

**Ocado Group plc**  
**Annual General Meeting 2021**  
**Form of Proxy**

**Ocado Group plc**

Form of Proxy for use by holders of ordinary shares (other than those who hold their shares through the Ocado Share Account) at the Annual General Meeting of Ocado Group plc (the “Company”) convened for 13 May 2021. **Please read the Explanatory Notes on the reverse before completing this Form of Proxy.**

**In light of Covid-19 restrictions, the Annual General Meeting will be held as a combined physical and electronic meeting. This means that shareholders’ right to attend the meeting shall be limited to participation through the online meeting platform. (See Notes 1 and 2 on reverse)**

I/We ..... (FULL NAME(S) IN BLOCK CAPITALS)  
of ..... (ADDRESS IN BLOCK CAPITALS)  
hereby appoint the Chairman of the meeting OR the following person (See Note 3 on reverse)

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as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at 10am on 13 May 2021 and at any adjourned meeting.

☐ Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder.  
(See Note 4 on reverse)

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting. Please give instructions to your proxy by ticking the appropriate box alongside each resolution. (See Note 8 on reverse)

Resolutions	For	Against	Vote Withheld	At the Proxy's Discretion
<b>Ordinary resolutions</b>			(See Note 9 on reverse)	
1. To receive the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors’ Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Tim Steiner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Neill Abrams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Mark Richardson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Luke Jensen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Jörn Rausing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Andrew Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint Emma Lloyd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-appoint Julie Southern	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-appoint John Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To appoint Michael Sherman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To appoint Richard Haythornthwaite	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To appoint Stephen Daintith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-appoint Deloitte LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the directors to determine the auditors’ remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authority for political donations and political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Amendment to the Ocado Employee Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Authority to allot shares up to one-third of issued share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Authority to allot shares in connection with a rights issue only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special resolutions</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. General authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Additional authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. Notice of general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE TEAR OFF HERE

Signature(s) ..... Date .....

## EXPLANATORY NOTES

1. In light of public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic which imposes restrictions on public gatherings and travel, and in order to protect the health and safety of the Company's shareholders and directors, the Annual General Meeting will be held as a combined physical and electronic meeting. This means that shareholders and other attendees will not currently be permitted to attend the Annual General Meeting in person, save for such persons nominated by the Chairman of the meeting in order to establish a quorum. Shareholders' right to attend the meeting shall be limited to participation through the online meeting platform, further details of which are set out in the Notice of Meeting and in Note 2 below.
2. The online meeting platform can be accessed online at <https://web.lumiagm.com> using most well-known internet browsers such as Internet Explorer, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. On accessing the online meeting platform you will be asked to enter a 'Meeting ID' which is 146-264-279. You will then be prompted to enter your unique Investor Code ("IVC") and PIN which is the last four digits of your IVC. Access to the meeting via the website will be available from 9.30am on 13 May 2021; however please note that your ability to vote will not be enabled until the Chairman of the meeting formally opens the poll after the meeting has commenced at 10am. Your IVC can be found on your share certificate, or on [www.ocadoshares.com](http://www.ocadoshares.com) under 'Manage your account' when logged in to the portal. You can also obtain this by contacting Link Group, the Company's Registrar, by calling 0371 277 1020.
3. As explained in Note 1 above, shareholders will not currently be permitted to attend the Annual General Meeting in person. **Accordingly, you are strongly encouraged to appoint the Chairman of the meeting rather than a named person as your proxy. This will ensure that your vote will be counted.** If, however, you still wish to appoint as your proxy someone other than the Chairman of the Meeting, insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
4. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company's registrar, Link Group, or you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Link Group (ID RA10), by 10am on 11 May 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
8. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
9. The "Vote Withheld" option is provided to enable you to refrain from voting on any particular 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" a resolution.
10. The "At the Proxy's Discretion" option is provided to enable you expressly to leave your voting decision to the discretion of your proxy. As set out in Note 8 above, such discretion would also be afforded to your proxy where no voting instructions given.
11. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute by the signature(s) of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. The completion and return of this form will not preclude a shareholder from attending the meeting and voting via the online meeting platform.
12. To be valid, this form must be completed and lodged with the Company's registrar, Link Group, at PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or electronically at [www.ocadoshares.com](http://www.ocadoshares.com), together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such authority, by 10am on 11 May 2021.

*Please return Form of Proxy to:*

**PXS 1**  
**34 Beckenham Road**  
**BECKENHAM**  
**BR3 4TU**