

DEBRAH JACKSON

v

CARNIVAL PLC (ARBN 23 107 998 443)

SETTLEMENT DISTRIBUTION SCHEME

BACKGROUND TO THE SETTLEMENT DISTRIBUTION SCHEME

- A. This document provides a scheme for the distribution of money paid by Carnival PLC (ARBN 23 107 998 443) (P&O) (“the **Respondent**”) in settling the Proceedings (the **Settlement Distribution Scheme**).
- B. Subject to approval of the Court pursuant s 33V of the *Federal Court Act 1976* (Cth) (the **Act**), the Applicant, Debrah Jackson has agreed to settle the Proceeding on her own behalf and on behalf of all Group Members for the Settlement Sum.
- C. The Applicant has incurred legal costs and disbursements in conducting the Proceedings.
- D. Costs will also be incurred in administering this Scheme.
- E. This Settlement Distribution Scheme provides for:
 - (a) deductions from the Settlement Sum of the Applicant’s Costs as approved by the Court, Administration Costs associated with the administration of the Settlement Distribution Scheme and other costs; and
 - (b) distribution to Registered Group Members of the net amount remaining following such deductions.

OPERATIVE PART

A. DEFINED TERMS

- 1. The following definitions apply unless the context requires otherwise:

Act means *Federal Court Act 1976* (Cth).

Adjusted Settlement Sum means Settlement Sum less the Applicant’s Costs, Administration Costs and other expenses approved by the Court.

Administration Costs means the expense of and incidental to the administration of the Scheme incurred by the Administrator in an amount approved by the Court in the Approval Order.

Administrator means the person or persons that will administer this Settlement Distribution Scheme as provided for in clause 9.

Applicant means Debrah Jackson, the Applicant in the Proceedings.

Applicant’s Costs means the Applicant’s legal costs and disbursements incurred by the Applicant in conducting the Proceedings, in the amount approved by the Court in the Approval Order

Applicant's Reimbursement Payment means the amount of no more than \$2,000 as approved by the Court in the Approval Order, payable to the Applicant in recognition of time and inconvenience occasioned by the Applicant as acting as Applicant in the Proceedings.

Approval Date means that date which is one business day after Exhaustion of the Appeal Date.

Approval Orders means an Order by the Court approving the settlement of the Proceedings substantially in accordance with this Settlement Distribution Scheme pursuant to section 33V of the Act.

ASOC means the Amended Statement of Claim filed by the Applicant in the Proceedings on 9 August 2023.

Court means the Federal Court of Australia.

Deed means the Deed of Settlement between the Applicant and the Respondent dated 31 October 2024.

Distribution Statement means a notice provided in accordance with clause 19 herein.

Approval Date means the date upon which the Settlement Distribution Scheme is approved by the Court as defined in clause 8.6 of the Deed.

Exhaustion of the Appeal Date means:

- (a) if within the applicable appeal period after at the Approval Orders is made, there has been no appeal from the Approval Orders and no other proceeding otherwise challenging the validity of the Approval Orders has been commenced – the date which is the day after the last day of the applicable appeal period; or
- (b) if within the applicable appeal period after the Approval Orders is made, there has been an appeal commenced from the Approval Orders or a proceeding otherwise challenging the validity of the Approval Orders – the first to occur of:
 - (i) the date on which the appeal or proceeding is discontinued, dismissed or otherwise disposed of in a manner or circumstance or circumstances in which no further appeal is possible; or
 - (ii) the period for bringing any further appeal in respect of the earlier appeal or judgment expires without any further appeal being commenced.

Final Approval Date means the first business day following the Exhaustion of the Appeal Date.

Final Settlement Entitlement means the adjusted settlement sum divided by the total number of Registered Group Members.

Group Members means the Applicant and all group members as defined in paragraph 7 of the Amended Statement of Claim who have not opted out of the Proceedings.

CCL means Carter Capner Law who are the solicitors for the Applicant in the Proceeding.

Registration Deadline means the date that Group Members must provide all the information as requested by the Administrator.

Registered Group Member means the Applicant and all other Group Members who have not opted out of the Proceeding and have registered to participate in this Settlement Distribution Scheme in accordance with the requirements set by the Administrator.

Respondent means Carnival PLC (ARBN 23 107 998 443) (P&O).

