

Ocado Central Services Limited s172 Statement

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
The interests of the Company's employees	<ul style="list-style-type: none">• Stakeholder Engagement• Sustainability Report• How Our Culture and Values Support Our Strategy• Monitoring the culture
The need to foster business relationships with suppliers, customers and others	<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

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

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.