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Okomu – Udo, Ovia South West L.G.A

P.M.B. 1449, Benin City.

Edo State, Nigeria.

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Web: www.okomunigeria.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 40th Annual General Meeting of The Okomu Oil Palm Company Plc will be held at Harbour Point Event Centre, 4 Wilmot Point Road, Victoria Island, Lagos, on **Thursday, 28th May, 2020** at 10:00am to transact the following business:

ORDINARY BUSINESS

1. To receive and consider the audited accounts for the year ended 31st December 2019, together with the reports of the Directors, Auditor, Board Appraiser and Audit committee thereon.
2. To declare a dividend.
3. To elect/re-elect the following Directors whose profiles appear in the Annual Report and on the company's website:
 - (i) Dr. Luc Boedt, a non Executive Director
 - (ii) Mr. Peter A. E. Eguasa, a non-Executive Director
 - (iii) Mr. Asuelghodalo, an Independent Director
4. To authorize the Directors to fix the remuneration of the Auditors
5. To elect members of the Audit Committee

NOTES

1. PROXY

The Okomu Oil Palm Company Plc, as a responsible corporate company, is aware of the unusual challenges posed by the COVID-19 Pandemic and careful of the need for all to take action to check the spread of the virus. To this end, the Management of Okomu Oil Palm Company Plc has put stringent internal measures in place to safeguard its workers from the pandemic. Workers have also been encouraged to comply with the safety precautions as recommended by the Government, WHO, Ministry of Health and the Management of OOPC.

To ensure the safe conduct of the 40th Annual General Meeting in accordance with the guidelines issued by the Nigeria Centre For Disease Control and the Corporate Affairs Commission (CAC), Shareholders are hereby notified that attendance shall only be by proxy and shall be limited to a maximum of twenty people (the maximum crowd size currently permitted by Lagos State Government, the host city of the meeting). A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her/its stead. A proxy need not be a member of the company. However, in view of the foregoing, Shareholders are encouraged to select from the underlisted proposed proxies to attend and vote in their stead at the meeting:

- | | |
|-----------------------|------------------|
| a. Mr G. Oyeboode MFR | f. Mr M. Igbrude |
| b. Dr G. Hefer | g. Sir S. Nwosu |
| c. Mr A. Ighodalo | h. Mr G. Idowu |
| d. Mr A. Arhainx | i. Mr P. Owolabi |
| e. Mr C. Onwusoro | j. Mrs B. Bisi |

A proxy form is attached to the Annual Report or can be found on the company website at www.okomunigeria.com. All executed proxy forms should be emailed to registrars@cardinalstone.com or deposited at the office of the Registrars, Cardinalstone Registrars Ltd, 358, Herbert Macaulay Road, Yaba, Lagos not later than 48 hours before the time of the meeting. For the appointment of a proxy to be valid for the purposes of the meeting, the Company has made arrangements to bear the cost of stamp duties on the instruments of proxy.

2. DIVIDEND QUALIFICATION DATE

Members, whose names appear in the Register of Members at the close of business on **Monday 18th May, 2020** shall qualify for the dividend payment.

3. CLOSURE OF REGISTER AND TRANSFER BOOKS

In accordance with Section 89 of the Companies and Allied Matters Act, 2004 (CAMA), Notice is hereby given that the Register of Members and Transfer Books of the company will be closed from Tuesday 19th May to Friday 22nd May 2020 (both days inclusive) to enable the Registrar prepare for the payment of any dividends.

4. PAYMENT OF DIVIDEND

If the proposed dividend of N2.00 per 50 kobo Ordinary Share is approved at the meeting, the dividend will be made on Friday, 29th May, 2020, to the Shareholders whose names appear on the register of members at the close of business on Monday 18th May, 2020.

5. E- ANNUAL REPORT

The electronic version of the Annual report is available at www.cardinalstoneregistrars.com. Shareholders who have provided their email addresses to the Registrars will receive the electronic version of the Annual Report via email. Furthermore, Shareholders who are interested in receiving the electronic version of the Annual Report are kindly required to request for it via email to adetoun.akingbojule@cardinalstone.com.

6. E-DIVIDEND

Notice is hereby given to all Shareholders who are yet to mandate their dividends to their bank accounts to kindly update their records by completing the e-dividend mandate form and submitting same to the Registrar, as the dividend will be credited electronically to Shareholders' accounts pursuant to the directive of the Securities and Exchange Commission.

A detachable application Mandate form for e-dividend payment is inserted into this Annual Report & Accounts 2019 for completion by all Shareholders to furnish the particulars of their accounts to the Registrars (Cardinalstone Registrars Ltd, 358 Herbert Macaulay Way, Yaba, Lagos) or email to raymond.akokota@cardinalstone.com.

