



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 996 217 957
Organisasjonsform: Norskreg. utenlandsk foretak
Foretaksnavn: RCL CRUISES LTD
Forretningsadresse: Vollsveien 19
1366 LYSAKER

Regnskapsår

Årsregnskapets periode: 01.01.2022 - 31.12.2022

Konsern

Morselskap i konsern: Nei

Regnskapsregler

Regler for små foretak benyttet: Ja
Benyttet ved utarbeidelsen av årsregnskapet til selskapet: Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Karen Tucker
Dato for fastsettelse av årsregnskapet: 07.07.2023

Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 18.08.2024



Resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Revenue	5	32 380 000	25 074 000
Sum inntekter		32 380 000	25 074 000
Kostnader			
Sales and marketing expenses		5 662 000	4 137 000
Payroll expenses		8 506 000	5 783 000
Depreciation of fixed assets		36 000	215 000
Other operating expenses		15 594 000	13 231 000
Sum kostnader		29 798 000	23 366 000
Driftsresultat		2 582 000	1 708 000
Finansinntekter og finanskostnader			
Annen renteinntekt		12 000	10 000
Sum finansinntekter		12 000	10 000
Annen rentekostnad		25 000	17 000
Other financial expenses		488 000	929 000
Sum finanskostnader		513 000	946 000
Netto finans		-501 000	-936 000
Ordinært resultat før skattekostnad		2 081 000	772 000
Income tax expense		496 000	288 000
Ordinært resultat etter skattekostnad		1 585 000	484 000
Årsresultat		1 585 000	484 000



Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel		136 000	632 000
Sum immaterielle eiendeler		136 000	632 000
Varige driftsmidler			
Tangible fixed assets		14 000	50 000
Sum varige driftsmidler		14 000	50 000
Sum anleggsmidler		150 000	682 000
Omløpsmidler			
Varer			
Fordringer			
Trade debtors		1 199 000	1 984 000
Prepaid expenses and other current assets		5 110 000	1 463 000
Konsernfordringer		3 895 000	13 863 000
Sum fordringer		10 204 000	17 310 000
Bankinnskudd, kontanter og lignende			
Cash and bank deposits		11 829 000	1 986 000
Sum bankinnskudd, kontanter og lignende		11 829 000	1 986 000
Sum omløpsmidler		22 033 000	19 296 000
SUM EIENDELER		22 183 000	19 978 000

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Opptjent egenkapital



Balanse

Beløp i: NOK	Note	2022	2021
Branch Capital		7 426 000	5 841 000
Sum opptjent egenkapital		7 426 000	5 841 000
Sum egenkapital		7 426 000	5 841 000
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Leverandørgjeld		1 162 000	2 120 000
Income tax creditor			1 497 000
Pyaroll tax creditor		816 000	711 000
Other current liabilities		12 779 000	9 809 000
Sum kortsiktig gjeld		14 757 000	14 137 000
Sum gjeld		14 757 000	14 137 000
SUM EGENKAPITAL OG GJELD		22 183 000	19 978 000



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Journalnummer: 2023 726196

Enheten

Organisasjonsnummer: 996 217 957
Organisasjonsform: Norskreg. utenlandsk foretak
Foretaksnavn: RCL CRUISES LTD
Forretningsadresse: Vollsveien 19
1366 LYSAKER

Regnskapsår

Årsregnskapets periode: 01.01.2022 - 31.12.2022

Konsern

Morselskap i konsern: Nei

Regnskapsregler

Regler for små foretak benyttet: Ja
Benyttet ved utarbeidelsen av
årsregnskapet til selskapet: Regnskapslovens alminnelige regler
Har utarbeidet 'land-for-land' rapport: Ja

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Karen Tucker
Dato for fastsettelse av årsregnskapet: 07.07.2023

Grunnlag for avgivelse

År 2022: Årsregnskap er elektronisk innlevert.
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022.

