

Norwegian Cruise Line Holdings Ltd.

Form DEF 14A

April 07, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. ____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

No fee required.

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(1)

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(3)

Filing party:

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Date filed:

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NORWEGIAN CRUISE LINE HOLDINGS LTD.

7665 Corporate Center Drive

Miami, Florida 33126

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 19, 2016

To our Shareholders:

Notice is hereby given that the annual general meeting of the shareholders of Norwegian Cruise Line Holdings Ltd. (the “Company”) for 2016 will be held at 9:00 a.m. (Miami time) on Thursday, May 19, 2016 at the Pullman Miami, 5800 Blue Lagoon Drive, Miami, Florida 33126, (the “Annual General Meeting”) for the following purposes:

1.

To elect the following director nominees to serve as Class III directors on our board of directors (the “Board”) for the terms described in the attached proxy statement (“Proxy Statement”):

1a.

Steve Martinez;

1b.

Frank J. Del Rio; and

1c.

Chad A. Leat;

2.

To approve, on a non-binding, advisory basis, the compensation of our named executive officers;

3.

To ratify (i) the appointment of PricewaterhouseCoopers LLP (“PwC”) as our independent registered certified public accounting firm for the year ending December 31, 2016 and (ii) the determination of PwC’s remuneration by the Audit Committee of the Board;

4.

To approve an amendment to the Company’s 2013 Performance Incentive Plan (the “Plan”), including an increase in the number of shares available for grant under the Plan;

5.

To receive the audited financial statements (together with the auditor’s report) of the Company for the year ended December 31, 2015 pursuant to the provisions of the Bermuda Companies Act 1981, as amended, and the Company’s bye-laws; and

6.

To consider such other business as may properly come before the Annual General Meeting and any postponement or adjournment thereof.

The Board has fixed the close of business on March 14, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the meeting or any postponement or adjournment thereof.

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

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting to Be Held on May 19, 2016: The Proxy Statement and the Company's 2015 Annual Report to Shareholders are available electronically at www.nclhldinvestor.com or at www.proxyvote.com.

By Order of the Board of Directors,

Daniel S. Farkas
Senior Vice President, General Counsel and
Assistant Secretary
April 7, 2016

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

Shareholder Voting Matters

Proposal	Board's Voting Recommendation	Page Reference	2016 Annual General Meeting of Shareholders
1. Election of Class III directors	FOR EACH NOMINEE	16	
2. Approval, on a non-binding, advisory basis, of the compensation of our named executive officers	FOR	55	Time and date: May 19, 2016 9:00 a.m. (Miami time)
3. Ratification of the appointment of PricewaterhouseCoopers LLP ("PwC") as our independent registered certified public accounting firm for the year ending December 31, 2016 and the determination of PwC's remuneration by the Audit Committee of the Board of Directors	FOR	57	Place: Pullman Miami, 5800 Blue Lagoon Drive, Miami, Florida 33126
4. Approval of an amendment to the Company's 2013 Performance Incentive Plan (the "Plan"), including an increase in the number of shares available for grant under the Plan	FOR	60	Record Date: March 14, 2016

Board Nominees

Class III

Name and Principal Occupation	Age	Director Since	Independent	Committee Membership		
				AC	CC	NGC
Steve Martinez Head of Asia Pacific and Senior Partner, Apollo Global Management, LLC	47	2008	No			
Frank J. Del Rio President and Chief Executive Officer, Norwegian Cruise Line Holdings Ltd.	61	2015	No			
Chad A. Leat Former Vice Chairman of Global Banking, Citigroup, Inc.	60	2015	Yes		Chair	

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Class I (Term Expires in 2017)

Name and Principal Occupation	Age	Director Since	Independent	Committee Membership		
				AC	CC	NGC
David M. Abrams Senior Managing Director, Cerberus European Capital Advisors, LLP	49	2014	Yes			Chair
John W. Chidsey Former Chairman and Chief Executive Officer, Burger King Corporation	53	2013	Yes		Chair	
Russell W. Galbut Managing Principal, Crescent Heights	63	2015	Yes			

Class II (Term Expires in 2018)

Name and Principal Occupation	Age	Director Since	Independent	Committee Membership		
				AC	CC	NGC
Adam M. Aron Chief Executive Officer and President of AMC Entertainment Holdings, Inc.	61	2008	No			
F. Robert Salerno Former President and Chief Operating Officer, Avis Budget Group	64	2014	Yes			
Walter L. Revell (Chairman) Chairman of the Board and Chief Executive Officer of Revell Investments International, Inc.	81	2005	Yes			

AC – Audit Committee

CC – Compensation Committee

NGC – Nominating and Governance Committee

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Corporate Governance Information

Current Number of Board Members	9
Number of Independent Board Members	6
Independent Board Chairman	Yes
Fully Independent Committees	Yes
Independent Directors Meet Regularly in Executive Session	Yes
All Directors Attended at Least 75% of Meetings Held	Yes
Shareholder Ability to Call Special Meetings	Yes
Shareholder Ability to Act by Written Consent	Yes
Majority Voting for Directors	Yes
Board Risk Oversight	Yes
Code of Conduct for Directors, Officers and Employees	Yes
Annual Vote on Named Executive Officer Compensation	Yes
Poison Pill	No

Executive Compensation

We believe our executive compensation policies and practices drive performance and align management's interests with our shareholders' long-term interests:

Pay for performance by requiring that a substantial portion of our executives' annual compensation be earned based on the achievement of performance objectives and that long-term incentive compensation be tied to the value of our ordinary shares

Structured approximately 93% of our President and Chief Executive Officer's total compensation as at-risk compensation

50% of our President and Chief Executive Officer's equity awards are earned based on entity-wide financial performance metrics – introduced performance-based equity awards in 2015 for the first time since our initial public offering

Reduced our President and Chief Executive Officer's base salary by \$337,500, effective January 1, 2016

Discontinued automatic salary increases and equity awards pursuant to employment agreements in 2015

Annual cash bonus incentives are earned based on achievement of entity-wide financial performance metrics – discontinued non-financial individual performance component in 2015

Compensation Committee retained an independent compensation consultant for the first time in 2015

No "single trigger" change in control payments or benefits

No repricing of stock options without shareholder approval

Maintain a share repurchase program, which helps mitigate the potential dilutive effect of equity awards

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NORWEGIAN CRUISE LINE HOLDINGS LTD.

7665 Corporate Center Drive

Miami, Florida 33126

PROXY STATEMENT

FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 19, 2016

This proxy statement (“Proxy Statement”) is being furnished to you in connection with the solicitation of proxies by our board of directors (“Board”) to be used at the annual general meeting of the Company for 2016 to be held at the Pullman Miami, 5800 Blue Lagoon Drive, Miami, Florida 33126, on Thursday, May 19, 2016 at 9:00 a.m. (Miami time), and any adjournments or postponements thereof (the “Annual General Meeting”). References in this Proxy Statement to “we,” “us,” “our,” “Company” and “NCLH” refer to Norwegian Cruise Line Holdings Ltd.

Proxy materials for the Annual General Meeting, including this Proxy Statement and our 2015 Annual Report to Shareholders, which includes our 2015 financial statements (“2015 Annual Report”), were first made available to shareholders on or about April 7, 2016.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 19, 2016

The Notice of the Annual General Meeting of Shareholders, this Proxy Statement and our 2015 Annual Report are available on our website at www.nclhldinvestor.com. The information that appears on our website is not part of, and is not incorporated by reference into, this Proxy Statement. You can also view these materials at www.proxyvote.com by using the 12-digit control number provided on your proxy card or Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”).

As permitted by the U.S. Securities and Exchange Commission (“SEC”), we are furnishing proxy materials to our shareholders primarily over the Internet. We believe that this process expedites shareholders’ receipt of these materials, lowers the costs of our Annual General Meeting and reduces the environmental impact of mailing printed copies. On or about April 7, 2016, we mailed to each of our shareholders, other than those who previously requested electronic or paper delivery, a Notice of Internet Availability containing instructions on how to access and review the proxy materials, including the Notice of the Annual General Meeting of Shareholders, this Proxy Statement and our 2015 Annual Report, on the Internet. The Notice of Internet Availability also contains instructions on how to receive a paper copy of the proxy materials and a proxy card or voting instruction form. If you received a Notice of Internet Availability by mail or our proxy materials by e-mail, you will not receive a printed copy of the proxy materials unless you request one. If you received paper copies of our proxy materials, you may also view these materials on our website at www.nclhldinvestor.com or at www.proxyvote.com.

GENERAL INFORMATION

Who May Vote

Each ordinary share of the Company, par value \$.001 per share (the “ordinary shares”), outstanding as of the close of business on March 14, 2016 (the “record date”) is entitled to one vote at the Annual General Meeting. At the close of business on March 14, 2016, 226,917,770 of our ordinary shares were outstanding and entitled to vote. The ordinary shares are our only outstanding class of equity securities that are entitled to vote at the Annual General Meeting. Our bye-laws provide that no one person or group of related persons, other than certain of the Apollo Holders, the TPG Viking Funds and Genting HK (each as defined herein), may own, or be deemed to own, more than 4.9% of our ordinary shares, whether measured by vote, value or number, unless such ownership is approved by our Board (the “4.9% limit”). Any outstanding shares held in excess of the 4.9% limit will be transferred to and held in a trust. The trustee will be entitled to vote the excess shares on behalf of the beneficiary. See “Item 1—Business—Taxation—U.S. Income Taxation—Exemption of International Shipping Income under Section 883 of the Code” in our 2015 Annual Report for further information.

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

Ordinary Shares Held of Record

If your ordinary shares are registered directly in your name with the Company or our transfer agent, American Stock Transfer & Trust Company, LLC, you are considered the shareholder of record with respect to those ordinary shares, and the proxy materials were sent directly to you by the Company. If you previously requested to receive printed proxy materials, we have sent a proxy card for you to use. As the shareholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the Annual General Meeting. See “How to Vote” below.

Ordinary Shares Owned Beneficially

If your ordinary shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of ordinary shares held in “street name,” and the proxy materials were forwarded to you by your broker, bank or other nominee. If you previously requested to receive printed proxy materials, your broker, bank or other nominee has sent a voting instruction form that you may use. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote the shares in your account, and you are also invited to attend the Annual General Meeting. See “How to Vote” below.

Requirements to Attend the Annual General Meeting

You are invited to attend the Annual General Meeting if you are a shareholder of record or a beneficial owner as of March 14, 2016, or you hold a valid legal proxy for the Annual General Meeting. If you are a shareholder of record, you must bring proof of identification, such as a valid driver’s license, for admission to the Annual General Meeting. If you hold your ordinary shares through a broker, bank or other nominee, you will need to provide proof of beneficial ownership by bringing either a copy of the Notice of Internet Availability or voting instruction form provided to you by your broker, bank or other nominee, a copy of your brokerage statement showing your ordinary share ownership as of March 14, 2016, or other similar evidence of ownership as of the record date, as well as proof of identification such as a valid driver’s license.

How to Vote

If you have any questions or require voting assistance, please contact our proxy solicitation agent, Kingsdale Shareholder Services, toll-free at 1-888-518-1562 (or 1-416-867-2272 for callers outside North America), or by e-mail at contactus@kingsdaleshareholder.com.

Voting in Person

Ordinary shares held in your name as the shareholder of record may be voted in person at the Annual General Meeting. Ordinary shares for which you are the beneficial owner but not the shareholder of record may be voted in person at the Annual General Meeting only if you obtain a legal proxy from the broker, bank or nominee that holds your shares giving you the right to vote the shares in person at the meeting. Even if you plan to attend the Annual General Meeting, we recommend that you also vote your ordinary shares as described below so that your vote will be counted if you later decide not to attend the meeting.

Voting Without Attending the Annual General Meeting

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

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

Deadline for Voting

If you are a shareholder of record, your proxy must be received by telephone or the Internet by 11:59 p.m. Eastern Daylight Time on May 18, 2016 in order for your ordinary shares to be voted at the Annual General Meeting. However, if you are a shareholder of record and you received a copy of the proxy materials by mail, you may instead mark, sign and date the proxy card you received and return it in the accompanying prepaid and addressed envelope so that it is received by the Company before the Annual General Meeting in order for your ordinary shares to be voted at the Annual General Meeting. If you hold your ordinary shares in street name, please provide your voting instructions by the deadline specified by the broker, bank or other nominee that holds your shares.

How Your Shares Will Be Voted

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

- FOR the election of each of the three nominees for Class III director named below (Items 1a to 1c of Proposal No. 1);
- FOR the approval, on a non-binding, advisory basis, of the compensation of our named executive officers (Proposal No. 2);
- FOR the ratification of (i) the appointment of PricewaterhouseCoopers LLP (“PwC”) as our independent registered certified public accounting firm and (ii) the determination of PwC’s remuneration by the Audit Committee of the Board (Proposal No. 3); and
- FOR the amendment to the Company’s 2013 Performance Incentive Plan (the “Plan”), including an increase in the number of shares available for grant under the Plan (Proposal No. 4).

If you hold your ordinary shares in street name through a brokerage account and you do not submit voting instructions to your broker, your broker may generally vote your ordinary shares in its discretion on routine matters. However, a broker cannot vote ordinary shares held in street name on non-routine matters unless the broker receives voting instructions from the street name holder. The proposal to ratify the appointment of PwC as our independent registered certified public accounting firm for the year ending December 31, 2016 and the Audit Committee’s determination of PwC’s remuneration (Proposal No. 3) is considered routine under applicable rules, while each of the other items to be submitted for a vote of shareholders at the Annual General Meeting is considered non-routine. Accordingly, if you hold your ordinary shares in street name through a brokerage account and you do not submit voting instructions to your broker, your broker may exercise its discretion to vote your ordinary shares on Proposal No. 3, but will not be permitted to vote your ordinary shares on any of the other items at the Annual General Meeting. If your broker exercises this discretion, your ordinary shares will be counted as present for the purpose of determining the presence of a quorum at the Annual General Meeting and will be voted on Proposal No. 3 in the manner directed by your broker, but your shares will constitute “broker non-votes” on each of the other items at the Annual General Meeting. Broker non-votes will not be counted as a vote cast with respect to these other items and therefore will not be counted in determining the outcome of the items.

Matters to be Presented

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

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

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Quorum

A quorum refers to the number of persons that must be in attendance at an annual general meeting of shareholders and the percentage of the total issued voting shares that must be represented at such meeting in order to lawfully conduct business. The presence of two or more persons, present in person or by proxy, holding in excess of 50% of the total issued ordinary shares entitled to vote will form a quorum for the transaction of business at the Annual General Meeting. Shares represented by properly submitted proxies that reflect abstentions or broker non-votes will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum. If the persons present or represented by proxy at the Annual General Meeting constitute the holders of less than a majority of the outstanding ordinary shares entitled to vote as of the record date, the chairman of the Annual General Meeting may adjourn the meeting to a subsequent date for the purpose of obtaining a quorum.

Vote Necessary to Approve Proposals

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

Election of Class III Directors (Proposal No. 1). Pursuant to our bye-laws, each director nominee receiving an affirmative majority of the votes cast with respect to his election will be elected as a Class III director. The majority voting standard does not apply, however, where the number of persons validly proposed for election as a director is greater than the number of directors to be elected. In such circumstances, directors will instead be elected by a plurality of the votes cast, meaning that the persons receiving the highest number of votes, up to the total number of directors to be elected at the meeting, will be elected.

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

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

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

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

Revoking a Proxy

If you are a shareholder of record, you may revoke your proxy at any time before the Annual General Meeting by delivering a written notice of revocation to our General Counsel and Assistant Secretary at 7665 Corporate Center Drive Miami, Florida 33126 prior to the Annual General Meeting, by submitting a later-dated proxy via the Internet, by telephone or by mail by the deadline specified on the Notice of Internet Availability or proxy card (only your latest proxy submitted prior to the Annual General Meeting

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will be counted), or by attending the Annual General Meeting and voting in person. If your shares are held in street name through a bank, broker or other nominee, you may change any previous voting instructions by submitting new voting instructions to the bank, broker or nominee holding your shares by the deadline specified on the Notice of Internet Availability or voting instruction form or by attending the Annual General Meeting and voting in person if you have obtained a legal proxy from the bank, broker or nominee giving you the right to vote the shares at the Annual General Meeting. Attendance at the Annual General Meeting will not by itself constitute a revocation of any proxy or voting instructions.

