



OCADO GROUP PLC BOARD DIVISION OF RESPONSIBILITIES

INTRODUCTION

The following document sets out the division of responsibilities for the board of directors (the “**Board**”) of Ocado Group plc (the “**Company**”). It should be read alongside the *Schedule of Matters Reserved for the Board* document.

All Directors must act in what they consider to be the best interests of the Company, consistent with their statutory duties under the Companies Act 2006, sections 170 to 177. In addition to these statutory duties, below are the main responsibilities of the Chair, CEO and Senior Independent Director. The role and duties can also be found in each of the respective appointment letters.

CHAIR

Role – Managing and leading the Board

Main Responsibilities

Board

1. Chair and lead all meetings of the Board and ensure its effectiveness on all aspects of its role.
2. With support of the Chief Executive ensure effective implementation of Board decisions.
3. To develop an active, challenging and committed Board and oversee its composition with input from the People Committee as requested, including that the Board has a balance of skills, knowledge experience and diversity appropriate for the needs of the business.
4. To oversee, together with the Senior Independent Director, the requirement that the Board is properly constituted and that succession plans are in place for appointments to the Board and to senior management and where appropriate propose effective and suitable persons be appointed to the Board or seek the resignation of Directors.
5. With the assistance of the Company Secretary, promote the highest standards of corporate governance.
6. To lead and chair general meetings of the Company and, together with the Senior Independent Director and Chief Executive Officer, to maintain effective communication with shareholders, maintaining contact with principal investors and representative bodies on a regular basis, and keeping the Board informed of such communication.
7. Regularly review the performance of the Board, its Committees and the Directors and act on the results and report to the Board, where appropriate.

Directors

8. Facilitate the effective contribution of Non-executive Directors.
9. Promote effective relationships and open communication.
10. Ensure appropriate delegation of authority from the Board to the Executive Directors.
11. Ensure constructive relations by acting as the bridge between the Executive and Non-executive Directors.
12. Liaise with the Senior Independent Director.
13. Hold regular meetings with the Non-executive Directors without the Executives present.
14. To provide support and advice to the Chief Executive Officer.
15. Regularly review training and development needs of the Directors and the Board as a whole.

16. Manage and review regularly the Board composition and succession planning.
Ensure full and tailored induction plans are put in place for new directors.

Meetings

17. Set the Board's agenda, focusing on strategy, performance, value creation, culture and stakeholders and to ensure sufficient time is given to items as appropriate.
18. Ensure Directors receive timely, accurate and clear information on the Group's performance, the issues, challenges and opportunities facing the Group to enable the Board to make effective and well considered decisions.
19. Relations with shareholders.
20. In addition to formal general meetings, maintain sufficient contact with major shareholders and institutional investors to understand their issues and concerns.
21. Ensure there is an adequate process for the views of shareholders to be communicated to the Board as a whole to ensure all views are clearly understood
22. To lead, together with the Designated Non-Executive Director, the Company's processes for communicating to, and consulting with, employees.
23. Ensure adequate process for the views of shareholders is communicated to the Board as a whole to ensure all views are clearly understood.
24. To act as principal spokesman for the Group on all major Company occasions (including general meetings, results announcements, presentations and public relations), other than those designated to the Senior Independent Director or Chief Executive Officer by agreement with the Chair. Be assured that the Company maintains contact as required with its principal shareholders about remuneration. To handle, together with the Chief Executive Officer, the relationships with and effective communications to all third parties, banks and government bodies.

SENIOR INDEPENDENT DIRECTOR

Role

The role of the Senior Independent Director is to provide a sounding board for the Chair and communication channel between the Chair and the other Directors and, when required, principal shareholders including representative bodies. This communication channel is in addition to and does not replace existing channels.

Main Responsibilities: The Senior Independent Director will:

1. Be a Non-executive Director.
2. Be independent, in accordance with the criteria set out in the UK Corporate Governance Code.
3. Act as a sounding board for the Chair and serve as an intermediary for the other Directors when necessary.
4. Support the Chair with the annual Board evaluation.
5. Take responsibility, working closely with the People Committee, for the Chair succession planning and process.
6. Lead a meeting with the Non-executive Directors without the Chair present at least annually to appraise the Chair's performance (taking into account the views of the executive Directors) and on such other occasions as are deemed appropriate without the Chair present.
7. Attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders.
8. Be available to shareholders, if they have concerns which contact through the normal channels of Chair, Chief Executive Officer or other Executive Directors has failed to resolve or for which contact is inappropriate.