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 11.09.2023



Organisasjonsnr: 996 217 957
RCL CRUISES LTD

RESULTATREGNSKAP

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Revenue	5	32 380 000	25 074 000
Sum inntekter		32 380 000	25 074 000
Kostnader			
Sales and marketing expenses		5 662 000	4 137 000
Payroll expenses		8 506 000	5 783 000
Depreciation of fixed assets		36 000	215 000
Other operating expenses		15 594 000	13 231 000
Sum kostnader		29 798 000	23 366 000
Driftsresultat		2 582 000	1 708 000
Finansinntekter og finanskostnader			
Annen renteinntekt		12 000	10 000
Sum finansinntekter		12 000	10 000
Annen rentekostnad		25 000	17 000
Other financial expenses		488 000	929 000
Sum finanskostnader		513 000	946 000
Netto finans		-501 000	-936 000
Ordinært resultat før skattekostnad		2 081 000	772 000
Income tax expense		496 000	288 000
Ordinært resultat etter skattekostnad		1 585 000	484 000
Årsresultat		1 585 000	484 000



Organisasjonsnr: 996 217 957
RCL CRUISES LTD

BALANSE

Beløp i: NOK Note 2022 2021

BALANSE - EIENDELER

Anleggsmidler

Immaterielle eiendeler

Utsatt skattefordel 136 000 632 000
Sum immaterielle eiendeler 136 000 632 000

Varige driftsmidler

Tangible fixed assets 14 000 50 000
Sum varige driftsmidler 14 000 50 000

Sum anleggsmidler 150 000 682 000

Omløpsmidler

Varer

Fordringer

Trade debtors 1 199 000 1 984 000
Prepaid expenses and other current assets 5 110 000 1 463 000
Konsernfordringer 3 895 000 13 863 000
Sum fordringer 10 204 000 17 310 000

Bankinnskudd, kontanter og lignende

Cash and bank deposits 11 829 000 1 986 000
Sum bankinnskudd, kontanter og lignende 11 829 000 1 986 000

Sum omløpsmidler 22 033 000 19 296 000

SUM EIENDELER 22 183 000 19 978 000

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Opptjent egenkapital

Branch Capital 7 426 000 5 841 000
Sum opptjent egenkapital 7 426 000 5 841 000

Sum egenkapital 7 426 000 5 841 000

Sum langsiktig gjeld 0 0

Kortsiktig gjeld

Leverandørgjeld 1 162 000 2 120 000



Income tax creditor		1 497 000
Payroll tax creditor	816 000	711 000
Other current liabilities	12 779 000	9 809 000
Sum kortsiktig gjeld	14 757 000	14 137 000
Sum gjeld	14 757 000	14 137 000
SUM EGENKAPITAL OG GJELD	22 183 000	19 978 000



Organisasjonsnr: 996 217 957
RCL CRUISES LTD

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note

Regnskapsprinsipper
Se vedlagt årsregnskap.

Note

Er det usikkerhet om fortsatt drift?: Nei

Note

Antall årsverk i regnskapsåret
11.00

Sum Beløp

Balanseført verdi 31.12. Varige driftsmidler Immaterielle eiend.

Konsernregnskap

Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

Samlet beløp - tilknyttet selskap Årets Fjorårets

Samlet beløp - foretak i samme konsern Årets Fjorårets

Samlet beløp - foretak i samme konsern Årets Fjorårets



Samlet beløp - felles kontrollert virksomhet Årets Fjorårets

Pantstillelse Beløp

Beholdning av egne aksjer Antall Pålydende Andel av aksjek.



Directorate of Taxes

Inquiries to Torstein Kinden Helleland	Your date 02.12.2011	Our date 09.12.2011
Telephone 22078139	Your reference Andrew Glendinning	Our reference 2011/1177697

RCL Cruises Ltd.
Postboks 114
0216 Oslo

Permission to make the annual accounts and director's report in English language for Norwegian Branch of RCL Cruises Ltd, org. nr. 996 217 957

Dear Mr. Andrew Glendinning

With reference to your letter of 2 December 2011, you apply for permission to keep annual accounts and directors' report in English language. The application in question concerns Norwegian Branch of RCL Cruises Ltd.

Conclusion

Based on a total evaluation, the view of The Directorate of Taxes is that Norwegian Branch of RCL Cruises Ltd may make the directors' report and annual accounts in English language according to the Norwegian Accounting Act § 3-4 third paragraph.

The exemption requires that the information that the decision is based on, does not change significantly.

Background

RCL Cruises Ltd (UK) is a wholly-owned subsidiary of Royal Caribbean Cruises Ltd. The Norwegian branch, as the other branches resident in the UK, Sweden, Denmark, Germany and Italy, provides support to RCL Cruises and other ship operators within the RCL Group of companies. The Board of directors of the RCL Cruises Ltd comprises three persons, none of whom is a Norwegian national nor speaks Norwegian. The working language is English. The RCL Group operate within the international cruise industry, where English is clearly the dominant language. The annual report and financial statements of the Branch are required to be prepared each year in the Norwegian language only in order to satisfy the requirements of the Norwegian Accounting Act.

