



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 Annual General Meeting ("AGM") of the Company to be held at the offices of Numis Securities Limited, 45 Gresham Street, London, EC2V 7BF at 10 am on 4 May 2022.

Please read the Notes on the reverse before completing this Form of Instruction.

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

I/We

Investor code

Of

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 by proxy at the Company's AGM to be held on the above date (and at any adjournment thereof) as directed by an "X" in the spaces below.

Resolutions	For	Against	Vote Withheld	At the Proxy's Discretion
Ordinary resolutions				
1. To receive the Annual Report and Accounts				
2. To approve the Directors' Remuneration Policy				
3. To approve the Directors' Remuneration Report				
4. To re-appoint Rick Haythornthwaite				
5. To re-appoint Tim Steiner				
6. To re-appoint Stephen Daintith				
7. To re-appoint Neill Abrams				
8. To re-appoint Mark Richardson				
9. To re-appoint Luke Jensen				
10. To re-appoint Jörn Rausing				
11. To re-appoint Andrew Harrison				
12. To re-appoint Emma Lloyd				
13. To re-appoint Julie Southern				
14. To re-appoint John Martin				
15. To re-appoint Michael Sherman				
16. To appoint Nadia Shouraboura				
17. To re-appoint Deloitte LLP as auditor				
18. To authorise the directors to determine the auditor's remuneration				
19. Authority for political donations and political expenditure				
20. Amendments to the Ocado Group plc 2019 Value Creation Plan				
21. Authority to allot shares up to one-third of issued share capital				
22. Authority to allot shares in connection with a rights issue only				
Special resolutions				
23. General authority to disapply pre-emption rights				
24. Additional authority to disapply pre-emption rights				
25. Authority to purchase own shares				
26. Adoption of New Articles of Association				
27. Notice of general meetings				

Signature(s):

Date:

NOTES:

1. **In light of public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of our shareholders and directors, we are proposing to hold our AGM as a combined physical and electronic meeting. This means that attendance in person is likely to be restricted in terms of numbers and shareholders and other attendees are encouraged not to attend the AGM in person, save for such persons nominated by the Chair of the meeting in order to establish a quorum. Please do not attend in person if you have symptoms of or have tested positive for Covid-19. Shareholders will be able to attend the meeting via the online meeting platform, further details of which are set out in the Notice of Meeting.**
2. 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 Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 10 am on 28 April 2022 or 72 hours before any adjourned meeting.
3. Any alterations made to this Form of Instruction should be initialled.
4. Please indicate how you wish your votes to be cast by placing an "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 votes on the resolution.
5. The Corporate Nominee will appoint the Chair of the meeting as its proxy to cast your votes. The Chair of the meeting may also vote or abstain from voting as they think fit on any other business (including amendments to the resolutions) which may properly come before the meeting.
6. The "At the Proxy's Discretion" option is provided to enable discretion to be given to the Chair of the meeting to vote or abstain from voting as they think fit.
7. 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.
8. 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.
9. If you wish to attend, speak and vote at the meeting via the online meeting platform or appoint another person to attend the meeting and vote on your behalf via the online meeting platform, please notify the Corporate Nominee at Link Market Services Trustees (Nominees) Limited, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, or ocado@linkgroup.co.uk by no later than 10 am on 28 April 2022 or 72 hours before any adjourned meeting.