

UTi Worldwide Inc.

Corporate Governance Guidelines

January 1, 2009

The following is a description of the Company's corporate governance principles and current practices. The Board of Directors reviews these practices regularly and reserves the right to modify these practices at any time.

Role of the Board of Directors

The Board of Directors is elected by the shareholders to oversee the management of the Company. The primary responsibility of the directors is to exercise their business judgment on matters of critical and long-term significance to the Company in furtherance of what they reasonably believe to be in the best interests of the Company and its shareholders. The Board oversees the Company's senior management, to whom it has delegated the authority and responsibility for the day-to-day operations of the business. This delegation remains subject to oversight from the Board, and the Board retains the right to modify, reduce or revoke the delegation or its scope at any time.

Board Responsibilities

The Board's general oversight responsibilities include, but are not limited to, the following: (1) evaluate the CEO's performance; (2) manage the Company's succession plan for the CEO and oversee the succession plans for other senior executives; (3) review the long-term strategy and business plans of the Company; (4) monitor performance relative to achievement of those plans and hold management accountable for performance; (5) consider long-term strategic issues and risks to the Company; and (6) approve policies of corporate conduct designed to promote and maintain the integrity of the Company.

The Board has delegated certain other key responsibilities to its Audit Committee, Compensation Committee and Nominations & Corporate Governance Committee. The role of each of these committees is described below.

1. CEO Performance Evaluation

At the end of each year, the CEO presents his or her performance objectives for the upcoming year to the independent directors for their approval. The independent directors then meet privately to discuss the CEO's performance for the current year against his or her current performance objectives; afterwards, they review the evaluation with the CEO. The Compensation Committee uses this performance evaluation in the course of its deliberations when considering its recommendations to the full Board relating to the CEO's compensation.

2. CEO and Management Succession

The CEO reports regularly to the Nominations & Corporate Governance Committee on succession planning for members of senior management. When succession of the CEO occurs, the Nominations & Corporate Governance Committee manages the process of identifying the new CEO with the full participation of each of the other directors.

3. Chairman of the Board.

The Board elects the Chairman of the Board. The Board also determines whether the Chairman should be an independent director and whether the positions of CEO and Chairman should be held by the same person.

Board Composition

1. Election of Directors

The shareholders of the Company vote on the nominees, as proposed by the Board, for election as directors at the annual meeting of shareholders. Shareholders may propose director nominees in accordance with the procedures set forth in the Company's organizational documents and as described in the Company's proxy statement. There are three classes of directors and each year the directors in one class are elected for a term of 3 years. Between the annual meeting of shareholders, the Board has authority under the Company's organizational documents to fill vacant positions and to determine in which class the newly appointed director should be placed.

2. Director Qualifications

- *General Qualifications.* The Nominations & Corporate Governance Committee is responsible for developing, in consultation with all directors, a pool of potential director candidates for consideration in the event of a vacancy on the Board of Directors and advises the Board of Directors as to qualifications of potential candidates. In addition, the committee establishes criteria for the selection of new directors to serve on the Board of Directors. In identifying candidates, the Nominations & Corporate Governance Committee takes into account the factors it considers appropriate, including, but not limited to, (i) the goal that the Board of Directors, as a whole, consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a candidate as an "audit committee financial expert," as that term is defined by the applicable rules of the SEC); (ii) individual characteristics and qualities, including strength of character, mature judgment, honesty, independence of thought and an ability to work collegially; and (iii) a balance of business interests and experience, relationships with management and ownership interests in the Company.
- *Independence.* It is the policy of the company that the majority of the Board of Directors should be independent directors.
- *Service on Other Boards.* Directors may not serve as a director of another company if doing so would create actual or potential conflicts or interfere with their ability to devote sufficient time and effort to their duties as a director of the Company. If the Board makes such a

determination, it will provide the relevant director with written notice of its determination, and the notified director will be granted up to 3 months to rectify the situation or resign from the directorship in question. Directors who have a full-time job cannot serve on the boards of more than three public companies, in addition to the Company. Directors who have retired from full-time employment cannot serve on the boards of more than four public companies, in addition to the Company. Executive directors may not serve on the Board of any other public company without the prior approval of the Board.

3. Change in Director Status

Directors are expected to notify the Nominations & Corporate Governance Committee promptly after any material change in their occupation or employment status. The Board also has a policy requiring employee directors, including the CEO, to offer their retirement from the Board at the time of a change in his or her status as an officer of the Company.

4. Term Limits.

There are no term limits in place for members of our Board of Directors.

Board and Committee Meetings

1. Board Agenda and Meetings

The Chairman and the CEO establish the agenda for Board meetings and the committee chairpersons establish the agendas for committee meetings. Each director may suggest additional agenda items, and each director may raise at any Board meeting subjects not on the agenda for that meeting. Information and data that are important to the Board's understanding of the matters to be covered at a Board meeting are distributed to the directors before the meeting. Directors are expected to review in advance any materials sent to them in order to take part in a meaningful deliberation at the meeting. Directors are expected to attend all Board meetings, as well as the annual meeting of shareholders.

