

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 41st (Forty-first) Annual General Meeting (the "Meeting") of Oando PLC (the "Company") will be held at the Zinnia Hall, Eko Hotels and Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos, Nigeria on Friday, July 27, 2018 at 10:00 a.m. for the purposes of:

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, 2017 and the Reports of the Directors, Auditors and Audit Committee thereon;
- 1.2. To re-appoint Ernst & Young as Auditors and to authorise the Directors of the Company to fix their remuneration;
- 1.3. To elect Alhaji Bukar Goni Aji to the Board of Directors of the Company, with effect from January 19, 2018 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.
- 1.4. To elect Mr. Muntari Zubairu to the Board of Directors of the Company, with effect from February 5, 2018 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;
 - To re-elect Chief Sena Anthony as a Director
 - To re-elect Mr. Ike Osakwe as a Director
 - To re-elect Mr. Ademola Akinrele SAN as a Director
- 1.6. To elect members of the Audit Committee;

2. Transacting the following special business:

Resolution: Directors Remuneration

- 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 instead of that member. 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, to the share 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 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 July 9, 2018 and July 12, 2018 (both days inclusive) in terms of the provisions of Section 89 of 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.

E- Report

In order to improve efficiency and delivery of our Annual Report, we have inserted a detachable Form in the Annual Report and hereby request Shareholders who wish to receive the Annual Report of Oando PLC in an electronic format to complete and return the Form to the Registrars for further processing.

In addition, Annual Reports are available online for viewing and download from our website at www.oandopl.com.

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 Meeting and those questions will be acknowledged and answered in full at the Meeting. 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.

July 5, 2018

By the Order of the Board



Ayotola Jagun

Chief Compliance Officer and Company Secretary

Registered Office

9th -12th Floor
The Wings Office Complex
17a Ozumba Mbadiwe Avenue,
Victoria Island, Lagos, Nigeria