

**THE COMPANIES ACTS 1985, 1989 AND 2006**

**A PRIVATE COMPANY LIMITED BY SHARES**

**COPY RESOLUTIONS**

of

**OCADO LIMITED**

(the "Company")

**registered number 3875000**

**Passed on 19 September 2007**

At the 7<sup>th</sup> Annual General Meeting of the Company, duly convened and held on 19 September 2007, the following resolutions were duly passed

**Resolutions**

- 1 The accounts of the Company for the financial year ended 3 December 2006 and the reports of the directors and auditors therein were approved
- 2 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
- 3 The grant to Michael Grade of the right to exchange his first year's remuneration as Chairman for shares in Ocado at a price of £150 per share was approved
- 4 The Company was authorised, subject to and in accordance with the provisions of the Companies Act 2006, to serve any notice or send or supply any other document or information to a member by making the notice or document or information available on the Company's website or by using other electronic means



Director

TUESDAY



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25/09/2007  
COMPANIES HOUSE