

**Norwegian Cruise Line Holdings Ltd.
Nominating and Governance Committee Charter**

As of August 2, 2016

The Board of Directors of Norwegian Cruise Line Holdings Ltd. (the “Company”) has adopted this charter (this “Charter”) of the Nominating and Governance Committee (the “Committee”).

I. Purposes

The purposes of the Committee are to assist the Board of Directors in fulfilling its overall responsibilities with respect to (i) identifying qualified individuals to become members of the Board of Directors, consistent with criteria approved by the Board of Directors and recommending to the Board of Directors the nominees for election at each annual general meeting of shareholders, (ii) determining the composition of the Board of Directors and its committees, (iii) overseeing and evaluating the Board of Directors and its committees and (iv) establishing and recommending to the Board of Directors the Company’s corporate governance principles. The Committee is a standing committee of the Board of Directors.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board of Directors from time to time consistent with the Company’s Bye-Laws, as may be amended. The powers and responsibilities delegated by the Board of Directors to the Committee in this Charter or otherwise shall be carried out by the Committee as it deems appropriate without requirement of the further approval of the Board of Directors (including any decision to consult with independent counsel or other advisors), and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s discretion.

II. Organization

A. The Committee will conduct and review with the Board of Directors periodically, but not less than annually, an evaluation of this Charter and recommend any changes to the Board of Directors. The Committee may conduct this Charter evaluation in such manner as the Committee, in its business judgment, deems appropriate. The Committee shall evaluate its performance on an annual basis and establish criteria for such evaluation.

B. The Board of Directors shall determine the size of the Committee, but except as otherwise permitted under the listing standards and applicable rules of The NASDAQ Stock Market LLC (“NASDAQ”), it must consist of no fewer than two members, all of whom must be members of the Board of Directors. One of the members shall serve as the chairperson of the Committee (the “Chairman”). The Board of Directors shall appoint the members and the Chairman. Committee members shall serve for such term or terms as the Board of Directors may determine. The Board of Directors may remove or replace any member of the Committee at any time by the affirmative vote of a majority of the Board of Directors.

C. Each Committee member shall, in the business judgment of the Board of Directors, be affirmatively determined to meet the independence criteria of the rules of NASDAQ.

D. The Committee shall meet periodically, but not less than annually, as necessary to fulfill its responsibilities. Meetings may, at the discretion of the Committee, include members of the management of the Company or any of its subsidiaries, independent consultants, and such other persons as the Committee or its Chairman may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board of Directors is permitted to meet under law or the Company's By-laws. The Committee shall meet as required in order to fulfill its responsibilities and to complete the activities required by this Charter.

E. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present unless there are only two (2) members present, in which case such actions shall require a unanimous vote. If a Committee member with an interest in any matter before the Committee excuses him or herself from participation in the Committee's consideration of such matter such member's absence shall not destroy the quorum for the meeting. The Committee may take any action permitted hereunder by unanimous written consent when deemed necessary or desirable by the Committee or its Chairman.

F. The Committee may determine additional rules and procedures, including designation of a secretary of the Committee or any meeting thereof.

G. The Committee shall keep minutes of all meetings and of all actions taken by the Committee, file such minutes with the Secretary and Assistant Secretary of the Company and make a copy of such minutes available to the Board of Directors.

III. Responsibilities of the Committee

The Committee has general responsibility for issues of corporate governance and matters related to service on the Board of Directors, in each case taking into account applicable laws and regulations.

The Committee shall have the following specific responsibilities:

A. Responsibilities Relating to Board Structure

1. Periodically, but not less than annually, review the size and composition of the Board of Directors as well as establish and periodically evaluate criteria for membership on the Board of Directors, which shall reflect at a minimum any requirements of applicable law, and make recommendations to the Board of Directors with respect thereto. Such criteria may include, among other things, independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, skills, including financial literacy and expertise in the context of the needs of the Board of Directors.

2. Identify qualified individuals and review the qualifications of prospects for Director, including review of candidates suggested by shareholders pursuant to the Company's By-Laws, and recommend to the Board of Directors the nominees to be proposed by the Board of Directors for election as Directors at the Company's annual general meeting of shareholders as well as to fill open seats

between annual general meetings. The Committee shall be responsible for conducting, subject to applicable law, all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's independence.

3. Periodically, but not less than annually, review the Board of Director's policies regarding retirement and tenure in office and recommend changes to the Board of Directors as it may deem necessary.

4. Oversee the evaluation processes of the Board of Directors.

5. Periodically, but not less than annually, review and make recommendations to the Board of Directors with respect to, the size, structure, composition, leadership, criteria for membership and functions of the committees of the Board of Directors and recommend to the Board of Directors members to serve on and as chairperson of each committee after taking into consideration the preferences and qualifications of individual directors and the applicable requirements of NASDAQ and applicable laws.

B. Responsibilities Relating to Corporate Governance

1. Develop and recommend to the Board of Directors for its approval, corporate governance guidelines; periodically, but not less than annually, review such corporate governance guidelines; recommend to the Board of Directors any changes to such guidelines as the Committee may deem necessary; and fulfill the responsibilities assigned to the Committee under the Company's corporate governance guidelines.

2. While it is the responsibility of senior management to assess and manage the Company's exposure to risk and its response to such risk, the Committee shall regularly consider and discuss with management the risks inherent in the Company's corporate governance principles, the Board of Directors and committee structure and composition and the reporting arrangements of the various committees.

3. The Committee shall discuss developments in law and practice relating to corporate governance and shall make recommendations to the Board of Directors regarding such matters, as the Committee determines appropriate.

C. Other Responsibilities

1. Advise and make recommendations to the Board of Directors regarding proposals made by shareholders for inclusion in the Company's annual proxy statement or for consideration at any general meeting of shareholders.

2. The Committee shall review and make recommendations to the Board of Directors regarding the management succession plan, addressing the policies and principles for the Company's executive officers selection and performance review, as well as policies regarding succession in the event of emergency or retirement.

3. Report its activities regularly to the Board of Directors in such manner and at such times as the Committee and the Board of Directors deem appropriate.

IV. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain Director search firms, consultants, outside legal counsel and other advisors as the Committee deems necessary to carry out its duties. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any Director search firms, including the sole authority to approve such search firm's fees and other retention firms. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to search firms, consultants, outside legal counsel and any other advisors retained by the Committee.

V. Subcommittees

The Committee may form and delegate some or all of its authority to subcommittees, comprised of one or more members of the Committee, when it deems appropriate.