

BELMOND LTD.
(the "Company")

Nominating and Governance Committee Charter*

I. PURPOSE

The Nominating and Governance Committee (the "Committee") is established for the purpose of assisting the Board of Directors (the "Board") in performing the functions described below under "Duties and Responsibilities."

II. DUTIES AND RESPONSIBILITIES

The Committee shall carry out the following duties and responsibilities:

- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- identify individuals qualified to become members of the Board, considering such factors as experience, accomplishments, skills, integrity, competence, dedication and diversity of viewpoints and experience in the context of the Board's needs;
- recommend to the Board the Director nominees for the next annual general meeting of shareholders or to fill vacancies on the Board;
- review the qualifications of Director nominees submitted by shareholders;
- recommend to the Board determinations of Director independence;
- recommend to the Board the Directors to serve as members of the Board's standing committees;
- identify appropriate continuing education opportunities for Directors;
- recommend to the Board whether to accept the proposed resignation submitted by a Director (a) in connection with a change in a Director's principal occupation or business association from the position he or she held when initially nominated to the Board, (b) prior to accepting any invitation to serve on a public company board, or, if a significant time commitment is expected, on a private company board, or (c) if a Director has a change in circumstances that results in a change in his or her status as an Independent Director;
- develop and recommend to the Board a set of Corporate Governance Guidelines for the Company and periodically review such Guidelines and recommend any proposed changes to the Board;
- oversee the evaluation of the Board, its committees and management; and

As amended and adopted by the Board of Directors in March 2017

- oversee the development of executive succession plans.

III. COMMITTEE MEMBERSHIP

The Committee will be comprised of at least three Directors as determined by the Board, each of whom shall be an “independent director” as determined by the Board and shall satisfy the independence requirements in accordance with applicable law and regulations.

Committee members are appointed by the Board from time to time and may be removed by the Board at any time. Committee members shall be appointed based on their experience, accomplishments, skills, integrity, competence and dedication.

IV. STRUCTURE AND OPERATIONS

Unless a Chairperson is appointed by the full Board, the members of the Committee may appoint a Chairperson by majority vote of the full Committee membership. The Committee shall meet in person or by telephone as frequently as it determines necessary to discharge its responsibilities. Additional meetings, or actions to be taken by unanimous written resolution or consent, will occur when deemed necessary or desirable by the Chairperson or the Committee.

Two members of the Committee shall constitute a quorum. The Committee may act by a majority of the members present at a meeting at which a quorum exists. When only two members are present at a meeting, the Committee may act by a unanimous vote of the two members.

The Committee may form and delegate its duties and responsibilities to a subcommittee when appropriate. Any delegation may be made only to the extent permitted by applicable law or regulation.

V. REPORTING TO THE BOARD

The Committee shall report its actions and recommendations to the Board periodically.

VI. THIRD PARTY ADVISERS

The Committee has the authority to retain and terminate any outside legal, search firm or other advisers as deemed appropriate to perform its duties and responsibilities, and the Company will provide funding, as determined by the Committee, for compensation of a search firm or any advisers that the Committee engages and for ordinary administrative expenses of the Committee.

VII. ANNUAL PERFORMANCE EVALUATION OF THE BOARD AND ITS COMMITTEES

At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

The Committee shall conduct an annual review of the Committee’s performance and report to the Board on such performance in connection with the Board self-evaluation process. The

Committee shall evaluate periodically the adequacy of this charter and recommend changes to this charter, if any, to the Board.

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