Proceedings means the class action proceeding commenced by the Applicant on 4 May 2023 in the Federal Court of Australia at Brisbane with proceeding number QUD 183 of 2023, being the claim for compensation, damages and other relief on the facts and causes stated in the Originating Application filed on 4 May 2023 and the Amended Statement of Claim filed on 9 August 2023.

Registration Date is the date two weeks after the date on which the Administrator sends out a Settlement Confirmation and Registration Notice in accordance with the Settlement Distribution Scheme

Review is defined in clause 28 hereto.

Review Determination is defined in clause 31 hereto.

Settlement Distribution Scheme means this Settlement Distribution Scheme.

Settlement Confirmation and Registration Notice is the notice which is Annexure "A" hereto.

Settlement Distribution Fund means the Settlement Sum (together with any interest accrued thereon) paid by the Respondent to the Applicant's solicitor CCL (together with any interest accrued thereon) less any deductions made from it as permitted by the Court in the Approval Orders.

Settlement Entitlement means the individual entitlement of a Registered Group Member.

Settlement Sum means the sum of two million four hundred and sixteen thousand Australian dollars (\$2,416,000.00), inclusive of interest, legal costs and other payments payable by the Respondent to settle the Proceedings.

2. Terms defined in the Deed have the meaning set out in the Deed, unless this Settlement Distribution Scheme otherwise provides, or the context otherwise provides.
3. The following rules apply unless the context requires otherwise.
 - (a) Headings are for convenience only and do not affect interpretation.
 - (b) Mentioning anything after includes, including, for example, or similar expressions, does not limit what else might be included.
 - (c) Nothing in this document is to be interpreted against a party solely on the ground that the party put forward this document or a relevant part of it.
 - (d) The singular includes the plural, and the converse also applies.
 - (e) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
 - (f) A reference to a clause is a reference to a clause in this document unless stated otherwise.
 - (g) A reference to an agreement, deed or document (including a reference to this document) is to the agreement or document as amended, supplemented, novated or repealed, except to the extent prohibited by this document or that other agreement or document, and includes the recitals, schedules and annexures to that agreement or document.
 - (h) A reference to writing includes any method of representing or reproducing words, figures, drawings or symbols in a visible and tangible form.
 - (i) A reference to a party to a deed, agreement or document includes the party's successors, permitted substitutes and permitted assigns (and, where applicable, the party's legal personal representatives).
 - (j) A reference to legislation or to a provision of legislation includes an amendment or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
 - (k) A reference to a right or obligation of any two or more people comprising a single party confers that right, or imposes that obligation, as the case may be, on each of them severally and each two or more of them jointly. A reference to that party is a reference to each of those people separately (so that, for example, a representation or warranty by that party is given by each of them separately).
 - (l) All references to time are to Australian Eastern Standard time.
 - (m) A reference to dollars or \$ is to Australian dollars.

B. OVERVIEW OF THE SETTLEMENT DISTRIBUTION SCHEME

I The Settlement Sum

4. The Settlement Sum, together with any interest accrued on it from time to time and less any deductions made in accordance with the Approval Orders, will be referred to as the “**Settlement Distribution Fund**”.
5. The Settlement Sum was agreed to by the Applicant as an appropriate settlement amount having regard to the risks of litigation, including the prospects of any appeals from any successful outcome in the initial trial, the likely time for recovery by Group Members if the litigation were to proceed to its conclusion (including any time it would take to establish individual Group Member claims after a successful outcome in the initial trial), the costs of the Proceedings and the defences filed by the Respondent.

II Distribution of the Settlement Distribution Fund

6. Distribution of the Settlement Distribution Fund pursuant to this Settlement Distribution Scheme is subject to the Court making order pursuant to s 33V of the Act approving the terms of this Settlement Distribution Scheme and the Deed (**Approval Orders**).
7. Subject to the Approval Orders, the distribution of the Settlement Distribution Fund pursuant to this Settlement Distribution Scheme will proceed as follows:
 - (a) An Administrator will be appointed as the person responsible for administering the Settlement Distribution Scheme in accordance with clause 9;
 - (b) the Administrator will distribute and publish a Settlement Confirmation and Registration Notice in accordance with clause 19 below which will notify Group Members that the settlement has been approved and set out the method for registration (if required) in order for a Group Member to partake in the settlement. The method for the distribution and publication of the Settlement Confirmation and Registration Notice is also set out in clause 19;
 - (c) if practicable prior to any other distributions from the Settlement Distribution Fund the Administrator will distribute the following:
 - (i) the Applicant’s Costs;
 - (ii) the Applicant’s Reimbursement Payment;

