

AGM Statement

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Ocado Group PLC
20 April 2020

IMPORTANT INFORMATION RELATING TO AGM
OCADO GROUP PLC
20 April 2020

Ocado Group plc Important Information relating to Annual General Meeting

As a result of the current UK Government prohibition on public gatherings and non-essential travel, shareholders should not attend the Ocado Annual General Meeting in person. Votes must be submitted by proxy. The law requires us to refuse admission to those who attempt to attend the Annual General Meeting in person.

The Notice of the Annual General Meeting ("AGM") of Ocado Group plc (the "Company") scheduled to be held at 10.00am on Wednesday, 6 May 2020 at Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London, EC4M 7LT, was circulated to shareholders on 11 February 2020.

The board of directors (the "Board") of the Company has been closely monitoring the evolving Coronavirus (Covid-19) situation. In accordance with the compulsory measures published by the UK Government prohibiting public gatherings and non-essential travel (the "Stay at Home measures"), it will not be possible for shareholders to attend this year's AGM in person. In addition the Stock Exchange Building is closed and no longer available for use by the Company.

Change of venue and arrangements

The Board has decided to change the venue of the AGM to the Company's registered office at Buildings One & Two, Trident Place, Mosquito Way, Hatfield, Hertfordshire, AL10 9UL. The AGM will still take place at 10.00am (BST) on Wednesday, 6 May 2020, as previously notified to shareholders.

Under the Stay at Home measures gatherings of more than two people are prohibited and accordingly it will not be lawful for shareholders to attend the AGM in person. Only the minimum number of directors and essential personnel will attend the AGM in person in order to ensure that a quorum is present and to conduct the business of the AGM. Attendance of these persons is considered essential for work purposes. Social distancing measures will be in place in order to comply with current requirements. Other shareholders and non-essential personnel must not attend the AGM. The meeting will comprise only the formal business of the AGM.

As shareholders cannot attend in person, the Board encourages all shareholders to vote by submitting a proxy in advance of the AGM. To ensure that their vote counts, shareholders should only appoint the Chairman of the AGM (and not any named individual) to act as their proxy. Details of how to submit a proxy are set out below.

Shareholders can submit questions for the Board in advance of the AGM to AGM.questions@ocadogroup.com. The Board will endeavour to answer such questions as soon as practical after the AGM.

The Board believes these measures are necessary and appropriate in light of the current pandemic, to comply with the law and to protect the health and wellbeing of the Company's employees, shareholders and the wider communities in which we operate.

The Board will continue to monitor the situation and may, if necessary, need to make further changes to the arrangements for the AGM, including how it is conducted. Shareholders should therefore continue to monitor the Company's website and announcements.

Reminder to vote by proxy

The Board strongly encourages shareholders to vote at the AGM by:

- i. Appointing the Chairman of the AGM as their proxy;
- ii. Submitting a form of proxy as soon as possible and in any event by no later than 10.00am on 4 May 2020 to ensure that their votes are counted. If a shareholder appoints a person other than the Chairman of the AGM as their proxy, that other proxy will not be able to attend the AGM; and
- iii. If they have already submitted a form of proxy which appoints any person other than the Chairman of the AGM, replace it by submitting a new form of proxy to appoint the Chairman of the AGM as their proxy.

A form of proxy may be submitted electronically at www.ocadoshares.com or by returning the form to the share registrar. Full details of how to submit proxies are set out on page 11 of the Notice of AGM that was circulated to shareholders on 11 February 2020. The Board encourages shareholders to submit their votes electronically to ensure that they are received in time. Proxy instructions must be received no later than 10.00am on 4 May 2020.

For shares held through CREST, proxy appointments may be submitted via the CREST proxy voting system.

Enquiries

For further information contact:

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