



19 July 2022

OCADO GROUP PLC

**UPDATE STATEMENT ON
2022 ANNUAL GENERAL MEETING VOTING RESULTS**

At the Ocado Group plc 2022 AGM in May, although all resolutions were successfully passed with the requisite majority, there was a significant vote against two resolutions relating to the Directors' Remuneration Policy (Resolution 2) and Amendments to the Ocado Group 2019 Value Creation Plan (Resolution 20)¹.

Prior to the meeting, the Chair of the Remuneration Committee engaged extensively with major shareholders and the Committee made changes to the proposals to reflect feedback received. However, it was apparent from the consultation exercise that shareholders held divergent views on our proposals and some did not feel able to support them. Further details on the consultation process and discussions were published in the Company's 2021 annual report.

In February 2022, the Chair again wrote to shareholders to solicit any further feedback but shareholders indicated they had registered their views fully in the earlier consultation. This extensive shareholder consultation process means the Committee understands the voting outcomes and the reasons why some shareholders were unsupportive of these resolutions. The Committee will continue to engage with shareholders and keep our executive remuneration structures under review, and we thank shareholders for their input on our proposals this year.

Notes:

¹ The Directors' Remuneration Policy resolution was supported by 70.73% of votes cast and the Amendments to the Ocado Group 2019 Value Creation Plan resolution was supported by 71.31% of votes cast.

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