2. Executive Sessions

The independent directors meet in executive session to consider such matters as they deem appropriate, without management being present, as a regularly scheduled item for every Board meeting. Among the items that the independent directors meet privately in executive sessions to review is CEO succession as well as the performance of the CEO and recommendations of the Compensation Committee concerning CEO compensation.

3. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company.

4. Committees of the Board

The Board has established three Committees, each of which is composed entirely of independent directors. Each Committee has been delegated specific authority by the Board of Directors as a whole, and the Board retains the right to modify, reduce or revoke the delegation or its scope at any time. Each Committee regularly reports on its activities to the full Board and each operates under a written charter adopted by the Board of Directors. Each charter is available on the Company's website. The Board reserves the right to establish additional committees and to determine the composition of such committees.

- *Audit Committee.* The Audit Committee is responsible for oversight of (a) the Company's compliance with certain legal and regulatory requirements, (b) the appointment, compensation, retention and oversight of the work of the Company's independent auditors, (c) the performance of the Company's internal audit function and (d) the Company's system of disclosure controls and system of internal controls regarding finance, accounting, legal compliance and ethics.
- *Compensation Committee.* The Compensation Committee is responsible for determining or overseeing the compensation of all the Company's employees. The Compensation Committee determines or recommends to the full Board the compensation of the Company's Chief Executive Officer, executive officers and certain other key employees. In addition, the Compensation Committee establishes general guidelines for management, who has been delegated the authority to determine the compensation of all other employees in the Company within such guidelines.
- *Nominations & Corporate Governance Committee.* The Nominations & Corporate Governance Committee is responsible for (i) recommending nominees for election to the Board of Directors and nominees to be appointed by the Board to fill vacancies and newly created directorships and (ii) for monitoring and assessing compliance of the Company's management and the Board of Directors, including committees thereof, with appropriate corporate governance requirements, policies and procedures applicable to the Board and the Company, and recommending policies and procedures for maintaining and improving such corporate governance. The committee recommends to the Board those persons to be nominated for election on the Board (and the related class) who shall be submitted to the shareholders for election at each annual meeting.

5. Independent Advice

The Board and its committees may seek independent legal, financial and/or other expert advice at any time at the Company's expense.

Board's Interaction with Stakeholders

The CEO and other members of senior management are responsible for establishing effective communications with the Company's stakeholders, including shareholders, customers, communities, employees, suppliers, creditors, governments and corporate partners. Through a delegation from the Board, management speaks for the Company. This delegation, however,

does not preclude independent directors from meeting with stakeholders, but it is the Company's practice that non-executive directors do not communicate directly with shareholders, analysts or the media.

The Board has implemented a process by which shareholders may send written communications directly to the attention of the Board or any individual director. The Company maintains contact information for its directors, both address and email, on its website, www.go2uti.com, under the heading "Corporate Governance." By following the instructions, a shareholder will be given access to the Company's mailing address and a link for providing email correspondence to Board members. Shareholders who wish to communicate with the Board may also write to the Corporate Secretary, UTi Worldwide Inc., c/o UTi, Services, Inc., 100 Oceangate Boulevard, Suite 1500, Long Beach, CA 90802, USA.

Board and Committee Performance Evaluation

Each year, the Board of Directors and each of its committees conduct a self-assessment, which includes a survey and related interview of each Board or committee member, as applicable. The results of the self assessments are shared with the full Board and each committee, as applicable.

Ethics and Conflicts of Interest

The Board expects directors, officers and employees to act ethically at all times and acknowledge their adherence to the policies comprising the Company's code of conduct. Shareholders may access a copy of the code of conduct on the Company's web site, www.go2uti.com. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chairman of the Board or the Chairman of the Audit Committee. All directors are required to recuse themselves from any discussion or decision affecting their personal, business or professional interests.

Director Compensation and Stock Ownership

It is the general policy of the Board that non-executive directors' compensation should be a mix of cash and equity-based compensation with a significant portion of such compensation in the form of stock or restricted stock units. The Company's Non-Executive Director Stock Ownership Guidelines recommend each non-executive director own, within five years of becoming subject to the guidelines, an amount of Ordinary Shares having a value equal to three times the annual Board retainer component of the non-executive director's compensation as of the date the director became subject to the policy. Directors become subject to the policy on the later of January 1, 2008, and the date they join the Board. The components of director compensation are disclosed in the Company's proxy statement, a copy of which may be accessed on the Company's website. The form and amount of director compensation is determined by the full Board, upon recommendation by the Compensation Committee. The Compensation Committee regularly reviews and compares the Company's Board compensation to director compensation at peer companies.

Independent directors may not receive, directly or indirectly, any consulting, advisory or other compensatory fees from the Company.

Directors who are employees of the Company do not receive any compensation for their service as directors.