

THE COMPANIES ACTS 1985 and 1989

A Private Company Limited by Shares

COPY RESOLUTIONS

of

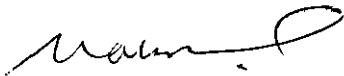
OCADO LIMITED
(the "Company")
registered number 3875000

Passed on 27th July 2006

At the 6th Annual General Meeting of the Company, duly convened and held on 27th July 2006, the following resolutions were duly passed:

ORDINARY RESOLUTIONS

1. The accounts of the Company for the financial year ended 27 November 2005 and the reports of the directors and auditors thereon were approved.
1. PriceWaterhouseCoopers LLP is appointed as auditors of the Company to hold office until the conclusion of the next general meeting of the company before which accounts are laid and the setting of their remuneration (including expenses) for the year is to be as determined by the Board.


.....
Director

