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OCADO GROUP PLC
(Ocado Group)

NOTICE TO HOLDERS

of Ocado Group's outstanding

£600,000,000 0.875 per cent. Guaranteed Convertible Bonds due 2025 (ISIN: XS2090948279)
(the **2025 Bonds**)

and

£350,000,000 0.75 per cent. Guaranteed Convertible Bonds due 2027 (ISIN: XS2190455811)
(the **2027 Bonds** and, together with the 2025 Bonds, the **Bonds** and each a **Series**)

in each case, guaranteed by Ocado Operating Limited, Ocado Innovation Limited,
Ocado Central Services Limited, Ocado Solutions Limited, Ocado Holdings Limited,
Ocado Solutions USA Inc. and Ocado Solutions (US) ProCo LLC

(and, following the Accession (as defined below), Ocado Intelligent Automation Limited and Ocado
Solutions Canada Inc.)

*Capitalised terms used in this Notice that are not otherwise defined shall have the meanings given in the trust deed dated 9 December 2019, as modified by the first supplemental trust deed dated 13 July 2022, which constitutes the 2025 Bonds (the **2025 Bonds Trust Deed**) and the trust deed dated 18 June 2020, as modified by the first supplemental trust deed dated 13 July 2022, which constitutes the 2027 Bonds (the **2027 Bonds Trust Deed** and, together with the 2025 Bonds Trust Deed, the **Trust Deeds**).*

NOTICE IS HEREBY GIVEN that each of Ocado Intelligent Automation Limited and Ocado Solutions Canada Inc. (together, the **New Guarantors**) has acceded as an Additional Guarantor in respect of each Series pursuant to a Second Supplemental Trust Deed (as defined below) in respect of the relevant Series with effect on and from 28 November 2023 (such accession of the New Guarantors, the **Accession**).

To implement the Accession, Ocado Group, the New Guarantors and the other relevant parties thereto have entered into:

- (i) a second supplemental trust deed dated 28 November 2023 that supplements the 2025 Bonds Trust Deed;
- (ii) a second supplemental trust deed dated 28 November 2023 that supplements the 2027 Bonds Trust Deed;
- (iii) a second supplemental paying, transfer and conversion agency agreement dated 28 November 2023 that supplements the paying, transfer and conversion agency agreement dated 9 December 2019 and the first supplemental paying, transfer and conversion agency agreement dated 13 July 2022 in respect of the 2025 Bonds; and
- (iv) a second supplemental paying, transfer and conversion agency agreement dated 28 November 2023 that supplements the paying, transfer and conversion agency agreement dated 18 June 2020 and the first supplemental paying, transfer and conversion agency agreement dated 13 July 2022 in respect of the 2027 Bonds.

In this Notice, the second supplemental trust deeds described in (i) and (ii) above are referred to as the **Second Supplemental Trust Deeds** and the second supplemental paying, transfer and conversion agency agreements described in (iii) and (iv) above are referred to as the **Second Supplemental Agency Agreements**.

Copies of the Second Supplemental Trust Deeds and the Second Supplemental Agency Agreements are available for inspection during normal business hours by request to the Trustee at its specified office (for the time being at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom).

This Notice is dated 28 November 2023 and given by Ocado Group plc.

For further details, please contact: David Shriver, Director of Communications, on 01707 228 000

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