Presentation of Financial Statements

In accordance with the Bermuda Companies Act 1981, as amended, and bye-law 78 of the Company, the Company's audited financial statements for the year ended December 31, 2015 will be presented at the Annual General Meeting. The Board has approved these statements. There is no requirement under Bermuda law that these statements be approved by shareholders, and no such approval will be sought at the meeting.

Terms Used in this Proxy Statement

Unless otherwise indicated or the context otherwise requires, references in this Proxy Statement to (i) "Apollo" refers to Apollo Global Management, LLC and its subsidiaries and the "Apollo Holders" refers to one or more of 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., AAA Guarantor—Co-Invest VI (B), L.P., Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Overseas Partners VI, L.P., Apollo Overseas Partners (Germany) VI, L.P., AAA Guarantor—Co-Invest VII, L.P., AIF VI Euro Holdings, L.P., AIF VII Euro Holdings, L.P., Apollo Alternative Assets, L.P., Apollo Management VI, L.P. and Apollo Management VII, L.P., (ii) "TPG Global" refers to TPG Global, LLC, "TPG" refers to TPG Global and its affiliates and the "TPG Viking Funds" refers to one or more of TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P., and TPG Viking AIV III, L.P. and/or certain other affiliated investment funds, each an affiliate of TPG, (iii) "Genting HK" refers to Genting Hong Kong Limited and/or its affiliates (Genting HK owns NCLH's ordinary shares indirectly through Star NCLC Holdings Ltd. ("Star NCLC"), its wholly owned subsidiary), (iv) "Sponsor(s)" refers to Genting HK, the Apollo Holders and/or the TPG Viking Funds, (v) the "Shareholders' Agreement" refers to the amended and restated shareholders' agreement, dated as of January 24, 2013, as further amended on November 19, 2014, among NCLH, Star NCLC, Genting HK, the Apollo Holders and the TPG Viking Funds, (vi) "Prestige" refers to Prestige Cruises International, Inc. and its consolidated subsidiaries (including its direct, wholly owned subsidiary, Prestige Cruise Holdings, Inc.), (vii) "Acquisition" refers to the Company's acquisition of Prestige in November 2014, (viii) "Norwegian" refers to the Norwegian Cruise Line brand, (ix) "Oceania Cruises" refers to the brand Oceania Cruises and (x) and "Regent" refers to the brand Regent Seven Seas Cruises.

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CORPORATE GOVERNANCE

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines, which provide the framework for the governance of our Company and represent the Board's current views with respect to selected corporate governance issues considered to be of significance to our shareholders. The Corporate Governance Guidelines direct our Board's actions with respect to, among other things, Board composition and director qualifications, director independence, Board committees, succession planning and the Board's annual performance evaluation. A current copy of the Corporate Governance Guidelines is posted in the corporate governance section of our website at www.nclhltdinvestor.com.

Director Independence

Our Board currently consists of nine members. The Board has affirmatively determined that six of our nine directors, Messrs. David M. Abrams, Russell W. Galbut, Walter L. Revell, John W. Chidsey, F. Robert Salerno and Chad A. Leat, are independent under the applicable rules of the Nasdaq Stock Market LLC ("NASDAQ") and rules and regulations of the SEC. In considering the independence of each director, the Board reviews information provided by each director and considers whether any director has a relationship that would interfere with the director's exercise of independent judgment in carrying out his responsibilities as a director. The Board determined that Messrs. Frank J. Del Rio, Adam M. Aron and Steve Martinez are not independent. The Board previously determined that Messrs. Tan Sri Lim Kok Thay and David Chua Ming Huat, who each resigned from the Board on March 3, 2015, Messrs. Kevin C. Jones and Blondel So King Tak, who each resigned from the Board on April 9, 2015, Mr. Robert Seminara, who resigned from the Board on August 4, 2015 and Messrs. Kevin Crowe and Karl Peterson, who each resigned from the Board on March 7, 2016, were not independent.

Committees of the Board and Meetings

Our Company is governed by the Board and various committees of the Board that meet throughout the year. The standing committees of our Board include: the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. The functions of each of these committees are described below. Each committee has adopted a written charter and a copy of each committee charter is posted in the corporate governance section on our website at www.nclhltdinvestor.com. In addition to these committees, the Board may, from time to time, authorize additional Board committees to assist the Board in its responsibilities.

Board of Directors Meeting Attendance

During 2015, there were five meetings of the Board, 19 meetings of the Audit Committee, five meetings of the Compensation Committee and three meetings of the Nominating and Governance Committee. Each of our directors attended at least 75% of the aggregate of all meetings of the Board and of any committees on which he served during 2015. Pursuant to our Corporate Governance Guidelines, in addition to regularly scheduled Board meetings, during 2015 our independent directors held four regularly scheduled executive sessions without the presence of Company management.

We do not have a formal policy regarding Board member attendance at the annual general meeting of shareholders.

Three of our directors attended the annual general meeting of the Company in 2015.

Audit Committee

Our Audit Committee consists of Chad A. Leat (Chairman), Walter L. Revell, F. Robert Salerno and John W. Chidsey. Our Board has determined that each of Messrs. Leat, Revell and Chidsey qualify as an audit committee financial expert as defined in Item 407(d)(5) of Regulation S-K. Mr. Leat's, Mr. Revell's and Mr. Chidsey's biographies are each set forth under "Proposal 1—Election of Directors" below. Each of Messrs. Leat, Revell, Salerno and Chidsey are independent as independence is defined in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and under the applicable rules of NASDAQ.

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The principal duties and responsibilities of our Audit Committee are as follows:

- to oversee and monitor the integrity of our financial statements;
- to monitor our financial reporting process and internal control system;
- to appoint our independent registered certified public accounting firm from time to time, determine their compensation and other terms of engagement and oversee their work;
- to oversee the performance of our internal audit function; and
- to oversee our compliance with legal, ethical and regulatory matters.

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

Compensation Committee

Our Compensation Committee consists of John W. Chidsey (Chairman), Chad A. Leat and Russell W. Galbut. Each of the current members of our Compensation Committee is an independent director under applicable NASDAQ rules.

Our Board previously determined that Mr. Tan Sri Lim Kok Thay, who resigned from our Board and our Compensation Committee on March 3, 2015, Mr. Kevin Crowe, who stepped down from our Compensation Committee on March 27, 2015, Mr. F. Robert Salerno, who stepped down from our Compensation Committee on November 11, 2015, and Mr. Steve Martinez, who stepped down from our Compensation Committee on March 29, 2016, were not independent. Mr. David M. Abrams, who stepped down from our Compensation Committee on February 10, 2015, was not considered independent at the time he served on our Compensation Committee, but our Board has since determined he is independent due to his resignation from his position with Apollo.

The principal duties and responsibilities of our Compensation Committee are as follows:

- to provide oversight and make recommendations to our Board on the development and implementation of the compensation policies, strategies, plans and programs for our key employees, executive officers and non-employee directors and disclosure relating to these matters and to establish and administer incentive compensation, benefit and related plans;
- to review and make recommendations to our Board regarding corporate goals and objectives, performance and the compensation of our Chief Executive Officer, Chief Financial Officer and the other executive officers of us and our subsidiaries; and
- to provide oversight and make recommendations to our Board concerning selection of officers, regarding performance of individual executives and related matters.

Our Compensation Committee is also responsible for reviewing the Compensation Discussion and Analysis included in this Proxy Statement and for preparing the Compensation Committee Report included in this Proxy Statement. In making recommendations with respect to executive compensation, our Compensation Committee takes into account recommendations of our President and Chief Executive Officer in reviewing and recommending the compensation (including equity awards) of our executive officers (other than our President and Chief Executive Officer). In addition,

our Compensation Committee retains the power to appoint and delegate matters to a subcommittee comprised of at least one member of our Compensation Committee. Our Compensation Committee does not currently intend to delegate any of its responsibilities to a subcommittee.

Our Compensation Committee is authorized to retain compensation consultants to assist in the review and analysis of the compensation of our executive officers. As further described under “Executive Compensation—Compensation Discussion and Analysis” below, our Compensation Committee engaged Compensia, Inc. (“Compensia”) in 2015 to advise our Compensation Committee regarding the amount and types of compensation that we provide to our executive officers, how our compensation practices compared

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to the compensation practices of other companies and to advise on matters related to our incentive compensation structures. Our Compensation Committee has assessed the independence of Compensia and concluded that its engagement of Compensia does not raise any conflict of interest.

Nominating and Governance Committee

Our Nominating and Governance Committee consists of David M. Abrams (Chairman), John W. Chidsey and F. Robert Salerno. Each of the current members of our Nominating and Governance Committee is an independent director under applicable NASDAQ rules. Our Board previously determined that Mr. David Chua Ming Haut, who resigned from our Board and the Nominating and Governance Committee on March 3, 2015, Mr. Steve Martinez, who stepped down from our Nominating and Governance Committee on March 27, 2015, and Mr. Adam M. Aron, who stepped down from our Nominating and Governance Committee on March 29, 2016, were not independent.

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

- to establish criteria for our Board and committee membership and recommend to our Board proposed nominees for election to our Board and for membership on committees of our Board;
- to make recommendations regarding proposals submitted by our shareholders; and
- to make recommendations to our Board regarding our Board's governance matters and practices.

The Nomination Process

At an appropriate time prior to each annual general meeting of shareholders at which directors are to be elected, our Nominating and Governance Committee recommends to our Board for nomination by the Board such candidates as our Nominating and Governance Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve. In addition, our Nominating and Governance Committee recommends candidates to serve on our Board at other times during the year, as needed.

As set forth in NCLH's Corporate Governance Guidelines, our Nominating and Governance Committee seeks to elect directors who: (i) understand elements relevant to the success of a publicly traded company, (ii) understand our business and (iii) have a strong educational and professional background. In selecting director nominees for membership on our Board, our Nominating and Governance Committee may also consider the individual's independence, character, ability to exercise sound judgment and demonstrated leadership skills. While our Board does not have a formal policy for the consideration of diversity in identifying nominees for directors, our Nominating and Governance Committee evaluates the composition of our Board to ensure that our Board encompasses a broad range of skills, expertise, industry knowledge and diversity of background and experience.

Our Nominating and Governance Committee will identify and consider candidates suggested by outside directors, management and/or shareholders and evaluate them in accordance with its established criteria. In addition, certain of our Sponsors have rights to nominate directors and our Nominating and Governance Committee must follow those requirements for as long as we are subject to those requirements. See "Proposal 1—Election of Directors" below. Director candidates recommended by shareholders will be considered in the same manner as recommendations received from other sources. If a shareholder desires to recommend a director candidate for consideration by our Nominating and Governance Committee, recommendations should be sent in writing to the General Counsel and Assistant Secretary, Norwegian Cruise Line Holdings Ltd., 7665 Corporate Center Drive Miami, Florida 33126, together with appropriate biographical information concerning each proposed director candidate. Our Nominating and Governance Committee may request additional information concerning the director candidate as it deems reasonably necessary to determine the eligibility and qualification of the director candidate to serve as a member of our Board. Shareholders who are recommending candidates for consideration by our Board in connection with the next annual general meeting of shareholders should submit their written recommendation no later than January 1 of the year of that meeting.

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Board Leadership Structure

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

The current leadership structure of our Board consists of:

Name	Title
Frank J. Del Rio	President, Chief Executive Officer and Director
Walter L. Revell	Chairman of the Board
Chad A. Leat	Chairman of the Audit Committee
John W. Chidsey	Chairman of the Compensation Committee
David M. Abrams	Chairman of the Nominating and Governance Committee

Our Board periodically reviews the leadership structure of our Board and may make changes in the future.

Board Role in Risk Oversight

One of the principal functions of our Board is to provide oversight concerning the assessment and management of risk related to our business. Our Board is involved in risk oversight through its approval authority with respect to fundamental financial and business strategies and major corporate activities, as well as through its oversight of management and the committees of our Board. Management is responsible for identifying the material risks facing us, implementing appropriate risk management strategies and ensuring the information with respect to material risks is shared with our Board or the appropriate committee of our Board. In connection with this responsibility, members of management provide regular reports to our Board regarding business operations and strategic planning, financial planning and budgeting and regulatory matters, including any material risk to us relating to such matters.

Our Board uses its committees to assist in their risk oversight function as follows:

- Our Audit Committee is responsible for oversight of our financial controls and compliance activities. Our Audit Committee also oversees management’s process of identifying areas of major risk exposure facing us and the steps management has taken to monitor and control those risk exposures. Our Audit Committee receives regular reports from our Vice President of Internal Audit and, beginning in 2016, will receive reports from our Vice President of Enterprise Risk Management to provide our Audit Committee with a risk-based approach to overseeing our business.

- Our Compensation Committee is responsible for oversight of risks associated with our compensation program.

- Our Nominating and Governance Committee is responsible for oversight of risk associated with Board processes and corporate governance.

As needed at regular meetings of our Board, the committee members report to the full Board regarding matters reported and discussed at any committee meetings, including any matters relating to risk assessment or risk management. Our President and Chief Executive Officer, Executive Vice President and Chief Financial Officer and Senior Vice President, General Counsel and Assistant Secretary regularly

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attend meetings of these committees when they are not in executive session, and often report on matters that may not be otherwise addressed at these meetings. In addition, our directors are encouraged to communicate directly with members of management regarding matters of interest, including matters related to risk, at times when meetings are not being held.

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

Family Relationships

There are no family relationships between or among any of our executive officers and directors or director nominees.

Code of Ethics

We have adopted a Code of Ethical Business Conduct that applies to all of our employees, including our principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions, and our directors. These standards are designed to deter wrongdoing and to promote honest and ethical conduct. The Code of Ethical Business Conduct is posted on our website: www.nclhldinvestor.com under "Corporate Governance." We intend to disclose waivers from, and amendments to, our Code of Ethical Business Conduct that apply to our directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions, by posting such information on our website www.nclhldinvestor.com to the extent required by applicable rules of the NASDAQ and rules and regulations of the SEC.

Contacting Members of the Board of Directors

Shareholders may send written communications to our Board or to specified individuals on our Board, c/o Norwegian Cruise Line Holdings Ltd.'s General Counsel and Assistant Secretary at 7665 Corporate Center Drive, Miami, Florida 33126. All mail received will be opened and communications from verified shareholders that relate to matters that are within the scope of the responsibilities of our Board, other than solicitations, junk mail and frivolous or inappropriate communications, will be forwarded to the Chairman of the Board or any specified individual director, as applicable. If the correspondence is addressed to our Board, the Chairman will distribute it to the other Board members if he determines it is appropriate for the full Board to review.

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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 NCLH as of March 14, 2016 (except where another date is indicated) by:

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

Pursuant to the Shareholders' Agreement, Genting HK, subject to certain consent rights, granted to the Apollo Holders the right to vote our ordinary shares held by affiliates of Genting HK, and the TPG Viking Funds granted the Apollo Holders the right to vote our ordinary shares that are held by the TPG Viking Funds in connection with certain transactions that require the vote of our shareholders. We refer you to "Certain Relationships and Related Party Transactions" for more details on our relationship with our Sponsors and the Shareholders' Agreement.

There were 226,917,770 ordinary shares issued and outstanding as of March 14, 2016.