CHIEF EXECUTIVE OFFICER

Role: Managing the Company and the Group's business

Main Responsibilities

Company

1. Leadership of the Group Executive Committee and the senior executive team in the day to day running of the Group's business.
2. Formulate and implement the Company's strategy as approved by the Board and to keep the Board updated on progress. Responsible to the Board for developing the strategic objectives.
3. Responsible to the Board for the operational performance of the business.
4. Support the Chair with ensuring effective implementation of Board decisions in respect of the Group.
5. To maintain an effective framework for internal controls and risk and ensure that the Group risk profile is reviewed periodically.
6. Keep the Chair promptly informed on all matters that may be of importance to the Board or of which the Board should be aware.
7. Responsible for employee relations including acting as a bridge between the Board and the Company's employees.
8. Lead the business, promote the Company's values, communicate expectations in respect of the Company's culture and ensure Company policies and procedures are followed, including behaviours set out in the Company employee policies. To ensure that the business complies with all relevant legislation and regulation.
9. Ensure that the necessary financial and human resources are in place and that performance is effectively monitored.
10. To develop annual operating and capital plans for Board approval consistent with agreed strategies.

Directors

11. Maintain a dialogue with the Chair on the important and strategic issues facing the Group, and proposing Board agenda items which reflect these.
12. Provide input to the Chair on matters concerning Board composition, particularly in regard to the diversity of the Board.
13. Ensure the Board is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which they may not otherwise be aware.
14. Ensure that they, together with the Executive Directors, give appropriate priority to providing reports to the Board which contain accurate, timely and clear information.
15. Review the performance of the Executive Committee, allocating responsibilities to individuals and making recommendations to the Remuneration Committee regarding individual pay and long-term performance incentives.

Relations with Shareholders

16. Be available to shareholders.
17. Together with the Chair, lead the communication programme with major shareholders and ensure the views of shareholders are communicated to the Board.

EXECUTIVE DIRECTOR

Role: to bring a commercial dimension to the Board's activities and play their part in relation to strategy, performance, risk and people.

Main Responsibilities

1. Accountable to the Chair for their contribution on the Board and to the Chief Executive Officer for their respective business areas and delivery of Board approved plans.
2. Promote the long-term sustainable success of the Company for the benefit of its members as a whole.
3. Ensure that the Company acts responsibly having due regard to its reputation and its shareholders and wider stakeholders, including employees, suppliers, customers, local communities and the environment.
4. Challenge constructively and help develop proposals on strategy. To contribute to the Board's discussions on the nature and extent of the significant risks it is willing to take in achieving its strategic objectives.
5. Ensure that agreed strategies are successfully implemented and that risks are effectively assessed and managed.
6. Keep the Board informed of business performance, developments in competitors and markets and changes in customer profile and requirements over the longer term.
7. Support the Chief Executive Officer in communicating to employees the Board's expectations in relation to the Company's culture, values and behaviours and for ensuring that the appropriate standards of governance are adopted at all levels.
8. Establish highly effective teams and identify, promote and develop the individuals required to meet future business challenges and senior management succession. To pay due regard to the benefits of diversity.

NON-EXECUTIVE DIRECTOR

Role: to support and constructively challenge the executive team and contribute to the development of the Company's strategy.

