Norwegian Cruise Line Holdings Ltd.
Form DEFM14C
October 16, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14C
(Rule 14c-101)
Information Statement Pursuant to Section 14(c)
of the Securities Exchange Act of 1934
Check the appropriate box:

- Preliminary information statement

- Confidential, for use of the Commission only (as permitted by Rule 14c-5(d)(2))

- Definitive information statement

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Name of Registrant as Specified in Its Charter)
Payment of Filing Fee (Check the appropriate box):

- No fee required.

- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

(1)

- Title of each class of securities to which transaction applies:

(2)

- Aggregate number of securities to which transaction applies:

(3)

- Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

- Proposed maximum aggregate value of transaction:

(5)

- Total fee paid:

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)

- Amount Previously Paid:

(2)

- Form, Schedule or Registration Statement No.:

(3)

- Filing Party:

(4)

- Date Filed:

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NOTICE OF ACTION TAKEN PURSUANT TO
WRITTEN CONSENT OF SHAREHOLDERS

NORWEGIAN CRUISE LINE HOLDINGS LTD.
7665 Corporate Center Drive
Miami, Florida 33126
(305) 436-4000

DATE FIRST MAILED TO SHAREHOLDERS: OCTOBER 16, 2014

WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY.

To the shareholders of Norwegian Cruise Line Holdings Ltd.:

This Notice and the accompanying Information Statement are being furnished to the shareholders of Norwegian Cruise Line Holdings Ltd., an exempted company incorporated in Bermuda ("we," "us," "our," or the "Company"), to advise the shareholders of the anticipated issuance of 20,296,880 ordinary shares of the Company to certain securityholders of Prestige Cruises International, Inc., a corporation organized under the laws of the Republic of Panama ("Prestige"), pursuant to an Agreement and Plan of Merger. The Agreement and Plan of Merger and the transactions contemplated thereby, including the issuance of such ordinary shares, was negotiated, considered and approved by a transaction committee consisting entirely of disinterested members of our board of directors. The issuance of ordinary shares to certain securityholders of Prestige in connection with the acquisition of 100% of the equity interests of Prestige has also been approved by the written consent of the holders of a majority of our issued and outstanding ordinary shares.

We urge you to read the entire Information Statement included with this Notice carefully for a more complete description of these matters.

Pursuant to Rule 14c-2 under the Securities Exchange Act of 1934, as amended, the issuance of ordinary shares described above can be made no sooner than 20 calendar days after the definitive form of the accompanying Information Statement is first mailed to the Company's shareholders. Since the definitive form of the accompanying Information Statement is first being mailed to our shareholders on October 16, 2014, the issuance of ordinary shares described therein may be taken on or after November 5, 2014.

As the matters set forth in this Notice and accompanying Information Statement have been duly authorized and approved by the written consent of the holders of a majority of the voting power of the Company's issued and outstanding voting securities, your vote or consent is not requested or required to approve these matters. The accompanying Information Statement is provided solely for your information and we are not, by sending this Information Statement, asking any of our shareholders to vote.

By order of the Transaction Committee of the Board of Directors,

/s/ Kevin M. Sheehan
Kevin M. Sheehan
President and Chief Executive Officer

Miami, Florida
October 16, 2014

Neither the U.S. Securities and Exchange Commission nor any state securities regulatory agency has approved or disapproved the acquisition, passed upon the merits or fairness of the acquisition or passed upon the adequacy or accuracy of the disclosures in this notice or the accompanying Information Statement. Any representation to the contrary is a criminal offense.

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NORWEGIAN CRUISE LINE HOLDINGS LTD.
7665 Corporate Center Drive
Miami, Florida 33126
(305) 436-4000

INFORMATION STATEMENT

We Are Not Asking You for a Proxy and
You are Requested Not To Send Us a Proxy.

ABOUT THIS INFORMATION STATEMENT

This Information Statement is being furnished by Norwegian Cruise Line Holdings Ltd., an exempted company incorporated in Bermuda (“we,” “us,” “our,” “Norwegian” or the “Company”), to advise our shareholders of the approval, pursuant to NASDAQ Stock Market Listing Rule 5635(a)(2), of our anticipated issuance of 20,296,880 Company Ordinary Shares (as defined below) (the “Stock Consideration”) pursuant to the Agreement and Plan of Merger, dated September 2, 2014, by and among Norwegian, Portland Merger Sub, Inc., a corporation organized under the laws of the Republic of Panama and a wholly owned, indirect subsidiary of Norwegian (“Merger Sub”), Prestige Cruises International, Inc., a corporation organized under the laws of the Republic of Panama (“Prestige”), and Apollo Management, L.P., a Delaware limited partnership, as the stockholders’ representative (the “Stockholders’ Representative”) (as may be amended from time to time, the “Merger Agreement”). The Merger Agreement and the transactions contemplated thereby (the “Prestige Acquisition”), including the issuance of the Stock Consideration pursuant to the terms of the Merger Agreement (the “Share Issuance”), were approved on September 2, 2014 by a transaction committee consisting solely of members of the board of directors of the Company (the “Board”) who are disinterested with respect to any transaction involving Prestige (the “Transaction Committee”). The Share Issuance was also approved on September 2, 2014 by the written consent of the holders of a majority of the Company Ordinary Shares, attached as Annex D to this Information Statement.

This Information Statement is first being mailed on or about October 16, 2014 to shareholders of record of the Company as of August 26, 2014, the record date established for the Written Consent (as defined herein) (the “Record Date”), and is being delivered to inform you of the corporate actions described herein before they take effect in accordance with Rule 14c-2 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). You are urged to review this Information Statement for a more complete description of transactions contemplated pursuant to the Merger Agreement.

The Share Issuance approved by the Written Consent will not be made prior to November 5, 2014, which is twenty (20) calendar days following the date on which the definitive form of this Information Statement is first mailed to our shareholders.

Our principal executive offices are located at 7665 Corporate Center Drive, Miami, Florida 33126, and our main telephone number is (305) 436-4000.

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SUMMARY

The following is a brief summary of certain information contained elsewhere in this Information Statement, including the Annexes to this Information Statement. Reference is made to, and this summary is qualified in its entirety by, the more detailed information contained in this Information Statement, in the Annexes to this Information Statement and in the documents incorporated by reference herein. Capitalized terms used in this summary and not defined herein have the meanings assigned to them elsewhere in this Information Statement. You are urged to read this Information Statement and the Annexes to this Information Statement and the incorporated documents in their entirety.

General

This Information Statement is being delivered in connection with the approval of the Share Issuance, which is a condition of the closing of the Prestige Acquisition (the "Closing"). A copy of the Merger Agreement is attached to this Information Statement as Annex A. See "General."

Summary of the Parties (page 13)

Our Company. The Company is a Bermuda limited company formed as a holding company in 2011, which owns 100% of the ordinary shares of NCL Corporation Ltd., a Bermuda limited company formed in 2003 ("NCLC"), with predecessors dating from 1966. We are a leading global cruise line operator, offering cruise experiences for travelers with a wide variety of itineraries in North America (including Alaska and Hawaii), the Mediterranean, the Baltic, Central America, Bermuda and the Caribbean. See "The Prestige Acquisition — The Parties."

Merger Sub. Merger Sub is a corporation organized under the laws of the Republic of Panama and a wholly owned, indirect subsidiary of the Company and a wholly owned subsidiary of NCLC. Merger Sub was formed on August 18, 2014 solely for the purpose of effecting the transactions contemplated by the Merger Agreement. See "The Prestige Acquisition — The Parties."

Apollo Global Management, LLC and its subsidiaries. Apollo Global Management, LLC, founded in 1990, is a leading global alternative investment manager with offices in New York, Los Angeles, Houston, Toronto, London, Frankfurt, Luxembourg, Singapore, Hong Kong and Mumbai. As of June 30, 2014, Apollo had assets under management of over $167.5 billion invested in its private equity, credit and real estate businesses. See "The Prestige Acquisition — The Parties."

Genting Hong Kong Limited and STAR NCLC Holdings Ltd. Genting (as defined herein) was founded in 1993 and through its subsidiary, Star Cruises Asia Holding Ltd., operates a leading cruise line in the Asia-Pacific region. Its headquarters are located in Hong Kong and it is represented in more than 20 locations worldwide, with offices and representatives in Asia, Australia, Europe and the U.S. See "The Prestige Acquisition — The Parties."

TPG Global and its affiliates. TPG Global, LLC is a leading global private investment firm founded in 1992 with $66 billion of assets under management as of June 30, 2014 and with offices in Austin, Beijing, Dallas, Fort Worth, Hong Kong, Houston, London, Luxembourg, Melbourne, Moscow, Mumbai, New York, San Francisco, São Paulo, Shanghai, Singapore, Tokyo and Toronto. See "The Prestige Acquisition — The Parties."

Prestige. Prestige is a corporation organized under the laws of the Republic of Panama. Prestige is a global cruise line operator in the upscale cruise segment. Prestige operates two upscale cruise brands, Oceania Cruises and Regent Seven Seas Cruises, which operate in over 300 ports around the globe. Prestige's principal executive offices are located at 8300 NW 33rd Street, Suite 100, Miami, Florida 33122. See "The Prestige Acquisition — The Parties."

Summary of the Prestige Acquisition (page 14)

The Prestige Acquisition Consideration. At the Closing, all (i) issued and outstanding shares of common stock of Prestige, par value $0.01 per share ("Prestige Common Stock") (other than shares that are owned by Prestige as treasury stock), (ii) issued and outstanding shares of Class B common stock of Prestige, par value $0.01 per share (other than shares that are owned by Prestige as treasury stock) and

(iii) outstanding, eligible options to purchase Prestige Common Stock ("Prestige Options"), will be cancelled and automatically converted into the right to receive, in the aggregate, an amount of cash equal to $1,108,798,350 and the Stock Consideration (valued on the date of execution of the Merger Agreement at approximately $670,000,000 based on the volume weighted average trading price of the Company Ordinary Shares for the twenty trading days preceding August 29, 2014 of $33.01 per share), and in the case of each share of Prestige Common Stock and each Prestige Option, a pro rata portion of a contingent payment, if any, of up to $50,000,000 in cash subject to the achievement of certain milestones set forth in the Merger Agreement. See "The Prestige Acquisition — The Prestige Acquisition Consideration."

Background of the Prestige Acquisition. For a description of events leading to the approval of the Merger Agreement by the Transaction Committee, see "The Prestige Acquisition — Background of the Prestige Acquisition."

Transaction Committee Approval. After discussion, including review and consideration of the factors described under "The Prestige Acquisition — Recommendation and Reasons for the Prestige Acquisition", the Transaction Committee unanimously determined that the transactions contemplated by the Merger Agreement, including the merger, the Share Issuance and the financing related to the merger (collectively, the "Merger Transactions") were in the best interests of the Company and the Company's shareholders. The Transaction Committee unanimously approved the Merger Agreement and the Merger Transactions and recommended that the Company's shareholders approve the Share Issuance, as described under "The Prestige Acquisition — Background of the Prestige Acquisition."

Recommendation and Reasons for the Prestige Acquisition. After considering the various factors (see "The Prestige Acquisition — Recommendation and Reasons for the Prestige Acquisition"), the Transaction Committee concluded that the positive factors relating to the Merger Agreement and the Prestige Acquisition, including the merger, substantially outweighed the potential negative factors. The Transaction Committee collectively reached the conclusion to approve the Merger Agreement and the Prestige Acquisition, including the merger, in light of the various factors described in "The Prestige Acquisition — Recommendation and Reasons for the Prestige Acquisition" and other factors that the members of the Transaction Committee believed were appropriate. In view of the wide variety of factors considered by the Transaction Committee in connection with its evaluation of the Merger Agreement and the Prestige Acquisition, including the merger, and the complexity of these matters, the Transaction Committee did not consider it practical, and did not attempt, to quantify, rank or otherwise assign relative weights to the specific factors it considered in reaching its decision, and it did not undertake to make any specific determination as to whether any factor, or any particular aspect of any factor, supported or did not support its ultimate determination. Rather, the Transaction Committee made its recommendation based on the totality of information it received and the investigation it conducted. See "The Prestige Acquisition — Recommendation and Reasons for the Prestige Acquisition."

Action by Written Consent. On September 2, 2014, the beneficial owners of approximately 55.9% of the issued and outstanding Company Ordinary Shares as of the Record Date executed the Written Consent in lieu of a meeting to approve the Share Issuance to certain securityholders of Prestige as a portion of the consideration to be paid by the Company to Prestige's securityholders in connection with the Prestige Acquisition in order to comply with the requirements of NASDAQ Stock Market Listing Rule 5635(a)(2). In addition, Genting, STAR and TPG (each as defined below), each of whose consent was required pursuant to the Company's existing amended and restated shareholders' agreement (the "Shareholders' Agreement"), have consented to the Prestige Acquisition. As a result, no further approval or consent of our shareholders is required to approve the Merger Agreement and the transactions contemplated thereby. See "General — Requirement to Obtain Shareholder Approval."

Summary of the Fairness Opinions (page 21)

Opinion of Barclays. Barclays Capital Inc. ("Barclays") delivered its opinion to the Transaction Committee that, as of September 2, 2014, and based upon and subject to the qualifications, limitations and assumptions set forth therein, the aggregate consideration, consisting of $1,108,798,350 in cash, 20,296,880 Company Ordinary Shares and a contingent payment, if any, of up to $50,000,000 in cash, to be paid by the Company pursuant to the Merger Agreement was fair, from a financial point of view, to the Company.

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The full text of Barclays' written opinion, dated as of September 2, 2014, is attached as Annex B to this Information Statement and is incorporated by reference herein. Barclays' written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations upon the review undertaken by Barclays in rendering its opinion. You are encouraged to read the opinion carefully in its entirety. Barclays' opinion, the issuance of which was approved by Barclays' Fairness Opinion Committee, is addressed to the Transaction Committee, addresses only the fairness, from a financial point of view, of the aggregate consideration to be paid by the Company pursuant to the Merger Agreement and does not constitute a recommendation to any shareholder of the Company as to how such shareholders should act with respect to the merger or any other matter. This summary is qualified in its entirety by reference to the full text of the opinion. See "The Prestige Acquisition — Opinion of Barclays Capital Inc."

Opinion of Perella. On September 2, 2014, Perella Weinberg Partners LP ("PWP") rendered its oral opinion, subsequently confirmed in writing, as financial advisor to the Transaction Committee that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth therein, the aggregate consideration, consisting of $1,108,798,350 in cash and 20,296,880 Company Ordinary Shares, at closing and a contingent merger consideration payment, if any, of up to $50,000,000 in cash, to be paid by Norwegian pursuant to the Merger Agreement was fair, from a financial point of view, to Norwegian.

The full text of PWP's written opinion, dated September 2, 2014, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by PWP, is attached as Annex C to this Information Statement and is incorporated by reference herein. Holders of Company Ordinary Shares are urged to read PWP's opinion carefully and in its entirety. The opinion does not address Norwegian's underlying business decision to enter into the Merger Agreement. The opinion does not constitute a recommendation to any holder of Company Ordinary Shares as to how such holders should act with respect to the merger or any other matter and does not in any manner address the prices at which Company Ordinary Shares will trade at any time. In addition, PWP expressed no opinion as to the fairness of the merger to the holders of any class of securities, creditors or other constituencies of Norwegian. PWP provided its opinion for the information and assistance of the Transaction Committee in connection with, and for the purposes of its evaluation of, the merger. This summary is qualified in its entirety by reference to the full text of the opinion. See "The Prestige Acquisition — Opinion of Perella Weinberg Partners LP."

Summary of the Financing of the Prestige Acquisition (page 34)

Financing of the Prestige Acquisition. The Prestige Acquisition will be financed with cash on hand and, in part, proceeds from the Senior Facilities (as described herein) and the Bridge Facility (as described herein). Consummation of the Prestige Acquisition is conditioned upon our obtaining financing as contemplated therein. See "The Prestige Acquisition — Financing of the Prestige Acquisition."

Summary of the Appraisal Rights in Connection with the Prestige Acquisition (page 34)

No Appraisal Rights in Connection with the Prestige Acquisition. Securityholders of Prestige will not be entitled to exercise appraisal or dissenters rights under the laws of the Republic of Panama or the laws of Bermuda in connection with the Prestige Acquisition or the Share Issuance. See "The Prestige Acquisition — No Appraisal Rights in Connection with the Prestige Acquisition."

Summary of the Interest of Certain Persons in the Prestige Acquisition (page 35)

Agreements Among Apollo, Prestige and the Company. AAA Guarantor — Co-Invest VI (B), L.P., AIF VI NCL (AIV), L.P., AIF VI NCL (AIV II), L.P., AIF VI NCL (AIV III), L.P., AIF VI NCL (AIV IV), L.P., Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Overseas Partners VI, L.P. and Apollo Overseas Partners (Germany) VI, L.P. (collectively, the "Apollo Funds") currently own approximately 20.0% of the issued and outstanding Company Ordinary Shares and control the Board, and funds affiliated with Apollo also currently control Prestige, owning approximately 80% of Prestige's economics. Accordingly, in connection with the transactions described herein, funds affiliated with Apollo will receive approximately 80% of the consideration to be paid by the Company in the merger (the "Merger Consideration").

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Apollo currently is party to a Management Consulting Agreement (the "Management Consulting Agreement") with Oceania Cruises, Inc. ("Oceania"), a subsidiary of Prestige. Under the Management Consulting Agreement, Apollo is entitled to receive an annual fee of $875,000 in exchange for providing various management consulting and advisory services to Oceania and its subsidiaries. Apollo has received a final payment under the Management Consulting Agreement and the Management Consulting Agreement has been terminated effective October 1, 2014.

Executive Compensation. None of the Company's named executive officers will receive any compensatory payments or benefits that constitute "golden parachute" compensation within the meaning of Item 402(t) of Regulation S-K. The following named executive officers of Prestige will receive compensatory payments or benefits that constitute "golden parachute" compensation within the meaning of Item 402(t) of Regulation S-K, assuming for such purpose that the named executive officer's employment were terminated by the Company without "cause" or by the officer with "good reason" (or, in the case of Mr. Kamlani, due to a "constructive termination") (each a "qualifying termination") immediately following the Closing: (i) Frank J. Del Rio, Chief Executive Officer and Chairman of Prestige's board of directors; (ii) Jason M. Montague, Executive Vice President, Chief Financial Officer; (iii) Robert J. Binder, Vice Chairman and President; (iv) Kunal S. Kamlani, President and Chief Operating Officer of Prestige Cruise Holdings, Inc., a wholly owned subsidiary of Prestige; and (v) T. Robin Lindsay, Executive Vice President of Vessel Operation. See "Interest of Certain Persons in the Prestige Acquisition — Executive Compensation."

Summary of the Agreement and Plan of Merger (page 39)

Upon the consummation of the Prestige Acquisition, Prestige will become a wholly owned, indirect subsidiary of the Company. The Closing will take place on the third business day following the satisfaction or waiver of each of the closing conditions set forth in the Merger Agreement, or on such other date as may be agreed upon in writing by Prestige and us. The Merger Agreement contains customary covenants and customary representations and warranties made by Prestige, the Company and the Stockholders' Representative. The consummation of the Prestige Acquisition and the transactions contemplated thereby are subject to, among other things, the satisfaction or waiver of the certain conditions specified in the Merger Agreement. Each of the Company and Prestige has agreed to indemnify the other and certain related parties for certain losses until the date that is nine (9) months following the anniversary of the date of the Closing (the "Closing Date"), subject to certain caps and deductibles, as set forth in the Merger Agreement. The Merger Agreement may be terminated at any time before the Closing upon the occurrence of certain conditions, as set forth in the Merger Agreement. Subject to certain conditions, if the Merger Agreement is terminated under certain circumstances principally related to our failure to consummate the Prestige Acquisition due to the failure to obtain the necessary financing, the Company shall pay or cause to be paid to Prestige a termination fee of $88,900,000 in cash (the "Termination Fee"). See "The Agreement and Plan of Merger."

Summary of the Historical Condensed Consolidated Financial Data of Norwegian (page 46)

Note 12 — "Condensed Financial Information of the Registrant" to the Notes to the Consolidated Financial Statements of the Registrant contained in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the U.S. Securities and Exchange Commission (the "SEC") on February 21, 2014, is incorporated by reference herein.

Summary of the Selected Historical Consolidated Financial Data of Prestige (page 47)

The following tables set forth a summary of Prestige's consolidated financial and operating data for the periods presented. Prestige's consolidated balance sheets as of December 31, 2013, 2012 and 2011 and the related consolidated statements of operations and of cash flows for each of the three years in the period ended December 31, 2013 have been derived from Prestige's audited financial statements included elsewhere in this Information Statement (with the exception of the consolidated balance sheet as of December 31, 2011). In addition, Prestige's consolidated balance sheets as of June 30, 2014 and June 30, 2013 and the related consolidated statements of operations and of cash flows for each of the six-month periods ended June 30, 2014 and 2013 and the notes thereto have been derived from Prestige's unaudited financial

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statements also appearing herein (with the exception of the consolidated balance sheet as of June 30, 2013, which is not included in this Information Statement) and which, in the opinion of Prestige's management, contain all normal recurring adjustments necessary for a fair statement of the results for the unaudited interim periods. Prestige has prepared its unaudited consolidated financial statements on the same basis as its audited consolidated financial statements and, in the opinion of Prestige's management, have included all adjustments, which include only normal recurring adjustments, necessary to present fairly in all material respects Prestige's financial position and results of operations. The results for any interim period are not necessarily indicative of the results that may be expected for the full year.

Prestige utilizes a variety of operational and financial metrics to evaluate its performance and financial condition. Prestige uses certain financial measures that are not in accordance with generally accepted accounting principles in the United States ("GAAP"), such as Prestige EBITDA, Prestige Adjusted EBITDA, Prestige Net Per Diems and Prestige Net Yields, each of which is defined below, to enable it to analyze its performance and financial condition. Prestige utilizes these financial measures to manage its business on a day-to-day basis and believes that they are the most relevant measures of its performance. Some of these measures are commonly used in the cruise industry to measure performance. Prestige believes these non-GAAP measures provide expanded insight to measure revenue and cost performance, in addition to the standard GAAP-based financial measures. There are no specific rules or regulations for determining non-GAAP measures, and as such, they may not be comparable to measures used by other companies within Prestige's industry. The presentation of non-GAAP financial information should not be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

Historical results are not necessarily indicative of results that may be expected for any future period. The summary consolidated financial and operating data presented in the tables below should be read in conjunction with "Selected Historical Consolidated Financial Data of Prestige," "Management's Discussion and Analysis of Financial Conditions and Results of Operations of Prestige" and Prestige's consolidated financial statements and the related notes included elsewhere in this Information Statement.

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	Six Months Ended June 30,		Year Ended December 31,		
	2014	2013	2013	2012	2011
	(all dollar amounts in thousands, except per share data)				
Statement of Operating Data:					
Revenues					
Passenger ticket	$ 524,244	$ 478,007	$ 1,001,610	$ 947,071	$ 834,868
Onboard and other	85,691	74,008	162,947	151,213	134,270
Charter	5,840	9,312	18,779	13,737	—
Total revenue	615,775	561,327	1,183,336	1,112,021	969,138
Expenses					
Cruise Operating Expense					
Commissions, transportation and other	167,763	156,732	323,841	331,254	271,527
Onboard and other	24,606	20,111	43,518	40,418	36,854
Payroll, related and food	91,547	88,268	177,953	168,594	153,754
Fuel	55,142	54,598	101,690	101,685	92,921
Other ship operating	50,228	47,621	98,062	95,808	86,022
Other	28,816	5,404	16,416	21,968	26,305
Total cruise operating expense	418,102	372,734	761,480	759,727	667,383
Selling and administrative	99,320	90,266	174,866	153,747	145,802
Depreciation and amortization	43,051	41,926	83,829	93,003	79,269
Total operating expense	560,473	504,926	1,020,175	1,006,477	892,454
Operating income	55,302	56,401	163,161	105,544	76,684
Non-Operating Income (expense)					
Interest income	249	240	540	752	670
Interest expense	(68,103)	(70,858)	(141,634)	(131,651)	(101,560)

	Six Months Ended June 30,		Year Ended December 31,		
Other income (expense) (1)	(2,170)	3,308	13,209	22,956	(45,901)
Total non-operating expense	(70,024)	(67,310)	(127,885)	(107,943)	(146,791)
(Loss) income before income taxes	(14,722)	(10,909)	35,276	(2,399)	(70,107)
Income tax expense	(333)	112	246	(213)	335
Net (loss) income	$ (15,055)	$ (10,797)	$ 35,522	$ (2,612)	$ (69,772)
Earnings (loss) per share					
Basic	$ (1.11)	$ (0.80)	$ 2.62	$ (0.19)	$ (5.14)
Diluted	$ (1.11)	$ (0.80)	$ 1.88	$ (0.19)	$ (5.14)

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	As of and for the Six Months Ended June 30,		As of and for the Year Ended December 31,		
	2014	2013	2013	2012	2011
	(in thousands, except per share data)				
Balance sheet data (at end of period):					
Cash and cash equivalents	$ 281,567	$ 263,081	$ 286,419	$ 139,556	$ 147,212
Restricted cash (2)	767	50,893	43,401	63,692	58,168
Property and equipment, net	2,040,637	2,004,103	2,012,710	2,035,449	1,644,971
Total assets	2,973,951	2,957,679	2,989,886	2,872,110	2,479,581
Passenger deposits (2)	534,142	449,112	432,564	365,296	336,203
Long-term debt (3)	1,452,546	1,647,975	1,596,218	1,695,656	1,328,518
Total debt (3)	1,542,109	1,716,567	1,686,544	1,713,216	1,350,840
Related party notes payable	738,783	686,186	711,617	661,304	615,143
Total liabilities	2,959,661	2,979,769	2,962,304	2,885,453	2,489,409
Total stockholders' equity (deficit)	14,290	(22,090)	27,582	(13,343)	(9,828)
Cash flow data:					
Net cash provided by operating activities	166,156	123,802	230,724	188,068	186,317
Net cash used in investing activities	(15,965)	2,939	(33,086)	(539,501)	(603,733)
Net cash (used in) provided by financing activities	(154,961)	2,975	(50,743)	343,621	447,193
Operating data:					
Passenger Days Sold (4)	1,002,253	978,607	1,978,998	1,873,691	1,688,958
	1,057,086	1,042,198	2,094,670	1,985,522	1,836,722

	As of and for the Six Months Ended June 30,		As of and for the Year Ended December 31,		
Available Passenger Cruise Days (5)					
Occupancy (6)	94.8 %	93.9 %	94.5 %	94.4 %	92 %
Prestige Net per Diem (7)(9)	$ 416.63	$ 383.37	$ 402.83	$ 387.80	$ 391.22
Prestige Gross Yield (8)(9)	577.00	529.66	555.96	553.15	527.65
Prestige Net Yield (9)	395.02	359.98	380.58	365.96	359.75
Prestige Adjusted EBITDA (10)	104,029	102,907	255,798	227,337	182,196
Capital Expenditures	(58,525)	(9,978)	53,420	478,962	535,531

(1)

- Other income (expense) consists of a variety of non-operating items including but not limited to foreign transaction gains and losses, gain (loss) on early extinguishment of debt and realized and unrealized gain (loss) on derivative instruments.

(2)

- Total restricted cash represents reserve requirements for credit card and vendor agreements.

(3)

- Includes the debt discount of $26.4 million and $29.4 million as of June 30, 2014 and 2013, respectively and $29.7 million and $32.8 million as of December 31, 2013 and 2012, respectively. There was no debt discount as of December 31, 2011.

(4)

- Passenger Days Sold refers to the number of revenue passengers carried for the period multiplied by the number of days within the period in their respective cruises.

(5)

- Available Passenger Cruise Days ("APCD") is Prestige's measurement of capacity and represents double occupancy per cabin multiplied by the number of cruise days for the period. Prestige uses this measure to perform capacity and rate analysis to identify its main non-capacity drivers which cause its cruise revenue and expense to vary.

(6)

- Occupancy is calculated by dividing Passenger Days Sold by APCD. See "Management's Discussion and Analysis of Financial Conditions and Results of Operations of Prestige — Key Operational and Financial Metrics, including Non-GAAP Measures."

(7)

- Prestige Net Per Diem represents Prestige Net Revenue divided by Passenger Days Sold. See "Management's Discussion and Analysis of Financial Conditions and Results of Operations of Prestige — Key Operational and Financial Metrics, including Non-GAAP Measures."

(8)

- Prestige Gross Yield refers to total revenue, excluding charter per APCD. See "Management's Discussion and Analysis of Financial Conditions and Results of Operations of Prestige — Key Operational and Financial Metrics, including Non-GAAP Measures."

(9)

- Prestige Net Yield refers to Prestige Net Revenue per APCD. See "Management's Discussion and Analysis of Financial Conditions and Results of Operations of Prestige — Key Operational and Financial Metrics, including Non-GAAP Measures."

Prestige utilizes Prestige Net Revenue, Prestige Net Per Diem and Prestige Net Yield to manage its business on a day-to-day basis and believes that they are the most relevant measures of Prestige's revenue performance. The table below illustrates the calculation of Prestige Net Revenue, Prestige Net Per Diem, Prestige Gross Yield and Prestige Net Yield.

	Six Months Ended June 30,		Year Ended December 31,		
	2014	2013	2013	2012	2011
	(in thousands, except operating data)				
Passenger ticket revenue	$ 524,244	$ 478,007	$ 1,001,610	$ 947,071	$ 834,868
Onboard and other revenue	85,691	74,008	162,947	151,213	134,270
Total revenue, excluding charter	609,935	552,015	1,164,557	1,098,284	969,138
Less:					
Commissions, transportation and other expense	167,763	156,732	323,841	331,254	271,527
Onboard and other expense	24,606	20,111	43,518	40,418	36,854
Prestige Net Revenue	$ 417,566	$ 375,172	$ 797,198	$ 726,612	$ 660,757
Passenger Days Sold	1,002,253	978,607	1,978,998	1,873,691	1,688,958
Available Passenger Cruise Days	1,057,086	1,042,198	2,094,670	1,985,522	1,836,722
Prestige Net Per Diem	$ 416.63	$ 383.37	$ 402.83	$ 387.80	$ 391.22
Prestige Gross Yield	$ 577.00	$ 529.66	$ 555.96	$ 553.15	$ 527.65
Prestige Net Yield	$ 395.02	$ 359.98	$ 380.58	$ 365.96	$ 359.75

(10)

- Prestige Adjusted EBITDA refers to net income (loss) excluding depreciation and amortization, interest income, interest expense, other income (expense), and income tax benefit (expense), and other supplemental

adjustments in connection with the calculation of certain financial ratios permitted in calculating covenant compliance under the indenture governing Regent's second-priority senior secured notes (the "Regent Senior Secured Notes") and the credit agreement, dated as of July 2, 2013, among Oceania and OCI Finance Corp., as borrowers, the lenders and agents party thereto, Deutsche Bank AG, New York Branch, as administrative agent and collateral agent and as mortgage trustee, as amended on February 7, 2014 (the "Oceania Credit Facility") and the credit agreement, dated as of August 21, 2012, among Classic Cruises, LLC, Classic Cruises II, LLC, Seven Seas Cruises S. DE R.L. and SSC Finance Corp., as borrowers, the lenders and agents party thereto and Deutsche Bank AG, New York Branch, as administrative agent and as collateral agent, as amended through February 7, 2014 (the "Regent Credit Facility").

Prestige believes Prestige EBITDA and Prestige Adjusted EBITDA can provide a more complete understanding of the underlying operating results and trends and an enhanced overall understanding of its financial performance and prospects for the future. Prestige EBITDA is defined as net income (loss) excluding depreciation and amortization, net interest expense and income tax benefit (expense). This non-GAAP financial measure has certain material limitations, including:

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- It does not include net interest expense. As Prestige has borrowed money for general corporate purposes, interest expense is a necessary element of our costs and ability to generate profits and cash flows; and

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- It does not include depreciation and amortization expense. As Prestige uses capital assets, depreciation and amortization are necessary elements of its costs and ability to generate profits and cash flows.

Prestige believes Prestige Adjusted EBITDA, when considered along with other performance measures, is a useful measure as it reflects certain operating drivers of its business, such as sales growth, operating costs, selling and administrative expense, and other operating income and expense.

While Prestige Adjusted EBITDA is not a recognized measure under GAAP, Prestige's management uses this financial measure to evaluate and forecast Prestige's business performance. Prestige Adjusted EBITDA is not intended to be a measure of liquidity or cash flows from operations or a measure comparable to net income as it does not take into account certain requirements such as capital expenditures and related depreciation, principal and interest payments, and tax payments, and it is subject to certain additional adjustments as permitted under the agreements governing our indebtedness. Prestige's use of Prestige Adjusted EBITDA may not be comparable to other companies within our industry. Prestige's management compensates for these limitations by using Prestige Adjusted EBITDA as only one of several measures for evaluating Prestige's business performance. In addition, capital expenditures, which impact depreciation and amortization, interest expense, and income tax benefit (expense), are reviewed separately by Prestige's management.

