

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your independent financial advisor authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Ocado Group plc, please hand this document and the accompanying form of proxy or form of instruction to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

# ocado

## GROUP

(incorporated and registered in England and Wales  
under the Companies Act 2006,  
registered number 07098618)

### **NOTICE OF ANNUAL GENERAL MEETING 2024 OF OCADO GROUP PLC**

1.30 pm on 29 April 2024 at Deutsche Numis,  
45 Gresham Street, London, EC2V 7BF

#### **Dear Shareholder,**

I am pleased to invite you to this year's Annual General Meeting ("**AGM**") to be held at the offices of Deutsche Numis, 45 Gresham Street, London, EC2V 7BF, at 1.30 pm on 29 April 2024. The formal notice convening the AGM can be found on pages 3 to 5 of this document.

#### **Shareholder engagement**

The AGM will be held in person. The AGM gives the Board the opportunity to present the Company's performance and strategy to shareholders, and to listen and respond to your questions. Your participation is important to us. If you would like to ask the Board a question about the business of the meeting in advance, please send it to the Company Secretary at [AGM.questions@ocadogroup.com](mailto:AGM.questions@ocadogroup.com). We will endeavour to respond to all such questions asked by email.

#### **Voting**

Your vote is important to us. Your vote counts and all shareholders are encouraged to vote either in advance or on the day. You can:

- submit your proxy vote electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), or by using the services offered by Euroclear UK & International Limited for members of CREST;
- use the Proximity voting platform; or
- complete and return a form of proxy or form of instruction.

**Those submitting a form of proxy are strongly encouraged to appoint the Chair of the meeting rather than a named person as their proxy. This will ensure that your vote will be counted.**

**To be valid, your form of proxy or form of instruction should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's Registrar, Computershare Investor Services PLC:**

- **by no later than 1.30 pm on 24 April 2024 in the case of members of the Ocado Share Account returning a form of instruction; and**
- **by no later than 1.30 pm on 25 April 2024 in the case of all other shareholders returning a form of proxy.**

**The form of proxy and form of instruction may be submitted electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) or can be delivered by post or by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.**

Further instructions confirming how you are able to vote are set out in the notes to this Notice of Meeting ("**Notice**").

If you hold shares through the Ocado Share Account, you can instruct Computershare Company Nominees Limited <OCO> how you want the votes in respect of your shares to be exercised at the AGM, either:

- electronically via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy); or
- by filling out a form of instruction and returning it by post or (during normal business hours only) by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY,

in either case by no later than 1.30 pm on 24 April 2024 (or, in the event of any adjournment, on the date which is 72 hours (business days only) before the time of the adjourned AGM).

**After 1.30 pm on 24 April 2024 (or, in the event of any adjournment, on the date which is 72 hours before the time of the adjourned AGM (business days only)) you will no longer be able to:**

- **instruct Computershare Company Nominees Limited <OCO> how you want the votes in respect of your shares to be voted; or**
- **change your instructions as to how you want the votes in respect of your shares to be voted.**

If you hold shares through an employee share plan on the Shareworks platform, you should refer to their AGM notification for details of how to vote.

All Resolutions will be decided on a poll to be called by the Chair of the meeting rather than a show of hands. This is a transparent method of voting as member votes are counted according to the number of shares held and ensures that shareholders who have appointed the Chair of the meeting as their proxy have their votes fully taken into account. The results will be published on the Company's website, [www.ocadogroup.com/investors/shareholder-information](http://www.ocadogroup.com/investors/shareholder-information), and will be released to the London Stock Exchange as soon as practicable following the closing of the AGM.

### The Board

The Articles of Association of the Company (the "**Articles**") require each Director to retire from office at every annual general meeting of the Company and each Director has agreed to submit themselves for election or re-election by shareholders.

Since the last annual general meeting, we welcomed Rachel Osborne to the Board with effect from 1 September 2023. We said thank you and farewell to Michael Sherman and Luke Jensen, who left the Company, and Mark Richardson and Neill Abrams, who stepped down from the Board although they remain members of the Executive Committee.

The biographies, skills and competencies of all Directors seeking election or re-election, along with the contributions that each Director has made to the Board (as at the date of the Company's Annual Report and Accounts for the 53 weeks ended 3 December 2023 (the "**2023 Annual Report and Accounts**")) are set out on pages 118 to 121 and 136 of the 2023 Annual Report and Accounts.

Having considered the performance of and contribution made by each of the Directors at the relevant time, the Board and I remain satisfied that the performance of each Director continues to be effective and that each Director can demonstrate commitment to the role and, as such, we recommend the appointment or re-appointment of each Director. The Board also considers all of the independent Non-Executive Directors standing for election or re-election to be independent in accordance with the UK Corporate Governance Code 2018 (the "**Code**"). More information on the Board and Director effectiveness review is on page 137 of the 2023 Annual Report and Accounts.

