

OCADO RETAIL LIMITED

(registered in England and Wales with company number 03875000)
(the "Company")

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES
ACT 2006 (CA 2006) MADE ON 9 MAY 2016**


We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006

As set out in the written resolution circulated to members on 5 May 2016, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 (**Solvency Statement**) on 9 May 2016 and the resolution approving the reduction of capital (**Resolution**) was passed as a written resolution on 9 May 2016.

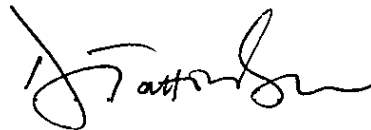
We confirm that

- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- A copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to him

Signed by



Tim Steiner



Duncan Tatton-Brown



Mark Richardson



Neill Abrams

WEDNESDAY



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11/05/2016

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COMPANIES HOUSE