DP WORLD LIMITED

AUDIT AND RISK COMMITTEE

Committee Members:

Mr Amer Abdulrahim Kazim – Independent Non-Executive Director (Committee Chair)

His Excellency Mohamed Al Suwaidi – Independent Non-Executive Director

Ms Iman Al Qasim – Independent Non-Executive Director

Secretary:

Faisal Arekat

Auditors Details:

KPMG
Dubai
Rohit Rajvanshi - rohitrajvanshi@kpmg.com

KPMG Lower Gulf Limited
One Central, Office 5, Level 4
Dubai, United Arab Emirates
Tel: +971 4 356 9500

DP WORLD LIMITED

Audit and Risk Committee: Terms of Reference

1. Membership

1.1 The Audit and Risk Committee (the "Committee") shall comprise of not less than three members, of whom at least two shall be independent non-executive directors.

1.2 The Committee members shall be selected by the Board on the recommendation of the Nominations and Remuneration Committee in consultation with the chairman of the Committee. At least one of the independent non-executive members of the Committee shall have recent and relevant financial experience.

1.3 Appointments to the Committee shall be for a period of up to three years which may be extended by two further three-year periods. The Chairman of the Board shall not be a member 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 independent non-executive director of the Company to act as his alternate.

1.5 The chair of the Committee shall be appointed by the Board and shall be an independent non-executive director. In the absence of the chair of the Committee, the remaining members 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 any two of its members.

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. At least once a year, the Committee must meet the Company's external and internal auditors without any executive directors present.

The external auditors will be invited to attend meetings of the Committee on a regular basis.

5. Frequency of Meetings

Meetings of the Committee are to be held at least four times a year at appropriate times in the reporting and audit cycle. Any of the Committee Members, the Chief Financial Officer or the Company's external auditors or internal auditors 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 investigate any activity within its terms of reference;

6.1.2 to seek any information it requires from any employee of a Group Company and to call any employee to be questioned at a meeting of the Committee as and when required (and all employees are directed to co-operate with any request made by the Committee);

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;

6.1.4 to secure the attendance of other persons at its meetings if it considers this necessary; and

6.1.5 to require the inclusion, in the Company's annual report, of details of any issues that cannot be resolved between the Committee and the Board.

7. Duties and Responsibilities

The duties of the Committee are:

7.1 External Audit

7.1.1 to consider and make recommendations to the Board in relation to the appointment and reappointment of the external auditors and any question of resignation or dismissal of the external auditors and to approve the external auditors' remuneration and terms of engagement. The Committee shall oversee the selection process for new auditors and, if an auditor resigns, the Committee shall investigate the circumstances leading to such resignation and determine whether any action is required;

7.1.2 to discuss with the external auditors before the audit starts the nature and scope of the audit, to ensure co-ordination where more than one firm of auditors is involved and to approve the terms of engagement of the external auditors whether for audit or non-audit services;

7.1.3 to keep under review the scope and results of the audit, the audit fee and the appropriateness of the fee for permitting a thorough audit to be undertaken, taking into consideration relevant professional and regulatory requirements;

7.1.4 to satisfy itself that there are no relationships (such as family, employment, investment, financial or business) between the external auditors and the Company (other than in the ordinary course of business);

7.1.5 to agree with the Board a policy on the employment of former employees of the Company's external auditors, and to monitor the implementation of this policy;

7.1.6 to monitor the external auditor's compliance with relevant ethical and professional guidance on the rotation of external audit partners, the level of fees paid by the Company compared to the overall fee income of the firm and partner and other related requirements;

7.1.7 to assess annually the qualifications, expertise and resources of the external auditors and the effectiveness of the audit process which shall include a report from the external auditors on their own internal quality procedures;

7.1.8 to seek to ensure co-ordination of the external audit function with the activities of the internal audit function;

7.1.9 to consider the risk of the withdrawal of the Company's present auditor from the market;

7.1.10 to keep under review (and assess annually) the independence and objectivity of the auditors taking into account relevant professional and regulatory requirements and the relationship with the external auditors as a whole, including the provision of any non-audit services;

7.1.11 to develop and implement policy on the engagement of the external auditor to supply non-audit services and to keep under review and report to the Board on the returns and extent of non-audit services supplied by the external auditors, identifying any matters in respect of which action or improvement is needed and making recommendations as to the steps to be taken;

7.1.12 to meet regularly with the external auditors, including once at the planning stage before the audit and once after the audit at the reporting stage;

7.1.13 to review the findings of the audit with the external auditors. This shall include, but not be limited to, the following:

(a) a discussion of any major issues which arose during the audit;

(b) any accounting and audit judgements;

(c) level of errors identified during the audit; and

(d) the effectiveness of the audit.

7.1.14 to review:

(a) any representation letters requested by the external auditors before they are signed by management; and

(b) the external auditor's management letter and response to the auditor's findings and recommendations;

7.1.15 to discuss problems and reservations arising from audits and any matters the auditors may wish to discuss (in the absence of executive directors, where necessary).

7.2 Audit Plan

To review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement.

7.3 Financial statements

7.3.1 to review and monitor the integrity of the half-year financial statements and annual accounts, interim management statement, any preliminary results' announcements and reports to shareholders and any other public announcement concerning the Company's financial position, reviewing any significant financial reporting issues and judgements which they contain. The Committee shall also review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of price sensitive information;

7.3.2 the Committee shall review and challenge where necessary:

(1) the consistency of, and any changes to, accounting policies both on a year-on-year basis and across the Company/Group;

(2) the methods used to account for significant or unusual transactions where different approaches are possible;

(3) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditors;

(4) the clarity of disclosure in the Company's financial reports and the context in which statements are made; and

(5) all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to audit and risk management).

7.3.3 to submit the documents referred to in paragraph 7.3.1 to the Board for its approval and to determine what information should be brought to the Board's attention in connection with that submission;

7.4 Internal Audit and Risk Management

7.4.1 to keep under review the adequacy and effectiveness of the Company's financial reporting and internal control policies and procedures and risk management systems and to review any statement on internal control and/or risk management to be included in the directors' report before submission to the Board for its approval;

7.4.2 to monitor, review and approve the internal audit programme in the context of the Company's overall risk management system, ensure co-ordination between the internal and external auditors and ensure that the internal audit function is adequately resourced, has appropriate standing within the Group and is free from management or other restriction;

7.4.3 if applicable, to approve the appointment and removal of the head of the internal audit function and to meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out. In addition the head of internal audit shall be given the right of direct access to the Chairman of the Board and to the Committee;

7.5 Whistleblowing, Compliance and fraud

7.5.1 to review the Company's procedures by which employees and contractors may, in confidence, raise concerns about improprieties in matters of financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action;

7.5.2 to review and oversee the Company's compliance framework, controls, systems and processes, and receive reports on the Company's compliance with the applicable laws and regulations, and the Company's internal policies and processes;

7.5.3 to review the Company's procedures for detecting fraud;

7.5.4 to review the company's systems and controls for the prevention of bribery and receive reports on non-compliance;

7.6 Recommendations, reports and actions

7.6.1 to consider the major findings of internal investigations and management's response;

7.6.2 to make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;

7.6.3 to prepare a report to shareholders on its activities to be included in the Company's annual report;

7.6.4 to review the annual financial statements of any pension funds where not reviewed by the Board as a whole;

7.6.5 to oversee any investigation of activities which are within its terms of reference;

7.6.6 at least once a year, to review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary for Board approval; and

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

8. Reporting Procedures

8.1 The Committee's chairman 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.

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 shall 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

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.