

Company No. 07098618

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

At the Annual General Meeting of Ocado Group plc (the "Company") duly convened and held at Numis Securities Limited, 45 Gresham Street, London, EC2V 7BF on Tuesday, 2 May 2023 at 2.30pm, resolutions 19, 20, and 21 were passed as ordinary resolutions and resolutions 22, 23, 24 and 25 were passed as special resolutions, as extracted from the notice of meeting and set out below.

ORDINARY RESOLUTIONS

Resolution 19 - Political donations

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Companies Act"), the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are authorised, in aggregate, to:

- (A) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
- (B) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (C) incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in sections 363 to 365 of the Companies Act) during the period commencing on the date of the passing of this Resolution and finishing at the end of next year's annual general meeting (or if earlier, the close of business on 2 August 2024).

Resolution 20 - Authority to allot shares (up to a maximum of one-third of the Company's issued share capital)

The Board be generally and unconditionally authorised in accordance with section 551 of the Companies Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £5,506,862 (such amount to be reduced by any allotments or grants made under Resolution 21, if passed, in excess of such sum) and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal regulatory or practical problems in, or under the laws of, any territory or any other matter. Such authority shall apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 2 August 2024) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Resolution 21 - Authority to allot shares in connection with a pre-emptive offer only

The Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company comprising equity securities (as defined in section 560(1) of the Companies Act) up to a nominal amount of £11,013,725 (such amount to be reduced by any allotments or grants made under Resolution 20, if passed) in connection with a pre-emptive offer to:

- A) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- B) holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. Such authority shall apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 2 August 2024) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

Resolution 22 - General authority to disapply pre-emption rights

That, if Resolution 20 and/or Resolution 21 is/are passed, the Board be given power to allot equity securities (as defined in the Companies Act) for cash under the authority given by Resolution 20 and/or Resolution 21 (as applicable) and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, such power to be limited:

- A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 21, if Resolution 21 is passed, by way of a pre-emptive offer only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
- B) in the case of the authority granted under Resolution 20, if Resolution 20 is passed, and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to the nominal amount of £1,652,058; and

- C) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) or (B) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (B) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 2 August 2024) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 23 - Additional authority to disapply pre-emption rights

That, if Resolution 20 is passed, the Board be given the power, in addition to any power granted under Resolution 22, to allot equity securities (as defined in the Companies Act) for cash under the authority granted under Resolution 20 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, such power to be:

- A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,652,058, such power to be used only for the purposes of financing a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice or for the purpose of refinancing such a transaction within twelve months of its taking place; and
- B) limited to the allotment of equity securities or sale of treasury shares (other than under paragraph (A) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (A) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 2 August 2024) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 24 - Authority to purchase own shares

The Company be authorised for the purposes of section 701 of the Companies Act to make market purchases (as defined in section 693(4) of the Companies Act) of its ordinary shares of 2 pence each, such authority to be limited:

- A) to a maximum number of 82,602,939 ordinary shares;
- B) by the condition that the minimum price which may be paid for an ordinary share is 2 pence and the maximum price which may be paid for an ordinary share is the highest of:

i. an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and

ii. the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time,

in each case, exclusive of expenses,


such authority to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 2 August 2024) but in each case so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

Resolution 25 - Notice of general meetings

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Dated 2 May 2023

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Neill Abrams

Company Secretary and Director
Ocado Group plc