

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional Holders:

The Chair of Ocado Group plc (the "Company") invites you to attend 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.**

Shareholder Reference Number

Please detach this portion before posting this proxy form.

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



Cast your Proxy 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: 918847

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 proxy appointments must be lodged with the Company's Registrar at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 25 April 2024 at 1.30 pm.**

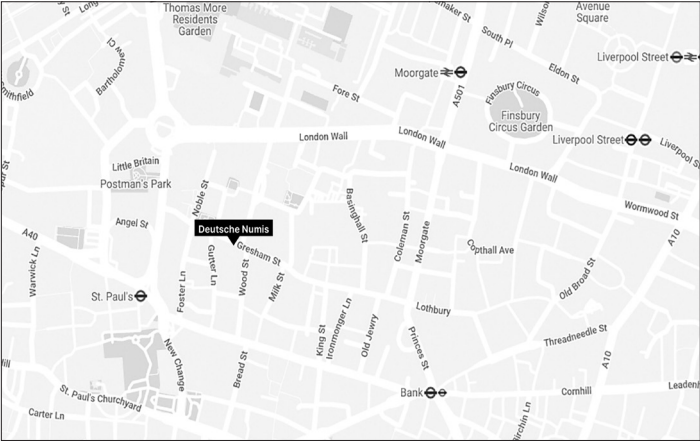
Explanatory Notes:

- The AGM will be held as a physical meeting. Shareholders will be able to attend the meeting in person.
- If you are submitting a Form of Proxy, the Company strongly encourages you to appoint the Chair of the meeting rather than a named person as your proxy. This will ensure that your vote will be counted. If, however, you still wish to appoint as your proxy someone other than the Chair of the meeting, insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
- To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company's Registrar, Computershare Investor Services plc (0370 707 1080), or you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain 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.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two business days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- In the absence of instructions, the person appointed proxy may vote or refrain from voting as they think fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as they think fit on any other business (including amendments to the Resolutions) which may properly come before the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via a designated voting platform, any such messages must be received by the issuer's agent prior to the specified deadline within the relevant system. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the relevant designated voting platform) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent via a designated voting platform in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1080 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service. To be valid, this form must be completed and lodged with the Company's Registrar, Computershare Investor Services PLC, at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such authority, or submitted electronically via www.investorcentre.co.uk/eproxy, by 1.30 pm on 25 April 2024.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.
- 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. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card To be completed only at the AGM if a Poll is called.



Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

*

I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Ocado Group plc to be held at **Deutsche Numis, 45 Gresham Street, London, EC2V 7BF** on **29 April 2024 at 1.30 pm**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 3 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

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



| 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"/> |

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| 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"/> |
| 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"/> |

| | 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"/> |
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| 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"/> |
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as they see fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



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