

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of DP World PLC (the “Company”) will be conducted electronically via mobile and web application (the “Online Facility”) and, for holders of DP World Shares who are on the register of legal title, will be held at The Wheelhouse, Jebel Ali Port, Dubai, United Arab Emirates at 11.00 am (UAE time) on Thursday, 23 April 2020. The AGM is to be held for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed, in the case of resolutions 1 to 14 as ordinary resolutions and, in the case of resolutions 15 and 16 as special resolutions:

Ordinary Resolutions

Resolution 1	THAT the Company's annual accounts for the financial year ended 31 December 2019 together with the auditors' report on those accounts be approved.
Resolution 2	THAT a final dividend be declared of 40.0 US cents per share in respect of the year ended 31 December 2019 payable to shareholders on the register at 5.00 pm (UAE time) on 26 March 2020.
Resolution 3	THAT Sultan Ahmed Bin Sulayem be re-appointed as a director of the Company.
Resolution 4	THAT Yuvraj Narayan be re-appointed as a director of the Company.
Resolution 5	THAT Deepak Parekh be re-appointed as a director of the Company.
Resolution 6	THAT Robert Woods be re-appointed as a director of the Company.
Resolution 7	THAT Mark Russell be re-appointed as a director of the Company.
Resolution 8	THAT Abdulla Ghobash be re-appointed as a director of the Company.
Resolution 9	THAT Nadya Kamali be re-appointed as a director of the Company.
Resolution 10	THAT Mohamed Al Suwaidi be re-appointed as a director of the Company.
Resolution 11	THAT KPMG LLP be re-appointed as independent auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
Resolution 12	THAT the directors be generally and unconditionally authorised to determine the remuneration of KPMG LLP.
Resolution 13	THAT in substitution for all existing authorities and/or powers, the directors be generally and unconditionally authorised for the purposes of the articles of association of the Company (the “Articles”) to exercise all powers of the Company to allot and issue Relevant Securities (as defined in the Articles) up to an aggregate nominal amount of US\$ 553,333,333.30, such authority to expire on the conclusion of the next annual general meeting of the Company provided that the Company may before such expiry make an offer or agreement which would or might require allotment or issuance of relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.
Resolution 14	<p>THAT the Company be generally and unconditionally authorised to make one or more market purchases of its ordinary shares, provided that:</p> <ol style="list-style-type: none"> the maximum aggregate number of ordinary shares authorised to be purchased is 29,050,000 ordinary shares of US\$ 2.00 each in the capital of the Company (representing 3.5 per cent of the Company's issued ordinary share capital); the number of ordinary shares which may be purchased in any given period and the price which may be paid for such ordinary shares shall be in accordance with the rules of the Dubai Financial Services Authority and Nasdaq Dubai, any conditions or restrictions imposed by the Dubai Financial Services Authority and applicable law, in each case as applicable from time to time; this authority shall expire on the conclusion of the next annual general meeting of the Company; and the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Special Resolutions

Resolution 15	<p>THAT in substitution for all existing authorities and/or powers, the directors be generally empowered pursuant to the Articles to allot Equity Securities (as defined in the Articles), pursuant to the general authority conferred by Resolution 13 as if Article 7 (Pre-emption rights) of the Articles did not apply to such allotment, provided that the power conferred by this resolution:</p> <p>a. will expire on the conclusion of the next annual general meeting of the Company provided that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be issued or allotted after expiry of this authority and the directors may allot Equity Securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired; and</p> <p>b. is limited to:</p> <p>(i) the allotment of Equity Securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders but subject to such exclusions as may be necessary to deal with fractional entitlements or legal or practical problems under any laws or requirements of any regulatory body in any jurisdiction; and</p> <p>(ii) the allotment (other than pursuant to (i) above) of Equity Securities for cash up to an aggregate amount of US\$ 83,000,000 (representing 5 per cent of the Company's issued ordinary share capital).</p>
Resolution 16	<p>THAT the Company be generally and unconditionally authorised to reduce its share capital by cancelling any or all of the ordinary shares purchased by the Company pursuant to the general authority to make market purchases conferred by Resolution 14 at such time as the directors shall see fit in their discretion, or otherwise to deal with any or all of those ordinary shares, in accordance with applicable law and regulation, in such manner as the directors shall decide.</p>

By order of the Board
 19 March 2020
 M. Al Hashimy
 Company Secretary

Registered Office:
 Office 27, Level 3
 Gate Village Building 4
 PO Box 17000
 Dubai
 UAE

EXPLANATORY NOTES

Resolutions 1 to 14 are ordinary resolutions. For an ordinary resolution to be passed, the number of votes given in favour of the resolution must exceed 50 per cent of all votes cast (voting online or by proxy).

