OCADO GROUP PLC
PEOPLE COMMITTEE TERMS OF REFERENCE

1. Membership

1.1. The Committee shall comprise all the non-executive directors of Ocado Group plc (the "**Company**") from time-to-time and a minimum of at least three directors ("**Directors**") of the Company. Normally, a majority of the members of the Committee should be independent non-executive Directors. All appointments to the Committee shall be made by the board of Directors of the Company (the "**Board**").

1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Chief People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3. Subject to the provisions of the Company's articles of association and to each Director's letter of appointment, appointments to the Committee shall be for a period of up to three years, which normally, may be extended for two further three-year periods provided that the majority of the Committee members remain independent.

1.4. The Board shall appoint the Committee chair who should be either the Chair of the Board (the "**Chair**") or an independent non-executive director. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair shall not chair the Committee when it is dealing with the matter of succession of the Chair of the Board.

2. Secretary

The Company Secretary or their nominee shall act as the secretary of the Committee.

3. Quorum

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of meetings

The Committee shall meet at least twice a year and at such other times as the Committee chair shall require, and in any event so that attendance is maximised.

5. Notice of meetings

5.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair or any of its members.

5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the

Committee, any other person required to attend and all other non-executive Directors, no later than five days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of meetings

6.1. The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chair of the Board and, once agreed, to all other members of the Board, unless in the opinion of the Committee chair it would be inappropriate to do so.

7. Engagement with shareholders

The Committee chair shall attend the annual general meeting of the Company prepared to respond to any shareholder questions on the Committee's activities. In addition, the Committee chair should seek engagement with shareholders on significant matters related to the committee's areas of responsibility.

8. Duties

8.1. The Committee shall (unless requested otherwise by the Board or led by the Board itself):

8.1.1. regularly review the structure, size and composition (including the combination of skills, experience, diversity, independence and knowledge) required of the Board considering the length of service of the Board as a whole, and make recommendations to the Board with regard to any changes;

8.1.2. give full consideration to succession planning for Directors and senior management in the course of its work, and oversee the development of a diverse pipeline for succession, taking into account the strategic priorities and the challenges and opportunities facing the company, diversity, inclusion, equal opportunity and the skills and expertise needed on the Board in the future;

8.1.3. keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

8.1.4. lead the process for Board appointments and be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

8.1.5. before any appointment is made by the Board, evaluate the combination of skills, experience, independence, diversity and knowledge on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates, the Committee shall:

8.1.5.1. use open advertising or the services of external advisers to facilitate the search;

8.1.5.2. consider candidates from a wide range of backgrounds; and

8.1.5.3. consider candidates on merit, against objective criteria and with due regard for the benefits of diversity, inclusion and equal opportunity on the Board,

such as taking care that appointees have enough time to devote to the position;

8.1.6. ensure that the proposed appointee should be required to disclose other significant time commitments and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board, where appropriate, prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board. The Committee will review, on an annual basis, the directors' conflicts register and recommend any corrective action that may be applied for approval of the Board. The Committee will review, on an annual basis, the directors' conflicts of interest policy and recommend any changes the Committee deems appropriate for approval of the Board;

8.1.7. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and its subsidiary undertakings (the "Group") and the market in which the Group operates;

8.1.8. carry out an annual evaluation of the Board, considering its performance, composition and diversity and assessing how effectively members work together to achieve objectives and succession planning; and ensure that a regular, externally facilitated board performance review is commissioned by the Board Chair;

8.1.9. review annually the time required from non-executive Directors. Performance review should be used to assess whether the non-executive Directors are spending enough time to fulfil their duties;

8.1.10. ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings. Once appointed, the Committee should ensure that the terms and conditions of appointment of non-executive Directors are made available for inspection by any person at the Company's registered office during normal business hours and at the annual general meeting of the Company;

8.1.11. work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly;

8.1.12. support employee and workforce engagement-related issues and initiatives that promote a culture of inclusion and diversity; and

8.1.13. receive from management, review, and report to the Board on, various employee and workforce engagement-related policies, measures and practices giving due consideration to the alignment of such measures with the Company's strategy, purpose, values and culture.

8.2. The Committee shall (unless requested by the Board or led by the Board itself) make recommendations to the Board concerning:

8.2.1. suitable candidates as new Directors and succession for existing Directors;

8.2.2. any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;

8.2.3. suitable candidates for the role of Senior Independent Director;

8.2.4. membership of the Audit and Risk and Remuneration Committees, in consultation with the chairs of those committees;

8.2.5. the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the skills, experience, independence and knowledge required;

8.2.6. the re-election by shareholders of any Director under the annual re-election provisions of the UK Corporate Governance Code and the provisions in the Company's articles of association having due regard to their performance and ability, and why their contribution is important to the Company's long- term sustainable success in the light of the skills, experience, independence and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual Directors, the Chair and the Board as a whole;

8.2.7. any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Group subject to the provisions of the law and their service contract; and

8.2.8. the appointment of any Director to executive or other office.

8.3. In relation to the principal risks within the Committee's remit (and any other emerging risk within its remit), the Committee shall:

8.3.1. review the principal risks within its remit, including the adequacy and effectiveness of the associated material and strategic controls, and support the Audit & Risk Committee and the Board in discharging its responsibilities under Provision 29 of the UK Corporate Governance Code; and

8.3.2. monitor risk exposures against the Group's risk appetite and escalate where a risk approaches or exceeds it.

9. Reporting responsibilities

9.1. The Committee chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, including in respect of the principal risks within its remit.

9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.

9.3. The Committee shall make a statement in the Company's annual report about its activities, to include:

(i) the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;

(ii) how the board performance review has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors, the outcomes and actions taken, and how it has or will influence board composition;

(iii) the policy and any initiatives on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and

(iv) the gender balance of those in the senior management and their direct reports.

9.4. If an external search consultancy has been engaged, it will be identified in the annual report alongside a statement about any other connection it has with the Company or individual Directors.

10. Authority

10.1. The Committee is authorised to seek any information it requires from any employee of the Group in order to perform its duties.

10.2. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

11. Other

11.1. The Committee shall:

11.1.1. have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;

11.1.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and ongoing basis for all members;

11.1.3. give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's UK Listing Rules, the Prospectus Rules and the Disclosure Guidance and Transparency Rules, as appropriate; and

11.1.4. arrange for periodic reviews of its terms of reference and the Committee's own performance to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

These terms of reference shall be made available on the Company's website, www.ocadogroup.com.

Approved by the Ocado Group plc Board on 6 July 2010.

Last updated and approved by the People Committee on 9 September 2026 and the Board on 10 September 2026.