

Company No 3875000

THE COMPANIES ACTS 1985 and 1989

A Private Company Limited by Shares

RESOLUTION

of

OCADO LIMITED

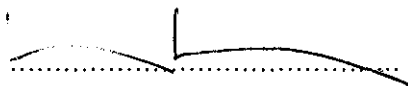
(the "Company")

Passed on 31 December 2002

At an Extraordinary General Meeting of Ocado Limited, duly convened and held on 31 December 2002, the following resolution was duly passed as special resolution:

SPECIAL RESOLUTION

THAT Article 2.6 of the Articles of Association of the Company be and are hereby disapplied in relation to the issue of any preference shares pursuant to any subscription agreement and/or option agreement and/or loan note instrument and/or warrant instrument to be created and entered into (as the case may be) by the Company no later than 30 January 2003, and to any subsequent issue of preference shares pursuant to such subscription agreement and/or on the exercise of such warrants and/or options. PROVIDED THAT the aggregate amount subscribed for such preference shares issued pursuant to such subscription agreement/loan notes instrument/warrant instrument/option agreement should not exceed £31,000,000.



Director

