this Plan that is then outstanding shall become payable to the holder of such award; and (2) each award shall terminate upon the related event; provided that the holder of an option or SAR shall be given reasonable advance notice of the impending termination and a reasonable opportunity to exercise his or her outstanding vested options and SARs (after giving effect to any accelerated vesting required in the circumstances) in accordance with their terms before the termination of such awards (except that in no case shall more than ten days' notice of the impending termination be required and any acceleration of vesting and any exercise of any portion of an award that is so accelerated may be made contingent upon the actual occurrence of the event).

Without limiting the preceding paragraph, in connection with any event referred to in the preceding paragraph or any change in control event defined in any applicable award agreement, the Administrator may, in its discretion, provide for the accelerated vesting of any award or awards as and to the extent determined by the Administrator in the circumstances.

The Administrator may adopt such valuation methodologies for outstanding awards as it deems reasonable in the event of a cash or property settlement and, in the case of options, SARs or similar rights, but without limitation on other methodologies, may base such settlement solely upon the excess if any of the per share amount payable upon or in respect of such event over the exercise or base price of the award.

In any of the events referred to in this Section 7.2, the Administrator may take such action contemplated by this Section 7.2 prior to such event (as opposed to on the occurrence of such event) to the extent that the Administrator deems the action necessary to permit the participant to realize the benefits intended to be conveyed with respect to the underlying shares. Without limiting the generality of the foregoing, the Administrator may deem an acceleration and/or termination to occur immediately prior to the applicable event and, in such circumstances, will reinstate the original terms of the award if an event giving rise to an acceleration and/or termination does not occur.

Without limiting the generality of Section 3.3, any good faith determination by the Administrator pursuant to its authority under this Section 7.2 shall be conclusive and binding on all persons.

**7.3 *Other Acceleration Rules.*** The Administrator may override the provisions of Section 7.2 by express provision in the award agreement and may accord any Eligible Person a right to refuse any acceleration, whether pursuant to the award agreement or otherwise, in such circumstances as the Administrator may approve. The portion of any ISO accelerated in connection with an event referred to in Section 7.2 (or such other circumstances as may trigger accelerated vesting of the award) shall remain exercisable as an ISO only to the extent the applicable \$100,000 limitation on ISOs is not exceeded. To the extent exceeded, the accelerated portion of the option shall be exercisable as a nonqualified option under the Code.

**7.4 *Discretion to Accelerate.*** The Administrator shall have the discretion to accelerate the vesting of any award in circumstances it determines to be appropriate (whether in connection with a transaction, termination of employment or for any other reason).

## 8. OTHER PROVISIONS

**8.1 *Compliance with Laws.*** This Plan, the granting and vesting of awards under this Plan, the offer, issuance and delivery of Ordinary Shares, and/or the payment of money under this Plan or under awards are subject to compliance with all applicable laws, rules and regulations (including but not limited to state and federal securities

law and federal margin requirements) and to such approvals by any listing, regulatory or governmental authority as may, in the opinion of counsel for the Company, be necessary or advisable in connection therewith. The person acquiring any securities under this Plan will, if requested by the Company or one of its Subsidiaries, provide such assurances and representations to the Company or one of its Subsidiaries as the Administrator may deem necessary or desirable to assure compliance with all applicable legal and accounting requirements.

**8.2 No Rights to Award.** No person shall have any claim or rights to be granted an award (or additional awards, as the case may be) under this Plan, subject to any express contractual rights (set forth in a document other than this Plan) to the contrary.

**8.3 No Employment/Service Contract.** Nothing contained in this Plan (or in any other documents under this Plan or in any award) shall confer upon any Eligible Person or other participant any right to continue in the employ or other service of the Company or one of its Subsidiaries, constitute any contract or agreement of employment or other service or affect an employee's status as an employee at will, nor shall interfere in any way with the right of the Company or one of its Subsidiaries to change a person's compensation or other benefits, or to terminate his or her employment or other service, with or without cause. Nothing in this Section 8.3, however, is intended to adversely affect any express independent right of such person under a separate employment or service contract other than an award agreement.

**8.4 Plan Not Funded.** Awards payable under this Plan shall be payable in shares or from the general assets of the Company, and no special or separate reserve, fund or deposit shall be made to assure payment of such awards. No participant, beneficiary or other person shall have any right, title or interest in any fund or in any specific asset (including Ordinary Shares, except as expressly otherwise provided) of the Company or one of its Subsidiaries by reason of any award hereunder. Neither the provisions of this Plan (or of any related documents), nor the creation or adoption of this Plan, nor any action taken pursuant to the provisions of this Plan shall create, or be construed to create, a trust of any kind or a fiduciary relationship between the Company or one of its Subsidiaries and any participant, beneficiary or other person. To the extent that a participant, beneficiary or other person acquires a right to receive payment pursuant to any award hereunder, such right shall be no greater than the right of any unsecured general creditor of the Company.

