DP WORLD LIMITED

GOVERNANCE AND SUSTAINABILITY COMMITTEE

Committee Members:

His Excellency Mohamed Al Suwaidi - Independent Non-Executive Director (Committee Chair)

His Excellency Sultan Al Mansoori - Senior Independent Non-Executive Director

Sir Tim Clark - Independent Non-Executive Director

Secretary:

Faisal Arekat

DP WORLD LIMITED

Governance and Sustainability Committee: Terms of Reference

1. Membership

1.1 The Governance and Sustainability Committee (the "Committee") comprises not less than three directors of the Company, to be selected by the Board. A majority of the members of the Committee should be independent non-executive directors.

1.2 Appointments to the Committee shall be for a period of up to three years which may be extended for two further three-year periods, provided that the majority of the Committee remain independent non-executive directors.

1.3 The Chairman of the Board may also serve on the Committee as a member but not the chair of the Committee.

1.4 If any member of the Committee is unable to act for any reason, the chair of the Committee may appoint any other director of the Company to act as his alternate.

1.5 The chair of the Committee shall be appointed by the Board. In the absence of the chair of the Committee, the remaining members present shall elect one of the independent non-executive members in attendance to chair the meeting.

2. Secretary

The Company Secretary is the secretary of the Committee.

3. Quorum

The quorum for meetings of the Committee is two of its members both of whom must be independent non-executive directors.

4. Attendance at Meetings

No one other than a Committee Member is entitled to attend meetings of the Committee but others may attend by invitation.

5. Frequency of Meetings

Meetings of the Committee are to be held as and when required for the purpose of discharging its duties, and at such other times as the chair of the Committee

shall require. Any of the Committee members may request a meeting of the Committee if he or she considers it necessary, to be arranged by the secretary.

6. Authority

6.1 The Committee is authorised by the Board:

6.1.1 to obtain information it requires from any employee of a Group Company;

6.1.2 to obtain the advice and assistance of any of the Company's executives provided their role in providing such advice and assistance is clearly separated from their role within the business;

6.1.3 to obtain, at the Company's expense, such legal or other independent professional advice as it deems necessary to fulfil its responsibilities; and

6.1.4 to secure the attendance of any person with relevant experience and expertise at committee meetings if it considers this appropriate.

7. Duties and Responsibilities

7.1 The duties of the Committee are:

(A) Governance

7.1.1 to review regularly the Company's corporate governance framework and to make recommendations to the Board with regards to any adjustments that the Committee considers necessary;

7.1.2 to ensure that the Company's corporate governance structure complies with the corporate governance principles applicable to the Company, and the best governance practices;

7.1.3 to keep under review the governance needs of the organisation, with a view to ensuring that the Company implements the highest governance standards;

7.1.4 to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

7.1.5 to review and approve the Company's annual report, including its presentation, design, structure, theme, and content; and

7.1.6 to oversee and approve the Company's stakeholder framework, including the policies, processes and strategy on engagement and interaction with

the Company's stakeholders, which include regulators, partners, employees and investors and other stakeholders who may influence, or be impacted by, the Company's decisions, business and operations.

(B) Sustainability

7.1.7 To set, review, approve and oversee the Company's sustainability strategy and management of environmental, social, and governance ("ESG") matters;

7.1.8 To review and approve the Company's sustainability policies, programmes, targets and performance;

7.1.9 To receive reports on the progress and effectiveness of the Company's sustainability approach, initiatives and activities, including but not limited to, reports from management committees such as the Health & Safety Committee, Women's Council, Charity Committee, and the Human Rights Working Group;

7.1.10 To guide sustainability reporting that prioritises the needs of stakeholders and aligns sustainability to business strategy to ensure meaningful disclosure and strong corporate reputation; and

7.1.11 To review and approve budget for the Company's sustainability activities.

(C) General

7.1.12 to review and approve any governance and sustainability documents or reports issued by the Company;

7.1.13 when required, to make a statement in the annual report about its activities;

7.1.14 to keep under review its own performance, constitution and terms of reference; and

7.1.15 to consider other matters as referred to the Committee by the Board.

8. Reporting Procedures

8.1 The chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and attend the Company's annual general meeting to be available to answer shareholders' questions on the activities of the Committee.

8.2 The secretary shall:

8.2.1 minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance;

8.2.2 ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly; and

8.2.3 promptly circulate minutes of Committee meetings to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

9. Other Matters

9.1 The Committee shall:

9.1.1 have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;

9.1.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

9.1.3 give due consideration to applicable laws, regulations and rules, as appropriate; and

9.1.4 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.