

# Proxy Form



The 46th Annual General Meeting (the "Meeting") of Oando PLC (the "Company") to be held virtually and streamed live via <https://shorturl.at/hS0yO> and <https://www.oandoplac.com/meetings> on Monday, August 11, 2025, at 10:00am.

I/We\* ..... of .....  
..... being a member/members of Oando PLC and  
holders of ..... shares hereby appoint\* .....

or failing him/her, the Chairman of the Meeting as my/our proxy to act and vote for me/us on my/our behalf at the Meeting of the Company to be held on Monday, August 11, 2025, at 10:00am and at any adjournment thereof, which will be held for the purposes of considering and, if deemed fit, passing with or without modification, the resolutions to be proposed at the Meeting and to vote for or against the resolutions in accordance with the following instructions.

## INSTRUCTIONS TO NOTE

- (i) THIS PROXY FORM SHOULD NOT BE COMPLETED/RETURNED IF THE MEMBER IS ATTENDING THE MEETING.
- (ii) A member entitled to attend and vote at the Meeting is entitled to and may, if he/she wishes, appoint a proxy to act for him/her. All proxy forms must be deposited at the registered office of the Company not less than 48 hours before the time for holding the Meeting. A proxy need not be a member of the Company.
- (iii) The Chairman of the meeting has been printed on the form to ensure that someone will be at the Meeting to act as your proxy but if you wish you may appoint anyone else from the provided list instead, by entering the person's name in CAPITAL LETTERS in the blank space (marked\*) above.
- (iv) In the case of joint shareholders anyone of such may complete the form but the names of all joint shareholders must be stated.
- (v) It is a requirement of the Law under the Stamp Duties Act, Cap. 411 Laws of the Federation of Nigeria, 1990 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholder must be duly stamped by the Commissioner for Stamp Duties.
- (vi) If the shareholder is a corporation this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

Kindly complete the form as follows:

- a. Write your name in BLOCK CAPITALS on the proxy form where marked \* above
- b. Write the name of your proxy where marked \*\* above
- c. Ensure that the proxy form is signed and dated by you where marked \*\*\* below.
- d. If the shareholder is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

S/N	Proposed resolution	For	Against
	<b>Ordinary Business</b>		
1.	To lay before the shareholders the audited financial statements of the Company and of the Group for the year ended December 31, 2024, and the Reports of the Directors, Auditors and Audit Committee thereon.	N/A	N/A
2.	To re-appoint the firm of BDO Professional Services as the Company's Auditors in relation to the audit of the financial statements of the Company for the year ended December 31, 2026, and to hold office until the next general meeting of the Company; and to authorize the directors of the Company to fix their remuneration.		
3.	To re-elect Mrs. Nana Fatima Mede, OON as a director		
4.	To re-elect Mrs. Ronke Sokefun as a director.		

5.	To re-elect Dr. Ainojie Irune as a director.		
6.	To elect Mr. Cosmas Iwueze as a director with effect from December 16, 2024.		
7.	To elect Ms. Ayotola Jagun as a director with effect from May 20, 2025.		
8.	To elect members of the Statutory Audit Committee.		
9.	To disclose the remuneration of managers of the Company.		
	<b>Special Business</b>		
10.	To approve the remuneration of the Non-Executive Directors of the Company.		
11.	<p><b>Mandates Authorizing Transactions with Related Parties/Interested Persons</b></p> <p>To consider and if thought fit pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:</p> <p>“That, pursuant to the Rules Governing Related Party Transactions of the Nigerian Exchange Limited, a general mandate be and is hereby given authorizing the Company to procure goods, services and financing and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms consistent with the Company's Transfer Pricing Policy and all relevant Transfer Pricing Regulations in force in Nigeria.</p> <p>That all transactions falling under this category which were earlier entered into prior to the date of this meeting are hereby ratified.”</p>		
12.	<p><b>Capital Raise and Restructuring Initiatives</b></p> <p>To consider, and if thought fit pass the following resolutions as special resolutions of the Company:</p> <p>“That the Company be and is hereby authorised to raise additional capital of up to “₦500,000,000,000.00 (Five Hundred billion Naira only)” or its foreign currency equivalent in the Nigerian and/or international capital markets through the issuance of up to “10,000,000,000 (Ten Billion)” ordinary shares of 50 kobo each, either as a standalone issue or by the establishment of capital raising programmes, whether by way of public offerings, private placements, debt to equity conversion, rights issues and/or other transaction modes, at price(s) determined through book building or any other acceptable valuation method or combination of methods at such dates, and on such terms and conditions as may be determined by the Board of Directors of the Company (the “Board”) subject to obtaining the requisite regulatory approvals;</p> <p>The Board be and is hereby authorized to enter into capital restructuring agreements with key stakeholders and Lenders and convert up to US\$300,000,000.00 (Three Hundred Million US Dollars only) out of the Company's existing Reserves-Based Lending (RBL) debt into equity, subject to terms and conditions to be determined by the Directors;</p> <p>The Board be and is hereby authorized to establish a multi-instrument issuance programme in an amount up to US\$1,500,000,000.00 (One Billion, Five Hundred million US Dollars only) or its Naira equivalent and to proceed with subsequent issuances of bonds, certificates, instruments and/or other securities</p>		

