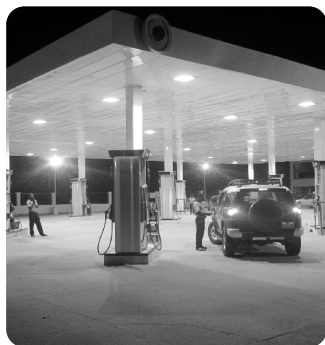


## Notice of Extra-Ordinary General Meeting





## BOARD OF DIRECTORS

HRM Oba Michael Adedotun Gbadebo, CFR  
(The Alake of Egbaland)  
Chairman, Non-Executive Director

Mr. Jubril Adewale Tinubu  
Group Chief Executive

Mr. Omamofe Boyo  
Deputy Group Chief Executive

Mr. Mobolaji Osunsanya  
Executive Director

Mr. Olufemi Adeyemo  
Executive Director, Finance

Mr. Oghogho Akpata  
Non-Executive Director

Ammuna Lawan Ali OON  
Non-Executive Director

Chief Sena Anthony  
Non-Executive Director

Ms. Nana Appiah-Korang  
Non-Executive Director

Mr. Francesco Cuzzocrea  
Non-Executive Director

Engr. Yusuf N'jie  
Non-Executive Director

### Professional Advisers:

Ayotola O. Jagun (Ms.)  
Chief Compliance Officer & Company Secretary

Mr. Olufemi Adeyemo  
Chief Financial Officer

Mrs. Ngozi Okonkwo  
Chief Legal Officer

### Registered Office:

2, Ajose-Adeogun Street, Victoria Island, Lagos

### Auditors:

PricewaterhouseCoopers, 252 E, Muri Okunola Street,  
Victoria Island, Lagos

### The Registrars & Transfer Offices:

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

### Computershare Investor Services (Proprietary) Limited,

70, Marshall Street, Johannesburg, 2001, PO Box 61051,  
Marshalltown, 2107, South Africa

### JSE Limited Sponsor

Macquarie First South Capital (Pty) Limited

The Place, 1 Sandton Drive South Wing, Sandown, 2146  
P.O. Box 783745, Sandton 2196 Johannesburg, South  
Africa

## BANKS

- ABN Amro Bank
- Access Bank PLC
- Access Bank UK
- BNP Paribas
- Citibank Nigeria Limited
- Citibank UK
- Diamond Bank PLC
- Ecobank PLC
- Enterprise Bank
- Fidelity Bank PLC
- First Bank of Nigeria PLC
- First City Monument Bank PLC
- First Securities Discount House Limited (FSDH)
- Guaranty Trust Bank PLC
- Heritage Bank PLC
- Kakawa Discount House Limited (KDH)
- Keystone Bank PLC
- Mainstreet Bank PLC
- Natixis Bank
- Stanbic IBTC Bank PLC
- Standard Bank, London
- Standard Chartered Bank Nigeria Limited
- Standard Chartered Bank PLC, UK
- Sterling Bank PLC
- Union Bank of Nigeria PLC
- United Bank for Africa PLC
- United Bank for Africa, New York
- Unity Bank PLC
- Wema Bank PLC
- Zenith Bank PLC

# NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extra-ordinary General Meeting of Oando PLC ("the Company") will be held at The Incubator, 7/8, Chief Abiodun Yusuf Road, Oniru, Victoria Island, Lagos State, Nigeria on Tuesday 18<sup>th</sup> of February, 2014 at 10.00 a.m. for the following business:

1. To consider and if thought fit, to pass the following, with or without modification, as an ordinary resolution of the Company:

"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 N5,000,000,000 (Five Billion Naira) to N7,500,000,000 (Seven Billion, Five Hundred Million Naira) by the creation and addition thereto, of 5,000,000,000 (Five 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."

2. To consider and if thought fit, to pass the following, with or without modification, as a special resolution of the Company:

"That Clause 6 of the Memorandum of Association and Article 3 of the Articles of Association respectively be and are hereby amended to reflect the new authorized share capital of N7,500,000,000 (Seven Billion, Five Hundred Million Naira) divided into 15,000,000,000 (Fifteen Billion) Ordinary shares of 50 kobo each."

3. To consider, and if approved, to pass with or without modification, the following sub-joined special resolutions:

- a. "That pursuant to the Company's Articles of Association:

- i) The Directors be and are hereby authorized to raise further capital of up to N50,000,000,000 (Fifty Billion Naira) through an offer by way of rights issue in the ratio and terms, conditions and dates to be determined by the Directors, subject to obtaining the approvals of relevant regulatory authorities.

- ii) Pursuant to the authority to undertake the rights issue referred to in paragraph 3 (a) (i) above, the Directors be and are further authorised to underwrite the issue on such terms and conditions as they may deem fit;

- iii) Further to Paragraph 3 (a) (ii) above, the shareholders hereby waive their pre-emptive rights to any unsubscribed shares under the rights issue in the event of an under-subscription.