### Explanatory notes

Explanatory notes on the business to be considered at the AGM are on pages 6 to 8 of this document.

### Directors' recommendation

The Directors consider that the Resolutions set out in this Notice are in the best interests of the Company and its stakeholders as a whole, and unanimously recommend shareholders to vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

On behalf of the Board, thank you for your continued support of Ocado Group. I look forward to welcoming you to the AGM.

Yours sincerely,



**Rick Haythornthwaite**

*Chair*

**Ocado Group plc**

29 February 2024

# NOTICE OF MEETING

Notice is hereby given that the 2024 AGM of Ocado Group plc (the “**Company**”) will be held at the offices of Deutsche Numis, 45 Gresham Street, London, EC2V 7BF, at 1.30 pm on 29 April 2024.

Resolutions 20 to 23 (inclusive) will be proposed as special Resolutions. All other Resolutions will be proposed as ordinary Resolutions.

## ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following as ordinary Resolutions:

### Annual Report and Accounts

1. To receive the Company's 2023 Annual Report and Accounts (which includes the reports of the Directors and auditor).

### Remuneration Policy and Report

2. To approve the Directors' Remuneration Policy in the form set out on pages 186 to 203 in the Company's 2023 Annual Report and Accounts.
3. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy referred to in Resolution 2 above) in the form set out on pages 154 to 205 in the Company's 2023 Annual Report and Accounts.

### Election or re-election of Directors

4. To re-elect Rick Haythornthwaite as a Director of the Company.
5. To re-elect Tim Steiner as a Director of the Company.
6. To re-elect Stephen Daintith as a Director of the Company.
7. To re-elect Jörn Rausing as a Director of the Company.
8. To re-elect Andrew Harrison as a Director of the Company.
9. To re-elect Emma Lloyd as a Director of the Company.
10. To re-elect Julie Southern as a Director of the Company.
11. To re-elect Nadia Shouraboura as a Director of the Company.
12. To re-elect Julia M. Brown as a Director of the Company.
13. To elect Rachel Osborne as a Director of the Company.

### Re-appointment and remuneration of the auditor

14. To re-appoint Deloitte LLP as auditor of the Company to hold office until the close of the next general meeting at which financial statements are laid.
15. To authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration.

### Political donations

16. To authorise the Company and all companies that are its subsidiaries at any time during the period for which this Resolution has effect for the purposes of part 14 of the Companies Act 2006 (the “**Companies Act**”):

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

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period commencing on the date of the passing of this Resolution and ending at the earlier of the close of the next annual general meeting (or the date that is 15 months from the passing of this Resolution).

### The Ocado Performance Share Plan 2024

17. That:

- A) the Ocado Performance Share Plan 2024 (the “**Plan**”), summarised in Appendix 1 to this Notice and the rules of which are produced to this meeting and for the purposes of identification initialled by the Chair, be approved and the Board be authorised to do all such acts and things necessary or desirable to establish the Plan; and
- B) the Board be authorised to adopt further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Plan.

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

18. To authorise the Board generally and unconditionally, 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 an aggregate nominal amount of £5,524,323 (such amount to be reduced by any allotments or grants made under Resolution 19, 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 earlier of the close of next year's annual general meeting or 15 months from the passing of this Resolution except that the Board shall be entitled, at any time prior to the expiry of this authority, to 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 expired.

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

19. 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 £11,048,647 (such amount to be reduced by any allotments or grants made under Resolution 18, 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 earlier of the close of next year's annual general meeting or 15 months from the passing of this Resolution, 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**

To consider and, if thought fit, to pass the following as special Resolutions:

**General authority to disapply pre-emption rights**

20. That, if Resolution 18 and/or Resolution 19 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 18 and/or Resolution 19 (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, provided that such authority shall 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 19, if Resolution 19 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 18, if Resolution 18 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 £1,657,297; 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 authority shall apply until the earlier of the close of next year's annual general meeting or 15 months from the passing of this Resolution, except that the Company shall be entitled, at any time prior to the expiry of this authority, to 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.

**Additional authority to disapply pre-emption rights**

21. That, if Resolution 18 is passed, the Board be given the power, in addition to any power granted under Resolution 20, to allot equity securities (as defined in the Companies Act) for cash under the authority granted under Resolution 18 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, provided that this authority shall be:

- A) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,657,297, such power to be used only for the purposes of financing a transaction which the Board 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 12 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 authority shall apply until the earlier of the close of next year's annual general meeting or 15 months from the passing of this Resolution, except that the Company shall be entitled, at any time prior to the expiry of this authority, to 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.