	<p>under the Programme, at such time and on such terms and conditions to be determined by the Directors subject to obtaining all relevant regulatory approvals subject to terms and conditions to be determined by the Board;</p> <p>The Company be and is hereby authorised to accept surplus monies arising from any potential oversubscription from the capital raising programmes, in such proportion as may be determined by the Board, subject to obtaining the relevant regulatory approvals;</p> <p>The Board be and is hereby authorized to enter into any agreements and/or execute any documents, appoint such professional parties, perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions, subject to obtaining the approvals of relevant regulatory authorities, including without limitation, complying with the directives of any regulatory authority.</p>		
13.	<p><b>Approval of Increase in Issued Share Capital and Cancellation of Unallotted Shares</b></p> <p>To consider, and if thought fit, pass with or without modification the following resolutions as ordinary resolutions of the Company, THAT:</p> <p>Further to the approvals granted in Resolution 3 above, the Board be, and is hereby, authorised to:</p> <ul style="list-style-type: none"> <li>(i) pass the relevant resolutions increasing the Company's share capital by the specific number of new ordinary shares required for the respective capital raising programmes undertaken by the Company, including any oversubscriptions; and</li> <li>(ii) allot such said number of new ordinary shares upon completion of the capital raising programme(s);</li> </ul> <p>The Board (where it deems appropriate) be authorised to take the necessary steps to cancel any unallotted shares of the Company created pursuant to resolutions 3.4 above.</p>		
14.	<p><b>Approval of Amendment of the Memorandum and Articles of Association of the Company</b></p> <p>To consider, and if approved, to pass with or without modification the following as a special resolution of the Company:</p> <p>That upon completion of the capital raising programmes and following the increase of the Company's share capital and allotment of the new ordinary shares in accordance with the foregoing resolutions, Clause 6 of the Memorandum of Association and Article 3 of the Articles of Association of the Company be amended to reflect the Company's new issued share capital.</p>		

Registered holders of certificated shares and holders of dematerialized shares in their own name who are unable to attend the Meeting and who wish to be represented at the Meeting, must complete and return the attached form of proxy in accordance with the instructions contained in the form of proxy so as to be received by the share registrars, First Registrars Nigeria Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria or Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132; or email to proxy@computershare.co.za), not less than 48 hours before the time of the Meeting.

Holders of the Company's shares in South Africa (whether certificated or dematerialized) through a nominee should timeously make the necessary arrangements with that nominee or, if applicable, Central Securities Depository Participant ("CSDP") or broker to enable them attend and vote at the Meeting or to enable their votes in respect of their shares to be cast at the Meeting by that nominee or a proxy.

Signed\*\*\* \_\_\_\_\_

Dated\*\*\* \_\_\_\_\_

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Please affix postage stamp

First Registrars & Investors Services Limited  
Plot 2, Abebe Village Road, Iganmu,  
Lagos, Nigeria

or

Computershare Investor Services (Proprietary) Limited,  
Rosebank Towers,  
15 Biermann Avenue,  
Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132;  
or email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za)),

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## **ADMISSION CARD**

**THE 46TH (FORTY-SIXTH) ANNUAL GENERAL MEETING  
(THE "MEETING") OF OANDO PLC (THE "COMPANY")  
TO BE HELD VIRTUALLY AND STREAMED LIVE VIA**

**<https://shorturl.at/hS0yO> and  
<https://www.oandopl.com/meetings>**

On Monday, August 11, 2025, at 10:00am

NAME OF SHAREHOLDER

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SIGNATURE OF PERSON ATTENDING

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**NOTE:** The Shareholder or his/her proxy must produce this admission card in order to be admitted at the meeting.