The following table provides a reconciliation of net income (loss) to Prestige Adjusted EBITDA:

	Six Months Ended June 30,		**Year Ended December 31,**		
	2014	**2013**	**2013**	**2012**	**2011**
			(in thousands)		
Net (loss) income	$ (15,055)	$ (10,797)	$ 35,522	$ (2,612)	$ (69,772)
Interest income	(249)	(240)	(540)	(752)	(670)
Interest expense, net of capitalized interest	68,103	70,858	141,634	131,651	101,560
Depreciation and amortization	43,051	41,926	83,829	93,003	79,269
Income tax (expense) benefit	333	(112)	(246)	213	(335)
	96,183	101,635	260,199	221,503	110,052
Other (income) expense	2,170	(3,308)	(13,209)	(22,956)	45,901
Equity-based compensation/ transactions (a)	1,244	781	1,371	2,129	2,153
Fuel hedge (loss) gain (b)	694	15	814	4,792	10,553
Loss on disposal (c)	903	—	146	771	1,174
Newbuild (d)	—	—	—	11,088	4,051
Other addback expenses per credit agreement (e)	2,835	3,784	6,477	10,010	8,312
Prestige Adjusted EBITDA	$ 104,029	$ 102,907	$ 255,798	$ 227,337	$ 182,196

(a)

- Equity-based compensation/transactions represent stock compensation expense in each period.

(b)

- Fuel hedge (loss) gain represents the realized (loss) gain on fuel hedges triggered by the settlement of the hedge instrument and is included in other income (expense).

(c)

- Loss on disposal primarily represents asset write-offs during vessel drydock periods.

(d)

- Newbuild represents costs incurred specific to new ships that Prestige has contracted to build.

(e)

- Other addback expenses per credit agreement represents the net impact of time out of service as a result of unplanned repairs to vessels; expenses associated with consolidating corporate headquarters; certain professional fees and other costs associated with raising capital through debt and equity offerings; certain litigation fees; restructuring fees representing expenses associated with personnel changes, lease termination; management fees paid to Apollo per Prestige's management agreement; and other corporate reorganizations to improve efficiencies.

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GENERAL
This Information Statement is being delivered to our shareholders in connection with the Share Issuance to certain securityholders of Prestige in connection with the Prestige Acquisition. Following the consummation of the Prestige Acquisition, Prestige will become a wholly owned, indirect subsidiary of the Company.
Approval of the Prestige Acquisition
On July 16, 2014, the Board determined to establish the Transaction Committee, to appoint disinterested members of the Board to serve on the Transaction Committee (consisting of directors Messrs. Lim, Chidsey, Chua, Peterson, Revell and Salerno) and to delegate to the Transaction Committee the full authority to, among other things, direct any process of consideration of an acquisition of Prestige and potential alternative transactions, negotiate the terms of any such potential transaction and approve or reject any such proposed transaction.
On September 2, 2014, the Transaction Committee held a meeting in London, United Kingdom, with representatives of the outside legal counsel and financial advisor of the Transaction Committee participating. After discussion, including review and consideration of the factors described under "The Prestige Acquisition — Recommendation and Reasons for the Prestige Acquisition", the Transaction Committee unanimously determined that the Merger Transactions were in the best interests of the Company and the Company's shareholders. The Transaction Committee unanimously approved the Merger Agreement and the Merger Transactions and recommended that the Company's shareholders approve the Share Issuance, as described under "The Prestige Acquisition — Background of the Prestige Acquisition."
In addition, on September 2, 2014, Genting, STAR and TPG, each of whose consent to the Prestige Acquisition is required pursuant to the terms of the Shareholders' Agreement, consented to the Prestige Acquisition.
Requirement to Obtain Shareholder Approval
We are subject to the NASDAQ Stock Market Listing Rules because the Company Ordinary Shares are currently listed on the NASDAQ Global Select Market.
Pursuant to NASDAQ Stock Market Listing Rule 5635(a)(2), when a NASDAQ-listed company proposes to issue securities in connection with the acquisition of the stock of another company, shareholder approval is required if (a) a substantial shareholder of such company has a 5% or greater interest, directly or indirectly, in such target company or the assets to be acquired or in the consideration to be paid in the transaction or series of related transactions and (b) the present or potential issuance of ordinary shares could result in an increase in outstanding ordinary shares or voting power of 5% or more. NASDAQ Stock Market Listing Rule 5635(e)(3) defines a substantial shareholder as the holder of an interest of 5% or more of either the number of shares of common stock or the voting power outstanding of a NASDAQ-listed company. Because investment funds affiliated with Apollo Global Management, LLC (collectively, "Apollo") currently own approximately 20.0% of the issued and outstanding Company Ordinary Shares, Apollo is considered a substantial shareholder of the Company under NASDAQ Stock Market Listing Rule 5635(e)(3). Apollo also currently controls Prestige, owning approximately 80% of Prestige's economics. Therefore, pursuant to NASDAQ Stock Market Listing Rule 5635(a)(2), the Company sought the approval, by written consent, of Apollo, Genting Hong Kong Limited ("Genting"), STAR NCLC Holdings Ltd. ("STAR"), and TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P., and TPG Viking AIV III, L.P. (collectively, "TPG"), which together held Company Ordinary Shares representing a majority of the issued and outstanding Company Ordinary Shares as of the Record Date, for the Share Issuance pursuant to the terms of the Merger Agreement (the "Written Consent").
On September 2, 2014, Apollo, Genting, STAR, and TPG executed, in accordance with bye-law 39 of the Company's amended and restated bye-laws, the Written Consent, attached as Annex D to this Information Statement. The Share Issuance approved by the Written Consent will not be made prior to November 5, 2014, which is twenty (20) calendar days following the date on which the definitive form of this Information Statement is first mailed to our shareholders.

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No Voting Required

We are not seeking a vote, authorizations or proxies from you. Bye-law 39 of the Company's amended and restated bye-laws provides that shareholders may take action without a meeting of the shareholders and without prior notice if a consent in writing, setting forth the action so taken, is signed by the holders of the outstanding voting shares holding not less than the minimum number of votes that would be necessary to approve such action at a shareholders meeting. The approval by at least a majority of the outstanding voting power of the Company Ordinary Shares is required to approve the Share Issuance pursuant to the Merger Agreement for purposes of NASDAQ Stock Market Listing Rule 5635(a)(2).

As of the Record Date, we had 203,213,068 ordinary shares, par value $0.001 per share (the "Company Ordinary Shares"), issued and outstanding and entitled to vote on the Share Issuance pursuant to the Merger Agreement. Each Company Ordinary Share is entitled to one vote per Company Ordinary Share. The shareholders of the Company who approved the Share Issuance by Written Consent held 113,638,668 Company Ordinary Shares as of the Record Date.

Notice Pursuant to the Company's Amended and Restated Bye-laws

Pursuant to bye-laws 24 and 39 of the Company's amended and restated bye-laws, we provided written notice of the action taken by the Written Consent to our shareholders who did not consent in writing to such action. Such written notice was included in our Current Report on Form 8-K filed with the SEC on September 4, 2014 and is also available on our website at: http:/ / www.investor.ncl.com/ .

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THE PRESTIGE ACQUISITION

The Parties

Our Company.   The Company is a Bermuda limited company formed as a holding company in 2011, which owns 100% of the ordinary shares of NCLC, with predecessors dating from 1966. We are a leading global cruise line operator, offering cruise experiences for travelers with a wide variety of itineraries in North America (including Alaska and Hawaii), the Mediterranean, the Baltic, Central America, Bermuda and the Caribbean. We strive to offer an innovative and differentiated cruise vacation with the goal of providing our guests the highest levels of overall satisfaction on their cruise experience. In turn, we aim to generate the highest guest loyalty and greatest numbers of repeat guests. We created a distinctive style of cruising called “Freestyle Cruising” onboard all of our ships, which we believe provides our guests with the freedom and flexibility associated with a resort style atmosphere and experience as well as more dining options than a traditional cruise. We established the very first private island developed by a cruise line in the Bahamas with a diverse offering of activities for guests. We are also the only cruise line operator to offer an entirely inter-island itinerary in Hawaii.

By providing such a distinctive experience and appealing combination of value and service, we straddle both the contemporary and premium segments. As a result, we have been recognized for our achievements as the recipient of multiple honorary awards mainly consisting of reviews tabulated from the readers of travel periodicals such as Travel Weekly, Condé Nast Traveler and Travel + Leisure. We have been recognized as “Europe’s Leading Cruise Line” six years in a row, as well as both “Caribbean’s Leading Cruise Line” and “World’s Leading Large Ship Cruise Line” by the World Travel Awards. Norwegian Breakaway, which was launched in 2013, has been named “Best New Ship” by the editors of Cruise Critic and “Best Rookie Cruise Ship” by the readers of Travel Weekly.

We offer a wide variety of cruises ranging in length from one day to three weeks. During 2013, we docked at 114 ports worldwide, with itineraries originating from 18 ports of which nine are in North America. In line with our strategy of innovation, many of these North American ports are part of our “Homeland Cruising” program in which we have homeports that are close to major population centers, such as New York, Boston and Miami. This reduces the need for vacationers to fly to distant ports to embark on a cruise and helps reduce our guests’ overall vacation cost. We offer a wide selection of exotic itineraries outside of the traditional cruising markets of the Caribbean and Mexico; these include cruises in Europe, including the Mediterranean and the Baltic, Bermuda, Alaska and the industry’s only entirely inter-island itinerary in Hawaii with our U.S.-flagged ship, Pride of America. This itinerary is unparalleled in the cruise industry, as all other vessels from competing cruise lines are registered outside the U.S. and are required to dock at a distant foreign port when providing their guests with a Hawaii-based cruise itinerary.

Each of our 13 modern ships has been purpose-built to consistently deliver our “Freestyle Cruising” product offering across our entire fleet, which we believe provides us with a competitive advantage. By focusing on “Freestyle Cruising,” we have been able to achieve higher onboard spend levels, greater customer loyalty and the ability to attract a more diverse clientele.

As a result of our strong operating performance, the growing demand we see for our distinctive cruise offering and the rational supply outlook for the industry, we added new ships to our fleet. In 2010, we launched a newbuild program for the next generation of Freestyle Cruising vessels. We placed an order with Meyer Werft for two new cruise ships: Norwegian Breakaway, which was delivered in April 2013, and Norwegian Getaway, which was delivered in January 2014. These ships are approximately 144,000 Gross Tons (a “Gross Ton” is a unit of enclosed passenger space on a cruise ship, such that one Gross Ton equals 100 cubic feet or 2.831 cubic meters) with 4,000 Berths (a “Berth” is double occupancy capacity per cabin (single occupancy per studio cabin) even though many cabins can accommodate three or more passengers). As of January 31, 2014, we have the youngest fleet among the major North American cruise brands as Norwegian Getaway joins Norwegian Breakaway as the latest generation of “Freestyle Cruising” ships and these ships include some of the most popular elements of our recently delivered ships together with new and differentiated features.

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We also have orders with Meyer Werft for four additional ships for delivery in the fall of 2015, the spring of 2017, the spring of 2018 and the fall of 2019. These ships will be approximately 163,000 Gross Tons to 164,600 Gross Tons and 4,200 Berths each. The combined contract cost of these four ships is approximately €3 billion. We have export credit financing in place that provides financing for 80% of their contract prices.
Our senior management team has delivered consistent growth and has driven measurable improvements in operating metrics and cash flow generation across several different operating environments. Under the leadership of our President and Chief Executive Officer, Kevin M. Sheehan, we significantly differentiated the Norwegian brand, largely with the “Freestyle Cruising” concept that accelerated revenue growth and contributed to improving our operating income margins by approximately 1,350 basis points since the beginning of 2008 through the end of 2013. Our management team was augmented in key areas such as Sales, Marketing, Hotel Operations and Finance and has since implemented major initiatives such as enhancing onboard service and amenities across the fleet, expanding our European presence and overseeing a newbuild program that included the successful launches in April 2013 and January 2014 of our most innovative ships to date, Norwegian Breakaway and Norwegian Getaway.
Merger Sub. Merger Sub is a corporation organized under the laws of the Republic of Panama and a wholly owned, indirect subsidiary of the Company and a wholly owned subsidiary of NCLC. Merger Sub was formed on August 18, 2014 solely for the purpose of effecting the transactions contemplated by the Merger Agreement.
Apollo Global Management, LLC and its subsidiaries. Apollo Global Management, LLC, founded in 1990, is a leading global alternative investment manager with offices in New York, Los Angeles, Houston, Toronto, London, Frankfurt, Luxembourg, Singapore, Hong Kong and Mumbai. As of June 30, 2014, Apollo had assets under management of over $167.5 billion invested in its private equity, credit and real estate businesses. Apollo also currently controls Prestige, owning approximately 80% of Prestige’s economics. Investment funds managed by Apollo also have current and past investments in other travel and leisure companies, including Caesars Entertainment Corporation, Great Wolf Resorts, Vail Resorts, AMC Entertainment, Wyndham International and other hotel properties.
Genting Hong Kong Limited and STAR NCLC Holdings Ltd. Genting was founded in 1993 and through its subsidiary, Star Cruises Asia Holding Ltd., operates a leading cruise line in the Asia-Pacific region. Its headquarters are located in Hong Kong and it is represented in more than 20 locations worldwide, with offices and representatives in Asia, Australia, Europe and the U.S. Genting currently has a fleet of six ships, which offer various cruise itineraries in the Asia Pacific region.
TPG Global and its affiliates. TPG Global, LLC is a leading global private investment firm founded in 1992 with $66 billion of assets under management as of June 30, 2014 and with offices in Austin, Beijing, Dallas, Fort Worth, Hong Kong, Houston, London, Luxembourg, Melbourne, Moscow, Mumbai, New York, San Francisco, São Paulo, Shanghai, Singapore, Tokyo and Toronto. TPG Global, LLC has extensive experience with global public and private investments executed through leveraged buyouts, recapitalizations, spinouts, growth investments, joint ventures and restructurings.
Prestige. Prestige is a corporation organized under the laws of the Republic of Panama. Prestige is a global cruise line operator in the upscale cruise segment. Prestige operates two upscale cruise brands, Oceania Cruises and Regent Seven Seas Cruises, which operate in over 300 ports around the globe. Prestige’s principal executive offices are located at 8300 NW 33rd Street, Suite 100, Miami, Florida 33122.
The Prestige Acquisition
After the consummation of the Prestige Acquisition, NCLC will beneficially own the entire equity interest in Prestige.
The Prestige Acquisition Consideration
Pursuant to the Merger Agreement, at the Closing, in accordance with the laws of the Republic of Panama, Merger Sub will merge with and into Prestige, and the separate corporate existence of Merger Sub will cease and Prestige will continue its corporate existence under the laws of the Republic of Panama as the

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surviving corporation and as a wholly owned, indirect subsidiary of the Company. At the Closing, all (i) issued and outstanding shares of Prestige Common Stock (other than shares that are owned by Prestige as treasury stock), (ii) issued and outstanding shares of Class B common stock of Prestige, par value $0.01 per share (other than shares that are owned by Prestige as treasury stock) and (iii) outstanding, eligible Prestige Options, will be cancelled and automatically converted into the right to receive, in the aggregate, an amount of cash equal to $1,108,798,350 and the Stock Consideration (valued on the date of execution of the Merger Agreement at approximately $670,000,000 based on the volume weighted average trading price of the Company Ordinary Shares for the twenty trading days preceding August 29, 2014 of $33.01 per share), subject to any applicable withholding and transfer taxes, and in the case of each share of Prestige Common Stock and each eligible Prestige Option, a pro rata portion of a contingent payment, if any, of up to $50,000,000 in cash subject to the achievement of certain milestones set forth in the Merger Agreement. The cash portion of the Merger Consideration will be financed with cash on hand and, in part, proceeds from the Senior Facilities (as described herein) and the Bridge Facility (as described herein).

Background of the Prestige Acquisition

The Company’s management and the Board regularly review the Company’s performance and prospects in light of its business and developments in the cruise industry. These reviews have included consideration, from time to time, of potential strategic alternatives, including strategic acquisitions.

In June 2014, Kevin Sheehan, the Company’s Chief Executive Officer, requested that representatives from Barclays meet with him to discuss the possible acquisition of Prestige by the Company. On June 23, 2014, Mr. Sheehan contacted Frank Del Rio, Chief Executive Officer of Prestige, and requested a meeting on June 24, 2014, in Miami, Florida. Following that discussion, Mr. Sheehan sent Mr. Del Rio a draft confidentiality agreement.

On June 24, 2014, Mr. Sheehan and Mr. Del Rio met in Miami, Florida to discuss, among other things, the possibility of an acquisition of Prestige by the Company. Mr. Del Rio indicated that he believed an appropriate value for Prestige would be $3.5 billion. The same day, Mr. Del Rio executed the confidentiality agreement.

During the course of the ensuing two weeks, Mr. Sheehan discussed with members of management and certain disinterested directors of the Board, among other things, the potential benefits to the Company of acquiring Prestige, and certain disinterested directors further discussed the potential transaction. In early July 2014, members of management of each of the Company and Prestige met in Miami, Florida, to conduct preliminary due diligence on Prestige with a view to subsequently having preliminary discussions regarding the possible structure and terms of a potential acquisition.

On July 10, 2014, the Board held a telephonic meeting to discuss the potential acquisition of Prestige by the Company. Because affiliates of Apollo control Prestige and its board of directors, Messrs. Abrams, Aron, Crowe, Martinez and Seminara, each a director of the Company employed by Apollo or its affiliates or partners, recused themselves from the meeting and any further discussion relating to the possible acquisition. During the meeting, the Board discussed, among other things, the establishment of a transaction committee consisting of disinterested directors to evaluate a potential acquisition of Prestige, as well as the appointment of independent outside legal counsel and financial advisors for the committee.

On July 16, 2014, the Board held a telephonic meeting to discuss and establish the Transaction Committee and to appoint disinterested members of the Board to serve on the Transaction Committee. Messrs. Abrams, Aron, Crowe, Martinez and Seminara recused themselves from the meeting. Also present at the meeting by invitation of the Board were representatives of Cravath, Swaine & Moore LLP (“Cravath”) and PWP. Cravath provided the directors with an overview of their fiduciary duties in connection with the evaluation of a potential transaction with Prestige, including the need for the directors to disclose any actual or potential conflicts of interest. Following discussion, the directors present at the meeting determined that none had any material conflict of interest in connection with the potential transaction. Further, the directors present at the meeting unanimously determined to establish the Transaction Committee, to appoint disinterested members of the Board to serve on the Transaction Committee (consisting of Messrs. Lim, Chidsey, Chua, Peterson, Revell and Salerno) and to delegate to the Transaction Committee the full authority to, among other things, direct any process of consideration of an

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acquisition of Prestige and potential alternative transactions, negotiate the terms of any such potential transaction and approve or reject any such proposed transaction. The directors present at the meeting also unanimously determined to establish a subcommittee of the Transaction Committee (the “Subcommittee”) to help facilitate and expedite matters before the Transaction Committee. Messrs. Peterson and Chua were appointed to the Subcommittee.

Immediately following the Board meeting on July 16, 2014, the Transaction Committee met, with representatives of Cravath and, for portions of the meeting, PWP participating, to discuss, among other things, the formal retention of independent outside legal counsel and an independent financial advisor as well as the next steps in the process of exploring a potential acquisition of Prestige. During the meeting, the Transaction Committee appointed Mr. Peterson as Chairman of the committee. The Transaction Committee also discussed and confirmed with the representatives of Cravath and PWP their qualifications and experience in comparable transactions and the absence of conflicts of interest in representing the Transaction Committee in connection with the potential acquisition of Prestige.

Members of management then joined the meeting and discussed with the Transaction Committee and the representatives of Cravath and PWP the proposed due diligence process to be conducted in order to provide the Transaction Committee with the information needed to determine whether, and at what price, to offer to acquire Prestige, as well as how to structure any such transaction. Following the departure of management and PWP, the Transaction Committee determined that it would formally engage Cravath as its independent outside counsel in connection with a potential transaction with Prestige and, subject to negotiating an acceptable fee arrangement, it would engage PWP as financial advisor to the Transaction Committee. The Subcommittee was authorized to formalize the engagement of PWP and also to negotiate the fees of Barclays as financial advisor to the Company.

From July 17 to July 29, 2014, representatives of Weil, Gotshal & Manges LLP (“Weil”), outside legal counsel to the Company, Barclays, Deloitte & Touche (“Deloitte”), accounting and tax advisor to the Company, Cravath and PWP, as well as members of management, conducted preliminary due diligence on Prestige. On July 18, 2014, Mr. Peterson and Mr. Del Rio met to discuss the possible acquisition of Prestige by the Company.

On July 29, 2014, the Transaction Committee held a telephonic meeting, with representatives of Cravath, PWP and, for portions of the meeting, management and Barclays participating, to discuss progress in the due diligence on Prestige and to consider and discuss the process moving forward. During the meeting, representatives of Barclays reviewed with the Transaction Committee Barclays’ preliminary financial analyses in connection with the potential acquisition of Prestige, including, among other things, its preliminary discounted cash flow analysis and preliminary analyses based on trading multiples of selected public companies in the cruise industry and selected comparable transactions. Following the departure of management and Barclays, representatives of PWP reviewed with the Transaction Committee PWP’s preliminary financial analyses in connection with the potential transaction, including its preliminary discounted cash flow analysis and preliminary analyses based on trading multiples of selected public companies in the cruise industry and selected comparable transactions. Following discussion of numerous factors, including, among other things, the preliminary financial analyses presented by each of Barclays and PWP, potential synergies associated with the potential acquisition, the anticipated pro forma leverage of the Company following the consummation of the proposed acquisition and a preliminary assessment of the potential market reaction to such an acquisition, the Transaction Committee determined that it would make an initial proposal to acquire Prestige at an enterprise value of $3.025 billion, with a consideration mix of approximately $1.2 billion in cash and the remainder in shares of Company Ordinary Shares (the “Initial Proposal”).

Later that day, Mr. Peterson and representatives of PWP contacted Mr. Martinez in his capacity as a member of the board of directors of Prestige to inform Mr. Martinez that the Company was preparing a proposal to acquire Prestige and would soon deliver a non-binding formal offer.

On July 30, 2014, the Transaction Committee met to finalize the details of the Initial Proposal and Mr. Peterson discussed with the Transaction Committee his conversation with Mr. Martinez.

On July 31, 2014, Mr. Sheehan and representatives of PWP had a telephone conversation with Mr. Martinez to discuss the Initial Proposal and the process moving forward. Mr. Martinez informed

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Mr. Sheehan and PWP that $3.025 billion did not represent sufficient value to Prestige's securityholders to proceed with the proposed acquisition and Prestige believed an enterprise value above $3.1 billion would be more appropriate, and indicated that certain parties at Prestige believed an enterprise value of $3.5 billion would be more appropriate. Mr. Martinez, Mr. Sheehan and PWP also discussed considering ways to bridge the value gap. Mr. Sheehan subsequently spoke to Mr. Del Rio, who conveyed a similar message. Later that day, an offer letter, reflecting the Initial Proposal, was sent to Prestige.

On August 3, 2014, Prestige sent a letter to the Company in response to the Initial Proposal informing the Company that the Initial Proposal did not represent sufficient value to Prestige's securityholders to proceed with the proposed acquisition. On August 4, 2014, Mr. Peterson and Mr. Martinez discussed Prestige's response to the Initial Proposal and Mr. Peterson requested that Mr. Martinez inform him of the price at which Prestige would consider moving forward with the proposed acquisition. Mr. Martinez informed Mr. Peterson that Prestige would soon respond more fully to the Initial Proposal.

On August 7, 2014, Mr. Martinez informed Mr. Peterson that, among other things, Prestige would be willing to proceed with the proposed acquisition at a price reflecting an enterprise value of Prestige equal to $3.125 billion. Later that day, the Transaction Committee held a telephonic meeting, with representatives of Cravath and PWP participating, to discuss, among other things, Prestige's response to the Initial Proposal, the Company's response to Prestige's counterproposal and the process moving forward. Following discussion of the various considerations, including, among other things, the potential risks associated with fluctuations in the debt and equity markets and the potential benefits of structuring the consideration so as to provide incentives for Prestige's management to meet certain performance targets, the Transaction Committee authorized Mr. Peterson to make a counterproposal that increased the offer amount in the form of a potential contingent payment.

On August 8, 2014, members of management of each of the Company and Prestige, as well as representatives of Deloitte, Barclays and PWP, participated in additional business, accounting and tax due diligence discussions. Later the same day, Mr. Peterson, Mr. Sheehan and Mr. Martinez had a telephone conversation during which Mr. Peterson informed Mr. Martinez that the Transaction Committee was willing to make a revised proposal reflecting an enterprise value of Prestige of $3.025 billion with consideration consisting of a mix of shares of Company Ordinary Shares and cash, plus a contingent cash payment of up to $50 million payable based upon the achievement of certain 2015 performance targets to be agreed (the "Revised Proposal").

On August 9, 2014, members of management of each of the Company and Prestige, as well as representatives of Barclays and PWP, discussed structural considerations related to the potential contingent payment.

On August 10, 2014, Mr. Peterson and Mr. Martinez had a telephone conversation and Mr. Martinez indicated that he believed the proposed acquisition made sense for both companies, and agreed to proceed with the proposed transaction on the basis of the Revised Proposal, subject to agreement on mechanics related to the contingent payment and other contract terms. Later the same day, Mr. Sheehan met Mr. Del Rio to discuss, among other things, the possible structure of the contingent payment.

On August 11, 2014, members of management of each of the Company and Prestige, as well as representatives of Barclays, PWP, Cravath, Weil, Paul, Weiss, Rifkind, Wharton & Garrison LLP, Prestige's outside legal counsel ("Paul Weiss"), and UBS Investment Bank, Prestige's financial advisor ("UBS"), participated in a telephone conversation to discuss, among other things, the further due diligence process and the details of the Revised Proposal. Later that day, a term sheet reflecting the Revised Proposal and a letter requesting exclusivity through September 4, 2014 (the "Exclusivity Letter") were sent to Prestige.

Between August 12 and September 2, 2014, the Company engaged in negotiations with several financial institutions in order to obtain the financing necessary to consummate the potential acquisition of Prestige.

Between August 12 and August 20, 2014, Prestige continued to respond to due diligence requests from the Company and several due diligence conversations and meetings occurred, including a day-long management due diligence session in Miami, Florida on August 14, 2014.

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On August 18, 2014, the parties executed the Exclusivity Letter and on August 19, 2014, a draft merger agreement was distributed to Paul Weiss. On August 19, 2014, representatives of Paul Weiss, Weil and Cravath discussed certain terms related to the contingent payment.

On August 20, 2014, representatives of Barclays and PWP contacted representatives of UBS to discuss, among other things, certain financial due diligence items. That same day, Paul Weiss distributed a list reflecting certain of Prestige's initial responses to certain terms in the draft merger agreement, including, among other things, provisions relating to indemnification, the capital structure of Prestige, closing conditions and the contract ramifications of a financing failure. Later that day, representatives of Paul Weiss, Cravath and Weil had a telephone conversation to discuss those issues.

On August 21, 2014, the Subcommittee held a telephonic meeting, with representatives of Cravath and PWP participating, to discuss, among other things, the status of the due diligence process, negotiations with Prestige and certain issues relating to the draft merger agreement. The representatives of PWP also discussed with the members of the Subcommittee possible amendments to be made to the Shareholders' Agreement in the event that the Transaction Committee determined to proceed with an acquisition of Prestige addressing, among other things, lock-ups of shares to be received by affiliates of Apollo and members of Prestige management in the potential acquisition.

On August 22, 2014, Weil sent Paul Weiss the Company's responses to the issues in the draft merger agreement raised by Prestige. Later that day, Weil discussed with Paul Weiss the Company's responses, including in respect of the treatment of accrued interest on Prestige's existing debt and the impact of certain other expenses when considering the equity value of Prestige.

On August 23, 2014, Paul Weiss sent comments to Weil and Cravath on the draft merger agreement. On August 24, 2014, Paul Weiss sent Prestige's responses to the issues list to Weil and Cravath.

On August 25, 2014, Paul Weiss sent to Weil, Cravath and the Company draft disclosure schedules to the merger agreement. On August 26, 2014, Weil sent to Paul Weiss the Company's responses to the issues list and the following day sent to Paul Weiss a revised draft of the merger agreement.

On August 27, 2014, the Transaction Committee held a telephonic meeting, with representatives of Cravath, PWP and, for portions of the meeting, Barclays, management and Weil participating. The Transaction Committee considered provisions of the draft merger agreement, including, among other things, the structure of the contingent payment potentially payable by the Company and the treatment of accrued interest on Prestige's existing indebtedness when considering the equity value of Prestige. The Transaction Committee also considered, among other things, the indemnification provisions, closing conditions and termination provisions of the draft merger agreement, including provisions relating to the termination of the agreement in the event of a financing failure and the amount of the related termination fee. Following discussion, the Transaction Committee directed its advisors to continue negotiations with Prestige and its advisors consistent with the Transaction Committee's direction.

Also during the meeting, Mr. Sheehan discussed with the Transaction Committee an update on the financial outlook of the Company and the impact of the potential acquisition on the Company, including, among other things, the anticipated leverage of the Company after consummation of the potential acquisition. The Transaction Committee discussed and considered the terms and status of the financing for the potential acquisition and the terms of the potential acquisition as part of the Company's growth strategy. During the meeting, representatives of Barclays and PWP also each reviewed with the Transaction Committee their updated financial analyses regarding the potential acquisition.

Between August 27 and September 2, 2014, the Company, Prestige and their respective legal counsel and financial advisors engaged in various negotiations regarding the terms of the draft merger agreement and associated issues lists, as well as the disclosure schedules prepared by each of Prestige and the Company. During this time, members of the Subcommittee spoke with representatives of the Company's management, Cravath and PWP in order to discuss issues raised during negotiations of the draft merger agreement and related matters, including with respect to future employment arrangements of Prestige.

On August 31, 2014, rumors of a possible transaction between the Company and Prestige were publicly reported. On August 31 and September 1, 2014, Mr. Peterson and Mr. Martinez had several discussions, certain of which included their respective advisors, to negotiate the final open points on the draft merger agreement.

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On September 2, 2014, the Transaction Committee held a meeting in London, United Kingdom, with representatives of Cravath, PWP and, for portions of the meeting, management and Barclays participating. Representatives of Barclays reviewed with the Transaction Committee its financial analysis of the consideration to be paid to Prestige's securityholders and delivered to the Transaction Committee an oral opinion, which was confirmed by delivery of a written opinion dated September 2, 2014, and attached to this Information Statement as Annex B, to the effect that, as of that date and based on and subject to various assumptions and limitations described in its opinion, the consideration to be paid by the Company pursuant to the merger agreement was fair, from a financial point of view, to the Company. Following the departure of management and Barclays, representatives of Cravath provided a review of the fiduciary duties of the directors in connection with their consideration of the proposed transaction and reviewed with the Transaction Committee the terms of the proposed merger agreement, including resolution of the open issues discussed at the prior meeting. Representatives of PWP then reviewed with the Transaction Committee its financial analysis of the consideration to be paid by the Company pursuant to the Merger Agreement, and delivered to the Transaction Committee an oral opinion, which was subsequently confirmed by delivery of a written opinion dated September 2, 2014, and attached to this Information Statement as Annex C, that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth therein, the consideration to be paid by the Company pursuant to the merger agreement was fair, from a financial point of view, to the Company. After discussion, including review and consideration of the factors described under "The Prestige Acquisition — Recommendation and Reasons for the Prestige Acquisition", the Transaction Committee unanimously determined that the Merger Transactions were in the best interests of the Company and the Company's shareholders. The Transaction Committee unanimously approved the Merger Agreement and the Share Issuance and recommended that the Company's shareholders approve the Share Issuance.

On September 2, 2014, TPG, Genting and STAR, each of whose consent to the proposed transaction is required pursuant to the terms of the Shareholders' Agreement, consented to the proposed transaction. In addition, holders of shares of Company Ordinary Shares representing a majority of the outstanding shares of Company Ordinary Shares consented to the issuance of shares to the securityholders of Prestige in connection with the proposed transaction.

Later that day, prior to the commencement of trading on NASDAQ, the parties executed and delivered the Merger Agreement and issued a joint press release announcing the transaction and their execution of a definitive merger agreement and the Company held an investor call to discuss the Prestige Acquisition.

