ocado
GROUP

Our Code of Conduct

Changing the way the world shops, for good

2026





A message from

Tim Steiner, CEO

Our ambition is to create and deliver value for our stakeholders in the right way and we take our obligations seriously. We aspire to conduct business to the highest standards of honesty and integrity, and this has never been more important as we expand and grow our business across the globe.

As a business, we strive to offer the very best solution to our partners. This begins with each and every one of us and how we behave. As an employee of Ocado Group (“Ocado”) we rely on you to make the right decisions every day. You have an essential role to play and to ensure you are equipped with the knowledge you need to make the right choice at every turn we have a Code of Conduct. It cements and expresses the importance of our values and principles that we live and work by, as well as setting out our major policies which embed these values, in one place.

> **“Our values and principles should guide everything we say and do.”**

By following them we will sustain the trust that we have earned from our business partners and shareholders and continue to grow as a business.

We recognise that it is not possible for this Code or any of the policies referred to in it to cover every situation which might arise. We trust you to use your instincts and question anything you do not understand in order to make the right decisions. If you are ever unsure, please just ask for guidance, and if you see something that doesn’t seem right or conflicts with the values and principles of this Code, we encourage you to do the right thing and speak up.

Thank you for your support.



Tim Steiner
Chief Executive Officer

Welcome to our

Code of Conduct

Our Code is split into three core sections:

1. The first section explains what the Code means to you and how it connects our mission and values. Most importantly it tells you what you should do if you need to raise a concern
2. The second section provides highlights of the core topics you need to be aware of
3. The third section explores some of the core topics in a little more detail to enhance your understanding



THIRD PARTIES

Where you see this symbol, this information is relevant to third parties

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Section 1

Our Code

What our Code means for you

At Ocado we are committed to complying with all relevant laws and regulations wherever we operate, to maintain the highest standards of professionalism, honesty, integrity, ethics and respect for human rights. Our Code sets out the standards we expect of you. If a local law or regulation requires a higher standard, then that standard shall apply.

> **We are all responsible for making sure we are aware of and apply the principles and policies referred to in our Code every day.**

Our Code creates a useful reference point for aspects relating to individual conduct, working relationships and use of company assets. Its purpose is to help you to make the right choices or to find the information you need to make an informed decision.

Mission and Values
Our mission and values are the foundation of our business.

Code of Conduct and Supplier Code of Conduct
Guidance on our core principles and responsibilities. Guidance for all our third parties.

Global Policies
Support the Code of Conduct. Applied to all business activities globally.

Local policies, procedures and processes
Specific standards applicable to certain jurisdictions only.



Who does our Code apply to?

Our Code sets out our minimum standards and expectations for all Ocado Group employees and contractors, wherever you are based[1].

You are each responsible for:

- Acting as a custodian of our mission and values in order to protect our reputation
- Demonstrating personal integrity and making the right decisions every day
- Ensuring you are familiar with this Code and the related policies and how these apply to your role
- Complying with our Code, policies, processes and procedures and all applicable laws, regulations and standards and speaking up if you think that any of these have been breached in any way
- Asking questions if you are ever unsure and knowing where to go for help and information

Managers

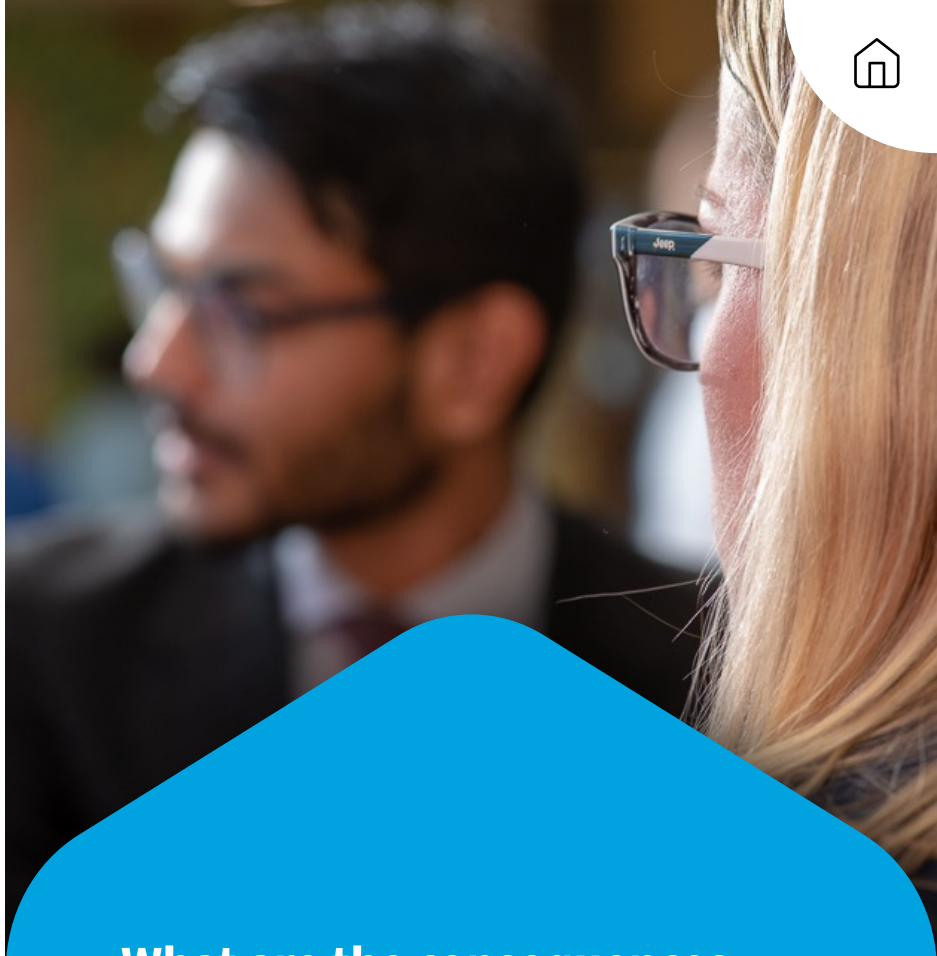
If you manage others at Ocado, you are expected to:

- Lead by example and coach your team on living our values and doing the right thing
- Encourage initiative and high standards by ensuring your team is aware of and understands, their roles and responsibilities
- Make time for your team and create an environment where it is safe to raise concerns
- Discuss our Code with your team and be clear about your expectations

Partners and suppliers

We want to work with business partners and suppliers who align with our values and share your commitment to legal, ethical, sustainable, and responsible practices. We expect everyone working with and on behalf of Ocado to demonstrate similar commitments and standards to those detailed in our Code and Supplier Code.

