

Proxy Form



The 44th (Forty-Fourth) Annual General Meeting (the "Meeting") of Oando PLC (the "Company") to be held at the Zinnia Hall, Eko Hotels and Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos, Nigeria on Monday, November 6th, 2023, by 10:00am.

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 Monday, November 6th, 2023, at 10:00am 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

- (i) THIS PROXY FORM SHOULD NOT BE COMPLETED/RETURNED IF THE MEMBER IS ATTENDING THE MEETING.
- (ii) A member entitled to attend and vote at the Meeting is entitled to and may, if he/she wishes, appoint a proxy to act for him/her. All proxy forms must be deposited at the registered office of the Company not less than 48 hours before the time for holding the Meeting. A proxy need not be a member of the Company.
- (iii) The Chairman of the meeting has been printed on the form to ensure that someone will be at the Meeting to act as your proxy but if you wish you may appoint anyone else from the provided list instead, by entering the person's name in CAPITAL LETTERS in the blank space (marked*) above.
- (iv) In the case of joint shareholders anyone of such may complete the form but the names of all joint shareholders must be stated.
- (v) It is a requirement of the Law under section 74 of the Stamp Duties Act, Cap. 411 Laws of the Federation of Nigeria, 1990 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholder must be duly stamped by the Commissioner or Stamp Duties.
- (vi) If the shareholder is a corporation this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

Kindly complete the form as follows:

- a. Write your name in BLOCK CAPITALS on the proxy form where marked * above
- b. Write the name of your proxy where marked ** above
- c. Ensure that the proxy form is signed and dated by you where marked *** below.
- d. If the shareholder is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

S/N	Proposed resolution	For	Against
	Ordinary Business		
1.	To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2020 and the Reports of the Directors, Auditors and Audit Committee thereon.		
2.	To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2021 and the Reports of the Directors, Auditors and Audit Committee thereon.		
3.	To re-elect the firm of BDO Professional Services as the Company's Auditors in relation to the audit of the financial statements of the Company for the year ended December 31, 2022 and the year ended December 31, 2023 to hold office until the next general meeting of the Company; and to authorise the directors of the Company to fix their remuneration.		

4.	To re-elect Mrs. Ronke Sokefun as a Director		
5.	To re-elect Mrs. Fatima Nana Mede, OON as a Director		
6.	To re-elect Dr. Ainojie Alex Irune as a Director		
7.	To elect members of the Statutory Audit Committee.		
8.	To disclose the remuneration of managers of the Company.		
	Special Business		
9.	<p>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:</p> <p>“It is hereby resolved that the fees, payable quarterly in arrears, remain ₦5,000,000 per annum for the Chairman and ₦4,000,000 per annum, for all other Non-Executive Directors</p>		
10.	<p>To consider and if thought fit pass, with or without modifications, the following resolution as an ordinary resolution of the Company:</p> <p>“That, pursuant to the Rules Governing Related Party Transaction of Nigerian Exchange Limited, 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 and all relevant Transfer Pricing Regulations in force in Nigeria.</p> <p>That all transactions falling under this category which were earlier entered into prior to the date of this meeting are hereby ratified.”</p>		
11.	<p>To consider and if thought fit pass, with or without modifications, the following resolution as a special resolution of the Company that:</p> <p>(i) in compliance with Section 124 of the Companies and Allied Matters Act 2020 (CAMA) and Companies Regulation 2021, the cancellation of all of the unissued ordinary shares of the Company is hereby approved.</p> <p>(ii) For the purposes of implementing the cancellation of the Company’s unissued shares, the Board of Directors is hereby authorized to execute all relevant documents, take all such lawful steps as may be required by statute and or regulations and do such other acts or things as may be necessary, supplementary, consequential, or incidental for the purpose of giving effect to this resolution including without limitation, appointing such professional parties, consultants and advisers and complying with the directive of the regulatory authorities.</p> <p>(iii) Following the cancellation of all the unissued shares in the share capital of the Company in accordance with resolutions (i) and (ii) above, Clause 6 of the Memorandum of Association and Article 3 of the Articles of Association of the Company be amended as necessary to reference only the issued shares in the share capital of the Company.”</p>		

Registered holders of certificated shares and holders of dematerialised shares in their own name(s) 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 & Investors Services Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria or via email to info@firstregistrarsnigeria.com or Computershare Investor Services (Proprietary) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132; or email to proxy@computershare.co.za), 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, 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.

Signed*** _____

Dated*** _____

Please affix postage stamp

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

or

Computershare Investor Services (Proprietary) Limited,
Rosebank Towers,
15 Biermann Avenue,
Rosebank, 2196 (Private Bag X9000,
Saxonwold, 2132;
or email to proxy@computershare.co.za),



ADMISSION CARD

**THE 44TH (FORTY-FOURTH) ANNUAL GENERAL MEETING TO BE HELD AT
THE ZINNIA HALL, EKO HOTELS AND SUITES, PLOT 1415,
ADETOKUNBO ADEMOLA STREET, VICTORIA ISLAND,
LAGOS, NIGERIA**

On Monday, November 6, 2023 at 10.00 a.m

NAME OF SHAREHOLDER

SIGNATURE OF PERSON ATTENDING

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