#### **Authority to purchase own shares**

22. To authorise the Company generally and unconditionally, 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 provided that:
- A) the maximum number of ordinary shares to be purchased is 82,864,853;
  - B) the minimum price which may be paid for an ordinary share is 2 pence (being the nominal value of an ordinary share) and the maximum price which may be paid for an ordinary share is the higher of:

- i. an amount equal to 5% above the average of the middle market price of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
- ii. an amount equal to 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 shall apply until the earlier of the close of next year's annual general meeting or 15 months from the passing of this Resolution, except that the Company shall be entitled, at any time prior to the expiry of this authority, to 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 expired.

#### **General meetings**

23. To authorise the Directors, in accordance with the Articles, to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

By order of the Board

#### **Neill Abrams**

*Group General Counsel & Company Secretary*

29 February 2024

Ocado Group plc  
Registered office:  
Buildings One & Two Trident Place  
Mosquito Way  
Hatfield  
Hertfordshire  
United Kingdom  
AL10 9UL

Registered in England and Wales number 07098618

# EXPLANATORY NOTES TO THE RESOLUTIONS

## ORDINARY RESOLUTIONS

Resolutions 1 to 19 will be proposed as ordinary Resolutions, which must each receive more than 50% of the votes cast in order to be passed.

### **Resolution 1 — To receive the Annual Report and Accounts**

The Board asks that shareholders receive the Company's 2023 Annual Report and Accounts (which includes the reports of the Directors and auditor).

### **Resolution 2 — Approval of the Directors' Remuneration Policy**

The 2024 Directors' Remuneration Policy (the "**2024 Policy**") is set out in full on pages 186 to 203 of the 2023 Annual Report and Accounts.

As noted in the 2024 Policy on page 186 of the 2023 Annual Report and Accounts, the 2024 Policy will commence on 29 April 2024 subject to the shareholder vote. Payments will continue to be made to Directors and former Directors in line with existing arrangements until this date. Once the 2024 Policy comes into force, all payments by the Company to its Directors and any former Directors must be made in accordance with the Policy.

If the 2024 Policy is approved and remains unchanged, it will be valid for three years without further shareholder approval. If the Company wishes to change the 2024 Policy, it will need to put the revised policy to a vote again before it can implement the new policy. The Directors expect that the Company will next propose a Resolution to approve a new directors' remuneration policy at the annual general meeting to be held in 2027.

If the 2024 Policy is not approved, the Company will, if and to the extent permitted by the Companies Act, continue to make payments to Directors in accordance with existing arrangements and will seek shareholder approval for a revised policy as soon as is practicable.

### **Resolution 3 — Approval of the Directors' Remuneration Report**

The Directors' Remuneration Report is set out in full on pages 154 to 203 of the 2023 Annual Report and Accounts. Resolution 3 is an ordinary Resolution to approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy). The Resolution is an advisory Resolution and accordingly entitlement of a Director to remuneration is not made conditional on the Resolution being passed.

### **Resolutions 4 to 13 — Election or re-election of Directors**

The Articles require each Director to retire from office at every annual general meeting of the Company and each Director has agreed to submit themselves for election or re-election by shareholders. Resolutions 4 to 12 relate to the re-election of Directors who have served for the entire period since the last annual general meeting. Resolution 13 relates to the election of Rachel Osborne, who joined the Board with effect from 1 September 2023.

Having considered the performance of, and contribution made by each of the Directors at the relevant time, the Board remains satisfied that the performance of each Director continues to be effective and that each Director continues to demonstrate commitment to the role and, as such, recommends their election or re-election.

Biographies of all the Directors (as at the date of the 2023 Annual Report and Accounts) are set out on pages 118 to 121 of the 2023 Annual Report and Accounts and on the Company's website, [www.ocadogroup.com](http://www.ocadogroup.com). More information on the Board and Director effectiveness review is given on page 137 of the 2023 Annual Report and Accounts.

### **Resolutions 14 and 15 — Re-appointment and remuneration of the auditor**

On the recommendation of the Audit Committee, the Board is recommending to shareholders the re-appointment of Deloitte LLP as the Company's auditor. Accordingly, Resolution 14 proposes that Deloitte LLP be re-appointed as auditor of the Company.

Resolution 15 proposes that the Audit Committee, on behalf of the Board, be authorised to determine the level of the auditor's remuneration.

### **Resolution 16 — Political donations**

As in previous years, and as a precautionary measure only, the Directors are seeking shareholders' authority for the Company to make political donations and to incur political expenditure, as defined by the Companies Act. Part 14 of the Companies Act restricts companies from making political donations to: (i) political parties; (ii) other political organisations; and (iii) independent election candidates, and from incurring political expenditure without shareholders' consent. The Company has not made and does not intend to make donations to political parties, political organisations or independent election candidates, nor does it incur any political expenditure. However, as the definitions used in the Companies Act are broad, it is possible that normal business activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform, which might not be thought to be political expenditure in the usual sense, could be caught.

Shareholder approval is being sought in this Resolution on a precautionary basis only to allow the Company and any company, which at any time during the period for which this Resolution has effect, is a subsidiary of the Company, to continue to support the community and put forward its views to wider business and government interests, without running the risk of being in breach of the Companies Act.

