

PROXY FORM



The 37th Annual General Meeting of Oando PLC (the “Company”) will be held at Shell Nigeria Hall, The Muson Center, 8/9 Marina, Onikan, Lagos, Nigeria on Monday, the 27th day of October 2014 at 10:00 a.m. (the “Meeting”)

I/WE*of

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 the 27th day of October, 2014, 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 at each adjournment of same and to vote for or against the resolutions in accordance with the following instructions:

NOTE

A member who is unable to attend the Annual General 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, read the following instructions carefully:

a. Write your name in BLOCK CAPITALS on the proxy form where marked*

b. Write the name of your proxy where marked**, and ensure that the proxy form is dated and signed by you. The Common Seal must be affixed on the proxy form if executed by a corporation.

Proposed resolution	For	Against
To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2013 and the Reports of the Directors, Auditors and Audit Committee thereon;		
To declare a dividend of ₦0.30 kobo recommended by the Directors of the Company for the year ended December 31, 2013;		
To consider and, if thought fit, pass the following Ordinary Resolution of which special notice has been given, without amendment: “THAT Messrs PricewaterhouseCoopers, the retiring auditors of the Company shall not be and are hereby not re-appointed at the said Annual General Meeting and in their stead Messrs Ernst & Young be and are hereby appointed auditors of the Company.”		
To authorise the Directors of the Company to fix the remuneration of the Auditors;		
To elect Mr. Francesco Cuzzocrea as director		
To re-elect Ammuna Lawan Ali, OON as director		
To re-elect Mobolaji Osunsanya as director		

To re-elect Eng Yusuf Kebba Jarge N'jie as director		
To elect members of the Audit Committee;		
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 remain ₦5,000,000 per annum for the Chairman and ₦4,000,000 per annum, for all other Non-Executive Directors."		
To Consider, and if approved, to pass with or without modification the following ordinary resolution: 1. "Further to the approval of shareholders given at the 32nd Annual General Meeting held July 30, 2009, the Board of Directors of the Company be hereby authorised to reorganise and/or divest any and/or all of the Company's shareholding and investments in the downstream business by way of sale, transfer and/or any other form of disposition, which the directors resolve to be in the best interest of the Company, subject to the approvals of relevant regulatory authorities. 2. The Board of Directors of the Company be hereby authorized to appoint such professional advisers and other parties to the contemplated transactions 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."		

Registered holders of certificated Oando PLC shares and holders of dematerialised Oando PLC 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, 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 Oando PLC 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 to attend and vote at the Meeting or to enable their votes in respect of their Oando PLC shares to be cast at the Meeting by that nominee or a proxy.

Signature:

Dated thisday of2014

Please affix postage stamp

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

or

Computershare Investor Services (Proprietary) Limited,
70 Marshall Street,
Johannesburg, 2001, South Africa
PO Box 61051, Marshalltown, 2107



ADMISSION CARD

**ANNUAL GENERAL MEETING TO BE HELD AT SHELL NIGERIA HALL,
THE MUSON CENTER, 8/9 MARINA, ONIKAN,
LAGOS, NIGERIA**

On Monday October 27, 2014 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.