[1] This includes employees of any of our subsidiaries in which we have a 100% interest. Other subsidiaries in the Ocado group in which we hold less than a 100% interest and any joint ventures we participate in are encouraged to adopt their own codes of conduct taking an appropriate approach.



What are the consequences of not complying?

Everyone at Ocado is responsible for safeguarding our reputation and you are all entrusted to make the best decisions for the business. However, with this great responsibility comes serious consequences for non-compliance with our Code, policies, standards and applicable laws. Any instance of non-compliance will be investigated and appropriate disciplinary action/corrective action (or in the case of Sweden, employment measures), up to and including dismissal, will be taken as needed. You should also be aware that extremely serious cases of non-compliance could also constitute a criminal offence which might lead to a formal investigation and prosecution.

We are counting on you to do the right thing, so, if you are ever in doubt, make sure you ask questions.



Our mission

To change the way the world shops, for good.

Our mission ensures we're continually transforming the industry, helping partners set the bar for online customer shopping experiences in the most sustainable way possible and with consideration for all stakeholders.

We've been meeting that aim for over two decades. With our pioneering spirit and unique knowledge, we continue to deliver the best possible service to our retail customers in the UK. We also bring the unique and proprietary technology which makes this service possible to partners around the world: we work with some of the biggest, most innovative and forward-looking retailers, helping re-define their customers' shopping experience.

We've already changed the way the world shops and we're going to keep changing it.

Our values

Our success comes from our people. Their commitment and belief in what we're achieving is expressed and brought to life by our values. To recognise the needs and expectations of all our stakeholders, we've developed two sets of values, each tailored to our different core business areas.

Ocado Technology Solutions

Learn fast
Be curious, experiment and evolve

Craft smart
Innovate and create sustainable success for us and our partners

Aligned autonomy
Free to move with speed, aligned to act with purpose

Build trust
We're on the same team

Collective potential
Collaborate to achieve more

Click to read more about the **Technology Solutions Values**.

Ocado Logistics

We are in it together
We fight for the common purpose, show trust and respect and care for each other.

We can be even better
We never stop improving, thrive on change and learn from our mistakes.

We are proud of what we do
We do the right thing, go the extra mile for customers and celebrate our successes.

Equity, diversity and inclusion

Celebrating diversity and inclusion through empowered employees

We are a fair and equal employer that celebrates diversity and inclusion. We empower our employees by respecting and appreciating what makes us all different. To us it doesn't matter what your age, gender, marital status, race, ethnic or national origin, religion or belief, education level, sex or sexual orientation is, whether you have a disability or any other characteristic protected by law in your country.

We know that we can accomplish more and work at our very best together when you feel comfortable and **proud** to bring your authentic self to work, each and every day.

Our aim is always to maintain a working environment in which unreasonable, offensive and intimidating behaviours are understood by all to be unacceptable, and to ensure that our people are treated with dignity and respect at all times. Bullying, harassment, discrimination and victimisation of any form will not be tolerated.

At Ocado we are committed to providing an environment that allows you the ability to bring your whole self to work. Therefore, to ensure that everyone is treated the same and feels valued, we expect you to:

- Feel comfortable in bringing/being your whole self at work
- Treat everyone with respect - treat others as you would like to be treated
- Be sensitive to your actions and behaviours - think about how they may be received
- Approach your manager or the People team about behaviour that you believe amounts to bullying, harassment, discrimination or victimisation

As an employer, we ensure that all employees:

- Are treated fairly and equally and are provided with fair wages. We base recruitment and job advancement decisions on the qualifications, skills, experience and performance of individuals
- Have access to a clear and transparent system of communications with management
- Can utilise confidential procedures to raise concerns of any nature



If you are unclear where the boundaries lie or want to know more, please speak to your team People Partner. If you see or experience any actions or behaviours that make yourself or others uncomfortable, it is important to Speak Up.

Sustainability

Respecting human rights

We are committed to treating people with fairness, dignity, and respect by upholding internationally recognised human rights principles including the International Bill of Human Rights and the fundamental rights set out in the International Labour Organization's (ILO) conventions.

These principles include:

- Elimination of all forms of forced labour
- Effective abolition of child labour
- Right to freedom of association and collective bargaining
- Elimination of discrimination in respect of employment
- A safe and healthy working environment

Addressing human rights impacts also extends to our value chain, as such, we expect all third parties that we work with to demonstrate similar commitments and standards.

Protecting the environment

We are committed to protecting the environment and to continuously minimising our environmental footprint.

We are working towards:

- Net zero greenhouse gas emissions from our direct operations by 2035 and across our value chain by 2040, in line with the Paris Agreement.
- Developing and maintaining environmental management systems that satisfy core principles laid out in ISO 14001.
- Embedding circular economy principles into our own operations through an environmentally conscious waste policy that focuses on minimising waste, and promotes reuse and recycling.
- Reducing impact on the environment through efficient use of energy, water, and non-renewable materials within our organisation.

Every decision we make as individuals may have environmental impacts for Ocado, therefore we expect you to always consider all potential environmental and energy efficiency implications.

These commitments to protecting human rights and the environment must be adhered to by all employees and contractors, and communicated to suppliers at the outset of any business relationship. To find out more please read our:

- Supplier Code of Conduct on our website
- Human Rights Policy on Drive or People+
- Health, Safety, Fire and Environment Statement of Intent and Policy on Drive or People+

If you have a concern about a possible breach of human rights or environmental management at Ocado, or by a third party working on our behalf, use our confidential Speak Up service.