- iv) In addition to paragraph 3 a (i) above, the Directors be and are hereby authorized to raise, whether by way of a public offering, private /special placement, rights issue or other methods, additional capital of up to N200,000,000,000 (Two Hundred Billion Naira) through the issuance of shares, global depository receipts, convertibles or non-convertibles, medium term notes, notes, bonds and or any other instruments either as a standalone or by way of a programme, in such tranches, series or proportions, at such coupon or interest rates, within such maturity periods, and on such terms and conditions; including through a book building process or other process all of which shall be as determined by the Directors, subject to obtaining the approvals of relevant regulatory authorities.

- v) The Directors be and are hereby authorised in the event of an over-subscription of shares in an issue to the public, to capitalize the excess funds to the extent permitted by the relevant regulatory authorities and to allot additional shares in a manner deemed fit by them, PROVIDED such allotment can be accommodated by the Company's then unissued share capital.

- vi) In the event that such further capital raise referred to in 3 (a) (iv) above be by way of a rights issue, the Directors be and are hereby authorised to underwrite such issue on such terms and conditions as the Directors may deem fit;

- b. The Directors be and are hereby authorized to enter into any agreements and or execute any other documents necessary for and or incidental to effecting the resolutions above.

- c. The Directors be and are hereby authorized to appoint such professional parties and perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions, including without limitation, complying with directives of any regulatory authority".



## **Voting and Proxies**

A member of the Company entitled to attend and vote at the Extraordinary 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 the Company's certificated shares and holders of the Company's de-materialised shares in their own name(s) who are unable to attend the Meeting and who wish to be represented at the Meeting by proxies, must complete and return the attached form of proxy in accordance with the instructions contained in the form 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 time of the Meeting.

Holders of the Company's shares in South Africa (whether certificated or de-materialised) 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 in the Company to be cast at the Meeting by that nominee or a proxy.

**Dated this 28<sup>th</sup> day of January 2014**

**By Order of the Board**

A handwritten signature in black ink, appearing to be 'Ayotola Jagun', with a horizontal line drawn underneath it.

**Ayotola Jagun (Ms.)**

Chief Compliance Officer & Company Secretary

Registered Office

2, Ajose-Adeogun Street, Victoria Island, Lagos

# PROXY FORM



Extra-ordinary General Meeting of Oando PLC ("the Company") to be held at The Incubator, 7/8, Chief Abiodun Yusuf Road, Oniru, Victoria Island, Lagos State, Nigeria on Tuesday 18<sup>th</sup> of February, 2014 at 10.00 a.m. ("The Meeting")

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 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 Extra-Ordinary 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:

Proposed resolution	For	Against
Resolved 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 N5,000,000,000 (Five Billion Naira) to N7,500,000,000 (Seven Billion, Five Hundred Million Naira) by the creation and addition thereto, of 5,000,000,000 (Five 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.		
Resolved that Clause 6 of the Memorandum of Association and Article 3 of the Articles of Association respectively be and are hereby amended to reflect the new authorized share capital of N7,500,000,000 (Seven Billion, Five Hundred Million Naira) divided into 15,000,000,000 (Fifteen Billion) Ordinary shares of 50 kobo each.		
<p>Resolved that pursuant to the Company's Articles of Association:</p> <p>i) The Directors be and are hereby authorized to raise further capital of up to N50,000,000,000 (Fifty Billion Naira) through an offer by way of rights issue in the ratio and terms, conditions and dates to be determined by the Directors, subject to obtaining the approvals of relevant regulatory authorities.</p> <p>ii) Pursuant to the authority to undertake the rights issue referred to in paragraph 3 (a) (i) above, the Directors be and are further authorised to underwrite the issue on such terms and conditions as they may deem fit;</p> <p>iii) Further to Paragraph 3 (a) (ii) above, the shareholders hereby waive their pre-emptive rights to any unsubscribed shares under the rights issue in the event of an under-subscription.</p> <p>iv) In addition to paragraph 3 (a) (i) above, the Directors be and are hereby authorized to raise, whether by way of a public offering, private /special placement, rights issue or other methods, additional capital of up to N200,000,000,000 (Two Hundred Billion Naira) through the issuance of shares, global depository receipts, convertibles or non-convertibles, medium term notes, notes, bonds and or any other instruments either as a standalone or by way of a programme, in such tranches, series or proportions, at such coupon or interest rates, within such maturity periods, and on such terms and conditions; including through a book building process or other process all of which shall be as determined by the Directors, subject to obtaining the approvals of relevant regulatory authorities.</p>		

<p>v) The Directors be and are hereby authorised in the event of an over-subscription of shares in an issue to the public, to capitalize the excess funds to the extent permitted by the relevant regulatory authorities and to allot additional shares in a manner deemed fit by them, PROVIDED such allotment can be accommodated by the Company's then unissued share capital.</p> <p>vi) In the event that such further capital raise referred to in 3 (a) (iv) above be by way of a rights issue, the Directors be and are hereby authorised to underwrite such issue on such terms and conditions as the Directors may deem fit.</p> <p>The Directors be and are hereby authorized to enter into any agreements and or execute any other documents necessary for and or incidental to effecting the resolutions above.</p> <p>The Directors be and are hereby authorized to appoint such professional parties and perform all such other acts and do all such other things as may be necessary for or incidental to effecting the above resolutions, including without limitation, complying with directives of any regulatory authority.</p>		
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- 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.