Recommendation and Reasons for the Prestige Acquisition

In evaluating the Merger Agreement and the Prestige Acquisition, the Transaction Committee consulted with the management of the Company, as well as PWP, Barclays and Cravath. In the course of making the determination that the Merger Agreement and the Prestige Acquisition are in the best interests of the Company and its shareholders and to recommend that the Company's shareholders approve the Share Issuance, the Transaction Committee considered numerous factors, including the following material factors and benefits:

- Strategic Considerations. The Transaction Committee considered the fact that the combination of the Company and Prestige will create a diversified company with increased scale and scope and a presence across several market segments in the cruise industry. The Company believes that the acquisition will enhance the Company's financial performance and will create cross-selling opportunities, cross-brand collaboration and cross-brand support which will provide accretion to earnings per share and drive long-term shareholder value. The Transaction Committee also considered that the acquisition of Prestige creates a combined company with a portfolio of cruise products that appeal to guests throughout their lives. In addition, the proposed acquisition, together with the Company's existing newbuild program, provides for a delivery of a new ship each year from 2015 through 2019.

- Merger Consideration. The Transaction Committee considered that the Merger Consideration consists of cash and a fixed number of shares of Company Ordinary Shares, which will not adjust upwards to compensate

for any decline in the price of Company Ordinary Shares prior to the

Closing. The Transaction Committee also considered that the payment of a portion of the potential total consideration in the form of a contingent payment based on the achievement of certain performance targets would align the interests of Prestige's management and the Company in driving post-closing value for the Company's shareholders.

- Financing Termination. The Transaction Committee considered the fact that, under certain circumstances and subject to certain conditions, if the Company is unable to obtain the financing for which it has commitments, Prestige cannot require the Company to close the acquisition, although the Company may be required to pay Prestige a termination fee of $88.9 million.

- PWP's and Barclays' Fairness Opinions and Related Analyses. The Transaction Committee considered the financial analyses and presentations of PWP and Barclays, as well as the opinions of each of PWP and Barclays, delivered orally to the Transaction Committee on September 2, 2014, which were confirmed by delivery of written opinions each dated September 2, 2014, each to the effect that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by each of PWP and Barclays in connection with its respective opinion, the consideration to be paid pursuant to the Merger Agreement was fair, from a financial point of view, to the Company, as more fully described below under the captions "The Prestige Acquisition — Opinion of Barclays Capital Inc." and "The Prestige Acquisition — Opinion of Perella Weinberg Partners LP".

- Authority of the Transaction Committee. The Transaction Committee considered the fact that the Board delegated to the disinterested directors comprising the Transaction Committee full power and authority to, among other things, direct the acquisition process, negotiate the terms of an acquisition, approve or reject a transaction and, if necessary under applicable law, recommend to the Company's shareholders that they approve a transaction. The resolutions establishing the Transaction Committee also provided that the Board would not approve a proposed acquisition without the prior approval of the Transaction Committee.

- Negotiation Process. The Transaction Committee considered the fact that the terms of the Merger Agreement were the result of active and intense negotiations conducted by the Transaction Committee, consisting entirely of disinterested directors, with the assistance of independent financial and legal advisors.

- Pro Forma Financial Impact of the Merger. The Transaction Committee considered the expected financial impact of the merger on the Company, including that the acquisition is anticipated to be accretive to earnings in 2015 before taking into account potential synergies and is anticipated to result in high single digit percentage adjusted earnings per share accretion after taking into consideration potential synergies. The Transaction Committee considered the pro forma financial position of the Company, including its pro forma net leverage, and the ability of the Company to reduce its net leverage within 18 months following the Closing. The Transaction Committee also considered the fact that the Company had obtained committed financing on attractive terms.

- Terms of the Merger Agreement. The Transaction Committee considered the terms and conditions of the Merger Agreement, including the provision by Prestige of indemnification for certain breaches of its representations, warranties, covenants and agreements, as well as for certain claims asserted by its securityholders and certain tax matters.

In reaching its determinations and recommendations described above, the Transaction Committee also considered the following potentially negative factors:

- Business Risks. The Transaction Committee considered certain risks associated with Prestige's business and operations, including, among other things, the emergence of new direct competitors to Prestige, the age of Prestige's vessels and the fact that a number of itineraries for Prestige's cruises include geographic regions that are subject to significant instability.

- Merger Consideration. The Transaction Committee considered that the Merger Consideration consists of cash and a fixed number of shares of Company Ordinary Shares, which will not adjust

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downward to compensate for any increase in the price of Company Ordinary Shares prior to the Closing. The Transaction Committee determined that this structure was appropriate and the risk acceptable in light of the relative intrinsic values and financial performance of the Company and Prestige, including the fact that the two companies operate in the same industry and are likely susceptible to similar fluctuations in value.

- Increased Indebtedness. Upon the Closing, the Company will significantly increase its total indebtedness and its net leverage. On a pro forma basis as of September 30, 2014, the Company's net leverage would increase to 5.3x from 4.1x as of June 30, 2014. However, the Company believes that its net leverage will be reduced to approximately 4.0x within 18 months after the Closing.

- Termination Fee. The Transaction Committee considered the fact that, under certain circumstances and subject to certain conditions, if the Company is unable to obtain the financing for which it has commitments, the Company may be required to pay Prestige a termination fee of $88.9 million.

- Transaction Costs and Integration. The Transaction Committee took into account the substantial transaction costs to be incurred in connection with the merger and the possibility that the potential benefits of the merger, including the anticipated synergies, may not be realized within the expected time period, and the risks and challenges of integrating the Company's and Prestige's businesses, operations and workforces.

- Regulatory Matters. The Transaction Committee considered the regulatory approvals that would be required to consummate the merger and the prospects for receiving any such approvals. The Transaction Committee considered the fact that the parties would be required to use their respective reasonable best efforts to satisfy the closing conditions relating to certain regulatory matters, including by making required filings under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "HSR Act").

The foregoing discussion of the factors considered by the Transaction Committee is intended to be a summary, and is not intended to be exhaustive, but rather includes the principal factors considered by the Transaction Committee. After considering these factors, the Transaction Committee concluded that the positive factors relating to the Merger Agreement and the Prestige Acquisition, including the merger, substantially outweighed the potential negative factors. The Transaction Committee collectively reached the conclusion to approve the Merger Agreement and the Prestige Acquisition, including the merger, in light of the various factors described above and other factors that the members of the Transaction Committee believed were appropriate. In view of the wide variety of factors considered by the Transaction Committee in connection with its evaluation of the Merger Agreement and the Prestige Acquisition, including the merger, and the complexity of these matters, the Transaction Committee did not consider it practical, and did not attempt, to quantify, rank or otherwise assign relative weights to the specific factors it considered in reaching its decision, and it did not undertake to make any specific determination as to whether any factor, or any particular aspect of any factor, supported or did not support its ultimate determination. Rather, the Transaction Committee made its recommendation based on the totality of information it received and the investigation it conducted. In considering the factors discussed above, individual directors may have given different weights to different factors.

Opinion of Barclays Capital Inc.

The Company engaged Barclays to act as its financial advisor with respect to the acquisition of Prestige. On September 2, 2014, Barclays rendered its opinion (which was subsequently confirmed in writing) to the Transaction

Committee that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, the aggregate consideration, consisting of $1,108,798,350 in cash, 20,296,880 Company Ordinary Shares and a contingent payment, if any, of up to $50,000,000 in cash, to be paid by the Company pursuant to the Merger Agreement was fair, from a financial point of view, to the Company.

The full text of Barclays' written opinion, dated as of September 2, 2014, is attached as Annex B to this Information Statement and is incorporated by reference herein. Barclays' written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations upon the review

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undertaken by Barclays in rendering its opinion. You are encouraged to read the opinion carefully in its entirety. The following is a summary of Barclays' opinion and the methodology that Barclays used to render its opinion. This summary is qualified in its entirety by reference to the full text of the opinion. Barclays' opinion, the issuance of which was approved by Barclays' Fairness Opinion Committee, is addressed to the Transaction Committee, addresses only the fairness, from a financial point of view, of the aggregate consideration to be paid by the Company pursuant to the Merger Agreement and does not constitute a recommendation to any shareholder of the Company as to how such shareholders should act with respect to the merger or any other matter.

Barclays' opinion, the issuance of which was approved by Barclays' Fairness Opinion Committee, is addressed to the Transaction Committee, addresses only the fairness, from a financial point of view, of the aggregate consideration to be paid by the Company pursuant to the Merger Agreement and does not constitute a recommendation to any shareholder of the Company as to how such shareholder should act with respect to the merger or any other matter. The terms of the Merger Agreement were determined through arm's-length negotiations between the Company and Prestige and were unanimously approved by the members of the Transaction Committee, who were present and constituted a quorum at a special meeting called to consider the Merger Agreement and the Prestige Acquisition. Barclays did not recommend any specific form of consideration to the Company or that any specific form of consideration constituted the only appropriate consideration for the Prestige Acquisition. Barclays was not requested to address, and its opinion does not in any manner address, the Company's underlying business decision to proceed with or effect the Prestige Acquisition. In addition, Barclays expressed no opinion on, and its opinion does not in any manner address, the fairness of the amount or the nature of any compensation to any officers, directors or employees of any parties to the Prestige Acquisition, or any class of such persons, relative to the aggregate consideration to be paid by the Company pursuant to the Merger Agreement. No limitations were imposed by the Company upon Barclays with respect to the investigations made or procedures followed by it in rendering its opinion.

In arriving at its opinion, Barclays, among other things, reviewed and analyzed:

- a draft of the Merger Agreement, dated as of September 2, 2014, and the specific terms of the Prestige Acquisition;
- the registration statement on Form S-1 of Prestige filed on January 22, 2014;
- financial and operating information with respect to the business, operations and prospects of Prestige furnished to it by Prestige, including financial projections of Prestige prepared by management of Prestige (such forecasts, the "Prestige Projections");
- an alternative version of the Prestige Projections incorporating certain adjustments thereto made by management of the Company (the "Adjusted Prestige Projections");
- financial and operating information with respect to the business, operations and prospects of the Company furnished to it by the Company, including financial projections of the Company prepared by management of the Company (the "Company Projections"), for purposes of analyzing the pro forma impact of the Prestige Acquisition;

- the pro forma impact of the Prestige Acquisition on the future financial performance of the combined company, including cost savings, operating synergies and other strategic benefits expected by the management of the Company to result from a combination of the businesses (the "Expected Synergies");

- a trading history of the Company Ordinary Shares and the trading history of other companies that it deemed relevant; and

- a comparison of the financial terms of the Prestige Acquisition with the financial terms of certain other transactions that it deemed relevant.

In addition, Barclays (i) had discussions with the management of the Company concerning its business, operations, financial condition and prospects; (ii) had discussions with the management of the Company and the management of Prestige concerning Prestige's business, operations, financial condition and prospects; and (iii) undertook such other studies, analyses and investigations as it deemed appropriate.

In arriving at its opinion, Barclays assumed and relied upon the accuracy and completeness of the financial and other information used by Barclays without any independent verification of such information (and did not assume responsibility or liability for any independent verification of such information) and further relied upon the assurances of the management of the Company that they were not aware of any facts or circumstances that would make such information inaccurate or misleading. With respect to the Company Projections and the Adjusted Prestige Projections, upon the advice of the Company, Barclays assumed that such projections were reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of the Company as to the future financial performance of the Company and Prestige and that the Company and Prestige will perform substantially in accordance with such projections. With respect to the Prestige Projections, Barclays was advised by Prestige, and assumed, that such projections were reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Prestige as to the future financial performance of Prestige. Furthermore, upon the advice of the Company, Barclays assumed that the amounts and timing of the Expected Synergies are reasonable and that the Expected Synergies will be realized in accordance with such estimates. Barclays assumed no responsibility for and expressed no view as to any such projections or estimates or the assumptions on which they were based. In arriving at its opinion, Barclays did not conduct a physical inspection of the properties and facilities of the Company and did not make or obtain any evaluations or appraisals of the assets or liabilities of the Company. Barclays' opinion necessarily was based upon market, economic and other conditions as they existed on, and could be evaluated as of, September 2, 2014. Barclays assumed no responsibility for updating or revising its opinion based on events or circumstances that may have occurred after September 2, 2014. Barclays expressed no opinion as to the prices at which the Company Ordinary Shares would trade following the announcement or consummation of the Prestige Acquisition.

In connection with rendering its opinion, Barclays performed certain financial, comparative and other analyses as summarized below. In arriving at its opinion, Barclays did not ascribe a specific range of enterprise values to Prestige but rather made its determination as to fairness, from a financial point of view, to the Company of the aggregate consideration to be paid by the Company pursuant to the Merger Agreement on the basis of various financial and comparative analyses. The preparation of a fairness opinion is a complex process and involves various determinations as to the most appropriate and relevant methods of financial and comparative analyses and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to summary description.

In arriving at its opinion, Barclays did not attribute any particular weight to any single analysis or factor considered by it but rather made qualitative judgments as to the significance and relevance of each analysis and factor relative to all other analyses and factors performed and considered by it and in the context of the circumstances of the particular transaction. Accordingly, Barclays believes that its analyses must be considered as a whole, as considering any portion of such analyses and factors, without considering all analyses and factors as a whole, could create a misleading or incomplete view of the process underlying its opinion.

The following is a summary of the material financial analyses used by Barclays in preparing its opinion to the Transaction Committee. Certain financial analyses summarized below include information presented in tabular format. In order to fully understand the financial analyses used by Barclays, the tables must be read together with the text of each summary, as the tables alone do not constitute a complete description of the financial analyses. In performing its analyses, Barclays made numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of the Company or any other parties to the Merger Agreement. None of the Company, Prestige, Merger Sub, Barclays or any other person assumes responsibility if future results are materially different from those discussed. Any estimates contained in these analyses are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than as set forth below. In addition, analyses relating to the value of the businesses do not purport to be appraisals or reflect the prices at which the businesses may actually be sold.

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Selected Comparable Company Analysis

In order to assess how the public market values shares of publicly traded companies similar to Prestige, Barclays reviewed and compared specific financial and operating data relating to Prestige with selected companies in the cruise industry that Barclays deemed comparable to Prestige. The selected comparable companies were:

- Carnival Corporation
- Royal Caribbean Cruises Ltd.
- Norwegian Cruise Line Holdings Ltd.

Barclays calculated and compared various financial multiples and ratios of the selected comparable companies. As part of its selected comparable company analysis, Barclays calculated and analyzed each comparable company's ratio of its enterprise value to earnings before interest, taxes, depreciation and amortization, but excluding non-recurring expenses ("Adjusted EBITDA"). The enterprise value of each company was obtained by adding its short and long-term debt to the sum of the market value of its common equity and the book value of any minority interest, and subtracting its cash and cash equivalents. All of these calculations were performed, and based on publicly available financial data (including FactSet I/B/E/S) and closing prices, as of August 29, 2014, the last trading date prior to the delivery of Barclays' opinion. The results of this selected comparable company analysis are summarized below:

Comparable Company	**2014E EV/ Adjusted EBITDA**
Carnival Corporation	11.4x
Royal Caribbean Cruises Ltd.	12.2x
Norwegian Cruise Line Holdings Ltd.	12.0x
Mean	11.9x
Median	12.0x

Barclays selected the comparable companies listed above because their businesses and operating profiles are reasonably similar to that of Prestige. However, because of the inherent differences between the business, operations and prospects of Prestige and those of the selected comparable companies, Barclays believed that it was inappropriate to, and therefore did not, rely solely on the quantitative results of the selected comparable company analysis. Accordingly, Barclays also made qualitative judgments concerning differences between the business, financial and operating characteristics and prospects of the selected comparable companies that could affect the public trading values of each in order to provide a context in which to consider the results of the quantitative analysis. These qualitative judgments related primarily to the differing sizes, growth prospects, profitability levels and degree of operational risk between Prestige and the companies included in the selected comparable company analysis. Based upon these judgments, Barclays selected a range of 11.0x to 12.0x multiples of 2014E Adjusted EBITDA for Prestige and applied such range to both the Adjusted Prestige Projections and the Prestige Projections to calculate a range of implied enterprise values of Prestige. The following summarizes the result of these calculations:

	Implied Enterprise Value (in millions)	
	Low	**High**

	Implied Enterprise Value (in millions)	
Adjusted Prestige Projections	$ 2,990	$ 3,260
Prestige Projections	$ 3,020	$ 3,290

Barclays compared the range of implied enterprise values based on the comparable company analysis in each scenario to the $3.025 billion implied acquisition value of Prestige ($3.075 billion when including the full amount of the contingent consideration payment) to be paid pursuant to the Merger Agreement (the "Implied Acquisition Value"), which is equal to the sum of the aggregate consideration to be paid at Closing (using for the value of a share of Company Ordinary Shares its 20-day volume weighted average price of $33.01 as of August 29, 2014) plus the projected adjusted net debt of Prestige of approximately $1.246 billion as of September 30, 2014 (which includes credit given in cash balance for approximately $67 million of prepaid Explorer costs and deductions to equity value taken for approximately $13 million of

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accrued interest and approximately $28 million of Prestige transaction related expenses). Barclays noted that on the basis of the selected comparable company analysis, the Implied Acquisition Value was within the range of implied enterprise values based on both the Adjusted Prestige Projections and the Prestige Projections.

Selected Precedent Transaction Analysis

Barclays reviewed and compared the purchase prices and financial multiples paid in selected other transactions that Barclays, based on its experience with merger and acquisition transactions, deemed relevant. Barclays chose such transactions based on, among other things, the similarity of the applicable target companies in the cruise industry to the transactions to Prestige with respect to the size, mix, margins, and other characteristics of their businesses.

The reasons for and the circumstances surrounding each of the selected precedent transactions analyzed were diverse and there are inherent differences in the business, operations, financial conditions and prospects of Prestige and the companies included in the selected precedent transaction analysis. Accordingly, Barclays believed that a purely quantitative selected precedent transaction analysis would not be particularly meaningful in the context of considering the Merger. Barclays therefore made qualitative judgments concerning differences between the characteristics of the selected precedent transactions, the Merger and Barclays' other industry experience, which would affect the acquisition values of the selected target companies and Prestige. Based upon these judgments, Barclays selected a range of 11.0x to 14.0x multiples of enterprise value to last twelve months' Adjusted EBITDA and applied such range to the last twelve months' June 30, 2014 Adjusted EBITDA of Prestige to calculate a range of implied enterprise values of Prestige. The following table sets forth the transactions considered in selecting such range of multiples of enterprise value to last twelve months' Adjusted EBITDA:

Announcement Date	**Acquiror**	**Target**
December 10, 2007	Apollo/Prestige Cruise Holdings	Regent Seven Seas Cruises
August 20, 2007	Apollo Management	NCL Corporation
February 26, 2007	Apollo Management	Oceania Cruises
February 22, 2007	Ambassador International	Windstar Cruises
February 9, 2007	Carnival Corporation	Iberojet – Cruise Division (1)
August 31, 2006	Royal Caribbean International	Pullmantur
May 15, 2006	The Carlyle Group	Iberojet
December 17, 2001	Carnival Corporation	P&O Princess Cruises PLC
May 18, 2000	Royal Caribbean International	First Choice Holidays PLC (2)
December 15, 1999	Star Cruises PLC	NCL Holding ASA (3)
October 19, 1999	Carnival Corporation	Cunard Line Ltd. (4)
May 7, 1998	Norwegian Cruise Line Ltd.	Orient Lines
April 3, 1998	Carnival Corporation	Cunard Line Ltd. (5)

(1)

- Carnival and Iberojet formed a JV, of which Carnival owns 75%.

(2)

- Royal Caribbean acquired a 20% stake in First Choice valued at 200 GPB.

(3)

- Star acquired 45.5% of NCLH bringing its ownership to 95.4%. It subsequently acquired the remaining stub in December 2000.

(4)

- Carnival acquired 32% of Cunard.

(5)

- Carnival acquired 68% of Cunard.

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The results of Barclays' analyses based on the selected precedent transactions for which the relevant information was publicly available are summarized in the following tables:

	Multiple Range of Selected Precedent Transactions	
	Mean	**Median**
Enterprise Value as a Multiple of Last Twelve Months Adjusted EBITDA:	13.9x	14.3x

Implied Enterprise Value (in millions)	
Low	**High**
$ 2,820	$ 3,590

Barclays noted that on the basis of the selected precedent transaction analysis, the Implied Acquisition Value was within the range of implied enterprise values calculated using last twelve months' June 30, 2014 Adjusted EBITDA of Prestige, which was provided by management of Prestige.

Discounted Cash Flow Analysis

In order to estimate the implied enterprise value of Prestige, Barclays performed two separate discounted cash flow analyses of Prestige based on two separate scenarios: (a) Adjusted Prestige Projections, and (b) Prestige Projections, in each case with and without Projected Synergies.

A discounted cash flow analysis is a traditional valuation methodology used to derive a valuation of an asset by calculating the "present value" of estimated future cash flows of the asset. "Present value" refers to the current value of future cash flows or amounts and is obtained by discounting those future cash flows or amounts by a discount rate that takes into account macroeconomic assumptions and estimates of risk, the opportunity cost of capital, expected returns and other appropriate factors.

To calculate the implied enterprise value of Prestige using the discounted cash flow method for each of the scenarios, Barclays added (i) Prestige's projected after-tax unlevered free cash flows for fiscal years 2014 through 2019 to (ii) the "terminal value" of Prestige as of the end of 2019, and discounted such amount to its present value using a range of selected discount rates. The after-tax unlevered free cash flows were calculated by taking Prestige's tax-affected earnings before interest and taxes, subtracting taxes, adding back depreciation and amortization and stock based compensation, and subtracting capital expenditures, change in working capital and change in other operating assets and liabilities. The residual value of Prestige at the end of the forecast period, or "terminal value," was estimated by selecting a range of terminal value multiples based on 2020 Adjusted EBITDA of 9.5x to 12.0x for both scenarios and applying such range to the applicable projections in each scenario. The range of after-tax discount rates of 10.0% to 12.0% was selected based on an analysis of the weighted average cost of capital of the comparable companies.

Barclays then calculated a range of implied enterprise values using the discounted cash flow method. The following summarizes the result of these calculations:

	Enterprise Value Range (in millions)		
	Low	**High**	**High w/Synergies**
Adjusted Prestige Projections	$ 3,115	$ 4,040	$ 4,285
Prestige Projections	$ 3,440	$ 4,450	$ 4,690

Barclays noted that on the basis of the discounted cash flow analysis, the Implied Acquisition Value was below the range of implied enterprise values calculated in each scenario.

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Leveraged Acquisition Analysis

Barclays performed a leveraged acquisition analysis in order to ascertain a purchase price for Prestige which might be achieved in a leveraged buyout transaction with a financial buyer using a debt capital structure consistent with the Prestige Acquisition and based upon current market conditions. Barclays assumed the following in its analysis: (i) a capital structure of Prestige including net leverage of funded debt to last twelve months' September 30, 2014 Adjusted EBITDA of 6.5x, (ii) an equity investment that would achieve a five-year rate of return of 20% to 25%, and (iii) a 2019 exit multiple of 9.5x to 12.0x projected 2020 Adjusted EBITDA. The following summarizes the result of these calculations:

	Enterprise Value Range (in millions)	
	Low	**High**
Adjusted Prestige Projections	$ 2,850	$ 3,100
Prestige Projections	$ 3,000	$ 3,300

Barclays noted that on the basis of the leveraged acquisition analysis, the Implied Acquisition Value was within the range of implied purchase prices calculated using both Adjusted Prestige Projections and Prestige Projections.

General

Barclays is an internationally recognized investment banking firm and, as part of its investment banking activities, is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, investments for passive and control purposes, negotiated underwritings, competitive bids, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. The Company selected Barclays because of its familiarity with the Company and its qualifications, reputation and experience in the valuation of businesses and securities in connection with mergers and acquisitions generally, as well as substantial experience in transactions comparable to the Prestige Acquisition.

Barclays is acting as financial advisor to the Company in connection with the Prestige Acquisition. As compensation for its services in connection with the Prestige Acquisition, the Company paid Barclays a fee of $1 million upon delivery of Barclays' opinion. Additional compensation of $12 million will be payable on completion of the Prestige Acquisition against which the following is creditable: (i) amounts paid for the opinion and (ii) 30% of any fees paid by the Company to Barclays for arranging, underwriting or placing any acquisition financing related to the Prestige Acquisition to the extent in excess of $7 million, such credit not to exceed $3 million. The Company has also agreed to reimburse Barclays for a portion of its reasonable out-of-pocket expenses incurred in connection with the Prestige Acquisition and to indemnify Barclays for certain liabilities that may arise out of its engagement by the Company and the rendering of Barclays' opinion. Barclays has performed various investment banking and financial services for the Company, Prestige and their respective affiliates in the past, and is likely to perform such services in the future, and has received, and is likely to receive, customary fees for such services. Specifically, in the past two years, Barclays has performed the following investment banking and financial services to the Company, for which it received customary consideration: (i) acted as joint bookrunner and stabilization agent on the Company's $514 million initial public offering; (ii) acted as a bookunner on the Company's $684 million follow-on offering; (iii) acted as a bookunner on the Company's $732 million follow-on offering; (iv) acted as a joint bookrunner on the Company's $300 million high yield bond offering; (v) acted as joint lead arranger on the Company's $1,300 million senior secured credit facilities; (vi) acted as foreign exchange derivatives provider to the Company; and (vii) acted as a bookrunner on the Company's $732 million follow-on offering. Additionally, Barclays expects to act as joint lead arranger and joint bookrunner in connection with financing of the Prestige Acquisition for which it expects to receive customary consideration.

In the past two years, Barclays has performed the following investment banking and financial services to Prestige, for which it received or will receive customary consideration: (i) acted as joint lead arranger and joint bookrunner on repricing of a $299 million first lien term loan of a subsidiary of Prestige and a $296 million first lien term loan of another subsidiary of Prestige; (ii) acted as joint lead arranger and joint

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bookrunner on $375 million senior secured credit facilities; (iii) acted as joint lead arranger and joint bookrunner on repricing of a $300 million term loan of a subsidiary of Prestige; (iv) acted as joint lead arranger and joint bookrunner on $340 million senior secured credit facilities of a subsidiary of Prestige; (v) currently Barclays has an outstanding commitment of $22.5 million under a $75 million revolving credit facility of a subsidiary of Prestige; (vi) currently Barclays has an outstanding commitment of $14 million under a $40 million revolving credit facility of a subsidiary of Prestige; and (vii) performed and is currently performing various hedging and other risk management services for Prestige and its subsidiaries. Additionally, Barclays has also provided the following investment banking and financial services to Prestige, for which it received no compensation: (i) financial advisory services to Prestige with respect to potential strategic acquisition alternatives that never materialized; and (ii) services with respect to potential capital raising alternatives.

In addition, Barclays and its affiliates in the past have provided, currently are providing, or in the future may provide, investment banking and other financial services to Apollo Management Holdings L.P., affiliates of which are significant stockholders of both of the Company and Prestige, and certain of its affiliates and portfolio companies and has received or in the future may receive customary fees for rendering such services, including (i) having acted or acting as financial advisor to Apollo Management Holdings L.P. or certain of its portfolio companies and affiliates in connection with certain mergers and acquisitions transactions, (ii) having acted or acting as arranger, bookrunner and/or lender for Apollo Management Holdings L.P. or certain of its portfolio companies and affiliates in connection with the financing for various acquisition transactions, and (iii) having acted or acting as underwriter, initial purchaser and placement agent for various equity and debt offerings undertaken by Apollo and certain of its portfolio companies and affiliates.

Barclays and its affiliates engage in a wide range of businesses from investment and commercial banking, lending, asset management and other financial and non-financial services. In the ordinary course of its business, Barclays and its affiliates may actively trade and effect transactions in the equity, debt and/or other securities (and any derivatives thereof) and financial instruments (including loans and other obligations) of the Company and Prestige for its own account and for the accounts of its customers and, accordingly, may at any time hold long or short positions and investments in such securities and financial instruments.

Opinion of Perella Weinberg Partners LP

The Transaction Committee retained PWP to act as its financial advisor in connection with the proposed acquisition of Prestige. The Transaction Committee selected PWP based on PWP’s qualifications, expertise and reputation and its knowledge of the business and affairs of the Company and the industries in which the Company conducts its business. PWP, as part of its investment banking business, is continually engaged in performing financial analyses with respect to businesses and their securities in connection with mergers and acquisitions, leveraged buyouts and other transactions as well as for corporate and other purposes.

On September 2, 2014, PWP rendered its oral opinion, subsequently confirmed in writing, to the Transaction Committee that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth therein, the aggregate consideration, consisting of $1,108,798,350 in cash and 20,296,880 Company Ordinary Shares, at Closing and a contingent consideration payment, if any, of up to $50,000,000 in cash, to be paid by the Company pursuant to the Merger Agreement was fair, from a financial point of view, to the Company.

The full text of PWP’s written opinion, dated September 2, 2014, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by PWP, is attached as Annex C and is incorporated by reference herein. Holders of the Company Ordinary Shares are urged to read PWP’s opinion carefully and in its entirety. The opinion does not address the Company’s underlying business decision to enter into the Merger Agreement. The opinion does not constitute a recommendation to any holder of Company Ordinary Shares as to how such holders should vote or otherwise act with respect to the Prestige Acquisition or any other matter and does not in any manner address the prices at which the Company Ordinary Shares will trade at any time. In addition, PWP expressed no opinion as to the fairness of the Prestige Acquisition to the holders of any class of securities, creditors or other

constituencies of the Company. PWP provided its opinion for the information and assistance of the Transaction Committee in connection with, and for the purposes of its evaluation of, the Prestige Acquisition. This summary is qualified in its entirety by reference to the full text of the opinion.

In arriving at its opinion, PWP, among other things:

- reviewed certain publicly available financial statements and other business and financial information with respect to Prestige;
- reviewed certain publicly available financial statements and other business and financial information with respect to the Company, including research analyst reports;
- reviewed certain internal financial statements, analyses, forecasts, and other financial and operating data relating to the business of Prestige, in each case, prepared by management of Prestige;
- reviewed certain analyses and forecasts (the "Buyer Prestige forecasts"), and other financial and operating data relating to the business of Prestige, in each case, prepared by the Company's management;
- reviewed certain internal financial statements, analyses, forecasts (the "Norwegian forecasts"), and other financial and operating data relating to the business of the Company, in each case, prepared by the Company's management;
- reviewed estimates of synergies anticipated by the Company's management to result from the Prestige Acquisition (the "anticipated synergies");
- discussed the past and current operations, financial condition and prospects of Prestige with management of Prestige;
- discussed the past and current operations, financial condition and prospects of the Company, including the anticipated synergies, with management of the Company;
- compared the financial performance of Prestige and the Company with that of certain publicly-traded companies which PWP believed to be generally relevant;

- compared the financial terms of the Prestige Acquisition with the publicly available financial terms of certain transactions which PWP believed to be generally relevant;
- reviewed the potential pro forma financial impact of the Prestige Acquisition on the future financial performance of the Company;
- reviewed the historical trading prices and trading activity for the Company Ordinary Shares, and compared such price and trading activity of the Company Ordinary Shares with that of securities of certain publicly-traded companies which PWP believed to be generally relevant;
- participated in discussions among representatives of Prestige and the Company and their respective advisors;
- reviewed a draft dated September 2, 2014 of the Merger Agreement; and
- conducted such other financial studies, analyses and investigations, and considered such other factors, as PWP deemed appropriate.

In arriving at its opinion, PWP assumed and relied upon, without independent verification, the accuracy and completeness of the financial and other information supplied or otherwise made available to it (including information that was available from generally recognized public sources) for purposes of its opinion and further relied upon the assurances of the managements of Prestige and the Company that, to their knowledge, information furnished by them for purposes of PWP's analysis did not contain any material omissions or misstatements of material fact. PWP assumed, with the consent of the Transaction Committee, that there were no material undisclosed liabilities of Prestige and the Company for which adequate reserves or other provisions had not been made. With respect to the Buyer Prestige forecasts and the Norwegian forecasts, PWP was advised by the management of the Company and assumed, with the

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consent of the Transaction Committee, that such Buyer Prestige forecasts and Norwegian forecasts were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of the Company as to the future stand-alone financial performance of Prestige, the future stand-alone financial performance of the Company, and the future financial performance of Prestige and the Company, as the case may be and the other matters covered thereby and PWP expressed no view as to the assumptions on which they were based. PWP assumed, with the consent of the Transaction Committee, that the anticipated synergies and potential strategic implications and operational benefits (including the amount, timing and achievability thereof) anticipated by the management of the Company to result from the Prestige Acquisition would be realized in the amounts and at the times projected by the management of the Company, and PWP expressed no view as to the assumptions on which they were based. PWP relied without independent verification upon the assessment by the management of the Company of the timing and risks associated with the integration of Prestige and the Company. In arriving at its opinion, PWP did not make any independent valuation or appraisal of the assets or liabilities (including any contingent, derivative or off-balance-sheet assets and liabilities) of Prestige nor did PWP take into consideration or rely on any such valuations or appraisals, nor did PWP assume any obligation to conduct, nor did PWP conduct, any physical inspection of the vessels, properties or facilities of Prestige. In addition, PWP did not evaluate the solvency of any party to the Merger Agreement, including under any state, federal or other laws relating to bankruptcy, insolvency or similar matters. PWP assumed that as of September 30, 2014, Prestige's third-party debt would be $1,545 million, Prestige's cash would be $273 million, Prestige would have made $67 million of payments related to its Explorer newbuild and Prestige would have $41 million of accrued interest and transaction related expenses. PWP assumed that the final Merger Agreement would not differ in any material respect from the form of Merger Agreement reviewed by PWP and that the Prestige Acquisition would be consummated in accordance with the terms set forth in the Merger Agreement, without material modification, waiver or delay and that there will be no payments by Prestige pursuant to any indemnification obligations of Prestige under the Merger Agreement. In addition, PWP assumed that in connection with the receipt of all the necessary approvals of the proposed Prestige Acquisition, no delays, limitations, conditions or restrictions would be imposed that could have an adverse effect on Prestige, the Company or the contemplated benefits expected to be derived in the proposed Prestige Acquisition. PWP relied as to all legal matters relevant to rendering its opinion upon the advice of its counsel.

