OCADO GROUP PLC
AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

1. Membership

1.1 Members of the Audit and Risk Committee (the "**Committee**") shall be appointed by the board of directors (the "**Board**") of Ocado Group plc (the "**Company**"), on the recommendation of the People Committee (formerly known as the Nomination Committee) in consultation with the chair of the Committee.

1.2 The Committee shall:

1.2.1 be made up of at least three members;

1.2.2 comprise members who are independent non-executive directors;

1.2.3 include at least one member who has recent and relevant financial experience and has competence in accounting or auditing, or both; and

1.2.4 as a whole have competence relevant to the sector in which the Company operates, except for a temporary period owing to changes in membership of the Committee.

1.3 The Chair of the Board (the "**Chair**") shall not be a member of the Committee.

1.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chair, the Chief Executive Officer, other directors of the Company ("**Directors**"), the heads of risk and representatives from the finance function may be invited to attend all or part of any meeting as and when appropriate and necessary.

1.5 The Chief Financial Officer, VP of Internal Audit and Risk, the Group General Counsel and Company Secretary, the external audit lead partner and other representatives of the external auditor will be invited to attend meetings of the Committee on a regular basis.

1.6 The Board shall appoint the Committee chair. 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.

2. Secretary

The Company Secretary, or his or her nominee, shall act as the secretary of the Committee. The secretary of the Committee shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

The quorum necessary for the transaction of business shall be two members (notwithstanding paragraph 1.2).

4. Frequency and format of meetings

4.1 The Committee shall meet at least three times a year at appropriate times in the reporting and audit cycle and otherwise as required, and in any event so that attendance is maximised.

4.2 Meetings of the Committee may be conducted when the members are physically present together or in the form of either video or audio conference.

4.3 Outside of the formal meeting programme, the Committee chair will maintain a dialogue with key individuals involved in the Company's governance, including the Chair, the Chief Executive Officer, the Chief Financial Officer, the external audit lead partner and the VP of Internal Audit and Risk.

5. Notice of meetings

5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members, or at the request of the external audit lead partner or VP of Internal Audit and Risk if they consider it necessary.

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 meetings of the Committee, including recording the names of those present and in attendance.

6.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

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

7. Shareholder Engagement

The chair of the Committee shall attend the annual general meeting of the Company (the "**AGM**") 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

The Committee should carry out the duties below for the Company and its subsidiary undertakings (the "**Group**") as a whole, as appropriate. In carrying out their responsibilities, Committee members must act in accordance with the statement of Directors' Duties set out in Sections 171-177 of the Companies Act 2006 and the UK Corporate Governance Code. The

Committee's role is to assist the Board in discharging its responsibilities in relation to both the Company's audit and financial reporting arrangements and the oversight of the Group's risk management and internal control framework, including risk appetite, principal and emerging risks and the effectiveness of material controls. Ultimate responsibility for the Group's risk management and internal control framework, and for reviewing its effectiveness, remains with the Board, as set out in clause 8.2 and as required under Provision 29 of the UK Corporate Governance Code.

8.1 **Reporting**

8.1.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, trading statements, preliminary results' announcements and any other formal announcement relating to its financial position or performance, and review and report to the Board on significant financial reporting issues and judgements which those statements contain, having regard to matters communicated to it by the external auditor. It is the responsibility of management, not the Audit Committee, to prepare complete and accurate financial statements and disclosure in accordance with accounting standards and other regulations. The Committee shall review and challenge where necessary: the application of significant accounting policies and any changes to them; the methods used to account for significant or unusual transactions where different approaches are possible; whether the Group has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the views of the external auditor on the financial statements; and all material information presented with the financial statements, such as the strategic report and the corporate governance statement (insofar as it relates to the audit and to risk management).