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

Name and Address (1)	Ordinary Shares Beneficially Owned	
	Number	Percent
Apollo Holders(2)	36,103,782	15.9%
Star NCLC(3)	25,398,307	11.2%
T. Rowe Price Associates, Inc.(4)	20,140,661	8.9%
TPG Viking Funds(5)	5,329,834	2.3%
Steve Martinez(6)	—	—
Adam M. Aron	2,167	*
David M. Abrams	2,066	*
John W. Chidsey	8,287	*
Walter L. Revell	12,666	*
F. Robert Salerno	6,543	*
Chad A. Leat	5,000	*

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Russell W. Galbut	420,697	*
Frank J. Del Rio(7)	703,490	*
Kevin M. Sheehan(8)	1,083,094	*
Wendy A. Beck(9)	481,588	*
Andrew Stuart(10)	491,351	*
Jason M. Montague(11)	65,805	*
Robert Binder	—	—
All current directors and current executive officers as a group (16 persons)(12)	2,331,034	1.0%

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*

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 Apollo Holders (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., Apollo Overseas Partners (Germany) VI, L.P., AAA Guarantor—Co-Invest VII, L.P., AIF VI Euro Holdings, L.P., AIF VII Euro Holdings, L.P., Apollo Alternative Assets, L.P., Apollo Management VI, L.P. and Apollo Management VII, L.P.) hold of record an aggregate of 36,103,782 ordinary shares of NCLH. Under the terms of the Shareholders' Agreement, the Apollo Holders also have the right to vote the ordinary shares of NCLH held by affiliates of Genting HK (including Star NCLC), and the ordinary shares of NCLH held by the TPG Viking Funds, in connection with certain transactions that require the vote of our shareholders, and to consent to certain transfers of such shares. The Apollo Holders also have the right under the Shareholders' Agreement to, under certain circumstances, require each of Star NCLC Holdings Ltd., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P. and TPG Viking AIV III, L.P. to sell the ordinary shares of NCLH held by such entity to a third party purchaser. See "Certain Relationships and Related Party Transactions—The Shareholders' Agreement." 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., AIF VI NCL (AIV IV), L.P. and AIF VI Euro Holdings, L.P., and the Apollo affiliate that serves as the general partner of AIF VII Euro Holdings, L.P., are each 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. Apollo Alternative Assets, L.P., which is an affiliate of Apollo Management Holdings, L.P., provides management services to AAA Guarantor—Co-Invest VI (B), L.P., AAA Guarantor—Co-Invest VII, L.P., and to the Apollo affiliate that serves as the general partner of AAA Guarantor—Co-Invest VI (B), L.P. and AAA Guarantor—Co-Invest VII, L.P. Apollo Management VI, L.P. and Apollo Management VII, L.P., which serve as the managers of 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 VI, L.P., Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Overseas Partners (Germany) VI, L.P. and AIF VI Euro Holdings, L.P., and AIF VII Euro Holdings, L.P., respectively, are also each affiliates 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 our ordinary shares that are held by the Apollo Holders. The address for each of Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Alternative Assets, 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., AIF VI Euro Holdings, L.P., AIF VII Euro Holdings, 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 VII, L.P. is Trafalgar Court, Les Banques, GY1 3QL, St. Peter Port, Guernsey, Channel 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

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96960. The address for Apollo Management VI, L.P., Apollo Management VII, L.P., 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.

(3)

Star NCLC, a Bermuda company, is a wholly owned subsidiary of Genting HK. Genting HK owns NCLH's ordinary shares indirectly through Star NCLC. The address of each of Genting HK and Star NCLC is c/o Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR. As of March 14, 2016, the principal shareholders of Genting HK are:

	Percentage Ownership in Genting HK
Golden Hope Limited ("GHL")(a)	53.67%
Genting Malaysia Berhad ("GENM")(b)	16.87%

(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 70.54% of Genting HK's outstanding shares is owned by GENM and GHL as trustee of the Golden Hope Unit Trust, directly or indirectly, as of March 14, 2016.

(4)

The address of T. Rowe Price Associates, Inc. is 100 E. Pratt Street, Baltimore, Maryland 21202. Of the amount reported as beneficially owned, T. Rowe Price Associates, Inc. has sole voting power over 6,613,852 ordinary shares, shared voting power over no ordinary shares and sole dispositive power over all 20,140,661 ordinary shares. The foregoing information is as of December 31, 2015 and is based solely on a Schedule 13G filed by T. Rowe Price Associates, Inc. with the SEC on February 9, 2016.

(5)

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 5,329,834 ordinary shares of NCLH. 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 ordinary shares held by the TPG Viking Funds (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 Viking Funds, Group Advisors and Messrs. Bonderman and Coulter is *c/o* TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102.

(6)

Mr. Martinez is affiliated with Apollo as a senior partner of Apollo Management, L.P. Mr. Martinez disclaims beneficial ownership of any of our ordinary shares that are beneficially owned by any of the Apollo Holders or Apollo’s other affiliates. The address of Mr. Martinez is *c/o* Apollo Management, L.P., 9 West 57th Street, 43rd floor, New York, New York 10019.

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(7)

Reflects our ordinary shares and 52,083 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of March 14, 2016. Includes 304,373 shares held indirectly through Breeze Hill Investments, LLC and 135,754 shares held by GCO Management, LLC, which is owned by a family trust. Mr. Del Rio has shared voting and investment power over the shares held through Breeze Hill Investments, LLC. In December 2014, prior to Mr. Del Rio's appointment as President and Chief Executive Officer of the Company, Mr. Del Rio, Breeze Hill Investments, LLC and GCO Management, LLC each entered into prepaid variable forward sale contracts that cover 177,152, 264,213 and 117,842 shares held by Mr. Del Rio, Breezehill Investments, LLC and GCO Management, LLC, respectively. On February 26, 2016, Mr. Del Rio, Breeze Hill Investments, LLC and GCO Management, LLC each entered into new prepaid variable forward sale contracts that replaced the December 2014 contracts and that cover the 177,152, 264,213 and 117,842 shares held by Mr. Del Rio, Breezehill Investments, LLC and GCO Management, LLC, respectively. These shares are pledged to the counter-parties to the prepaid variable forward sale contracts to secure the obligations under the contracts.

(8)

Reflects our ordinary shares. Includes 124,714 ordinary shares held by Mr. Sheehan's family trust. Mr. Sheehan served as our President and Chief Executive Officer until his resignation on January 8, 2015. His beneficial ownership amount is based on information in the most recent Form 4 Mr. Sheehan filed with the SEC regarding NCLH shares (dated November 12, 2014), adjusted to give effect to subsequent transactions through March 14, 2016, of which we are aware, in connection with employment-related equity awards.

(9)

Reflects our ordinary shares and 239,795 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of March 14, 2016. Includes 1,200 ordinary shares held by Ms. Beck's children for which she serves as custodian. 216,535 ordinary shares are pledged to secure a line of credit.

(10)

Reflects our ordinary shares and 220,551 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of March 14, 2016. 270,800 ordinary shares are pledged to secure a line of credit.

(11)

Reflects our ordinary shares and 25,000 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of March 14, 2016.

(12)

Reflects our ordinary shares and 564,929 ordinary shares issuable upon the exercise of options that are exercisable on or within 60 days of March 14, 2016 that are held collectively by our current directors and current executive officers.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the members of our Board, our executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC reports of ownership and reports of changes in ownership of our equity securities. These persons are required by SEC regulations to furnish us with copies of all of these reports that they file. To our knowledge, based solely on our review of the copies of such reports, including any amendments thereto, furnished to us and written responses to annual directors' and officers' questionnaires that no other reports were required, all Section 16(a) reports required to be filed during 2015 were timely filed with the exception of a Form 4 filed by Mr. Montague to report the grant of a stock option on February 2, 2015, which was filed late.

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PROPOSAL 1 — ELECTION OF DIRECTORS

General

In accordance with our bye-laws, the number of directors comprising our Board will be as determined from time to time by resolution of our Board, provided that there shall be at least seven but no more than eleven directors. The composition of our Board and committees of our Board are subject to requirements in the Shareholders' Agreement. Our Board currently consists of nine directors. Under our bye-laws, our Board is divided into three classes, each of whose members serve for staggered three-year terms. Information as to the directors currently comprising each class of directors, their independence and the current expiration date of the term of each class of directors is set forth in the following table:

Class	Directors Comprising Class(1)	Current Term Expiration Date
Class I	David M. Abrams	2017 Annual General Meeting
	John W. Chidsey	
	Russell W. Galbut	
Class II	Adam M. Aron	2018 Annual General Meeting
	F. Robert Salerno	
	Walter L. Revell	
Class III	Steve Martinez	2016 Annual General Meeting
	Frank J. Del Rio	
	Chad A. Leat	

(1)

Messrs. Abrams, Chidsey, Aron, Salerno and Martinez were originally appointees of the Apollo Holders. Mr. Revell was originally an appointee of Genting HK. Mr. Del Rio was appointed to the Board in accordance with his amended employment agreement.

Indicates independence.

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

At any meeting of our Board, except as otherwise required by law, our bye-laws provide that a majority of the total number of directors then in office will constitute a quorum for all purposes. Pursuant to the Shareholders' Agreement, the Apollo Holders and Genting HK, for so long as certain conditions are met, have rights to nominate directors on our Board. Genting HK waived certain rights related to our Board on April 9, 2015 and the Apollo Holders have refrained from exercising certain rights related to our Board in the interest of increasing the independence of our Board. We refer you to "Certain Relationships and Related Party Transactions—The Shareholders' Agreement" for more information regarding Genting HK's waiver, the governance arrangements for the Company among our Sponsors and the process for selection of directors by certain of our Sponsors.

As discussed in greater detail under the heading "Corporate Governance—Director Independence," our Board has determined that six of the current members of our Board are independent directors within the meaning of the listing standards of NASDAQ and applicable rules and regulations of the SEC.

At the Annual General Meeting, three directors will be elected to our Board as Class III directors. Our Nominating and Governance Committee recommended, and our Board nominated, each of Messrs. Steve Martinez, Frank J. Del Rio and Chad A. Leat as nominees for election as Class III members of our Board at the Annual General Meeting. If elected, each of the nominees will serve until our 2019 annual general meeting and until his successor is elected and qualified, or until his earlier death, resignation, or removal.

If any of the nominees becomes unable or unwilling for good cause to serve if elected, shares represented by validly delivered proxies will be voted for the election of a substitute nominee designated by our Board or our Board may determine to reduce the size of our Board, subject, in each case, to the requirements of our Shareholders' Agreement. Each person nominated for election has consented to be named in this Proxy Statement and agreed to serve if elected.

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Directors Standing for Election

Set forth below is biographical information for the nominees as well as the key attributes, experience and skills that our Board believes each nominee brings to our Board.

Steve Martinez, age 47, became a director of the Company in January 2008. Mr. Martinez is a Senior Partner and Head of Asia Pacific Private Equity for Apollo. Mr. Martinez currently serves on the board of directors of Ventia Services Group Pty Ltd, an Australian operations and facilities management services company, Veritable Maritime, an owner of crude oil tankers, and Nine Entertainment, an Australia-based television broadcast and media company. He has previously served on the boards of directors of Allied Waste Industries, Goodman Global, Hayes-Lemmerz International, Hughes Telematics, Rexnord Corporation, Jacuzzi Brands and, prior to the Acquisition, Prestige Cruise Holdings, Inc. Prior to joining Apollo, Mr. Martinez was a member of the Mergers and Acquisitions department of Goldman, Sachs & Co. with responsibilities in merger structure negotiation and financing. Before that he worked at Bain & Company Tokyo advising U.S. corporations on corporate strategies in Japan. Mr. Martinez received an MBA from the Harvard Business School and a BA and BS from the University of Pennsylvania and the Wharton School of Business, respectively. Mr. Martinez has over 17 years of experience analyzing and investing in public and private companies and has significant experience in serving on boards of directors. Mr. Martinez participated in the diligence of the Apollo Holders' investment in the Company and provides our Board with insight into strategic and financial matters of interest to the Company's management and shareholders. In light of our ownership structure and Mr. Martinez's position with Apollo and his business experience, we believe that it is appropriate for Mr. Martinez to serve as a director of the Company.

Frank J. Del Rio, age 61, became a director of the Company in August 2015 and has served as President and Chief Executive Officer of the Company since January 2015. Mr. Del Rio founded Oceania Cruises in October 2002 and has served as Chief Executive Officer of Prestige or its predecessor since October 2002. Mr. Del Rio has been responsible for the financial and strategic development of Oceania Cruises and Regent Seven Seas Cruises. Prior to founding Oceania Cruises, Mr. Del Rio played a vital role in the development of Renaissance Cruises, serving as Co-Chief Executive Officer, Executive Vice President and Chief Financial Officer from 1993 to April 2001. Mr. Del Rio holds a B.S. in Accounting from the University of Florida and is a Certified Public Accountant (inactive license). In light of the managerial and operational expertise Mr. Del Rio has as a result of his position as President and Chief Executive Officer of our Company and his long track record of success in the cruise industry, we believe it is appropriate for Mr. Del Rio to serve as a director of the Company.

Chad A. Leat, age 60, became a director of the Company in November 2015. He is a retired Vice Chairman of Global Banking at Citigroup Inc., and has nearly thirty years of markets and banking experience on Wall Street. He is a leader and innovator in corporate credit and M&A finance. Mr. Leat joined Salomon Brothers in 1997 as a partner in High Yield Capital Markets, which became Citigroup in 1998, from where he retired in 2013 as Vice Chairman of Global Investment Banking. Over the years he served on the firm's Investment Banking Management Committee, the Fixed Income Management Committee and the Capital Markets Origination Committee. From 1998 until 2005 he served as the Global Head of Loans and Leveraged Finance. Mr. Leat began his career on Wall Street at The Chase Manhattan Corporation in their Capital Markets Group in 1985 where he ultimately became the head of their highly successful Syndications, Structured Sales and Loan Trading businesses.

Mr. Leat serves on the Board of Directors and as Chairman of the Audit Committee of Pace Holdings Corp. Mr. Leat serves on the Supervisory Board of Directors of BAWAG P.S.K. and is the Chairman of the Audit Committee. He is also Chairman of the Board of Directors of MidCap Financial, PLC, a middle-market direct commercial lending business. Previously, Mr. Leat served as Chairman of the Board of Directors of HealthEngine LLC and served on the Board of Directors of Global Indemnity, PLC.

Mr. Leat is dedicated to many civic and philanthropic organizations. He is a member of the Economic Club of New York and has served on the boards of several charitable organizations. Currently, he is a member of the Board of Directors of The Hampton Classic Horse Show and is a Trustee of the Parrish Museum of Art. Mr. Leat is a graduate of the University of Kansas, where he received his Bachelors of

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Science degree. In light of his significant experience in the financial sector and experience as a board member, we believe that it is appropriate for Mr. Leat to serve as a director of the Company. Mr. Leat was identified for consideration by the Nominating and Governance Committee by one of our non-employee directors.

Board Recommendation

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

Directors Continuing in Office

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

Class I Directors

The following Class I directors are serving for a term ending in 2017:

David M. Abrams, age 49, became a director of the Company in April 2014. He has been the Senior Managing Director of Cerberus European Capital Advisors, LLP since January 2016. He was previously a Partner of Apollo Global Management, LLC having founded the Apollo European Principal Finance Fund franchise which he ran from 2007 until 2015. In November 2014, Mr. Abrams became the Co-Managing Partner of the Scranton/Wilkes-Barre RailRiders, the AAA-Affiliate of the New York Yankees. In January 2015, Mr. Abrams acquired and became the Chairman of Keemotion SPRL, a leading sports technology company with operations in the U.S. and Europe. From 1996 through 2007, Mr. Abrams was a Managing Director in the Leveraged Finance Group of Credit Suisse, based in London and New York. From 2004 through 2007, he founded and was the Head of the Specialty Finance Investment business which included investing in non-performing loans portfolios and distressed assets. From 1996 through 2004, Mr. Abrams was a founding member and Co-Head of the top ranked Global Distressed Sales and Trading Group at Credit Suisse (and its predecessor Donaldson, Lufkin & Jenrette, Inc.). Mr. Abrams began his career in 1989 as an analyst in the Investment Banking Division of Bear, Stearns & Co. and then as an associate/vice president at the Argosy Group, a boutique corporate restructuring firm. Mr. Abrams graduated cum laude with a BS in Economics from the University of Pennsylvania’s Wharton School of Business. In light of our ownership structure and Mr. Abrams’s business and finance experience, we believe that it is appropriate for Mr. Abrams to serve as a director of the Company.

John W. Chidsey, age 53, became a director of the Company in April 2013. He is an executive board member of HotSchedules (formerly the Red Book Connect), a company that helps the retail, restaurant and hospitality industries solve complex managerial challenges, increase operational efficiency and improve profitability through a comprehensive, cloud-based technology platform. Mr. Chidsey was previously the chairman and chief executive officer of Burger King Corporation. Prior to being named chief executive officer, he served as president and chief financial officer, and prior to that as president of the Americas and as president of North America. Prior to his appointment at Burger King Corporation in March 2004, Mr. Chidsey served as chairman and CEO for two corporate divisions at Cendant: the Vehicle Services Division, a \$5.9 billion division, which included Avis Rent A Car, Budget Rent A Car Systems, PHH and Wright Express, and the Financial Services Division, a \$1.4 billion division that included Jackson Hewitt. He joined Cendant in 1996 as Senior Vice President, Preferred Alliances. From 1992 to 1995, Mr. Chidsey served in various senior leadership positions with Pepsi, including as the director of finance of Pepsi-Cola Eastern Europe and the chief financial officer of PepsiCo World Trading Co., Inc. Mr. Chidsey holds a master’s of business administration degree in finance and accounting and a Juris Doctorate from Emory University, as well as a bachelor’s degree from Davidson College. He serves on the board of Instawares Holding Company in Atlanta, Georgia, Talon Aerolytics in Atlanta, Georgia and on the board of HealthSouth in Birmingham, Alabama, as well as on the Board of Trustees for Davidson College in Davidson, North Carolina. Mr. Chidsey is a certified public accountant and a member of the Georgia Bar Association. In light of Mr. Chidsey’s business experience, we believe that it is appropriate for Mr. Chidsey to serve as a director of the Company.