PWP's opinion addressed only the fairness from a financial point of view, as of the date thereof, of the aggregate consideration to be paid by the Company pursuant to the Merger Agreement. PWP was not asked to, nor did it, offer any opinion as to any other term of the Merger Agreement or any other document contemplated by or entered into in connection with the Merger Agreement, or the form or structure of the Prestige Acquisition or the likely timeframe in which the Prestige Acquisition would be consummated. In addition, PWP expressed no opinion as to the fairness of the amount or nature of any compensation to be received by any officers, directors or employees of any parties to the Prestige Acquisition, or any class of such persons, relative to the aggregate consideration to be received by Prestige's securityholders pursuant to the Merger Agreement or otherwise. PWP did not express any opinion as to any tax or other consequences that may result from the transactions contemplated by the Merger Agreement, nor did its opinion address any legal, tax, regulatory or accounting matters, as to which it understood the Company had received such advice as it deemed necessary from qualified professionals.

PWP's opinion was necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to PWP as of, the date of its opinion. It should be understood that subsequent developments may affect PWP's opinion and the assumptions used in preparing it, and PWP does not have any obligation to update, revise, or reaffirm its opinion. The issuance of PWP's opinion was approved by a fairness committee of PWP.

Summary of Material Financial Analyses

The following is a summary of the material financial analyses performed by PWP and reviewed by the Transaction Committee in connection with PWP's opinion relating to the Prestige Acquisition and does not purport to be a complete description of the financial analyses performed by PWP. The order of analyses described below does not represent the relative importance or weight given to those analyses by PWP. Some of the summaries of the financial analyses include information presented in tabular format.

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In order to fully understand PWP's financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of PWP's financial analyses.

Selected Publicly Traded Companies Analysis.   PWP reviewed and compared certain financial information for Prestige (based on the Buyer Prestige forecast) to corresponding financial information, ratios and public market multiples for certain publicly held companies in the cruise line industry. Although none of the following companies is identical to Prestige, PWP selected these companies because they had publicly traded equity securities and were deemed to be similar to Prestige in one or more respects, including being operators of cruise lines.

Selected Publicly Traded Companies

- Carnival Corporation
- Royal Caribbean Cruises Ltd.
- Norwegian

For each of the selected companies, PWP calculated and compared financial information and various financial market multiples and ratios based on company filings for historical information and consensus third-party research estimates prepared by FactSet for forecasted information.

With respect to each of the selected companies, PWP reviewed enterprise value ("EV") as of August 29, 2014 as a multiple of estimated earnings before interest, taxes, depreciation and amortization ("EBITDA") for each of the calendar years of 2014, 2015 and 2016. The results of these analyses are summarized in the following table:

	EV/2014E EBITDA Multiple	**EV/2015E EBITDA Multiple**	**EV/2016E EBITDA Multiple**
High	12.2x	11.1x	9.3x
Low	11.9x	10.2x	8.8x
Median	12.1x	10.4x	9.3x
Average	12.1x	10.6x	9.1x

Based on the multiples calculated above, PWP's analyses of the various selected publicly traded companies and on professional judgments made by PWP, PWP selected a representative range of multiples of 10.0x – 11.0x to apply to CY2015E Adjusted EBITDA (including adjustments for equity-based compensation, fuel hedge gains, losses on disposals and the management fee payable to Apollo Capital Management) of Prestige based on the Buyer Prestige forecasts prepared by management of the Company. PWP noted that this analysis implied an enterprise value for Prestige of $2.925 billion to $3.218 billion and compared that range to the resulting $3.025 billion implied transaction value of Prestige ($3.075 billion when including the full amount of the contingent consideration payment) to be paid pursuant to the Merger Agreement (the "implied transaction value"). This $3.025 billion implied transaction value is equal to the sum of the aggregate consideration to be paid at Closing (using for the value of a share of Company Ordinary Shares its 20-day volume weighted average price of $33.01 as of August 29, 2014) plus the projected adjusted net debt of Prestige of approximately $1.246 billion as of September 30, 2014 (which includes credit given in cash balance for approximately $67 million of prepaid Explorer costs and deductions to equity value taken for approximately $13 million of accrued interest and approximately $28 million of Prestige transaction related expenses).

Although the selected companies were used for comparison purposes, no business of any selected company was either identical or directly comparable to Prestige's business. Accordingly, PWP's comparison of selected companies to Prestige and analysis of the results of such comparison was not purely mathematical, but instead necessarily involved complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the relative values of the selected companies and Prestige.

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Selected Transactions Analysis. PWP analyzed certain information relating to selected announced transactions in the cruise line industry (the transactions analyzed occurred between June 1997 and December 2007). PWP selected the transactions because, in the exercise of its professional judgment, PWP determined the targets in such transactions to be relevant companies having operations similar to Prestige. The most recent listed transaction is from December 2007 because there have been no announced transactions in the cruise line industry since December 2007 involving a target having operations similar to Prestige. The selected transactions analyzed were the following:

Announcement Date	Acquiror	Target
December 2007	Apollo/Prestige Cruises	Regent Seven Seas Cruises
August 2007	Apollo Management	NCL Corporation (50%)
February 2007	Apollo Management	Oceania Cruises
February 2007	Ambassador International	Windstar Cruises
August 2006	Royal Caribbean Cruises	Pullmantur, S.A.
May 2006	Carlyle	Iberojet
December 2001	Carnival Corporation	P&O Princess Cruises
August 2000	Carnival Corporation	Costa Crociere
December 1999	Star Cruises	NCL Holding ASA
November 1999	Carnival Corporation	Cunard (32%)
May 1998	NCL Holding ASA	Orient Cruise Line
April 1998	Carnival Corporation	Cunard (68%)
June 1997	Royal Caribbean Cruises	Celebrity Cruise Lines

For each of the selected transactions (except where not applicable), PWP calculated and compared the resulting enterprise value in the transaction as a multiple of reported EBITDA for the last twelve months as of such time (“LTM”). The multiples for the selected transactions were based on publicly available information at the time of the relevant transaction, but for some of the selected transactions there was no such relevant publicly available information. The results of these analyses are summarized in the following table:

	EV/LTM EBITDA
High	14.7x
Low	9.0x
Median	13.7x
Average	12.5x

PWP compared the multiples above to a range of multiples for Prestige, from 12.1x, which represented the transaction value in the Prestige Acquisition excluding the contingent consideration payment as a multiple of Prestige’s estimated LTM Adjusted EBITDA (as of September 30, 2014), to 12.3x, which represented the transaction value in the Prestige Acquisition including the entire amount of the contingent consideration payment as a multiple of Prestige’s estimated LTM Adjusted EBITDA (as of September 30, 2014).

Based on the multiples calculated above, PWP’s analyses of the various selected transactions and on professional judgments made by PWP, PWP selected a representative range of multiples of 11.0x – 14.0x to apply to estimated LTM Adjusted EBITDA of Prestige. PWP applied such ranges to estimated LTM Adjusted EBITDA (as of September 30, 2014) to derive a range of the enterprise value for Prestige of $2.751 billion to $3.501 billion and compared that to the $3.025 billion implied transaction value of Prestige ($3.075 billion when including the full amount of the contingent consideration payment) to be paid pursuant to the Merger Agreement.

Although the selected transactions were used for comparison purposes, none of the selected transactions nor the companies involved in them was either identical or directly comparable to the Prestige Acquisition or Prestige.

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Discounted Cash Flow Analysis of Prestige. PWP conducted a discounted cash flow analysis for Prestige, both excluding the anticipated synergies and including the anticipated synergies, by first calculating, in each case, the present value as of September 30, 2014 of the estimated standalone unlevered free cash flows (calculated as net operating profits after tax plus depreciation and amortization, minus capital expenditures, and adjusting for changes in net working capital and other long-term assets and liabilities) that Prestige could generate from September 30, 2014 through December 31, 2020. To determine such present values, PWP utilized discount rates ranging from 9.5% to 11.5% based on estimates of the weighted average cost of capital of Prestige, calculated by assuming a cost of equity of 11.2% to 14.3% based on CAPM and an estimated after tax cost of debt of 5.0-5.9% weighted based upon the range of the debt to capitalization ratio of the selected publicly traded companies. Estimates of unlevered free cash flows and anticipated synergies used for these analyses utilized the Buyer Prestige forecasts and the anticipated synergies. PWP also calculated, in each case, a range of terminal values utilizing terminal year multiples of LTM EBITDA ranging from 10.0x to 12.0x (which range was determined by PWP in the exercise of its professional judgment) and discount rates ranging from 9.5% to 11.5% based on estimates of the weighted average cost of capital of Prestige. The present values of unlevered free cash flows generated over the period described above were then added, in each case, to the present values of terminal values resulting in a range of implied enterprise values for Prestige. These analyses resulted in the following reference ranges of implied enterprise values (using $220 million, the approximate midpoint of the synergies analysis, as the value of the synergies and adding this amount to the standalone discounted cash flow values):

Range of Implied Enterprise Value (in billions)			
Excluding anticipated synergies	$3.338	–	$4.162
Including anticipated synergies	$3.558	–	$4.382

PWP compared the range of implied present enterprise values of Prestige excluding the anticipated synergies and including the anticipated synergies to the $3.025 billion implied transaction value of Prestige ($3.075 billion when including the full amount of the contingent consideration payment) to be paid pursuant to the Merger Agreement.

Miscellaneous

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth herein, without considering the analyses or the summary as a whole could create an incomplete view of the processes underlying PWP's opinion. In arriving at its fairness determination, PWP considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered. Rather, PWP made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. No company or transaction used in the analyses described herein as a comparison is directly comparable to Prestige or the Prestige Acquisition.

PWP prepared the analyses described herein for purposes of providing its opinion to the Transaction Committee as to the fairness, from a financial point of view, as of the date of such opinion, of the aggregate consideration to be paid by the Company pursuant to the Merger Agreement. These analyses do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold. PWP's analyses were based in part upon third-party research analyst estimates, which are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by PWP's analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties to the Merger Agreement or their respective advisors, none of the Company, PWP or any other person assumes responsibility if future results are materially different from those forecasted by third parties.

As described above, the opinion of PWP to the Transaction Committee was one of many factors taken into consideration by the Transaction Committee in making its determination to approve the Prestige Acquisition.

Pursuant to the terms of the engagement letter between PWP and the Company dated as of July 29, 2014, the Company agreed to pay to PWP $2,500,000 upon the delivery of the opinion rendered by PWP as described above plus $7,000,000 (reduced by any amounts previously paid by the Company to PWP upon

delivery of the opinion) upon the closing of the Prestige Acquisition. In addition, the Company agreed to reimburse PWP for its reasonable expenses, including attorneys' fees and disbursements, and to indemnify PWP and related persons against various liabilities, including certain liabilities under the federal securities laws.

In the ordinary course of its business activities, PWP or its affiliates may at any time hold long or short positions, and may trade or otherwise effect transactions, for their own account or the accounts of customers or clients, in debt or equity or other securities (or related derivative securities) or financial instruments (including bank loans or other obligations) of the Company or Prestige or any of their respective affiliates. During the two-year period prior to the date of PWP's opinion, PWP and its affiliates provided certain investment banking and other financial services for an affiliate of Apollo Capital Management, for which PWP and its affiliates received compensation. PWP and its affiliates may in the future provide investment banking and other financial services to Prestige, the Company, Apollo Capital Management, Genting, TPG and their respective affiliates and in the future may receive compensation for the rendering of such services.

Financing of the Prestige Acquisition

In connection with our signing of the Merger Agreement, on September 2, 2014, NCLC entered into a Commitment Letter (the "Commitment Letter") with Barclays Bank PLC, JPMorgan Chase Bank, N.A, J.P. Morgan Securities LLC, Deutsche Bank AG New York Branch, Deutsche Bank AG Cayman Islands Branch and Deutsche Bank Securities Inc. (collectively, the "Commitment Parties") pursuant to which the Commitment Parties committed to provide up to $2,199,000,000 of senior secured term loans (the "Senior Facilities") and up to $780,000,000 of senior unsecured loans or bonds (the "Bridge Facility"). The amount of the Bridge Facility is subject to reduction in certain circumstances under the terms of the Commitment Letter. The proceeds of the Senior Facilities and the Bridge Facility will be used by us to finance a portion of the Prestige Acquisition, including the refinancing of certain existing indebtedness of Prestige and its subsidiaries. Up to $950,000,000 of the Senior Facilities (the "Closing Date Term Facilities") may be documented as either incremental loans under NCLC's existing credit agreement, or under a stand-alone credit agreement. If the Closing Date Term Facilities are documented under a stand-alone credit agreement, the aggregate principal amount of the commitments of the Commitment Parties in respect of the Closing Date Term Facilities shall decrease to $500,000,000, while the commitments of the Commitment Parties in respect of the Bridge Facility shall increase to $1,230,000,000. The remaining portion of the Senior Facilities will be documented under a stand-alone credit agreement.

No Vote Required in Connection with the Prestige Acquisition

No further vote or consent of the stockholders of Prestige or of our shareholders is required to consummate the Prestige Acquisition.

No Appraisal Rights in Connection with the Prestige Acquisition

Securityholders of Prestige will not be entitled to exercise appraisal or dissenters rights under the laws of the Republic of Panama or the laws of Bermuda in connection with the Prestige Acquisition or the Share Issuance.

Regulatory Approvals to be Obtained in Connection with the Prestige Acquisition

Approval under the HSR Act and the rules and regulations promulgated thereunder is required to consummate the Prestige Acquisition. There are no other regulatory approvals required to consummate the Prestige Acquisition.

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INTEREST OF CERTAIN PERSONS IN THE PRESTIGE ACQUISITION

Agreements among Apollo, Prestige and the Company

The Apollo Funds, affiliates or partners of which employ each of Messrs. Aron, Martinez, Crowe, Seminara and Abrams, each of whom serves on the Board, currently own approximately 20.0% of the issued and outstanding Company Ordinary Shares and control the Board, and certain funds affiliated with Apollo also currently control Prestige, owning approximately 80% of Prestige's economics. Accordingly, in connection with the Prestige Acquisition, funds affiliated with Apollo will receive approximately 80% of the Merger Consideration.

Apollo currently is party to the Management Consulting Agreement with Oceania, a subsidiary of Prestige. Under the Management Consulting Agreement, Apollo is entitled to receive an annual fee of $875,000 in exchange for providing various management consulting and advisory services to Oceania and its subsidiaries. Apollo has received a final payment under the Management Consulting Agreement of $235,000 in connection with the consummation of the Prestige Acquisition, and the Management Consulting Agreement has been terminated effective October 1, 2014.

Executive Compensation

None of the Company's named executive officers will receive any compensatory payments or benefits that constitute "golden parachute" compensation within the meaning of Item 402(t) of Regulation S-K.

"Golden Parachute" Compensation Payable to Prestige Named Executive Officers

The information below is intended to comply with Item 402(t) of Regulation S-K, which requires disclosure of information about compensation for each "named executive officer" of Prestige (the "named executive officers") that is based on or otherwise relates to the Prestige Acquisition.

The information below assumes the consummation of the Prestige Acquisition occurs in the fourth quarter of 2014, in accordance with the terms of the Merger Agreement and the terms of the employment and equity award agreements in effect as of the date of filing this Information Statement.

The value of the acceleration of the named executive officers' equity awards is calculated assuming a price per share of Prestige Common Stock of $28.50. The actual amounts, if any, to be received by a named executive officer may differ in material respects from the amounts set forth below. The table below quantifies "golden parachute" compensation payable to each named executive officer assuming for such purpose that the named executive officer experienced a qualifying termination immediately following the Closing. No named executive officer is entitled to any payments related to pension benefits, nonqualified deferred compensation arrangements or tax reimbursement.

	Cash ($)				
Name (1)	**Change-in-Control Severance ($) (2)**	**2014 Prorated Annual Bonus ($) (3)**	**Value of Perquisites/ Benefits ($) (4)**	**Equity ($) (5)**	**Total ($)**
Frank Del Rio	7,000,000	1,458,333	183,636	2,182,000	10,823,969
Jason Montague	1,000,000	312,500	0	2,491,108	3,803,608
T. Robin Lindsay	1,000,000	312,500	0	1,545,125	2,857,625
Robert Binder	1,000,000	354,167	0	748,908	2,103,075
Kunal Kamlani	1,650,000	637,500	33,560	1,513,985	3,835,045

(1)

- A portion of the payments reflected in this table are subject to approval of the securityholders of Prestige in accordance with Section 280G of the Internal Revenue Code of 1986 (the "Code") and to the extent such

amounts are not approved by the securityholders of Prestige, such amounts will not be payable to the executives. The portion of the payments which would constitute "parachute payments" within the meaning of Section 280G(b)(2) of the Code in excess of 299% of the individual's average annual taxable compensation for services performed for Prestige for the five most recent taxable years

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ending before the date of the Prestige Acquisition have been waived by each of the executives (other than Messrs. Binder and Kamlani whose payments would not otherwise result in an excise tax under Section 4999 of the Code) unless approved by the securityholders of Prestige. Such approval will be sought prior to the Closing and to the extent approval of more than 75% of the outstanding securities of Prestige (excluding the affected officers) is not obtained, the excess amounts will not be paid. Each of the executives, other than Mr. Kamlani, is entitled to a tax gross up in respect of any "excess parachute payments" within the meaning of Section 280G of the Code. However, no "excess parachute payments" will be made as a result of the execution of the waivers described above.

(2)

- Represents severance payments to which the executive would be entitled upon a qualifying termination within 90 days (180 days in the case of Mr. Del Rio) prior to, or within twelve months following (or, in the case of Mr. Montague, eighteen months and, in the case of Mr. Del Rio, following the consummation of the Prestige Acquisition, but prior to December 31, 2015) a "change in control" (as defined in the executive's employment agreement with Prestige) and which would include a transaction such as the Prestige Acquisition. For Messrs. Montague, Lindsay, and Binder, these severance payments, which are flat amounts, are payable in a lump sum within ten days of the executive's termination date. For Mr. Del Rio, these payments, which consist of two times the sum of Mr. Del Rio's base salary and annual target bonus, are payable in monthly installments over two years following such qualifying termination. For Mr. Kamlani, these payments, which consist of one year of base salary and $750,000, are payable in equal installments over six months following such qualifying termination. These amounts are "double-trigger" payments: in addition to the occurrence of the Prestige Acquisition, the payments are contingent on the occurrence of a qualifying termination within 90 days (180 days in the case of Mr. Del Rio) prior to, or within 12 months following the Prestige Acquisition (or, in the case of Mr. Montague, eighteen months and, in the case of Mr. Del Rio, following the Prestige Acquisition, but prior to December 31, 2015) (such period, the "CIC Period"). Mr. Del Rio would not receive any ordinary cash severance payments upon a termination of employment in the absence of a change in control. The dollar amount of the cash severance payable to Mr. Kamlani upon any qualifying termination does not vary based on the occurrence or non-occurrence of a change in control. Messrs. Montague, Lindsay and Binder are entitled to receive two years' base salary upon a qualifying termination in the absence of a change in control.

(3)

- Reflects the 2014 annual bonuses payable to the named executive officers in connection with any qualifying termination, which are prorated based on an assumed termination date of November 1, 2014. For Messrs. Montague, Lindsay and Binder, such amounts are payable in a lump sum within ten days following the termination date. For Mr. Del Rio, such amount is payable within sixty days following the termination date. For Mr. Kamlani, such amount is payable at the same time other executives receive their annual performance bonuses. These amounts are "double-trigger" payments: in addition to the occurrence of the Prestige Acquisition, the payments are contingent on the occurrence of a qualifying termination within the CIC Period.

(4)

- Represents the value of any "double-trigger" perquisites and benefits payable to the named executive officers in connection with a qualifying termination within the CIC Period. For Mr. Del Rio, such perquisites and benefits include two years' of continued payment of country club dues ($40,000), automobile allowance ($55,200), tax advice and income tax preparation ($40,000) and continued health and medical benefits ($48,436). For Mr. Kamlani, such perquisites and benefits include one year of payment of COBRA premiums ($33,560). If any of Messrs. Montague, Lindsay and Binder were to undergo a qualifying termination in the absence of a change in control, the executive would also be entitled to continued health, dental and vision benefits as well as automobile allowance for a period of one year post-termination.

(5)

- Represents the assumed value of options for which vesting would be subject to “single-trigger” acceleration following the assumed Closing Date in the fourth quarter of 2014, and the cancellation of such awards in exchange for the Merger Consideration (less the applicable exercise price of the option and applicable taxes) based on an assumed value of Prestige Common Stock of $28.50. The chart below contains additional detail regarding the unvested options currently held by each named executive officer as of September 30, 2014 and assumed to remain outstanding and unvested as of the assumed Closing Date in the fourth quarter of 2014. In accordance with the terms of outstanding

performance-based options, the number of Prestige shares underlying unvested performance-based options in the table above and in the chart below assumes the deemed satisfaction of performance targets at 100% upon the Closing. In addition, each holder of an option with an exercise price that is less than the Merger Consideration is eligible to receive a portion of an aggregate contingent payment of up to $50,000,000 in cash subject to the achievement of certain milestones set forth in the Merger Agreement. In the event that such contingent payment is paid out, the executives would be entitled to receive an additional amount of up to $1.25 per such option in April 2016, however, there is no certainty that such amounts will be paid, and so they have not been reflected in the table above or the chart below.

	Total Number of Prestige Shares Underlying Unvested Options (#)	**Value of Unvested Options ($)**
Frank Del Rio	200,000	2,182,000
Jason Montague	156,667	2,491,108
T. Robin Lindsay	115,083	1,545,125
Robert Binder	56,667	748,908
Kunal Kamlani	66,666	1,513,985

Summary of Potential Payments in Connection with a Change-in-Control

Oceania has entered into an employment agreement with each of the named executive officers that specifies the severance payments and perquisites and benefits to be provided upon various circumstances of termination of employment. For each of the executives except Mr. Kamlani, cash severance payments are dependent on and vary based on the occurrence of the Prestige Acquisition. In the case of Messrs. Del Rio, Montague, Lindsay and Binder, the cash severance payments vary if such termination occurs within the CIC Period. The severance payments and benefits for each named executive officer are as follows:

- For Mr. Del Rio, in the event of a qualifying termination absent a change in control, he will not be entitled to any cash severance however, he will be entitled to a prorated annual bonus for the year of termination and partial accelerated vesting of his June 6, 2014 option grant, such that the next installment scheduled to vest following the termination date shall vest and become exercisable on the termination date. In the event of a qualifying termination within the CIC Period, instead Mr. Del Rio would be entitled to two times the sum of his (i) base salary and (ii) target annual incentive bonus, payable in monthly installments for two years from the termination date, a prorated annual bonus for the year of termination, two years' payment of country club dues, automobile allowance, tax advice and income tax preparation and continued health and medical benefits and accelerated vesting of all unvested stock-based grants;

- For Messrs. Montague, Lindsay and Binder, in the event of a qualifying termination absent a change in control, they are entitled to two years' base salary, payable in a lump sum within 30 days of the termination date, a prorated annual bonus for the year of termination, one year's medical, dental, vision insurance benefits and automobile allowance, and accelerated vesting of all unvested stock-based grants. In the event of a qualifying termination within the CIC Period, each executive will instead be entitled to $1,000,000, payable in a lump sum within ten days following the termination date and a prorated annual bonus for the year of termination;

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- For Mr. Kamlani, upon any qualifying termination, he is entitled to one year’s base salary plus $750,000, payable in equal installments over six months, a prorated annual bonus for the year of termination and payment of COBRA premiums for one year (or until Mr. Kamlani obtains coverage from another employer).

Pursuant to the employment agreements, the severance payments and benefits are contingent upon the officer’s execution of a release of all claims against Prestige, and, for Messrs. Del Rio and Kamlani, are also contingent upon continued compliance with the confidentiality, noncompetition, and nonsolicitation

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covenants contained in the executive's employment agreement. Upon a qualifying termination, each executive is subject to noncompetition and nonsolicitation restrictions for twelve (12) months post- termination. In addition, if any officer breaches or threatens to breach, any noncompetition covenant in his agreement, or if Mr. Kamlani breaches, or threatens to breach, any confidentiality, noncompetition, or nonsolicitaton covenants contained in his agreement, Prestige is entitled, under the employment agreements, to specific performance and injunctive relief.

Equity Awards — Options

Each of the named executive officers holds stock options to purchase Prestige Common Stock. The executives' options are generally divided into two equal tranches, consisting of service-options and performance-options, other than for Messrs. Del Rio and Kamlani, who only hold service-options. Generally, the service-options vest 33% annually over a period of three years, subject to the executive's continued employment with Prestige and the performance-options vest 33% annually over a period of three years, subject to continued employment with Prestige and Prestige's achievement of certain performance targets in the applicable fiscal year. Mr. Del Rio was granted 200,000 options that vest according to the following schedule: 50% of the options vest on June 6, 2016, 25% of the options vest on June 6, 2017 and 25% of the options vest on June 6, 2018, subject to Mr. Del Rio's continued employment with Prestige. In connection with the consummation of the Prestige Acquisition, the vesting of all options will accelerate, and both the service-options and the performance-options, to the extent unvested, shall become fully vested and exercisable as of immediately prior to the Closing, with the performance-options vesting assuming the deemed satisfaction of performance targets at 100% upon the Closing. As described above, the Merger Agreement provides that, at the effective time, all outstanding options held by Prestige employees will be cancelled and exchanged for the right to receive the excess, if any, of the Merger Consideration to be delivered for each share of Prestige Common Stock over the exercise price of the applicable option. See "The Prestige Acquisition — The Prestige Acquisition Consideration" for more detail about the treatment in the Prestige Acquisition of Prestige equity awards held by named executive officers.

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THE AGREEMENT AND PLAN OF MERGER

Explanatory Note Regarding the Merger Agreement

The Merger Agreement is attached as Annex A to this Information Statement and incorporated by reference herein. The Merger Agreement and the summary set forth below are included in this Information Statement to provide you with information regarding its terms. Factual disclosures about us contained in this Information Statement or in our public reports filed with the SEC may supplement, update or modify the factual disclosures about us contained in the Merger Agreement. The representations, warranties and covenants made in the Merger Agreement by the parties thereto were qualified and subject to important limitations agreed to by the contracting parties in connection with negotiating the terms of the Merger Agreement. In particular, in your review of the representations and warranties contained in the Merger Agreement and described in this summary, it is important to bear in mind that the representations and warranties were negotiated with the principal purposes of establishing the circumstances under which a party to the Merger Agreement may have the right not to close the Prestige Acquisition if the representations and warranties of the other party prove to be untrue due to a change in circumstance or otherwise, and allocating contractual risk between the parties to the Merger Agreement, rather than establishing matters as facts. The representations and warranties may also be subject to a contractual standard of materiality different from those generally applicable to shareholders and in some cases were qualified by disclosures that were made by each party to the other, which disclosures were not reflected in the Merger Agreement. Moreover, information concerning the subject matter of the representations and warranties, which do not purport to be accurate as of the date of this Information Statement, may have changed since the date of the Merger Agreement and subsequent developments or new information qualifying a representation or warranty may not have been included in this Information Statement.
This section describes the material terms of the Merger Agreement. The description in this section and elsewhere in this Information Statement is qualified in its entirety by reference to the complete text of the Merger Agreement. This summary does not purport to be complete and may not contain all of the information about the Merger Agreement that is important to you. We encourage you to read the Merger Agreement carefully and in its entirety. This section is not intended to provide you with any factual information about us. Such information can be found elsewhere in this Information Statement and in the public filings we make with the SEC, which may be obtained by following the instructions set forth in the section entitled “Where You Can Find More Information.”

Effect of the Prestige Acquisition

Upon the consummation of the Prestige Acquisition, Prestige will become a wholly owned, indirect subsidiary of the Company. It is expected that, following the Prestige Acquisition, Prestige’s business and operations will initially be continued substantially as they are currently being conducted. We will continue to evaluate Prestige’s business and operations after the Prestige Acquisition and will take such actions as we deem appropriate under the circumstances then existing. We intend to seek additional information about Prestige during this period. Thereafter, we intend to review such information as part of a comprehensive review of Prestige’s business, operations, capitalization and management with a view to optimizing Prestige’s operations.
Except as indicated in this Information Statement, we do not have any present plans or proposals which relate to or would result in an extraordinary transaction, such as a merger, reorganization or liquidation, involving Prestige, a sale or transfer of a material amount of our assets, any material change in Prestige’s capitalization or dividend policy or any other material change in our corporate structure or business.

Closing

The Closing will take place on the third business day following the satisfaction or waiver of each of the closing conditions set forth in the Merger Agreement, or on such other date as may be agreed upon in writing by Prestige and us.

Customary Covenants

The Merger Agreement contains customary covenants, including covenants providing for: (i) each of the Company, Prestige and their respective subsidiaries to conduct its business only in the ordinary course

of business consistent with past practice and use its reasonable best efforts to preserve its present business operations, organization, franchise and goodwill and preserve the present relationships with persons having material business dealings with each of the Company, Prestige and their respective subsidiaries, in each case, between the execution of the Merger Agreement and the Closing and (ii) each of the Company, Prestige and their respective subsidiaries to use reasonable best efforts to do all things commercially reasonable and necessary, proper or advisable to consummate and make effective the transactions contemplated by the Merger Agreement.

Representations and Warranties

The Merger Agreement contains customary representations and warranties made by Prestige, the Company and the Stockholders' Representative. The statements embodied in those representations and warranties were made for purposes of the contract among the parties and are subject to qualifications and limitations agreed to by the parties in connection with negotiating the terms of that contract. Certain representations and warranties were made as of the date of the Merger Agreement (or other date specified in the Merger Agreement), may be subject to a contractual standard of materiality different from those generally applicable to shareholders or may have been used for the purpose of allocating contractual risk between the parties rather than establishing matters of fact. In addition, the representations and warranties are qualified by information in the disclosure schedules of each party. Information concerning the subject matter of the representations and warranties may have changed since the date of the Merger Agreement, and these changes may or may not be fully reflected in our public disclosures. The Merger Agreement should not be read alone, but should instead be read in conjunction with the other information regarding Prestige and us that is contained in this Information Statement, as well as in the filings that we will make and have made with the SEC. The representations and warranties contained in the Merger Agreement may or may not have been accurate as of the date they were made and we make no assertion herein that they are accurate as of the date of this Information Statement.

In the Merger Agreement, we, on our own behalf and on behalf of Merger Sub, made customary representations and warranties that are subject, in some cases, to specified exceptions and qualifications, to Prestige, including representations relating to:

- Organization, corporate power and authority to enter into the Merger Agreement and to consummate the transactions contemplated thereby, and good standing;
- Authorization to enter into the Merger Agreement and the other transaction documents and that the consummation of the transactions contemplated thereby have been authorized, and the lack of conflicts, breaches or defaults, liens, consents, approvals or notices, other than those specifically identified in the Merger Agreement;
- Formation of Merger Sub;
- SEC filings since January 1, 2012;
- Absence of undisclosed liabilities;
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- Absence of litigation, other than those specifically identified in the Merger Agreement;

- Compliance with law;

- Availability of funds to consummate the transactions contemplated by the Merger Agreement;

- Absence of certain material changes or events from December 31, 2013;

- Tax matters;

- Vessels;

- Material compliance with environmental laws since January 1, 2012 and other representations as to environmental matters;

- The Share Issuance;

- Information statements, including this Information Statement;

- Compliance with anti-corruption and anti-bribery laws;
- Absence of economic sanctions; and
- Brokers and finders.