8.1.2 The Committee shall review any other statements which contain any financial information requiring Board approval, where to carry out a review prior to Board approval would be practicable and consistent with any prompt reporting requirements under any law or regulation including the Listing Rules or Disclosure Guidance and Transparency Rules. In so doing the committee will be cognisant of requirements under the Market Abuse Regulation.

8.1.3 Where the Committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the Board.

8.1.4 The Committee shall review any disclosures made by the Company in the Annual Report in relation to the Task Force on Climate-related Financial Disclosures and climate-related emerging risks.

8.1.5 Where requested by the Board, the Committee should review the content of the annual report and financial statements and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy, and whether it informs the Board's statement in the annual report on these matters that is required under the UK Corporate Governance Code.

8.2 **Risk management and internal control systems**

The Board has ultimate responsibility for the Group's risk management and internal control framework, and for monitoring and reviewing its effectiveness. The Board also remains

responsible for determining the nature and extent of the principal and emerging risks it is willing to take to achieve the Group's long-term strategic objectives. These responsibilities are not delegated to the Committee; the Committee's role is to assist the Board by keeping these matters under review and advising and making recommendations to it. On behalf of and reporting to the Board , and having regard to relevant rules, codes and guidance, the Committee shall:

8.2.1 keep under review the Group's internal financial controls, that is, the systems that identify, assess, manage and monitor financial risks; consider and review the internal control and risk management systems, including operational and compliance controls; and receive reports from management on the effectiveness of the systems and from internal or external auditors on any testing;

8.2.2 review and recommend to the Board the statements to be included in the annual report concerning internal control; risk management and the viability statement.

8.2.3 advise the Board on the Group's overall risk appetite, tolerance and strategy, taking account of the Group's short-term and longer-term strategic objectives, the financial and operating environment and other relevant factors (including the legitimate expectations of key stakeholders, resource constraints and factors affecting the Group's sustainability), and recommend to the Board for approval the Group's statement of risk appetite;

8.2.4 recommend to the Board for approval the Group's approach to, and framework for, risk management, setting out the Group's attitude to risk and the arrangements for managing risk so as to give reasonable assurance that the Group will achieve its strategic objectives, and keep the framework, policies and procedures under review to ensure they remain effective, proportionate and consistently applied;

8.2.5 oversee the Group's principal and emerging risks, reviewing the principal risk register and advising the Board on the Group's current and emerging risk exposures and future risk strategy, using both qualitative and quantitative measures where appropriate;

8.2.6 oversee the governance arrangements for each principal risk, including executive ownership, the relevant management committee or forum responsible for oversight, reporting cadence, escalation routes and the evidence supporting assessments of risk exposure and control effectiveness, recognising that principal risk owners and management remain responsible for managing risks and controls within their areas of accountability;

8.2.7 review periodic risk reporting from management, principal risk owners, second-line functions and internal and external assurance providers (including risk exposures, control effectiveness, assurance outcomes, material deficiencies, accepted risks, overdue remediation and emerging risks), and conduct focused deep-dives, in particular on exposures outside appetite or where material controls are not operating as intended;

8.2.8 oversee the annual review of the effectiveness of the Group's risk management and internal control framework, covering all of the Group's material controls across the financial, operational, reporting (including narrative and ESG reporting) and compliance categories, consistent with Provision 29 of the UK Corporate Governance Code; consider whether the Group's material controls are operating

effectively; consider instances where material controls are ineffective or have failed, ensuring that remedial actions are identified, tracked and implemented and that lessons learned are incorporated into the risk and control framework; and review and recommend to the Board the disclosures to be included in the annual report in relation to risk management and internal control, including (i) a description of how the Board has monitored and reviewed the effectiveness of the framework; (ii) the Board's declaration on the effectiveness of the Group's material controls as at the balance sheet date; and (iii) a description of any material controls that have not operated effectively as at the balance sheet date, together with the action taken or proposed to improve them and any action taken during the year to address previously reported issues.[1];

8.2.9 review the adequacy and effectiveness of the Group's business continuity and disaster recovery arrangements;

8.2.10 ensure appropriate horizon scanning for relevant upcoming legal, regulatory, governance and other emerging developments and assess their potential impact on the Group; and

8.2.11 consider and approve the remit of the risk management function and oversee whether it has adequate resources, appropriate standing and access to information, and sufficient independence to perform its role effectively (oversight of the internal audit function, including its independence, plan, performance and resourcing, being dealt with under clause 8.4).