- (iii) the costs of the administration as they fall due and to a maximum amount as order by the Court in the Approval Orders;
 - (d) the remainder of the Settlement Distribution Fund will then be distributed on a pro rata basis between the Register Group Members.
- 8. The above is intended to be an overview only of the Settlement Distribution Scheme and should be read in conjunction with this document as a whole.

C. ADMINISTRATOR

- 9. The Settlement Distribution Scheme will be administered by Mr Peter Carter of CCL (the **Administrator**).
- 10. The Administrator will fulfil his obligations under this Settlement Distribution Scheme in the interests of all Group Members who are entitled to payment under the Settlement Distribution Scheme.
- 11. Following the Exhaustion of the Appeal Date:
 - (a) the Respondent must within 7 days of the Final Approval Date make payment of the Settlement Sum to CCL to be held on trust and distributed in accordance with this Settlement Distribution Scheme; and
 - (b) the monies paid by the Respondent to CCL shall comprise the Settlement Distribution Fund.
- 12. CCL shall:
 - (a) hold the Settlement Distribution Fund for the Administrator and in trust for the Registered Group Members and others entitled to payment until it is to be distributed; and
 - (b) distribute the Settlement Distribution Fund in accordance with directions from the Administrator.
- 13. The Administrator:
 - (a) is responsible for administering and distributing the monies in the Settlement Distribution Fund;
 - (b) may act by delegates appointed by the Administrator subject to the Administrator first obtaining from each such delegate an acknowledgement in writing that such person is to be bound to the obligations and duties set out herein as if that person was the Administrator;
 - (c) will act fairly in the interests of all Participating Group Members;
 - (d) must act independently;

- (e) must perform obligations conscientiously;
 - (f) may obtain legal advice;
 - (g) may engage third party service providers including, but not limited to, accountants, lawyers, tax advisers, registry service providers and mailing houses;
 - (h) may obtain advice in respect of tax matter arising from the administration of, and making payments from, the Settlement Distribution Funds;
 - (i) will determine the settlement entitlements in accordance with the Settlement Distribution Scheme;
 - (j) will make payments in accordance with the Settlement Distribution Scheme including to Registered Group Members as expeditiously as possible;
 - (k) insofar as is consistent with this Settlement Distribution Scheme, is authorised to make decisions that, in the Administrator's sole discretion, ultimately benefit the body of the Participating Group Members as a whole.
14. If the Administrator retires or is unable to act at a given time so as to leave the Settlement Distribution Scheme without an Administrator (**Retired Administrator**), the Retired Administrator must refer the matter of appointing a replacement administrator to the Court.
15. A Retired Administrator and Carter Capner Law must do all things necessary to promptly transfer legal title of:
- (a) the Settlement Distribution Fund; and
 - (b) any other property held on trust subject to the terms of this Settlement Distribution Scheme
- to the person or persons who are appointed as a replacement Administrator by the Court.
16. Notwithstanding anything elsewhere in this Settlement Distribution Scheme, the Administrator may at any time correct any error, slip or omission occurring during the course of the administration of this Settlement Distribution Scheme.
17. The Administrator may charge his costs for undertaking the Administration of the Settlement Distribution Scheme which cannot exceed the capped amount specified in clause 23(c).
18. The Administrator will charge an hourly rate as follows up to a maximum amount approved by the Court.

C. GROUP MEMBERS REGISTRATION AND VERIFICATION

19. Within 7 days of the date of the Approval Date the Administrator will take all reasonable steps to send a notice in the form of Annexure "A" hereto (**Settlement Confirmation and Registration Notice**) to Group Members. The Distribution of the Settlement Confirmation and Registration Notice is to be:
- (a) sent in the same manner as that ordered by the Court for the distribution in paragraph 2(a) of the order made on 1 November for distribution of the Notice of Proposed Settlement;
 - (b) made available for access by Group Member at the website www.pacificariaaction.com.au

Further, within 7 days of the date of the Approval Date the Administration shall cause to be advertised in the Courier Mail one advertisement in the form and manner (or substantially in the form and manner) as attached hereto and marked with the letter "B".

