

# Report of the Directors



**Ritva Kassis**  
Group Company Secretary

The Directors present their report and accounts for the year ended 31 December 2016.

The Corporate Governance section, commencing on page 52, and the Audit Committee Report, commencing on page 69, form part of this Directors' Report. Disclosures elsewhere in the Annual Report and Accounts are cross-referenced where appropriate. Taken together, they fulfil disclosure requirements as discussed in the Corporate Governance section, commencing on page 52.

The Strategic Report, commencing on page 8, describes the principal activities, operations, performance and financial position of DP World Limited (the "Company") and its subsidiaries (collectively, the "Group"). The results of the Group are set out in detail in the Consolidated Financial Statements and accompanying notes, commencing on page 80.

The principal subsidiaries, joint ventures and associates are listed on pages 116 to 117.

## Directors

The Directors of the Company as at 31 December 2016 are detailed on pages 52 to 55. These pages contain their biographical details along with the details of their Board Committee memberships.

The Corporate Governance Report, which commences on page 52, includes details of the Board and Committee membership changes that occurred during the financial year ending 31 December 2016.

In accordance with the Company's Articles of Association, all Directors offer themselves annually for re-election at the Annual General Meeting ("AGM"). The Corporate Governance section of this report contains details of the Directors' remuneration and their interests in the Company's shares; this information can be found on page 74.

## Financial Instruments

Details regarding the use of financial instruments and financial risk management are included in the Notes to the Consolidated Financial Statements commencing on page 89.

## Results

The Group's Consolidated Financial Statements for the year ending 31 December 2016 are shown on pages 82 to 87.

## Dividend

The Directors recommend a final dividend in respect of the year ended 31 December 2016 of 38.0 US cents per share, up from 30 US cents in the prior year. Subject to approval by shareholders, the dividend will be paid on 04 May 2017 to shareholders on the Register at close of business on 28 March 2017.

## Events After the Reporting Period

The Group has set up an investment platform by entering into a partnership with Caisse de dépôt et placement du Québec ("CDPQ"), one of North America's largest pension fund managers to invest in ports and terminals globally (excluding the UAE). Effective 19 January 2017, the investment vehicle is seeded with two of the Group's Canadian container terminals, located on the Pacific coast in Vancouver and Prince Rupert, with CDPQ acquiring a 45% stake of the combined assets for \$640 million. The Group will continue to consolidate the results of these two terminals as the control remains with the Group (see note 34 to the financial statements).

## Sustainability

The Group is committed to integrating responsible business practices in all aspects of our operations across our Group. Further information regarding our approach to sustainability is contained in the Sustainability section of this report commencing on page 38. This section of the report outlines our commitment to invest in our people, protect our environment, ensure the highest safety standards and build a vibrant, secure and resilient society.

## Board Diversity

The Company recognises and embraces the benefits of having a diverse Board, and seeks increasing diversity at Board level, which it sees as an essential element in maintaining the Company's competitive advantage. A Diversity Policy was developed for the Board, which recognises that a truly diverse Board includes and makes good use of differences in the skills, regional and industry experience, background, race, gender and other qualities of Directors. These differences are considered in determining the optimum composition of the Board. The Board considered its diversity as part of the annual evaluation of the performance and effectiveness of the Board, Board Committees and individual Directors. In 2016, DP World welcomed Nadya Kamali as the Company's first female Director and Audit Committee Chair.

The Nominations and Governance Committee reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors. In reviewing Board composition, the Committee considers the benefits of all aspects of diversity including, but not limited to, those described above, in order to maintain an appropriate range and balance of skills, experience and background on the Board. In identifying suitable candidates for appointment to the Board, the Committee considers candidates on merit against objective criteria and with due regard to the benefits of maintaining a balanced and diverse Board.

#### Substantial Shareholdings

As at the date of this report, the Company has been notified that the following entity has an interest in the Company's shares amounting to 5% or more.

	Class	Shares	Percentage of class (%)
<b>Port and Free Zone World FZE</b>	Ordinary	667,735,000	80.45

#### Going Concern

The Directors, having made enquiries, consider that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future and therefore they consider it appropriate to adopt the going concern basis in preparing the accounts.

Further details can be found under note 2 to the Consolidated Financial Statements.

#### Audit Information

Having made the required enquiries, so far as the Directors in office at the date of the signing of this report are aware, there is no relevant audit information of which the auditors are unaware and each Director has taken all reasonable steps to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

#### Articles of Association

The Articles set out the internal regulation of the Company and cover such matters as the rights of shareholders, the appointment and removal of Directors and the conduct of the Board and general meetings. Subject to DIFC Companies Law and the Articles, the Directors may exercise all the powers of the Company and may delegate authorities to Committees and day-to-day management and decision-making to individual Executive Directors. Details of the main Board Committees can be found on pages 69 to 76.

#### Indemnity

All Directors are entitled to indemnification from the Company, to the extent permitted by the law, against claims and legal expenses incurred in the course of their duties.

#### Authority to Purchase Shares

At the Company's AGM on 28 April 2016, the Company was authorised to make market purchases of up to 29,050,000 ordinary shares (representing approximately 3.5% of the Company's issued share capital). No such purchases were made during 2016. Shareholders will be asked to approve the renewal of a similar authority at the Company's AGM to be held on 27 April 2017.

#### Auditors

The auditors, KPMG LLP, have indicated their willingness to continue in office. A resolution to reappoint them as auditors will be proposed at the AGM to be held on 27 April 2017.

#### Share Capital

As at 31 December 2016, the Company's issued share capital was \$1,660,000,000 – comprising 830,000,000 ordinary shares of \$2.00 each.

#### Annual General Meeting

The Company's AGM will be held on 27 April 2017 at The Wheelhouse, Jebel Ali Port, Dubai, United Arab Emirates. Full details are set out in the Notice of AGM.

By order of the Board

#### Ritva Kassis

Group Company Secretary  
23 March 2017