Permission to make the annual accounts and the directors' report in Norway in English language

According to the Norwegian Accounting Act § 3-4, third paragraph shall "*the directors' report and annual accounts ... be in Norwegian. The Ministry can in an individual decision decide that the directors' report and/or annual accounts may be in another language*".

Postal address P.O. Box 9200 Grønland 0134 Oslo For elektronisk henvendelse se www.skatteetaten.no	Visiting address See www.skatteetaten.no Org. nr: 996250318	Telephone 800 80 000 Telefax 22 17 08 60
--	--	---



Ot. prp. nr. 42 (1997-1998) About Act about annual accounts etc.. says the following about the purpose of the Accounting Act. refer section 1.1:

“The aim of the Government with respect to the Accounting Act is that it shall contribute towards providing informative accounts for different users of accounts. The users of accounts include investors and creditors which provide capital for the companies. Other groups include those who have an interest in knowing how the companies are operated, for example employees and the local community. The information to the capital market is an important basis for the correct pricing of financial instruments. The correct pricing of stocks is an important factor in securing the best possible allocation of resources in the economy. High quality accounts will also make it more difficult for market participants to obtain speculative gains as a result of non-publicly available information.”

Hence, one of the main aims of the Accounting Act is to contribute to “informative accounts for different users of accounts”. The users of the accounts will include investors, creditors, employees and the local community.

Hence, it is the view of the Ministry that it is crucial that the question of dispensation from the general rule that the annual accounts and/or directors’ report should be done in Norwegian, not in any significant way deviate from the consideration of users of the accounts.

As mentioned above it is particularly the consideration of the users of the account information which has to be taken into consideration when considering the application for permission. In this assessment, the Directorate of Taxes has emphasized that the company is a Norwegian Branch of a UK company, RCL Cruises Ltd. The company operates in highly international branch, where English is the common languages used. Internal, English is also only language used for reporting purpose. Further, it is emphasized that non in the Board of directors speaks Norwegian.

We kindly request you to mention “our reference” in all written communication with The Norwegian Tax Authorities.

Best regards

Rune Tystad
Senior Adviser
Legal Department
Directorate of Taxes

Torstein Kinden Helleland



Registered no.: 996217957

RCL CRUISES LTD

**Norway Branch accounts
for the year ended 31 December 2022**



RCL Cruises Ltd-Norway branch

Registered no: 996217957

**Annual report and financial statements for the year ended
31 December 2022**

Contents

	Page
Branch details	3
Branch report	4
Independent auditors' report	7
Profit and loss account	9
Balance sheet	10
Statement of cash flows	12
Notes to the financial statements	13



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Branch details

Registered office

Vollsveien 19
N-1366 Lysaker
Norway

Independent auditors

PricewaterhouseCoopers AS
Dronning Eufemias gate 71
N-0194 Oslo
Norway

Bankers

J P Morgan Chase Bank
1 Chaseside
Bournemouth
BH7 7DA
United Kingdom

Nordea Bank Norge ASA
Middelthuns gate 17
0368 Oslo
Norway



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Branch report for the year ended 31 December 2022

Principal activities

Throughout 2022 and 2021, the Norway branch (the 'Branch') served as a sales and marketing agent for RCL Cruises Ltd and Royal Caribbean Cruises Ltd ('RCL').

Directors

The directors who held office during the year and up to the date of signing these financial statements were:

M Kasselas
RG Marshall
B Bouldin
J Rzymowska
L Landis

Results for the year

The Branch's profit for the year was NOK'000 1,585 (2021: profit NOK'000 484). Net cash flow provided (2021: utilised) by operations was NOK'000 9,843 (2021: NOK'000 3,975).

Principal risks and uncertainties

The management of the business and the execution of the Branch's strategy are subject to a number of risks which include:

Market risk:

- adverse worldwide economic, geopolitical or other conditions would reduce the demand for cruises,
- changes in the strategy of RCL Cruises Ltd to market and sell cruises through the Branch,
- failure to develop the value of RCL's brands and differentiate its products,
- the impact of tax and environmental laws and regulations affecting the Company's business,
- the impact of changes in other laws and regulations affecting the Company's business,
- vacation industry competition including travel agent and marketing agency competition in the cruise vacation industry,
- changes in the cruise vacation industry capacity and the potential for industry overcapacity,
- major reductions in commercial airline services, or increases in the price of flights, undermining the ability to provide reasonably priced vacation packages,
- incidents involving cruise ships, particularly those relating to the health and safety of passengers, leading to negative publicity and a lower demand for cruising,
- reduced consumer demand for cruises as a result of any number of reasons, including geo-political and economic uncertainties, armed conflict, fears of terrorist or pirate attacks, the spread of contagious diseases and the resulting concerns over safety and security aspects of travelling,
- the impact of changes or disruptions to external distribution channels for guest bookings as a result of the economic downturn,
- the volatility in foreign exchange rates and its impact on sales revenues,
- the impact of changes in operating costs,
- unusual weather conditions and other natural disasters.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Branch report for the year ended 31 December 2022