To avoid inadvertent infringement of the Companies Act, the Directors are seeking authority to make political donations to political parties and/or independent election candidates not exceeding £50,000 in total, to make political donations to political organisations other than political parties not exceeding £50,000 in aggregate and to incur political expenditure not exceeding £50,000 in aggregate. In line with the Investment Association guidance on political expenditure, it is proposed that this Resolution will be put to shareholders annually. Such authority shall apply until the earlier of the close of next year's annual general meeting of the Company or 15 months from the passing of this Resolution.

#### **Resolution 17 — Approval of the Ocado Performance Share Plan 2024**

Resolution 17 seeks approval for the Ocado Performance Share Plan 2024 (the "Plan").

A summary of the principal terms of the proposed Plan is set out in Appendix 1 to this Notice.

A copy of the draft Plan rules will be available for inspection by shareholders on the National Storage Mechanism (accessible at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of publication of this Notice and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

#### **Resolution 18 — Authority to allot shares (up to a maximum of one-third of the Company's issued share capital)**

This Resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £5,524,323 (representing 276,216,150 ordinary shares of 2 pence each), as reduced by the nominal amount of any shares issued under Resolution 19, if that Resolution is passed, in excess of £5,524,323. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 14 February 2024 (being the latest practicable date prior to the publication of this Notice).

The authority sought under this Resolution will expire at the earlier of the close of next year's annual general meeting of the Company or 15 months from the passing of this Resolution.

The Directors have no present intention to exercise the authority sought under this Resolution, except that they intend to satisfy options and awards under the Company's option and incentive schemes and one-off incentive arrangements. The Board wishes to ensure that the Company has maximum flexibility in managing the Company's capital resources.

As at the date of this Notice, no ordinary shares are held by the Company in treasury and so the references to the Company's share capital above do not include any treasury shares.

#### **Resolution 19 — Authority to allot shares in connection with a pre-emptive offer only (up to a maximum of two-thirds of the Company's issued share capital, but subject to any allotments or grants under Resolution 18)**

In line with the Investment Association guidance on Share Capital Management ("IA Guidance"), this Resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a pre-emptive offer in favour of ordinary shareholders up to an aggregate nominal amount equal to £11,048,647 (representing 552,432,350 ordinary shares), as reduced by the nominal amount of any shares issued under Resolution 18, if that Resolution is passed. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 14 February 2024, the latest practicable date prior to publication of this Notice.

The authority sought under this Resolution shall apply until the earlier of the close of next year's annual general meeting of the Company or 15 months from the passing of this Resolution.

The Directors have no present intention to exercise the authority sought under this Resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the Company's capital resources. However, if they do exercise the authority, the Directors intend to follow the IA Guidance recommendations concerning its use.

As at the date of this Notice, no ordinary shares are held by the Company in treasury and so the references to the Company's share capital above do not include any treasury shares.

### **SPECIAL RESOLUTIONS**

Resolutions 20 to 23 will be proposed as special Resolutions, which must each receive at least 75% of the votes cast in order to be passed.

#### **Resolutions 20 and 21 — Disapplication of pre-emption rights**

Resolutions 20 and 21 give the directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

Resolution 20 deals with the authority of the Board to allot new shares or other equity securities pursuant to the authorities given by Resolutions 18 and 19, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary, or otherwise, up to an aggregate nominal amount of £1,657,297, being approximately 10% of the total issued share capital of the Company as at 14 February 2024 (being the latest practicable date prior to the publication of this Notice), plus a further authority of up to an aggregate nominal amount equal to 20% of any allotments or sales under Resolution 20(B) to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles.

The Pre-Emption Group Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 10% of issued ordinary share capital (exclusive of treasury shares) (with a further authority of up to an aggregate nominal amount equal to 20% of any allotments or sales under Resolution 21(A) to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles), to be used only in connection with an acquisition or specified capital investment.

Accordingly, Resolution 21 seeks to authorise the Board to allot new shares and other equity securities pursuant to the authority given by Resolution 18, or sell treasury shares, for cash up to a further nominal amount of £1,657,297, being approximately 10% of the total issued ordinary share capital of the Company as at 14 February 2024 (being the latest practicable date prior to the publication of this Notice). This Resolution will allow the Board to allot shares only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. As mentioned above, Resolution 21 also provides for a further authority of up to an aggregate nominal amount equal to 20% of any allotments or sales under Resolution 21(A) to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles.

Resolutions 20 and 21 have been separated in accordance with the guidance issued by the Pre-Emption Group. If the Company makes a non-pre-emptive issue of ordinary shares for cash using the power conferred by Resolution 20 or 21 above, the Directors confirm that the Company will comply with the shareholder protections contained in Part 2B of the Pre-Emption Group's Statement of Principles regarding how such an issue should be carried out. Among other things, the Directors of the Company will give due consideration to the possibility of giving retail investors and other existing investors who are not allocated shares an opportunity to subscribe for ordinary shares at a similar price. Resolution 20(C) and Resolution 21(B) are intended to enable the Company to do this by making a follow-on offer to such investors, as described above.

