

**BELMOND LTD.**  
(the "Company")

**Charter of the Audit Committee of the Board of Directors\***

**I. PURPOSE**

The Audit Committee of the Board of Directors of the Company is established for the primary purpose of assisting the Board in overseeing:

- the integrity of the Company's financial statements,
- the independent auditor's qualifications, independence and performance,
- the performance of the Company's internal audit function, and
- the Company's compliance with legal and regulatory requirements.

The function of the Committee is oversight. The Company's management is responsible for preparing the Company's financial statements. The independent auditor is responsible for auditing the annual financial statements, reviewing the quarterly financial statements, and other procedures. In carrying out its oversight function, the Committee is not providing any expert or special assurance regarding the Company's financial statements or any professional certification regarding the independent auditor's work or independence. Each member of the Committee is entitled to rely on the integrity of persons and organizations from whom the Committee receives information and the accuracy of such information, absent actual knowledge to the contrary.

**II. COMPOSITION AND AUTHORITY**

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.

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

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\*As adopted by the Board of Directors on February 8, 2001 and amended and restated on October 14, 2003 and further amended on October 4, 2004, December 3, 2007, April 21, 2011 and June 13, 2011.

Requirements for Director Independence attached as Exhibit A to the Company's Corporate Governance Guidelines (subject to waiver of any such requirement that may be approved by the Board). In addition, each member of the Committee will meet the audit committee member independence requirements of Rule 10A-3 under the U.S. Securities Exchange Act of 1934.

All members of the Committee will be financially literate, in accordance with standards of the New York Stock Exchange ("NYSE"), as interpreted by the Board in its business judgment, and at least one member of the Committee will have accounting or related financial management expertise. The Board will determine whether at least one member of the Committee qualifies as an "audit committee financial expert" under applicable rules and regulations.

The Committee has the authority to retain and terminate outside legal, accounting 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 the independent auditor and any advisers that the Committee engages and for ordinary administrative expenses of the Committee.

### **III. MEETINGS**

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 will meet at least quarterly, or more frequently as circumstances dictate. The Committee may meet in executive session at such times and on such terms and conditions as the Committee may determine. The Committee should meet periodically with management, internal audit personnel and the independent auditor in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately.

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 the

Corporate Governance listing standards of the NYSE or other applicable law, rule or regulation.

Minutes of the Committee's meetings will be kept and submitted to the full Board for approval.

#### **IV. KEY RESPONSIBILITIES**

In carrying out its oversight responsibilities, the Audit Committee will:

##### *Documents/Reports/Accounting Information Review*

1. Review and discuss with management and the independent auditor:

- the Company's annual audited financial statements,
- the Company's quarterly financial statements,
- the Management's Discussion and Analysis and management's certifications accompanying these financial statements,
- the Company's internal audit reports (or summaries thereof), and
- relevant reports or other communications provided by the independent auditor (or summaries thereof).

2. Discuss with management the earnings news releases where feasible prior to public dissemination, and the type and presentation of financial information and earnings guidance provided in the Company's earnings news releases and to analysts and rating agencies, paying particular attention to the use of non-GAAP financial measures. The Committee may designate one member to represent the Committee for purposes of these discussions.

##### *Independent Auditor*

3. Appoint (subject to shareholder approval), compensate, and oversee the work performed by the independent auditor, including the resolution of any disagreements between management and the independent auditor regarding financial reporting. Review the performance and independence of the independent auditor (including obtaining the opinion of management and the internal auditors on such matters) and recommend removal of the independent auditor if circumstances warrant. Require the independent auditor to report directly to the Committee.

4. Approve the engagement of the independent auditor for each year's audit including the plans for the audit, its scope and approach, the staffing of the audit and the independent auditor's compensation.

5. Review with the independent auditor any problems or difficulties in auditing the Company's annual financial statements or in reviewing the Company's quarterly financial statements, and management's response.