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Russell W. Galbut, age 63, became a director of the Company in November 2015. He currently serves as the Managing Principal of Crescent Heights, one of America's largest and most respected residential developers of quality condominiums. Mr. Galbut has been active in the urban mixed-use real estate sector for over 30 years. After graduating from Cornell University School of Hotel Administration, Mr. Galbut became a Florida licensed CPA (currently inactive). In 1980, Mr. Galbut received his J.D. degree from the University of Miami School of Law. Mr. Galbut served as a member of the Board of Directors of Prestige Cruises International, Inc. or its predecessor from September 2005 until Norwegian Cruise Line Holdings Ltd.'s acquisition of Prestige in November 2014. He also previously served on several charitable boards, and serves on the Dean's Advisory Board for the Cornell University School of Hotel Administration. In light of Mr. Galbut's comprehensive business experience and background in hospitality, we believe that it is appropriate for Mr. Galbut to serve as a director of the Company. Mr. Galbut was identified for consideration by the Nominating and Governance Committee by our President and Chief Executive Officer.

Class II Directors

The following Class II directors are serving for a term ending in 2018:

Adam M. Aron, age 61, became a director of the Company in January 2008. In January 2016, Mr. Aron became the Chief Executive Officer and President of AMC Entertainment Holdings, Inc. Mr. Aron also served as Chief Executive Officer of Starwood Hotels & Resorts Worldwide, Inc., on an interim basis, from February 2015 until December 2015. Since 2006, he has been Chairman and CEO of World Leisure Partners, Inc., a personal consultancy for matters related to travel and tourism, high-end real estate development, professional sports and which sometimes has acted in partnership with Apollo. Mr. Aron has previously served as CEO of the Philadelphia 76ers from 2011 to 2013, Chairman of the Board and Chief Executive Officer of Vail Resorts, Inc., from 1996 to 2006; President and CEO of Norwegian Cruise Line, from 1993 to 1996; Senior Vice President of Marketing for United Airlines, from 1990 to 1993; and Senior Vice President-Marketing for Hyatt Hotels Corporation, from 1987 to 1990. Between August 2006 and December 2015, Mr. Aron served on the board of directors of Starwood Hotels and Resorts Worldwide, Inc. and, prior to the Acquisition, served on the board of Prestige Cruise Holdings, Inc. He is a member of the Council on Foreign Relations, and is a former member of the Young Presidents' Organization and Business Executives for National Security. Mr. Aron received a Master's of Business Administration degree with Distinction from the Harvard Business School and a Bachelor of Arts degree cum laude from Harvard College. Mr. Aron has 36 years of experience managing companies operating in the travel and leisure industries and provides our Board with, among other skills, valuable insight and perspective on the travel and leisure operations of the Company. In light of Mr. Aron's business experience, we believe that it is appropriate for Mr. Aron to serve as a director of the Company.

F. Robert Salerno, age 64, became a director of the Company in January 2014. Mr. Salerno was Vice Chairman of Avis Budget Group from June 2010 to December 2011. From August 2006 to June 2010, Mr. Salerno served as President and Chief Operating Officer of Avis Budget Group, overseeing domestic and international operations for the Avis and Budget brands. He previously served as President and Chief Operating Officer of Avis Rent A Car from 1996 through 2002, and as President and Chief Operating Officer of Cendant Car Rental Group from November 2002 to June 2003. He was appointed Director of Avis Budget Group in 2006, and has served on the board of directors since then. Mr. Salerno possesses a bachelor's degree from Marquette University. In light of Mr. Salerno's significant public company and business experience, we believe that it is appropriate for Mr. Salerno to serve as director of the Company.

Walter L. Revell, age 81, became Chairman of the Board in March 2015. He has served as a director of the Company since June 2005 and as a director of certain predecessor companies beginning in 1993. He served as Chairman of the Audit Committee of the Company from June 2005 until November 2015. Since 1984, Mr. Revell has been Chairman of the Board and Chief Executive Officer of Revell Investments International, Inc., a diversified investment, development and management company located in Coral Gables, Florida. Since 2002, Mr. Revell has also served as a director of International Finance Bank in Miami, Florida, the U.S. holding of the Fierro Group in Madrid, operating in the Caribbean, Central and South America, and became Chairman of the Board in September 2013. He also is Chairman of the Board of SYMX Corporation, a global healthcare and infrastructure finance and development company.

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Mr. Revell was Secretary of Transportation for the State of Florida from 1972 to 1975, in the Askew Administration, and is a former Chairman of the Board of the Florida Chamber of Commerce. He previously was a director of The St. Joe Company, a large, diversified real estate company and major landowner (NYSE); Rinker Group Limited (Australia), a major producer of construction materials in several countries; Calpine Corporation, a major independent producer of electric power throughout the country (NYSE); Dycom Industries, Inc., a telecommunications and electrical services company (NYSE), and Sun Banks, Inc., the Florida holding company (NYSE). Mr. Revell is a graduate of Florida State University. Mr. Revell has over 40 years of business experience investing and operating in a diverse range of industries and has significant experience serving on boards of directors. In light of Mr. Revell's business experience, we believe that it is appropriate for Mr. Revell to serve as a director of the Company.

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DIRECTOR COMPENSATION

Directors' Compensation Policy

At the beginning of 2015, we adopted a Directors' Compensation Policy. Under the policy, each member of our Board who was not employed by us or affiliated with the Sponsors (a "Non-Affiliated Director") received the following cash compensation: (1) an annual retainer of \$100,000, payable in four equal quarterly installments, and (2) \$10,000 for each Board or committee meeting located in the United Kingdom attended in-person, provided that only one meeting fee was payable for multiple Board or committee meetings held on the same day or over consecutive days. The Chairperson of the Audit Committee received an additional annual retainer, payable in four equal quarterly installments, of \$10,000, and each member of the Audit Committee received a fee of \$1,200 for each Audit Committee meeting attended in-person or telephonically. The annual retainer and any additional retainers were each pro-rated for partial years of service.

The Non-Affiliated Directors had the right to elect to receive their annual retainers in the form of a restricted share award in lieu of cash. Any such restricted share award was automatically granted on the first business day of the calendar year, and vested in four substantially equal quarterly installments on the last day of each quarter in the applicable calendar year (which vesting schedule corresponded to the payment schedule for the annual retainers). In addition, Non-Affiliated Directors were entitled to receive (1) an initial restricted share award in connection with the Non-Affiliated Director's appointment to the Board valued at \$100,000 on the date of the award and (2) an annual restricted share award on the first business day of each calendar year valued at \$50,000 on the date of the award. Each Non-Affiliated Director's initial award vested in four substantially equal annual installments on each of the first four anniversaries of the grant date. Each Non-Affiliated Director's annual restricted share award vested in four substantially equal quarterly installments on the last day of each quarter in the applicable calendar year. Each Non-Affiliated Director's annual restricted share award was pro-rated for partial years of service.

Amended Directors' Compensation Policy

Our Board is focused on attracting and retaining members with the expertise, background and experience needed to lead our Company. During 2015, the Compensation Committee, which oversees our Directors' Compensation Policy, requested that its independent compensation consultant, Compensia, Inc., perform an analysis of our director compensation practices. As part of its analysis, Compensia compared the cash and equity compensation provided under our Directors' Compensation Policy to the cash and equity compensation provided to the directors at the companies in our 2015 Peer Group (which are listed in the "Executive Compensation—Compensation Discussion and Analysis" section of this Proxy Statement below). Based on this analysis, our Board amended the Directors' Compensation Policy in November 2015.

Under the amended policy, each member of our Board who is not employed by us is entitled to receive the following cash compensation: (1) an annual retainer of \$100,000, payable in four equal quarterly installments, and (2) \$10,000 for each Board or committee meeting located outside such director's country of residence attended in-person, provided that only one meeting fee is payable for multiple Board or committee meetings held on the same day or over consecutive days. Each of our directors is also reimbursed for reasonable out-of-pocket expenses for attendance at Board and committee meetings. Any director serving in the following positions is entitled to receive the following additional annual retainers, payable in four equal quarterly installments: (1) Chairperson of the Board: \$50,000; (2) Chairperson of the Audit Committee: \$30,000; (3) Chairperson of the Compensation Committee: \$20,000; (4) Chairperson of the Nominating and Governance Committee: \$20,000; (5) Audit Committee member (other than the Chairperson of the Audit Committee): \$15,000. All annual retainers are pro-rated for partial years of service.

The directors have the right to elect to receive their \$100,000 annual retainers in the form of a restricted share unit award in lieu of cash. Any such restricted share unit award will automatically be granted on the first business day of each calendar year, and vest in one installment on the first business day of the calendar year following the year the award is granted.

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In addition, each director is entitled to receive an annual restricted share unit award on the first business day of each calendar year, beginning with 2016, valued at \$125,000 on the date of the award. Each director's annual restricted share unit award vests in one installment on the first business day of the calendar year following the year the award was granted. Each director's annual restricted share unit award will be pro-rated if the director joins the Board after the first business day of the given year.

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

Messrs. Martinez, Aron, Peterson, Crowe, Seminara, Jones, Chua Ming Huat, Lim Kok Thay and So King Tak elected not to receive compensation for their services on our Board in 2015. Mr. Del Rio, as an employee of the Company, was not entitled to receive any additional fees for his services as a director. The following table presents information on compensation to the following individuals for the services provided as a director during the year ended December 31, 2015.

Name(1)	Fees Earned or Paid in Cash (\$)	Stock Awards \$(2)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Walter L. Revell	144,222	99,938	—	—	—	—	244,160
John W. Chidsey	108,679	74,954	—	—	—	—	183,633
Tan Sri Lim Kok Thay(3)	—	—	—	—	—	—	—
David Chua Ming Huat(4)	—	—	—	—	—	—	—
Steve Martinez	—	—	—	—	—	—	—
Adam M. Aron	—	—	—	—	—	—	—
Karl Peterson(5)	—	—	—	—	—	—	—
Kevin Crowe(6)	—	—	—	—	—	—	—
F. Robert Salerno	153,679	49,969	—	—	—	—	203,648
Robert Seminara(7)	—	—	—	—	—	—	—
David M. Abrams	70,000	120,758	—	—	—	—	190,758
Russell W. Galbut	13,859	—	—	—	—	—	13,859
Chad A. Leat	18,016	—	—	—	—	—	18,016
Kevin C. Jones(8)	—	—	—	—	—	—	—
Blondel So King Tak(9)	—	—	—	—	—	—	—

(1)

Mr. Revell's compensation relates to his role as Chairman of the Board and Chairman of the Audit Committee (each pro-rated for 2015), director and as an Audit Committee member. Mr. Chidsey's and Mr. Salerno's compensation relates to their roles as directors, as well as their membership on the Audit Committee. Mr. Abrams's and Mr. Galbut's compensation relates to their roles as directors (each pro-rated for 2015). Mr. Leat's compensation relates to his role as

a director and Chairman of the Audit Committee (pro-rated for 2015). No other directors received any form of compensation for their services in their capacity as a director during the 2015 calendar year.

(2)

The amounts reported in the “Stock Awards” column of the table above reflect the grant date fair value under FASB ASC Topic 718 of the restricted share awards granted to our Non-Affiliated Directors in 2015. For a discussion of the assumptions and methodologies used to calculate the amounts referred to above, please see the discussion of the restricted share awards contained in “Note 10, Employee Benefits and Share Option Plans” to our consolidated financial statements for the year ended December 31, 2015 included in our Annual Report on Form 10-K filed on February 29, 2016. As of December 31, 2015, Mr. Salerno held 684 unvested restricted shares and Mr. Abrams held 1,716 unvested restricted shares. None of our directors held any outstanding options at December 31, 2015.

(3)

Mr. Lim Kok Thay’s Board service ended on March 3, 2015.

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(4)

Mr. Chua Ming Huat's Board service ended on March 3, 2015.

(5)

Mr. Peterson's Board service ended on March 7, 2016.

(6)

Mr. Crowe's Board service ended on March 7, 2016.

(7)

Mr. Seminara's Board service ended on August 4, 2015.

(8)

Mr. Jones's Board service ended on April 9, 2015.

(9)

Mr. So King Tak's Board service ended on April 9, 2015.

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CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Review and Approval of Related Party Transactions

The Audit Committee of our Board is responsible for the review and approval of all related party transactions; however, the Audit Committee does not have a written policy regarding the approval of related party transactions. As part of its review and approval of a related party transaction, the Audit Committee considers:

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

Relationships and Transactions

Mr. Frank A. Del Rio, who is the son of our President, Chief Executive Officer and director, Mr. Frank J. Del Rio, is the Senior Vice President of Port, Destinations and Onboard Revenue. From January 1, 2015 through March 14, 2016, Mr. Frank A. Del Rio's total compensation was \$1,577,241 which includes his base salary, bonus, equity awards and an annual car allowance. He is eligible to participate in the Company's general employee benefit plans.

Mr. Rogelio (Roger) Del Rio, who is the brother of our President, Chief Executive Officer and director, Mr. Frank J. Del Rio, is the Senior Director of Hotel Procurement. From January 1, 2015 through March 14, 2016, Mr. Roger Del Rio's total compensation was \$257,389, which includes his base salary, bonus and equity awards. He is eligible to participate in the Company's general employee benefit plans.

Ms. Shannon Konermann, who is the domestic partner of our Executive Vice President, Vessel Operations, Mr. T. Robin Lindsay, was our Vice President, Fleet Personnel. From January 1, 2015 through March 14, 2016, Ms. Konermann's total compensation was \$332,943 which includes her base salary, bonus, a car allowance and severance payments.

In March 2015, the Company entered into an agreement with SWB Yankees, LLC related to sponsorship of and advertising with the Scranton/Wilkes-Barre RailRiders, a Minor League Baseball team. Pursuant to the agreement, the Company will pay an annual fee to SWB Yankees, LLC of \$200,000. Mr. David M. Abrams, one of our directors, is the co-managing partner of the Scranton/Wilkes-Barre RailRiders.

Transactions with Genting HK, Apollo and TPG

In December 2015, as part of a public equity offering of the Company's ordinary shares owned by the Apollo Holders and Genting HK, we repurchased 348,553 of the Company's ordinary shares sold in the offering for approximately \$20.0 million pursuant to the Company's existing share repurchase program.

We contract with Avaya, Inc., an affiliate of TPG, for telecommunication services and equipment. During 2015, we paid approximately \$1.7 million to Avaya, Inc.

We contract with Sunguard Availability Services, LP, an affiliate of TPG, for information technology services and equipment. During 2015, we paid approximately \$3.2 million to Sunguard Availability Services, LP.

Presidio LLC, an affiliate of Apollo, has entered into an agreement with the Company for approximately \$1.4 million dollars.

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In May 2011, we entered into an agreement with Star Cruise Management Limited, a wholly owned subsidiary of Genting HK, whereby Star Cruise Management Limited provided sales, marketing and promotional services in the Asia Pacific region. We paid a monthly commission fee based on net cruise revenue generated under the agreement and paid approximately \$3.1 million under the contract during 2015. This contract expired on December 31, 2015 and was not renewed.

In January 2011, we entered into an agreement with Crystal Aim Limited, a wholly owned subsidiary of Genting HK, for the operation of a call center. Compensation under the agreement was based on an hourly rate for the services provided. We paid approximately \$0.2 million under the contract during 2015. This contract expired on January 1, 2016 and was not renewed.