The authorities set out in Resolutions 20 and 21 will expire at the earlier of the close of next year's annual general meeting of the Company or 15 months from the passing of this Resolution.

## **Resolution 22 — Authority to purchase own shares**

Authority is sought for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares). The Company purchased no ordinary shares in the period from 2 May 2023 to the date of this Notice under the existing authority.

The Directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in the future. The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 2 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of: (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase; 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.

The total number of options and awards over ordinary shares that were outstanding as at 14 February 2024 was 19,605,587, representing 2.37% of the issued share capital of the Company (excluding treasury shares). If the existing authority given on 2 May 2023 and the authority now being sought by Resolution 22 were to be fully used, these would represent 2.96% of the Company's ordinary issued share capital (excluding treasury shares) at that date. The authority will expire at the earlier of the close of next year's annual general meeting or 15 months from the passing of this Resolution.

## **Resolution 23 — General meetings**

This Resolution seeks to renew the authority to allow the directors to call general meetings of the Company, other than annual general meetings, on not less than 14 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The approval will apply until the end of next year's annual general meeting of the Company when it is intended that a similar Resolution be proposed.



# NOTES TO THE NOTICE OF MEETING

## VOTING

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. **Those submitting a form of proxy are strongly encouraged to appoint the Chair of the meeting rather than a named person as their proxy.** This will ensure that your vote will be counted. Members of the Ocado Share Account should refer to the procedure for submitting instructions referred to in paragraph 14 below. Individuals with shares held on the Shareworks platform should refer to their AGM notification for details of how to vote. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice (if you received this Notice in the post) or is available to download from [www.ocadogroup.com/investors/shareholder-information](http://www.ocadogroup.com/investors/shareholder-information). If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrar, Computershare Investor Services PLC:
    - by post at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY;
    - by telephone on 0370 707 1080. Calls are charged at the local rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 8.30 am to 5.30 pm, Monday to Friday, excluding public holidays in England and Wales; or
    - electronically via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).
  2. To be valid, any proxy form must be submitted:
    - by post or (during normal business hours only) by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY;
    - electronically via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) (you will be asked to enter your Control Number, Shareholder Reference Number and PIN shown on your Form of Proxy or email (if applicable) and agree to certain terms and conditions);
    - in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 9 to 12 below; or
    - via Proxymity. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io).
  - by no later than 1.30 pm on 25 April 2024** (or, in the event of any adjournment, on the date which is 48 hours (business days only) before the time of the adjourned AGM).
  3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
  4. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
  5. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
  6. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
  7. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction will not prevent a member from attending the AGM if they wish to do so.
  8. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company by close of business on 25 April 2024 (or, in the event of any adjournment, on the date which is 48 hours (business days only) before the time of the adjourned AGM). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- ### CREST
9. 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. 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.
  10. 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 & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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, Computershare Investor Services PLC (ID 3RA50), **by 1.30 pm on 25 April 2024**. 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.

11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. 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.

#### PROXYMITY VOTING

13. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged **by no later than 1.30 pm on 25 April 2024**. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
14. If you hold shares through the Ocado Share Account, you can instruct Computershare Company Nominees Limited <OCO> how you want the votes in respect of your shares to be exercised at the AGM, either:
  - electronically via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy); or
  - by filling out a form of instruction and returning it by post or (during normal business hours only) by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, in either case **by no later than 1.30 pm on 24 April 2024** (or, in the event of any adjournment, on the date which is 72 hours before the time of the adjourned AGM). After 1.30 pm on 24 April 2024 (or, in the event of any adjournment, on the date which is 72 hours (business days only) before the time of the adjourned AGM), you will no longer be able to:
    - instruct Computershare Company Nominees Limited <OCO> how you want the votes in respect of your shares to be voted; or
    - change your instructions as to how you want the votes in respect of your shares to be voted.
15. Individuals with shares held on the Shareworks platform should refer to their AGM notification for details of how to vote.

16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that such corporation does not do so in relation to the same shares.