20. If a Group Member has already registered with CCL then they do not have to undertake the registration process again.
21. To be eligible to make a claim on the Settlement Distribution Fund, Group Members must be registered. Unregistered Group Members must within 28 days of the date of the Approval Orders, register in the manner provided by the Administrator.
22. Further in accordance with the Settlement Confirmation and Registration Notice, Registered Group Members may be required or requested to provide additional information to the Administrator including bank details so that payment may be made directly into their account.

E. SETTLEMENT DISTRIBUTION

23. Prior to any distribution from the Settlement Distribution Fund to Registered Group Members, the Administrator will make or cause to be made the following payments from it:
- (a) to CCL, on the Final Approval Date the Applicant's Costs as approved by the Court;
 - (b) to the Applicant, on the Final Approval Date the Applicant's Reimbursement Payment; and
 - (c) to the Administrator, as they fall due, the costs associated with the administration of the Settlement Distribution Scheme but, save for some further order by the Court, such payments are not to exceed the amount permitted by the Court for the costs of the administration in the Approval Orders and in any event to be no more than the sum \$100,000 (including the Applicant's Reimbursement Payment).

24. The Settlement Distribution Fund (less any payments referred to above) shall be distributed to Registered Group Members evenly on a pro rata basis.
25. Within 42 days of the Final Approval Date, the Administrator will send a Distribution Statement (**Distribution Statement**) to each Registered Group Member which sets out the following information:
 - (a) confirmation that the person has been approved as a Registered Group Member;
 - (b) the amount of the Settlement Entitlement that will be paid to each Registered Group Member.
26. At the same time as sending out the Distribution Statement the Administrator shall distribute from the Settlement Distribution Fund the Settlement Entitlements to the Registered Group Members.
27. The completion of Distributions pursuant to clause 26 will satisfy any and all rights, claims or entitlements of all Registered Group Members in connection with this Settlement Distribution Scheme and in or arising out of the Proceedings.
28. The Administrator may withhold from the Settlement Distribution Fund and retain the Administration Costs, to the extent that those costs are pending or owing.
29. The Administrator may also withhold from the Settlement Distribution Fund any tax:
 - (a) payable (or reasonably assessed by the Administrator as likely to become payable) by it as trustees and relating to or resulting from its role as Administrator of the Settlement Distribution Scheme; and
 - (b) required to be withheld by them as trustees from any Distributions made from the Settlement Distribution Fund,and in each case the withheld sums must be paid to the relevant revenue authority imposing such tax whether or not pursuant to an assessment or notice issued by the relevant revenue authority.
30. Each of the distributions made herein will be made to the Registered Group Members either by:
 - (a) electronic funds transfer, where bank details are available; or
 - (b) by cheque.If payment is to be made by cheque then the cheque shall be posted with the Distribution Statement.
31. If there are any uncollected amounts and the Administrator determines that the costs associated with making a further distribution to Registered Group Members is excessive, ineffective or disproportionate then the Administrator will pay the

residue in the Settlement Distribution Fund (including the aggregate amount of all uncollected amounts) to the Mission to Seafarers Victoria.