Resolution 1 - Approval of the Accounts and the Auditors Report

The Company is required to present its audited accounts for the year ended 31 December 2019 and the accompanying auditors' report to shareholders at its AGM for discussion and, if thought fit, approval. This provides the shareholders with an opportunity to discuss the performance of the Company during the year, its management and prospects for the future.

Copies of the audited accounts and the auditors' report will be available at the AGM. Alternatively, copies are available on the DP World website (www.dpworld.com).

Resolution 2 - Dividend Declaration

In accordance with the Articles, the Company may, by shareholders passing an ordinary resolution, declare a dividend to be paid. This dividend cannot exceed the amount recommended by the directors. The shareholders are being asked to declare a dividend for the 2019 financial year, as recommended by the directors, of 40.0 US cents per share. If approved, the dividend will be paid on 29 April 2020 to those shareholders entered on the relevant register of shareholders as at 5.00 pm (UAE time) on 26 March 2020.

Resolutions 3 to 10 - Re-election of Directors

The Articles require that each director appointed to the Board retire and seek re-election on an annual basis at each AGM.

Having considered the performance and contribution made by each of the directors (with the relevant director abstaining from consideration of his own performance and contribution), the Board is satisfied that each of them continues to be effective and demonstrates commitment to their respective roles. Consequently, the Board recommends that each director be re-elected.

Full biographical details for each of the directors are included in the Annual Report.

Resolutions 11 and 12 - Auditors

The Company's auditors must at each AGM be re-appointed to hold office from the conclusion of that meeting until the conclusion of the next AGM.

The Audit Committee of the Company keeps under review the independence and objectivity of the external auditors and, after considering relevant information, the Audit Committee has recommended to the directors that KPMG LLP be re-appointed. Resolutions are proposed to re-appoint KPMG LLP as auditors and to authorise the directors to determine their remuneration.

Resolution 13 - Authority to Allot Shares

In accordance with the Articles, the directors have general and unconditional authority to allot or issue unissued shares of the Company but may not exercise any power to allot or issue Relevant Securities unless they are authorised to do so by a resolution of the shareholders in a general meeting.

This resolution seeks shareholder approval to allow the directors generally to allot or issue ordinary shares of the Company with a nominal amount of up to one third of the current issued ordinary share capital. No ordinary shares are held by the Company as treasury shares.

At present, the directors have no plans to allot or issue any ordinary shares of the Company.

Resolution 14 - Share Re-purchases

The Company is seeking the authority to buy back a limited number of its shares. Obtaining authority to buy back shares is common international practice and the right to do so would be exercised by the directors, subject to Dubai Financial Services Authority approval, only in circumstances in which they believe this to be in the best interests of shareholders. If such right was exercised, the Company would expect to cancel any shares subject to the buy-back. The Company has not issued any options or warrants to subscribe for ordinary shares.

Resolutions 15 and 16 are special resolutions. For a special resolution to be passed, the number of votes given in favour of the resolution must represent at least 75 per cent of all the votes cast (in person or by proxy).

Resolution 15 - Disapplication of Pre-emption Rights

Article 7 of the Articles provides that the Company shall not allot Equity Securities, save for such allotments set out in the Articles, unless an offer on the same or more favourable terms has been made to each person who holds

ordinary shares of the Company of a proportion of those Equity Securities which is as near as practicable equal to the proportion in nominal value held by him of the ordinary share capital of the Company (a “**Pre-emption Right**”).

Where the directors are generally authorised to allot Relevant Securities, this Pre-emption Right may be disapplied in accordance with Article 8 of the Articles.

