

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 36th (Thirty-Sixth) Annual General Meeting of Oando PLC (the "Company") will be held at The Incubator, 7/8 Chief Yusuf Abiodun Road, Oniru, Victoria Island, Lagos State, Nigeria on Thursday, the 25th day of July 2013 at 10:00 a.m. for the purposes of:

1. Transacting the following ordinary business:

- 1.1 To present the annual financial statements of the Company and of the group for the year ended 31 December 2012 and Report of Directors and Auditors thereon;
- 1.2 To receive the Report of the Audit Committee;
- 1.3 To declare a dividend of ₦0.75 kobo recommended by the directors of the Company;
- 1.4 To elect members of the Audit Committee;
- 1.5 To re-appoint the Auditors;
- 1.6 To authorise the Directors of the Company to fix the remuneration of the Auditors;
- 1.7 To re-elect the following Directors who in accordance with Articles 91 and 93 of the Company's Articles of Association, retire by rotation, but are eligible and offer themselves for re-election:
 - HRM Oba Michael Adedotun Gbadebo, CFR (The Alake of Egbaland)
 - Mr. Olufemi Adeyemo
 - Chief Sena Anthony

2 Transacting the following special business:

- (i) To consider, and if approved, to pass with or without modification, the following ordinary resolution to fix the remuneration of the Non-Executive directors:

"It is hereby resolved that the fees payable quarterly in arrears, be ₦5,000,000 per annum for the Chairman and ₦4,000,000 per annum for all other Non-Executive directors with effect from 1, January 2013."

Voting and Proxies

On a show of hands, every member present in person or by proxy shall have one vote, and on a poll, every member shall have one vote for each share of which he is the holder.

A member of the Company entitled to attend and vote at the Annual General Meeting (the "**Meeting**") is entitled to appoint a proxy to attend, speak and vote instead of that member. A proxy need not be a member of the Company.

Registered holders of certificated shares and holders of dematerialised shares in their own name(s) 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 (Proprietary) Limited, 70, Marshall Street, Johannesburg, 2001, South Africa, PO Box 61051, Marshalltown, 2107, not less than 48 hours before the time of the Meeting.

Holders of the Company's shares in South Africa (whether certificated or dematerialised) 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.

Dividend Payment

If the dividend recommended is approved and declared, dividends due to shareholders whose names appear in the Company's register of members (Nigeria and South Africa) kept in Nigeria as at the close of business on 5th July 2013 will, on the 31st of August 2013, either be electronically transferred to shareholders' bank accounts or posted to them, or will have their accounts, at their CSDP or broker credited.

Closure of Registers of Members

The Registers of Members and Transfer Books of the Company (Nigerian and South African) will be closed between the 8th July 2013 and 9th July 2013 (both days inclusive) in terms of the provisions of Section 89 of the Companies and Allied Matters Act Cap. C20 Laws of the Federation 2004 (the "**Companies and Allied Matters Act**").

E-Dividend

Notice is hereby given to all shareholders to open bank accounts, for the purpose of timely receipts of dividends. A detachable e-dividend form is attached to the Annual Report to enable all shareholders furnish the Registrars with particulars of their accounts as soon as possible.

E-Report

In order to improve delivery of our Annual Reports, we have inserted a detachable form to the Annual Report and hereby request that shareholders who wish to receive Annual reports and other statutory reports of Oando PLC in electronic format should complete and return the form to the Registrars or Company Secretary for further processing.

Nomination for the Audit Committee

In accordance with Section 359 (5) of the Companies Act, 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.

Dated this 28th day of June 2013

By the Order of the Board



Ayotola Jagun (Ms.)

Chief Compliance Officer & Company Secretary

Registered Office
2, Ajose- Adeogun Street,
Victoria Island, Lagos