

Ocado Holdings 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:

Section 172	Read more
The likely consequences of any decision in the long term	<ul style="list-style-type: none">• Our Business Model• Our Strategy• Group Key Performance Indicators• Business in Focus• Highlights of the Year

<p>The interests of the Company's employees</p>	<ul style="list-style-type: none"> • Stakeholder Engagement • Sustainability Report • How Our Culture and Values Support Our Strategy • Monitoring the culture
<p>The need to foster business relationships with suppliers, customers and others</p>	<ul style="list-style-type: none"> • Our Markets • Business in Focus: Ocado Technology Solutions • Stakeholder Engagement • Highlights of the Year • Non-Financial and Sustainability Information Statement
<p>The impact of the Company's operations on the community and the environment</p>	<ul style="list-style-type: none"> • Our Business Model • Stakeholder Engagement • Highlights of the Year • Sustainability Report
<p>The desirability of the Company maintaining a reputation for high standards of business conduct</p>	<ul style="list-style-type: none"> • Our Business Model • Sustainability Report • Non-Financial and Sustainability Information Statement • How We Manage Our Risks
<p>The need to act fairly as between members of the Company</p>	<ul style="list-style-type: none"> • Stakeholder Engagement • Directors' Report

Our people

- Our people are our most valuable resource. We rely on a talented, engaged and innovative workforce to achieve our strategic priorities: in particular, delivering transformational technology and driving the success of our partners and clients.
- They want opportunities for growth and development; fair reward and recognition; a diverse and inclusive working environment; and flexibility and choice.

Board engagement and oversight

- Meetings took place between Non-Executive Directors and our senior leaders and key groups of employees.
- There was regular engagement by Andrew Harrison, the Designated Non-Executive Director for workforce engagement (“DNED”), with our employees, including reporting to the Board and People Committee on key issues and actions being taken.
- Key metrics that are monitored by the Board include eNPS scores, health and safety incidents, gender pay gap, and compliance and whistleblowing reports.

Group engagement

- We have a wide range of employee community groups designed to connect people, enable networking and create a sense of belonging, as part of an inclusive workplace across business segments, including the Ocado National Council – a network of elected employee representatives.
- We use Peakon (Technology Solutions) and Voice+ (Ocado Logistics), our employee listening tools, to gather employee sentiment and feedback and, in turn, guide responsive action.
- We published a Technology Solutions 2025 People Insights DEI Report, providing demographic data and actionable inclusion strategies.
- We recognise our employees across Technology Solutions for demonstrating our values via Peer Recognition Awards and for length of service with our Ocadoversary celebrations. • We have several communication channels, with regular updates on the business and people related news via Slack, digital newsletters, the intranet (Ocado Logistics only) and livestreams, which include a two-way Q&A.

Outcomes from engagement

- Feedback from employee communication channels was shared with the Board and discussed during the meetings.
- In-person and virtual town halls were held to share updates on performance and progress against the strategic plan.
- We launched the Leading Through Change programme across Technology Solutions to support our leaders and managers during organisational transformation.
- There is alignment of the emerging talent pipeline and new hire diversity with ethnicity and gender targets.
- The DNED hosted two Culture Listening Sessions to explore our ways of working and understand and drive improvements in our employee engagement.
- We established a new Inclusion Index Organisation Goal for Technology Solutions to address women's experience gaps in inclusion, psychological safety and career progression.

Human rights and modern slavery

Our full Modern Slavery Act Statement and Human Rights Policy can be found online at <https://www.ocadogroup.com/investors/corporate-governance/policies-and-disclosures>

Investors

- Our current and potential investors ensure our continued access to the capital that enables us to pursue our strategic objectives. Through continued investment, we are able to continue to develop and grow our business.
- Our investors want sustainable financial and operational performance of the business; robust governance; and management of strategic priorities, opportunities and risks for the business.

Board engagement and oversight

- The Board receives regular updates on market sentiment and investor feedback.
- Key metrics are monitored by the Board, which include share price and share register movements.
- The Board review and approval material communications to investors.
- The Chair met with investors several times throughout the year.
- Following the audit tender process, investors had the opportunity to meet with management to discuss the process and outcome.