Credit and liquidity risk:

The Branch, as a member of the RCL Group, only provides services to other RCL Group companies. Therefore management believes that the Branch in isolation has limited exposure to credit and liquidity risk. However, the Branch is indirectly exposed to the same credit and liquidity risks as the RCL Group. Refer to RCL's Annual Report on Form 10-K for a discussion of these risks.

The above examples are not exhaustive and new risks emerge from time to time.

Working environment and employees

The working conditions in the Branch are considered to be good. Based on an average 7.5 hour working day (2021: 7.5 hours) 810 hours (2021: 97,5) were lost due to sickness, which represents 3.9% (2021: 0.5%) of the total hours worked during the year. There were no incidents resulting in material damage or personal injury in the workplace.

Equal opportunities

The Branch is an equal opportunities employer. The nature of the Branch's business, being that of travel industry sales and marketing, is one in which there is a preponderance of females, particularly in the reservations call-centre and administrative functions. The ratio of male: female at the non-managerial level is 26%:74% (2021: 22%:78%) and at the managerial level is 32%:68% (2021: 62%:38%). The Branch adheres to the Norwegian laws on both Discrimination and Discrimination & Accessibility.

Allocation of net profit

The directors have proposed that the profit for the year amounting to NOK'000 1,585 be allocated to retained earnings.

External environment

As the Branch provides sales and marketing agent services only, its impact on the environment is minimal.

Covid – 19

As a result of the global pandemic impact of COVID-19, the Group suspended its global cruise operations in March 2020 and began resuming guest cruise operations in 2021, with its full fleet in service by June 2022. 2022 was a transitional year with numerous accomplishments. The Group started 2022 by operating 51 ships and successfully completed the return of its entire fleet into operations during the second quarter. By the end of December 2022, the Group achieved close to 100% of worldwide capacity. In 2023, the Group expect its capacity to increase by 14% compared to 2019.

However, the resulting effects of the COVID-19 pandemic continue to have a material negative impact on the Group's operating cash flows and liquidity. The Group continue to prioritise its financial recovery and the further enhancement of its financial results and liquidity. The Company continues to identify and evaluate further actions to maintain adequate liquidity.

Going concern

The Branch meets its day-to-day working capital requirements through its cash flows from operations and from continuing support from the parent company, Royal Caribbean Cruises Ltd ("RCL"). In light of the Group's business disruptions as a result of the COVID-19 outbreak, starting in March 2020 through to the second half of 2022, management has performed its assessment of the going concern assumption. The Company has received formal confirmation from its parent company that it will provide financial support as necessary to the Company for a period of at least 12 months from the date of signing its financial statements, to ensure the Company is able to meet its obligations as they fall due.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Branch report for the year ended 31 December 2022

Going concern (continued)

As a result of the global pandemic impact of COVID-19, the Group suspended its guest cruise operations in March 2020 and began resuming guest cruise operations in 2021, with its full fleet in service by June 2022. The Group started 2022 by operating 51 ships and successfully completed the return of its entire fleet into operations during the second quarter. By the end of December 2022, the Group achieved close to 100% of worldwide capacity.

The COVID-19 pandemic has had and continues to have a material negative impact on the Company's and the Group's operating cash flows and liquidity. As a result, the Group has taken proactive measures to manage its liquidity, including issuing debt and shares of its common stock, amending credit agreements and refinancing \$6.9 billion of 2022 and 2023 maturities. During the year ended December 31, 2022, it executed and amended various financing arrangements which resulted in the issuance of \$1.0 billion senior unsecured notes and \$1.25 billion of senior unsecured notes due in 2027; \$1.00 billion senior guaranteed notes and \$1.00 billion senior secured notes due in 2029; \$1.15 billion of convertible notes due in 2025 and it extended its \$0.6 billion unsecured term loan to 2024. In addition, it assumed debt to finance the delivery of ships resulting in unsecured term loans of \$1.3 billion and \$0.7 billion due in twelve years and \$277 million due in 2037.

