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**Ocado Group plc
Form of Instruction**

Form of Instruction for completion by members of the Ocado Share Account representing shares on a one-for-one basis in Ocado Group plc (the "Company") in respect of the General Meeting of the Company to be held at 10:00 a.m. at Buildings One & Two Trident Place, Mosquito Way, Hatfield, Hertfordshire, United Kingdom, AL10 9UL at on 20 May 2019.

Please insert full name(s) and address(es) in BLOCK CAPITALS

I/We

Of

being a member of the Ocado Share Account representing shares in the Company hereby instruct Link Market Services Trustees (Nominees) Limited, the "Corporate Nominee", to vote for me/us and on my/our behalf in person or by proxy at the General Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in one of the spaces below.

Resolution	For	Against	Vote Withheld	At the Proxy's Discretion
1. To approve the passing of the ordinary resolution at the General Meeting (as set out in the Notice of General Meeting)				

Signature: Date:

NOTES:

1. To be effective, this Form of Instruction and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be received by Link Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom not later than 10:00 a.m. on 15 May 2019 or 72 hours before any adjourned meeting.
2. Any alterations made to this Form of Instruction should be initialled.
3. Please indicate how you wish your vote to be cast by placing "X" in the appropriate box above. On receipt of this form duly signed, you will be deemed to have authorised the Corporate Nominee to vote, or to abstain from voting, as per your instructions. **If no voting instruction is indicated, the Corporate Nominee will abstain from casting your vote on the resolution.**
4. The Corporate Nominee will appoint the Chairman of the meeting as its proxy to cast your vote. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to the resolution) which may properly come before the meeting.
5. The "At the Proxy's Discretion" option is provided to enable discretion to be given to the Chairman to vote or abstain from voting as he or she thinks fit.
6. The "Vote Withheld" option is provided to enable you to refrain from voting on the resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" the resolution.
7. You may instruct how you want your votes cast electronically by logging on to www.ocadoshares.com and following the instructions given on the website.
8. If you wish to attend the meeting or appoint another person as your proxy, please notify the Corporate Nominee at Link Market Services Trustees (Nominees) Limited, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or ocado@linkgroup.co.uk by no later than 10:00 a.m. on 15 May 2019 or 72 hours before any adjourned meeting.