

**PROXY FORM**

42<sup>nd</sup> (Forty-Second) Annual General Meeting (“Meeting”) of Oando PLC (the “Company”) to be held at The Wings Office Complex, 17a Ozumba Mbadiwe Avenue, Victoria Island, Lagos, Nigeria on Tuesday, August 31<sup>st</sup>, 2021, at 10:00 a.m.

I / We\* ..... of .....  
 .....  
 being a member/members of Oando PLC hereby appoint\*\* ..... or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, August 31, 2021, at 10:00 a.m. and at any adjournment thereof,

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Signature of Shareholder

Name of Shareholder

**ADMISSION CARD**

42<sup>nd</sup> (Forty-Second) Annual General Meeting of Oando PLC to be held at The Wings Office Complex, 17a Ozumba Mbadiwe Avenue, Victoria Island, Lagos, Nigeria on Tuesday, August 31<sup>st</sup>, 2021, at 10:00 a.m.

Name of Shareholder (in BLOCK CAPITALS): \_\_\_\_\_  
 Surname: \_\_\_\_\_  
 First name: \_\_\_\_\_  
 Shareholder’s Account No: \_\_\_\_\_  
 Number of Shares: \_\_\_\_\_

NUMBER OF SHARES:		
RESOLUTIONS	FOR	AGAINST
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		
To re-appoint Ernst & Young as Auditors and to authorise the Directors of the Company to fix their remuneration		
To elect Dr. Ainojie Iruone to the Board of Directors of the Company with effect from August 7, 2019 as a Director whose term expires in accordance with Article 88 of the Article of Association of the Company and being eligible to offer himself for appointment.		
To re-elect HRM M.A. Gbadebo, CFR as a Director		
To re-elect Mr. Olufemi Adeyemo as a Director		
To re-elect Mr. Tanimu Yakubu as a Director		
To elect the 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 of the Company.  “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.”		
To consider and if thought fit pass, with or without modifications, the following resolution as an ordinary resolution of the Company.  “That, pursuant to Rule 20.8 of the Rulebook of the Nigerian Stock Exchange 2015: Issuers Rule, a general mandate be and is hereby given authorizing the Company to procure goods, services and financing and enter into such incidental transactions necessary for its day to day operations from its related parties or interested persons on normal commercial terms consistent with the Company’s Transfer Pricing Policy. All transactions falling under this category which were earlier entered into prior to the date of this meeting are hereby ratified.”		
To consider and if thought fit pass, with or without modifications, the following resolution as an ordinary resolution of the Company.  “That the Board of Directors of the Company be and are hereby authorized to negotiate, take all such actions and enter into all such transactions, agreements and appropriate settlements with the Securities and Exchange Commission (SEC) in relation to the investigations, findings and ongoing dispute arising from and relating to petitions brought by Ansbury Inc. (an investor in Ocean and Oil Development Partners Limited (“OODP”) and Alhaji Dahiru Mangal (together the “Petitioners”), against the Company and certain of its directors, and to likewise do all things necessary to settle all disputes between the Company, the said directors and the Petitioners and to ratify and confirm all actions hitherto taken by the management of the Company towards resolving the said disputes.”		

**IMPORTANT**

1. Pursuant to the Covid-19 Health Protection Regulations 2021, Members (Shareholders) are required to attend the Annual General Meeting by proxy and this proxy form has been prepared to enable you to exercise your right to vote. Shareholders are required to appoint a proxy of their choice from the list of proxies below:

- |                                    |             |
|------------------------------------|-------------|
| 1. Sir Sunny Nnamdi Nwosu, KSS     | Shareholder |
| 2. Mr. Patrick Ajidua              | Shareholder |
| 3. Alhaji. Kabiru A. Tambari       | Shareholder |
| 4. Mrs. Adebisi Oluwayemisi Bakare | Shareholder |
| 5. Mr. Lawrence Oguntoye           | Shareholder |
| 6. Chief Timothy Adesiyun          | Shareholder |
| 7. Mr. Tunde Badmus                | Shareholder |
| 8. Dr. Faruk Umar                  | Shareholder |
| 9. Rev. Dr. G. Akpore              | Shareholder |
| 10. Mrs. Oludewe Thorpe            | Shareholder |
| 11. Chief J. O. Okelana            | Shareholder |
| 12. Mrs. Efunyemi Obideyi          | Shareholder |
| 13. Mrs. Ganiyu Kudirat Moturayo   | Shareholder |
| 14. Mr. Boniface Okezie            | Shareholder |

2. Please date, sign and post the proxy form to reach the registrars not less than 48 hours before the time appointed for the Annual General Meeting, at their office, 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, or via Email: info@firstregistrarsnigeria.com.

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, the Central Securities Depository Participant (“CSDP”) or their broker to enable their votes in respect of their shares to be cast at the Meeting by a proxy.

If executed by a corporate body, the proxy form should be sealed with the Common Seal or under the hand and seal of its attorney.

3. It is a requirement of the law under the Stamp Duties Act, Cap. A8, Laws of the Federation of Nigeria, 2004, that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must be duly stamped in accordance with the provisions of the Stamp Duties Act.

Provision has been made on this proxy form for you to insert in the blank spaces, the names of your chosen nominee, who will attend the Meeting and vote on your behalf.