8.3 **Compliance, fraud and bribery**

The Committee shall:

8.3.1 review the Company's procedures for detecting fraud;

8.3.2 review the Company's systems and controls for the prevention of bribery, money laundering and modern slavery and receive reports on non-compliance;

8.3.3 review regular reports from Governance, Risk and Compliance; and

8.3.4 review the adequacy and security of the Group's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters, ensuring that these arrangements allow proportionate and independent investigation and appropriate follow-up action.

8.4 Internal audit

The Committee shall:

8.4.1 approve the appointment and removal of the VP of Internal Audit and Risk; and ensure internal audit has a reporting line which enables it to be independent of the executive and so able to exercise independent judgement;

8.4.2 consider and approve the role and remit of the internal audit function, monitor and review the effectiveness of its work, and annually approve the internal audit charter

[1] The effectiveness review and declaration under this paragraph apply for financial years beginning on or after 1 January 2026 (for the Group, the financial year beginning on 30 November 2026), with the first declaration expected in the corresponding Annual Report.

ensuring it is appropriate for the current needs of the Company;

8.4.3 review and approve the annual internal audit plan to ensure it is aligned to the key risks of the business, and receive regular reports on work carried out. The Committee should pay attention to the areas of overlap and alignment between the work of the risk, compliance, finance, internal audit and external audit functions and oversee these relationships to ensure they are coordinated and avoid duplication;

8.4.4 ensure internal audit has unrestricted scope, the necessary resources and access to information to enable it to fulfil its mandate, ensure there is open communication between different functions and that the internal audit function evaluates the effectiveness of the risk, compliance and finance functions as part of its internal audit plan, and ensure that the internal audit function is equipped to perform in accordance with appropriate professional standards for internal auditors;

8.4.5 ensure the VP of Internal Audit and Risk has direct access to the Chair and to the Committee chair, providing independence from management and accountability to the Committee;

8.4.6 carry out an annual assessment of the effectiveness of the internal audit function and as part of this assessment:

8.4.6.1 meet with the VP of Internal Audit and Risk without the presence of management to discuss the effectiveness of the function;

8.4.6.2 review and assess the annual internal audit work plan;

8.4.6.3 receive a report on the results of the internal auditor's work;

8.4.6.4 determine whether it is satisfied that the quality, experience and expertise of internal audit is appropriate for the business; and

8.4.6.5 review the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function; and

8.4.7 monitor and assess the role and effectiveness of the internal audit function in the overall context of the company's risk management system; and

8.4.8 consider whether an independent, third-party review of processes is appropriate.

8.5 External Audit

The Committee shall (acting collectively or through its chair), taking into account any applicable law, governance requirements and the Group's Policy on the Appointment and Independence of the External Auditor:

8.5.1 consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment and removal of the Company's external auditor, in line with the recommendations set out in the *Audit Committees and the External Audit: Minimum Standard* (the "Minimum Standard").

8.5.2 Consider and announce the future date of, and put out to, tender the audit services contract (at least once every ten years), in line with the relevant requirements, to enable the Committee to compare the quality and effectiveness of the services

provided by the incumbent auditor with those of other audit firms. Oversee the selection procedure for the appointment of the audit firm, in accordance with applicable requirements, ensuring that all tendering firms have access to all necessary information and individuals during the tender process;

8.5.3 Ensure that any incoming audit firm which has performed any design or implementation relating to financial reporting controls, procedures or systems, does not commence as auditor until 12 months after that work has been completed.