Speak up

All employees should take pride in working for Ocado and act with the highest standards of integrity in everything we do. In the event that you notice any form of misconduct, improper action, wrongdoing or if something just doesn't feel right, we rely on you to speak up.

Examples of misconduct:

- Bribery and corruption
- Fraud and theft
- Breach of our Code of Conduct
- Insider dealing
- Danger to health and safety
- Conflict of interest
- Unauthorised disclosure of Confidential information
- Environmental issues
- Abuses of human rights
- Breach of data privacy

This is not an exhaustive list but for illustrative purposes only.



What steps should you take?

1 In the first instance

We would encourage you to have an open and honest conversation with your manager who may refer your matter to the Compliance Team. If you feel uncomfortable doing this, you may raise your concern with an alternative manager or with your People/Human Resources Partner. You can trust that your concern will be treated with respect and confidentiality.

2 If none of these options are appropriate for you

We have a confidential Speak Up service that you are invited to use. This service is operated by an independent, third party specialist, Navex Global. Speak Up allows you to report a concern by telephone or via the website, at any time of the day or night throughout the year. You do not have to give your name when you make a report, (unless you are in South Korea) although providing your details can make it easier for us to seek any additional information needed or to update you of the outcome of any investigation.

We're listening

There are three ways to contact Speak Up:

Australia:	1800 955 849	**Spain:**	900 876823
Canada:	844 982 4670	**South Korea:**	00744854
France:	0805 985589	**Sweden:**	0201 27299
Greece:	800 000 0057	**UK:**	0800 077 3029
Japan:	0800 1000046	**USA:**	844 982 3426
Poland:	8000 05025		

ocado.ethicspoint.com

QR code
By scanning the QR code located on Speak Up posters.

If you're based in **Bulgaria**, concerns should only be raised via ocado.ethicspoint.com or with a Local Officer. Details of who our Local Officers are and how to contact them are available in the Whistleblowing Policy.

What happens if you make a report?

All reports will be sent to at least two relevant investigators within Ocado, as determined by the nature of your concern. Measures will be taken to ensure that no person named within your report will be part of the investigating team and your report will only be seen by those persons deemed necessary to complete the investigation.

An investigator will aim to respond to you within seven days with next steps to be taken. The length of any investigation will vary depending on the circumstances (generally between 1 to 3 months), but progress will be communicated to you where possible. You will be provided with details of the outcome of the investigation (where your identity is known) however we trust that you will appreciate there may be circumstances where this is not possible or where we have to restrict the details provided for reasons of confidentiality, privacy and the legal rights of those concerned.

For more information about how to talk about your concerns, please take a look at our Speak Up Policy (on Drive or People+).

Non-retaliation

We encourage openness and will support anyone who raises genuine concerns, even if they turn out to be mistaken.

Please be assured that we are also committed to ensuring no one suffers any detrimental treatment (including victimisation, harassment, discrimination or adverse employment consequences) as a result of raising any genuine concerns relating to suspected misconduct. No form of threat or retaliation will be tolerated and this will be treated as a violation of this Code.

The consequences for such a breach shall apply.



Integrity check

There will always be decisions to be made which are not specifically covered by one of our codes, policies, procedures or processes, and occasionally you might find yourself in a situation where it is difficult to determine the correct way forward.

We have developed a decision-making tool to help you when making difficult decisions. Ask yourself the following questions to help you to decide if you are doing the right thing:

- **Is it legal?**
- **Is it ethical?**
- **Am I authorised?**
- **Is it in line with our Code and Values?**
- **Have I assessed the risk involved?**
- **Does it feel right?**
- **If it became public knowledge, would I be comfortable?**

If the answer to any of the questions above is "NO" or you are not sure, then do NOT proceed.

Remember, if you are ever in any doubt, there is no substitution for asking for help, whether that be from your peers, your manager or senior management.





Section 2

The highlights



Individual conduct

Bribery, gifts & hospitality

At Ocado, we do not give or receive bribes or other forms of improper advantages. This does not mean that you cannot give or receive gifts or hospitality. In certain circumstances, it would be entirely appropriate to do so, provided that it is not, or cannot be construed as, a bribe. To find out more, click here.

Inside information and share dealing

We maintain the highest standards and controls to ensure that every one of you that is proud to own Ocado shares does the right thing when it comes to trading in those shares. We hold those who are on our restricted lists to a higher standard than most. To find out more, click here.

Delegation of authority

To help you secure the correct approvals, we have a Delegations of Authority policy (DOA) which details the approval levels required for all business decision making on a wide range of matters from hiring to invoice approval to contractual commitments. Before any commitment is made, all relevant parties must be consulted and the correct approvals sought, in accordance with the DOA which can be viewed on Drive or People+.

Money laundering

We must act responsibly to mitigate our risk of money laundering. We ask that you remain alert to any suspicious transactions or activity by others. To find out more, click here.

Conflicts of interest

We are committed to conducting business in a manner that ensures no decision is made by any person working for us or on our behalf whilst influenced by undue personal interests. To find out more, click here.

Tax evasion

We must not undertake any transaction which would cause us to commit a tax evasion offence or facilitate a tax evasion offence by a third party. To find out more, click here.

Competition

We are committed to delivering an excellent service to our business partners and thrive on competition, but we ensure that we always play fairly and by the rule book. To find out more, click here.

Fraud Prevention

We take a zero-tolerance approach to all forms of fraud. A person may commit fraud by dishonestly or knowingly making a false or improper representation, concealing or suppressing true facts, failing to disclose information or abusing a position in which he/she is expected to safeguard the financial interests of another. To find out more click here.

Working relationships

Shareholders

Ocado belongs to many stakeholders. Among these, one of the most important are the shareholders who own shares in Ocado. We provide detailed information about our business strategy and performance on the "Investors" page of our corporate website and in our annual report which can both be found here.