**8.5 Tax Withholding.** Upon any exercise, vesting, or payment of any award, or upon the disposition of Ordinary Shares acquired pursuant to the exercise of an ISO prior to satisfaction of the holding period requirements of Section 422 of the Code, or upon any other tax withholding event with respect to any award, the Company or one of its Subsidiaries shall have the right at its option to:

- (a) require the participant (or the participant's personal representative or beneficiary, as the case may be) to pay or provide for payment of any applicable amount of any taxes which the Company or one of its Subsidiaries may be required or permitted to withhold with respect to such award event or payment; or
- (b) deduct from any amount otherwise payable in cash (whether related to the award or otherwise) to the participant (or the participant's personal representative or beneficiary, as the case may be) any applicable amount of any taxes which the Company or one of its Subsidiaries may be required or permitted to withhold with respect to such award event or payment.

In any case where a tax is required to be withheld in connection with the delivery of Ordinary Shares under this Plan, the Administrator may in its sole discretion (subject to Section 8.1) require or grant (either at the time of the award or thereafter) to the participant the right to elect, pursuant to such rules and subject to such conditions as the Administrator may establish, that the Company reduce the number of shares to be delivered by (or otherwise reacquire) the appropriate number of shares, valued in a consistent manner at their fair market value or at the sales price in accordance with authorized procedures for cashless exercises, necessary to satisfy any applicable withholding obligation on exercise, vesting or payment.

**8.6 Effective Date, Termination and Suspension, Amendments.**

**8.6.1 Effective Date.** This Plan was originally effective as of January 7, 2013, the date of its original approval by the Board (the "Effective Date"). This amended version of this Plan is effective as of February 20, 2023, the date this amended version of this Plan was approved by the Board (the "Amendment Date"). This Plan shall be submitted for and subject to shareholder approval no later than twelve months after the Amendment Date. Unless earlier terminated by the Board and subject to any extension that may be approved by shareholders, this Plan shall terminate at the close of business on the day before the tenth anniversary of the Amendment Date.

After the termination of this Plan either upon such stated expiration date or its earlier termination by the Board, no additional awards may be granted under this Plan, but previously granted awards (and the authority of the Administrator with respect thereto, including the authority to amend such awards) shall remain outstanding in accordance with their applicable terms and conditions and the terms and conditions of this Plan.

**8.6.2 Board Authorization.** The Board may, at any time, terminate or, from time to time, amend, modify or suspend this Plan, in whole or in part. No awards may be granted during any period that the Board suspends this Plan.

**8.6.3 Shareholder Approval.** To the extent then required by applicable law or any applicable listing agency or required under Sections 422 or 424 of the Code to preserve the intended tax consequences of this Plan, or deemed necessary or advisable by the Board, any amendment to this Plan shall be subject to shareholder approval.

**8.6.4 Amendments to Awards.** Without limiting any other express authority of the Administrator under (but subject to) the express limits of this Plan, the Administrator by agreement or resolution may waive conditions of or limitations on awards to participants that the Administrator in the prior exercise of its discretion has imposed, without the consent of a participant, and (subject to the requirements of Sections 3.2 and 8.6.5) may make other changes to the terms and conditions of awards. Any amendment or other action that would constitute a repricing of an award is subject to the limitations set forth in Section 3.2.

**8.6.5 Limitations on Amendments to Plan and Awards.** No amendment, suspension or termination of this Plan or amendment of any outstanding award agreement shall, without written consent of the participant, affect in any manner materially adverse to the participant any rights or benefits of the participant or obligations of the Company under any award granted under this Plan prior to the effective date of such change. Changes, settlements and other actions contemplated by Section 7 shall not be deemed to constitute changes or amendments for purposes of this Section 8.6.

**8.7 Privileges of Share Ownership.** Except as otherwise expressly authorized by the Administrator, a participant shall not be entitled to any privilege of share ownership as to any Ordinary Shares not actually delivered to and held of record by the participant. Except as expressly required by Section 7.1 or otherwise expressly provided by the Administrator, no adjustment will be made for dividends or other rights as a shareholder for which a record date is prior to such date of delivery.