In the Merger Agreement, Prestige made customary representations and warranties that are subject, in some cases, to specified exceptions and qualifications, to us, including representations relating to:

- Organization, corporate power and authority to enter into the Merger Agreement and to consummate the transactions contemplated thereby, and good standing;
- Prestige's capital structure, including the particular number of outstanding shares of Prestige Common Stock, stock options, warrants and notes;
- Prestige's direct and indirect subsidiaries;
- Authorization to enter into the Merger Agreement and the other transaction documents and that the consummation of the transactions contemplated thereby have been authorized by Prestige's board of directors, and the lack of conflicts, breaches or defaults, liens, consents, approvals or notices, other than those specifically identified in the Merger Agreement;
- Financial statements;
- Compliance with law;
- Absence of litigation, other than those specifically identified in the Merger Agreement;
- Material compliance with applicable permits necessary to carry on its business;

- Absence of certain material changes or events from December 31, 2013;
- Material contracts;
- Absence of material disputes with its major suppliers and material travel arrangers or tour organizers;
- Real property;
- Personal Property (as defined in the Merger Agreement) and sufficiency of assets;
- Vessels;
- Employees and employee benefit matters;
- Material compliance with environmental laws since January 1, 2012 and other representations as to environmental matters;
- Intellectual property;
- Tax matters;
- Insurance;
- Related party transactions;

• Information statements, including this Information Statement;

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• Compliance with anti-corruption and anti-bribery laws;

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• Absence of economic sanctions; and

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• Brokers and finders.

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In the Merger Agreement, the Stockholders' Representative made customary representations and warranties that are subject, in some cases, to specified exceptions and qualifications, to us, including representations relating to:

- Organization, corporate power and authority to enter into the Merger Agreement and to consummate the transactions contemplated thereby, and good standing; and
- Authorization to enter into the Merger Agreement and the other transaction documents and that the consummation of the transactions contemplated thereby have been authorized, and the lack of conflicts, breaches or defaults, liens, consents, approvals or notices, other than those specifically identified in the Merger Agreement.

Conditions to the Prestige Acquisition

The respective obligations of the Company and Prestige to consummate the Prestige Acquisition and the transactions contemplated thereby are subject to, among other things, the satisfaction or waiver of the following conditions:

- At the Closing, no order or other legal or regulatory restraint, prohibition or action shall have been enacted, entered, issued promulgated or enforced by any governmental authority that prohibits any of the transactions contemplated by the Merger Agreement or makes illegal the consummation of any of the transactions contemplated by the Merger Agreement, and no action shall have been commenced by any governmental authority that seeks to prohibit or enjoin the transactions contemplated by the Merger Agreement;
- All approvals, waivers and consents required by applicable law to be obtained from a governmental authority to consummate the transactions contemplated by and specified in the Merger Agreement shall have been received or obtained on or prior to the Closing Date; and
- Twenty (20) calendar days shall have elapsed since the filing of this Information Statement in definitive form.

In addition, our obligation to complete the Prestige Acquisition is subject to, among other things, the satisfaction or waiver of the following additional conditions:

- The representations and warranties of Prestige (other than certain fundamental representations and warranties) shall be true and correct in all respects (without giving effect to any limitation or qualification on any representation or warranty indicated by the words "Company Material Adverse Effect" (as such term is defined in the Merger Agreement) or "material") as of the Closing Date with the same effect as though made at and as of such date (unless such representations and warranties by their terms speak as of an earlier date, in which case they shall be true and correct in all respects as of such date without giving effect to any limitation or qualification on any representation or warranty indicated by the words "Company Material Adverse Effect" (as such term is defined in the Merger Agreement) or "material"), except to the extent that the failure of such representations and warranties to be true and correct has not had, and would not reasonably be expected to have, individually or in the aggregate, a Company Material Adverse Effect (as such term is defined in the Merger Agreement);

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- The fundamental representations and warranties of Prestige (other than representations and warranties related to capitalization) shall be true and correct in all material respects on and as of the Closing Date with the same effect as though made at and as of such date (unless such representations and warranties by their terms speak as of an earlier date, in which case they shall be true and correct in all respects as of such date);

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- The representations and warranties of Prestige related to capitalization shall be true and correct in all respects on and as of the Closing Date with the same effect as though made at and as of such date (unless such representations and warranties by their terms speak as of an earlier date, in which case they shall be true and correct in all respects as of such date), except for inaccuracies that are de minimis;

- Prestige shall have performed in all material respects the obligations and complied in all material respects with the covenants set forth in the Merger Agreement that are required to be performed or complied with by it at or prior to the Closing;

- Since September 2, 2014, there shall not have been or arisen any event, occurrence, fact, condition, circumstance or change that has had, or would reasonably be expected to have, individually or in the aggregate, a Company Material Adverse Effect (as such term is defined in the Merger Agreement);

- Each of Prestige's vessels shall be safely afloat as of the Closing (except to the extent in a scheduled dry-dock) and, since September 2, 2014, there has been no (i) actual or constructive total loss of any of Prestige's vessels or (ii) damage to any of Prestige's vessels to an extent that would make repair thereof uneconomical or render such vessel permanently unfit for normal use;

- Prestige shall have delivered to us payoff letters in customary form relating to the Credit Agreements (as such term is defined in the Merger Agreement) and documentation in customary form evidencing the release of liens under the Credit Agreements (as such term is defined in the Merger Agreement);

- Certain approvals and consents specified in the Merger Agreement shall have been obtained;

- We shall have received a certificate of Prestige, dated as of the Closing Date, signed by an authorized officer of Prestige certifying to the effect that certain conditions have been satisfied; and

- Prestige shall have delivered, or shall have caused to be delivered, to us a duly executed certificate of merger and escrow agreement.

In addition, Prestige's obligations to complete the Prestige Acquisition are subject to, among other things, the satisfaction or waiver of the following additional conditions:

- The representations and warranties of the Company and Merger Sub (other than certain fundamental representations and warranties) shall be true and correct in all respects (without giving effect to any limitation or qualification on any representation or warranty indicated by the words "Parent Material Adverse Effect" (as such term is defined in the Merger Agreement) or "material") on and as of the Closing Date with the same effect as though made at and as of such date (unless such representations and warranties by their terms speak as of an earlier date, in which case they shall be true and correct in all respects as of such date without giving effect to any limitation or qualification on any representation or warranty indicated by the words "Parent Material

Adverse Effect" (as such term is defined in the Merger Agreement) or "material"), except to the extent that the failure of such representations and warranties to be true and correct has not had, and would not reasonably be expected to have, individually or in the aggregate, a Parent Material Adverse Effect (as such term is defined in the Merger Agreement);

- The fundamental representations and warranties of the Company shall be true and correct in all material respects on and as of the Closing Date with the same effect as though made at and as of such date (unless such representations and warranties by their terms speak as of an earlier date, in which case they shall be true and correct in all material respects as of such date);

- The Company and Merger Sub shall have performed in all material respects the obligations and complied in all material respects with the covenants set forth in the Merger Agreement that are required to be performed or complied with by each of them at or prior to the Closing;

- Since September 2, 2014, there has not been or arisen any event, occurrence, fact, condition, circumstance or change that has had, or would reasonably be expected to have, individually or in the aggregate, a Parent Material Adverse Effect (as such term is defined in the Merger Agreement);

- Prestige shall have received a certificate of the Company, dated as of the Closing Date, signed by an authorized officer of the Company to the effect that certain conditions have been satisfied;

- The Company Ordinary Shares issued in the Share Issuance shall have been approved for listing on NASDAQ, subject to official notice of issuance; and
- We shall have delivered, or shall have caused to be delivered, to Prestige a duly executed certificate of merger and escrow agreement.

Indemnification

Until the date that is nine (9) months following the anniversary of the Closing Date, subject to the Prestige Cap (as described herein) and the Deductible (as described herein), Prestige's securityholders shall indemnify and defend each of the Company and its subsidiaries (including, following the Closing, Prestige and its subsidiaries) (collectively, the "Parent Indemnitees") against, and shall hold each of them harmless from and against, and shall pay and reimburse each of them for, any and all losses incurred or sustained by, or imposed upon, the Parent Indemnitees based upon, arising out of or by reason of:

- Any inaccuracy in or breach of any of Prestige's fundamental representations and warranties or any failure of such fundamental representations and warranties to be true and correct as if it was made on the Closing Date (except to the extent expressly made as of an earlier date, in which case as of such earlier date);
- Any breach or nonperformance by Prestige prior to the Closing of any of its covenants or agreements set forth in the Merger Agreement;
- Certain actions asserted or threatened by any of Prestige's securityholders and any holder of Prestige's options or other equity compensation awards, including stock appreciation rights; and
- Any taxes of Prestige or its subsidiaries (and any predecessors thereof) resulting from a failure by Prestige and its subsidiaries to be eligible for the exclusion from gross income under Section 883(a)(1) under the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, in the current taxable year or in the Pre-Closing Tax Period (as such term is defined in the Merger Agreement) or in a Straddle Period (as such term is defined in the Merger Agreement) ending on the Closing Date in which such exclusion was claimed by Prestige or any of its subsidiaries.

Prestige's securityholders shall not be liable to the Parent Indemnitees for losses exceeding the aggregate cash and Company Ordinary Shares then available in the escrow account (the "Prestige Cap"), and Prestige's securityholders are obligated to indemnify Parent Indemnitees under the Merger Agreement only when the aggregate amount of all such individual losses incurred or sustained by all Parent Indemnitees with respect to which the Parent Indemnitees would otherwise be entitled to indemnification under the Merger Agreement exceeds $1,000,000 (the "Deductible"), and then only to the extent such losses exceed the Deductible.

In addition, until the date that is nine (9) months following the anniversary of the Closing Date, subject to the Company Cap (as described herein) and the Deductible, we shall indemnify and defend each of Prestige's

securityholders (collectively, the "Stockholder Indemnitees") against, and shall hold each of them harmless from and against, and shall pay and reimburse each of them for, any and all losses incurred or sustained by, or imposed upon, the Stockholder Indemnitees based upon, arising out of or by reason of:

- any inaccuracy in or breach of any of our fundamental representations and warranties or any failure of such fundamental representations and warranties to be true and correct as if it was made on the Closing Date (except to the extent expressly made as of an earlier date, in which case as of such earlier date); and

- Any breach or non-fulfillment of any covenant, agreement or obligation to be performed by us pursuant to the Merger Agreement.

We shall not be liable to the Stockholder Indemnitees for losses exceeding $88,900,000 (the "Company Cap"), and we are obligated to indemnify Stockholder Indemnitees under the Merger Agreement only when the aggregate amount of all such individual losses incurred or sustained by all Stockholder Indemnitees with respect to which the Stockholder Indemnitees would otherwise be entitled to indemnification under the Merger Agreement exceeds the Deductible, and then only to the extent such losses exceed the Deductible.

Termination

The Merger Agreement may be terminated at any time before the Closing as follows and in no other manner:

- By mutual consent in writing of the Company and Prestige;
- Subject to certain conditions, by the Company or Prestige at any time after February 12, 2015, if the Closing shall not have occurred by such date;
- Subject to certain conditions and cure periods, by Prestige, if the Company or Merger Sub has breached or failed to perform any representation, warranty, covenant or agreement contained in the Merger Agreement, or if any representation or warranty of the Company or Merger Sub has become untrue, in each case, such that certain conditions set forth in the Merger Agreement could not be satisfied as of the Closing Date;
- Subject to certain conditions and cure periods, by the Company, if Prestige has breached or failed to perform any representation, warranty, covenant or agreement contained in the Merger Agreement, or if any representation or warranty of Prestige has become untrue, in each case, such that certain conditions set forth in the Merger Agreement could not be satisfied as of the Closing Date;
- Subject to certain conditions, by either the Company or Prestige if (i) any court of competent jurisdiction or other competent governmental authority shall have issued an order permanently restraining, enjoining or prohibiting the transactions contemplated by the Merger Agreement and such order shall have become final and nonappealable or (ii) there shall be any law that makes consummation of the Prestige Acquisition illegal or otherwise prohibited; and
- By Prestige if the Company fails to obtain the necessary financing.

Effect of Termination

Subject to certain conditions, if the Merger Agreement is terminated under certain circumstances principally related to our failure to consummate the Prestige Acquisition due to the failure to obtain the necessary financing, we shall pay or cause to be paid to Prestige a termination fee of $88,900,000 in cash (the “Termination Fee”). If the Merger Agreement is terminated in accordance with its terms, the Merger Agreement shall forthwith become void and have no effect, without any liability or obligation on the part of any party under the Merger Agreement; provided, that notwithstanding the foregoing:

- No such termination shall relieve any party thereto of any liability for damages to the other party thereto resulting from any willful and knowing breach of the Merger Agreement prior to such termination; and
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- The obligations of the parties contained therein related to reimbursement of fees and expenses, the payment of the Termination Fee, and certain other miscellaneous provisions necessary for the interpretation and enforcement thereof shall survive any such termination.

Expenses

Except as otherwise provided in the Merger Agreement (in the case of resolution of certain objections or disputes, which will generally be split among the parties, and the payment of costs and expenses related to transfer taxes, which will be paid by the Company), Prestige and the Company shall each pay its own fees and expenses.

Amendment

The Merger Agreement may be amended, modified or supplemented only by agreement in writing of the parties thereto. The parties to the Merger Agreement amended the Merger Agreement on October 6, 2014 pursuant to that certain Amendment No. 1 to Agreement and Plan of Merger (the "Amendment"). The Amendment is attached as Annex G to this Information Statement and incorporated by reference herein. The Amendment was approved by the unanimous written consent of Prestige's board of directors and the Subcommittee. In addition, Genting, STAR and TPG, each of whose consent was required pursuant to the Shareholders' Agreement, have consented to the Amendment.

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COMPARATIVE MARKET PRICES AND DIVIDEND INFORMATION

The Company Ordinary Shares are listed on NASDAQ under the symbol "NCLH." The following table sets forth, for the periods indicated, the high and low sales prices per share of the Company Ordinary Shares, as reported by NASDAQ.

	Company Ordinary Shares Price Range	
	High	**Low**
2014		
Third quarter	$ 38.05	$ 31.38
Second quarter	$ 34.18	$ 29.08
First quarter	$ 37.30	$ 31.61
2013		
Fourth quarter	$ 35.97	$ 28.57
Third quarter	$ 33.67	$ 28.28
Second quarter	$ 32.93	$ 28.00
First quarter (beginning January 18, 2013)	$ 31.91	$ 19.00

The following table sets forth the closing sale prices of the Company Ordinary Shares as reported on NASDAQ, on August 29, 2014, the last trading day before Norwegian announced the signing of the Merger Agreement, and on October 1, 2014, the last trading day before the distribution of this Information Statement for which data was available.

	Company Ordinary Shares
August 29, 2014	$ 33.31
October 1, 2014	$ 35.17

Norwegian has not paid dividends to holders of the Company Ordinary Shares since its initial public offering on January 18, 2013. Any determination to pay dividends in the future will be at the discretion of the Board and will depend upon Norwegian's results of operations, financial condition, restrictions imposed by applicable law and Norwegian's financing agreements and other factors that the Board deems relevant.

There is no established public trading market for shares of Prestige Common Stock. Prestige has not historically paid dividends to holders of Prestige Common Stock.

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF NORWEGIAN

Norwegian's consolidated financial statements, included in Norwegian's Annual Report on Form 10-K for the year ended December 31, 2013, and Norwegian's unaudited consolidated financial statements, included in Norwegian's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, are incorporated by reference herein.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PRESTIGE

You should read this data in conjunction with "Management's Discussion and Analysis of Financial Conditions and Results of Operations of Prestige" and the historical audited and unaudited consolidated financial statements and related notes of Prestige, which are attached hereto as Annex E and Annex F. The data for the six months ended June 30, 2014 and 2013 has been derived from the unaudited financial statements, which are attached hereto as Annex F (with the exception of the consolidated balance sheet as of June 30, 2013, which is not included in this Information Statement) and which, in the opinion of Prestige's management, contain all normal recurring adjustments necessary for a fair statement of the results for the unaudited interim periods. The data, as it relates to each of the years 2009 through 2013, has been derived from annual financial statements, including Prestige's audited consolidated balance sheets as of December 31, 2013 and 2012 and the related consolidated statements of operations and of cash flows for each of the three years in the period ended December 31, 2013 and the notes thereto appearing elsewhere in this Information Statement (with the exception of the consolidated balance sheet as of December 31, 2011 and the financial statements as of and for each of the years ended December 31, 2010 and 2009, which are not included in this Information Statement). Prestige's consolidated financial statements have been prepared in accordance with GAAP in the U.S. Historical results are not necessarily indicative of results that may be expected for any future period.

	Six Months Ended June 30,		Year Ended December 31,				
	2014	2013	2013	2012	2011	2010	2009
	(in thousands, except per share data)						
Statement of Income data							
Revenue							
Passenger ticket	$524,244	$478,007	$1,001,610	$947,071	$834,868	$642,068	$529,646
Onboard and other	85,691	74,008	162,947	151,213	134,270	107,025	94,116
Charter	5,840	9,312	18,779	13,737	—	—	—
Total revenue	615,775	561,327	1,183,336	1,112,021	969,138	749,093	623,762
Cruise operating expense							
Commissions, transportation and other	167,763	156,732	323,841	331,254	271,527	192,285	143,372
Onboard and other	24,606	20,111	43,518	40,418	36,854	28,981	28,746
Payroll, related and food	91,547	88,268	177,953	168,594	153,754	122,801	113,203
Fuel	55,142	54,598	101,690	101,685	92,921	57,913	44,220
Other ship operating	50,228	47,621	98,062	95,808	86,022	68,517	61,732
Other	28,816	5,404	16,416	21,968	26,305	16,085	37,016
Total cruise operating expense	418,102	372,734	761,480	759,727	667,383	486,582	428,289
Selling and administrative	99,320	90,266	174,866	153,747	145,802	134,676	116,989

	Six Months Ended June 30,		Year Ended December 31,				
Depreciation and amortization	43,051	41,926	83,829	93,003	79,269	56,606	62,528
Total operating expense	560,473	504,926	1,020,175	1,006,477	892,454	677,864	607,806
Operating income	55,302	56,401	163,161	105,544	76,684	71,229	15,956
Non-operating income (expense)							
Interest income	249	240	540	752	670	513	143
Interest expense, net of capitalized interest	(68,103)	(70,858)	(141,634)	(131,651)	(101,560)	(91,325)	(91,048)
Other income (expense) (1)	(2,170)	3,308	13,209	22,956	(45,901)	(42,179)	12,902
Total non-operating expense	(70,024)	(67,310)	(127,885)	(107,943)	(146,791)	(132,991)	(78,003)
Income (loss) before income taxes	(14,722)	(10,909)	35,276	(2,399)	(70,107)	(61,762)	(62,047)
Income tax benefit (expense), net	(333)	112	246	(213)	335	(358)	171
Net income (loss)	$(15,055)	$(10,797)	$35,522	$(2,612)	$(69,772)	$(62,120)	$(61,876)
Earnings (loss) per share							
Basic	$(1.11)	$(0.80)	$2.62	$(0.19)	$(5.14)	$(4.0)	$(4.63)
Diluted	$(1.11)	$(0.80)	$1.88	$(0.19)	$(5.14)	$(4.0)	$(4.63)

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	As of June 30,		As of December 31,				
	2014	2013	2013	2012	2011	2010	2009
				(in thousands)			
Balance sheet data:							
Cash and cash equivalents	$281,567	$263,081	$286,419	$139,556	$147,212	$117,635	$149,838
Total assets	2,973,951	2,957,679	2,989,886	2,872,110	2,479,581	1,939,146	1,837,955
Passenger deposits	534,142	449,112	432,564	365,296	336,203	291,977	247,484
Long-term debt (2)	1,452,546	1,647,975	1,596,218	1,695,656	1,328,518	830,724	878,036
Total debt (2)	1,542,109	1,716,567	1,686,544	1,713,216	1,350,840	855,724	903,036
Related party notes payable	738,783	686,186	711,617	661,304	615,143	572,736	499,152
Total liabilities	2,959,661	2,979,769	2,962,304	2,885,453	2,489,409	1,916,804	1,817,980
Total stockholders' equity (deficit)	14,290	(22,090)	27,582	(13,343)	(9,828)	22,342	19,975

(1)

- Other income (expense) consists of a variety of non-operating items including but not limited to foreign transaction gains and losses, gain (loss) on early extinguishment of debt and realized and unrealized gain (loss) on derivative instruments.

(2)

- Includes the debt discount of $26.4 million, $29.7 million and $32.8 million as of June 30, 2014, December 31, 2013 and 2012, respectively.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The preliminary unaudited pro forma condensed consolidated financial information for the periods indicated gives effect to the consummation of the Prestige Acquisition as well as the related Financings, as defined below (collectively, the “Transactions”).

In connection with the Prestige Acquisition, it is anticipated that Norwegian will incur additional indebtedness, issue 20,296,880 Company Ordinary Shares in the Share Issuance, and refinance a significant portion of Prestige’s historical debt (collectively, the “Financings”). Although such refinancing and incurrence of debt are anticipated, there is no guarantee that Prestige’s historical debt can be refinanced or the future debt of the combined entity can be obtained at interest rates and other terms acceptable to the combined entity.

The estimated Financings are currently expected to consist of the following (in thousands):

Debt:		
New Term B Loan Facility	$	500,000
$675.0 million Term Loan Facility		450,000
Senior Unsecured Notes		780,000
New Norwegian Debt		1,730,000
Prestige New Build Loan Agreements		828,152
Total debt	$	2,558,152
Equity:		
Share Issuance	$	713,841

The preliminary unaudited pro forma condensed consolidated financial information set forth herein is derived from and should be read in conjunction with the historical audited and unaudited consolidated financial statements and related notes of Norwegian, which are incorporated by reference herein, and the historical audited and unaudited consolidated financial statements and related notes of Prestige, which are attached hereto as Annex E and Annex F.

The preliminary unaudited pro forma condensed consolidated balance sheet as of June 30, 2014 gives effect to the consummation of the Transactions as if they had occurred on that date. The preliminary unaudited pro forma condensed consolidated statements of operations give effect to the consummation of the Transactions as if they had occurred on January 1, 2013.

The pro forma information is preliminary, is being furnished solely for informational purposes and is not necessarily indicative of the combined financial position or results of operations that might have been achieved for the periods or dates indicated, nor is it necessarily indicative of the future results of the combined entity. It does not reflect cost savings expected to be realized from the elimination of certain expenses and from synergies expected to be created or the costs to achieve such cost savings or synergies. No assurance can be given that cost savings or synergies will be realized. The pro forma adjustments contained in the preliminary unaudited pro forma condensed consolidated financial information are based on the latest available information and certain adjustments that management believes are reasonable. These preliminary unaudited pro forma adjustments include a preliminary allocation of the purchase price of Prestige to certain assets and liabilities based on fair value; however, the final allocation of the purchase price to acquired assets and liabilities will be based on a formal valuation analysis to be completed following the consummation of the Transactions. The actual results reported by the combined entity in periods following the Transactions may differ materially from that reflected in this preliminary unaudited pro forma condensed consolidated financial information.

The preliminary unaudited pro forma condensed consolidated financial information presented is based on the assumptions and adjustments described in the accompanying notes. The preliminary unaudited pro forma condensed consolidated financial information gives effect to events that are (1) directly attributable to the Transactions, (2) factually supportable and (3) with respect to the statements of operations, expected to have a continuing impact on the combined entity. The preliminary unaudited pro forma condensed

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consolidated financial information is presented for illustrative purposes and does not purport to represent what the financial position or results of operations would actually have been if the Transactions had occurred as of the dates indicated or what the financial position or results of operations would be for any future periods. The preliminary unaudited pro forma condensed consolidated financial information is based upon the respective historical audited and unaudited consolidated financial statements of Norwegian and Prestige, and should be read in conjunction with (1) the accompanying notes to the preliminary unaudited pro forma condensed consolidated financial information, (2) the historical audited and unaudited consolidated financial statements and related notes of Norwegian, which are incorporated by reference herein, (3) the historical audited and unaudited consolidated financial statements and related notes of Prestige, which are attached hereto as Annex E and Annex F, (4) management's discussion and analysis of financial conditions and results of operations of Norwegian incorporated by reference herein and (5) management's discussion and analysis of financial conditions and results of operations of Prestige included herein.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
AS OF JUNE 30, 2014
(in thousands)

	Norwegian (As Reported)	Prestige (a)	Pro Forma Adjustments		Pro Forma
Assets					
Current assets:					
Cash and cash equivalents	$ 63,483	$ 293,795	$ (234,652)	(b)	$ 122,626
Accounts receivable, net	27,145	6,675	—		33,820
Inventories	52,566	11,973	—		64,539
Prepaid expenses and other assets	67,030	62,240	7,990	(c)	137,260
Total current assets	210,224	374,683	(226,662)		358,245
Property and equipment, net	6,305,328	2,047,061	147,442	(d)	8,499,831
Goodwill and tradenames	611,330	485,553	960,748	(e)	2,057,631
Other long-term assets	187,921	66,654	84,900	(c)	339,475
Total assets	$ 7,314,803	$ 2,973,951	$ 966,428		$ 11,255,182
Liabilities and Shareholders' Equity					
Current liabilities:					
Current portion of long-term debt	$ 372,911	$ 92,047	$ 50,149	(f)	$ 515,107
Accounts payable	102,755	10,071	—		112,826
Accrued expenses and other liabilities	256,569	121,994	59,159	(g)	437,722
Due to Affiliate	37,026	—	—		37,026
Advance ticket sales	610,639	516,259	(54,142)	(h)	1,072,756
Total current liabilities	1,379,900	740,371	55,166		2,175,437
Long-term debt	3,129,337	1,460,099	967,310	(f)	5,556,746
Due to Affiliate	36,880	738,783	(738,783)	(i)	36,880
Other long-term liabilities	53,905	20,408	75,335	(j)	149,648
Total liabilities	4,600,022	2,959,661	359,028		7,918,711
Commitments and contingencies					
Shareholders' equity:					
Ordinary shares	205	136	(116)	(k)	225
Additional paid-in capital	2,822,208	308,219	402,082	(k)	3,532,509
Accumulated other comprehensive income (loss)	(23,011)	(55,730)	55,730	(k)	(23,011)
	(34,588)	(238,335)	146,184	(k)	(126,739)

	Norwegian (As Reported)	Prestige (a)	Pro Forma Adjustments		Pro Forma
Retained earnings (deficit)					
Treasury shares	(79,155)	—	—	(k)	(79,155)
Total shareholders' equity controlling interest	2,685,659	14,290	603,880		3,303,829
Non-controlling interest	29,122	—	3,520	(k)	32,642
Total shareholders' equity	2,714,781	14,290	607,400		3,336,471
Total liabilities and shareholders' equity	$ 7,314,803	$ 2,973,951	$ 966,428		$ 11,255,182

See accompanying notes to unaudited pro forma condensed consolidated balance sheet.
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Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet

(a)

- Certain reclassifications have been made to the historical financial statements of Prestige to conform to Norwegian's presentation.

The following material reclassifications have been made to the Prestige historical financial statements (in thousands):

Reclassifications to Prestige Historical Financial Statements	As of June 30, 2014
Reclassify in-transit credit card remittances from accounts receivables, net to cash and cash equivalents	$ 12,228
Reclassify advertising paper from inventories to prepaid expenses and other assets	$ 1,460
Reclassify spare parts from inventory to property and equipment, net	$ 6,424
Reclassify tradenames from other long-term assets to goodwill and tradenames	$ 80,695
Reclassify capital lease from accrued expenses and other liabilities to current portion of long-term debt	$ 2,484
Reclassify capital lease from other long-term liabilities to long-term debt	$ 7,553

(b)

- Represents estimated sources and uses of funds as follows (in thousands):

Sources of Funds:		
New Norwegian Debt	$	1,730,000
Total sources		1,730,000
Uses of Funds:		
Purchase of Prestige – cash portion		1,108,798
Refinancing of Prestige historical debt, including prepayment premium and accrued interest		740,639
Estimated debt issue costs – New Norwegian Debt		46,915
Estimated direct transaction fees and expenses		68,300
Total uses		1,964,652
Net use of historical cash	$	(234,652)

(c)

- The composition of the pro forma adjustment is as follows (in thousands):

	Prepaid Expenses and Other Assets	Other Long-Term Assets
Capitalized IPO costs (1)	$ (1,499)	$ —
Historical deferred financing fees (2)	(11,921)	(50,605)
New deferred financing fees (3)	21,410	25,505
Amortizable intangible assets (4)	—	110,000
Pro forma adjustment	$ 7,990	$ 84,900

(1)

- Costs which were capitalized as part of Prestige's S-1 filing process which have no future value.

(2)

- Financing fees related to the historical Prestige debt to be extinguished upon the consummation of the Transactions.

(3)

- Financing fees to be capitalized related to the New Norwegian Debt to be amortized in accordance with the term of the related debt, which is preliminarily expected to be 3 to 5 years. These fees were estimated based on the preliminary terms of the financing commitment.

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(4)

- Intangible assets consist of customer relationships and backlog, which are preliminarily expected to be amortized over 3 and 1 year(s), respectively. The actual adjustment may differ materially based on the final determination of fair value.

(d)

- Primarily represents the estimated increase in the basis of the ships related to the preliminary valuation. The valuation of the ships considered the application of the market and cost approaches. The comparable sales method of the market approach is based on current market conditions and recent transactions of similar size vessels adjusted for the physical deterioration, and functional and economic obsolescence, if applicable. The cost approach recognizes that a prudent investor will pay no more for an asset than the cost to replace it new with an identical or similar unit of equal utility. The determination of the replacement cost is adjusted for physical deterioration, and functional and economic obsolescence, if applicable. Both methods were used in the estimation of the fair value of the ships and weighted on the relative appropriateness of each method given the specific facts and circumstances surrounding the ships including size, condition, current market conditions, comparison to other ships and other qualitative factors. The actual adjustment may differ materially based on the final determination of fair value.

(e)

- Under the purchase method of accounting, the total estimated Merger Consideration will be allocated to Prestige's tangible and intangible assets and liabilities based on the final determination of the estimated fair values as of the effective date of the Prestige Acquisition. The preliminary adjustment is calculated as follows (in thousands):

		As of June 30, 2014
Calculation of Merger Consideration:		
Purchase of Prestige – cash portion	$	1,108,798
Purchase of Prestige – equity portion		713,841
Contingent Merger Consideration		43,038
Other Merger Consideration – severance payments from change-in-control provisions		27,070
Total	$	1,892,747
Preliminary Allocation of Merger Consideration:		
Total Merger Consideration	$	1,892,747
Prestige book value of net assets		(14,290)
Adjustments to net book values:		
Property and equipment, net		(147,442)
Amortizable intangibles		(110,000)
Prepaid expenses and other assets – deferred financing/offering fees		13,420
Other long-term assets – deferred financing fees		50,605
Accrued expenses and other liabilities		34,922
Advance ticket sales		(54,142)
Due to Affiliate		(738,783)
Long-term debt		1,414
Other long-term liabilities		32,297
Adjustment to goodwill and tradenames		960,748

	As of June 30, 2014
Less: adjustment to tradenames	(534,305)
Adjustment to goodwill	$ 426,443

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(f)

- Represents the adjustments necessary to reflect the issuance of New Norwegian Debt and refinancing certain historical Prestige debt. The estimated net change in outstanding indebtedness results from the following (in thousands):

New Norwegian Debt	$	1,730,000
Refinancing of historical Prestige debt:		
Debt principal, net of discounts		(713,955)
Debt fair market value adjustment on assumed debt		1,414
Net change in debt	$	1,017,459

The balance sheet classification is as follows:

Current portion of long-term debt	$	50,149
Long-term debt		967,310
Net change in debt	$	1,017,459

(g)

- The composition of the pro forma adjustment is as follows (in thousands):

	Accrued Expenses and Other Liabilities	
Estimated assumed seller transaction fees	$	28,351
Severance payments from change-in-control provisions		27,070
Unfavorable concessionaire contract (1)		8,245
Deferred tax liability (2)		(1,466)
Other (3)		(3,041)
Pro forma adjustment	$	59,159

(1)

- This is the short-term component related to an unfavorable concessionaire agreement assumed in the Transactions.

(2)

- The deferred tax liability recorded by Prestige will not be assumed by Norwegian in the purchase price accounting as it relates to intangible assets with no assigned value.

(3)

- Primarily relates to accrued interest that will be paid at the consummation of the Transactions.

(h)

- Represents the pro forma adjustment to decrease advance ticket sales to the amount representative of the combined entities future performance obligation. The advance ticket sales were valued using a version of the Income Approach, known as the Build-Up Method, to estimate the cost necessary to fulfill the obligation, including an allowance for a reasonable profit on the fulfillment effort. These costs were based on an assumption that a certain portion of operating infrastructure would be necessary to fulfill these obligations. The costs were summed and a reasonable profit was added on the fulfillment effort. These adjusted costs were then discounted to present value using a discount rate commensurate of the liability.

(i)

- The Merger Agreement, which is attached hereto as Annex A, contemplates a pre-closing recapitalization of Prestige, wherein all outstanding Company Notes and Company Warrants (each as defined in the Merger Agreement) issued by Prestige may be exchanged for newly-issued shares of Prestige Common Stock or shares of Class B common stock of Prestige prior to the consummation of the Transactions.

(j)

- Represents 1) $43.0 million related to the contingent consideration payout and 2) $32.3 million related to the long-term portion of an unfavorable concessionaire contract. The contingent consideration was valued using various projected 2015 revenue scenarios weighted by the likelihood of each scenario occurring. The probability weighted payout was then discounted at an appropriate discount rate commensurate for the risk of meeting the probabilistic cash flows.

