

PROXY FORM

43rd (Forty-Third) 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 Wednesday, August 10, 2022, 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 Company or failing him, the Company Secretary of the Company as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held on Wednesday, August 10, 2022, at 10:00 a.m. and at any adjournment thereof,

Dated this _____ day of _____

Signature of Shareholder

Name of Shareholder

ADMISSION CARD

43rd (Forty-Third) Annual General Meeting of Oando PLC to be held at The Wings Office Complex, 17a Ozumba Mbadiwe Avenue, Victoria Island, Lagos, Nigeria on Wednesday, August 10, 2022, at 10:00 a.m.

Name of Shareholder (in BLOCK CAPITALS)

Surname: _____

First name: _____

Shareholder's Account No: _____

Number of Shares: _____

IMPORTANT

1. In line with the guidelines of the Corporate Affairs Commission (CAC) on the Conduct of Annual General Meetings of Public Companies by Proxies, a member entitled to attend and vote at the AGM is advised to select from the underlisted proposed proxies to attend and vote in their stead:

- | | |
|------------------------------------|----------------------------------|
| 1. HRM M.A. Gbadebo, | CFR Chairman, Board of Directors |
| 2. Ms. Ayotola Jagun | Company Secretary |
| 3. Sir Sunny Nnamdi Nwosu, KSS | Shareholder |
| 4. Mr. Patrick Ajudua | Shareholder |
| 5. Alhaji. Kabiru A. Tambari | Shareholder |
| 6. Mrs. Adebisi Oluwayemisi Bakare | Shareholder |
| 7. Mr. Olusegun Owoeye | Shareholder |
| 8. Chief Timothy Adesiyun | Shareholder |
| 9. Mr. Tunde Badmus | Shareholder |
| 10. Dr. Faruk Umar | Shareholder |
| 11. Rev. Dr. G. Akpore | Shareholder |
| 12. Mr. Gbenga Idowu | Shareholder |
| 13. Chief J.O. Okelana | Shareholder |
| 14. Mr. Alex Adio | Shareholder |
| 15. Mrs. Okeleye Adenike | Shareholder |
| 16. Mr. Boniface Okezie | Shareholder |
| 17. Mr. Chibuzor Emmanuel Eke | Shareholder |
| 18. Mr. Peter Eyanuku | Shareholder |

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.

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.

Please mark the appropriate box with an "X" to indicate how you wish your votes to be cast on the resolutions set out below. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her/its discretion.		
RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS		
To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2019 and the Reports of the Directors, Auditors and Audit Committee thereon.		
To re-appoint Ernst & Young as Auditors for the year 2020 and to authorise the Directors of the Company to fix their remuneration.		
To elect Mrs. Nana Fatima Mede to the Board of Directors of the Company with effect from December 23, 2021, as a Director whose term expires in accordance with Article 88 of the Articles of Association of the Company but being eligible, offers herself for election.		
To elect Mrs. Ronke Sokefun to the Board of Directors of the Company with effect from December 23, 2021, as a Director whose term expires in accordance with Article 88 of the Articles of Association of the Company but being eligible, offers herself for election.		
To elect Adeola Ogunsemi to the Board of Directors of the Company with effect from February 18, 2022, as a Director whose term expires in accordance with Article 88 of the Article of Association of the Company but being eligible, offers himself for election.		
To re-elect Mr. Ike Osakwe , as a Director		
To re-elect Mr. Ademola Akinrele, SAN , as a Director		
To re-elect Dr. Ainojie Alex Irune as a Director		
To elect the members of the Audit Committee		
SPECIAL BUSINESS		
"To consider, and if approved, to pass with or without modification, the following ordinary resolution to deem the general meeting at which the 2019 financial statement will be laid before the shareholders and other business of an Annual General Meeting, as the 43rd Annual General Meeting of the Company. <i>"It is hereby resolved that the general meeting at which the 2019 financial statement will be laid before the shareholders and other business of an Annual General Meeting, be deemed as the 43rd Annual General Meeting of the Company."</i>		
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. <i>"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."</i>		
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 appoint Ernst & Young as Auditors to carry out the audit of the Company for the financial year ended 2021 as directed by the Corporate Affairs Commission and to authorise the Directors of the Company to fix their remuneration.		
That pursuant to the directive of the Corporate Affairs Commission, the audited financial statements for the year ended December 31, 2020 and December 31, 2021 and the reports of the Directors, Auditors and Audit Committee thereon should be laid at a General Meeting which will be deemed to be the 44th Annual General Meeting of the Company.		

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. The cost of stamping the proxy forms will be borne by the Company.