### **8.8 Governing Law; Construction; Severability.**

**8.8.1 Choice of Law.** This Plan, the awards, all documents evidencing awards and all other related documents shall be governed by, and construed in accordance with the laws of Bermuda.

**8.8.2 Severability.** If a court of competent jurisdiction holds any provision invalid and unenforceable, the remaining provisions of this Plan shall continue in effect.

#### **8.8.3 Plan Construction.**

(a) Rule 16b-3. It is the intent of the Company that the awards and transactions permitted by awards be interpreted in a manner that, in the case of participants who are or may be subject to Section 16 of the Exchange Act, qualify, to the maximum extent compatible with the express terms of the award, for exemption from matching liability under Rule 16b-3 promulgated under the Exchange Act. Notwithstanding the foregoing, the Company shall have no liability to any participant for Section 16 consequences of awards or events under awards if an award or event does not so qualify.

**8.9 Captions.** Captions and headings are given to the sections and subsections of this Plan solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of this Plan or any provision thereof.

**8.10 Share-Based Awards in Substitution for Options or Awards Granted by Other Company.** Awards may be granted to Eligible Persons in substitution for or in connection with an assumption of employee options, SARs, restricted shares or other share-based awards granted by other entities to persons who are or who will become Eligible Persons in respect of the Company or one of its Subsidiaries, in connection with a distribution, merger or other reorganization by or with the granting entity or an affiliated entity, or the acquisition by the Company or one of its Subsidiaries, directly or indirectly, of all or a substantial part of the shares or assets of the employing

entity. The awards so granted need not comply with other specific terms of this Plan, provided the awards reflect only adjustments giving effect to the assumption or substitution consistent with the conversion applicable to the Ordinary Shares in the transaction and any change in the issuer of the security. Any shares that are delivered and any awards that are granted by, or become obligations of, the Company, as a result of the assumption by the Company of, or in substitution for, outstanding awards previously granted by an acquired company (or previously granted by a predecessor employer (or direct or indirect parent thereof) in the case of persons that become employed by the Company or one of its Subsidiaries in connection with a business or asset acquisition or similar transaction) shall not be counted against the Share Limit or other limits on the number of shares available for issuance under this Plan.

**8.11 Non-Exclusivity of Plan.** Nothing in this Plan shall limit or be deemed to limit the authority of the Board or the Administrator to grant awards or authorize any other compensation, with or without reference to Ordinary Shares, under any other plan or authority.

**8.12 No Corporate Action Restriction.** The existence of this Plan, the award agreements and the awards granted hereunder shall not limit, affect or restrict in any way the right or power of the Board or the shareholders of the Company to make or authorize: (a) any adjustment, recapitalization, reorganization or other change in the capital structure or business of the Company or any Subsidiary, (b) any merger, amalgamation, consolidation or change in the ownership of the Company or any Subsidiary, (c) any issue of bonds, debentures, capital, preferred or prior preference shares ahead of or affecting the capital shares (or the rights thereof) of the Company or any Subsidiary, (d) any dissolution or liquidation of the Company or any Subsidiary, (e) any sale or transfer of all or any part of the assets or business of the Company or any Subsidiary, or (f) any other corporate act or proceeding by the Company or any Subsidiary. No participant, beneficiary or any other person shall have any claim under any award or award agreement against any member of the Board or the Administrator, or the Company or any employees, officers or agents of the Company or any Subsidiary, as a result of any such action.

**8.13 Other Company Benefit and Compensation Programs.** Payments and other benefits received by a participant under an award made pursuant to this Plan shall not be deemed a part of a participant's compensation for purposes of the determination of benefits under any other employee welfare or benefit plans or arrangements, if any, provided by the Company or any Subsidiary, except where the Administrator expressly otherwise provides or authorizes in writing. Awards under this Plan may be made in addition to, in combination with, as alternatives to or in payment of grants, awards or commitments under any other plans or arrangements of the Company or its Subsidiaries.

**8.14 Clawback Policy.** The awards granted under this Plan are subject to the terms of the Company's recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of awards or any Ordinary Shares or other cash or property received with respect to the awards (including any value received from a disposition of the shares acquired upon payment of the awards).

## MISSION

To provide exceptional vacation experiences, delivered by passionate team members committed to world-class hospitality and innovation

## VISION

To be the vacation of choice for everyone around the world

## VALUES

Flawless Execution, Dedication to Family and Community, Spirit of Entrepreneurship, Financial Excellence, and Environmental Stewardship