#### NOMINATED PERSONS

17. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
18. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 8 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

#### ISSUED SHARE CAPITAL AND TOTAL VOTING RIGHTS

19. As at 14 February 2024 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 828,648,533 issued ordinary shares of 2 pence each admitted to trading. The Company does not hold any ordinary shares in treasury. Each ordinary share carries the right to one vote in relation to all circumstances at general meetings of the Company. Accordingly, the total voting rights of the Company as at 14 February 2024 are 828,648,533. Of these issued ordinary shares:

- a) 563,738 ordinary shares are held by Wealth Nominees Limited and 9,917,035 ordinary shares are held by Winterflood Client Nominees Limited, both on behalf of Ocorian Limited, the independent company which is the trustee of Ocado's Employee Benefit Trust (the "**EBT Trustee**");

the EBT Trustee has waived its right to exercise its voting rights and to receive dividends in respect of 9,917,035 ordinary shares, although it may vote in respect of 563,738 ordinary shares which have vested under the joint share ownership scheme and remain in the trust as at 14 February 2024, at the request of a participant; and

- b) 2,558,218 ordinary shares are held by Solium Trustee (UK) Limited, the trustee for the Company's Share Incentive Plan, who must vote, at the request of a participant, in respect of ordinary shares held by the trustee on behalf of that participant.

#### DOCUMENTS AVAILABLE FOR INSPECTION

20. Copies of the Directors' service contracts and letters of appointment of the Directors of the Company will be available at the place of the AGM for at least 15 minutes prior to the AGM and until the conclusion of the AGM. The Articles are also available on our website at [www.ocadogroup.com/investors/shareholder-information](http://www.ocadogroup.com/investors/shareholder-information).

## SHAREHOLDER REQUESTS

21. Members have the right to request, in accordance with section 360BA of the Companies Act, information to enable them to determine that their vote on a poll was validly recorded and counted. Shareholders who wish to do so should contact the Company's Registrar, Computershare Investor Services PLC, by telephone on 0370 707 1080 or by post at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, in each case no later than 30 days following the date of this year's AGM.
22. Under section 527 of the Companies Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act to publish on a website.

## OTHER INFORMATION

23. Under section 338 and section 338A of the Companies Act, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may be properly moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 13 March 2024, being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

24. Any member attending the AGM has the right to ask questions if they relate to the business being dealt with at the AGM, unless: (i) answering such questions would unduly interfere with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
25. Unacceptable behaviour on the part of any member attending the AGM will not be tolerated and the Chair has the right to deal with such behaviour as appropriate.
26. The Company may process the personal data of attendees at the AGM. This may include photos, recordings and audio and video links, as well as other forms of personal data. The Company shall process any such personal data in accordance with its privacy policy, which can be found at [www.ocadogroup.com/privacy-policy](http://www.ocadogroup.com/privacy-policy).
27. Except as provided above, members who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):
  - calling: 0370 707 1080. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 8.30 am to 5.30 pm, Monday to Friday excluding public holidays in England and Wales;
  - writing to: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; or
  - emailing: [webqueries@computershare.co.uk](mailto:webqueries@computershare.co.uk).

You may not use any electronic address provided either in this Notice or any related documents (including the Chair's letter and form of proxy) to communicate with the Company for any purposes other than those expressly stated.
28. A copy of this Notice, and other information required by section 311A of the Companies Act, can be found at [www.ocadogroup.com](http://www.ocadogroup.com).

# APPENDIX 1

## Ocado Group plc (the "Company") Summary of the Ocado Performance Share Plan 2024 (the "Plan")

### Introduction

The Plan is a discretionary share plan, under which the Remuneration Committee (the "**Committee**") may grant awards ("**Awards**") over ordinary shares in the Company ("**Shares**") to incentivise and retain eligible employees. The Plan will be administered by the Committee or by any sub-committee or person duly authorised by the Committee.

### Eligibility

Any employee of the Company's group ("**Group**"), including the Company's executive directors (the "**Executive Directors**"), may be selected to participate in the Plan at the Committee's discretion.

### Individual limit

Awards will not normally be granted to a participant under the Plan over Shares with a market value (as determined by the Committee) in excess of 600% of salary in respect of any financial year of the Company. Awards may, however, be granted in excess of this limit:

- a) to an eligible employee in connection with their recruitment by way of compensating them for any Awards forfeited as a result of leaving their former employer (a "**Recruitment Award**"); and
- b) to the Company's Chief Executive Officer in respect of FY24 only. The maximum market value (as determined by the Committee) of Shares over which this exceptional Award may be granted will be 1800% of salary. This Award will be subject to stretching performance conditions relating to the Company's share price, which are set out in the Company's 2024 Directors' Remuneration Policy submitted for approval by shareholders at the 2024 AGM.

### Performance conditions

The vesting of Awards may (and, in the case of an Award to an Executive Director other than a Recruitment Award, will to the extent required by the Company's shareholder-approved Directors' Remuneration Policy) be subject to the satisfaction of performance conditions. The Committee will determine the period over which any performance conditions are assessed. Any performance condition may be amended in accordance with its terms or if anything happens which causes the Committee to consider it appropriate to amend the performance condition, provided that the Committee considers that any amended performance condition would not be materially less or more challenging to satisfy.