7. NOMINATION FOR THE AUDIT COMMITTEE

In accordance with section 359(5) of the Companies and Allied Matters Act 2004 (CAMA), any member may nominate a Shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual general meeting. Copies of the prospective candidates shall be posted on the company website before the date of the meeting.

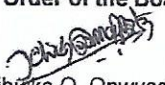
8. RIGHTS OF SECURITIES HOLDERS TO ASK QUESTIONS

Pursuant to Rule 19.12 (c) of the Nigerian Stock Exchange's Rulebook 2015, every Shareholder has the right to ask questions, not only at the Annual General Meeting, but may also submit written questions to the Company prior to the Meeting. Such questions should be addressed to the Company Secretary and delivered to the Company not less than 7 days to the date of the meeting or sent by email to compsec@okomunigeria.com.

9. WEBSITE

A copy of this Notice and other information relating to the meeting (with a link for all Shareholders to join the meeting on the 28th May, 2020) can be found at www.okomunigeria.com.

By Order of the Board


Chiburike O. Onwusoro, Esq.,

P.C.Obi & Co,

Company Secretary

FRC/2020/002/00000020769

Dated this 16th day of March, 2020

Registered office:

Okomu Oil Palm Company plc Estate

Okomu-Udo, Ovia South West L.G.A,

Edo State.



Proxy Form

THE OKOMU OIL PALM COMPANY PLC

I/We* _____

the undersigned being member/members of the above named company hereby appoint Mr G. Oyebo MFR or Dr G. Hefer or Mr. A. Ighodalo or Mr. A. Arhainx or Mr. C. Onwusoro or Mr. M. Igbrude or Sir S. Nwosu or Mr. G. Idowu or Mr. P. Owolabi or Mrs. B. Bisi as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on 28th May, 2020 and at any adjournment thereof. Unless otherwise instructed, the proxy will vote or abstain from voting as he thinks fit.

Dated this _____ day of _____ 2020

Signature _____

NOTES

1. This form of proxy together with the power of attorney of other authority, if any, under which it is signed or a notarially certified copy thereof must reach the Registrars Cadinalstone Limited, 358, Herbert Macaulay Way, Yaba, Lagos not later than 48 hours before the time of the meeting.
2. Where the appointee is a corporation, this form may be under seal or under hand of an officer or attorney duly authorized.
3. This proxy will be used only in the event of all a poll being directly demanded.
4. In the case of joint holder, the signature of any of them will suffice, but the name of all joint holders should be shown.
5. The company shall bear the costs of the stamp duty for this proxy.

THE PROXY WILL VOTE (OR ABSTAIN FROM VOTING) AS HE THINKS FIT IN RESPECT OF ANY OTHER BUSINESS PROPOSED AT THE MEETING OF THE OKOMU OIL PALM COMPANY PLC. RC 30894 (40TH ANNUAL GENERAL MEETING) TO BE HELD AT HARBOUR POINT EVENT CENTRE, 4 WILMOT POINT ROAD, VICTORIA ISLAND, LAGOS ON THURSDAY 28TH MAY 2020.

I/We desire this proxy to be used in favour of/against the resolution as indicated alongside. Strike out whichever is not desired.

RESOLUTION	FOR	AGAINST
ORDINARY RESOLUTIONS		
To declare a dividend		
To re-elect Dr. L.J. Boedt		
To re-elect Mr. P.A.E. Eguasa		
To re-elect Mr. A. Ighodalo		
To authorize the Directors to determine the remuneration of the Auditors		
To elect members of the Audit Committee		
Please indicate with "X" in the appropriate box how you wish your vote to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.		

In view of the COVID-19 pandemic, the Corporate Affairs Commission (CAC) has approved that the AGM be conducted by proxy. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her/its place. A proxy need not be a member of the Company. In view of the above, members should appoint a proxy of their choice from the following proposed proxies to represent them at the meeting and to vote in their stead: (a) Mr G. Oyebo MFR (b) Dr G. Hefer (c) Mr. A. Ighodalo (d) Mr. A. Arhainx (e) Mr. C. Onwusoro (f) Mr. M. Igbrude (g) Sir S. Nwosu (h) Mr. G. Idowu (i) Mr. P. Owolabi (j) Mrs. B. Bisi

✂ *Before posting the above form, please tear off this part and retain it.*

ADMISSION CARD

THE OKOMU OIL PALM COMPANY PLC, RC. 30894

Number of Shares held _____

Please admit the duly appointed proxy to the Company's 40th Annual General Meeting to be held at HARBOUR POINT EVENT CENTRE, LAGOS on Thursday 28th May 2020 at 10.00 am.

Name of Shareholder:* _____ Signature: _____

Name of Proxy:** _____ Signature: _____

A member (Shareholder) entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead. The Proxy Card has been prepared to enable you to exercise your right to vote.

IMPORTANT: Please insert your name in block capitals on this proxy form (marked*). Insert the name of any one of the above stated persons who will attend the meeting and vote on your behalf in the blank