6. Discuss the following with the independent auditor prior to filing the Company's Form 10-K annual report:

- the appropriateness of the accounting principles used in the financial statements and the reasonableness of significant judgments and estimates made,
- the critical accounting policies and practices of the Company,
- alternative accounting treatments that have been discussed with management, including the potential ramifications of using those alternatives, and
- other material written communications between the independent auditor and management.

7. Review the experience and qualifications of senior personnel of the independent auditor, including compliance with partner rotation requirements, and the hiring of employees or former employees of the independent auditor by the Company.

8. At least annually, review a report by the independent auditor:

- describing the firm's internal quality control procedures,
- describing any material issues raised by the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to one or more independent audits carried out by the firm, and any steps taken to deal with any relevant issues arising therefrom,
- describing all relationships between the independent auditor and the Company consistent with the requirements of Public Company Accounting Oversight Board Rule 3526 regarding the independent auditor's communications with the Committee concerning independence (to assess the auditor's independence), and

- assuring that Section 10A of the Securities Exchange Act of 1934 regarding statutory audit requirements has not been violated.

9. Review and pre-approve all audit and permitted non-audit services to be provided by the independent auditor in such manner, including pre-approval policies and budgets, as the Committee may determine in compliance with applicable rules and regulations.

*Financial Reporting Processes and Accounting Policies*

10. Review and discuss with management and the independent auditor the adequacy and effectiveness of the Company's:

- internal accounting controls (including any significant deficiencies, material weaknesses or significant changes in internal control over financial reporting identified by the independent auditor or management) and
- disclosure controls and procedures (and management reports thereon) of the Company.

11. Review and discuss with management and the independent auditor:

- any significant changes in the Company's accounting policies and practices and significant judgments that may affect the financial results,
- the nature of any unusual or significant commitments or contingent liabilities together with the underlying assumptions and estimates of management, and
- the effect of changes in accounting standards, as well as material off-balance sheet transactions, that may materially affect the Company's financial reporting practices.

*Internal Audit*

12. Review the performance and organization of the internal audit function, the adequacy of its resources and the competence and performance of the internal audit personnel and discuss such review with the independent auditor. Review and approve, at least annually, the internal audit plan(s).

13. Review, at least annually, the scope and results of the internal audit program, procedures for implementing accepted recommendations made by the independent auditor and any

significant matters contained in reports from the internal audit personnel.

14. Review periodically with the internal audit personnel any significant difficulties, disagreements with management or scope restrictions encountered in the course of the work of the internal audit function.

15. Evaluate, at least annually, the performance of the senior officer(s) or other senior personnel responsible for the internal audit function of the Company, and make recommendations to the Board and management regarding the responsibilities, retention or termination of such officer(s) or personnel.

#### *Compliance and Risk Management*

16. Oversee compliance with the Company's Code of Business Conduct and Ethics, including considering and (if appropriate) approving any waiver of the foregoing for directors, officers and senior executives.

17. Establish and maintain procedures for the receipt, retention and treatment of (a) complaints regarding accounting, internal control or auditing matters, including the confidential, anonymous submission by Company employees regarding questionable accounting or auditing matters, and (b) reports of corporate attorneys regarding evidence of any material violation of United States securities laws or breaches of fiduciary duty under United States law.

18. Review periodically with management and legal counsel the Company's compliance with laws and regulations, including corporate securities trading policies, and any legal matter, litigation or other contingency that could have a significant impact on the Company's financial statements.

19. Discuss with management the Company's policies with respect to risk assessment and risk management, including the Company's major financial and accounting risk exposures and the steps management has undertaken to monitor and control them.

#### *Other Responsibilities*

20. Report regularly to the Board of Directors regarding the execution of the Committee's responsibilities, including:

- any issues that arise with respect to the quality or integrity of the Company's financial statements;
- the Company's compliance with legal or regulatory requirements;
- the performance and independence of the Company's independent auditor; and
- the performance of the internal audit function.

21. Prepare any report required by the Committee in connection with the Company's public reporting obligations.

22. 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.

23. Perform any other activities consistent with this Charter, the Company's bye-laws and governing law, as the Committee or the Board of Directors deems necessary or appropriate.

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