F. GENERAL MATTERS

32. The Administrator may at any time refer any issues arising in relation to the administration of the Settlement Distribution Scheme to the Court for directions.
33. The funds standing from time to time in the Settlement Distribution Fund will be held by the Administrator upon trust for the persons entitled to payments from the Settlement Distribution Fund, and all taxes, duties, levies, charges and other imposts payable in respect of the funds in the Settlement Distribution Fund will be paid from the Settlement Distribution Fund in priority to any distribution to the persons beneficially entitled to the funds.
34. The Administrator is immune from any demand, claim or suit, at law or in equity made, by any Group Member in respect of any loss or damage arising as a result of any payment made by the Administrator in accordance with the terms of this Settlement Distribution Scheme.
35. Each Registered Group Member is responsible for obtaining his or her own taxation or government entitlements advice in respect of the Distribution he or she receives.
36. The Administrator is not obliged to obtain any taxation advice or taxation rulings (class, public or private) concerning any tax potentially payable by a Participating Group Member in respect of Distributions they receive.
37. The time for doing any act or thing under this Settlement Distribution Scheme may be extended by the Administrator in its absolute discretion, or by order of the Court.
38. Where the time for doing any act or thing under this Settlement Distribution Scheme is contingent upon any other act or thing under this Settlement Distribution Scheme, an extension of time for the performance of the prior step will result in a commensurate extension of time for performance of the contingent step (in the exercise of the absolute discretion of the Administrator or by order of the Court).
39. Any notice to be given pursuant to this Settlement Distribution Scheme will be deemed given and received for all purposes associated with this Settlement Distribution Scheme if it is:
 - (a) addressed to the person to whom it is to be given; and
 - (b) either:
 - (i) sent by email to that person's email address; and
 - (ii) delivered or sent by mail to the person's postal address if a postal address has been provided; or

(iii) sent in the manner prescribed by the orders made in the class action on [insert]

40. The Administrator's address and email address will be as set out below unless and until the Administrator notifies the sender otherwise:

**Peter Carter
Carter Capner Law
Level 18
150 Charlotte Street
Brisbane 4000**

**Ph: (07) 3210 3409
E: pcarter@cartercapner.com.au**

Annexure 'A' to the Settlement Distribution Scheme

Notice – Confirmation of Settlement

P&O Pacific Aria Class Action

Date of notice: [Insert]

THE IMPORTANCE OF THIS NOTICE

This notice contains important information regarding the settlement of a representative proceeding (or Class Action) brought against Carnival PLC (ARBN 23 107 998 443) (the **Respondent**).

If you are a group member you have legal rights that are affected by this settlement. Please read this Notice carefully.

On [Insert date] the Federal Court of Australia approved a settlement of **DEBRAH JACKSON v. CARNIVAL PLC** (ARBN 23 107 998 443) (Federal Court of Australia no QUE183/2023 (the Class Action).

The settlement amount is AUD \$2,416,000.00 (**Settlement Sum**). The Court has appointed an Administrator, Peter Carter of Carter Capner Law, to distribute the Settlement Sum to Group Members who are entitled to make a claim.

You are a Group Member if you were a passage on a 7-day cruise operated by the Respondent which departed Brisbane on 5 May 2017 on a ship called "Pacific Aria" (the ship).

You are **not** a Group Member if you have opted out of the proceeding.

A copy of the Amended Statement of Claim which sets out the action against the Respondent and lists the criteria to be a Group Member can be found on the P&O Pacific Aria Class Action website at www.pacificariaclassaction.com.au

The Settlement Sum will be distributed in accordance with a Settlement Distribution Scheme after the deduction of certain costs as set out in the Notice of Settlement Approval by the Court on [insert date] (**Settlement Notice**).

A copy of the Settlement Distribution Scheme, the Settlement Notice and the order by which the Court approved the settlement can be found on the P&O Pacific Aria Class Action website at **www.pacificariaclassaction.com.au**

In order to be entitled to make a claim on the Settlement Sum you must register.

If you have already registered on the P&O Pacific Aria Class Action website at (insert) then you do not have to take any further action at this time. If you are unsure whether you have registered or not, you may check by contacting **Peter Carter** at **(07) 3210 3444**.

If you have not registered to date then in order to be able to claim on the Settlement Sum you must do so. In order to register please go to the P&O Pacific Aria Class Action website at **www.pacificariaclassaction.com.au** and following the directions there for registration. If you have any difficulty or cannot access the website please contact **Peter Carter** on **(07) 3210 3444** or **PandOclassaction@cartercapner.com.au**

Yours faithfully.

Annexure B
PUBLIC NOTICE

PACIFIC ARIA CLASS ACTION

Debrah Jackson v. Carnival PLC t/as P&O Cruises Australia
Federal Court of Australia Proceedings QUD 183 of 2023.

On [insert] the Federal Court of Australia approved a settlement of the Pacific Aria Class Action. You are a group member in that proceeding if you were a passenger on Pacific Aria when it sailed from Brisbane on 5 May 2017.

In order to be entitled to make a claim on the Settlement Sum you must register by [insert date] For details about how to register and further information about the proceedings please see the website [insert].