Partners and suppliers

We choose our business partners and suppliers carefully. We want to build and maintain strong relationships with those who share our values and demonstrate similar commitments and standards to those detailed in our Code and Supplier Code. We ask that each of you who is responsible for a relationship with a partner or supplier ensure these standards are met, and that our requirements in their operations and supply chains are adhered to. Please read our Procurement Policy (on People+ or Drive) and Supplier Code to familiarise yourself with our procurement guidelines and supplier expectations.

Media and investor relations

We are proud of what we do and love to tell as many people as possible about our business. However, sharing the news should be left to the Communications team in our business who control the release of all Ocado news. If someone reaches out to you asking questions about Ocado, refer them to commsgroup@ocado.com.

Sending you home safe and healthy everyday

At Ocado, we are committed to protecting the health, safety and wellness of our employees as well as everyone visiting and working on our sites or utilising our products. We work hard to meet the requirements of all applicable legislation, regulations and best practice everywhere we do business. You are all individually responsible for creating a working environment which allows us to be healthy, safe and well by taking reasonable care of yourself and those around you. To this end, it is important that you are familiar with the health, safety and fire requirements applicable to your role as well as support mechanisms in place to keep you well. To find out more, click here.

Blogging & social networking

Online conversations about Ocado are a vitally important part of our growth and success as a business. Our employees are key to these online conversations and everyone must be aware of their responsibilities when using social media, either for personal use or as part of their job.

Please read our Social Media Policy (on Drive or People+) to familiarise yourself with our boundaries and guidelines for social media use.

Business continuity and risk

Ocado understands that incidents and disruptions do occur and that these can't always be avoided, however, we have appropriate and proportionate measures in place to ensure that business continuity is maintained. It is essential that you understand the procedures in your business area and that you follow the instructions provided by your manager, or through business wide communications, as all employees have a role to play in ensuring the quick and efficient resumption of business operations following an unforeseen disruption.

Lobbying & political engagement

Ocado does not make donations to any political party, organisation or candidate. We do regularly work with trade associations and other non-political charities though to share our passion and knowledge. Whilst we respect your right to hold political opinions, you must not allow your own personal or political views to interfere with your work. This includes using Ocado to further these opinions or lobby on behalf of Ocado.

Trade restrictions & sanctions

As our business expands across the globe, we must ensure that we are aware of and comply with all applicable laws and regulations regarding trading restrictions and sanctions, as they are there to protect national security and foreign policy interests. This includes making sure we don't deal with restricted people, companies, countries or even regions, and is essential to ensure we can continue to do business internationally. For example, by ensuring that all new suppliers complete Ocado's sanctions form and to report any suspicions or concerns once you become aware of them.

Company property and resources

Confidential information

Confidential information is one of our most valuable business assets. In order to protect it, and any information entrusted to us by our business partners, we need your support. If we fail to manage confidential information effectively, we could suffer damage to our business, reputation and our financial results. But, above all, it could hurt us competitively, meaning we lose our competitive advantage. We are all responsible for safeguarding information, in whatever form. To find out more, please click here.

Artificial intelligence

When using AI tools, it's essential to adhere to our Data Protection, Data Governance, and Infosec policies. Firstly, make sure you follow the AI guidelines and check that the tool is on the approved list before procuring or using the tool. Secondly, always validate AI outputs, especially generative systems that may produce inaccuracies. Lastly, all AI use cases whether built or bought must be recorded and updated regularly in the company's AI Registry (the 'Book of Work'). This ensures compliance and tracks our integration of AI effectively. Regularly check for updates on Ocado's AI guidelines and approved list.

Data privacy

It's essential that we respect the privacy rights of all employees, workers, contractors, business partners and suppliers, and safeguard all information held in respect of individuals. We are committed to ensuring we manage and protect all personal information held in accordance with relevant data privacy legislation wherever we do business. To find out more, please click here.

Information security

Every one of us is responsible for using our IT equipment and systems appropriately and securely, protecting Ocado in the process. It's essential that our assets are not compromised, lost, damaged or misused. Please ensure you are familiar with and abide by our Infosec policies and play your role in ensuring the security of our assets. Please visit the Infosec portal for more information.

Innovation and IP

Intellectual property (IP) is one of our most valuable business assets. It is what differentiates us from our competitors and makes up a large part of what we sell as our technology as Ocado Smart Platform (OSP) and to Ocado Intelligent Automation (OIA) clients. Once protected we can stop our competitors from doing the same thing. As you will appreciate, IP touches nearly every aspect of our business in one form or another. If we fail to manage and safeguard our IP effectively it will be lost, it's that simple. We also need to be mindful of IP owned by others, including our competitors' IP. To find out more, click here.

Use of business assets

In addition to the assets referenced in information security, you are each responsible for protecting other assets such as physical equipment, including computers, laptops, phones and other devices. These assets are provided to you to enable you to effectively and efficiently do your job. Limited personal use of these devices is permitted, provided this does not interfere with your work. For further details, please see the Acceptable Use Policy (on Drive or People+).

Books & records

All books, records and financial statements must be accurately maintained to ensure no false, misleading, incomplete or inaccurate recordings are made. This is essential to maintaining integrity. In addition, we must each take responsibility for any financial records and information we utilise in our roles. We must ensure they are appropriately maintained, stored, secured and destroyed in accordance with our business needs and in compliance with our Data Retention and Disposal Policy (on Drive and People+) and any applicable laws and regulations.



Section 3

Look a little deeper

Anti-bribery and corruption

We take a zero-tolerance approach to bribery across all of our operations globally, regardless of local business practices, and we pride ourselves on conducting business to the highest standards of honesty and integrity.

