

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 Buildings One & Two Trident Place, Mosquito Way, Hatfield, Hertfordshire AL10 9UL on Monday, 20 May 2019 at 10.00am, the following resolution was passed as an ordinary resolution, as extracted from the notice of meeting and set out below.

ORDINARY RESOLUTION

THAT:

The M&S 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 M&S Arrangements in accordance with such terms and conditions and to make non-material modifications to and non-material variations, waivers and extensions of any of the terms of the M&S Arrangements and of any documents and arrangements connected with the M&S Arrangements.

Dated 20 May 2019



Neill Abrams
Company Secretary and Director
Ocado Group plc