

**Company No. 07098618**

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**OCADO GROUP PLC**

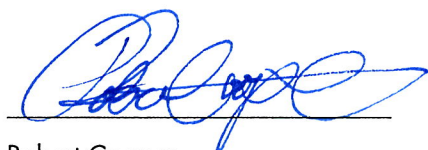
At the General Meeting of Ocado Group plc (the "**Company**") duly convened and held at One Bunhill Row, London, EC1Y 8YY on Thursday, 18 July 2013 at 3.00p.m., the resolution was passed as an ordinary resolution, as set out below.

**ORDINARY RESOLUTION**

THAT:

The Arrangements on the terms and subject to the conditions set out in the Circular with such modifications (if any) as may be made to them in the manner specified below are hereby approved for the purposes of Chapter 10 of the Listing Rules and the Board of Directors of the Company be and is hereby authorised to conclude and implement the Arrangements in accordance with such terms and conditions and to make non-material modifications to and non-material variations, waivers and extension of any of the terms of the Arrangements and of any documents and arrangements connected with the Arrangements.

Dated 18 July 2013



Robert Cooper  
Deputy Company Secretary  
Ocado Group plc