In January 2023, the Group extended the maturities of \$2.3 billion of its existing unsecured revolving credit facility commitment to April 2025. Additionally, in February 2023, the Group issued \$700 million senior guaranteed notes due in January 2030.

The Branch management and RCL Cruises Ltd UK have a reasonable expectation that the Group has sufficient financial resources to continue in operation and provide any financial support needed by the Company for the foreseeable future. The Company therefore continues to adopt the going concern basis in the preparation of these financial statements.

However, there is no assurance the estimates and assumptions of the Group's future liquidity requirements will be realised, and actual results could vary materially. This indicates the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern.

Oslo, 7 July 2023



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Independent auditors' report



RCL Cruises Ltd-Norway branch

Registered no: 96217957



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Profit and loss for the year ended 31 December 2022

	Notes	Year ended 31 December 2022 NOK'000	Year ended 31 December 2021 NOK'000
Revenue	2	<u>32,380</u>	<u>25,074</u>
Sales and marketing expenses		(5,662)	(4,137)
Payroll expenses	3	(8,506)	(5,783)
Depreciation of fixed assets		(36)	(215)
Other operating expenses		<u>(15,594)</u>	<u>(13,231)</u>
Total operating expenses		<u>(29,798)</u>	<u>(23,366)</u>
Operating profit		2,582	1,708
Interest received	4	12	10
Interest paid	5	(25)	(17)
Other financial expenses		<u>(488)</u>	<u>(929)</u>
Profit before tax		2,081	772
Income tax expense	7	(496)	(288)
Profit for the year		<u>1,585</u>	<u>484</u>
Allocation of profit for the year:			
Allocation to retained earnings	10	<u>1,585</u>	<u>484</u>

The accompanying notes are an integral part of these financial statements.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Balance sheet as at 31 December 2022

		As at 31 December 2022	As at 31 December 2021
	Notes	NOK'000	NOK'000
Assets			
Non current assets			
Tangible fixed assets	6	14	50
Deferred tax assets	7	136	632
Total non current assets		<u>150</u>	<u>682</u>
Current assets			
Trade debtors		1,199	1,984
Intercompany debtors	8	3,895	13,863
Prepaid expenses and other current assets		5,110	1,463
Income tax receivable		-	-
Total current assets		<u>10,204</u>	<u>17,310</u>
Cash and bank deposits	9	11,829	1,986
Total current assets		<u>22,033</u>	<u>19,296</u>
Total assets		<u>22,183</u>	<u>19,978</u>
Branch Capital	10	7,426	5,841
Total Branch Capital		<u>7,426</u>	<u>5,841</u>
Liabilities			
Current liabilities			
Trade creditors		1,162	2,120
Income tax creditor	7	-	1,497
Payroll tax creditor		816	711
Other current liabilities	11	12,779	9,809
Total current liabilities		<u>14,757</u>	<u>14,137</u>
Total branch capital and liabilities		<u>22,183</u>	<u>19,978</u>



RCL Cruises Ltd-Norway branch

Registered no: 96217957

The accompanying notes are an integral part of these financial statements.

Oslo, 7 July 2023

Karen Tucker



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Statement of cash flows for the year ended 31 December 2022

	Notes	Year ended 31 December 2022 NOK'000	Year ended 31 December 2021 NOK'000
Cash flow from operations			
Profit before taxation		2,081	772
Net of taxes (paid) and tax refunds received		(1,497)	(118)
Depreciation of fixed assets		36	215
Decrease in trade debtors		785	7,933
Fixed asset acquisitions		-	-
Decrease / (increase) in net intercompany balances	8	9,968	(3,391)
Decrease in trade creditors		(958)	(8,331)
Decrease in net other liabilities		(572)	(1,055)
Net cash flow provided / (utilised) by operations		9,843	(3,975)
Net increase / (decrease) in cash and bank deposits		9,843	(3,975)
Cash and cash equivalents at the beginning of the year		1,986	5,961
Cash and cash equivalents at the end of the year	9	11,829	1,986
Specification of cash and cash equivalents at the end of the year			
Cash and bank deposits	9	11,829	1,986

The accompanying notes are an integral part of these financial statements.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Notes to the branch accounts

1 Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with the Norwegian Accounting Act and Norwegian Generally Accepted Accounting Principles for small enterprises.

Revenue

In 2022, the revenue was earned based on the business expenses incurred by the Branch which was charged on a cost-plus basis.

In addition, the Branch received management fees for other services it provided to RCL Cruises Ltd and RCL which were also charged on a cost-plus basis. These other services included marketing services.