### Vesting and release of Awards

Awards which are subject to performance conditions will normally have those conditions assessed as soon as reasonably practicable after the end of the relevant performance period. The Committee will determine the extent to which the Awards will vest, taking into account the extent that any relevant performance conditions have been satisfied, the underlying performance of the

Company and of the participant, and such other factors the Committee considers, in its opinion, relevant. To the extent that they vest, Awards will then normally vest on the vesting date set by the Committee at grant.

The Committee may also determine at grant that an Award is subject to an additional holding period following vesting, at the end of which the Shares subject to the Award will be "released" (and may be sold).

### Overall limits

Awards may be satisfied using new issue Shares, treasury Shares or Shares purchased in the market. The number of Shares which may be issued to satisfy awards granted in any ten-year period under the Plan and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time. In addition, the number of Shares which may be issued to satisfy Awards granted in any ten-year period under the Plan and any other discretionary employee share plan adopted by the Company may not exceed 5% of the issued ordinary share capital of the Company from time to time.

Shares transferred out of treasury will count towards these limits so long as this is required under institutional shareholder guidelines. However, Awards which are relinquished or lapse will be disregarded for the purposes of these limits.

### Form of Awards

The Committee may grant Awards as: (i) conditional Awards of Shares; (ii) nil or nominal-cost options over Shares; or (iii) forfeitable Awards of Shares. No payment is required for the grant of an Award. Awards structured as nil or nominal-cost options will normally be exercisable from the point of vesting (or, where an Award is subject to a holding period, the end of that holding period) until the tenth anniversary of the grant date.

### Timing of Awards

Awards may only be granted during the 42 days beginning on: (a) the date on which the Company holds a general meeting; (b) the first business day after the announcement of the Company's results for any period; or (c) to the extent that share dealing restrictions prevent the grant of Awards in those periods, the first business day after the day on which such dealing restrictions are lifted.

Alternatively, Awards may be granted on any other day on which the Committee determines that exceptional circumstances exist which justify the grant of an Award.

### Dividends and dividend equivalents

Unless the Committee determines otherwise, participants will receive an amount (in cash, unless the Committee decides it will be paid fully or partly in Shares) equal to the value of any dividends which would have been paid on the Shares subject to an Award which vest by reference to record dates during the period beginning on the date on which the Award is granted and ending on the date

on which the Award vests or, if there is a holding period applicable to an Award, at the end of the holding period. This amount may assume the reinvestment of dividends and exclude or include special dividends.

### **Malus and clawback**

In certain circumstances, the Committee may at any time prior to the fifth anniversary of the date on which an Award is granted (or such longer period as the Committee may determine when an Award is granted, or if an investigation into the conduct or actions of any participant or any Group member has started, such later date as the Committee may determine in order to allow the investigation to be completed): (a) reduce an Award (to zero if appropriate); (b) impose additional conditions on an Award; or (c) require that the participant either returns some or all of the Shares acquired under an Award or makes a cash payment to the Company in respect of the Shares delivered. The Committee may invoke these malus and clawback provisions where it considers there are exceptional circumstances such as: (a) a material misstatement in the published results of the Group or a Group member; (b) the assessment of the performance conditions relating to, or the calculation of the number of Shares subject to, the Award being based on an error or inaccurate or misleading information; (c) the participant's misconduct or breach of their restrictive covenants; (d) insolvency or similar corporate failure; (e) serious reputational damage to a Group member; and/or (f) where the Committee determines that the participant has caused a material financial loss to the Group as a result of their reckless, negligent or wilful acts or omissions or inappropriate values or behaviour.

### **Cessation of employment**

An unvested Award will usually lapse when a participant ceases to be a Group employee or Director.

If, however, a participant ceases to be a Group employee or director because of their ill health, injury or disability, the sale of the participant's employing company or business out of the Group or in other circumstances at the discretion of the Committee (i.e. they leave as a "good leaver"), their Award will normally continue to vest on the date when it would have vested (and be released from any relevant holding period) as if they had not ceased to be a Group employee or Director.

The extent to which Awards normally vest in these circumstances will be determined by the Committee, taking into account the satisfaction of any performance conditions applicable to Awards measured over the original performance period, the underlying performance of the Company and the participant and such other factors the Committee considers, in its opinion, relevant. The Committee retains the discretion, however, to allow the Award to vest (and be released from any relevant holding period) following the participant ceasing to be a Group employee or director, taking into account any applicable performance conditions measured up to that point or, where the participant is a good leaver as a result of their employing company or business being sold out of the Group, to require that the Award is exchanged for an equivalent award over shares in another company.

Unless the Committee decides otherwise, the extent to which an Award vests will also take into account the proportion of the performance period (or, in the case of an Award not subject to performance conditions, the vesting period) which has elapsed when the participant ceases to be a Group employee or Director. The period over which a Recruitment Award will normally be time pro-rated will be determined at the time of grant and will normally replicate the approach to time pro-rating applied to the Award in respect of which the Recruitment Award was granted.

