

# NOTICE

## OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 40th (Fortieth) Annual General Meeting (the "Meeting") of Oando PLC (the "Company") will be held at The Akwa Ibom State Hall (Ibom Hall), Babangida Avenue, Uyo, Akwa Ibom State, Nigeria. on Monday September 11, 2017 at 10.00a.m. prompt for the purposes of:

### 1. Transacting the following ordinary business:

- 1.1. To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2016 and the Reports of the Directors, Auditors and Audit Committee thereon;
- 1.2. To re-appoint Ernst & Young as Auditors and to authorise the Directors of the Company to fix their remuneration;
- 1.3. 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:
  - Mr. Mobolaji Osunsanya as a Director
  - Mr. Tanimu Yakubu as a Director
  - Mr. Oghogho Akpata as a Director
- 1.4. To elect members of the Statutory Audit Committee;

### 2. Transacting the following special business:

- 2.1 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 N5,000,000 per annum for the Chairman and N4,000,000 per annum, for all other Non-Executive Directors."

### 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 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.

Registered holders of certificated shares and holders of dematerialised 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, Nigeria or Computershare Investor Services (Proprietary) Limited, 70, Marshall Street, Johannesburg, 2001, PO Box 61051, Marshalltown, 2107, South Africa 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.

### Closure of Register of Members

The Register of Members and Transfer Books of the Company (Nigerian and South African) will be closed between Wednesday August 16, 2017 and Friday August 18, 2017 (both days inclusive) in terms of the provisions of Section 89 of the Companies and Allied Matter Act, Cap C20, Laws of the Federation of Nigeria, 2004 ("CAMA").

### Nominations for the Statutory Audit Committee

In accordance with Section 359(5) 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 Chief Compliance Officer and Company Secretary at least 21 days before the Meeting.

### E- Report

In order to improve delivery of our Annual Report, we have inserted a detachable Form in the Annual Report and hereby request Shareholders who wish to receive the Annual Report of Oando PLC in an electronic format to complete and return the Form to the Registrars for further processing.

In addition, Annual Reports are available online for viewing and download from our website at [www.oandopl.com](http://www.oandopl.com).

### Right of Shareholders to Ask Questions

Shareholders have the right to ask questions not only at the meeting, but also in writing prior to the meeting. Such questions may be addressed to the Company Secretary and submitted to the registered office of the Company or sent by electronic mail to [info@oandopl.com](mailto:info@oandopl.com), not later than 7 days before the Meeting.

Dated August 14, 2017  
By Order of the Board



**Ayotola Jagun (Ms.)**  
Chief Compliance Officer and Company Secretary

FRC/2013/NBA/000000003578  
Registered Office  
2, Ajose Adeogun Street  
Victoria Island, Lagos, Nigeria