Advertising costs

Advertising costs are expensed as incurred, except for costs that result in tangible assets, such as brochures, which are treated as prepaid expenses and charged to expense as consumed. Advertising costs consist of media advertising as well as brochure, production and direct mail costs.

Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and provision for impairment. Cost includes the original purchase cost, together with any directly attributable costs bringing the asset into working condition for its intended use. Depreciation is calculated so as to write off the cost less the estimated residual value of tangible fixed assets using the straight-line method over their expected useful economic life, which are re-assessed periodically, as follows:

Leasehold improvements	Shorter of remaining lease term or useful life
Fixtures, fittings and equipment	5 years
Office equipment	3 years

Current assets and current liabilities

Current assets and current liabilities comprise of items due within one year.

Trade receivables are recognised initially at fair value. A provision for impairment of trade receivables is established when there is objective evidence that the Branch will not be able to collect amounts due according to the original terms of the receivables.

Taxation

The tax expense for the period comprises of current and deferred tax.

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date in the countries where the Branch operates and generates taxable income.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Notes to the branch accounts

1 Accounting policies (continued)

Taxation (continued)

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements on an undiscounted basis. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Foreign currency translation

The majority of the Branch's expense transactions are settled in Norwegian krone and revenue transactions are settled in United States dollars. Any gains or losses related to foreign currency translations are taken to the profit and loss account in the period in which they arise.

Pensions

The Branch contributes to defined contribution schemes in respect of certain of its employees. The pension charge in respect of the defined contribution schemes represents the amount payable by the Company in the year.

Cash flow statement

The cash flow statement has been prepared using the indirect method. Cash and cash equivalents include cash and bank deposits with maturities of less than 90 days.

Leases

Leases in which a significant portion of the risks and rewards of ownership were retained by the lessor were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to the profit and loss account on a straight line basis over the period of the lease.

Share-based payments

Employees of the Branch participated in share option and restricted share unit plans operated by RCL. Compensation expense was measured and recognised at the estimated fair value of employee stock awards. Compensation expense for awards and the related tax effects are recognised as they vest. The charge under the plan was accounted for by the Branch's ultimate parent company, RCL, and was recharged to the Branch.

Going concern

The Branch meets its day-to-day working capital requirements through its cash flows from operations and from continuing support from the parent company, Royal Caribbean Cruises Ltd ("RCL"). In light of the Group's business disruptions as a result of the COVID-19 outbreak, starting in March 2020 through to the second half of 2022, management has performed its assessment of the going concern assumption. The Company has received formal confirmation from its parent company that it will provide financial support as necessary to the Company for a period of at least 12 months from the date of signing its financial statements, to ensure the Company is able to meet its obligations as they fall due.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Notes to the branch accounts

Going concern (continued)

As a result of the global pandemic impact of COVID-19, the Group suspended its guest cruise operations in March 2020 and began resuming guest cruise operations in 2021, with its full fleet in service by June 2022. The Group started 2022 by operating 51 ships and successfully completed the return of its entire fleet into operations during the second quarter. By the end of December 2022, the Group achieved close to 100% of worldwide capacity.

The COVID-19 pandemic has had and continues to have a material negative impact on the Company's and the Group's operating cash flows and liquidity. As a result, the Group has taken proactive measures to manage its liquidity, including issuing debt and shares of its common stock, amending credit agreements and refinancing \$6.9 billion of 2022 and 2023 maturities. During the year ended December 31, 2022, it executed and amended various financing arrangements which resulted in the issuance of \$1.0 billion senior unsecured notes and \$1.25 billion of senior unsecured notes due in 2027; \$1.00 billion senior guaranteed notes and \$1.00 billion senior secured notes due in 2029; \$1.15 billion of convertible notes due in 2025 and it extended its \$0.6 billion unsecured term loan to 2024. In addition, it assumed debt to finance the delivery of ships resulting in unsecured term loans of \$1.3 billion and \$0.7 billion due in twelve years and \$277 million due in 2037.

In January 2023, the Group extended the maturities of \$2.3 billion of its existing unsecured revolving credit facility commitment to April 2025. Additionally, in February 2023, the Group issued \$700 million senior guaranteed notes due in January 2030.

The Branch management and RCL Cruises Ltd UK have a reasonable expectation that the Group has sufficient financial resources to continue in operation and provide any financial support needed by the Company for the foreseeable future. The Company therefore continues to adopt the going concern basis in the preparation of these financial statements.