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(k)

- The composition of the pro forma adjustment is as follows (in thousands):

	Ordinary Shares	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)	Treasury Shares	Non-Controlling Interest	Total Shareholders' Equity
Elimination of pre-merger Prestige equity balances	$ (136)	$ (308,219)	$ 55,730	$ 238,335	$ —	$ —	$ (14,290)
Share Issuance (1)	20	713,821	—	—	—	—	713,841
Adjustment to non-controlling interest	—	(3,520)	—	—	—	3,520	—
Estimated transaction and refinancing related fees	—	—	—	(92,151)	—	—	(92,151)
Pro forma adjustment	$ (116)	$ 402,082	$ 55,730	$ 146,184	$ —	$ 3,520	$ 607,400

(1)

- The 20,296,880 Company Ordinary Shares to be issued in the Share Issuance are valued at $35.17, which is the closing share price of the Company's Ordinary Shares as of October 1, 2014. A $0.10 change in the share price with result in a $2.0 million change in the Merger Consideration.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2014
(in thousands, except share and per share data)

	Norwegian (As Reported)	Prestige (a)	Pro Forma Adjustment		Pro Forma (b)
Revenue					
Passenger ticket	$ 996,549	$ 524,244	$ —	(c)	$ 1,520,793
Onboard and other	433,406	91,531	—		524,937
Total revenue	1,429,955	615,775	—		2,045,730
Cruise operating expense					
Commissions, transportation and other	231,522	167,763	—		399,285
Onboard and other	103,391	24,606	—		127,997
Payroll and related	205,418	33,104	(4,122)	(d)	234,400
Fuel	156,872	55,142	—		212,014
Food	80,417	58,443	—		138,860
Other	139,086	78,135	1,531	(e)	218,752
Total cruise operating expense	916,706	417,193	(2,591)		1,331,308
Other operating expense					
Marketing, general and administrative	166,473	99,320	(332)	(f)	265,461
Depreciation and amortization	125,099	43,960	27,199	(g)	196,258
Total other operating expense	291,572	143,280	26,867		461,719
Operating income	221,677	55,302	(24,276)		252,703
Non-operating income (expense)					
Interest expense, net	(63,032)	(67,854)	7,354	(h)	(123,532)
Other income (expense)	63	(2,170)	—		(2,107)
Total non-operating income (expense)	(62,969)	(70,024)	7,354		(125,639)
Net income (loss) before income taxes	158,708	(14,722)	(16,922)		127,064
Income tax benefit (expense)	6,263	(333)	118	(i)	6,048
Net income (loss)	164,971	(15,055)	(16,804)		133,112
Net income (loss) attributable to non-controlling	2,088	—	(180)	(j)	1,908

	Norwegian (As Reported)	Prestige (a)	Pro Forma Adjustment		Pro Forma (b)
interest					
Net income (loss) attributable to Norwegian Cruise Line Holdings Ltd.	$ 162,883	$ (15,055)	$ (16,624)		$ 131,204
Weighted-average shares outstanding					
Basic	205,063,870		20,296,880	(k)	225,360,750
Diluted	210,742,655		20,296,880	(k)	231,039,535
Earnings per share					
Basic	$ 0.79			(k)	$ 0.58
Diluted	$ 0.78			(k)	$ 0.58

See accompanying notes to unaudited pro forma condensed consolidated statements of operations.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2013
(in thousands, except share and per share data)

	Norwegian (As Reported)	Prestige (a)	Pro Forma Adjustment		Pro Forma (b)
Revenue					
Passenger ticket	$ 1,815,869	$ 1,001,610	$ —	(c)	$ 2,817,479
Onboard and other	754,425	181,726	—		936,151
Total revenue	2,570,294	1,183,336	—		3,753,630
Cruise operating expense					
Commissions, transportation and other	455,816	323,841	—		779,657
Onboard and other	195,526	43,518	—		239,044
Payroll and related	340,430	62,544	(8,245)	(d)	394,729
Fuel	303,439	101,690	—		405,129
Food	136,785	115,409	—		252,194
Other	225,663	114,332	801	(e)	340,796
Total cruise operating expense	1,657,659	761,334	(7,444)		2,411,549
Other operating expense					
Marketing, general and administrative	301,155	174,866	512	(f)	476,533
Depreciation and amortization	215,593	83,975	58,341	(g)	357,909
Total other operating expense	516,748	258,841	58,853		834,442
Operating income	395,887	163,161	(51,409)		507,639
Non-operating income (expense)					
Interest expense, net	(282,602)	(141,094)	19,487	(h)	(404,209)
Other income (expense)	1,403	13,209	—		14,612
Total non-operating income (expense)	(281,199)	(127,885)	19,487		(389,597)
Net income (loss) before income taxes	114,688	35,276	(31,922)		118,042

	Norwegian (As Reported)	Prestige (a)	Pro Forma Adjustment		Pro Forma (b)
Income tax benefit (expense)	(11,802)	246	223	(i)	(11,333)
Net income (loss)	102,886	35,522	(31,699)		106,709
Net income (loss) attributable to non-controlling interest	1,172	—	(339)	(j)	833
Net income (loss) attributable to Norwegian Cruise Line Holdings Ltd.	$ 101,714	$ 35,522	$ (31,360)		$ 105,876
Weighted-average shares outstanding					
Basic	202,993,839		20,296,880	(k)	223,290,719
Diluted	209,239,484		20,296,880	(k)	229,536,364
Earnings per share					
Basic	$ 0.50			(k)	$ 0.47
Diluted	$ 0.49			(k)	$ 0.46

See accompanying notes to unaudited pro forma condensed consolidated statements of operations.

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Notes to Unaudited Pro Forma Condensed Consolidated Statements of Operations

(a)

- Certain reclassifications have been made to the historical financial statements of Prestige to conform to Norwegian's presentation.

The following material reclassification adjustments have been made to the Prestige historical financial statements (in thousands):

Reclassifications to Prestige Historical Financial Statements	**Six Months Ended June 30, 2014**	**Year Ended December 31, 2013**
Reclassify charter revenue to onboard and other revenue	$ 5,840	$ 18,779
Reclassify the food component of payroll, related and food expense to food expense	$ 58,443	$ 115,409
Reclassify other ship operating expense to other expense	$ 50,228	$ 98,062
Reclassify loss on asset disposal from other expense to depreciation and amortization expense	$ 909	$ 146

(b)

- The preliminary unaudited pro forma statements of operations do not reflect $96.7 million for estimated transaction costs, which consists of $28.4 million of estimated assumed seller transaction fees and $68.3 million in estimated transaction fees of Norwegian, as these charges are not expected to have a continuing impact on the results of operations of the combined entity.

(c)

- The preliminary unaudited pro forma statements of operations do not adjust, in arriving at pro forma results, the impact of the advance ticket sales adjustment to record unearned revenue at fair value in purchase accounting, which is considered non-recurring as the period effected is within twelve months of the transaction date.

(d)

- Represents an adjustment to reflect amortization of an unfavorable concessionaire contract.

(e)

- Represents an adjustment to direct expense for certain spare parts that historically have been capitalized by Prestige, but would have been expensed pursuant to Norwegian's accounting policies.

(f)

- The composition of the pro forma adjustment is as follows (in thousands):

	Six Months Ended June 30, 2014	**Year Ended December 31, 2013**

	Six Months Ended June 30, 2014	Year Ended December 31, 2013
Service fee (1)	$ (438)	$ (875)
Third-party fees (2)	(570)	(1,079)
Non-cash stock compensation expense (3)	676	2,466
Pro forma adjustment	$ (332)	$ 512

(1)

- Fees paid for services provided by a related party, which will be cancelled upon consummation of the Transactions.

(2)

- Legal fees and other fees in connection with prior registration statements and other administrative services which will not impact the combined entity.

(3)

- Compensation expense related to stock options that will vest upon the consummation of the Transactions.

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(g)

- A summary of the pro forma adjustments to depreciation and amortization expense are as follows (in thousands, except useful lives):

	Estimated Fair Value	Historical Book Value	Stepped-up Basis	Estimated Useful Life (years)	Six Months Ended June 30, 2014	Year Ended December 31, 2013
Depreciable assets:						
Ships	$ 2,168,897	$ 2,024,381	$ 144,516	24–30	$ 32,892	$ 65,783
Other property and equipment	25,606	22,680	2,926	3–12	1,600	3,200
Total depreciable assets	$ 2,194,503	$ 2,047,061	$ 147,442		$ 34,492	$ 68,983
Amortizable intangible assets:						
Customer relationships	$ 55,000	$ —	$ 55,000	3	$ 9,167	$ 18,333
Backlog	55,000	—	55,000	1	27,500	55,000
Total amortizable intangible assets	$ 110,000	$ —	$ 110,000		$ 36,667	$ 73,333
Total pro forma depreciation and amortization expense					$ 71,159	$ 142,316
Elimination of historical depreciation and amortization expense					(43,960)	(83,975)
Pro forma depreciation and amortization expense adjustment					$ 27,199	$ 58,341

We expect to complete the allocation of the purchase price subsequent to the close of the Transactions. The allocation of purchase price presented herein is based on a preliminary valuation. The actual adjustment may differ materially based on the final determination of fair value. A change of 10% of the preliminary fair value of the ships would result in a change of $6.6 million in annual depreciation expense.

(h)

- Represents the pro forma interest expense, net adjustment to reflect the new debt structure. This adjustment is preliminary. The actual adjustment may differ materially based on the final determination of fair value. The composition of the pro forma adjustments for interest expense, net are as follows (in thousands):

	Six Months Ended June 30, 2014	Year Ended December 31, 2013
Interest expense on New Norwegian Debt (1)	$ (37,671)	$ (76,085)
Amortization of fair value adjustment (2)	76	152
Amortization of deferred financing fees (3)	(3,682)	(7,364)
Less: Prestige historical interest expense (4)	48,631	102,784
Pro forma interest expense, net adjustment	$ 7,354	$ 19,487

(1)

- Represents $1,730 million of New Norwegian Debt, which is comprised of $950 million of variable rate term loans and $780 million of Senior Unsecured Notes. The New Norwegian Debt facilities have an estimated weighted-average interest rate of 4.4% per annum. The impact of a 0.125% change in LIBOR on the variable portion of the new debt would affect interest expense by approximately $1.2 million.

(2)

- Represents the amortization of the debt premium on the assumed debt facilities.

(3)

- Represents the amortization of deferred financing costs related to the issuance of the New Norwegian Debt.

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(4)

- Represents historical interest expense related to the refinanced Prestige facilities and the outstanding Company Notes and Company Warrants (each as defined in the Merger Agreement).

(i)

- The pro forma condensed consolidated income tax provision has been adjusted for the expected tax impact of the pro forma adjustments at Prestige's historical implied effective rate of 0.7% for the periods presented. A 1% change in the effective tax rate would result in a change in annual tax expense of less than $0.1 million. The effective tax rate of the combined entity could be significantly different depending on post-acquisition activities.

(j)

- Represents the adjustment for the Share Issuance and the pro forma net income.

(k)

- The pro forma earnings per share calculation is as follows (in thousands, except share and per share data):

	Six Months Ended June 30, 2014	Year Ended December 31, 2013
Pro forma net income	$ 133,112	$ 106,709
Pro forma net income attributable to non-controlling interest	1,908	833
Pro forma net income attributable to Norwegian Cruise Line Holdings Ltd.	$ 131,204	$ 105,876
Weighted-average shares outstanding:		
Basic:		
Norwegian – as reported	205,063,870	202,993,839
Shares issued as consideration to Prestige securityholders (1)	20,296,880	20,296,880
Basic – pro forma	225,360,750	223,290,719
Diluted:		
Norwegian – as reported	210,742,655	209,239,484
Shares issued as consideration to Prestige securityholders (1)	20,296,880	20,296,880
Diluted – pro forma	231,039,535	229,536,364
Pro forma earnings per share:		
Basic	$ 0.58	$ 0.47
Diluted	$ 0.58	$ 0.46

(1)

- Based upon the terms of the Merger Agreement.

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COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA

The following table contains certain historical per share data of Norwegian and Prestige and combined per share data on an unaudited pro forma basis as if the Prestige Acquisition had become effective as of the beginning of the periods presented, and after giving effect to the Prestige Acquisition using the purchase method of accounting with an assumed ratio of 1.4957 Company Ordinary Shares issued in exchange for each share of Prestige Common Stock. The unaudited pro forma combined per share data were derived from Norwegian's historical audited and unaudited consolidated financial statements, which are incorporated by reference into this Information Statement, and Prestige's historical audited and unaudited consolidated financial statements, which are attached as Annex E and Annex F to this Information Statement. The information in the table should be read in conjunction with the historical financial statements of Norwegian and Prestige and the related notes, which are incorporated by reference into or included elsewhere in this Information Statement. The unaudited pro forma data are based on estimates and assumptions that Norwegian and Prestige believe are reasonable. It is not necessarily indicative of the consolidated financial position or results of income in future periods or the results that actually would have been realized had Norwegian and Prestige been a combined company as of the beginning of the periods presented.

	As of, and for the Six Months Ended June 30, 2014	**As of and for the Year Ended December 31, 2013**
Norwegian:		
Book value per share		
Historical	$ 13.24	$ 12.96
Pro forma	$ 12.05	$ 11.78
Net income per share – basic		
Historical	$ 0.79	$ 0.50
Pro forma	$ 0.58	$ 0.47
Net income per share – diluted		
Historical	$ 0.78	$ 0.49
Pro forma	$ 0.58	$ 0.46
Prestige:		
Book value per share		
Historical	$ 1.05	$ 2.03
Equivalent pro forma (1)	$ 18.02	$ 17.63
Net income (loss) per share – basic		
Historical	$ (1.11)	$ 2.62
Equivalent pro forma (1)	$ 0.87	$ 0.70
Net income (loss) per share – diluted		
Historical	$ (1.11)	$ 1.88
Equivalent pro forma (1)	$ 0.87	$ 0.69

(1)

- The Prestige equivalent pro forma per share amounts are calculated by multiplying Norwegian pro forma per share amounts by the assumed exchange ratio for the Prestige Acquisition of 1.4957.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The table below sets forth information regarding the beneficial ownership of the equity securities of the Company as of October 1, 2014 by:

- each person that is known by the Company to be a beneficial owner of more than 5% of the Company's outstanding equity securities;
- each of our Named Executive Officers;
- each of our directors; and
- all directors and executive officers as a group.

The information set forth in the table below excludes the portion of the Stock Consideration that would be issued to funds affiliated with Apollo in connection with the Prestige Acquisition.

Pursuant to the Shareholders' Agreement, Genting, subject to certain consent rights, granted to Apollo the right to vote the Company Ordinary Shares held by affiliates of Genting, and TPG granted Apollo the right to vote the Company Ordinary Shares that are held by TPG in connection with certain transactions that require the vote of our shareholders.

There were 203,301,654 Company Ordinary Shares issued and outstanding as of October 1, 2014.

The amounts and percentages of Company 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 has no economic interest. Except as otherwise indicated in the footnotes below and except as provided in the Shareholders' Agreement described below, each of the beneficial owners has, to our knowledge, sole voting and investment power with respect to the indicated Company 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.

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Management NCL Corporation Units (as defined below) beneficially owned by our executive officers are also reported in the following table on a basis consistent with how beneficial ownership of the Company Ordinary Shares is reported under the SEC rules.

Name and Address (1)	Ordinary Shares Beneficially Owned		Number of Management NCL Corporation Units Beneficially Owned	Percent of Ordinary Shares Beneficially Owned (3)
	Number	Percent (2)		
STAR (4)	56,819,334	28.0%		
Apollo (5)	40,739,500	20.0%		
TPG (6)	16,079,834	7.9 %		
Tan Sri Lim Kok Thay (4)(7)	—	—		
David Chua Ming Huat (4)(7)	—	—		
Steve Martinez (8)	—	—		
Adam M. Aron	—	—		
Kevin Crowe (8)	—	—		
Robert Seminara (8)	—	—		
David M. Abrams (8)	—	—		
Karl Peterson (9)	—	—		
John Chidsey	6,683	*		
Walter L. Revell	10,527	*		
F. Robert Salerno	5,473	*		
Kevin M. Sheehan (10)	607,226	*	853,239	*
Wendy A. Beck (11)	146,817	*	195,484	*
Andrew Stuart (12)	177,914	*	225,126	*
Maria Miller (13)	68,280	*	127,547	*
Robert Becker (14)	72,416	*	51,588	*
All directors and executive officers as a group (17 persons) (15)	1,138,063	*	1,503,420	*

Economic interests in NCLC are represented by the partnership interests established under the Company's tax agreement, which we refer to as "NCL Corporation Units." We refer to the NCL Corporation Units exchanged for profits interests granted under the Company's profits sharing agreement as "Management NCL Corporation Units."

*

- Indicates less than one percent.

(1)

- This table is based on information supplied to us by our executive officers, directors and principal shareholders or included in Schedules 13D and 13G filed with the SEC.

(2)

- The percentage of Company Ordinary Shares reported as beneficially owned by each holder of ordinary shares assumes that none of the Management NCL Corporation Units reported as beneficially owned are exchanged for Company Ordinary Shares.

(3)

- The percentage of Company Ordinary Shares reported as beneficially owned by each holder of Management NCL Corporation Units assumes that the holder's Management NCL Corporation Units reported above are exchanged for Company Ordinary Shares and that no other Management NCL Corporation Units are exchanged for Company Ordinary Shares.

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(4)

- STAR, a Bermuda company, is a wholly owned subsidiary of Genting. Genting owns Company Ordinary Shares indirectly through STAR. The address of each of Genting and STAR is c/o Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR. As of October 1, 2014, the principal shareholders of Genting are:

	Percentage Ownership in Genting
Golden Hope Limited ("GHL") (a)	49.84%
Genting Malaysia Berhad ("GENM") (b)	17.81%

(a)

- GHL is a company incorporated in the Isle of Man acting as trustee of the Golden Hope Unit Trust, a private unit trust which is held directly and indirectly by First Names Trust Company (Isle of Man) Limited, as trustee of a discretionary trust, the beneficiaries of which are Tan Sri Lim Kok Thay and certain members of his family (the "Lim Family").

(b)

- GENM is a Malaysian company listed on the Main Market of Bursa Malaysia Securities Berhad in which Parkview Management Sdn Bhd as trustee of a discretionary trust, the beneficiaries of which are the Lim Family, has a substantial indirect beneficial interest. As a result, an aggregate of 67.65% of Genting's outstanding shares is owned by GENM and GHL as trustee of the Golden Hope Unit Trust, directly or indirectly, as of October 1, 2014.

(5)

- The Apollo Funds hold of record an aggregate of 40,739,500 Company Ordinary Shares. Under the terms of the Shareholders' Agreement, Apollo also has the right to vote the Company Ordinary Shares held by affiliates of Genting (including STAR), and the Company Ordinary Shares held by TPG, in connection with certain transactions that require the vote of our shareholders (or those of the Company, as applicable), and to consent to certain transfers of such shares. Apollo also has the right under the Shareholders' Agreement to, under certain circumstances, require each of STAR and TPG to sell the Company Ordinary Shares held by such entity to a third party purchaser. The Apollo affiliate that serves as the general partner or managing general partner of each of Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI. L.P., Apollo Overseas Partners VI, L.P. and Apollo Overseas Partners (Germany) VI. L.P. is an affiliate of Apollo Principal Holdings I, L.P. Apollo Principal Holdings I GP, LLC is the general partner of Apollo Principal Holdings I, L.P. The Apollo affiliate that serves as the general partner of AIF VI NCL (AIV), L.P., AIF VI NCL (AIV II), L.P., AIF VI NCL (AIV III), L.P. and AIF VI NCL (AIV IV), L.P. is an affiliate of Apollo Principal Holdings III, L.P. Apollo Principal Holdings III GP, Ltd. is the general partner of Apollo Principal Holdings III, L.P. An affiliate of Apollo Management Holdings, L.P. provides management services to AAA Guarantor — Co-Invest VI (B), L.P. and to the Apollo affiliate that serves as the general partner of AAA Guarantor — Co-Invest VI (B), L.P. The manager of each of the other Apollo Funds is also an affiliate of Apollo Management Holdings, L.P. Apollo Management Holdings GP, LLC is the general partner of Apollo Management Holdings, L.P. Leon Black, Joshua Harris and Marc Rowan are the managers of Apollo

Principal Holdings I GP, LLC, the managers, as well as executive officers, of Apollo Management Holdings GP, LLC, and the directors of Apollo Principal Holdings III GP, Ltd. and as such may be deemed to have voting and dispositive control over Company Ordinary Shares that are held by Apollo. The address for each of Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Principal Holdings I, L.P. and Apollo Principal Holdings I GP, LLC is One Manhattanville Road, Suite 201, Purchase, New York 10577. The address for each of Apollo Overseas Partners VI, L.P., Apollo Overseas Partners (Germany) VI, L.P., AIF VI NCL (AIV), L.P., AIF VI NCL (AIV II), L.P., AIF VI NCL (AIV III), L.P., AIF VI NCL (AIV IV), L.P., Apollo Principal Holdings III, L.P. and Apollo Principal Holdings III GP, Ltd. is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The address for AAA Guarantor — Co-Invest VI (B), L.P. is c/o Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands, MH 96960. The address for Apollo Management Holdings, L.P. and Apollo Management Holdings GP, LLC, and for Messrs. Black, Harris and Rowan, is 9 W. 57th Street, 43rd Floor, New York, New York 10019.

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(6)

- TPG Viking, L.P., a Delaware limited partnership ("Viking L.P."), TPG Viking AIV I, L.P., a Cayman Islands exempted limited partnership ("Viking AIV I"), TPG Viking AIV II, L.P., a Cayman Islands exempted limited partnership ("Viking AIV II"), and TPG Viking AIV III, L.P., a Delaware limited partnership ("Viking AIV III"), hold an aggregate of 16,079,834 Company Ordinary Shares. The general partner of Viking L.P. is TPG GenPar V, L.P., a Delaware limited partnership, whose general partner is TPG GenPar V Advisors, LLC, a Delaware limited liability company, whose sole member is TPG Holdings I, L.P., a Delaware limited partnership, whose general partner is TPG Holdings I-A, LLC, a Delaware limited liability company, whose sole member is TPG Group Holdings (SBS), L.P., a Delaware limited partnership ("Group Holdings"), whose general partner is TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation ("Group Advisors"). The general partner of each of Viking AIV I, Viking AIV II and Viking AIV III is TPG Viking AIV GenPar, L.P., a Cayman Islands exempted limited partnership, whose general partner is TPG Viking AIV GenPar Advisors, Inc., a Cayman Islands exempted company, whose sole shareholder is TPG Holdings III, L.P., a Delaware limited partnership, whose general partner is TPG Holdings III-A, L.P., a Delaware limited partnership, whose general partner is TPG Holdings III-A, Inc., a Cayman Islands exempted company, whose sole shareholder is Group Holdings. David Bonderman and James G. Coulter are officers and sole shareholders of Group Advisors and may therefore be deemed to be the beneficial owners of the Company Ordinary Shares held by Viking L.P., Viking AIV I, Viking AIV II and Viking AIV III (the "TPG Shares"). Messrs. Bonderman and Coulter disclaim beneficial ownership of the TPG Shares except to the extent of their pecuniary interest therein. The address of each of the TPG funds described above, Group Advisors and Messrs. Bonderman and Coulter is c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102.

(7)

- Although each of Tan Sri Lim Kok Thay and David Chua Ming Huat may be deemed a beneficial owner of shares of the Company beneficially owned by Genting due to his status as a director or officer (and, in the case of Tan Sri Lim Kok Thay, his status as a shareholder) of Genting, each such person disclaims beneficial ownership of any such shares, except in the case of Tan Sri Lim Kok Thay, to the extent of any indirect pecuniary interests therein. The address of Tan Sri Lim Kok Thay and David Chua Ming Huat is c/o Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR.

(8)

- Each of Messrs. Martinez, Crowe, Seminara and Abrams is affiliated with Apollo as a senior managing director, senior partner, managing partner or principal of Apollo Management, L.P. or another affiliate of Apollo. Each such person disclaims beneficial ownership of any of the Company Ordinary Shares or of the Company Ordinary Shares that are beneficially owned by any of the Apollo Funds or Apollo's other affiliates. The address of Messrs. Martinez and Crowe is c/o Apollo Management, L.P., 9 West 57th Street, 43rd floor, New York, New York 10019. The address of Messrs. Seminara and Abrams is c/o Apollo Management International LLP, 25 St. George Street, London W1 S 1FS.

(9)

- Mr. Peterson is one of our directors and also a TPG partner. Mr. Peterson does not have voting or investment power over, and disclaims beneficial ownership in, the TPG Shares. The address of Mr. Peterson is c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102.

(10)

- Reflects vested options and Management NCL Corporation Units, and options and Management NCL Corporation Units scheduled to vest within 60 days. Does not include an additional 865,826 Management NCL Corporation Units and 1,454,173 options held by Kevin M. Sheehan that are currently unvested and not scheduled to vest within 60 days. Each holder of Management NCL Corporation Units has the right (subject to certain restrictions and potential adjustments) to exchange each Management NCL Corporation Unit for, at the election of NCLC, either (i) one Company Ordinary Share or (ii) cash equal to the fair market value of one Company Ordinary Share. Includes 124,714 Management NCL Corporation Units and 60,652 options held by Mr. Sheehan's family trust.

(11)

- Reflects the Company Ordinary Shares, vested options and Management NCL Corporation Units, and options and Management NCL Corporation Units scheduled to vest within 60 days. Does not include an additional 105,260 Management NCL Corporation Units and 149,178 options held by Wendy A. Beck that are currently unvested and not scheduled to vest within 60 days. Each holder of

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Management NCL Corporation Units has the right (subject to certain restrictions and potential adjustments) to exchange each Management NCL Corporation Unit for, at the election of NCLC, either (i) one Company Ordinary Share or (ii) cash equal to the fair market value of one Company Ordinary Share. Includes 1,200 of our ordinary shares held by Ms. Beck's children for which she serves as custodian.

(12)

- Reflects vested options and Management NCL Corporation Units, and options and Management NCL Corporation Units scheduled to vest within 60 days. Does not include an additional 113,375 Management NCL Corporation Units and 132,638 options held by Andrew Stuart that are currently unvested and not scheduled to vest within 60 days. Each holder of Management NCL Corporation Units has the right (subject to certain restrictions and potential adjustments) to exchange each Management NCL Corporation Unit for, at the election of NCLC, either (i) one Company Ordinary Share or (ii) cash equal to the fair market value of one Company Ordinary Share.

(13)

- Reflects vested options and Management NCL Corporation Units, and options and Management NCL Corporation Units scheduled to vest within 60 days. Does not include an additional 42,516 Management NCL Corporation Units and 64,427 options held by Maria Miller that are currently unvested and not scheduled to vest within 60 days. Each holder of Management NCL Corporation Units has the right (subject to certain restrictions and potential adjustments) to exchange each Management NCL Corporation Unit for, at the election of NCLC, either (i) one Company Ordinary Share or (ii) cash equal to the fair market value of one Company Ordinary Share.

(14)

- Reflects vested options and Management NCL Corporation Units, and options and Management NCL Corporation Units scheduled to vest within 60 days. Does not include an additional 45,350 Management NCL Corporation Units and 60,805 options held by Robert Becker that are currently unvested and not scheduled to vest within 60 days. Each holder of Management NCL Corporation Units has the right (subject to certain restrictions and potential adjustments) to exchange each Management NCL Corporation Unit for, at the election of NCLC, either (i) one Company Ordinary Share or (ii) cash equal to the fair market value of one Company Ordinary Share.

(15)

- Reflects the Company Ordinary Shares, vested options and Management NCL Corporation Units, and options and Management NCL Corporation Units scheduled to vest within 60 days. Does not include an additional 1,198,486 Management NCL Corporation Units and 1,925,322 options collectively held by our executive officers that are currently unvested and not scheduled to vest within 60 days. Each holder of Management NCL Corporation Units has the right (subject to certain restrictions and potential adjustments) to exchange each Management NCL Corporation Unit for, at the election of NCLC, either (i) one Company Ordinary Share or (ii) cash equal to the fair market value of one Company Ordinary Share.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS OF NORWEGIAN

The section "Management's Discussion and Analysis of Financial Conditions and Results of Operations" contained in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on February 21, 2014, is incorporated by reference herein.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS OF PRESTIGE

You should read the following discussion in conjunction with the "Selected Historical Consolidated Financial Data of Prestige", and Prestige's audited and unaudited consolidated financial statements and related notes, which are attached hereto as Annex E and Annex F. The data for the six months ended June 30, 2014 and 2013 (with the exception of the consolidated balance sheet as of June 30, 2013, which is not included in this Information Statement) have been derived from Prestige's unaudited consolidated financial statements, which are attached hereto as Annex F. The data for the years ended December 31, 2013, 2012 and 2011 (with the exception of the consolidated balance sheet as of December 31, 2011, which is not included in this Information Statement) have been derived from Prestige's audited consolidated financial statements, which are attached hereto as Annex E. This discussion contains forward-looking statements that are based on Prestige's current expectations, estimates and projections about its business and operations. Prestige's actual results may differ materially from those currently anticipated.

Key Operational and Financial Metrics, including Non-GAAP Measures

Prestige utilizes a variety of operational and financial metrics, which are defined below, to evaluate its performance and financial condition. Prestige uses certain non-GAAP financial measures, such as Prestige EBITDA (which is referred to as "Prestige EBITDA"), Adjusted EBITDA (which is referred to as "Prestige Adjusted EBITDA"), Net Per Diems (which is referred to as "Prestige Net Per Diems"), Net Yields (which is referred to as "Prestige Net Yields") and Net Cruise Costs (which is referred to as "Prestige Net Cruise Costs") to enable it to analyze its performance and financial condition. Prestige utilizes these financial measures to manage its business on a day-to-day basis and believes that they are the most relevant measures of its performance. Some of these measures are commonly used in the cruise industry to measure performance. Prestige believes these non-GAAP measures provide expanded insight to measure revenue and cost performance, in addition to the standard GAAP-based financial measures. There are no specific rules or regulations for determining non-GAAP measures, and as such, they may not be comparable to measures used by other companies within its industry. The presentation of non-GAAP financial information should not be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. You should read this discussion and analysis of its financial condition and results of operations together with the reconciliation of these non-GAAP measures set forth in the footnotes to "Summary of the Historical Condensed Consolidated Financial Data of Prestige."

Prestige EBITDA is net income (loss) excluding depreciation and amortization, net interest expense and income tax benefit (expense).

Prestige Adjusted EBITDA is net income (loss) excluding depreciation and amortization, interest income, interest expense, other income (expense), and income tax benefit (expense), and other supplemental adjustments received with the calculation of certain financial ratios permitted in calculating covenant compliance under the indenture governing the Regent Senior Secured Notes, the Oceania Credit Facility and the Regent Credit Facility. Prestige believes Prestige Adjusted EBITDA, when considered along with other performance measures, is a useful measure as it reflects certain operating drivers of its business, such as sales growth, operating costs, selling and administrative expense and other operating income and expense. Prestige believes Prestige Adjusted EBITDA can provide a more complete understanding of the underlying operating results and trends and an enhanced overall understanding of its financial performance and prospects for the future. While Prestige Adjusted EBITDA is not a recognized measure under GAAP, Prestige's management uses this financial measure to evaluate and forecast its business performance. Prestige Adjusted EBITDA is not intended to be a measure of liquidity or cash flows from operations or a measure comparable to net income as it does not take into account certain requirements such as capital expenditures and related depreciation, principal and interest payments, and tax payments, and it is subject

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to certain additional adjustments as permitted under the agreements governing its indebtedness. Its use of Prestige Adjusted EBITDA may not be comparable to other companies within its industry. Prestige's management compensates for these limitations by using Prestige Adjusted EBITDA as only one of several measures for evaluating its business performance. In addition, capital expenditures, which impact depreciation and amortization, interest expense, and income tax benefit (expense), are reviewed separately by Prestige's management.

Available Passenger Cruise Days ("APCD") is Prestige's measurement of capacity and represents double occupancy per cabin multiplied by the number of cruise days for the period. Prestige uses this measure to perform capacity and rate analysis to identify its main non-capacity drivers that cause its cruise revenue and expense to vary.

Prestige Gross Cruise Cost represents the sum of total cruise operating expense plus selling and administrative expense.

Prestige Gross Yield represents total revenue, excluding charter per APCD.

Prestige Net Cruise Cost represents Gross Cruise Cost excluding commissions, transportation and other expense, and onboard and other expense.

Prestige Net Cruise Cost excluding Fuel and Other represents Gross Cruise Cost excluding commissions, transportation and other expense, onboard and other expense, fuel expense and other expense.

Prestige Net Per Diem represents Prestige Net Revenue divided by Passenger Days Sold.

Prestige Net Revenue represents total revenue, excluding charter revenue less commissions, transportation and other expense, and onboard and other expense.

Prestige Net Yield represents Net Revenue per APCD.