Main Responsibilities

In addition to the responsibilities of all Directors of the Company, a non-executive Director has responsibility:

1. Scrutinise the performance of management in meeting agreed goals and objectives.
2. Monitor the performance of the Company and in particular the Board and report to the Company's members matters about which they are dissatisfied, but only after making all reasonable efforts to address with the Board the causes of such dissatisfaction and potential remedies.
3. Contribute to Board discussions on the nature and extent of the risk it is willing to take to achieve its strategic objectives.
4. Undertake a structured induction programme, and to regularly refresh and update their skills, knowledge and understanding of the business.
5. Participate in and engage with the Board's annual evaluation.
6. Ensure that financial information is accurate and that financial controls and systems of risk management are robust and defensible.
7. Determine the appropriate levels of remuneration of Executive Directors and senior management, and have a prime role in appointing, and where necessary, removing senior management and in succession planning.
8. Oversee that the Company acts responsibly having due regard to its reputation.
9. Attend scheduled meetings if requested by major shareholders and to keep informed on shareholder views.
10. Ensure, in those areas in which the Non-executive Director has particular knowledge, skill and experience, that they have applied the necessary care, skill and diligence required of a Director.
11. Report immediately to the Chair their own wrongdoing and/or any wrongdoing (or proposed wrongdoing) of any employee or other Director of the Company of which they become aware.

DESIGNATED NON-EXECUTIVE DIRECTOR

Role

The role of the Designated Non-Executive Director is to help bring the views and concerns of the workforce to the Board and to support them being taken into account in Board decision-making.

Main Responsibilities

In addition to the responsibilities of all non-executive Directors of the Company, the responsibilities of a Designated Non-Executive Director are as follows:

1. To gauge the views of the workforce on a regular basis and identify any areas of concern.
2. To support the objective that the views of the workforce be taken into account by the Board, particularly when they are making decisions that could affect the workforce.
3. To escalate workforce concerns to senior management.
4. To feedback to the workforce on what steps have been taken to address their concerns or to explain why particular steps have or have not been taken.
5. To monitor that the views of the workforce are communicated to the Board.
6. Be assured the Board take appropriate steps to evaluate the impact of proposals and developments on the workforce and consider what steps should be taken to mitigate any adverse impact.

COMMITTEE CHAIR

Main responsibilities

A chair of each of the principal corporate governance Committees, namely Audit Committee, Remuneration Committee and People Committee, will have the following additional responsibilities:

1. To agree agenda items in advance with the relevant Committee Secretary, who will issue the agenda/detailed papers prior to the meeting (in accordance with the relevant Committee's terms of reference) to maximise everyone's contribution to the meeting.
2. To agree, where required, an annual schedule of meetings in advance and where a member is unable to attend a meeting, to capture their input beforehand.
3. To report Committee activities and recommendations to the Board.
4. To review and update annually the Committee's terms of reference and membership, together with the other members of the Committee, ensuring undue reliance is not placed on particular individuals, and recommending any changes to the Board.
5. To evaluate the Committee's performance on a regular basis.

COMPANY SECRETARY

Role

The role of the Company Secretary is to advise the board, through the Chair, on all governance matters and to ensure that Board procedures are complied with effectively. The Company Secretary supports the Chair and the efficient function of the Board Committees.

Main Responsibilities

1. To provide general and administrative support to the Board and the Board committees.
2. To act as a confidential sounding board to the Chair and individual Directors and provide comprehensive practical support and guidance on their duty to promote the success of the Company for the benefit of its shareholders as a whole; to provide advice and services to the Directors.
3. To ensure, under the direction of the Chair, good information flows within the Board and its Committees and between senior management and non-executive Directors, as well as facilitating induction and assisting with training and professional development as required.
4. To be secretary to the Board, the Audit Committee, the Remuneration Committee and the People Committee and to facilitate accurate, timely and clear information to Directors so that they can properly perform their functions and maximise their contribution to decision-making.
5. To provide Directors access to external independent advice at the Company's expense.
6. To be responsible to the Board for corporate governance and maintaining the Company's corporate governance documents.
7. To maintain up-to-date Company records including the register of shareholders, minutes of Board, Committee and General meetings, Articles of Association and Directors' service contracts. To ensure proper administration of subsidiary companies, maintaining an up-to-date record of the Group structure.

Both the appointment and removal of the Company Secretary is a matter for the Board as a whole.

Review and amendment

The Company Secretary will be responsible for reviewing this document from time-to-time and will propose any necessary alterations to it to the Board for approval from time-to-time. The Company Secretary will keep a copy of this document.

Company Secretary
Ocado Group plc

Approved by the Board on 19 September 2025.