8.5.4 Upon completion of the audit tender process, the Committee will recommend to the Board a first and second choice auditor.

8.5.5 if an external auditor resigns, investigate the issues leading to this and decide whether any action is required;

8.5.6 oversee the relationship with the external auditor including:

8.5.6.1 agree their remuneration, including both fees for audit and non-audit services, and satisfy itself that the level of fees is appropriate to enable an effective and high quality audit to be conducted;

8.5.6.2 review and agree their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;

8.5.6.3 ensure that the external auditor has full access to Company staff and records.

8.5.7 monitor and assess annually the external auditor's independence and objectivity taking into consideration relevant UK professional and regulatory requirements (including the FRC Ethical Standard) and the Group's relationship with the external auditor as a whole, including any threats to the external auditor's independence and the safeguards applied to mitigate those threats such as the provision of any non-audit services;

8.5.8 consider whether taken as a whole, there are any relationships between the external auditor and the Company which could adversely affect the external auditor's independence and objectivity;

8.5.9 agree with the Board a policy on the employment of former employees of the Company's external auditor, taking into account the FRC Ethical Standard and legal requirements, and monitor the application of this policy;

8.5.10 monitor the external auditor's processes for maintaining independence, its compliance with relevant UK law, regulation, other professional requirements and the FRC Ethical Standard, including the guidance on the rotation of the lead audit partner and staff;

8.5.11 monitor the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and assess these in the context of relevant legal, professional and regulatory requirements, guidance and the FRC Ethical Standard and ensure that there are safeguards put in place if necessary;

8.5.12 assess annually the qualifications, expertise and resources of the external auditor and the effectiveness of the audit process, which shall include an assessment of the quality of the audit, the handling of key judgements by the external auditor, and the external auditor's response to questions from the Committee and a report from the external auditor on their own internal quality procedures;

8.5.13 seek to ensure co-ordination with the activities of the external auditors and the internal audit function;

8.5.14 evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the Committee;

8.5.15 develop and recommend to the Board the Company's formal policy on the provision of non-audit services by the external auditor, including approval of non-audit services by the Committee and specifying the types of non-audit service to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements. The policy should be kept under review and include consideration of the following matters:

8.5.15.1 threats to the independence and objectivity of the external auditor and any safeguards in place;

8.5.15.2 the nature of the non-audit services;

8.5.15.3 whether, in light of the skills and experience of the external auditor, it is the most suitable supplier of the non-audit service;

8.5.15.4 the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and

8.5.15.5 the criteria governing compensation of the individuals performing the audit.

8.5.16 meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage, and at least once a year meet without management being present to discuss the audit findings and the external auditor's remit and any issues arising from the audit;

8.5.17 discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team;

8.5.18 review the findings of the audit with the external auditor. This shall include, but not be limited to, the following:

8.5.18.1 a discussion of any major issues which arose during the audit;

8.5.18.2 the external auditor's explanation of how the risks to audit quality were addressed;

8.5.18.3 the evidence received in relation to each area of significant judgement and review of key accounting and audit judgements;

8.5.18.4 the external auditor's view of their interactions with senior management and members of the finance team; and

8.5.18.5 levels of errors identified during the audit and explanations for unadjusted errors.

8.5.19 review any representation letter(s) requested by the external auditor before they are signed by management;

8.5.20 review management's responsiveness to the external auditor's findings and

recommendations; and

8.5.21 review and obtain evidence of the effectiveness of the audit process (in line with the recommendations of the Minimum Standard), including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the Committee.

