

# Result of AGM

RNS Number : 4644M  
Ocado Group PLC  
29 April 2024

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## Ocado Group plc Annual General Meeting 2024 Results

Ocado Group plc ("Ocado") held its Annual General Meeting (the "AGM") on 29 April 2024.

Resolutions 1 to 19 (inclusive) were passed as ordinary resolutions; resolutions 20 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	654,682,528	99.99	75,622	0.01	654,758,150	7,550,831
2.	Approval of the Directors' Remuneration Policy	533,525,459	80.57	128,698,258	19.43	662,223,717	85,264
3.	Approval of the Directors' Remuneration Report	654,618,469	98.86	7,568,632	1.14	662,187,101	111,880
4.	To re-elect Rick Haythornthwaite as a Director of the Company	652,769,259	98.56	9,517,716	1.44	662,286,975	112,006
5.	To re-elect Tim Steiner as a	661,914,068	99.95	306,780	0.05	662,220,848	88,133

	Director of the Company						
6.	To re-elect Stephen Daintith as a Director of the Company	655,777,490	99.23	5,105,787	0.77	660,883,277	1,515,704
7.	To re-elect Jörn Rausing as a Director of the Company	653,821,928	98.73	8,387,603	1.27	662,209,531	99,450
8.	To re-elect Andrew Harrison as a Director of the Company	650,298,286	98.48	10,033,250	1.52	660,331,536	1,977,445
9.	To re-elect Emma Lloyd as a Director of the Company	656,326,650	99.11	5,876,783	0.89	662,203,433	105,547
10.	To re-elect Julie Southern as a Director of the Company	643,006,654	97.10	19,199,765	2.90	662,206,419	102,562
11.	To re-elect Nadia Shouraboura as a Director of the Company	656,317,914	99.11	5,883,867	0.89	662,201,781	107,200
12.	To re-elect Julia M. Brown as a Director of the Company	655,371,738	98.97	6,830,639	1.03	662,202,377	106,604
13.	To elect Rachel Osborne as a Director of the Company	648,113,609	97.87	14,085,872	2.13	662,199,481	109,500
14.	To re-appoint Deloitte LLP as auditor	638,797,200	96.66	22,042,244	3.34	660,839,444	1,469,537
15.	To authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration	651,844,030	98.43	10,414,835	1.57	662,258,865	50,116
16.	Authority for political donations and	654,096,222	99.02	6,481,784	0.98	660,578,006	1,730,975

	political expenditure						
17.	To approve the Ocado Performance Share Plan 2024	533,887,730	80.62	128,364,705	19.38	662,252,435	56,546
18.	Authority to allot shares up to one-third of issued share capital	657,383,243	99.26	4,874,691	0.74	662,257,934	51,047
19.	Authority to allot shares in connection with a pre-emptive offer only	657,323,742	99.26	4,923,424	0.74	662,247,166	61,815
20.	General authority to disapply pre-emption rights*	581,263,857	87.77	80,986,329	12.23	662,250,186	58,795
21.	Additional authority to disapply pre-emption rights*	575,410,157	86.89	86,836,415	13.11	662,246,572	62,409
22.	Authority to purchase own shares*	660,759,812	99.77	1,505,964	0.23	662,265,776	43,205
23.	Notice of general meetings*	655,680,833	99.00	6,593,178	1.00	662,274,011	34,970

\* 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](http://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 2024, the Company's issued share capital was 829,943,680 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) 2,589,946 shares are held by Solium Trustee (UK) 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 9,917,035 shares are held by Winterflood Client Nominees Limited, both on behalf of Ocorian Limited (formerly known as Estera Trust (Jersey) 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 9,917,035 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 10,453,473 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 the 10,453,473 ordinary shares held by the EBT Trustee.

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