

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS¹
OF
OCADO GROUP PLC

The following ordinary and special resolutions¹ were passed at the Annual General Meeting (the "AGM") of Ocado Group plc (the "Company"), duly convened and held at Ocado Group plc, Buildings One & Two Trident Place, Mosquito Way, Hatfield, Hertfordshire, AL10 9UL on Tuesday, 29 April 2025 at 11:00 am.

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 - 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 £5,559,079 (such amount to be reduced by any allotments or grants made under Resolution 18, 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.

¹ Resolutions relating to special business only

Resolution 18 - 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 £11,118,159 (such amount to be reduced by any allotments or grants made under Resolution 17, 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 19 - General authority to disapply pre-emption rights

That, if Resolution 17 and/or Resolution 18 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 17 and/or Resolution 18 (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 18, if Resolution 18 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;

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 17, if Resolution 17 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 £1,667,723; 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 20 - Additional authority to disapply pre-emption rights

That, if Resolution 17 is passed, the Board be given the power, in addition to any power granted under Resolution 19, to allot equity securities (as defined in the Companies Act) for cash under the authority granted under Resolution 17 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 £1,667,723, 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 21 - 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 83,386,195;

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 22 - Amendment of the Articles of Association

To resolve that, with effect from the conclusion of the AGM, the Articles of Association produced to the meeting and signed by the Chair for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

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 2025

A handwritten signature in black ink, appearing to read 'Neill Abrams', with a large, stylized loop at the end.

Neill Abrams

Group General Counsel and Company Secretary
Ocado Group plc