

PROXY FORM



The 39th (Thirty-Ninth Annual General Meeting (the “Meeting”) of Oando PLC (the “Company”) will be held at Landmark Centre Plot 3 & 4 Water Corporation Road, Victoria Island Annex, Lagos, Nigeria on **Tuesday August 2, 2016** 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.

	Proposed resolution	For	Against
1	To receive the audited financial statements of the Company and of the Group for the year ended 31st December, 2015 and the Reports of the Directors, Auditors and Audit Committee thereon;		
2	To elect members of the Audit Committee;		
3	To re-appoint Ernst & Young as Auditors;		
4	To authorise the Directors of the Company to fix the remuneration of the Auditors;		
5	To re-elect HRM M.A. Gbadebo, (CFR) as a Director		
6	To re-elect Chief Sena Anthony as a Director		
7	To re-elect Mr. Mobolaji Osunsanya as a Director		
8	To elect Mr. Ikeme Osakwe to the Board of Directors of the Company with effect from 08 July, 2016 as a Director whose term expires in accordance with Article 88 of the Article of Association of the Company (“the Articles”) but being eligible, offers himself for election.		

	Proposed resolution	For	Against
9	To elect Mr. Ademola Akinrele, SAN to the Board of Directors of the Company with effect from 08 July, 2016 as a Director whose term expires in accordance with Article 88 of the Article of Association of the Company (“the Articles”) but being eligible, offers himself for election.		
10	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.”		

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 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 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 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

**THE 39TH (THIRTY-NINTH) ANNUAL GENERAL MEETING TO BE HELD AT
LANDMARK CENTRE, PLOT 3 & 4 WATER CORPORATION ROAD,
VICTORIA ISLAND ANNEX, LAGOS, NIGERIA ON TUESDAY,
02 AUGUST 2016 AT 10:00A.M.**

NAME OF SHAREHOLDER

SIGNATURE OF PERSON ATTENDING

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