

**Ocado Group plc
Annual General Meeting 2025 Results**

Ocado Group plc (“Ocado”) held its Annual General Meeting (the “AGM”) on 29 April 2025.

Resolutions 1 to 18 (inclusive) were passed as ordinary resolutions; resolutions 19 to 23 (inclusive) were passed as special resolutions. Results of the poll for each resolution are shown in the table below.

Resolutions		For		Against		Total Votes	Votes Withheld
		Votes	%	Votes	%		
1.	To receive the Annual Report and Accounts	644,807,290	99.99%	48,324	0.01%	644,855,614	6,421,161
2.	Approval of the Directors' Remuneration Report	569,999,325	97.76%	13,046,994	2.24%	583,046,319	68,230,456
3.	To elect Adam Warby as a Director of the Company	649,384,179	99.94%	367,986	0.06%	649,752,165	1,524,610
4.	To elect Gavin Patterson as a Director of the Company	651,003,859	99.98%	121,659	0.02%	651,125,518	151,257
5.	To re-elect Tim Steiner as a Director of the Company	650,831,416	99.95%	319,513	0.05%	651,150,929	125,846
6.	To re-elect Stephen Daintith as a Director of the Company	650,850,066	99.96%	292,792	0.04%	651,142,858	133,917
7.	To re-elect Jörn Rausing as a Director of the Company	640,333,702	98.34%	10,794,626	1.66%	651,128,328	148,447
8.	To re-elect Andrew Harrison as a Director of the Company	634,308,031	97.42%	16,813,455	2.58%	651,121,486	155,289
9.	To re-elect Emma Lloyd as a Director of the Company	645,800,879	99.18%	5,320,727	0.82%	651,121,606	155,169
10.	To re-elect Julie Southern as a Director of the Company	645,295,639	99.11%	5,826,689	0.89%	651,122,328	154,447
11.	To re-elect Nadia Shouraboura as a Director of the Company	647,104,421	99.38%	4,020,303	0.62%	651,124,724	152,051
12.	To re-elect Julia M. Brown as a Director of the Company	647,074,691	99.38%	4,045,235	0.62%	651,119,926	156,849
13.	To re-elect Rachel Osborne as a Director of the Company	611,138,249	93.86%	39,985,891	6.14%	651,124,140	152,634
14.	To re-appoint Deloitte LLP as auditor	649,633,268	99.98%	112,733	0.02%	649,746,001	1,530,774
15.	To authorise the Audit Committee, on behalf of the	651,020,330	99.98%	147,928	0.02%	651,168,258	108,517

	Board, to determine the auditor's remuneration						
16.	Authority for political donations and political expenditure	614,547,325	94.37%	36,633,098	5.63%	651,180,423	96,351
17.	Authority to allot shares up to one-third of issued share capital	648,962,408	99.67%	2,173,917	0.33%	651,136,325	140,450
18.	Authority to allot shares in connection with a pre-emptive offer only	649,293,115	99.72%	1,826,225	0.28%	651,119,340	157,435
19.	General authority to disapply pre-emption rights*	570,418,663	87.61%	80,680,975	12.39%	651,099,638	177,137
20.	Additional authority to disapply pre-emption rights*	566,429,973	87.00%	84,668,570	13.00%	651,098,543	178,232
21.	Authority to purchase own shares*	651,030,064	99.99%	90,058	0.01%	651,120,122	156,653
22.	Amendment of the Articles of Association*	650,984,343	99.98%	121,907	0.02%	651,106,250	170,525
23.	Notice of general meetings*	649,432,282	99.73%	1,750,148	0.27%	651,182,430	94,345

* Special Resolution

As required by the Listing Rules of the Financial Conduct Authority, a copy of certain resolutions have been submitted to the Financial Conduct Authority via the National Storage Mechanism. This document will be available shortly for viewing at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

A copy of the Annual General Meeting results will be available on Ocado's website: www.ocadogroup.com.

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Notes:

(i) Votes 'withheld' are not votes under English law and so have not been included in the calculation of whether a resolution is carried. Percentages have been rounded to two decimal places.

(ii) As at 7.00am on 29 April 2025, the Company's issued share capital was 835,370,450 ordinary shares of 2p 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. Of these issued ordinary shares: (1) 3,798,394 shares are held by Computershare Trustees Limited, the trustee for the Company's employee 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; (2) 536,438 shares are held by Wealth Nominees Limited, and 9,975,137 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 9,975,137 ordinary shares, although it may vote in respect of 536,438 ordinary shares which have vested under the joint share ownership scheme and remain in the trust, at the request of a participant. The total of 10,511,575 ordinary shares held by the EBT Trustee are treated as treasury shares in the group's consolidated balance sheet in accordance with IAS 32 "Financial Instruments: Presentation". As such, calculations of earnings per share for Ocado exclude 10,511,575 ordinary shares held by the EBT Trustee.