

Form of Instruction - Annual General Meeting to be held on 29 April 2024 at 1.30pm



Cast your Instruction online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 918848

SRN:

PIN:



View the Annual Report and Accounts for the 53 weeks ended 3 December 2023 and Notice of Meeting 2024 online:
<https://www.ocadogroup.com/investors/shareholder-information>

Register at **www.investorcentre.co.uk** - elect for electronic communications & manage your shareholding online!

**To be effective, all forms of instruction must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 24 April 2024 at 1.30 pm.**

Explanatory Notes:

1. The meeting will be held as a physical 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 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or submitted electronically at www.investorcentre.co.uk/eproxy, not later than 1.30 pm on 24 April 2024 or 72 hours (business days only) 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 "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.
7. Any changes to the AGM will be notified to shareholders before the meeting through our website, www.ocadogroup.com, and, where appropriate, by announcement made by the company to a Regulatory Information Service.

Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Instruction

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



II/We hereby instruct **Computershare Company Nominees Limited <OCO>** to vote on my/our behalf at the Annual General Meeting of the Company to be held at **Deutsche Numis, 45 Gresham Street, London, EC2V 7BF**, on **29 April 2024 at 1.30 pm** and at any adjournment thereof.

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Rick Haythornthwaite	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Tim Steiner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Stephen Daintith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Jörn Rausing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Andrew Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Emma Lloyd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Julie Southern	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Nadia Shouraboura	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Julia M. Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
13. To elect Rachel Osborne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Deloitte LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the directors to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authority for political donations and political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To approve the Ocado Performance Share Plan 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Authority to allot shares up to one-third of issued share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Authority to allot shares in connection with a pre-emptive offer only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
20. General authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Additional authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Notice of general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

DD / MM / YY

In the case of joint shareholders, only one holder need sign.



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OCO