What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage or with the purpose of influencing a decision or outcome. This does not have to be a payment in cash and can take many forms, such as gifts, hospitality or favours. The following is a non-exhaustive list of bribery examples:

- Cash payments
- Expensive gifts or hospitality being given or received
- Unusual payments (size or frequency) to agents or other third parties
- Unsound decisions in agreeing new contracts
- Deviations or omissions from standard procedures e.g. tendering or contracting processes

Key principles

The majority of countries have legislation in place to counter bribery and corruption and many of these laws apply beyond their borders. Any breach of these laws could result in fines and damage to our reputation as well as having financial and criminal penalties for individuals. Therefore, it's essential that you are aware of the following key principles:

- Never offer, pay, seek or accept any form of payment or incentive (cash or otherwise) for the performance of an improper purpose
- Make sure we know who we are doing business with, particularly those performing services on our behalf, by conducting appropriate due diligence
- Be mindful that dealing with public officials is particularly high risk and make sure all of our engagements are open, honest and transparent
- Ensure that all books, records and financial statements are accurately maintained, and it is clear what each transaction relates to
- Familiarise yourself with our Anti-Bribery Policy (on **Drive** or **People+**) and complete the training on this topic if it has been assigned to you so that you fully understand the risks



What does this look like in practice?

Stefan is reviewing the finance records for a new Ocado project when he notices an unusual entry in the books. He calls his team member Nadia, to find out more about it. Read the conversation and then answer the question that follows.



Hi Nadia, can you tell me what the entry of "supplementary planning fee" relates to in the books for the new project please?

Oh, that's for the tickets and travel that we gave to the local Planning Officer to see his favourite baseball team in the US.





What is his role in the new project?

Well he's overseeing the planning permissions for the project. We knew the tickets would secure the permission we needed quickly.



Do you think this is an acceptable use of hospitality?

Yes

It's a common method of building relationships with project partners and doesn't cause any harm

No

The tickets were provided to secure and expedite the planning permission and constitute a bribe

The correct answer is No.

This is a clear example of a bribe, as the tickets and travel were provided for an improper purpose, to secure and expedite the planning permission. In this situation, the Planning Officer would also be classed as a Public Official, and the books and records have been falsified to try and cover up the bribe. Nadia has committed an offence by doing this, but it's also likely that Ocado would face penalties because they received a benefit from the bribe and failed to have appropriate procedures in place to prevent Nadia from making it in the first place.

If you have any suspicion that someone working for, with, or on our behalf, is taking part in bribery, you must report this immediately by contacting compliance.team@ocado.com or by Speaking Up.

Gifts and hospitality

Gifts and hospitality can play a very positive, legitimate and important role in building business relationships with our business partners and suppliers. We allow the giving and receiving of gifts and hospitality as part of maintaining these special relationships, as long as they are reasonable and proportionate. You should never influence, or give the appearance of influencing, any decision, as this could be perceived as a bribe.

What constitutes a gift or hospitality?

Anything of value could fall within the category of gifts and hospitality. The following is a non-exhaustive list:

- Cash or cash equivalents (e.g. vouchers/gift cards)
- Tickets to attend a sporting or cultural event
- A meal or drinks at a restaurant/bar
- Travel or accommodation costs
- Material objects such as a bottle of champagne

Key principles

When contemplating giving or receiving any form of gift or hospitality, please consider the following key principles:

- Any gift or entertainment given or received must be:
  - Appropriate in the circumstances, modest in nature and given transparently
  - Logged and approved, if required, in accordance with our policy (on **Drive** or **People+**)
- You should never be influenced by, or seek to influence others through, the giving of gifts or hospitality. Always consider the intention behind the gift or hospitality
- You should never give or receive a gift or hospitality if it is not in compliance with local laws or regulations. This includes cash or cash equivalents, or if it is indecent, inappropriate and would damage our reputation or it is not given openly
- Special considerations apply in respect of public officials. Please see the policy (on **Drive** or **People+**) for further details

Knowing your limits

Please refer to the Anti-Bribery Policy (on Drive or People+) for details of the circumstances under which you must seek prior approval for giving and receiving gifts and hospitality as well as details of which items are required to be recorded on the gift and entertainment register.



What does this look like in practice?

Kris has received an invite to attend a music event by one of his suppliers. Follow his conversation with his manager, Ella, and then answer the question that follows.



Hi Kris, I've seen the approval request relating to the invite from your supplier to see that band next week – have you signed the agreement with them yet?

No not yet, but we should have it done by the end of the month. I'm excited, they're my favourite band!



Can Kris accept this hospitality invite from his supplier?

Yes

Yes, as he has declared it to his manager

No

No, it would not be appropriate to accept this invite while the contract process is ongoing

The correct answer is No.

Regardless of the value, unfortunately, it would be inappropriate for Kris to accept this hospitality invite while the contract process remains ongoing, as his attendance could be perceived as a bribe.

Our Anti-Bribery Policy (on Drive or People+) outlines the principles that you need to be aware of, including the details of how to record anything given or received and how to gain approval.

Conflicts of interest

We are committed to conducting business in a manner that ensures that no decision made by any person working for us or on our behalf is influenced by undue personal interests. Under no circumstance should any such person permit any personal interest to conflict with or appear to conflict with the interests of Ocado.

What is a conflict of interest?

A conflict of interest arises when you allow your personal interests, or even those of family or other personal acquaintances, to interfere with or influence your ability to make the right decision for the business with integrity and honesty.

