

**MIFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**Notification under Section 309b(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore)** – Solely for the purposes of its obligations pursuant to Sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the “**SFA**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Regulation 3(b) of the Securities and Futures (Capital Markets Products) Regulations 2018 (the “**SF (CMP) Regulations**”)) that the Notes are “prescribed capital markets products” (as defined in the SF (CMP) Regulations).

**Final Terms dated 16 July 2019**

**DP World PLC**

**The Legal Entity Identifier (LEI): 549300M3U2DNF4QVSS04**

**Issue of U.S.\$300,000,000 5.625 per cent. Notes due 2048**

**to be consolidated and form a single series with the  
U.S.\$1,000,000,000 5.625 per cent. Notes due 2048 issued on 25 September 2018 (ISIN  
XS1883879006) (the “Original Notes”)**

**under the U.S.\$10,000,000,000 Global Medium Term Note Programme**

## **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “**Conditions**”) contained in the Trust Deed dated 5 September 2018 and set forth in the base prospectus dated 5 September 2018 and the supplement to it dated 8 July 2019 which are incorporated by reference into the base prospectus dated 5 September 2018 (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of Directive 2003/71/EC, as amended or superseded (the “**Prospectus Directive**”) and must be read in conjunction with the Base Prospectus dated 5 September 2018 and the supplement to it dated 8 July 2019, which together constitute a base prospectus for the purposes of the Prospectus Directive, save in respect of the Conditions. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of the Conditions, these Final Terms and the Base Prospectus dated 5 September 2018 and the supplement to it dated 8 July 2019. Copies of the Base Prospectus, the supplement to it and the Final Terms are available for viewing at the market news section of the London Stock Exchange website

(<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>) and on the Dubai Financial Service Authority's website (<https://www.dfsa.ae/DFSA-Listing-Authority/Approved-Documents>) and are available for inspection upon reasonable notice being given and during usual business hours from the registered office of the Issuer at P.O. Box 17000, Dubai, United Arab Emirates and copies may be obtained upon reasonable notice being given and during usual business hours from the registered office of the Issuing and Paying Agent at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.

1.	Issuer:	DP World PLC
2.	(i) Series Number:	3-2018
	(ii) Tranche Number:	2
	(iii) Date on which the Notes become fungible:	The Notes will be consolidated, become fungible and form a single series with the Original Notes following the expiration of the distribution compliance period (as defined in Regulation S), being the date falling 40 days after the Issue Date
3.	Specified Currency or Currencies:	U.S.\$ dollars
4.	Aggregate Nominal Amount of Notes:	
	(i) Series:	U.S.\$1,300,000,000
	(ii) Tranche:	U.S.\$300,000,000
5.	Issue Price:	111.186 per cent. of the Aggregate Nominal Amount plus U.S.\$5,296,875 in respect of accrued interest from (and including) 25 March 2019 to (but excluding) the Issue Date
6.	(i) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(ii) Calculation Amount:	U.S.\$1,000
7.	(i) Issue Date:	18 July 2019
	(ii) Interest Commencement Date:	25 March 2019
8.	Maturity Date:	25 September 2048
9.	Interest Basis:	5.625 per cent. per annum Fixed Rate

10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Change of Control Put Option
13.	(i) Status of the Notes:	Senior
	(ii) Date approval for issuance of Notes obtained:	14 August 2018

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	5.625 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	25 March and 25 September in each year from and including 25 March 2019 up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	U.S.\$28.125 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**


17.	Call Option	Not Applicable
18.	Put Option	Not Applicable
19.	Change of Control Put Option:	Applicable
	(i) Change of Control Redemption Amount:	U.S.\$1,000 per Calculation Amount
20.	Final Redemption Amount:	U.S.\$1,000 per Calculation Amount


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| 21. | Early Redemption Amount payable on redemption for taxation reasons or on event of default or other early redemption: | Final Redemption Amount |
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**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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| 22. | Form of Notes:  | Registered Notes:<br><br>Unrestricted Global Certificate (U.S.\$300,000,000 nominal amount) registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg<br><br>Reg. S Compliance Category 2; TEFRA not applicable |
| 23. | Additional Financial Centre(s) or other special provisions relating to payment dates:                 | Not Applicable  |
| 24. | Details relating to Instalment Notes:   | Not Applicable  |
| 25. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No  |

**SIGNED** on behalf of DP World PLC:

By:  .....  
Duly authorised

  
By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and to the official list of the U.K. Listing Authority with effect from the Issue Date.
- Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Nasdaq Dubai and to the official list of securities maintained by the Dubai Financial Services Authority with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: London Stock Exchange: GBP4,500  
Nasdaq Dubai: U.S.\$2,000

### 2. RATINGS

- Ratings: The Notes to be issued have been rated:
- Moody's: Baa1
- Fitch: BBB+

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business for which they may receive fees.

4. **YIELD (Fixed Rate Notes only)** 4.900 per cent. per annum

### 5. OPERATION INFORMATION

- (i) ISIN: Until the Notes are consolidated, become fungible with and form a single series with the Original Notes, the Notes will have the temporary ISIN XS2029520892. After that, the Notes will have the same ISIN as the Original Notes, which is XS1883879006.

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| (ii)  | Common Code:  | Until the Notes are consolidated, become fungible with and form a single series with the Original Notes, the Notes will have the temporary common code 202952089. After that, the Notes will have the same common code as the Original Notes, which is 188387900. |
| (iii) | CUSIP:  | Not Applicable  |
| (iv)  | CINS:   | Not Applicable  |
| (v)   | Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): | Not Applicable  |
| (vi)  | Delivery:   | Delivery against payment  |
| (vii) | Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable  |
| (vii) | Name and address of Registrars:   | Deutsche Bank Luxembourg S.A.<br>2 boulevard Konrad Adenauer<br>L-1115<br>Luxembourg  |

**6. THIRD PARTY INFORMATION**

Not Applicable