In June 2012, we exercised our option with Genting HK to purchase Norwegian Sky. The purchase price was \$259.3 million, which consisted of a \$50.0 million cash payment and a \$209.3 million payable to Genting HK, \$79.7 million of such amount was paid to Genting HK within fourteen days of the consummation of the initial public offering of NCLH (the "IPO"), together with accrued interest thereon, and the remaining balance was to be repaid over seven equal semi-annual payments, the first of which was due and paid in June 2013 and had a weighted-average interest rate of 1.52% through maturity. The fair value of the payable was \$205.5 million based on discounting the future payments at an imputed interest rate of 2.26% per annum, which was commensurate with the Company's borrowing rate for similar assets. We paid \$37.0 million to Genting HK in connection with the Norwegian Sky purchase agreement during 2015 and there was \$18.5 million outstanding under the Norwegian Sky purchase agreement as of March 14, 2016. The payable is collateralized by a mortgage and an interest in all earnings, proceeds of insurance and certain other interests related to the ship.

In July 2009, we entered into an agreement with Caesars Entertainment Corporation establishing a marketing alliance which incorporates cross company marketing, purchasing and loyalty programs. Caesars Entertainment Corporation is owned by affiliates of both Apollo and TPG. During 2015, we paid approximately \$5.3 million to Caesars Entertainment Corporation.

In November 2006, we entered into an agreement with Sabre Inc., an affiliate of TPG, for the use of reservation software. We pay a commission fee based on the number of annual bookings made through the system. During 2015, we paid approximately \$1.4 million to Sabre, Inc.

The Shareholders' Agreement

The Company, the Apollo Holders, the TPG Viking Funds and Genting HK are parties to the Shareholders' Agreement. The following description of selected provisions of the Shareholders' Agreement is qualified in its entirety by reference to the Shareholders' Agreement.

In connection with the purchase by Genting HK of Crystal Cruises, Inc. (the "Purchase"), Genting HK delivered a waiver, dated April 9, 2015 (the "Genting Waiver"), to the Company and the other parties to the Shareholders' Agreement. Pursuant to the Genting Waiver, Genting HK waived certain rights that it has under the Shareholders' Agreement including: (i) certain Board appointment rights in respect of the GHK Directors (as defined in the Shareholders' Agreement), (ii) quorum rights and (iii) certain consent, notice and consultation and information rights insofar as they relate to the Oceania Cruises and Regent brands operated by Prestige Cruises International, Inc. The Genting Waiver will be automatically revoked at the time, if any, that Genting HK and its subsidiaries no longer hold a controlling interest (less than 50%) or a material equity interest (as determined by Genting HK) in, nor any rights to appoint members of the board of directors of, Crystal Cruises, LLC (which is the successor company of Crystal Cruises, Inc.). Please see the Current Report on Form 8-K filed by the Company on April 10, 2015 for additional details regarding the Genting Waiver.

Subject to the terms and conditions described therein, including with regard to the nomination of independent directors, the Apollo Holders maintaining the Apollo Minimum Ratio (as defined below), and Genting HK maintaining the GHK Minimum Ratio (as defined below), the Shareholders' Agreement entitles the Apollo Holders to nominate for election a majority of the directors on our Board and Genting HK to nominate for election the remainder of our non-independent directors to our Board (Genting HK has waived such rights pursuant to the Genting Waiver).

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For so long as the Apollo Minimum Ratio is maintained, the number of independent directors shall be maintained at an odd number and the majority of independent directors so required to be appointed shall be nominated for election to our Board or appointed to the applicable committee thereof by the Apollo Holders, and the remainder of independent directors so required to be appointed shall be nominated for election to our Board or appointed to the applicable committee thereof by Genting HK.

Pursuant to the Shareholders' Agreement, NCLH and the shareholders party thereto will take all actions as may be required to ensure that the number of directors will consist of at least seven and no more than eleven members.

Pursuant to the Shareholders' Agreement, NCLH and the shareholders party thereto will take such actions as may be required to ensure that the directors of NCLH are classified with respect to the time for which they severally hold office into three classes, as nearly equal in number as possible, with each director being elected to a three-year term. The term of each director shall continue until the election and qualification of a successor and be subject to such director's earlier death, resignation or removal. Thereafter, at each annual general meeting of shareholders of NCLH, the successors of the directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual general meeting of shareholders held in the third year following the year of their election.

Additionally, pursuant to the Shareholders' Agreement, the Chief Executive Officer of NCLH is designated as a non-voting observer to be present at all meetings of our Board and all committees thereof (other than the Audit Committee and executive sessions of our Board and all committees thereof) and one individual designated by the TPG Viking Funds is designated as a non-voting observer to be present at all meetings of our Board and all committees thereof (other than the Audit Committee) and receive the same notice and information at substantially the same time as nominees of the Apollo Holders.

Pursuant to the Shareholders' Agreement, Genting HK, the Apollo Holders and the TPG Viking Funds agree not to acquire any publicly traded equity securities of NCLH without the prior written consent of (a) the Apollo Holders, with respect to any proposed acquisitions by Genting HK, (b) Genting HK, with respect to any proposed acquisitions by the Apollo Holders, (c) Genting HK and the Apollo Holders, with respect to any proposed acquisitions by the TPG Viking Funds; provided, however, that no consent shall be required with respect to the acquisition of any publicly traded equity securities of NCLH by Genting HK, the Apollo Holders or the TPG Viking Funds if, at least ten business days prior to the proposed acquisition, such shareholder provides NCLH (and the Board in the case of clauses (i) and (ii)) with (i) written notice of the maximum number of shares it proposes to acquire, (ii) a written certification stating that the consummation of such acquisition will not result in NCLH losing its exemption from taxation on gross income derived from the international operation of a ship or ships within the meaning of Section 883 of the Internal Revenue Code of 1986, as amended (the "Code") and (iii) any additional forms or certificates reasonably requested by NCLH, and the Audit Committee reasonably determines, taking into account the information provided by such shareholder and such additional information as the Audit Committee deems relevant, that such acquisition will not result in NCLH losing its exemption from taxation on gross income derived from the international operation of a ship or ships within the meaning of Section 883 of the Code. No shareholder party to the Shareholders' Agreement other than Genting HK, the Apollo Holders and the TPG Viking Funds will be permitted to acquire any publicly traded equity securities of NCLH without the prior written consent of NCLH.

Pursuant to the Shareholders' Agreement, the shareholders party thereto provide information or certifications as are reasonably requested by NCLH or as are required under the terms of the Shareholders' Agreement in order for NCLH to comply with any regulatory filing or withholding requirements, including forms required by Section 883 of the Code; provided, however, except to the extent reasonably requested by NCLH, a shareholder owning less than 5% of the vote and value of NCLH, including for avoidance of doubt, shares held by attribution, shall not be required to provide such forms or to provide the identity of its direct or indirect owners.

Subject to Genting HK's consent rights (some of which Genting HK has waived) as described below, the Apollo Holders have the right to vote the shares of NCLH held by Genting HK. In the event that the ratio of the aggregate number of equity securities of NCLH held by the Apollo Holders (and certain of their permitted transferees, which includes the TPG Viking Funds) to the aggregate number of equity securities of NCLH held by Genting HK (and certain of their permitted transferees) falls below 0.6 (the

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“Apollo Minimum Ratio”), these voting rights of the Apollo Holders will cease. Additionally, if the Apollo Minimum Ratio is no longer maintained, the Apollo Holders’ right to appoint a majority of the members of our Board will immediately terminate and from that time until the time that the NASDAQ listing rules require that a majority of the members of our Board be independent, Genting HK shall have the right to nominate for election a majority of the directors on our Board and the Apollo Holders shall have the right to nominate for election one or two directors based on the combined ownership percentage of the Apollo Holders and the TPG Viking Funds. The Apollo Holders also have the right to vote the TPG Viking Funds’ shares of the Company; such voting rights will terminate when the combined ownership of NCLH shares by the Apollo Holders and Genting HK (and certain of their respective permitted transferees, which includes, with respect to the Apollo Holders, the TPG Viking Funds) falls below 25% of the then total outstanding equity securities of NCLH.

For as long as the ratio of the aggregate number of equity securities held by Genting HK (and certain of their permitted transferees) to the aggregate number of equity securities held by the Apollo Holders (and certain of their permitted transferees, including the TPG Viking Funds) is at least 0.6 (the “GHK Minimum Ratio”) and there has not been a change of control of Genting HK, certain matters may not be carried out by the Company without the prior written consent of Genting HK (Genting HK has waived such consent rights to the extent they relate to capital expenditures for Regent or Oceania), which include, among others, the following:

- sale of NCLH (except any sale effected through the right of first offer, drag along and tag along transactions pursuant to the Shareholders’ Agreement);
- any acquisitions or divestitures with the aggregate consideration paid or received, together with the consideration paid or received in respect of all other acquisitions and divestitures after January 24, 2013, exceeding \$200.0 million;
- subject to limited exceptions, the primary issuance by NCLH of equity securities in a public offering;
- subject to limited exceptions, the issuance by NCLH of equity securities in a private offering to third parties;
- capital expenditures if the aggregate amount of such capital expenditures (or a series of separate but related capital expenditures), together with all other capital expenditures made after January 24, 2013, is in excess of \$20.0 million;
- the declaration or payment of any non-pro rata dividends or distributions;
- change of the independent accountants of NCLH and its subsidiaries;
- the issuance or authorization of new equity compensation plans or amendment of existing equity compensation plans;
- subject to limited exceptions, the entrance into any contract or agreement with any officer, director, shareholder or affiliate or employee of Apollo;
- any changes to NCLH’s memorandum of association or bye-laws; and

- the hiring of a new chief executive officer of NCLH or any of its subsidiaries (provided that in this case only Genting HK's consent shall not be unreasonably withheld).

Provided the GHK Minimum Ratio is maintained and there has not been a change of control of Genting HK, our Board must also provide reasonable advance written notice to Genting HK of and consult with (but is not required to obtain the consent of) Genting HK regarding certain actions including, but not limited to, (i) the approval of NCLH's or any of its subsidiaries' consolidated annual budget and any material action taken which deviates from such budget, (ii) the incurrence of any debt of NCLH and its subsidiaries outside that of which is allocated in the annual budget that, together with all other incurrence of debt outside that of which is allocated in the annual budget, in excess of \$100.0 million, (iii) the issuance of any equity securities of NCLH or any of its subsidiaries, including the identity of participants and the

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allocation of such securities, (iv) the declaration of any dividends or distributions on any equity securities and (v) the commencement or termination of employment of any executive or key employee of NCLH or any of its subsidiaries. Genting HK has waived such notice and consultation rights with respect to matters for Regent and Oceania Cruises. Genting HK's consent and consultation rights described above would also terminate when the combined ownership of the ordinary shares of NCLH held by the Apollo Holders and Genting HK (and certain of their respective permitted transferees, which includes, in the case of the Apollo Holders, the TPG Viking Funds) falls below 25% of the then total outstanding equity securities of the Company.

Additionally, for so long as the TPG Viking Funds and their permitted transferees continue to hold 15% or more of the amount of ordinary shares of NCLH that are collectively held by the TPG Viking Funds and their affiliates on the date of the consummation of the IPO, neither NCLH nor any of its subsidiaries shall be permitted to engage in any material transaction involving any affiliate of the Apollo Holders (other than NCLH and its subsidiaries) without the prior written consent of the TPG Viking Funds, such consent not to be unreasonably withheld.

Each shareholder of NCLH that is a party to the Shareholders' Agreement has the right to participate on a pro rata basis in any issuance of new shares of NCLH, subject to limited exceptions, including, but not limited to equity securities issued by NCLH in an underwritten public offering. In addition, each of the Apollo Holders and Genting HK has the right to make written requests in unlimited numbers to NCLH to register and thereby transfer all or a portion of its ordinary shares of NCLH through share offerings, provided each written request will specify an aggregate offering price of at least \$20.0 million for the ordinary shares being registered and will specify the intended method of disposition. In 2015, the Sponsors exercised these rights as follows: (i) the Apollo Holders and Genting HK sold 10,342,055 of NCLH's ordinary shares in a public offering in December, (ii) the Apollo Holders, Genting HK and the TPG Viking Funds sold an aggregate of 20,000,000 of NCLH's ordinary shares in a public offering in August, (iii) the Apollo Holders, Genting HK and the TPG Viking Funds sold an aggregate of 20,000,000 of NCLH's ordinary shares in a public offering in May and (iv) Genting HK and the TPG Viking Funds sold an aggregate of 12,500,000 of NCLH's ordinary shares in a public offering in March. Pursuant to the Shareholders' Agreement, NCLH paid certain registration expenses in the offerings. At any time following the date that is eighteen months from the consummation of the IPO, the TPG Viking Funds also have the right to make one written request to NCLH to register and thereby transfer all or a portion of its ordinary shares of NCLH through a share offering. Additionally, if NCLH at any time proposes for any reason to register ordinary shares, each of the Apollo Holders, Genting HK and the TPG Viking Funds shall have the right to cause NCLH to include in such registration all or a portion of its ordinary shares of NCLH.

Subject to the Apollo Holders' right to sell as described below, each of the Apollo Holders, the TPG Viking Funds and Genting HK (and certain of their respective permitted transferees) is prohibited from transferring their equity securities of NCLH without the written mutual consent of the Apollo Holders and Genting HK, other than transfers to certain permitted transferees or transfers in certain registered offerings. These transfer restrictions will immediately terminate in the event that either the Apollo Minimum Ratio or the GHK Minimum Ratio are not maintained.

Unless the Apollo Holders (or certain of its permitted transferees, which includes the TPG Viking Funds) have previously sold any of their ordinary shares of NCLH in a registered public offering effected pursuant to the terms of the registration rights provisions of the Shareholders' Agreement, the Apollo Holders are entitled to sell all, but not less than all, of the ordinary shares of NCLH held by the Apollo Holders (and certain of their permitted transferees, which includes the TPG Viking Funds) to a third party in cash at any time, provided that the Apollo Holders first offer Genting HK the right to acquire such ordinary shares of NCLH on terms and conditions as may be specified by the Apollo Holders, and subject to any lock-up agreements entered into in connection with any offerings. In the event that Genting HK declines such offer to purchase the Apollo Holders' shares of NCLH and the Apollo Holders receive a bona fide offer from a third party to purchase its shares of NCLH, (i) Genting HK shall have the right to sell to such third party its pro rata portion of the shares of NCLH to be sold in such transaction and (ii) the

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Apollo Holders shall have the right to cause Genting HK and the other shareholders of NCLH party to the Shareholders' Agreement to consent to such transaction, and to sell all of their ordinary shares of NCLH in such transaction on the same terms and conditions on which the Apollo Holders are selling their ordinary shares of NCLH. In connection with the Acquisition, NCLH, the Apollo Holders, the TPG Viking Funds, Genting HK and Star NCLC amended the Shareholders' Agreement. The amendment provided for a lock-up of the ordinary shares of NCLH received by the Apollo Holders in the Acquisition until January 1, 2016, other than transfers to permitted transferees or with the written consent of Genting HK and Star NCLC. In addition, the amendment provides that board and other committee designation rights held by the Apollo Holders will not apply to Prestige, although they will continue to apply to other subsidiaries of NCLH. The amendment further provides that the Apollo Holders that acquired NCLH's ordinary shares pursuant to the Acquisition join the Shareholders' Agreement.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section describes each of the material elements of compensation awarded to, earned by or paid to our executive officers identified in the “2015 Summary Compensation Table,” whom we refer to in this section as our “Named Executive Officers” or “NEOs.” This section also describes the role and involvement of various parties in our executive compensation analysis and decisions, and provides a discussion of the process and rationale for the decisions of our Compensation Committee to compensate our Named Executive Officers with specific types and amounts of compensation.

2015 Named Executive Officers

Our Named Executive Officers for 2015 were:

Frank J. Del Rio	President and Chief Executive Officer
Kevin M. Sheehan	Former President and Chief Executive Officer
Wendy A. Beck	Executive Vice President and Chief Financial Officer
Andrew Stuart	President and Chief Operating Officer of the Norwegian brand
Jason M. Montague	President and Chief Operating Officer of the Oceania Cruises and Regent brands
Robert Binder	Vice Chairman, Oceania Cruises and Regent

Our Compensation Committee determines all aspects of our executive compensation program and makes all compensation decisions affecting our Named Executive Officers. None of our Named Executive Officers are members of our Compensation Committee or otherwise had any role in determining the compensation of our other Named Executive Officers, although in 2015, our Compensation Committee did consider the recommendations of Mr. Del Rio (other than with respect to his own compensation) in setting compensation levels for our executive officers.

Executive Compensation Program Highlights

Highlights of our executive compensation program include:

- As of March 2016, our Compensation Committee is composed solely of independent directors.