The disapplication of Pre-emption Rights sought is for the allotment of Equity Securities with a nominal value of up to US\$ 83,000,000, representing 5 per cent of the nominal value of the current issued ordinary share capital.

Resolution 16 - Reduction of Share Capital

Authority is sought to reduce the Company's issued share capital by cancelling any or all of the ordinary shares purchased by the Company pursuant to Resolution 14 (*Share re-purchases*).

Notes

As at the date of this Notice, there were 830,000,000 ordinary shares of US\$ 2.00 each in issue, each with equal voting rights.

Entitlement to Attend and Vote

Persons who hold legal title to shares in the Company (“**DP World Shares**”) (a “**DP World Shareholder**”) and persons who have a beneficial interest in DP World Shares held in the Central Securities Depository of Nasdaq Dubai (a “**DP World Beneficial Shareholder**”) (together, the “**DP World Shareholders**”) shall be entitled to vote.

DP World Shareholders whose names appear on register of DP World Shareholders (the “**Register of Legal Title**”) and DP World Beneficial Shareholders whose names appear on the register maintained by Nasdaq Dubai comprising DP World Beneficial Shareholders who hold a NIN account (the “**CSD Register**”) as at 5:00 pm (UAE time) on 26 March 2020 (the “**Record Date**”) shall be entitled to vote for the AGM in respect of the number of shares registered in their name at that time on the relevant register. Changes to entries in the register of members after 5:00 pm (UAE time) on 26 March 2020 shall be disregarded in determining the rights of any person to attend or vote at the AGM. Each of the resolutions to be put to the meeting will be voted on by poll. A poll reflects the number of voting rights exercisable by each member and the Board considers it a more democratic method of voting. DP World Beneficial Shareholders entitled to vote may appoint one or more proxies to attend, and, on a poll, vote in their place at the AGM. Any proxy so appointed need not also be a DP World Beneficial Shareholder.

If the AGM is adjourned, entitlement to vote will be determined by reference to the relevant register of shareholders at 5.00 pm (UAE time) on the Record Date.

Nominee Registration

All the shares traded on Nasdaq Dubai are registered in the name of Nasdaq Dubai Guardian Limited (formerly known as DIFX Guardian Limited) as nominee for the DP World Beneficial Shareholders. Nasdaq Dubai Guardian Limited will not exercise the right to vote prior to the meeting or vote online for the AGM but will enable the DP World Beneficial Shareholders to vote online and/or to exercise voting rights by issuing proxies upon the instruction of DP World Beneficial Shareholders. In order to facilitate this please carefully read and follow the instructions laid-out in the following section.

Voting/Attendance Request for DP World Beneficial Shareholders

1. Options for attending and voting

DP World Beneficial Shareholders who do not wish to attend online

If you are a DP World Beneficial Shareholder (with or without a NIN* account) and would like to have your shares voted without logging in online for the AGM, please fill out the Voting Instruction Form and return it signed and dated to your broker (or custodian) if you do not have a NIN account, or to our Registrar** if you have a NIN account, as soon as possible, however, no later than 11:00 am (UAE time) on 19 April 2020. Your broker (or custodian or our Registrar) will submit your votes to the tabulation agent. If you subsequently desire to change your voting, or to attend the meeting online, please contact your broker (or custodian or our Registrar) prior to the deadline specified by them in order to facilitate your changes. The tabulation agent will provide your voting instructions to Nasdaq Dubai Guardian Limited who will submit the vote on your behalf to the Chairman of the Meeting to be cast as proxy votes.

If you are sending the Voting Instruction Form to our Registrar, please send it to:

Email: dpworld@linkmarketservices.com

Fax: +971 4 401 9985

Mail: Link Market Services (EMEA) Limited, PO Box 506875, Dubai, UAE

Link Market Services (EMEA) Limited of Office No. 35, Level 15, The Gate Building Dubai International Financial Centre Dubai, UAE.