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 this ..... day of ..... 2014.

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Please affix postage stamp

First Registrars Nigeria 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

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## **ADMISSION CARD**

**EXTRA-ORDINARY GENERAL MEETING TO BE HELD AT THE INCUBATOR,  
7/8, CHIEF YUSUF ABIODUN ROAD, ONIRU, VICTORIA ISLAND,  
LAGOS STATE, NIGERIA**

On Tuesday February 18, 2014 at 10.00 a.m.

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 to the meeting.

## CONTACT DETAILS

### HEAD OFFICE

(7th-10th Floor)  
2, Ajose-Adeogun Street,  
Victoria Island  
Lagos, Nigeria  
Tel: 234-1-2702400  
E-mail: [info@oandopl.com](mailto:info@oandopl.com)  
Website: [www.oandopl.com](http://www.oandopl.com)

### SA OFFICE ADDRESS

Mettle House  
32 Fricker Road  
Illovo  
Johannesburg  
South Africa.  
Tel: 011 268 6235

### OANDO LOGISTICS & SERVICES LTD

First Floor  
50 Curzon Street  
W1J 7UW  
London  
Tel: 44-207-297-4280-7  
Fax: 44-207-499-5375

### OANDO MARKETING

8, Kayode Street,  
Marine Beach Apapa,  
Lagos, Nigeria  
Tel: 234-1-2702400  
E-mail: [info@oandopl.com](mailto:info@oandopl.com)  
Website: [www.oandopl.com](http://www.oandopl.com)

### ABUJA AREA OFFICE

26, Udi Street  
Off Aso Drive, Maitama  
Federal Capital Territory  
Abuja, Nigeria  
Tel: 234-9-5235458-9

### OANDO TRADING

(3rd Floor)  
Trott & Duncan Building  
17A, Brunswick Street  
Hamilton, HM 10  
Bermuda  
Tel: 441-297-4407  
Fax: 441-297-4402

### GASLINK

(7th Floor)  
2, Ajose-Adeogun Street,  
Victoria Island  
Lagos, Nigeria  
Tel: 234-1-2702400  
E-mail: [info@gaslink.org](mailto:info@gaslink.org)  
Website: [www.gaslink.org](http://www.gaslink.org)

### OANDO GAS & POWER

(7th Floor)  
2, Ajose-Adeogun Street,  
Victoria Island  
Lagos, Nigeria  
Tel: 234-1-2702400

### OANDO ENERGY SERVICES

(7th Floor)  
2, Ajose-Adeogun Street,  
Victoria Island  
Lagos, Nigeria  
Tel: 234-1-2702400

### OANDO ENERGY RESOURCES

Suite 1230, Sunlife Plaza, 112  
4th Avenue SW, T2P 0H3,  
Calgary, Canada.  
Tel: 234-1-2702400

### OANDO EXPLORATION & PRODUCTION

(8th Floor)  
2, Ajose-Adeogun Street,  
Victoria Island  
Lagos, Nigeria  
Tel: 234-1-2702400

### WEST AFRICAN OPERATIONS

#### OANDO BENIN REPUBLIC

OIBP 1093 Recette Principale  
Cotonou  
Tel: 299-313679

#### OANDO GHANA

B35 Augustino Neto Road  
Airport Residential Area  
Accra, Ghana  
Tel: 233-21-761196, 761520

#### OANDO (TOGO) S.A.

No. 1 Boulevard du Mono,  
Rond Point du Port  
B.P. 2987  
Lome-Togo  
Tel : +228 22 27 04 22

### PLANTS/TERMINALS

#### APAPA TERMINAL

Terminal Office  
Kayode Street  
Marine Beach  
Apapa, Lagos  
Tel: 234-1-5870218

#### LAGOS AVIATION TERMINAL

Oando Aviation  
Muritala Mohammed Local Airport  
Opposite Aero contractors  
Ikeja, Lagos  
Nigeria  
Tel: 234-1-4975888

#### ABUJA AVIATION TERMINAL

Oando Aviation  
Behind Julius Berger Yard  
Nnamdi Azikwe International  
Airport  
Abuja

#### BITUMEN PLANT

C/O Oando Div. Office  
Reclamation Road  
Port Harcourt  
Rivers State  
Nigeria  
Tel: 234-84-234516

#### LUBRICANT BLENDING PLANT

Rido Village  
Off Kachia Road  
PMB 2110  
Kaduna State  
Nigeria  
Tel: 234-62-516128, 236282

#### ONNE TANK TERMINAL

Onne Terminal, Oando Plc  
Onne-NPA (ft) Road  
Onne Oil and Gas Free Zone  
Port Harcourt, Nigeria  
Tel: 234-84-579940







### **Oando PLC**

(7th-10th Floor)  
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Lagos, Nigeria  
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E-mail: [info@oandopl.com](mailto:info@oandopl.com)  
Website: [www.oandopl.com](http://www.oandopl.com)