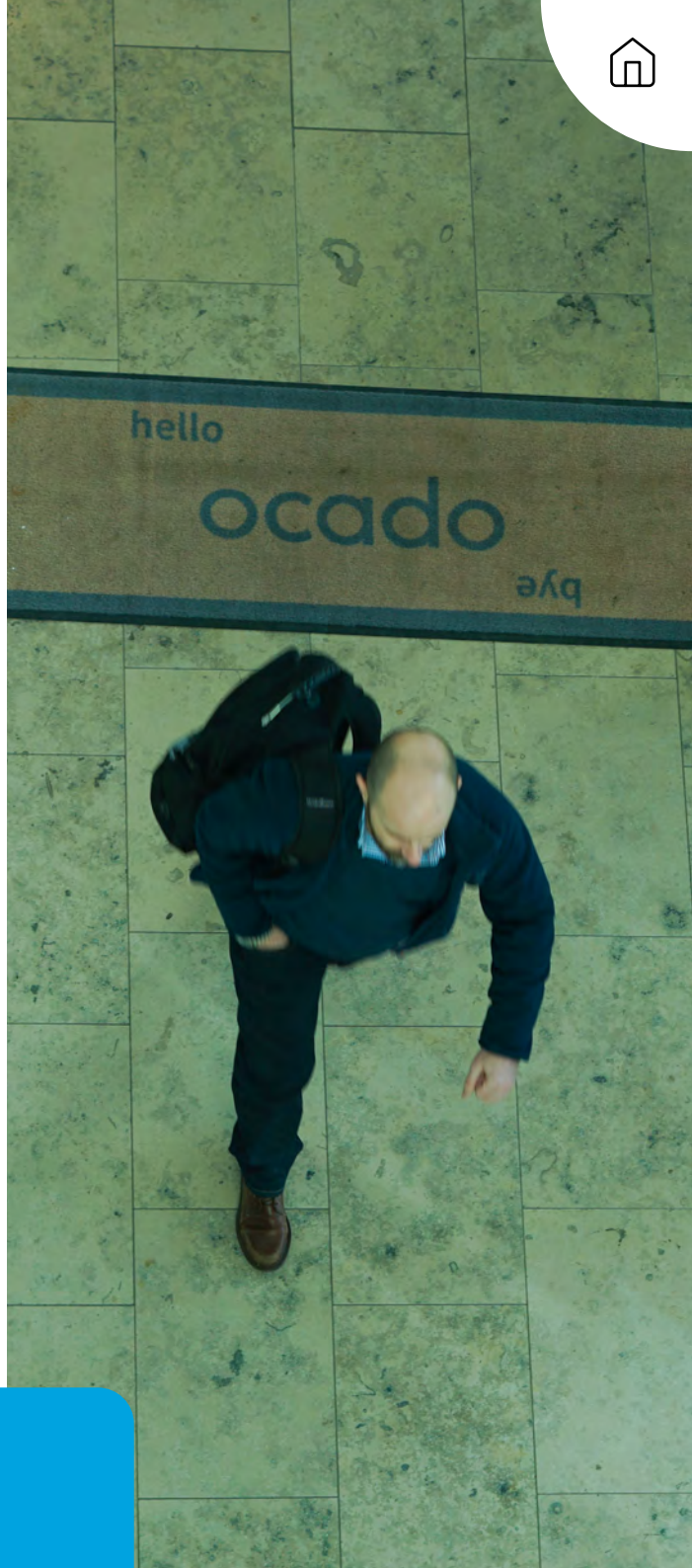
Conflicts of interests can come in many forms and it is not possible to define all situations or relationships which may create a conflict of interest. The following are a few potential examples of conflict situations:

- Managing or recruiting someone with whom you have a personal or family relationship
- You or a family member may have a shareholding in a supplier, client, or even a competitor which influences how you deal with that third party
- Being offered a personal benefit in the form of free or discounted goods or services by a supplier as a result of your business relationship with them
- Receiving an expensive gift from a supplier, with the aim of influencing your judgement during contract negotiations. See the sections on Anti-Bribery and Gifts and Hospitality for further information
- Seeking additional employment with a business outside of Ocado.

Key principles

If ever you find yourself in a situation where a conflict of interest has/may arise, consider the following key principles:

- Even when there is no intention of wrongdoing, the mere appearance of a conflict can negatively impact our reputation and should be avoided
- To help you identify if you have a conflict situation, consider whether you would feel comfortable explaining the situation to your manager, or how you would feel if you saw it in the press
- Generally, conflicts can be resolved simply and easily, but they always require openness and transparency. The existence of a conflict of interest is not necessarily a violation of this Code or the Conflicts of Interest Policy (on **Drive** or **People+**), however, failing to disclose it is
- Whenever a conflict or perceived conflict of interest arises it is important that you make your manager aware immediately. Alternatively, you can log the conflict via the **Conflicts of interest Register**



What does this look like in practice?

Paul works in the Procurement team and is running a tender for some new software. Follow the conversation with his manager, Dani, and then answer the question.



I'm about to send out the tender for the software we need. My wife works for a company that supplies this software, can I include them in the tender?

I don't see why not, especially as you have declared your interest to me.



What do you think of Dani's advice? Do you think Paul can include his wife's company in the tender?

Yes

As long as he declares it to his manager.

No

This would be a conflict of interest.

The correct answer is No.

This is a clear example of a conflict of interest situation. Even if Paul was able to manage the tender fairly, it could definitely be perceived as a conflict and could damage our reputation. The best course of action is to have someone who is not conflicted to manage the tender.

In the event that you believe an actual, potential or perceived conflict of interest may arise, you must speak to your line manager immediately or you can log the conflict via the conflicts of interest register. Your line manager will work with the relevant team and you to agree the best way to manage the situation. In addition, if you believe someone you are working with is involved in a potential conflict situation and has not reported it you can report this by Speaking Up.

Inside information and share dealing

With everyone being given the chance to buy, receive and trade Ocado shares, we need to maintain the highest of standards. This means we have to be strict about the control and disclosure of 'inside information' and ensure that everyone is aware of the rules around share dealing.

Many of you will be entrusted with confidential information or inside information in the course of doing your job, and it is essential that you never use such information for your own benefit or the benefit of others.

What is inside information?

