NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 47th Annual General Meeting (the "Meeting") of Oando PLC (the "Company") will be held virtually via https://www.oandoplc.com/meetings on September 17, 2026, at 10:00 a.m. Nigerian Time for the purposes of:

ORDINARY BUSINESS

1. Transacting the following ordinary business:

1.1. To lay before the shareholders the audited financial statements of the Company and of the Group for the year ended December 31, 2025, and the Reports of the Directors, Auditors and Audit Committee thereon.

1.2. To re-appoint the firm of BDO Professional Services as the Company's Auditors from the conclusion of the current meeting up until the conclusion of the next general meeting of the Company at which the company's Annual Accounts are laid; and to authorize the Directors of the Company to fix their remuneration.

1.3. To consider the re-election of the following Directors who are eligible for retirement by rotation and have offered themselves for re-election:

- Mr. Ademola Akinrele, SAN
- Mr. Omamofe Boyo
- Mr. Ikeme Osakwe[1]
- Mr. Adeola Ogunsemi

Biographical details of the directors standing for re-election are available in the 2025 Annual Report[2] and on the Company's website https://www.oandoplc.com

1.4 To elect members of the Statutory Audit Committee.

1.5 To disclose the remuneration of managers of the Company[3].

SPECIAL BUSINESS

2. Transacting the following special business:

Resolution 1: Directors Remuneration

1.1 To approve the remuneration of the Non-Executive Directors of the Company which remains unchanged as approved at the last AGM[4].

Resolution 2: Mandates Authorizing Transactions with Related Parties/Interested Persons

To consider and if thought fit pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

2.1 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.

2.2 That all transactions falling under this category which were earlier entered into prior to the date of this meeting are hereby ratified.

Resolution 3: Approval of Amendment of the Memorandum and Articles of Association of the Company

To consider, and if approved, to pass with or without modification the following resolutions as special resolutions of the Company, that:

3.1 The Articles of Association of the Company be and are hereby amended by the insertion of a new Article 50 (a) to read as follows:

"Subject to the provisions of the Act, the Company may hold any general meeting, at a physical venue, by electronic or virtual means, or as a hybrid meeting combining a physical venue with electronic participation, as the Board of Directors may determine, provided that the rights of members to attend, participate and vote at such meeting are preserved in accordance with the relevant provisions of the Act."

3.2 The objects clause contained in the Memorandum of Association of the Company be and is hereby amended by the insertion of a new sub-clause to read as follows:

"To engage, whether by itself or through any of its subsidiaries, and in compliance with all applicable laws, rules and regulations, in the design, development, creation, origination, acquisition, ownership, financing, investment, issuance, operation, management, administration, maintenance, commercialisation, marketing, distribution, assignment, transfer, exchange, trading, settlement, safeguarding, securing, verification, authentication, recording, registration, storing, processing, preserving, validating and otherwise dealing in or with digital assets and any digital representation of value, rights, interests, obligations, ownership or other legally recognised relationships capable of being created, issued, recorded, represented, transferred, administered or otherwise dealt with through digital, cryptographic, distributed ledger or other existing or emerging technologies."

Resolution 4: Authorization for Cross-Border Listing of the Company's Shares on Other Stock Exchanges

To consider, and if approved, to pass with or without modification the following resolutions as special resolutions of the Company, that:

"The Directors be and are hereby authorized to approve and effect the listing of the Company's shares on such other stock exchange(s) as they may deem fit (including cross-border listings), and to take all such steps, execute all such documents, and do all such things as may be necessary or expedient to give effect to and ensure full compliance with the listing requirements of any such stock exchange, subject to obtaining any regulatory approvals required under applicable law."

NOTES

A. Virtual Meeting Link and Live Streaming of the Annual General Meeting

Further to the signing into Law of the Business Facilitation (Miscellaneous Provisions) Act 2023, which allows companies to hold meetings electronically, this Annual General Meeting will be held virtually via https://www.oandoplc.com/meetings and streamed live. Shareholders who require technical assistance to access or participate in the virtual meeting may contact the Company's dedicated Annual General Meeting helpdesk at oandoagmhelpdesk@oandoplc.com available from 8:00 a.m. on the day of the Meeting.

