

NOTICE OF 39TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that 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, 02 August 2016 at 10:00a.m. prompt for the purposes of:

AGENDA

ORDINARY BUSINESS

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, 2015 and the Reports of the Directors, Auditors and Audit Committee thereon;
 - 1.2. To elect members of the Audit Committee;
 - 1.3. To re-appoint Ernst & Young as Auditors and to authorise the Directors of the Company to fix their remuneration;
 - 1.4. To re-elect HRM M.A. Gbadebo, (CFR) as a Director
 - 1.5. To re-elect Chief Sena Anthony as a Director
 - 1.6. To re-elect Mr. Mobolaji Osunsanya as a Director
 - 1.7. 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.
 - 1.8. 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.

SPECIAL BUSINESS

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 18th of July 2016 and 20th of July 2016 (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 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.

Dated July 11, 2016
By the Order of the Board



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

Registered Office
2, Ajoye Adeogun Street
Victoria Island, Lagos, Nigeria