DP World Beneficial Shareholders who have a NIN account and wish to attend online

If you are a DP World Beneficial Shareholder who has a NIN account and you wish to attend and vote at the AGM online (or if you would like to be represented by a person or persons (i.e. proxies) of your choice), please fill out the Online Attendance Request Form and return it signed and dated as soon as possible, however, no later than 11:00 am (UAE time) on 19 April 2020 to our Registrar. Our Registrar will submit your online attendance request details to the tabulation agent. If you subsequently desire to change your personal representative(s), or to vote

* A NIN account is an account set-up for a shareholder directly with the Nasdaq Dubai Central Securities Depository (CSD).

** Link Market Services (EMEA) Limited, our Registrar, is contactable via the following methods: Email: dpworld@linkmarketservices.com; Tel: +971 4 401 9983; Fax: +971 4 401 9985; If in any doubt about your account set-up or about receiving dividends please contact our Registrar.

without attending online, please contact the Registrar prior to the deadline specified by them in order to facilitate your changes.

If you would like to attend the AGM online and vote online, please complete and return the Online Attendance Request Form to receive your password and then follow the step by step instructions set out in the AGM Online Facility Guide 2020 on pages 7 to 8 of this Notice.

DP World Beneficial Shareholders who do not have a NIN account and wish to attend online

Only those DP World Beneficial Shareholders who have a NIN account are entitled to vote online using the Online Facility. If you are a DP World Beneficial Shareholder who does not have a NIN account, you wish to have the DP World Shares that you have a beneficial interest in voted at the AGM and you would like to attend the AGM online (individually or by personal representative(s)), you should:

- complete and sign the Voting Instruction Form and return it to his/her/its broker or custodian as soon as possible and by no later than the earliest of (i) the date and time specified by his/her/its broker or custodian, or (ii) 11:00 am (UAE time) on 19 April 2020; and
- at the time of the AGM, log on to the Online Facility as a guest.

To access the Online Facility, simply login to the Online Facility with details including your first name, last name, title and address. Please follow the step by step instructions set out in the AGM Online Facility Guide 2020 on pages 7 to 8 of this Notice.

2. Other

To be an effective appointment of a personal representative/proxy, an Online Attendance Request Form signed on behalf of a DP World Beneficial Shareholder by a representative or attorney must be received together with the power of attorney or other authority (if any) under which it is signed or a duly certified copy of such power or authority. If applicable, please complete the Online Attendance Request Form, indicating the name of the person you authorise to represent you, an email with their unique username and password will then be sent.

Any corporation which is a DP World Shareholder may, by resolution of its directors or other governing body, authorise a person(s) to act as its representative(s) online for this AGM. The Company (or any person acting on its behalf) may require any representative of a corporation to produce a certified copy of the resolution authorising him to act as such or other satisfactory evidence of his authority before permitting him to exercise his powers.

3. Online Attendance

Completion and return of the Voting Instruction Form will not prevent DP World Beneficial Shareholders with a NIN account from voting online at the AGM, provided you have subsequently changed your instruction to register your attendance online for this meeting in the manner specified above.

Please note that you will not be able to participate in online voting if you have not registered for attendance via our Registrar and received a password.

If you are intending to vote online, log-in will be available from 11.00 am (UAE time) on Wednesday, 22 April 2020. During the meeting you must ensure that you are connected to the internet at all times in order to vote when the Chairman commences polling on the resolutions being put to the meeting. Therefore, it is your responsibility to ensure connectivity for the duration of the meeting.

Questions

DP World Beneficial Shareholders with a NIN account (or their appointed proxy) attending the AGM online may submit written questions via the AGM Online Facility. Questions can be asked to the meeting in English and Arabic. DP World Beneficial Shareholders without a NIN account attending the AGM online may listen but may not submit questions or vote.

Details of how to submit a written question through the AGM online facility are set out in the AGM Online Facility Guide 2020 on pages 7 to 8 of this Notice.

Please note that not all questions may be able to be answered during the time set aside for questions at the meeting. In this case, your question will be answered by email or post after the meeting.

Results

The results of voting on the resolutions will be posted on the Company's website after the AGM.

AGM Online Facility Guide 2020

This year we will be conducting a Virtual AGM, which means the AGM can only be accessed online using your smartphone, tablet or computer.