However, there is no assurance the estimates and assumptions of the Group's future liquidity requirements will be realised, and actual results could vary materially. This indicates the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Notes to the branch accounts

2 Revenue

In 2022, the business model changed, and the revenue was earned based on the business expenses incurred by the Branch which was charged on a cost-plus basis.

In addition, the Branch received management fees for other services it provided to RCL Cruises Ltd and RCL which were also charged on a cost-plus basis. These other services included marketing services.

Revenues by business segment were as follows:

	2022 NOK'000	2021 NOK'000
Sales business	-	-
Marketing services	5,231	2,768
Management and support services	27,149	22,305
	<u>32,380</u>	<u>25,074</u>

3 Payroll expenses, number of employees and remuneration

Payroll expenses	2022 NOK'000	2021 NOK'000
Wages and salaries	6,297	4,274
Social security fees	1,603	1,421
Share-based payments	96	(58)
Pension costs	510	146
	<u>8,506</u>	<u>5,783</u>

Number of employees

The average number of employees during the year was 11 (2021: 10).
Managing Director payroll expense for 2022 amounted to 784k wages.

Auditors' remuneration

In 2022 the Branch incurred no fees for either audit services or for technical and tax services as these costs were charged centrally to Head office costs.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Notes to the branch accounts

4 Interest received

	2022 NOK'000	2021 NOK'000
Intercompany interest	7	10
Bank interest	5	-
	<u>12</u>	<u>10</u>

5 Interest paid

	2022 NOK'000	2021 NOK'000
Other interest	25	17
	<u>25</u>	<u>17</u>

6 Tangible fixed assets

	Leasehold improvements NOK'000	Furniture and fixtures NOK'000	Office equipment NOK'000	Total NOK'000
Cost as at 01.01.2022	158	3,208	572	3,938
Additions in year	-	-	-	-
Cost as at 31.12.2022	<u>158</u>	<u>3,208</u>	<u>572</u>	<u>3,938</u>
Accumulated depreciation as at 31.12.2022	<u>(158)</u>	<u>(3,208)</u>	<u>(558)</u>	<u>(3,924)</u>
Net book value as at 31.12.2021	-	-	14	14
	linear	linear	linear	linear
Depreciation in the year	7	-	29	36
Useful lifetime	Shorter of useful life or remaining lease term	5	3	



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Notes to the branch accounts

7 Taxation

	2022 NOK'000	2021 NOK'000
Basis for deferred tax assets		
Temporary Differences		
Assets	(223)	(289)
Gain and loss account	(125)	(157)
Accruals and provisions	-	(2,428)
Net temporary differences	(348)	(2,874)
Tax losses carried forward	(271)	-
Basis for deferred tax	(619)	(2,874)
Deferred tax assets in the financial statements	(136)	(632)
Taxable income basis		
Profit before tax	2,081	772
Permanent differences	173	538
Change in temporary differences (basis for deferred tax assets)	(2,525)	2,458
Taxable (loss) / income (basis of current tax liability)	(271)	3,768
Breakdown of income tax expense		
Current tax	-	829
Change in deferred tax assets	496	(541)
Income tax expense	496	288
Reconciliation of the tax expense		
Profit before taxes	2,081	772
Calculated tax at 22%	458	170
Tax expense	496	288
Difference	38	118
Difference due to		
Tax of permanent differences	38	118
Change in deferred tax due to change in tax rate	-	-
Other differences	-	-
Total of explained differences	38	118
Taxes payable in the balance sheet		
Tax payable in the tax charge	-	1,497



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Notes to the branch accounts

8 Related party transactions

The Branch sells cruises operated by RCL group companies, which include RCL and RCL Cruises Ltd and provides associated services. The Branch earns revenue from these group companies in relation to these services.

Interest, computed on estimated market terms, is applied on the net intercompany balances outstanding between the Branch and other RCL group companies which include RCL Cruises Ltd, RCL and RCL Investments Ltd.

The following transactions have taken place with related parties:

Intercompany debtors

	2022 NOK'000	2021 NOK'000
At 1 January	13,863	10,472
Net (paid)/invoiced during the year	(9,975)	3,381
Interest charged	7	10
At 31 December	3,895	13,863

Intercompany debtors represent amounts due for sales and associated services provided to RCL group companies, as well as cash received from customers for sales of cruises on behalf of RCL group companies and deposited with RCL Cruises Ltd, less any cash used to settle intercompany creditors.