[1] *Section 282 of the Companies and Allied Matters Act (CAMA) 2020 provides that a person may be appointed a director of a public Company notwithstanding that he is 70 years or more of age, but special notice shall be required of any resolution approving the appointment of such a director and the notice given to the Company and by the Company to its members shall state the age of the person to whom it relates. In line with this provision, the Company hereby notifies its members that Mr. Ikeme Osakwe is 72 years old and is being presented for re-election given the importance of retaining institutional knowledge, continuity, and stability in light of ongoing strategic and transition matters to support an effective and orderly succession process in line with the Board Succession Plan.*

[2] *Refer to page No. 54-58 for the profile of the Directors.*

[3] *Refer to page No. 71 for the remuneration of the managers of the Company.*

[4] *Refer to the Remuneration Section of the Directors' Remuneration Report set out on page No. 72 of the 2025 Annual Report.*

B. Voting and Proxies

In accordance with the Company's Articles of Association and applicable law, all resolutions at the Meeting shall be decided on a poll. On a poll, every member present or represented by proxy shall have one vote for every share held. Shareholders (including those represented by proxy) will be able to cast their votes electronically through the Meeting platform.

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in their stead. A proxy need not be a member of the Company.

In line with the provisions of the Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on Resolution 2.

Registered holders of certificated shares and holders of dematerialized shares in their own name who are unable to attend the Meeting virtually 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 to 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.

C. No Voting by Interested Persons

In line with the provisions of Rule 20.8(c) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on Special Resolution 2.1 above.

D. Closure of Register of Members

The Register of Members and Transfer Books of the Company (Nigerian and South African) will be closed between August 27, 2026, and August 28, 2026 (both days inclusive) for updating the register in accordance with the provisions of Section 114 of CAMA.

E. Nominations for the Audit Committee

In accordance with Section 404(6) of CAMA, any member may nominate a shareholder as a member of the Audit Committee, by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Meeting.

The Consolidated Rules of the Securities and Exchange Commission, 2013 (as amended) and the Nigerian Code of Corporate Governance, 2018 stipulates that members of the Audit Committee should have basic financial literacy and should be able to understand Financial Statements. Additionally, at least one committee member should be a financial expert with up-to-date knowledge in accounting and financial management, capable of interpreting Financial Statements.

F. Right of Shareholders to Ask Questions

Shareholders have a right to ask questions, not only at the meeting, but also in writing prior to the Meeting. For the good and orderly conduct of the meeting, shareholders are encouraged to submit their questions in writing ahead of the Annual General Meeting, and such questions will be acknowledged and answered in full both prior to and at the Annual General Meeting. Questions should be addressed to the Company Secretary and submitted to the Registered Office, or by electronic mail to info@oandoplc.com not later than 7 days before the Meeting.

G. Electronic Annual Report

The 2025 Annual Report is available online for viewing and can be downloaded from the Company's website at https://www.oandoplc.com. An electronic copy of the Annual Report is sent to our shareholders who have provided their email addresses to the Registrars. Shareholders who have not provided their email addresses or who wish to receive the electronic copy of the 2025 Annual Report by email should request by writing to the Company Secretary at the Registered Office or by emailing info@oandoplc.com. Shareholders are also encouraged to update or provide their email addresses with the Registrars to ensure timely receipt of future communications, including Annual Reports and Notices of General Meetings.

H. Profile of Directors

The Profiles of Directors are available on the Company's website: https://www.oandoplc.com.

I. Unclaimed Dividend and Share Certificate

Shareholders are hereby informed that some dividends have remained unclaimed and returned to the Registrar. The list of all unclaimed dividends will be published on our website, and shareholders are advised to contact the Registrar, First Registrars & Investor Services Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria.

J. Data Protection

Personal data provided by shareholders in connection with this Notice and the Meeting (including for the purposes of accreditation, proxy appointment and e-dividend registration) will be processed by the Company and/or its Registrars in accordance with the Nigeria Data Protection Act, 2023.

August 18, 2026

BY ORDER OF THE BOARD

Folasade Ibidapo-Obe
Chief Compliance Officer and Company Secretary
FRC/2025/PRO/NBA/002/354268

Registered Office
9th -12th Floor
17a Ozumba Mbadiwe Avenue
Victoria Island, Lagos, Nigeria