

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 43rd (Forty-Third) Annual General Meeting (the "Meeting") of Oando PLC (the "Company") will be held on Wednesday, 10th of August 2022, at 10:00am at The Wings Office Complex, 17a Ozumba Mbadiwe Avenue, Victoria Island, Lagos, Nigeria, for the purposes of:

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, 2019, and the Reports of the Directors, Auditors and Audit Committee thereon.
 - 1.2. To re-appoint Ernst & Young as Auditors for the year 2020 and to authorise the Directors of the Company to fix their remuneration.
 - 1.3. To elect Mrs. Nana Fatima Mede and Mrs. Ronke Sokefun to the Board of Directors of the Company with effect from December 23, 2021, as Directors whose term expires in accordance with Article 88 of the Articles of Association of the Company but being eligible, offer themselves for election.
 - 1.4. 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 Articles of Association of the Company but being eligible, offers himself for election.
 - 1.5. To re-elect the following directors who in accordance with articles 91 and 93 of the Company's Articles of Association, retire by rotation, but are eligible and offer themselves for re-election:
 - o Mr. Ike Osakwe, as a Director
 - o Mr. Ademola Akinrele, SAN as a Director
 - o Dr. Ainojie Alex Irune as a DirectorBiographical details of Directors standing for re-election are available in the Annual Report and on the Company's website <http://www.oandopl.com>.
 - 1.6. To elect members of the Audit Committee.

SPECIAL BUSINESS

2. Transacting the following special business:

Resolution 1: Deeming Resolution for the 43rd AGM of the Company.

- 2.1 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. ***"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."***

Resolution 2: Directors Remuneration

- 2.2 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."

Resolution 3: Mandates Authorising Transactions with Related Parties/Interested Persons

- 2.3 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."***

Resolution 4: Appointment of Auditors for the Financial Year ended 31 December 2021

- 2.4 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.

Resolution 5: 44th Annual General Meeting

- 2.5 That pursuant to the directive of the Corporate Affairs Commission, the audited financial statements for the year ended 31 December 2020 and 31 December 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.

6 July, 2022

By the Order of the Board



Ayotola Jagun
Chief Compliance Officer and Company Secretary
FRC/2013/NBA/00000003578
Registered Office
9th -12th Floor
17a Ozumba Mbadiwe Avenue
Victoria Island, Lagos, Nigeria

NOTES

Voting and Proxies

In line with the guidelines of the Corporate Affairs Commission (CAC) on the conduct of the Annual General Meeting (AGM) of Public Companies by proxies, the Company has obtained the approval of the CAC to hold the AGM with attendance by proxies. The proceedings of the Annual General Meeting shall be streamed live.

NOMINATED PROXIES

In compliance with the above guidelines, a member entitled to attend and vote at the AGM is advised to select from the under listed proposed proxies to attend and vote in their stead:

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

A proxy form is attached to the Annual Report. All instruments of proxy must be deposited at the office of the Company's Registrars, First Registrars & Investor Services 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 or via Email at info@firstregistrarsnigeria.com not less than 48 hours before the time of the Meeting. The cost of stamping the proxy form will be borne by the Company.

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 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.

A. Closure of Register of Members

The Register of Members and Transfer Books of the Company (Nigerian and South African) will be closed between 13th July, 2022 and 14th July, 2022 (both days inclusive) in accordance with the provisions of Section 114 of CAMA.

B. Nominations for the Audit Committee

In accordance with Section 404(6) 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.

Kindly note that CAMA provides that all members of the audit committee shall be financially literate, and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly

C. Right of Shareholders to Ask Questions

Shareholders have a right to ask questions not only at the meeting, but also in writing prior to the meeting. For the good and orderly conduct of the meeting, shareholders are encouraged to submit their questions in writing ahead of the AGM and those questions will be acknowledged and answered in full at the AGM. Such questions should be addressed to the Company Secretary and submitted to the Registered Office or by electronic mail at info@oandopl.com not later than 7 days before the Meeting.

D. Electronic Annual Report

The soft copy of the 2019 Annual Report is on our website and will be sent to our shareholders who have provided their email addresses to the Registrars. Shareholders who are interested in receiving the soft copy of the 2019 Annual Report should send a request via email to: info@oandopl.com.

E. Live Streaming of the Annual General Meeting

The Annual General Meeting will be streamed live via the Company's website: <http://www.oandopl.com>. This will enable shareholders who will not be attending the meeting physically to be part of the proceedings.

The link for live streaming can be found on the Company's website.

F. Profile of Directors

The Profile of Directors are available on the Company's website: <http://www.oandopl.com>.

G. Unclaimed Dividend Warrants and Share Certificate

Shareholders are hereby informed that some dividends have remained unclaimed and returned to the Registrar. The list of all unclaimed dividends will be circulated to all shareholders, and they are advised to contact the Registrar, First Registrars & Investor Services Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria.

H. SPECIAL BUSINESS

The Corporate Affairs Commission in its letter dated 22nd June 2022 approved and directed that, resolutions 2.4 and 2.5 be included as a special business at this meeting.