

# Ocado Solutions Limited

The Section 172(1) disclosures included reflect the Group's activities and are applicable to all subsidiaries.

The Board considers that, during 2025, it has acted to promote the success of the Company for the benefit of its members while having due regard to the factors set out in section 172 of the Companies Act 2006.

## *Stakeholder engagement*

The Board ensures that it understands the views and interests of our stakeholders to enable effective consideration of these, in decision-making and in setting strategic priorities.

The information in this section highlights our key stakeholders. Although there are other stakeholders, such as regulators and professional advisors, those identified as key are those stakeholders that are fundamental to achieving our strategic priorities. As in previous years, we have reviewed the interests of Ocado's key stakeholders and the engagement activities undertaken in the last year. Various engagement mechanisms, as detailed in the table opposite, are utilised for each stakeholder group and include opportunities for dialogue and feedback from stakeholders. Engagement by senior management and other employees rather than direct Board engagement is, in some cases, the most appropriate mechanism for engaging with stakeholders. The Board monitors the effectiveness of engagement through both Board reports and feedback through our governance structure.

You can read more about how the Board had regard to each factor set out in section 172 during the year in the following sections of the Ocado Group plc Annual Report and Accounts 2025:

<b>Section 172</b>	<b>Read more</b>
<b>The likely consequences of any decision in the long term</b>	<ul style="list-style-type: none"><li>• Our Business Model</li><li>• Our Strategy</li><li>• Group Key Performance Indicators</li><li>• Business in Focus</li><li>• Highlights of the Year</li></ul>
<b>The interests of the Company's employees</b>	<ul style="list-style-type: none"><li>• Stakeholder Engagement</li><li>• Sustainability Report</li><li>• How Our Culture and Values Support Our Strategy</li><li>• Monitoring the culture</li></ul>
<b>The need to foster business relationships with suppliers, customers and others</b>	<ul style="list-style-type: none"><li>• Our Markets</li><li>• Business in Focus: Ocado Technology Solutions</li><li>• Stakeholder Engagement</li><li>• Highlights of the Year</li><li>• Non-Financial and Sustainability Information Statement</li></ul>

<b>The impact of the Company's operations on the community and the environment</b>	<ul style="list-style-type: none"> <li>• Our Business Model</li> <li>• Stakeholder Engagement</li> <li>• Highlights of the Year</li> <li>• Sustainability Report</li> </ul>
<b>The desirability of the Company maintaining a reputation for high standards of business conduct</b>	<ul style="list-style-type: none"> <li>• Our Business Model</li> <li>• Sustainability Report</li> <li>• Non-Financial and Sustainability Information Statement</li> <li>• How We Manage Our Risks</li> </ul>
<b>The need to act fairly as between members of the Company</b>	<ul style="list-style-type: none"> <li>• Stakeholder Engagement</li> <li>• Directors' Report</li> </ul>

### **Partners**

- Strong trusted relationships with our partners are critical to our success. Understanding the needs of our partners and working together enable us to help them get the most out of our technology, develop our solutions, meet our strategic objectives and deliver on our commitments.
- Our partners want a reliable and financially sustainable product that is innovative and flexible. It is essential that we understand their business and their challenges.

#### *Board engagement and oversight*

- There was regular Executive Director engagement with senior executives of partners, including quarterly executive leadership meetings with all global OSP partners.
- Regular business reports were provided at each Board meeting on partner relationships, including performance and progress on operations, key issues and potential new partners.
- The Board received a deep dive into key partners, with particular focus on strengthening core partnerships and accelerating module expansion, at the June Board strategy meeting.
- A key metric monitored by the Board is OSP partner site utilisation.

#### *Group engagement*

- The Regional Presidents and Account teams, the Partner Success teams and operational teams across the business engage directly and continually with our OSP partners.
- KPIs are set and feedback is provided during ongoing projects with our partners.
- Representatives from all OSP partners come together periodically to work collaboratively and discuss experiences of shared importance.

#### *Outcomes from engagement*

- Tailored action plans for each partner under the Partner Success programme continued to be implemented and monitored.
- Regional presidents and Accounts teams for Ocado Solutions in Asia-Pacific, the Americas and Europe continued to develop and implement regional support models for partners.
- We accelerated business proof points at the Detroit CFC by leveraging Ocado Logistics' UK expertise and operational control, driving profitability improvements and demonstrating the OSP model effectiveness.
- We developed internal and external training material to be able to provide partners with the best opportunity to make use of the functionality within OSP.