

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 Deutsche Numis Securities, 45 Gresham Street, London, EC2V 7BF on Monday, 29 April 2024 at 1.30pm, 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 16 - Political donations

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) 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,

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).

Resolution 17 – The Ocado Performance Share Plan 2024

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.

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

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.

Resolution 19 - 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 £11,048,647 (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

Resolution 20 - General authority to disapply pre-emption rights

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.

Resolution 21 - Additional authority to disapply pre-emption rights

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.

Resolution 22 - Authority to purchase own shares

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.

Resolution 23 - Notice of general meetings

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

Dated 29 April 2024



Neill Abrams

Company Secretary and Director
Ocado Group plc