Inside information is information of a precise nature, which has not been made public, relating directly or indirectly to Ocado or any Ocado shares, and which, if made public, would be likely to have a significant effect on the price of our shares. Examples of inside information include:

- Financial results
- Negotiations with a new partner
- An acquisition or merger
- Changes in directors
- Major litigation cases

Key principles

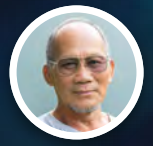
It's important that you understand the rules relating to insider dealing, as there are personal and business consequences for getting it wrong. The following are some key principles to keep in mind:

- If you are in possession of inside information about Ocado you must not deal in any Ocado securities (e.g. shares or bonds). You must also not recommend or encourage someone else to deal in Ocado securities
- You must not disclose any confidential information about Ocado to anyone, including colleagues, family or friends, except where you are required to do so as part of your job
- You may be given access to inside information about one of our business partners or suppliers. You must not deal in the securities (e.g. shares or bonds) of that company at the time you possess such inside information or encourage anyone else to do so
- You may be informed that you have been designated as a "Restricted Person" due to your access to confidential or inside information. If you are a Restricted Person, you will need consent to deal in Ocado shares. Except for exceptional circumstances, you will not receive consent to deal if, at the time, you are in possession of inside information. You may also be refused consent to deal when inside information exists, even if you are not aware of it



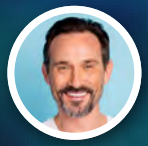
What does this look like in practice?

Tai is a project manager working on a new deal with a partner. While checking the share price for his Ocado shares, he notes that the price is currently quite low. Follow his conversation with his colleague Jason and then answer the question.



The price of our shares will rapidly increase when the latest deal is announced. I might jump in now and buy some shares while they are cheap.

Aren't you on the insider list? I know I am, and I think that means we aren't allowed to buy shares at the moment because we have access to inside information.



If Tai is on the insiders list, can he buy the shares?

Yes

But he'll need consent from the Company Secretary first.

No

As Tai possesses inside information, he will not be able to purchase shares at this time.

The correct answer is No.

Based on Tai's role and the information he possesses, he will be on an insiders list. Because of this, he would need consent before buying any shares. However, in this situation the consent would not be granted, as he is in possession of inside information.

Details of what you can and can't do can be found in the Share Dealing Policy and Procedure (on Drive or People+). If you are ever in any doubt about whether you can deal in your Ocado shares, contact the Company Secretary at company.secretary@ocado.com.

Confidential information

Until it is published in the public domain, all of our information is confidential. We can choose when and how we share our information, and we aim to do this strategically to maintain our competitive advantage.

What is confidential information?

Confidential information is any data which is not in the public domain and should only be stored, used and shared with authorised personnel or those with the required standards or protections in place. It includes:

- Personal data, for example of employees or business partners
- Commercial information, for example details regarding actual or potential mergers and acquisitions, deals with business partners or pre-purchase plans for new CFCs or Ocado sites
- Business information, for example our corporate structure charts or other internal workings
- Technical information, for example source code and details of our algorithms for CFCs and running the webshop
- Intellectual property, for example technical design information and details of other developments we are working on
- In this context, any document labelled CONFIDENTIAL, RESTRICTED, or INTERNAL should be considered to be Confidential Information. You can read the full definition of each label in the Data Classification Policy.

For further information, see the Confidential Information Policy (on Drive or People+).

THIRD PARTIES

Key principles

The following are some key principles to keep in mind when dealing with confidential information:

- Confidential information can take any form, for example, oral, written, and images
- Confidential information should only be circulated internally on a need to know basis and should only ever be shared with third parties after a non-disclosure agreement (NDA) is in place
- When we are supplied with confidential information by a third party, we should treat it confidentially and in accordance with any contractual commitments that we have made to them
- Always follow the security measures detailed in our confidential information and information security policies



What does this look like in practice?

Jamie and Kim are working in the office coffee bar, developing some code together. Jim is debugging Ocado source code and wants to use an unapproved AI tool to help. Read the conversation then answer the question that follows.



We could debug this code quickly if we use an AI tool, but I don't think it has been approved for use at Ocado.

I'm sure it will be fine. It's only a few lines of code and probably won't be usable by anyone outside Ocado.



Do you think Jamie and Kim will create a confidentiality risk by putting the code into the tool?

Yes

The source code is both intellectual property and confidential information which needs to be protected.

No

Their work is safe as the code won't mean anything to someone outside of Ocado.

The correct answer is Yes.

The source code is both intellectual property and confidential information, which both need to be protected. Using an unapproved AI tool risks this information falling into the wrong hands and therefore being ripe for misuse.

If you accidentally share information that might be considered confidential, contact the IP team immediately at ip@ocado.com

Innovation and IP

Each of us is entrusted to protect our IP and prevent it being misused, whether that be ideas, technology or products. Importantly, new developments or ideas need to be protected before we can share those ideas with others. If we do not protect our IP assets, we will lose our competitive edge and everything that makes us distinctive.

What is intellectual property?

IP is a broad term, and includes property that has been created based on your ideas, including:

- Patents which protect our proprietary technology and inventions of “how things work”
- Trademarks (registered and unregistered) which protect our logos and brand
- Designs (registered and unregistered) for the appearance of objects
- Trade secrets or know-how (a.k.a. “secret sauce”)
- Copyright which protects our expressive creative work such as coding, the layout of the webshop, videos, photography and presentations etc.

Key principles

Protecting our IP is of utmost importance, so ensure that you are aware of the following key principles:

- When developing new ideas, make sure you keep them confidential and keep the IP team up to date with progress so they can help you to protect them
- Always respect the IP rights of others. Don’t steal ideas or use the assets of others for your own purposes, which includes the use of third-party images in presentation materials
- If you need to share any ideas or IP with third parties, follow the guidelines provided by the IP team and never share any confidential information on **social media**
- Remember that all IP created during your course of employment shall automatically belong to Ocado in accordance with your terms and conditions of employment



What does this look like in practice?

Shauna recently visited a trade show to find potential suppliers and opportunities for collaboration. On her return she updated her colleague, Jon, with her findings. Read the conversation then answer the question that follows.



I met a supplier at the show, and we talked about components for our new project. I explained what the component does, and they think they'll be able to supply exactly what we need.

That's great. I spoke to my manager last week and she thinks that we'll be able to protect the component as a patent or other form of Intellectual Property. I assume you had an NDA in place with the supplier that you spoke to?





Oh… no I hadn't thought of that. I've worked with them before though, so I'm sure it will be fine.

Do you think there is a risk to our IP following Shauna's conversation with the supplier?

Yes

Even if the supplier does nothing with the information, the secret is out, and we can no longer protect it.