Occupancy is calculated by dividing Passenger Days Sold by APCD.

Passenger Days Sold ("PDS") represents the number of revenue passengers carried for the period multiplied by the number of days within the period of their respective cruises.

Description of Certain Line Items

Revenues

Prestige's revenue consists of the following:

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- Passenger ticket revenue consists of gross revenue recognized from the sale of passenger tickets net of dilutions, such as shipboard credits and certain included passenger shipboard event costs. Also included is gross revenue for air and related ground transportation sales.

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- Onboard and other revenue consists of revenue derived from the sale of goods and services rendered onboard the ships (net of related concessionaire costs as applicable), travel insurance (net of related costs), and cancellation fees. Also included in onboard and other revenue is gross revenue from pre- and post-cruise hotel accommodations, shore excursions, land packages, and ground transportation for which Prestige assumes the risks of loss for collections and cancellations. Certain of its cruises include free unlimited shore excursions ("FUSE") and/or free pre-cruise hotel accommodations, and such free excursions and hotel accommodations have no revenue attributable to them. The costs for FUSE and free hotel accommodations are included in commissions, transportation and other expense in the consolidated statements of operations.

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- Charter revenue consists of charter hire fees, net of commissions, to bareboat charter with a third party. The charter agreement constitutes an operating lease and charter revenue is recognized on a straight-line basis over the charter term.

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- Cash collected in advance for future cruises is recorded as a passenger deposit liability. Those deposits for sailings traveling more than twelve months in the future are classified as a long-term liability. Prestige recognizes the revenue associated with these cash collections in the period in

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which the cruise occurs. For cruises that occur over multiple periods, revenue is prorated and recognized ratably in each period based on the overall length of the cruise. Cancellation fee revenue, along with associated commission expense and travel insurance revenue, if any, are recorded in the period the cancellation occurs.

Expenses

Cruise Operating Expense

Prestige's cruise operating expense consists of the following:

- Commissions, transportation and other consists of payments made to travel agencies that sell its product, costs associated with air and related ground transportation pre-sold to its guests, all credit card fees, and the costs associated with shore excursions and hotel accommodations included as part of the overall cruise purchase price.
- Onboard and other consists of costs related to land packages and ground transportation, as well as shore excursions and hotel accommodations costs not included in commissions, transportation and other.
- Payroll, related and food consists of the costs of crew payroll and related expenses for shipboard personnel, as well as food expenses for both passengers and crew. Prestige includes food and payroll costs in a single expense line item as Prestige contracts with a single vendor to provide many of its hotel and restaurant services, including both food and labor costs, which are billed on a per-passenger basis. This per-passenger fee reflects the cost of both of the aforementioned expenses.
- Fuel consists of fuel costs and related delivery and storage costs.
- Other ship operating consists of port, deck and engine, certain entertainment-related expenses, and hotel consumables expenses.
- Other consists primarily of drydock, ship insurance costs, loss on disposals of ship related assets and passenger claims.

Selling and Administrative Expense

Selling and administrative expense includes advertising and promotional activities, shoreside personnel wages, benefits and expenses relating to its worldwide offices, professional fees, information technology support, its reservation call centers, and related support activities. Such expenditures are generally expensed in the period incurred.

Critical Accounting Policies and Estimates

Prestige's consolidated financial statements are prepared in accordance with GAAP, which requires it to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements, the reported amounts of revenues and expenses during the reporting periods and the related disclosures in the consolidated financial statements and accompanying footnotes. Prestige believes that of its significant accounting

policies, which are described in Note 2: “Summary of Significant Accounting Policies” in the notes to its audited consolidated financial statements included as Annex E, the following accounting policies are critical because they involve a higher degree of judgment, and the estimates required to be made were based on assumptions that are inherently uncertain. As a result, these accounting policies could materially affect its financial position, results of operations and related disclosures. On an ongoing basis, Prestige evaluates these estimates and judgments based on historical experiences and various other factors that Prestige believes reflect current circumstances. While Prestige believes its estimates, assumptions and judgments are reasonable, they are based on information presently available. Actual results may differ significantly from these estimates due to changes in judgments, assumptions and conditions, which could have a material impact on its financial position or results of operations.

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Asset Impairment

Goodwill

Prestige records goodwill as the excess of the purchase price over the estimated fair value of net assets acquired, including identifiable intangible assets. Prestige assesses goodwill for impairment in accordance with ASC 350, Intangibles — Goodwill and Other, which requires that goodwill be tested for impairment at the "reporting unit level" ("Reporting Unit") at least annually and more frequently when events or circumstances dictate, as defined by ASC 350. As its two cruise brands have similar economic characteristics, Prestige has determined that it has only one Reporting Unit.

The impairment review for goodwill allows Prestige to first assess qualitative factors to determine whether it is necessary to perform the more detailed two-step quantitative goodwill impairment test. Prestige would perform the two-step test if its qualitative assessment determined it is more-likely-than-not that a Reporting Unit's fair value is less than its carrying amount. Prestige elected to bypass the qualitative assessment and proceed directly to step one of the quantitative test. The quantitative test for goodwill consists of a two-step process of first determining the estimated fair value of the Reporting Unit and comparing it to the carrying value of the net assets allocated to the Reporting Unit. If the estimated fair value of the Reporting Unit exceeds the carrying value, no further analysis or write-down of goodwill is required. If the estimated fair value of the Reporting Unit is less than the carrying value of its net assets, the implied fair value of the Reporting Unit is allocated to all of its underlying assets and liabilities, including both recognized and unrecognized tangible and intangible assets, based on their estimated fair value. If necessary, goodwill is then written down to its implied fair value.

Its annual impairment test date is September 30, which coincides with its annual budget/forecasting cycle and the end of its seasonally highest quarter. As of September 30, 2013, Prestige did not have any impairment on goodwill. There were no triggering events that occurred between its impairment testing date and reporting date.

The principal assumptions used in its discounted cash flow model related to forecasting future operating results, including discount rate, Net Revenue yields, net cruise costs including fuel prices, capacity changes, weighted-average cost of capital for comparable publicly traded companies and terminal values, which are all considered level 3 inputs. Cash flows were calculated using its 2013 projected operating results as a base. To that base Prestige added projected future years' cash flows, considering the macro-economic factors and internal occupancy level projections, cost structure and other variables. Prestige discounted the projected future years' cash flows using a rate equivalent to the weighted-average cost of capital for comparable publicly traded companies. Based on the discounted cash flow model, Prestige determined that the estimated fair value of goodwill exceeded the carrying value and is therefore not impaired. The estimated fair value exceeded its carrying value by 62% as of September 30, 2013.

The estimation of fair value utilizing discounted expected future cash flows includes numerous uncertainties, which require significant judgments when making assumptions of expected revenues, operating costs, selling and administrative expenses, capital expenditures, as well as assumptions regarding the cruise vacation industry competition and business conditions, among other factors. It is reasonably possible that changes in its assumptions and projected operating results above could lead to impairment of its goodwill.

Identifiable Intangible Assets

Specific to the transaction that closed on January 31, 2008, pursuant to which Regent purchased substantially all of the assets of Regent Seven Seas Cruises, Inc. and the equity of certain of its affiliated companies and joint ventures from Carlson Cruises Worldwide, Inc. and Vlasov Shipping Corporation (the "Regent Seven Seas Transaction"), Prestige recorded identifiable intangible assets consisting of trade names, customer relationships, non-competition agreements, backlog and customer database. The tradenames acquired in this transaction, "Seven Seas Cruises" and "Luxury Goes Exploring," were determined to have indefinite lives. During 2011, Regent amended its agreement with Regent Hospitality Worldwide, which granted exclusive and perpetual licensing rights to use the "Regent" trade name and trademarks ("Regent Licensing Rights") in conjunction with cruises, subject to the terms and conditions stated in the agreement.

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The amended and restated trademark license agreement allows Prestige to use the Regent Licensing Rights, in conjunction with cruises, in perpetuity, subject to the terms and conditions stated in the agreement. The Regent Licensing Rights are being amortized over an estimated useful life of 40 years.

Its identifiable intangible assets, except the trade names acquired in the Regent Seven Seas Transaction are subject to amortization over their estimated lives and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable based on market factors and operational considerations. Identifiable intangible assets not subject to amortization, such as trade names, are reviewed for impairment whenever events or circumstances indicate, but at least annually, by comparing the estimated fair value of the intangible asset with its carrying value.

Prestige performed its annual impairment review of its trade names as of September 30, 2013 using the relief-from royalty method. The royalty rate used is based on comparable royalty agreements in the tourism and hospitality industry. The discount rate used was the same rate used in its goodwill impairment test. Based on the discounted cash flow model, Prestige determined the fair value of its trade names exceeded their carrying value and are therefore not impaired. The fair value exceeded its carrying value by 86% as of September 30, 2013.

The estimation of fair value using discounted expected future cash flows includes numerous uncertainties that require significant judgments when developing assumptions of expected revenues, operating costs, selling and administrative expenses, capital expenditures and future impact of competitive forces. It is reasonably possible that changes in its assumptions and projected operating results used in its cash flow model could lead to an impairment of its tradename.

Ship Accounting

Upon acquisition of its ships, excluding newbuilds, Prestige records the acquisition cost at the estimated fair value of the ship, which is calculated based on a market approach that takes into consideration recent transactions of similar ships, conditions of the cruise market at the date of valuation and the price a willing third party would pay for a ship with similar characteristics. Its ships represent its most significant asset and are stated at cost less accumulated depreciation. Depreciation of the ships is computed net of projected residual values of 30% using the straight-line method over their original estimated weighted average service lives. Service life is based on when the assets were originally placed in service. Prestige did not extend the life of the Regent ships Prestige acquired at the time of the Regent Seven Seas Transaction. Its service life and residual value estimates take into consideration the impact of anticipated technological changes, long-term cruise and vacation market conditions, and historical useful lives of similarly built ships.

As of January 1, 2013, Prestige changed its estimate for all its ships' projected residual values. The change was triggered as Prestige obtained recent sales information for luxury cruise ship sales that occurred during the three months ended March 31, 2013. As a result, Prestige increased each ship's projected residual value ranging from 10-15% to 30%. The change in estimate has been applied prospectively. The effect of the change on both operating income and net loss for the year ended December 31, 2013 was approximately $16.4 million of reduced depreciation expense. Prestige periodically reviews and evaluates these estimates and judgments based on historical experiences and new factors and circumstances. As part of its ongoing reviews, its estimates may change in the future. If such a change is necessary, depreciation expense could be materially higher or lower.

Improvement costs that add value to the ships and have a useful life greater than one year are capitalized as additions to the ships and are depreciated over the lesser of the ships' remaining service lives or the improvements' estimated useful lives. Improvement costs are related to new components that have been added to, replaced or refurbished on the ship. The remaining estimated cost and accumulated depreciation (i.e. book value) of replaced ship components are written off and any resulting losses are recognized in the consolidated statements of operations. Examples of significant capitalized improvement costs are electrical system upgrades, such as the upgrade of stabilizers, electrical system generators and the refurbishment of major mechanical systems such as diesel engines, boilers, and generators, along with new stateroom and guest facility equipment. Given the very large and complex nature of its ships, its accounting estimates related to ships and determination of ship improvement costs to be capitalized require considerable judgment of Prestige's management and are inherently uncertain.

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Drydock costs are scheduled maintenance activities that require the ships to be taken out of service and are expensed as incurred. Drydocks are required to maintain each vessel's Class certification. Class certification is necessary in order for its cruise ships to be flagged in a specific country, obtain liability insurance and legally operate as passenger cruise ships. Typical drydock costs include drydock fees and wharfage services provided by the drydock facility, hull inspection and certification related activities, external hull cleaning and painting below the waterline including pressure cleaning and scraping, additional below the waterline work such as maintenance and repairs on propellers and replacement of seals, cleaning and maintenance on holding tanks and sanitary discharge systems, related outside contractor services including travel and related expenses and freight and logistics costs related to drydock activities. Repair and maintenance activities are charged to expense as incurred.

Prestige reviews its ships for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be fully recoverable. The assessment of possible impairment is based on its ability to recover the carrying value of these assets based on its estimate of its undiscounted future cash flows. If estimated future cash flows are less than the carrying value of an asset, an impairment charge is recognized for the difference between the asset's estimated fair value and its carrying value. Prestige performs its ship impairment reviews on an individual ship basis utilizing an undiscounted cash flow analysis. The principle assumptions used in the undiscounted cash model are projected operating results, including net per diems, net cruise costs, projected occupancy, available passenger days, and projected growth. Prestige has not recognized any impairment losses on any of its ships.

Prestige believes its estimates and judgments with respect to its ships are reasonable. However, should certain factors or circumstances cause Prestige to revise its estimates of ship service lives, projected residual value or the lives of major improvements, depreciation expense could be materially higher or lower. If circumstances cause Prestige to change its assumptions in making determinations as to whether ship improvements should be capitalized, the amount Prestige expenses each year as repair and maintenance costs could increase, partially offset by a decrease in depreciation expense. If Prestige had reduced its estimated average service life of its ships by one year, depreciation expense for 2013 would have increased by $2.9 million. If its ships were estimated to have no residual value, depreciation expense for 2013 would have increased by $30.8 million.

Contingencies — Litigation

On an ongoing basis, Prestige assesses the potential liabilities related to any lawsuits or claims brought against Prestige. While it is typically very difficult to determine the timing and ultimate outcome of such actions, Prestige uses its best judgment to determine if it is probable that Prestige will incur an expense related to the settlement or final adjudication of such matters and whether a reasonable estimation of such probable loss, if any, can be made. In assessing probable losses, Prestige takes into consideration estimates of the amount of insurance recoveries, if any. Prestige accrues a liability when Prestige believes a loss is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertainties related to the eventual outcome of litigation and potential insurance recoveries, it is possible that certain matters may be resolved for amounts materially different from any provisions or disclosures that Prestige has previously made.

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Executive Overview

Prestige reported total revenue, total cruise operating expense, operating income, net (loss) income and (loss) earnings per share as shown in the following table:

	Six Months Ended June 30,		Year Ended December 31,		
	2014	2013	2013	2012	2011
	(in thousands, except share data)				
Total revenue	$ 615,775	$ 561,327	$ 1,183,336	$ 1,112,021	$ 969,138
Total cruise operating expenses	$ 418,102	$ 372,734	$ 761,480	$ 759,727	$ 667,383
Operating income	$ 55,302	$ 56,401	$ 163,161	$ 105,544	$ 76,684
Net (loss) income	$ (15,055)	$ (10,797)	$ 35,522	$ (2,612)	$ (69,772)
(Loss) earnings per share:					
Basic	$ (1.11)	$ (0.80)	$ 2.62	$ (0.19)	$ (5.14)
Diluted	$ (1.11)	$ (0.80)	$ 1.88	$ (0.19)	$ (5.14)

Revenue increased $54.4 million, or 9.7%, to $615.8 million for the six months ended June 30, 2014, from $561.3 million for the six months ended June 30, 2013. The increase was primarily due to an increase in ticket prices.

Prestige Net Yield increased 9.7% to $395.02 for the six months ended June 30, 2014 from $359.98 for the six months ended June 30, 2013, primarily due to an increase in its ticket prices and in occupancy.

Prestige Net Cruise Cost per APCD increased to $307.50, or 12%, for the six months ended June 30, 2014 from $274.57 for the six months ended June 30, 2013 and Net Cruise Cost, excluding fuel cost and other expense, per APCD increased to $228.08, or 5.1%, for the six months ended June 30, 2014 from $217.00 for the six months ended June 30, 2013. In each case, the increase was primarily due to fewer APCD, which was attributable to the scheduled drydocks and, to a lesser extent, increased sales and marketing.

Fuel expense, net of settled fuel hedges, decreased $0.1 million to $54.4 million for the for the six months ended June 30, 2014 from $54.5 million for the six months ended June 30, 2013. The decrease was primarily driven by lower fuel prices.

Prestige Adjusted EBITDA was $104.0 million for the six months ended June 30, 2014, compared to $102.9 million for the six months ended June 30, 2013.

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Results of Operations

The following table sets forth Prestige's operating data as a percentage of total revenue:

	Six Months Ended June 30,		Year Ended December 31,		
	2014	2013	2013	2012	2011
Revenues					
Passenger Ticket	85.1 %	85.2 %	84.6 %	85.2 %	86.1 %
Onboard and other	13.9 %	13.2 %	13.8 %	13.6 %	13.9 %
Charter	1.0 %	1.6 %	1.6 %	1.2 %	— %
Total revenue	100.0%	100.0%	100.0%	100.0%	100.0%
Expenses					
Cruise operating expense					
Commissions, transportation and other	27.2 %	27.9 %	27.4 %	29.8 %	28.0 %
Onboard and other	4.0 %	3.6 %	3.7 %	3.6 %	3.8 %
Payroll, related and food	14.9 %	15.7 %	15.0 %	15.2 %	15.9 %
Fuel	9.0 %	9.7 %	8.6 %	9.1 %	9.6 %
Other ship operating	8.2 %	8.5 %	8.3 %	8.6 %	8.9 %
Other	4.7 %	1.0 %	1.4 %	2.0 %	2.7 %
Total cruise operating expense	68.0 %	66.4 %	64.4 %	68.3 %	68.9 %
Selling and administrative	16.1 %	16.1 %	14.8 %	13.8 %	15.0 %
Depreciation and amortization	7.0 %	7.5 %	7.1 %	8.4 %	8.2 %
Total operating expenses	91.1 %	90.0 %	86.2 %	90.5 %	92.1 %
Operating income	8.9 %	10.0 %	13.8 %	9.5 %	7.9 %
Non-operating income (expense)					
Interest income	— %	— %	— %	0.1 %	0.1 %
Interest expense	(11.1)%	(12.6)%	(12.0)%	(11.8)%	(10.5)%
Other income (expense)	(0.4)%	0.6 %	1.1 %	2.1 %	(4.7)%
Total non-operating expense	(11.5)%	(12.0)%	(10.8)%	(9.6)%	(15.1)%
(Loss) income before income taxes	(2.6)%	(2.0)%	3.0 %	(0.1)%	(7.2)%
Income tax expense	(0.1)%	— %	— %	— %	— %
Net (loss) income	(2.7)%	(2.0)%	3.0 %	(0.1)%	(7.2)%

The following table sets forth Prestige's Passenger Days Sold, APCD and Occupancy for the six months ended June 30, 2014 and 2013 and the years ended December 31, 2013, 2012 and 2011.

	Six Months Ended June 30,		Year Ended December 31,		
	2014	2013	2013	2012	2011
Passenger Days Sold	1,002,253	978,607	1,978,998	1,873,691	1,688,958
Available Passenger Cruise Days	1,057,086	1,042,198	2,094,670	1,985,522	1,836,722
Occupancy	94.8 %	93.9 %	94.5 %	94.4 %	92.0 %

In the following table, Prestige Net Per Diem is calculated by dividing Prestige Net Revenue by Passenger Days Sold, Prestige Gross Yield is calculated by dividing total revenue, excluding charter revenue, by Available Passenger Cruise Days, and Net Yield is calculated by dividing Prestige Net Revenue by Available Passenger Cruise Days for the six months ended June 30, 2014 and 2013 and the years ended December 31, 2013, 2012 and 2011.

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	Six Months Ended June 30,		Year Ended December 31,		
	2014	2013	2013	2012	2011
	(all dollar amounts in thousands, except share data)				
Passenger ticket revenue	$ 524,244	$ 478,007	$ 1,001,610	$ 947,071	$ 834,868
Onboard and other revenue	85,691	74,008	162,947	151,213	134,270
Total revenue, excluding charter	609,935	552,015	1,164,557	1,098,284	969,138
Less:					
Commissions, transportation and other expense	167,763	156,732	323,841	331,254	271,527
Onboard and other expense	24,606	20,111	43,518	40,418	36,854
Prestige Net Revenue	$ 417,566	$ 375,172	$ 797,198	$ 726,612	$ 660,757
Passenger Days Sold	1,002,253	978,607	1,978,998	1,873,691	1,688,958
Available Passenger Cruise Days	1,057,086	1,042,198	2,094,670	1,985,522	1,836,722
Prestige Net Per Diem	$ 416.63	$ 383.37	$ 402.83	$ 387.80	$ 391.22
Prestige Gross Yield	$ 577.00	$ 529.66	$ 555.96	$ 553.15	$ 527.65
Prestige Net Yield	$ 395.02	$ 359.98	$ 380.58	$ 365.96	$ 359.75

In the following table, Prestige Gross Cruise Cost per Available Passenger Cruise Days is calculated by dividing Prestige Gross Cruise Cost by Available Passenger Cruise Days, and Prestige Net Cruise Cost per Available Passenger Cruise Days is calculated by dividing Prestige Net Cruise Costs by Available Passenger Cruise Days for the six months ended June 30, 2014 and 2013 and the years ended December 31, 2013, 2012 and 2011.

	Six Months Ended June 30,		Year Ended December 31,		
	2014	2013	2013	2012	2011
	(all dollar amounts in thousands, except share data)				
Total cruise operating expense	$ 481,102	$ 372,734	$ 761,480	$ 759,727	$ 667,383
Selling and administrative expense	99,320	90,266	174,866	153,747	145,802
Prestige Gross Cruise Cost	517,422	463,000	936,346	913,474	813,185
Less:					
	167,763	156,732	323,841	331,254	271,527

	Six Months Ended June 30,		Year Ended December 31,		
Commissions, transportation and other expense					
Onboard and other expense	24,606	20,111	43,518	40,418	36,854
Prestige Net Cruise Cost	325,053	286,157	568,987	541,802	504,804
Less:					
Fuel	55,142	54,598	101,690	101,685	92,921
Other expense	28,816	5,404	16,416	21,968	26,305
Prestige Net Cruse Cost, excluding Fuel and Other	$ 241,095	$ 226,155	$ 450,881	$ 418,149	$ 385,578
APCD	1,057,086	1,042,198	2,094,670	1,985,522	1,836,722
Prestige Gross Cruise Cost per APCD	$ 489.48	$ 444.25	$ 447.01	$ 460.07	$ 442.74
Prestige Net Cruise Cost per APCD	307.50	274.57	271.64	272.88	274.84
Prestige Net Cruise Cost, excluding Fuel and Other, per APCD	228.08	217.00	215.25	210.60	209.93

Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013

Revenue

Total revenue increased $54.4 million, or 9.7%, to $615.8 million for the six months ended June 30, 2014, from $561.3 million for the six months ended June 30, 2013. This increase was due to the following:

- Passenger ticket revenue increased $46.2 million, or 9.7%, to $524.2 million for the six months ended June 30, 2014, from $478.0 million for the six months ended June 30, 2013, as a result of a $34.7 million increase in ticket prices and a $11.5 million increase due to additional PDS.
- Onboard and other revenue increased $11.7 million, or 15.8%, to $85.7 million for the six months ended June 30, 2014 from $74.0 million for the six months ended June 30, 2013, which was due to a $9.9 million increase in onboard and other spend and a $1.8 million increase in additional PDS.

Cruise Operating Expense

Total cruise operating expense increased $45.4 million, or 12.2%, to $418.1 million for the six months ended June 30, 2014, from $372.7 million for the six months ended June 30, 2013. The increase was due to:

- $11.0 million in commission, transportation and other as a result of higher air participation and costs;
- $23.4 million in other expense attributable to the scheduled drydocks that occurred during 2014;
- $4.5 million in onboard and other resulting from increases in costs for destination services primarily for new land package programs;
- $3.3 million in payroll, related and food costs; and
- $2.6 million in other ship operating.

Selling and Administrative Expense

Selling and administrative expense increased $9.1 million or 10.0% to $99.3 million for the six months ended June 30, 2014, from $90.3 million for the six months ended June 30, 2013. The increase was primarily due to an increase in marketing expenses totaling $6.4 million, partially due to capacity increases in 2014, and general and an increase in administrative expenses of $2.7 million, which were primarily attributable to employee costs.

Non-Operating Income (Expense)

Interest expense, net of capitalized interest, decreased $2.8 million, or 3.9%, to $68.1 million for the six months ended June 30, 2014, from $70.9 million for the six months ended June 30, 2013. The decrease was due to the reduction of the third party debt principal by $147.8 million in payments and amendment of both the Regent Credit Facility and the Oceania Credit Facility in February 2014, the terms of which reduced its interest rates.

Other income (expense) decreased $5.5 million to $2.2 million of expense for the six months ended June 30, 2014, from $3.3 million of income for the six months ended June 30, 2013. For the six months ended June 30, 2014, Prestige recorded a $2.9 million loss on the early extinguishment of debt as a result of amending the Regent Credit Facility and Oceania Credit Facility, a $0.6 million gain related to fuel hedge contracts and a $0.1 million gain on foreign currency transactions. For the six months ended June 30, 2013, Prestige recorded a $10.4 million gain on derivative instruments offset by a $3.7 million loss on the early extinguishment as a result of amending the Regent Credit Facility, a $2.7 million loss related to fuel hedge contracts and a $0.7 million loss on foreign currency transactions.

Prestige Net Yield

Prestige Net Yield increased 9.7% to $395.02 for the six months ended June 30, 2014 from $359.98 for the six months ended June 30, 2013, primarily due to an increase in its ticket prices and in occupancy.

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Prestige Net Cruise Cost per APCD

Prestige Net Cruise Cost per APCD increased to $307.50, or 12%, for the six months ended June 30, 2014 from $274.57 for the six months ended June 30, 2013 and Prestige Net Cruise Cost, excluding fuel cost and other expense, per APCD increased to $228.08, or 5.1%, for the six months ended June 30, 2014 from $217.00 for the six months ended June 30, 2013, the increase for each was due to fewer APCD, which were attributable to the scheduled drydocks occurring during 2014 and higher sales and marketing costs.

Year Ended December 31, 2013 Compared to Year Ended December 31, 2012

Revenue

Total revenue increased $71.3 million, or 6.4%, to $1,183.3 million for the year ended December 31, 2013, from $1,112.0 million for the year ended December 31, 2012. This increase was mainly due to the following factors:

Passenger ticket revenue increased $54.5 million, or 5.7%, to $1,001.6 million for the year ended December 31, 2013 from $947.1 million for the year ended December 31, 2012, primarily due to additional capacity in 2013 as Riviera began revenue-generating sailings in May 2012.

Onboard and other revenue increased $11.7 million, or 7.8%, to $162.9 million for the year ended December 31, 2013 from $151.2 million for the year ended December 31, 2012. The increase is attributable to a $8.5 million increase in PDS and $3.2 million due to pricing increases.

Charter revenue increased $5.1 million to $18.8 million for the year ended December 31, 2013 from $13.7 million for the year ended December 31, 2012 due to the Insignia bareboat charter to an unrelated party for a period of two years commencing in April 2012.

Cruise Operating Expense

Total cruise operating expense increased $1.8 million, or 0.2%, to $761.5 million for the year ended December 31, 2013, from $759.7 million for the year ended December 31, 2012. The increase was attributable to the following factors:

- Payroll, related and food increased $9.4 million, or 5.6%. The increase was due to the 5.6% increase in PDS.
- Other ship operating increased $2.3 million, or 2.4%, primarily driven by increased deck and engine and port costs resulting from a full year of sailing for Riviera in 2013 compared to a partial sailing year in 2012.
- Onboard and other increased $3.1 million, or 7.7%, due primarily to the 5.6% increase in PDS.

The increase was partially offset by the following factors:

- Other decreased $5.6 million, or 25.5%, primarily due to pre-opening costs related to the Riviera launch in 2012. There were no pre-opening costs in 2013. Also, in 2012, there were two drydocks versus one drydock in 2013.
- Commissions, transportation and other decreased $7.5 million, or 2.3%, primarily due to decreased air costs and air participation.

Selling and Administrative Expense

Selling and administrative expense for the year ended December 31, 2013 increased $21.2 million, or 13.8% to $174.9 million, from $153.7 million for the year ended December 31, 2012. The increase is attributable to selling and marketing expenses of $14.3 million and general and administrative costs totaling $6.8 million, both increases are partially due to the capacity increases in 2013 and 2014.

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Depreciation and Amortization Expense

Depreciation and amortization expense for the year ended December 31, 2013 decreased $9.2 million, or 9.9%, to $83.8 million from $93.0 million for the year ended December 31, 2012. Effective January 1, 2013, Prestige increased each ship's projected residual value resulting in a $16.4 million reduction in depreciation expense. This decrease was offset by $4.4 million in additional depreciation during 2013 on Riviera, as it was placed in service in May 2012, and the remaining balance was due to vessel refurbishment additions during drydocks in May 2012 and November 2012.

Non-Operating Income (Expense)

Interest expense, net of capitalized interest, increased $9.9 million, or 7.5%, to $141.6 million for the year ended December 31, 2013, from $131.7 million for the year ended December 31, 2012. The increase was primarily driven by the addition of the loan agreement, dated July 18, 2008, among Riviera New Build, LLC, as borrower, the banks and financial institutions listed in Schedule 1 thereto as lenders, Calyon and Société Générale, as mandated lead arrangers and Calyon, as agent and Servizi Assicurativi del Commercio Estero agent, as amended on October 25, 2010 (the "Riviera New Build Loan Agreement"), debt discount amortization specific to bifurcated embedded derivatives, a higher fixed interest rate under its interest rate swap agreement related to the loan agreement, dated July 18, 2008, among Marina New Build, LLC, as borrower, the banks and financial institutions listed in Schedule 1 thereto as lenders, Calyon and Société Générale, as mandated lead arrangers and Calyon, as agent and Servizi Assicurativi del Commercio Estero agent, as amended on October 25, 2010 (the "Marina New Build Loan Agreement"), the refinancing of a $300.0 million first lien term loan, entered into by the Oceania First Lien Term Loan, and the Oceania Second Lien Term Loan in July 2013 with a loan bearing a higher average interest rate and the refinancing of the $340.0 million credit agreement, consisting of a $300.0 million term loan maturing on December 21, 2018 (the "Regent Term Loan") in August 2012 with a higher interest rate bearing loan.

Other income (expense) decreased $9.8 million, or 42.6%, to $13.2 million for the year ended December 31, 2013, from income of $23.0 million for the year ended December 31, 2012. For the year ended December 31, 2013, Prestige recorded a $18.9 million gain on derivative instruments and a $0.2 million gain related to fuel hedge contracts, offset by a $3.7 million loss on the early extinguishment of Regent's first lien term loan, a $1.9 million loss on early extinguishment of the Oceania First Lien Term Loan and a $0.3 million loss on foreign transactions. For the year ended December 31, 2012, Prestige had a net $6.3 million gain on fuel hedges, a net $9.9 million gain of foreign currency hedges and a $15.0 million gain on a bifurcated embedded derivative. These gains were offset by a $4.6 million loss on extinguishment of debt due to the Regent financing transaction and $3.6 million of foreign transaction losses.

Prestige Net Yield

Prestige Net Yield increased 4.0% to $380.58 for the year ended December 31, 2013 from $365.96 for the year ended December 31, 2012, primarily due to a decrease in air costs and air participation.

Prestige Net Cruise Cost per APCD

Prestige Net Cruise Cost per APCD decreased to $271.64, or 0.5%, in 2013 from $272.88 in 2012, primarily due to launch costs associated with the Riviera in 2012 as well as two drydocks in 2012 versus one in 2013. Prestige Net Cruise Cost, excluding fuel cost and other expense, per APCD increased to $215.25, or 2.2%, for the year ended December 31, 2013 from $210.60 for the year ended December 31, 2012, primarily driven by increased sales and marketing expenses

Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

Revenue

Total revenue increased $142.9 million, or 14.7%, to $1,112.0 million in 2012, from $969.1 million in 2011. This increase was mainly due to the following factors:

•

- Passenger ticket revenue increased $112.2 million, or 13.4%, to $947.1 million in 2012, from $834.9 million in 2011, driven by a $91.0 million increase due to a 10.9% increase in PDS and $21.2 million due to pricing increases. The increase in PDS was attributable to revenue generating sailings on Riviera beginning in May 2012, and two drydocks in 2012 compared to three in 2011.

- Onboard and other revenue increased $16.9 million, or 12.6%, to $151.2 million in 2012 from $134.3 million in 2011, driven by a $14.6 million increase due to a 10.9% increase in PDS and $2.3 million increase due to pricing increases.

- Charter revenue increased $13.7 million due to Insignia bareboat charter in April 2012. There were no bareboat charters in 2011.

Cruise Operating Expense

Total cruise operating expense increased $92.3 million, or 13.8%, to $759.7 million in 2012, from $667.4 million in 2011. The increase was mainly due to the following factors:

- Commissions, transportation and other increased $59.7 million, or 22.0%, primarily due to $35.7 million for higher air costs due to increased prices as well as additional capacity associated with the addition of Riviera and $6.9 million for additional product costs associated with the increased inclusive product offerings Prestige added to its European cruise packages in light of the softer European market, while $17.1 million of the increase and costs associated with increased revenues were primarily due to an increase in PDS.

- Onboard and other increased $3.6 million, or 9.7%, due primarily to the revenue generating sailings Riviera beginning May 2012 and an increase of 10.9% in PDS.