- In 2015, for the first time, our Compensation Committee engaged an independent compensation consultant to provide competitive market data and conduct a review of our executive compensation programs; these inputs and data served as guidelines to our Compensation Committee in determining the components of our executive compensation program and the amount of each component awarded to our executive officers.

- In August 2015, we amended the employment agreement for our President and Chief Executive Officer to, among other changes, (1) reduce his annual base salary by \$337,500, beginning January 1, 2016, (2) eliminate his right to receive automatic 5% increases to his base salary amount each calendar year and (3) eliminate his right to receive a fixed amount of automatic time-based stock option awards each calendar year.

- In August 2015, we granted our President and Chief Executive Officer a special one-time, front-loaded, performance-based equity award that is intended to provide him with a meaningful equity incentive for the approximately four-year term of his amended employment agreement. This award consists of a combination of stock options and share units, with the vesting of 50% of the options and 50% of the share units tied to the achievement of Adjusted EPS, Adjusted ROIC (each as defined below) and share price appreciation performance targets described below.

For our Named Executive Officers other than our President and Chief Executive Officer, a substantial portion of their target total direct compensation opportunity for 2015 was granted in the form of equity awards with multi-year vesting requirements to closely align their interests with those of our shareholders.

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- Our Named Executive Officers' annual cash bonus opportunities are directly tied to the achievement of objective performance targets established at the consolidated NCLH level. In 2015, we eliminated the non-financial individual performance component of our Named Executive Officers' annual cash bonus opportunities.

- We do not pay any Named Executive Officers any "single trigger" cash severance payments or have "single trigger" equity vesting in connection with a change in control.

- We do not reprice underwater stock options.

Executive Compensation Program Objectives and Philosophy

Our executive compensation arrangements are guided by the following principles and business objectives:

- We believe that a capable, experienced and highly motivated executive management team is critical to our success and to the creation of long-term shareholder value.

- We believe that the most effective executive compensation program is one that is designed to reward the achievement of annual, long-term and strategic goals and aligns the interests of our executive officers with those of our shareholders, with the ultimate objective of improving long-term shareholder value.

Our executive compensation program is designed according to these principles and is intended to achieve two principal objectives: (1) effectively attract and retain executive officers with the requisite skills and experience to help us achieve our business objectives and develop, expand and execute business opportunities that improve long-term shareholder value; and (2) motivate our executive officers to achieve our short-term and long-term business objectives and increase long-term shareholder value by linking executive compensation to our performance and increases in long-term shareholder value.

Our current compensation program consists of four key elements, each of which is designed to be consistent with our compensation philosophy and business objectives: (1) base salary; (2) annual incentive cash bonuses that are earned solely based on Company-wide financial performance objectives; (3) long-term incentive compensation in the form of equity awards that are subject to time-based vesting requirements; and (4) in the case of our President and Chief Executive Officer, a combination of long-term incentive compensation in the form of equity awards that are earned solely based on Company-wide financial performance objectives or time-based vesting. We also provide 401(k) retirement benefits, perquisites and severance benefits to our executive officers, including the Named Executive Officers.

In structuring our executive compensation arrangements, our Compensation Committee considers how each compensation element meets these objectives. Base salaries, severance and retirement benefits are primarily intended to attract and retain highly qualified executives. These are the elements of our executive compensation program where the value of the benefit in any given year is not dependent on performance (although base salary amounts and benefits determined by reference to base salary may change from year to year depending on performance, among other things). We believe that in order to attract and retain top executives, we need to provide our executive officers with compensation levels that reward their continued service and are competitive. Some of the elements, such as base salaries, are paid out on a short-term or current basis. Other elements, such as retirement benefits, are paid out on a longer-term basis. We believe that this mix of short and long-term elements allows us to achieve our goals of attracting and retaining top executives.

Annual incentive cash bonuses and long-term equity incentives are the elements of our executive compensation program that are "at risk" and designed to reward performance and thus the creation of long-term shareholder value.

Annual incentive cash bonuses are primarily intended to motivate the Named Executive Officers to achieve our annual

financial objectives, although we also believe they help us attract and retain top executives. Our long-term equity incentives are primarily intended to align our Named Executive Officers' long-term interests with shareholders' long-term interests, although we also believe that they play a role in helping us to attract and retain top executives.

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Our Compensation Committee believes that performance-based compensation such as annual incentive cash bonuses and long-term equity incentives play a significant role in aligning management’s interests with those of our shareholders. For this reason, these forms of compensation constitute a significant portion of each of our Named Executive Officers’ compensation opportunity. In 2015, approximately 93% of the total compensation for our President and Chief Executive Officer reported in the “2015 Summary Compensation Table” below consisted of at-risk incentive cash bonuses and long-term equity incentives. In determining the appropriate compensation mix for each of our Named Executive Officers, our Compensation Committee considers and assesses, among other factors, his or her responsibilities, background and experience, and value to the Company, as well as his or her expected level of contribution toward achieving our long-term objectives.

Role of Compensation Consultant

Pursuant to its charter, our Compensation Committee has the authority to engage its own advisors to assist in carrying out its responsibilities. In 2015, our Compensation Committee retained Compensia, a national compensation consulting firm, to advise it regarding the amount and types of compensation that we provide to our executive officers, how our compensation practices compared to the compensation practices of other companies and to advise on matters related to our incentive compensation. Our Compensation Committee considered input from Compensia as one factor in making decisions with respect to compensation matters, along with information and analysis they receive from management and their own judgment and experience.

Based on consideration of the factors set forth in the rules of the SEC and the listing standards of the NASDAQ, our Compensation Committee has determined that Compensia satisfies the independence criteria and that their relationship with Compensia and the work performed by Compensia on behalf of the Compensation Committee has not raised any conflict of interest. Other than its work on behalf of the Compensation Committee, Compensia did not perform any other services for us in 2015.

Competitive Compensation Data

Our executive compensation program is designed to attract and retain talented and experienced executive officers in an extremely competitive market. As a result, our Compensation Committee believes that it is important to be informed as to the current practices of comparable public companies with which we compete for top talent (our “Peer Group”). In addition to a review of our Peer Group compensation levels and practices in setting compensation levels for 2015, our Compensation Committee also considered each executive officer’s level of responsibility, performance for the overall operations of the Company, historical compensation levels, long-term market trends, expectations regarding the individual’s future contributions, budget considerations, and succession planning and retention strategies. In addition, for Mr. Del Rio, our Compensation Committee also considered the compensation that was paid to Mr. Del Rio by Prestige prior to the Acquisition.

Our Compensation Committee, with the assistance of Compensia, approved the following compensation Peer Group for 2015:

Alaska Air Group, Inc.	MGM Resorts International
Brunswick Corporation	Royal Caribbean Cruises Ltd.
Carnival Corporation	Southwest Airlines Co.
Expedia, Inc.	Spirit Airlines, Inc.
Hyatt Hotels Corporation	Starwood Hotels & Resorts Worldwide, Inc.
JetBlue Airways Corporation	Wyndham Worldwide Corporation
Las Vegas Sands Corp.	Wynn Resorts, Limited
Marriott International, Inc.	

We used the following methodology to select our Peer Group for 2015. Carnival Corporation and Royal Caribbean Cruises Ltd. were selected because, in addition to meeting the objective financial criteria described below, we believe these two publicly traded cruise lines are the two public companies most similar

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to the Company and with whom we most directly compete for talent. We then considered a range of publicly traded companies in the following GICS sub-industry categories: hotels, resorts and cruise lines; airlines; casinos and gaming, leisure products and internet retail. We evaluated the companies in these categories by focusing on companies with market capitalizations ranging from approximately 0.4x to 3.3x our market capitalization in June 2015 and with revenues ranging from approximately 0.5x to 5.5x our trailing annual revenue measured as of June 2015, and with an emphasis on companies that were identified as peer companies of either Carnival Corporation or Royal Caribbean Cruises Ltd. We ended up emphasizing market capitalization in the selection process, as our Compensation Committee determined that our market capitalization should be at approximately the 50% percentile of our Peer Group.

The Role of Shareholder Say-on-Pay Votes

Each year, we provide our shareholders the opportunity to cast an advisory vote on our executive compensation program. This annual vote is known as the “say-on-pay” proposal. At our annual general meeting in April 2015, approximately 70.7% of the votes cast were in favor of our 2014 executive compensation program. After considering the views expressed by shareholders in the “say-on-pay” proposal, the Compensation Committee determined to revisit our compensation practices and retained the services of Compensia. The Compensation Committee made several changes to our executive compensation program that we believe are consistent with emerging trends in executive compensation best practices and strengthening the pay for performance aspects of our compensation program.

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When making future compensation decisions for our Named Executive Officers, the Compensation Committee will continue to consider the opinions that our shareholders express through the results of these “say-on-pay” votes.

Executive Compensation Program Elements

Base Salaries

Each Named Executive Officer is or was party to an employment agreement providing for a fixed base salary, subject to annual review by our Compensation Committee. Decisions regarding adjustments to base salaries are made at the discretion of our Compensation Committee. In reviewing base salary levels for our Named Executive Officers, our Compensation Committee considers and assesses the following factors: each Named Executive Officer’s current base salary, their job responsibilities, leadership and experience, value to our Company and the recommendations of our President and Chief Executive Officer (other than with respect to his own compensation). In addition, as noted above, base salary levels are generally intended to be consistent with competitive market base salary levels, including the average base salary levels of our Peer Group.

During 2015, Mr. Del Rio was paid an annual base salary of \$1,837,500 pursuant to his legacy employment agreement with Prestige, which we agreed to assume in connection with the Acquisition. In August 2015, we renegotiated Mr. Del Rio’s employment agreement and beginning in 2016, his annual base salary was reduced to \$1,500,000 and he is no longer entitled to receive automatic 5% increases to his base salary amount each calendar year.

After reviewing Ms. Beck’s base salary in light of the current economic environment and considering the Company’s financial position, our Compensation Committee determined to increase her base salary from the April 2014 rate of \$548,000 to \$650,000, effective as of April 2015. Mr. Stuart’s base salary was increased from his April 2014 base salary of \$519,500 to \$650,000 in connection with his promotion to President and Chief Operating Officer of the Norwegian brand in March 2015. Mr. Montague’s base salary for 2015 of \$650,000 was negotiated in connection with his appointment as President and Chief Operating Officer of the Oceania Cruises and Regent brands in December 2014. From the closing of the Acquisition through October 2015, Mr. Binder received a base rate of compensation of \$85,000 per month and \$2,000 per day for international travel pursuant to a written consulting agreement. Mr. Binder entered into an employment agreement with us in October 2015 at which time his annual base salary was set at \$500,000 for the remainder of the year.

Annual Performance Incentives

In General. Each of our Named Executive Officers is or was eligible for an annual performance incentive in the form of a cash bonus opportunity pursuant to the terms of his or her employment agreement. The employment agreements for each of the Named Executive Officers provide or provided that for each fiscal year, he or she is eligible to earn a cash bonus determined by our Compensation Committee in its discretion based on the attainment of performance objectives established for the fiscal year by our Compensation Committee. This annual performance incentive is used to ensure that a significant portion of our Named Executive Officers’ annual compensation is at risk, and that each Named Executive Officer has the opportunity to receive a variable amount of compensation based on our Compensation Committee’s evaluation of our performance against pre-determined objective targets.

Target Cash Bonus Opportunities. Our Compensation Committee annually establishes the potential value of each executive officer’s, other than Mr. Del Rio’s, cash bonus opportunity by evaluating a variety of factors, including but not limited to: (1) scope of responsibilities and position, (2) expertise and experience, (3) potential to achieve business objectives, (4) tenure, (5) competitive compensation market data, including the bonus opportunities provided by our Peer Group, (6) ability to create shareholder value and (7) recommendations of our President and Chief Executive Officer. Prior to our review and renewal of our executive employment agreements in September 2015, the Named Executive Officers, other than Mr. Del Rio, who were covered by employment agreements were generally entitled to a minimum target cash bonus opportunity (such as 75% of their annual base salary). As part of the new employment agreements, we eliminated the minimum target cash bonus opportunity for each of these Named Executive Officers to give our Compensation Committee additional flexibility to determine the appropriate incentive opportunity for each executive.

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Mr. Del Rio's annual cash bonus opportunity was negotiated by our Compensation Committee in connection with his employment agreement. For 2015, Mr. Del Rio's target cash bonus opportunity was established at 100% of his annual base salary in his legacy employment agreement with Prestige. We amended Mr. Del Rio's employment agreement in August 2015, and beginning in calendar year 2016, Mr. Del Rio's 2015 target cash bonus opportunity of 100% of his annual base salary was increased to 200% of his annual base salary. Mr. Del Rio's annual cash bonus opportunity is subject to a new maximum limit of 300% of his annual base salary to cap the maximum potential bonus amount. Our Compensation Committee determined to increase Mr. Del Rio's target annual cash bonus opportunity as a percentage of Mr. Del Rio's base salary because of the \$337,500 reduction in base salary and elimination of the automatic annual salary increases that Mr. Del Rio agreed to. Increasing Mr. Del Rio's target annual cash bonus opportunity as a percentage of salary offsets the potential reduction in Mr. Del Rio's annual cash bonus opportunity in 2016 and future years due to his lower base salary levels, and provides Mr. Del Rio with an opportunity to earn additional performance-based compensation if we successfully achieve the applicable performance goals.

Corporate Performance Measures. Each year, our Compensation Committee establishes the performance measures and related target levels for the annual performance incentives of our executives, including Mr. Del Rio. These performance measures and related target levels are not brand, department or individual specific, but correlate to performance at the consolidated NCLH level as our Compensation Committee believes this structure most closely aligns the interests of our executive officers and our shareholders. In 2015, our Compensation Committee eliminated the non-financial individual performance component of our Named Executive Officers' annual performance incentives that had been used in prior years, so that each Named Executive Officer's annual cash bonus opportunity was entirely tied to the achievement of objective performance targets established at the consolidated NCLH level.

The actual cash bonus amount that is payable to our executive officers is determined by our Compensation Committee, in its sole discretion, based on the level of achievement of the pre-established corporate performance measures. After the end of the year, our Compensation Committee reviews our actual performance against the target levels for each performance measure established at the beginning of the year. In determining the extent to which the performance measures are met for a given period, our Compensation Committee exercises its judgment whether to reflect or exclude the impact of extraordinary, unusual or infrequently occurring events, unforeseen events or certain uncontrollable costs such as changes in the deployment of the fleet.

For 2015, our Compensation Committee selected Adjusted Earnings per Share ("Adjusted EPS") and Adjusted Return on Invested Capital ("Adjusted ROIC"), each as defined below, as the performance measures for purposes of the management incentive plan, with the amount of each Named Executive Officer's annual performance opportunity to be determined based on our actual Adjusted EPS and Adjusted ROIC for the year as compared with the target levels for Adjusted EPS and Adjusted ROIC established by our Compensation Committee. For purposes of our management incentive plan, we define "Adjusted EPS" as the Adjusted EPS reported in our earnings release for the full year 2015, adjusted for fuel rate impacts, net of hedges, and foreign exchange rate impacts and "Adjusted ROIC" as Adjusted EBITDA plus Adjusted Depreciation and Amortization divided by debt and shareholders' equity including certain amounts due to affiliate, averaged for four quarters, adjusted for fuel rate impacts, net of hedges, and foreign exchange rate impacts. Please see our current report on Form 8-K and related press release filed on February 23, 2016 for a detailed reconciliation of Adjusted EPS, Adjusted ROIC and Adjusted EBITDA to the most directly comparable GAAP financial measures. Our Compensation Committee believes that Adjusted EPS and Adjusted ROIC are useful measures to incentivize our Named Executive Officers to achieve our short-term business objectives as they are key factors in driving shareholder value.

In setting the target levels for Adjusted EPS and Adjusted ROIC for 2015, our Compensation Committee considered several factors, including a careful review of the annual budget and the desire to ensure continued improved performance on a year-over-year basis. If our actual Adjusted EPS and Adjusted ROIC for 2015 was less than 95% of the target Adjusted EPS and Adjusted ROIC, no annual cash bonuses would be paid with respect to the performance measure that was not achieved. If our actual Adjusted EPS and Adjusted ROIC for 2015 was at least 105% of the target Adjusted EPS and Adjusted ROIC, each Named Executive Officer would be eligible to receive up to their maximum annual cash bonus opportunity.