If a participant dies, their Award will vest (and, in the case of an Award subject to a holding period, be released) on the date of their death on the basis set out for other good leavers above. Alternatively, the Committee may decide that an unvested Award will vest (and, in the case of an Award subject to a holding period, be released) on the date it would have if the participant had not died on the basis set out for other "good leavers" above.

If a participant ceases to be a Group employee or Director during a holding period in respect of an Award for any reason other than summary dismissal, their Award will normally be released at the end of the holding period, unless the Committee determines that it should be released when the participant ceases to be a Group employee or Director. If a participant dies during the holding period, their Award will be released on the date of the participant's death (unless the Committee decides it will be released at the end of the normal holding period).

If a participant is summarily dismissed, any outstanding Awards they hold will lapse immediately.

Awards structured as nil or nominal-cost options which do not lapse may normally be exercised to the extent vested for a period of 12 months after vesting (or, where Awards are subject to a holding period, the end of the holding period). Where nil or nominal-cost options have already vested (and, where relevant, been released from any relevant holding period) on the date on which the participant ceases to be a Group employee or Director, those options may normally be exercised for a period of 12 months from the date of cessation, unless the participant is summarily dismissed, in which case their options will lapse. If a participant dies, a vested (and, where relevant, released) option may normally be exercised until the first anniversary of their death.

### **Corporate events**

In the event of a takeover of the Company, Awards will normally vest (and be released from any holding periods) early. The proportion of any unvested Awards which vest will be determined by the Committee, taking into account the extent to which any performance conditions applicable to Awards have been satisfied, the underlying performance of the Company and the participant, such other factors the Committee considers, in its opinion, relevant, and, unless the Committee determines otherwise, the proportion of the performance period, or in the case of Awards not subject to performance conditions, the vesting period, which has elapsed.

The period over which a Recruitment Award will normally be time pro-rated will be determined at the time of grant and will normally replicate the approach to time pro-rating applied to the Award in respect of which the Recruitment Award was granted. Awards structured as nil or nominal-cost options may then normally be exercised for a period of one month, after which they will lapse. Alternatively, the Committee may require that Awards are exchanged for equivalent awards over shares in the acquiring company (subject to the acquiring company's consent).

If the Company is wound up or other corporate events occur such as a variation of the Company's share capital, a demerger, special dividend or other transaction which, in the Committee's opinion, would materially affect the value of Shares, the Committee may determine that Awards will vest (and be released) on the same basis as for a takeover.

#### **Adjustments**

If there is a variation of the Company's share capital or in the event of a demerger, special dividend or other transaction which, in the Committee's opinion, would materially affect the value of Shares, the Committee may make such adjustments to the number or class of Shares subject to Awards and/or the exercise price applicable to Awards as it considers appropriate.

#### **Settlement**

The Committee may, in its discretion, decide to satisfy an Award with a cash payment equal to the market value of the Shares (less any exercise price payable in the case of an option) that the participant would have received had the Award been satisfied with Shares.

#### **Rights attaching to Shares**

Shares delivered under the Plan will not confer any rights on the participant until that participant has received the beneficial ownership of the underlying Shares. Any Shares issued will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue).

#### **Non-transferability**

Awards are not transferable other than to the participant's personal representatives in the event of their death.

#### **Benefits not pensionable**

Benefits received under the Plan are not pensionable.

#### **Amendments**

The Committee may, at any time, amend the Plan rules in any respect. However, the prior approval of the Company's shareholders must be obtained in the case of any amendment which is made to the advantage of eligible employees and/or participants and relates to: (i) the provisions relating to eligibility; (ii) individual or overall limits; (iii) the basis for determining the entitlement to, and the terms of, Awards; (iv) the adjustments that may be made in the event of any variation to the share capital of the Company; and/or (v) the rule relating to such prior approval. There are, however, exceptions to this requirement to obtain shareholder approval for any minor amendments to benefit the administration of the Plan, to take account of the provisions of any legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or Group member.

#### **Termination**

No Awards may be granted more than ten years after the date the Plan is approved by the Company's shareholders.

# OCADO GROUP PLC ANNUAL GENERAL MEETING 2024

## Information for the day

### Venue, date and timings

Deutsche Numis, 45 Gresham Street, London EC2V 7BF on 29 April 2024.

### 1.00 pm

Doors open, security clearance and registration begins.

### 1.30 pm

Meeting commences.

### Admission and security

Please plan to arrive before 1.15 pm to allow enough time for registration and security clearance, bringing your attendance card.

Standard security measures will be in place to ensure your safety. Please note that bag searches will be in operation, and any items deemed inappropriate will be removed and stored until the end of the event. Please note that photo ID (such as a passport or a driving licence) may be required for entry to the building.

Flash photography will not be allowed at the meeting.

### Transport

In line with our commitment to the environment, we recommend that those attending the AGM use public transport. The closest public transport links are shown below.