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 and on how it has discharged its responsibilities. This report shall include at the relevant time:

9.1.1 the significant issues that it considered in relation to the financial statements (required under paragraph 8.1.1) and how these were addressed; its assessment of the effectiveness of the external audit process (required under paragraph 8.5.10), its recommendation on the appointment or reappointment of the external auditor, the length of tenure of the external auditor, when the last tender took place and advance notice of any retendering plans;

9.1.2 any other issues on which the Board has requested the Committee's opinion; and

9.1.3 its assessment of the effectiveness of the Group's risk management and internal control framework, the principal and emerging risks facing the Group and the Committee's recommendation to the Board on the declaration regarding the effectiveness of the Group's material controls as at the balance sheet date and the related risk management and internal control disclosures to be included in the annual report.

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.

9.3 The Committee shall compile a report to shareholders describing the work of the Committee and the activities it has undertaken incorporating the requirements of the *Corporate Governance Code* and any applicable law, which shall be included in the Company's annual report. The report should include:

9.3.1 how the Committee composition requirements have been addressed, and the names and qualifications of all members of the Audit and Risk Committee during the period, if not provided elsewhere;

9.3.2 the number of Committee meetings;

9.3.3 how the Audit and Risk Committee's performance evaluation has been conducted;

9.3.4 an explanation of how the Committee has followed the *Audit Committees and the External Audit: Minimum Standard*; including how the Committee has addressed the independence and effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans, or, if a tender process has taken place within the year the criteria;

9.3.5 an explanation of how the committee has assessed the effectiveness of internal audit

and satisfied itself that the quality, experience and expertise of the function is appropriate for the business;

9.3.6 the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed;

9.3.7 an explanation of the application of the entity's accounting policies;

9.3.8 where shareholders have requested that certain matters be covered in an audit and that request has been rejected, an explanation of the reasons why;

9.3.9 where a regulatory inspection of the quality of the Company's audit has taken place information about the findings of that review, together with any remedial action the auditor is taking in the light of these findings;

9.3.10 in the case of the Board not accepting the Committee's recommendation on the external auditor appointment, reappointment or removal, a statement explain the recommendation of the Committee and the Board and the reasons for the Board's position; and

9.3.11 an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services, having regard to matters communicated to it by the auditor and all the other information requirements set out in the UK Corporate Governance Code and relevant guidance; and

9.3.12 a description of the work the Committee has undertaken in discharging its risk management and internal control oversight, including how it has reviewed the effectiveness of the Group's risk management and internal control framework and the basis for the Board's declaration on the effectiveness of material controls under Provision 29 of the UK Corporate Governance Code.

9.4 In compiling the reports referred to in 9.1 and 9.3, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that have informed the Board's assessment of whether the company is a going concern and the inputs to the Board's viability statement. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts but could provide cross-references to that information.

10. Other matters

10.1 The Committee shall:

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

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

10.1.3 give due consideration to any relevant laws, regulations, published guidance and applicable rules as appropriate;

10.1.4 be responsible for oversight of the coordination of the internal and external auditors;

10.1.5 oversee any investigation of activities which are within its terms of reference;

10.1.6 work and liaise as necessary with all other Board committees, ensuring interaction

between committees and with the Board is reviewed regularly, taking particular account of the impact of risk management and internal controls being delegated to different committees; and

10.1.7 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.

11. Authority

11.1 The Committee is authorised:

11.1.1 to seek any information or document it requires from any employee of the Group in order to perform its duties;

11.1.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter it believes it necessary to do so;

11.1.3 to call any employee of the Group to be questioned at a meeting of the Committee as and when required; and

11.1.4 have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board. If the Board has not accepted the Committee's recommendation on the external auditor appointment, reappointment or removal, the annual report should include a statement explaining the Committee's recommendation and the reasons why the Board has taken a different position.

These terms of reference shall be made available on the Group's website www.ocadogroup.com.
Adopted by the Ocado Group plc Board on 6 July 2010.

Last updated (and approved) as the Audit and Risk Committee Terms of Reference by the Board on 10 September 2026 (consolidating the former Audit Committee and management-level Risk Committee terms of reference). Previously updated and approved by the Audit Committee on 9 September 2024 and the Board on 10 September 2024.