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For 2015, 80% of each executive officer's target annual cash bonus opportunity was based on our Adjusted EPS performance and the remaining 20% was based on our Adjusted ROIC performance. To incentivize Adjusted EPS outperformance, each executive officer's upside annual cash bonus potential was 100% weighted towards Adjusted EPS performance. An executive was only eligible to earn an above target annual cash bonus if we exceeded our Adjusted EPS goal, and the maximum annual cash bonus opportunity was payable only if Adjusted EPS equaled or exceeded 105% of our Adjusted EPS goal.

The following table sets forth the Adjusted EPS and Adjusted ROIC levels and the related payment levels for our Named Executive Officers for 2015, with the annual cash bonus percentage amounts expressed as a percentage of the Named Executive Officer's base salary for 2015. The annual cash bonus opportunity set forth in the following table for each of the Named Executive Officers was determined by our Compensation Committee, in its judgment, to be appropriate based on the target annual cash bonus amount that, in the case of Mr. Del Rio, was negotiated by him in his legacy employment agreement with Prestige, and in the case of our other Named Executive Officers, as was determined by our Compensation Committee based on the factors discussed above.

Name	2015			
	Percentage of Adjusted EPS and Adjusted ROIC Goal Achieved	Adjusted EPS Payout (% of Base Salary)	Adjusted ROIC Payout (% of Base Salary)	Total Maximum Annual Cash Bonus (% of Base Salary)
Frank J. Del Rio	95%	40%	10%	50%
	100%	80%	20%	100%
	102.5%	130%	20%	150%
	105%	180%	20%	200%
Wendy A. Beck	95%	30%	7.5%	37.5%
	100%	60%	15%	75%
	102.5%	97.5%	15%	112.5%
	105%	135%	15%	150%
Andrew Stuart	95%	30%	7.5%	37.5%
	100%	60%	15%	75%
	102.5%	97.5%	15%	112.5%
	105%	135%	15%	150%
Jason M. Montague	95%	30%	7.5%	37.5%
	100%	60%	15%	75%
	102.5%	97.5%	15%	112.5%
	105%	135%	15%	150%
Robert Binder	95%	30%	7.5%	37.5%
	100%	60%	15%	75%
	102.5%	97.5%	15%	112.5%
	105%	135%	15%	150%

For 2015, our Compensation Committee established an Adjusted EPS target level of \$2.91 and an Adjusted ROIC target level of 8.9%. Based on our actual 2015 results, our Compensation Committee determined that 100% of the

target Adjusted EPS and Adjusted ROIC levels had been achieved for 2015. This performance resulted in each Named Executive Officer receiving an annual cash bonus payment equal to 100% of his or her target annual cash bonus opportunity. Because there was an additional payroll cycle in the 2015 calendar year, each Named Executive Officer's (other than Mr. Binder's, who did not participate in the management incentive plan until later in the year) actual annual cash bonus payment was slightly above target because the actual annual cash bonus was calculated based on the amount of annual base salary actually paid to each executive officer in 2015.

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Mr. Binder was only eligible to receive an annual cash bonus under the 2015 management incentive plan for October 2015 through the end of 2015, which was the period following the execution of his employment agreement. For his services prior to this time, pursuant to his consulting agreement with us, Mr. Binder received a completion bonus of \$375,000 on March 31, 2015 and a continuation bonus of \$382,500 on September 30, 2015. These bonuses were paid to Mr. Binder as an incentive for his services prior to the execution of his employment agreement and in lieu of any annual and long-term incentive compensation he would have otherwise received.

Long-Term Equity Incentive Compensation

The long-term incentive compensation awarded to our executive officers, including our Named Executive Officers, is designed to ensure a direct link to the value provided to shareholders. Accordingly, our long-term equity incentive program is intended to align a significant portion of the compensation of our Named Executive Officers with the interests of our shareholders by rewarding the creation and preservation of long-term shareholder value using a multi-year performance period.

Each year, our Compensation Committee determines the form of the equity incentive awards for our executive officers, including the Named Executive Officers. In determining the form, our Compensation Committee considers the recommendations of our President and Chief Executive Officer for our other executive officers. Historically, our Compensation Committee has granted stock options to our executive officers, the majority of which have been subject to time-based vesting requirements. In 2015, following discussions with Compensia, and in an effort to more closely align the structure of our equity incentive awards with those used by companies in our Peer Group, our Compensation Committee granted a combination of stock options, restricted share unit awards (“RSUs”) and performance-based restricted share unit awards (“PSUs”) to our executive officers. The following describes the award types we used in 2015 and how they help accomplish our compensation objectives:

Components of
Long-Term
Equity
Incentive
Compensation

	Characteristics	Purpose
Stock Options	Granted with an exercise price equal to the closing price of our ordinary shares on the NASDAQ Stock Market on the date of grant. In 2015, stock options with multi-year, time-based and performance-based vesting requirements were granted to the President and Chief Executive Officer. The performance-based options granted to the President and Chief Executive Officer are doubly performance-based because vesting is tied to the achievement of objective performance milestones approved by the Compensation Committee and the value is tied to share price appreciation. The other Named Executive Officers received stock options that vest in annual installments over a four or three-year period, contingent upon continued employment.	Inherently performance-based by providing value only if our share price increases over time after the grant of an award. Motivates executives to contribute to our long-term growth and profitability thereby creating value for our shareholders. Performance-based options focus executives on the achievement of key financial operating objectives over a multi-year period. Adjusted EPS, Adjusted ROIC and share appreciation incentives align executive’s interests with those of our shareholders. Serves as a retention incentive.

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Components of Long-Term Equity Incentive Compensation	Characteristics	Purpose
RSUs	Represent the right to receive a specified number of shares at the time the award vests. Value of RSUs fluctuates as the value of our ordinary shares increases or decreases. In 2015, RSUs with multi-year, time-based vesting conditions were granted to the President and Chief Executive Officer.	Helps align executive officers' interests with those of our shareholders. Serves as a retention incentive.
PSUs	Represent the right to receive a number of shares based on achievement of certain performance milestones approved by our Compensation Committee. In 2015, PSUs with multi-year, performance-based vesting conditions were granted to the President and Chief Executive Officer.	Focuses executive officers on the achievement of key financial operating objectives over a multi-year period. Adjusted EPS, Adjusted ROIC and share appreciation incentives align executive officer's interests with those of our shareholders. Serves as a retention incentive.

RSUs and/or PSUs are also generally included in the mix because, compared to stock options, they have value even if our share price does not appreciate. This helps to mitigate risk by ensuring that our executive officers have downside risk that is aligned with our shareholders' interests and also helps enhance the retentive value of the awards. Since the grant date fair value of one share unit is generally greater than the grant date fair value of one stock option, fewer share units can be granted (relative to stock options) to convey the same grant date fair value and thus are potentially less dilutive.

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

President and Chief Executive Officer Awards

In connection with the negotiation of his amended employment agreement, our Compensation Committee granted a multi-year award to our President and Chief Executive Officer which reflected an increased emphasis on performance-based compensation. Mr. Del Rio's equity award was intended as a special one-time, front-loaded, performance-based award that is intended to provide him with a meaningful equity incentive for the approximately four-year term of his amended employment agreement. By establishing clearly articulated milestones for Mr. Del Rio at the onset of his amended employment agreement that link a substantial portion of his compensation to our financial performance, our Compensation Committee intends to focus him on driving our performance and creating shareholder value.

This award consisted of the following components:

Option Award. Under his legacy employment agreement with Prestige, Mr. Del Rio was entitled to receive a fixed amount of automatic annual grants of time-based options. In the interest of further aligning Mr. Del Rio's long-term equity compensation with the interests of our shareholders, our Compensation Committee discontinued the automatic equity grants effective as of January 2015, and eliminated his contractual right to receive automatic time-based option grants in future years.

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In August 2015, Mr. Del Rio was awarded a front-loaded option to purchase 1,250,000 ordinary shares (the “CEO Options”) with an exercise price per share equal to the closing price of our ordinary shares on the date of grant. Fifty percent of the CEO Options are subject to time-based vesting requirements and will vest in two equal installments on each of June 30, 2017 and June 30, 2019, in each case subject to Mr. Del Rio’s continued employment through the applicable vesting date. The remaining fifty percent of the CEO Options are subject to the following performance-based vesting requirements: one-third will vest if we achieve Adjusted EPS performance hurdles established for each of the 2015-2018 calendar years; one-third will vest if we achieve Adjusted ROIC hurdles established for the 2016 and 2018 calendar years; and one-third will vest if the average per-share closing price of our ordinary shares exceeds \$100 for any consecutive period of 20 trading days during the term of Mr. Del Rio’s employment agreement. There is no upside leverage for the performance-based CEO Options, as the achievement of the applicable performance conditions is required for there to be any vesting at all, and the number of options that vest will not be increased if performance exceeds the targeted levels.

When setting the Adjusted EPS target levels for the CEO Options, our Compensation Committee set aggressive goals that it believed would only be achieved if we are able to successfully grow our Adjusted EPS over the four-year performance period. For Mr. Del Rio to vest in his 2016, 2017 and 2018 installments, Mr. Del Rio’s targets require us to grow our Adjusted EPS results on a year-over-year basis by in excess of 20%.

Similarly, our Compensation Committee set aggressive Adjusted ROIC goals that it believed would only be achieved if we are able to successfully grow our Adjusted ROIC over the four-year performance period. The 2016 target level requires us to achieve Adjusted ROIC for 2016 that is meaningfully higher than our Adjusted ROIC achieved for 2015, while the 2018 target requires us to achieve Adjusted ROIC for 2018 that is in excess of 14%.

RSU and PSU Award. In August 2015, Mr. Del Rio was awarded a front-loaded equity award for 150,000 RSUs with respect to the ordinary shares of the Company (the “CEO RSUs”). The CEO RSUs are subject to a time-based vesting requirement and vest ratably on each of June 30, 2016, June 30, 2017, June 30, 2018 and June 30, 2019, in each case subject to Mr. Del Rio’s continued employment through the applicable vesting date. Mr. Del Rio was also awarded a front-loaded award for 150,000 PSUs (“CEO PSUs”) that are subject to performance-based vesting requirements. The CEO PSUs are subject to the same aggressive Adjusted EPS, Adjusted ROIC and per-share closing price targets described above for the CEO Options.

In March 2016, the Compensation Committee determined that our Adjusted EPS performance of \$2.88 exceeded the target for 2015 and Mr. Del Rio vested in the option to purchase 52,083 of the Company’s ordinary shares and 12,500 PSUs. Please see our current report on Form 8-K and related press release filed on February 23, 2016 for a detailed reconciliation of Adjusted EPS to the most directly comparable GAAP financial measure.

Summary Compensation Table Reporting. Even though Mr. Del Rio’s front-loaded, performance-based equity awards are intended to provide him with a meaningful equity incentive for the approximately four-year term of his amended employment agreement, SEC rules require the entire grant date fair value of the award (as determined under FASB ASC Topic 718) to be included as compensation in the “2015 Summary Compensation Table.” Under FASB ASC Topic 718, the CEO Options and CEO PSUs that are subject to Adjusted EPS and Adjusted ROIC performance vesting requirements are generally not considered “granted” for financial reporting purposes until the applicable performance year. As a result, the “2015 Summary Compensation Table” includes the full grant date fair value of Mr. Del Rio’s front-loaded, performance-based awards, other than those awards subject to Adjusted EPS and Adjusted ROIC performance vesting requirements. Due to the design of this award, in our view, the SEC’s rules have the practical effect of overstating Mr. Del Rio’s compensation in 2015 while understating his compensation related to this award in future years.

Other Named Executive Officer Awards

In 2015, our Compensation Committee awarded each of the other NEOs, other than Mr. Sheehan and Mr. Binder, an option to purchase ordinary shares in 2015. Ms. Beck received an award in July 2015; Mr. Stuart received an award in connection with his promotion in April 2015; and Mr. Montague received

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an award in both February 2015, in connection with his promotion, and July 2015. All of these options have a term of 10 years and vest in four equal annual installments (other than Mr. Beck's and Mr. Montague's July awards, which vest in three equal annual installments), subject to the Named Executive Officer's continued employment through each vesting date.

The CEO Options, CEO RSUs, CEO PSUs and options granted to our other NEOs may also vest on an accelerated basis under the circumstances described in the "Potential Payments Upon Termination or Change in Control" section below. The CEO Options and options granted to our other NEOs are not entitled to any dividend or equivalent payments prior to exercise, and the dividend equivalent payments with respect to the CEO RSUs and CEO PSUs are subject to the same vesting conditions as the underlying share units to which they relate (including the same performance-vesting conditions applicable to the CEO PSUs). All of the grants are subject to the terms of our Plan.

2016 Awards

Using the 2016 compensation analysis from Compensia as a general guideline, our Compensation Committee granted our NEOs, other than Messrs. Del Rio and Sheehan, a long-term equity incentive award consisting of a combination of options to purchase ordinary shares and an award of RSUs in March 2016. These March 2016 option awards have the same terms as the options described above, but will vest in three equal annual installments. The March 2016 RSUs will vest in three equal annual installments. Mr. Del Rio was not granted any equity awards because of the front-loaded award he received in 2015.

Severance Arrangements and Change in Control Benefits

Each of our Named Executive Officers is or was employed pursuant to an employment agreement providing for severance payments and benefits upon an involuntary termination of the Named Executive Officer's employment by us without "cause" or by him or her for "good reason." Except for Messrs. Del Rio and Sheehan, the severance payments and benefits in each employment agreement were negotiated in connection with a Company-wide renewal of all executive employment agreements in September 2015. In each case, our Compensation Committee determined that it was appropriate to provide the executive officer with severance payments and benefits under the circumstances in light of each of their respective positions with us, general competitive practices and as part of each of their overall compensation packages.

Mr. Del Rio's amended employment agreement and post-employment compensation arrangements were negotiated in August 2015. When setting the level of each executive officer's severance payments and benefits in 2015, our Compensation Committee took into consideration an analysis of the severance payments and benefits provided to similarly situated executives at our Peer Group companies prepared by Compensia.

The severance payments and benefits payable to each of our Named Executive Officers (including Mr. Del Rio) upon a qualifying termination of employment generally include a cash payment based on his or her base salary (in Mr. Del Rio's case, a multiple of his base salary and full annual cash bonus), including the payment of a pro-rata portion of any annual cash bonus actually earned for the year of termination of employment and continued medical benefits for the applicable severance period at our expense. Mr. Del Rio is also entitled to receive (i) certain specified perquisites during the applicable severance period and (ii) a "gross up" payment for any excise taxes that may become payable in connection with a change in control of the Company pursuant to Sections 280G and 4999 of the Code. Further, if his employment is terminated without "cause" or if he earlier terminates his employment for "good reason," all of Mr. Del Rio's unvested CEO Options, CEO RSUs and CEO PSUs will vest in full. Finally, if Mr. Del Rio's employment terminates by reason of his death or disability, he will vest in a pro rata portion of the next unvested installment of his time-based CEO Options and CEO RSUs.

We do not believe that our Named Executive Officers should be entitled to any cash severance payments or benefits merely because of a change in control of the Company. Accordingly, none of the Named Executive Officers are entitled to any such payments or benefits upon the occurrence of a change in control of the Company unless there is an actual or constructive termination of employment for "good reason" following the change in control (a "double-trigger" arrangement). Similarly, none of the NEOs is entitled to receive any automatic "single trigger" equity vesting upon the occurrence of a change in control

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of the Company, and severance protections for equity awards also require an actual or constructive termination of employment for “good reason” following the change in control. If, in connection with a change in control of the Company, there is an actual or constructive termination of employment for one of our NEOs, in addition to the payments and benefits described above, all of such NEO’s outstanding and unvested equity awards granted under the Plan, or any successor plan, will receive full accelerated vesting.

The material terms of these payments and benefits, as well as the severance payments and benefits that Mr. Sheehan received in connection with his termination of employment in January 2015, are described in the “Potential Payments Upon Termination or Change in Control” section below.

Other Elements of Compensation

Supplemental Executive Retirement Plan

We maintained a Supplemental Executive Retirement Plan (“SERP”), which was a legacy unfunded defined contribution plan for certain of our executives who were employed by us in an executive capacity prior to 2008. The SERP was frozen to future participation following that date. Mr. Stuart was the only Named Executive Officer who was eligible to participate in the SERP in 2015. The SERP provided for Company contributions on behalf of the participants to compensate them for the benefits that are limited under our 401(k) Plan. We credited participants under the SERP for amounts that would have been contributed by us to our previous Defined Contribution Retirement Plan and our former 401(k) Plan without regard to any limitations imposed by the Code. Participants did not make any elective contributions under this plan.

