

Proxy Form



NOTICE IS HEREBY GIVEN that the 42nd (Forty-Second) Annual General Meeting (the "Meeting") of Oando PLC (the "Company") will be held at the Zinnia Hall, Eko Hotels and Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos, Nigeria on Tuesday, June 11, 2019 at 10:00 a.m.

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,, 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

A member who is unable to attend the Meeting is entitled by law to vote by proxy. The proxy form has been prepared to enable you exercise your right in case you cannot personally attend the Meeting. The proxy form **should not** be completed if you will be attending the Meeting.

If you are unable to attend the Meeting, complete the form as follows:

- Write your name in BLOCK CAPITALS on the proxy form where marked * above
- Write the name of your proxy where marked ** above
- Ensure that the proxy form is signed and dated by you where marked *** below. The Common Seal must be affixed on the proxy form if executed by a corporation.

S/N	Proposed resolution	For	Against
1.	To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2018 and the Reports of the Directors, Auditors and Audit Committee thereon;		
2.	To re-appoint Ernst & Young as Auditors and to authorise the Directors of the Company to fix their remuneration;		
3.	To re-elect HRM M.A. Gbadebo, CFR as a Director		
4.	To re-elect Mr. Mobolaji Osunsanya as a Director		
5.	To re-elect Oghogho Akpata as a Director		
6.	To re-elect Mr. Olufemi Adeyemo as a Director		
7.	To elect members of the Statutory Audit Committee;		
8.	To consider, and if approved, to pass with or without modification, the following ordinary resolution to fix the remuneration of the Non-Executive Directors of the Company:		
9.	"It is hereby resolved that the fees, payable quarterly in arrears remain ₦5,000,000 per annum for the Chairman and ₦4,000,000 per annum, for all other Non-Executive Directors."		

10.	<p>To consider, and if approved, to pass with or without modification the following ordinary resolution of the Company:</p> <p>THAT on the recommendation of the Directors and in accordance with Article 46 of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from ₦15,000,000,000(Fifteen Billion Naira) to ₦25,000,000,000 (Twenty- Five Billion Naira) by the creation and addition thereto, of 20,000,000,000 (Twenty Billion) Ordinary Shares of 50 kobo (Fifty Kobo) each, such new shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company."</p>		
11.	<p>To consider, and if approved, to pass with or without modification the following as a special resolution of Company:</p> <p>THAT Clause 6 of the Memorandum of Association and Article 3 of the Articles of Association of the Company be and are hereby amended to reflect the new authorized share capital of ₦25,000,000,000 (Twenty- Five Billion Naira) divided into 50,000,000,000 (Fifty Billion) Ordinary shares of 50 kobo each.</p>		
12.	<p>To consider, and if approved, to pass with or without modification the following as ordinary resolutions of the Company:</p> <p>THAT the Company's issued and paid up share capital be increased by up to ₦60, 000,000,000 (Sixty Billion Naira) through the issuance of shares out of the unissued share capital of the Company for the purposes of corporate restructuring, settlement of debts and employees and executive compensation on such terms and conditions and for such other purpose which the Directors resolve to be in the best interest of the Company subject to obtaining the approvals of relevant regulatory authorities.</p> <p>THAT the Directors be and are hereby authorized to enter into any agreements and/or execute any other documents necessary for and incidental to the effecting resolution above;</p> <p>AND THAT the Directors be and are hereby authorized to appoint such professional advisers and other parties and perform all such other acts and do all such other things as may be necessary for and/or incidental to effecting the above resolutions.</p>		

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 so as to be received by the share registrars, First Registrars & Investors Services 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 date 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 their 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.

Signed*** _____

Dated*** _____

Please affix postage stamp

First Registrars & Investors Services Limited
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



ADMISSION CARD

**THE 42ND (FORTY-SECOND) ANNUAL GENERAL MEETING TO BE HELD AT
THE ZINNIA HALL, EKO HOTELS AND SUITES, PLOT 1415,
ADETOKUNBO ADEMOLA STREET, VICTORIA ISLAND,
LAGOS, NIGERIA**

On Tuesday, June 11, 2019 at 10.00 a.m

NAME OF SHAREHOLDER

SIGNATURE OF PERSON ATTENDING

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