Group engagement

- The Company website has been refreshed to ensure the content is meaningful and clear for investors.
- A programme of investor roadshows and attendance and participation at technology, internet and retail investor conferences.
- The Chair, CFO, CEO and management regularly engaged with our investors and analysts on our strategic plan delivery and other key matters.
- The FY24 and HY25 results presentations were held in person and online, which included a Q&A session.

- We hosted investor site visits to UK and international CFCs, including demonstrations of On-Grid Robotic Pick at Luton (UK) and operations at Monroe (USA).

Outcomes from engagement

- Focus was given to educating the capital markets on our equity story.
- We continued to advance communication of our strategy and business objectives to current and potential investors to help increase their understanding of our business model and prospects.
- We continued to develop our reporting and provide comprehensive information regarding sustainability issues.
- We held a two-day roadshow and meetings with debt investors ahead of the issuance of our high-yield bond.

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.

Suppliers

- Our suppliers are imperative to the success of our business. A strong supply chain is critical in enabling us to deliver on our commitments to our OSP partners and continue to develop and grow our business globally.
- Our suppliers want fair contractual and payment terms; long-term strategic relationships; equitable and compliant supply chain practices and good social, environmental and ethical impacts.

Board engagement and oversight

- The Board received regular business reports raising any concerns regarding suppliers and any supply chain issues.
- The Audit Committee oversees prompt payment practices and updates on the impact of the Carbon Border Adjustment Mechanism (“CBAM”) and sanctions and export controls.
- Key metrics monitored by the Board include prompt payment practices reports, engagement with suppliers around the CBAM and sanctions and export controls.

Group engagement

- We have an onboarding process for new suppliers.
- We hold weekly operational supplier meetings to review KPIs, as well as raise and resolve any issues.
- There are monthly operational reviews and Quarterly Business Reviews (“QBRs”) attended cross-functionally from both sides, covering quality, engineering, procurement and sustainability.
- Our Responsible Sourcing and Sustainability (“RSS”) team manages the due diligence on critical suppliers and high-risk manufacturing facilities.

Outcomes from engagement

- We implemented and embedded supplier relationship management, with a structured programme of QBRs underway.
- There is improved visibility of demand and supply through the sales and operations planning process. • We continued to undertake social audits for high risk suppliers.
- Our suppliers are engaged on our Supplier Code of Conduct, which outlines the standards suppliers must uphold.
- The RSS team tracks progress to the RSS requirements via the Supplier Sustainability Scorecard, ensuring suppliers are proactively meeting our requirements.

Environment, society and community

- Making a meaningful contribution to the wider society enables us to generate positive environmental and social impacts and further our objective to operate as a responsible business.
- Socially responsible business practices are most important to this stakeholder group, including climate change, greenhouse gas emissions, human rights, responsible sourcing, waste management; and regulatory compliance of our business.

Board engagement and oversight

- The Board dedicated two deep-dive sessions during the year to sustainability, receiving updates and progress reports on sustainability matters.
- The Board approved the 2030 sustainability targets and, throughout the year, monitored progress towards achieving them.
- The Board signed off the double materiality assessment, reviewed changes to TCFD and key metrics.
- The Board approved the Modern Slavery Act Statement.

Group engagement

- The Sustainability Committee, which comprises management across business segments, meets quarterly to ensure there is engagement on key issues.
- Our sustainability section on our corporate website includes information on our sustainability framework.
- There are dedicated internal communication channels used to inform employees and provide ways that employees can get involved.

Outcomes from engagement

- We progressed the delivery of the Net Zero Roadmap, with particular focus on electrifying our fleet and incorporating sustainability into procurement decisions.
- We made progress against our Circularity, Conduct and Community targets.
- We matured the control environment for sustainability data, expanded the scope of data receiving external assurance and adopted a plan to meet new regulatory requirements over the coming years.
- Ocado Foundation, relaunched in May 2025, promotes team volunteering activities and matches funding for money raised by employees.

- We launched a Sustainability Champions Network in June 2025 to raise the profile of the new sustainability goals and share best practices.