In 2015, we made a contribution to the SERP for Mr. Stuart, and certain amounts were paid to Stuart, in lieu of being contributed to the SERP, to comply with and avoid adverse consequences under currently applicable tax rules. Our contribution for Mr. Stuart for 2015 is included in the “2015 Summary Compensation Table” below and the footnotes thereto. Our Board elected to discontinue this plan following the 2015 contributions and will pay the deferred contributions to participants in early 2017 following the expiration of the required 12-month waiting period.

Additional information about the SERP is provided in the “2015 Nonqualified Deferred Compensation Table” and the narrative to the table below.

Senior Management Retirement Savings Plan

We maintained a Senior Management Retirement Savings Plan (“SMRSP”), which was a legacy unfunded defined contribution plan for certain of our employees, including Mr. Stuart, who were employed by us prior to 2001. Mr. Stuart was the only Named Executive Officer who was eligible to participate in the SMRSP. The SMRSP provided for Company contributions on behalf of the participants to compensate them for the difference between the qualified plan benefits that were previously available under our cash balance pension plan and the redesigned 401(k) Plan. We credited participants under the SMRSP Plan for the difference in the amount that would have been contributed by us to our previous Norwegian Cruise Line Pension Plan and the qualified plan maximums of the new 401(k) Plan.

The amount of the contribution for 2015 was paid to Mr. Stuart in 2015 to comply with and avoid adverse consequences under currently applicable tax rules. Our contribution for Mr. Stuart for 2015 is included in the “2015 Summary Compensation Table” below and the footnotes thereto. Our Board elected to discontinue this plan following the 2015 contributions and will pay the deferred contributions to participants in early 2017 following the expiration of the required 12-month waiting period. Additional information about the SMRSP is provided in the “2015 Nonqualified Deferred Compensation Table” and the narrative to the table below.

Benefits and Perquisites

While employed, we provide our Named Executive Officers with retirement benefits under our 401(k) plan, participation in our medical, dental and insurance programs and vacation and other holiday pay, all in accordance with the terms of such plans and programs in effect from time to time and substantially on the same terms as those generally offered to our other employees (although vacation benefits may differ).

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In addition, while employed, our Named Executive Officers receive a cash automobile allowance, a cruise benefit for Company cruises, as well as coverage under a medical executive reimbursement plan which provides them with coverage of certain medical, dental and vision expenses. Mr. Binder receives a monthly travel allowance in lieu of the cash automobile allowance. We believe that the level and mix of perquisites we provide to our Named Executive Officers is consistent with market compensation practices.

Mr. Del Rio is also entitled to certain additional perquisites pursuant to the terms of his amended employment agreement originally entered into with Prestige.

Share Ownership Program

We do not currently have a share ownership program in place for our executive officers.

Compensation Risk Assessment

We have conducted a risk assessment of our compensation policies and practices and concluded that such policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company. In particular, our Compensation Committee believes that the design of our annual performance incentive programs and long-term equity incentives provides an effective and appropriate mix of incentives to ensure our compensation program is focused on long-term shareholder value creation and does not encourage the taking of short-term risks at the expense of long-term results.

Compensation Committee Report

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

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS*

John W. Chidsey (Chair)

Chad A. Leat

Russell W. Galbut

*Mr. Galbut was appointed to the Compensation Committee in November 2015. Mr. Leat was appointed to the Compensation Committee in March 2016 and Mr. Chidsey became Chairman of the Compensation Committee in March 2016.

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

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COMPENSATION OF EXECUTIVE OFFICERS

The “2015 Summary Compensation Table” below quantifies the value of the different forms of compensation earned by or awarded to our Named Executive Officers for 2015, 2014 and 2013, as applicable.

The “2015 Summary Compensation Table” should be read in conjunction with the tables and narrative descriptions that follow. The “Grants of Plan-Based Awards in 2015 Table” provides information regarding the cash and long-term equity incentives awarded to our Named Executive Officers. The tables entitled “Outstanding Equity Awards at December 31, 2015 Table” and “Option Exercises and Stock Vested in 2015 Table” provide further information on the Named Executive Officers’ potential realizable value and actual value realized with respect to their equity awards.

2015 SUMMARY COMPENSATION TABLE

The following table presents information regarding compensation of each of our Named Executive Officers for services rendered during 2015, 2014 and 2013.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)(1)	Stock Awards (\$)(2)	Option Awards (\$)(3)	Non-Equity Incentive Plan Compensation (\$)(4)	All Other Compensation (\$)(8)	Total (\$)
Frank J. Del Rio(5) President and Chief Executive Officer	2015	1,837,500	—	10,276,315	17,752,083	1,903,799	140,651	31,908,258
	2014	201,923	1,925,000	—	—	—	3,983	2,126,906
Kevin M. Sheehan(6) Former President and Chief Executive Officer	2015	35,671	—	—	—	—	3,619,793	3,655,464
	2014	1,604,846	3,255,000	—	8,308,953	—	3,915,497	17,878,296
	2013	1,428,558	—	2,066,084	7,740,000	2,685,336	708,473	14,628,451
Wendy A. Beck Executive Vice President and Chief Financial Officer	2015	624,849	—	—	1,018,385	483,595	29,592	2,136,821
	2014	543,323	548,000	—	632,474	—	546,210	2,270,007
	2013	528,250	—	549,401	773,500	480,043	22,583	2,333,777
Andrew Stuart President and Chief Operating Officer of the Norwegian brand	2015	627,833	—	—	2,030,533	484,793	164,108	3,307,267
	2014	515,086	259,750	—	632,474	—	422,854	1,829,164
	2013	500,852	—	698,677	773,500	446,379	210,045	2,629,453

Jason M. Montague President and Chief Operating Officer of the Oceania Cruises and Regent brands	2015	650,000	—	—	2,179,933	506,250	47,921	3,3
Robert Binder(7) Vice Chairman, Oceania Cruises and Regent	2015	891,027	757,500	—	—	89,424	22,506	1,7

(1)
For 2015, the amount reported in the “Bonus” column represents completion bonuses pursuant to Mr. Binder’s consulting agreements.

(2)
For 2015, the amounts reported in the “Stock Awards” column reflect the grant-date fair value under FASB ASC Topic 718 of the CEO RSU awards and CEO PSU awards granted to Mr. Del Rio in 2015. The amounts reported do not include CEO PSU awards subject to Adjusted EPS and Adjusted ROIC performance vesting conditions for which there has not been a grant date under FASB ASC Topic 718. For a discussion of the assumptions and methodologies used to calculate the amounts referred to above, please see the discussion of the RSU awards contained in “Note 10, Employee Benefits and Share Option Plans,” to our consolidated financial statements for the year ended December 31, 2015 included in our Annual Report on Form 10-K filed on February 29, 2016.

(3)
The amounts reported in the “Option Awards” column reflect the grant-date fair value under FASB ASC Topic 718 of the stock options granted to the Named Executive Officers in 2015, 2014 and 2013. The amounts reported do not include the CEO Options subject to Adjusted EPS and Adjusted ROIC performance vesting conditions for which there has not been a grant date under FASB ASC Topic 718. For a discussion of the assumptions and methodologies used to calculate the amounts referred to above, please see the discussion of the share option awards contained in “Note 10, Employee Benefits and Share Option Plans,” to our consolidated financial statements for the year ended December 31, 2015 included in our Annual Report on Form 10-K filed on February 29, 2016.

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(4)

For 2015, the amounts reported in the “Non-Equity Incentive Plan Compensation” column reflect the annual cash bonuses paid under our annual performance incentive cash bonus program based on performance during 2015, as described above in “Compensation Discussion and Analysis.”

(5)

Mr. Del Rio became our President and Chief Executive Officer on January 8, 2015.

(6)

On January 8, 2015, Mr. Sheehan resigned as our President and Chief Executive Officer.

(7)

For Mr. Binder, the amounts reported include compensation for all services rendered to us in 2015, including the compensation payable under his consulting agreement with us that was superseded by his employment agreement entered into in October 2015.

(8)

The following table provides detail for the amounts reported for 2015 in the “All Other Compensation” column of the table.

Name	Auto \$(1)	Contributions to SERP \$(2)	Contributions to SMRSP \$(3)	401(k) Employer Match \$(4)	MERP Premium \$(5)	Severance \$(6)	Accrued Vacation Payout \$(7)	CEO Benefits \$(8)	Other Benefits \$(9)
Frank J. Del Rio	24,000	—	—	12,975	8,688	—	—	82,000	12,988
Kevin M. Sheehan	592	—	—	12,571	50,573	3,255,000	299,984	—	1,073
Wendy A. Beck	14,400	—	—	—	12,996	—	—	—	2,196
Andrew Stuart	17,388	106,900	11,575	12,975	12,996	—	—	—	2,274
Jason M. Montague	18,000	—	—	12,975	12,996	—	—	—	3,950
Robert Binder	—	—	—	—	—	—	—	—	22,500

(1)

Represents a cash automobile allowance.

(2)

Represents our contribution to the Company’s Supplemental Executive Retirement Plan.

(3)

Represents our contribution to the Company’s Senior Management Retirement Savings Plan.

(4)

Represents employer contribution match under the 401(k) plan on the same terms as those generally offered to our other employees.

(5)

Represents medical premiums under a medical executive reimbursement plan. For Mr. Sheehan, represents the total estimated value due to the continuation of medical and dental coverage for himself and his eligible dependents (having a value of \$14,298 for 2015 and a total estimated value of \$50,573).

(6)

Represents severance payment to Mr. Sheehan pursuant to his employment agreement.

(7)

Represents accrued vacation payout pursuant to Mr. Sheehan's resignation.

(8)

Represents the following benefits for Mr. Del Rio: \$30,000 travel expense allowance, \$12,000 personal allowance, \$20,000 tax preparation service and \$20,000 country club membership.

(9)

Represents flexible credits, life insurance premiums and cruise benefits for our Named Executive Officers. Additionally, air travel cost and COBRA employer reimbursements were included for Mr. Binder.

Description of Employment Agreements for Current NEOs—Salary and Annual Cash Bonus Opportunity Frank J. Del Rio

On August 4, 2015, we entered into a letter agreement with Mr. Del Rio to amend his existing employment agreement, originally entered into by Prestige prior to the Acquisition and dated June 5, 2014, and subsequently amended by a letter agreement dated September 2, 2014.

The initial term of Mr. Del Rio's amended employment agreement extends until June 30, 2019. Beginning in calendar year 2016, Mr. Del Rio's 2015 base annual salary of \$1,837,500 was reduced to \$1,500,000 and he is no longer entitled to receive automatic 5% increases to his base annual salary amount each calendar year (as he was in his legacy employment agreement with Prestige). Beginning in calendar year 2016, Mr. Del Rio's 2015 target annual cash bonus amount of 100% of his base annual salary was

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increased to 200% of his base annual salary. Mr. Del Rio's target annual cash bonus opportunity is subject to a new maximum limit of 300% of his base annual salary. Mr. Del Rio is entitled to a \$2,000 monthly car allowance and certain other personal benefits each year. The amended employment agreement also provides for participation in employee benefit plans and perquisite programs generally available to our executive officers, including a medical executive reimbursement plan.

In addition, pursuant to the amended employment agreement, Mr. Del Rio received a special one-time, front-loaded, performance-based award of options, RSUs and PSUs as described above under "Executive Compensation—Compensation Discussion and Analysis—President and Chief Executive Officer Awards." Mr. Del Rio is no longer entitled to a fixed amount of automatic time-based stock option awards each calendar year under his amended employment agreement.

Wendy A. Beck

Ms. Beck is employed as our Executive Vice President and Chief Financial Officer pursuant to an employment agreement with us dated as of September 2, 2015.

The initial term of Ms. Beck's employment under the agreement is from September 1, 2015 through December 31, 2018, which will automatically renew each anniversary of December 31, 2018 thereafter for additional one-year terms unless either we or Ms. Beck gives notice of non-renewal within 60 days prior to the end of the term. The agreement provides for a minimum annual base salary of \$650,000, subject to annual review, a performance-based annual cash bonus in an amount to be determined by our Compensation Committee, long-term equity incentive compensation as determined by our Compensation Committee and participation in the benefit plans and programs generally available to other similarly situated executives, including a medical executive reimbursement plan. She is also entitled to a \$1,200 monthly car allowance.

Andrew Stuart

Mr. Stuart is employed as our President and Chief Operating Officer of the Norwegian brand pursuant to an employment agreement with us dated as of September 2, 2015.

The initial term of Mr. Stuart's employment agreement is from September 1, 2015 through December 31, 2018 which will automatically renew each anniversary of December 31, 2018 thereafter for additional one-year terms unless either we or Mr. Stuart gives notice of non-renewal within 60 days prior to the end of the term. The agreement provides for a minimum annual base salary of \$650,000, subject to annual review, a performance-based annual cash bonus in an amount to be determined by our Compensation Committee, long-term equity incentive compensation as determined by our Compensation Committee, and participation in the benefit plans and programs generally available to other similarly situated executives, including a medical executive reimbursement plan. He is also entitled to a \$1,500 monthly car allowance.

Jason M. Montague

Mr. Montague is employed as our President and Chief Operating Officer of the Oceania Cruises and Regent brands pursuant to an employment agreement with us dated as of September 17, 2015.

The initial term of Mr. Montague's employment agreement is from September 1, 2015 through December 31, 2018 which will automatically renew each anniversary of December 31, 2018 thereafter for additional one-year terms unless either we or Mr. Montague gives notice of non-renewal within 60 days prior to the end of the term. The agreement provides for a minimum annual base salary of \$650,000, subject to annual review, a performance-based annual cash bonus in an amount to be determined by our Compensation Committee, long-term equity incentive compensation as determined by our Compensation Committee, and participation in the benefit plans and programs generally available to other similarly situated executives, including a medical executive reimbursement plan. He is also entitled to a \$1,500 monthly car allowance.

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Robert Binder

Mr. Binder is employed as our Vice Chairman of Oceania Cruises and Regent pursuant to an employment agreement with us dated as of October 26, 2015.

The initial term of Mr. Binder's employment agreement is from October 1, 2015 through December 31, 2018 which will automatically renew each anniversary of December 31, 2018 thereafter for additional one-year terms unless either we or Mr. Binder gives notice of non-renewal within 60 days prior to the end of the term. The agreement provides for a minimum annual base salary of \$500,000, subject to annual review, a performance-based annual cash bonus in an amount to be determined by our Compensation Committee, long-term equity incentive compensation as determined by our Compensation Committee, and participation in the benefit plans and programs generally available to other similarly situated executives, including a medical executive reimbursement plan. He is also entitled to one cross-country, first-class flight per month.

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GRANTS OF PLAN-BASED AWARDS IN 2015 TABLE

The following table presents all plan-based awards granted to our Named Executive Officers during the year ended December 31, 2015.

Name	Grant Date	Compensation Committee Approval Date (If Different than Grant Date)	Estimated Potential Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards	All Other Stock Awards: Number of Shares of Stock or Units(3)	All Other Awards: Number of Shares of Stock or Units(3)
			Threshold (\$)	Target (\$)	Maximum (\$)	Target (#)	(#)	(#)
Frank J. Del Rio(6)								
2015 Annual Cash Bonus	1/1/2015	—	918,750	1,837,500	3,675,000	—	—	—
Option Awards – Time-based	8/4/2015	—	—	—	—	—	—	6
Option Awards – Share Appreciation	8/4/2015	—	—	—	—	208,333(2)	—	—
RSU Awards – Time-based	8/4/2015	—	—	—	—	—	150,000	—
PSU Awards – Share Appreciation	8/4/2015	—	—	—	—	50,000(2)	—	—
Wendy A. Beck								
2015 Annual Cash Bonus	1/1/2015	—	234,318	468,637	937,274	—	—	—
Option Awards	7/1/2015	4/28/2015	—	—	—	—	—	5
Andrew Stuart								
2015 Annual Cash Bonus	1/1/2015	—	235,437	470,875	941,749	—	—	—
Option Awards	4/28/2015	—	—	—	—	—	—	1
Jason M. Montague								
2015 Annual Cash Bonus	1/1/2015	—	243,750	487,500	975,000	—	—	—
Option Awards	2/2/2015	—	—	—	—	—	—	—