9 Cash and bank deposits

	2022 NOK'000	2021 NOK'000
Restricted bank deposits for payroll taxes	1,111	1,033
Unrestricted cash and bank deposits	10,718	953
	11,829	1,986

10 Branch Capital

	Branch Capital	Total Branch Capital
Branch Capital 01.01.2022	5,841	5,841
Profit for the year	1,585	1,585
Branch Capital 31.12.2022	7,426	7,426

Branch Capital effectively represents a balance with the legal entity RCL Cruises Ltd.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Notes to the branch accounts

11 Other current liabilities

	2022 NOK'000	2021 NOK'000
Volume incentive commission accrual	2,943	860
Other accruals	9,836	8,582
Deferred revenue	-	367
	<u>12,779</u>	<u>9,809</u>

12 Pension schemes

Defined contribution scheme

The Company contributes to defined contribution pension schemes for the benefit of certain of its employees. These schemes require contributions to be made into independently administered funds. Contributions to these funds are charged to the profit and loss account in the year in which they become payable under the rules of the schemes. The amount charged to the profit and loss account in the year was NOK '000 510.

13 Guarantees and loan responsibilities

The Branch had no independent guarantees or loan responsibilities as at 31 December 2022. As of 31.12.2022 the company had submitted a guarantee to Reisesgarantifondet for 25 MNOK and to IATA for 3 MNOK. These guarantees were backed by a counter guarantee by the Mother Company and ultimately not belonging to RCL Cruises LTD Norway.

14 Share-based payments

RCL operates two share-based compensation plans, which provide for awards to employees of subsidiary companies, including the Branch, as well as to officers, directors and key employees of RCL, namely the 2000 Share Award Plan and the 2008 Equity Plan. The plans provide for the issuance of (i) incentive and non-qualified share options, (ii) share appreciation rights, (iii) share awards (including time-based and/or performance share awards) and (iv) restricted share units. Share options and restricted share units generally vest in equal instalments over four to five years respectively from the date of grant. Generally, share options and restricted share units are forfeited if the participant ceases to be a director or employee before the shares vest. Share options, which are equity settled, are granted at a price not less than the fair value of the shares on the date of grant and expire not later than ten years after the date of grant.

Fair values

The fair value of each share option grant was estimated on the date of grant using the Black-Scholes option pricing model. The estimated fair value of share options, less estimated forfeitures, was amortised over the vesting period using the grade-vesting method. RCL did not issue any share options in 2022 or 2021.

Although the share awards are granted by RCL, the costs relating thereto are borne by the employing company.



RCL Cruises Ltd-Norway branch

Registered no: 96217957

Notes to the branch accounts

15 Ultimate parent company

RCL Cruises Ltd Norway Branch is a branch of RCL Cruises Ltd, a company incorporated in the United Kingdom. The registered office of RCL Cruises Ltd is 3 The Heights, Brooklands, Weybridge, Surrey, KT13 0NY.

The immediate and ultimate parent undertaking of RCL Cruises Ltd is Royal Caribbean Cruises Ltd. ("RCL"), a company incorporated in Liberia.

RCL is the only parent undertaking to consolidate these financial statements at 31 December 2022. The consolidated financial statements of RCL are available at www.rclcorporate.com or upon written request at: RCL, 1050 Caribbean Way, Miami, Florida 33132, USA.



 Securely signed with Brevio

Annual report

Signers:

Name	Method	Date
Tucker, Karen Louise	BANKID	2023-07-07 15:43

This document package contains:

- Closing page (this page)
- The original document(s)
- The electronic signatures. These are not visible in the document, but are electronically integrated.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.



To the Board of Directors of RCL Cruises Ltd

Independent Auditor's Report

Opinion

We have audited the financial statements of RCL Cruises Ltd - Norway Branch (the Company), which comprise the balance sheet as at 31 December 2022, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates the impacts of the Covid-19 situation, including the unpredictability of the full financial impact of the situation to the Royal Caribbean Cruises Ltd group and to the Company. As stated in Note 1, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Matters

The Company's financial statements have been submitted after the expiry of the statutory time limit for preparation of financial statements.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our

PricewaterhouseCoopers AS, Dronning Eufemias gate 71, Postboks 748 Sentrum, NO-0106 Oslo
T: 02316, org. no.: 987 009 713 MVA, www.pwc.no
Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



opinion on the financial statements does not cover the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the other information. The purpose is to consider if there is material inconsistency between the other information and the financial statements or our knowledge obtained in the audit, or whether the other information appears to be materially misstated. We are required to report if there is a material misstatement in the other information. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Oslø, 7 July 2023
PricewaterhouseCoopers AS

Sjur Holseter
State Authorised Public Accountant