

THE COMPANIES ACTS 1985, 1989 and 2006

A Private Company Limited by Shares

COPY RESOLUTIONS

of

OCADO LIMITED
(the "Company")
Registered number 3875000

SATURDAY



Passed on 15 September 2009

At the 9th Annual General Meeting of the Company, duly convened and held on 15 September 2009, the following resolutions were duly passed:

Ordinary Resolution

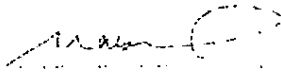
1. To receive the audited accounts of the Company for the financial year ended 30 November 2008 and the reports of the directors and auditors on those accounts.
2. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office with effect from the conclusion of this meeting until the conclusion of the next general meeting of the Company before which accounts are laid and to authorise the directors of the Company (the "Board") to determine their remuneration including expenses.
3. That, in substitution for all previous authorities conferred upon the Board to allot relevant securities (as defined in section 80(2) of the Companies Act 1985) the Board be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the Company, to allot relevant securities up to an aggregate nominal amount of £22,219 such authority to expire five years from the date of this resolution, save that the Company may, in each case, before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

4. That subject to the passing of the resolution 3 above, the Board be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in the Companies Act 1985) wholly for cash pursuant to the authority conferred by resolution 3 and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985, as if section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- a. in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- b. otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £22,219,

and shall expire five years from the date of this resolution, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.



Neill Abrams
Director & Company Secretary