When participating online, you will be able to listen to a live webcast of the meeting, ask the Directors questions online in written form and submit your votes in real time. You will need to either:

- Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM; or
- Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible.

Meeting ID: 130-752-602

To login you must have your NIN and password*

** to obtain your password please complete and return the 'Attendance Request Form'. Your password shall be sent to the email address provided therein.*

Using the AGM online facility:

ACCESS

Once you have either downloaded the **Lumi AGM app** or entered **web.lumiagm.com** into your web browser, you'll be prompted to enter the Meeting ID (set out above)

You will then be required to enter your:

- NIN; and
- password.

You will be able to log into the site from 11:00 am (UAE time), Thursday 23rd April 2020.


To register as a shareholder, select '**have a login**' and enter your NIN and password.


Passwords will be distributed following completion and submission of your Attendance Request Form

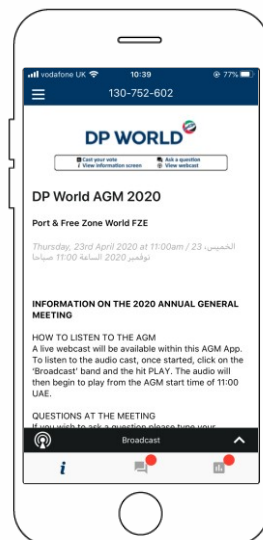
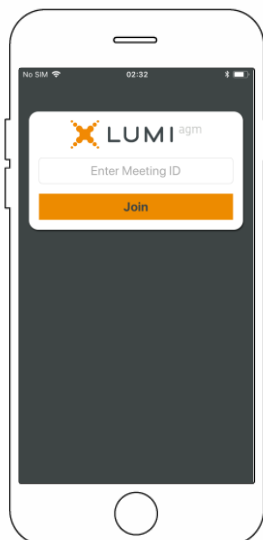
If you are not attending as a shareholder, select '**I am a guest**' As a guest, you will be prompted to complete all the relevant fields including; title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.


NAVIGATION

When successfully authenticated, the info screen  will be displayed. You can view company information, submit written questions and listen to the audiocast.

If you would like to listen to the **audiocast** press the broadcast icon  at the bottom of the screen.



VOTING

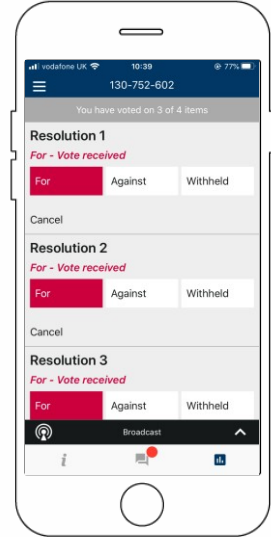
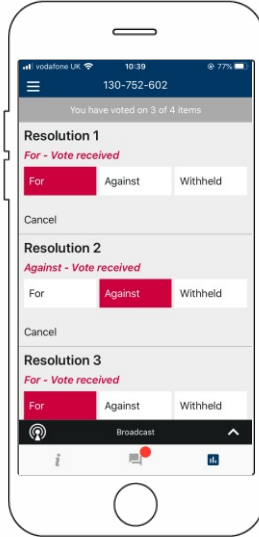
The chairman will open voting on all resolutions at the start of the meeting. Once the voting has opened,  will appear on the navigation bar at the bottom of the screen. From here, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received. For - Vote received

To change your vote, simply select another direction.

If you wish to cancel your vote, please press Cancel


Once the chairman has opened voting, voting can be performed at anytime during the meeting until the chairman closes the voting on the resolutions. At that point your last choice will be submitted.



QUESTIONS

Any shareholder attending the meeting is eligible to ask questions.

Online attendees may submit a written question via the AGM online facility.

If you would like to ask a question, select the messaging icon .

Questions can be asked to the meeting in English and Arabic.

Type your message within the chat box at the bottom of the messaging screen.

Once you are happy with your message click the send button.

Questions sent via the Lumi AGM online platform will be moderated before being sent to the chairman. This is to avoid repetition and remove any inappropriate language.

DOWNLOADS

Links are present on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the AGM or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and the network connection (3G, 4G).