- Payroll, related and food increased $14.8 million, or 9.7%. The increase was driven by the addition of Riviera to its fleet in April 2012, offset by the chartering of Insignia in April 2012. The remainder is due to an increase in hotel services costs due to higher passenger volume and higher food costs per PDS, which is based on changes to the Consumer Price Index.

- Fuel increased $8.8 million, or 9.4%, driven by a 3.3% increase in consumption due to the addition of Riviera and a 6.0% increase in its average fuel cost per Metric Ton to $734 per Metric Ton in 2012 from $692 per Metric Ton in 2011.

- Other ship operating increased $9.8 million, or 11.4%, primarily driven by increased capacity with the addition of Riviera partially offset by the chartering of Insignia in 2012.

The increase was partially offset by the following factors:

- Other decreased $4.3 million, or 16.5%, primarily due to expenses associated with two drydocks in 2012 compared to three in 2011.

Selling and Administrative Expense

Selling and administrative expense for 2012 increased by $7.9 million, or 5.4%, to $153.7 million from $145.8 million for 2011. The increase was primarily due to higher employee costs totaling $9.8 million, which was partially offset by a $1.1 million decrease in sales and marketing costs and a $0.8 million decrease in certain general and administrative costs.

Depreciation and Amortization Expense

Depreciation and amortization expense for 2012 increased $13.7 million, or 17.3%, to $93.0 million from $79.3 million for 2011. The increase was mainly driven by increased depreciation for the addition of Riviera in April 2012.

Non-Operating Income (Expense)

Interest expense, net of capitalized interest, increased $30.1 million, or 29.6%, to $131.7 million in 2012, from $101.6 million in 2011. The increase was primarily driven by the incurrence of debt under the Riviera New Build Loan Agreement and additional interest expense relating to debt discount amortization specific to embedded derivatives. Additionally, in August 2012 the Regent Term Loan was refinanced with a new term loan bearing a higher interest rate margin.

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Other income (expense) increased $68.9 million, or 150.0%, to $23.0 million in 2012, from a loss of $45.9 million in 2011. In 2012, Prestige had a net $6.3 million gain on fuel hedges, a net $9.9 million gain of foreign currency hedges and a $15.0 million gain on a bifurcated embedded derivative. These gains were offset by a $4.6 million loss on extinguishment of debt due to the Regent financing transaction and $3.6 million of foreign transaction losses. In 2011, Prestige had a net gain of $9.2 million on fuel hedges, a net loss of $47.1 million on foreign currency hedges primarily due to the foreign currency collars for the Oceania newbuilds, and a $7.6 million loss on extinguishment of debt related to refinancing transactions.

Prestige Net Yield

Prestige Net Yield increased 1.7% to $365.96 in 2012 from $359.75 in 2011 due to higher cruise fare and onboard and other revenues. The increase in revenues were due to higher occupancy and increases in its ticket prices partially offset by additional product costs associated with the increased inclusive product offerings Prestige added to its European cruise packages in light of the softer European market.

Prestige Net Cruise Cost per APCD

Prestige Net Cruise Cost per APCD decreased by 0.7% to $272.88 in 2012 from $274.84 in 2011. Prestige Net Cruise Cost, excluding fuel cost and other expense, per APCD increased by 0.3% to $210.60 in 2012 from $209.93 in 2011, primarily driven by increased other ship operating costs.

Liquidity and Capital Resources

Prestige Prior the Consummation of the Transactions

The following tables summarize Prestige's net cash flows and key metrics related to Prestige's liquidity:

	Six Months Ended June 30,		Percent Change
	2014	2013	2014 vs 2013
		(in millions)	
Net cash provided by operating activities	$ 166.2	$ 123.8	34.2 %
Net cash (used in) provided by investing activities	(16.0)	2.9	(643.2)%
Net cash used in financing activities	(155.0)	(3.0)	5,108.8%
Working capital deficit (1)	(359.3)	(250.3)	43.5 %

(1)

- Total changes in current assets and current liabilities

	Year Ended December 31,			Percent Change	
	2013	2012	2011	2013 vs 2012	2012 vs 2011
			(in millions)		
Net cash provided by operating activities	$ 230.7	$ 188.1	$ 186.3	22.6 %	1.0 %
Net cash (used in) provided by investing activities	(33.1)	(539.5)	(603.7)	(93.9)%	(10.6)%
Net cash used in financing activities	(50.7)	343.6	447.2	(114.8)%	(23.2)%
Working capital deficit (1)	(213.1)	(267.4)	(272.7)	(20.1)%	(1.9)%

(1)

- Total changes in current assets and current liabilities

Sources and Uses of Cash — Operating Activities

Net cash provided by operating activities increased by $42.4 million to $166.2 million for the six months ended June 30, 2014, from $123.8 million for the six months ended June 30, 2013, primarily due to the increase in net loss adjusted for non-cash items (such as depreciation, amortization, stock-based compensation, loss on early extinguishment of debt, prepayment penalty, excluded from loss on early extinguishment of debt and change in fair value of derivative contracts) of $8.3 million, offset by an increase in working capital of $34.1 million.

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Net cash provided by operating activities increased by $42.6 million to $230.7 million for the year ended December 31, 2013, from $188.1 million for the year ended December 31, 2012, primarily due to an increase in net income adjusted for non-cash items (such as depreciation, amortization, stock compensation, and the change in fair value of derivative contracts) of $39.4 million and in passenger deposits of $38.3 million, offset by a decrease in other working capital of $35.1 million.

The net increase of $1.8 million in cash provided by operating activities during 2012 compared to 2011 was primarily due to a reduction in net loss adjusted for non-cash items (such as depreciation, amortization, stock compensation, and the change in fair value of derivative contracts) of $12.4 million, offset by a decrease in passenger deposits of $15.2 million and an increase in other working capital of $4.6 million.

Sources and Uses of Cash — Investing Activities

Net cash provided by investing activities decreased by $18.9 million to net cash used of $16.0 million for the six months ended June 30, 2014 from net cash provided by of $2.9 million for the six months ended June 30, 2013. The unfavorable change was primarily due to an increase in capital expenditures of $48.5 million due to the scheduled drydocks that occurred during 2014, partially offset by the release of $29.8 million in restricted cash which is no longer required to collateralize an outstanding letter of credit.

Net cash used in investing activities decreased by $506.4 million to $33.1 million for the year ended December 31, 2013, compared to net cash used in investing activities of $539.5 million for the year ended December 31, 2012. The decrease was primarily due to $431.8 million relating to the purchase of Riviera in 2012. Additionally, in 2012 Prestige had a settlement of a foreign currency collar associated with the Riviera newbuild that resulted in the payment of $70.3 million. The decrease was offset by an increase in restricted cash of $9.5 million. There were no settled hedges for the year ended December 31, 2013.

Net cash used in investing activities decreased by $64.2 million to $539.5 million in 2012, from $603.7 million in 2011. The decrease was primarily due to lower capital expenditures in 2012 and the change in restricted cash.

Sources and Uses of Cash — Financing Activities

Net cash used in financing activities increased by $152.0 million to $155.0 million for the six months ended June 30, 2014, from $3.0 million for the six months ended June 30, 2013. For the six months ended June 30, 2014, Prestige made principal payments of $147.8 million on its credit facilities, which included a $100.5 million prepayment on the Regent Credit Facility and the Oceania Credit Facility and scheduled principal payments of $47.3 million. Additionally, Prestige paid $5.9 million in debt-related costs. For the six months ended June 30, 2013, Prestige paid $2.0 million for previously acquired Regent licensing rights and $1.0 million in debt-related costs.

Net cash provided by financing activities decreased by $394.4 million to $50.8 million used in financing activities for the year ended December 31, 2013, from $343.6 million provided by financing activities for the year ended December 31, 2012. In 2013, Prestige had $282.5 million in proceeds from debt issuance, net of debt issuance costs and original issue discount, for the Regent Term Loan and the $300.0 million term loan (the “Oceania Term Loan”) refinancing, offset by $329.0 million in repayments for the Oceania Term Loan refinancing and a scheduled semi-annual principal payment on the Marina New Build Loan Agreement. In 2012, Prestige had $805.7 million in proceeds from debt issuance, net of debt issuance costs and original issue discount related to the drawdown of the Riviera New Build Loan Agreement and the refinancing of the Regent Term Loan offset by $443.8 million repayments of bank debt for the Regent refinancing, scheduled semi-annual principal payment and prepayments made for Marina New Build Loan Agreement and Riviera New Build Loan Agreement and prepayment on Oceania’s First Lien Term Loan.

Net cash provided by financing activities decreased by $103.6 million to $343.6 million in 2012, from $447.2 million in 2011. Prestige had an additional $178.2 million in debt repayments in 2012 compared to 2011, which includes $67.2 million in prepayments on the Marina New Build Loan Agreement and Riviera New Build Loan Agreement. Prestige also repaid $34.6 million on the Oceania First Lien Term Loan due April 2013.

Funding Sources and Future Commitments
At June 30, 2014, Prestige's liquidity was $396.6 million, consisting of $281.6 million in cash and cash equivalents and $115.0 million available under Prestige's revolving credit facilities. Prestige had a working capital deficit of $359.3 million at June 30, 2014, as compared to a working capital deficit of $213.1 million at December 31, 2013. Similar to others in Prestige's industry, Prestige operates with a substantial working capital deficit. This deficit is mainly attributable to the following: (1) passenger deposits are normally paid in advance with a relatively low level of accounts receivable, (2) rapid turnover results in a limited investment in inventories, and (3) voyage-related accounts payable usually become due after receipt of cash from related bookings. Passenger deposits remain a liability until the sailing date, however the cash generated from these advance receipts is used interchangeably with cash on hand from other sources, such as Prestige's revolving credit facilities and other cash from operations. This cash can be used to fund operating expenses for the applicable future sailing, pay down Prestige's credit facilities, fund down payments on new vessels or other uses.
Prestige has contractual obligations of which Prestige's debt maturities represent Prestige's largest funding requirement. As of June 30, 2014, Prestige has $2,446.6 million in future debt maturities, excluding the debt discount and the unamortized debt discount on the related party debt of $26.4 million and $139.3 million, respectively.
The agreements governing Prestige's indebtedness contain a number of covenants that impose operating and financial restrictions, including requirements under Prestige's newbuild loan agreement that Regent and Oceania maintain a minimum liquidity balance, a maximum total debt to EBITDA ratio, a minimum EBITDA to debt service ratio and a maximum total debt to total adjusted equity ratio, requirements under the Oceania Credit Facility and the Regent Credit Facility that Prestige maintains a maximum loan-to-value ratio, a minimum interest coverage ratio (applicable only to its revolving credit facilities, if drawn) and restrictions under the Regent Senior Secured Notes and the Oceania Credit Facility and the Regent Credit Facility on Prestige's and Prestige's subsidiaries' ability to, among other things, incur additional indebtedness, issue preferred stock, pay dividends on or make distributions with respect to Prestige's capital stock, restrict certain transactions with affiliates and sell certain key assets, principally Prestige's ships. As of June 30, 2014, Prestige is in compliance with all financial debt covenants.
Prestige's operating companies credit agreements include various restrictions on the ability to make dividends and distributions to their parent entities and ultimately to Prestige. The following are restricted net assets of Prestige's subsidiaries at June 30, 2014 and December 31, 2013, respectively, $610.3 million and $600.2 million.
Prestige believes its cash on hand, expected future operating cash inflows, additional borrowings under existing facilities, Prestige's ability to issue debt securities, and Prestige's ability to raise additional equity, including capital contributions, will be sufficient to fund operations, debt service requirements, and capital expenditures, and to maintain compliance with financial covenants under the agreements governing Prestige's indebtedness, over the next twelve-month period. There can be no assurance, however, that cash flows from operations and additional fundings will be available in the future to fund Prestige's future obligations.
On February 1, 2013, Regent amended its $340.0 million Regent Credit Facility, consisting of the $300.0 million Regent Term Loan and the $40.0 million revolving credit facility maturing on August 21, 2017 (the "Regent Revolving Credit Facility"). In conjunction with this amendment, the outstanding balance of the Regent Term Loan of $296.3 million was repriced at a rate per annum of LIBOR with a floor of 1.25% plus a margin of 3.5%. There was no change to the $40.0 million Regent Revolving Credit Facility or the maturity date of the Regent Term Loan. There was no impact on covenants, liquidity or debt capacity.
On July 2, 2013, Oceania entered into a new $375.0 million Oceania Credit Facility consisting of a $300.0 million Oceania Term Loan, which bears interest at a rate per annum of LIBOR, with a floor of 1.0% plus a margin of 5.75%, and a $75.0 million revolving credit facility (the "Oceania Revolving Credit Facility"), which includes an original issue discount of 1%. The maturity date of the Oceania Term Loan is July 2, 2020 and the maturity date of the Oceania Revolving Credit Facility is July 2, 2018. As part of this financing transaction, Oceania repaid its outstanding $231.7 million Oceania First Lien Term Loan and $75.0 million Oceania Second Lien Term Loan.

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Effective July 5, 2013, Regent entered into a definitive contract with Italy's Fincantieri shipyard to build a luxury cruise ship to be named Seven Seas Explorer. Under the terms of the contract, Regent will pay approximately €343 million (approximately $469.6 million based on the applicable exchange rate at June 30, 2014) to Fincantieri for the new vessel. In July 2014 and July 2013, Regent made payments of approximately $23.4 million and $22.0 million, respectively, to Fincantieri for the first and second installment payments for Seven Seas Explorer.

On July 31, 2013, Regent entered into a loan agreement providing for borrowings of up to approximately $440.0 million with a syndicate of financial institutions to finance 80% of the contract cost of the Seven Seas Explorer, the settlement of related euro foreign currency hedges and the export credit agency premium. The twelve-year fully amortizing loan requires semi-annual principal and interest payments commencing six months following the draw-down date. Borrowings under this loan agreement will bear interest, at the election of Regent, at either (i) a fixed rate of 3.43% per year, or (ii) six month LIBOR plus a margin of 2.8% per year. Regent is required to pay various fees to the lenders under this loan agreement, including a commitment fee of 1.1% per annum on the maximum loan amount payable semi-annually. Obligations under the loan agreement are guaranteed by Regent and Prestige Cruise Holdings, Inc. The Regent newbuild loan facility is 95% guaranteed to the lenders by Servizi Assicurativi del Commercio Estero.

On August 19, 2013, in connection with the construction of Seven Seas Explorer, Regent entered into a foreign currency collar option with an aggregate notional amount of €274.4 million ($375.7 million as of June 30, 2014) to limit Prestige's exposure to foreign currency exchange rates for euro denominated payments related to the ship construction contract due at the time the ship will be delivered to Prestige. The maturity date of the foreign currency collar is June 20, 2016.

On February 7, 2014, Regent amended its existing $340.0 million Regent Credit Facility. In conjunction with this amendment, $50.3 million of the Regent Term Loan was prepaid such that the outstanding balance on the Regent Term Loan under the Regent Credit Facility of $296.3 million was reduced to $246.0 million. The interest rate margin on the amended Regent Term Loan is 2.75% compared to 3.50% on the previously existing term loan and the LIBOR floor was reduced from 1.25% to 1%. The amended Regent Term Loan requires quarterly payments of principal equal to $0.6 million beginning March 2014, with the remaining unpaid amount due and payable at maturity. Borrowings under the amended Regent Term Loan are pre-payable in whole or in part at any time without penalty, but are subject to a prepayment premium in the event of a refinancing of the Regent Term Loan within twelve months of the amendment date. There was no change to the terms of the $40.0 million Regent Revolving Credit Facility, the financial covenants or the maturity date of the Regent Credit Facility.

On February 7, 2014, Oceania amended its existing $375.0 million Oceania Credit Facility. In conjunction with this amendment, $50.3 million of the Oceania Term Loan was prepaid such that the outstanding balance on the Oceania Term Loan of $299.3 million was reduced to $249.0 million. The interest rate margin on the amended Oceania Term Loan is 4.25% compared to 5.75% on the previously existing Oceania Term Loan and the LIBOR floor remains at 1%. The amended Oceania Term Loan requires quarterly payments of principal equal to $0.6 million beginning March 2014, with the remaining unpaid amount due and payable at maturity. Borrowings under the amended Oceania Term Loan are pre-payable in whole or in part at any time without penalty, but are subject to a prepayment premium in the event of a refinancing of the Oceania Term Loan within twelve months of the amendment date. There was no change to the terms of the $75.0 million Oceania Revolving Credit Facility, the financial covenants or the maturity date of the Oceania Credit Facility.

As a normal part of Prestige's business, depending on market conditions, pricing and Prestige's overall growth strategy, Prestige considers opportunities to enter into contracts for building additional ships. Prestige may also consider the sale of ships or the purchase of existing ships. Prestige also considers potential acquisitions and strategic alliances with complementary businesses. If any of these were to occur, they would be financed through the incurrence of additional indebtedness, the issuance of additional capital contributions or through cash flows from operations.

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Contractual Obligations

As of December 31, 2013, Prestige's contractual obligations with initial or remaining terms in excess of one year, including interest expense on long-term debt obligations, were:

	Total		Less than 1 year		1 – 3 years		3 – 5 years		More than 5 years
					(in thousands)				
Interest on long-term debt (1)	$	387,116	$	69,043	$	151,275	$	116,905	$	49,893
Employment agreements (2)		8,550		4,575		3,975		—		—
Operating lease obligations		4,460		1,081		1,483		732		1,164
Maintenance contract obligations (3)		17,860		5,453		11,440		967		—
Long-term debt (4)		1,716,234		95,560		191,120		472,370		957,184
Capital lease obligations (5)		17,725		1,800		3,734		3,924		8,267
Promissory notes (6)		861,332		—		—		638,985		222,347
Newbuild-Seven Seas Explorer (7)		447,881		23,573		424,308		—		—
Total	$	3,461,158	$	201,085	$	787,335	$	1,233,883	$	1,238,855

(1)

- Long-term debt obligations mature at various dates through fiscal year 2024 and bear interest at fixed and variable rates. The various agreements governing Prestige's debt possess variable rate interest calculated based upon LIBOR, plus the applicable margins (the "All In Rate"). At December 31, 2013, the All In Rate was between 0.91% to 9.125% for all periods. Amounts are based on existing debt obligations and do not consider potential refinancing of expiring debt obligations. Additionally, under the loan agreement for the Seven Seas Explorer, Regent is required to pay various fees to the lenders including a commitment fee of 1.10% per annum on the maximum undrawn loan amount payable semi-annually until the delivery of the vessel and certain annual agency fees. See "Debt" in the notes to Prestige's audited consolidated financial statements included as Annex E.

(2)

- Amounts due to executive officers and key employees. See "Commitments and Contingencies" in the notes to Prestige's audited consolidated financial statements included as Annex E.

(3)

- Amounts include obligations under the maintenance agreement with Wartsila Corporation, a third party vendor for certain equipment purchases and monthly maintenance fees signed on March 1, 2012 for a term of sixty months and a software maintenance contract with a third party.

(4)

- Amounts represent debt obligations with initial terms in excess of one year. The contractual obligation under long-term debt does not reflect any excess cash flow payments Prestige may be required to make pursuant to the Oceania Credit Facility and the Regent Credit Facility.

(5)

- Amounts represent capital lease obligations with initial term in excess of one year.

(6)

- Amounts represent redemption obligations relating to issued promissory notes.

(7)

- Amount represents Prestige's contract with Italy's Fincantieri shipyard to build the Seven Seas Explorer. Under the terms of the contract, Regent will pay €325.9 million or approximately $447.9 million (calculated based on the applicable exchange rate at December 31, 2013) to Fincantieri for the remaining balance of the new vessel.

The only material change to Prestige's contractual obligations that occurred during the six months ended June 30, 2014 was as a result of the credit agreements amendments and the installment payment to Ficanteri for the Newbuild, Seven Seas Explorer described in the preceding paragraphs.

On July 31, 2013, Regent entered into a loan agreement providing for borrowings of up to approximately $440.0 million to finance 80% of the construction contract for the Seven Seas Explorer, the settlement of related euro foreign currency hedges, plus the export credit agency premium. Regent is required to pay various fees to the lenders under this loan agreement, including a commitment fee of 1.10% per annum on the maximum undrawn loan amount payable semi-annually, beginning January 2014, until the delivery of the vessel. As of June 30, 2014 and December 31, 2013, Prestige did not have any outstanding borrowings under this loan agreement.

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Off-Balance Sheet Arrangements

None.

Quantitative and Qualitative Disclosures About Market Risk

General

Prestige is exposed to market risks attributable to changes in interest rates, foreign currency exchange rates and fuel prices. Prestige manages these risks through a combination of its normal operating and financing activities and through the use of derivative financial instruments pursuant to its hedging practices and policies as described below. The financial impacts of these hedging instruments are primarily offset by corresponding changes in the underlying exposures being hedged. Prestige achieves this by closely matching the amount, term and conditions of the derivative instrument with the underlying risk being hedged. Prestige does not hold or issue derivative financial instruments for trading or other speculative purposes. Its maximum exposure to counter parties for non-performance is limited to its mark-to-market exposure. Prestige monitors its derivative positions using techniques including market valuations and sensitivity analyses. The turbulence in the credit and capital markets has increased the volatility associated with interest rates, foreign currency exchange rates and fuel prices. However, Prestige has taken steps to mitigate these risks such as the use of interest rate swap agreements, foreign currency swaps or collars, and fuel hedge swap agreements described below.

Interest Rate Risk

Prestige’s exposure to market risk for changes in interest rates relates to its long-term debt obligations including future interest payments. Prestige use interest rate swap agreements to modify its exposure to interest rate fluctuations and to manage its interest expense.

In July 2011, Oceania entered into three forward starting interest rate swap agreements to hedge the variability of the interest payments related to the outstanding variable-rate debt associated with the Marina New Build Loan Agreement. The first swap, with an amortizing notional amount of $450.0 million at inception, was effective beginning January 19, 2012 and matured on January 19, 2013. The second swap, with an amortizing notional amount of $405.4 million at inception became effective on January 19, 2013 and matured on January 19, 2014. The third swap, with an amortizing notional amount of $360.8 million at inception became effective January 19, 2014 and matures on January 19, 2015.

In March 2013, Oceania entered into an additional forward starting interest rate swap agreement to hedge the variability of the interest payments related to the outstanding variable-rate debt associated with the Marina New Build Loan Agreement. The swap, with an amortizing notional amount of $300.0 million at inception, is effective beginning January 19, 2015 and matures on January 19, 2016.

Also in March 2013, Oceania entered into two forward starting interest rate swap agreements to hedge the variability of the interest payments related to the outstanding variable-rate debt associated with the Riviera New Build Loan Agreement. The first swap, with an amortizing notional amount of $422.4 million at inception, became effective on October 28, 2013 and matures on October 27, 2014. The second swap, with an amortizing notional amount of $377.6 million at inception becomes effective on October 27, 2014 and matures on October 27, 2015.

All Oceania interest rate swaps are designated as cash-flow hedges and meet the requirements to qualify for hedge accounting treatment. The changes in fair value of the effective portion of the interest rate swaps are recorded as a component of accumulated other comprehensive income (loss) on Prestige’s consolidated balance sheets. The total notional amount of interest rate swap agreements effective and outstanding as of June 30, 2014 and December 31, 2013 was $760.8 million and $805.5 million, respectively. There was no ineffectiveness recorded for the six months ended June 30, 2014 and the year ended December 31, 2013.

Foreign Currency Exchange Risk

Prestige’s exposure to market risk for changes in foreign currency relates to its use of foreign currency transactions denominated in currencies other than the U.S. dollar. Prestige uses foreign currency swaps or

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collars to limit the exposure to foreign currency exchange rates, for euro denominated payments related to the construction of newbuilds, payments related to drydock expenses and other operational expenses.
During August 2013, Regent entered into a foreign currency collar option with an aggregate notional amount of €274.4 million ($375.7 million as of June 30, 2014), to hedge a portion of its foreign currency exposure related to the ship construction contract for Seven Seas Explorer. The notional amount of the collar represents 80% of the contract cost of the vessel due at delivery. This foreign currency collar option was designated as a cash flow hedge at the inception of the instrument and will mature in June 2016. The change in fair value of the effective portion of the derivative was recorded as a component of accumulated other comprehensive income in the accompanying consolidated balance sheets. Ineffective portions of future changes in fair value of the instrument will be recognized in other income (expense) in the statement of operations. Prestige recorded $0.1 million of ineffectiveness for the six months ended June 30, 2014. There was no ineffectiveness recorded in 2013.
Fuel Price Risk
Prestige’s exposure to market risk for changes in fuel prices relates to the consumption of fuel on its vessels. Prestige uses fuel derivative swap agreements to mitigate the financial impact of fluctuations in fuel prices. As of June 30, 2014, Prestige entered into fuel related swap agreements to hedge 326,700 barrels, or 64%, of its estimated 2014 fuel consumption and 333,900 barrels, or 32%, of its estimated 2015 fuel consumption. The fuel swaps do not qualify for hedge accounting; therefore, the changes in fair value of these instruments are recorded in other income (expense) in the consolidated statements of operations.
Prestige has certain fuel derivative contracts that are subject to margin requirements. For these specific fuel derivative contracts, Prestige may be required to post collateral if the mark-to-market exposure exceeds $3.0 million. On any business day, the amount of collateral required to be posted is an amount equal to the difference between the mark-to-market exposure and $3.0 million. As of June 30, 2014 and December 31, 2013, Prestige had a net asset position of $0.7 million and $0.3 million related to this counterparty and therefore, Prestige was not required to post any collateral for its fuel derivative instruments.
Recently Adopted and Future Application of Accounting Standards
As of January 1, 2013, Prestige adopted Financial Accounting Standards Board ASU 2011-11, Disclosures about Offsetting Assets and Liabilities. It requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. In 2013, this pronouncement was enhanced by ASU 2013-1, Balance Sheet Offsetting. This update clarifies that ordinary receivables are not within the scope of ASU 2011-11 and it applies only to derivatives, repurchase agreements, reverse purchase agreements and other securities lending transactions. The adoption did not materially impact its consolidated financial statements.
In February 2013, the Financial Accounting Standards Board issued ASU 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. It requires an entity to present the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income, but only if the item reclassified is required under GAAP to be reclassified to net income in its entirety in the same reporting period. Entities must also cross-reference to other disclosures currently required under GAAP for other reclassification items to be reclassified directly to net income in their entirety in the same reporting period. This standard was effective beginning January 1, 2013. See “Stockholders’ Equity” in the notes to Prestige’s audited consolidated financial statements included as Annex E.
In July 2013, the Financial Accounting Standards Board issued ASU 2013-10, Inclusion of the Federal Funds Effective Swap Rate as a benchmark interest rate for hedge accounting purposes. This guidance is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. Prestige adopted this guidance as of July 17, 2013, and it did not have a material impact on its consolidated financial statements.
In April 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-08, “Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.” ASU No. 2014-08 amends the definition of discontinued operations by limiting

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discontinued operations reporting to disposals of components of an entity that represent strategic shifts that have (or will have) a major effect on an entity's operations and financial results. The amendments require expanded disclosures for discontinued operations that would provide users of financial statements with more information about the assets, liabilities, revenues, and expenses of discontinued operations and disclosure of the pretax profit or loss of individually significant components of an entity that do not qualify for discontinued operations reporting. ASU No. 2014-08 is to be applied prospectively to all disposals (or classifications as held for sale) of components of an entity and all businesses or nonprofit activities that, on acquisition, are classified as held for sale that occur within fiscal years, and interim periods within those years, beginning after December 15, 2014. The adoption of ASU No. 2014-08 is not expected to have a material impact on Prestige's results of operations, cash flows or financial position.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." ASU No. 2014-09 requires entities to recognize revenue through the application of a five-step model, which includes identification of the contract, identification of the performance obligations, determination of the transaction price, allocation of the transaction price to the performance obligation and recognition of revenue as the entity satisfies the performance obligations. Entities have the option of using either a full retrospective or a modified approach to adopt the guidance. ASU No. 2014-09 is effective for fiscal years, and interim reporting periods within those years, beginning after December 15, 2016. Early adoption is not permitted. The Company is currently evaluating the guidance to determine the potential impact of adopting ASU No. 2014-09 on its results of operations, cash flows and financial position.

In June 2014, the FASB issued ASU No. 2014-12 "Compensation - Stock Compensation (Topic 718) - Accounting for Share Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period." ASU 2014-12 requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. ASU 2014-12 is effective for interim and annual periods beginning after December 15, 2015. The amendments can be applied prospectively to all awards granted or modified after the effective date or retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented and to all new or modified awards thereafter. Early adoption is permitted. Prestige has determined that ASU 2014-12 will not have an impact on its results of operations, cash flows or financial position.

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DELIVERY OF INFORMATION STATEMENT

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 will receive only one copy of this Information Statement, unless we are notified that one or more of these shareholders wishes to receive individual copies. This procedure will reduce our printing costs and postage fees.

If you share an address with another shareholder and have received only one Information Statement and wish to receive a separate copy of this Information Statement, or if you do not wish to continue to participate in householding and prefer to receive separate copies of annual reports to shareholders, information statements or proxy materials in the future, 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. We will promptly deliver a separate copy of this Information Statement to any shareholder requesting the same, upon request, at no cost to you. If you are eligible for householding, but you and other shareholders with whom you share an address received multiple copies of this Information Statement, or if you hold Company Ordinary Shares in more than one account, and in either case you wish to receive only a single copy of annual reports to shareholders, information statements or proxy materials for your household, please contact the Householding Department of Broadridge Financial Solutions, Inc., as indicated above.

If your Company 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 Information Statement or wish to receive a single copy of such materials in the future for all beneficial owners of Company Ordinary Shares sharing an address.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements in this Information Statement and the documents incorporated by reference herein constitute forward-looking statements 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 in (or incorporated by reference in) this Information Statement, including, without limitation, those regarding Norwegian's or Prestige's (as combined, following the Prestige Acquisition, the "combined company") business strategy, financial position, results of operations, plans, prospects and objectives of management for future operations (including development plans and objectives relating to the combined company's activities), 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," "fore "estimate," "intend" and "future" and for similar words. Forward-looking statements include, but are not limited to, statements regarding the occurrence, timing, benefits and effects of the corporate actions approved by Prestige's board of directors, our Board and the Transaction Committee, as applicable, including the consummation of the transactions contemplated by the Merger Agreement, Norwegian's ability to obtain the necessary financing to consummate the Prestige Acquisition and the expected costs and synergies of the Prestige Acquisition. Forward-looking statements do not guarantee future performance and may involve risks, uncertainties and other factors which could cause Norwegian's, Prestige's or the combined company's 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 effects of costs incurred in connection with the Prestige Acquisition and the integration of the Prestige business into Norwegian;
- the debt Norwegian incurs or assumes in connection with the Prestige Acquisition;
- the ability to realize the anticipated benefits of the Prestige Acquisition;
- the possibility that Norwegian's operating results after the Prestige Acquisition may materially differ from the pro forma information contained in this Information Statement;
- Norwegian's assumption of certain potential liabilities relating to Prestige's business;
- the diversion of management's attention away from operations as a result of the integration of Prestige's business into Norwegian's business;
- the effect that the Prestige Acquisition may have on employee relations;

- general guest uncertainty related to the Prestige Acquisition;

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- the adverse impact of general economic conditions and related factors such as fluctuating or increasing levels of unemployment, underemployment and 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;

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- changes in cruise capacity, as well as capacity changes in the overall vacation industry;

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- intense competition from other cruise companies as well as non-cruise vacation alternatives which could affect the combined company's ability to compete effectively;

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- Norwegian's substantial indebtedness, including its ability to generate the necessary amount of cash to service its existing and new debt and to repay its credit facilities;

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- negative publicity surrounding the cruise industry;

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- changes in fuel prices and/or other cruise operating costs;

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- the risks associated with operating internationally, including changes in interest rates and/or foreign currency rates;

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- Norwegian's efforts to expand its business into new markets;

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- the continued borrowing availability under Norwegian's credit facilities and compliance with its financial covenants;
- the ability of Norwegian's creditors to accelerate the repayment of its indebtedness;
- Norwegian's ability to incur significantly more debt despite its substantial existing indebtedness;
- the impact of volatility and disruptions in the global credit and financial markets which may adversely affect Norwegian's ability to borrow and could increase Norwegian's counterparty credit risks, including those under its credit facilities, derivatives, contingent obligations, insurance contracts and new ship progress payment guarantees;
- adverse events impacting the security of travel such as terrorist acts, acts of piracy, armed conflict and other international events;
- the impact of any future changes relating to how external distribution channels sell and market Norwegian's cruises;
- Norwegian's reliance on third parties to provide hotel management services to certain of its vessels and certain other services;
- the impact of any future increases in the price of, or major changes or reduction in, commercial airline services;
- the delivery schedules and estimated costs of new ships, the impact of delays, costs and other factors resulting from ship repairs, maintenance and refurbishment of the combined company's ships;