No

Attendance at the trade show was approved and trade shows are already covered by our IP policies.

The correct answer is Yes.

Even if the supplier does nothing with the information, the secret is out, and we can no longer protect it. Please contact the IP Team immediately via email on ip@ocado.com. The disclosure is a big future risk to the business as improvements would keep us ahead of our competitors.

Shauna and Jon should contact the IP team immediately. If the IP team is informed, they can assess the level of risk and decide what actions to take, and they will be able to take action on the same day as the disclosure to minimise the risk.

If you think you might have accidentally disclosed something that needs to be protected, you must contact the IP team immediately. There are often things that they can do urgently to minimise any potential damage, but this must usually be done on the same day as the disclosure. If ever you are ever in doubt of the correct process or procedure to follow to protect our intellectual property, or you are concerned that a third party has breached our IP, contact the IP team ip@ocado.com

Data privacy

We respect and protect the personal information of both our people, our business partners and our suppliers because we know how valuable this data is. We are committed to handling all personal data responsibly, honestly and in line with all applicable laws, wherever we do business and will only use the personal data we hold for legitimate business purposes.

What is personal data?

The definition of personal data is broad and covers anything that relates to an identified or identifiable individual, including:

- Name
- Address, email address or IP address
- Passport or driver's licence number

In addition, some personal information is classified as being "'sensitive'" and therefore requires a higher level of protection. Such sensitive data would include data relating to:

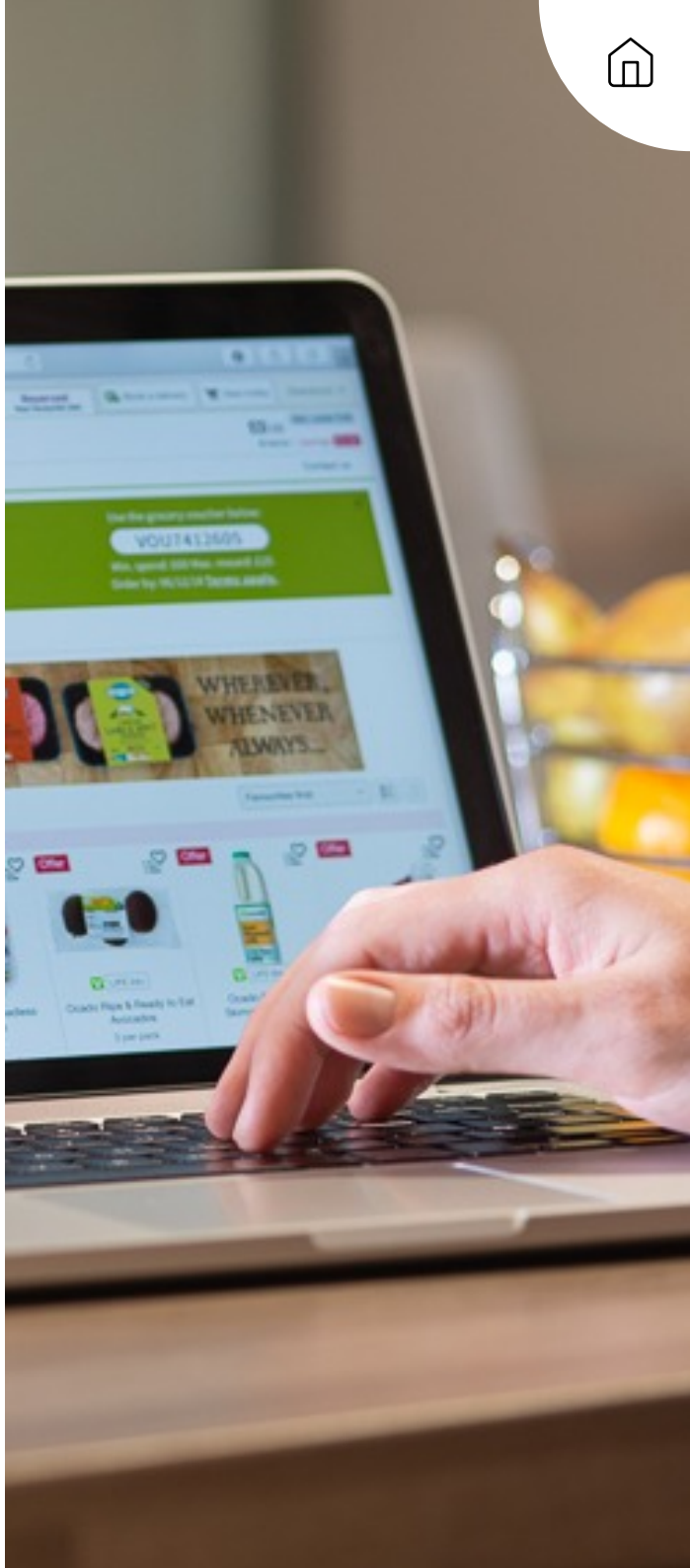
- Racial or ethnic origin
- Religious or philosophical beliefs
- Sexual orientation

For further examples of personal data and sensitive data, see Drive or People+.

Key principles

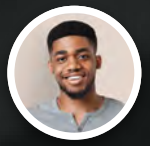
In order to ensure that we handle personal data responsibly, it is important to consider the following key principles:

- When collecting personal data, always ensure that you have an appropriate legal basis required by local laws before doing so and only use that data for the purpose for which it was collected. You can contact your Data Privacy Champion (see **Drive** or **People+**) for advice in the first instance or the Data Protection Team (via **Wordsmith**). Always provide clear details of the purpose for collecting the data, who will have access to it and how long it will be retained
- All personal data should be stored securely
- Only discuss personal data with colleagues or third parties where there is a business need and you have permission to do so
- If your job requires you to handle personal data, make sure you understand how to do this compliantly and ask for advice if you have any doubts. You can also refer to the Data Classification and Handling Policy (on **Drive** or **People+**) or refer to the Data Privacy Section on People+ or Drive; here you can find lots of useful documents explaining employee responsibilities when it comes to handling personal data, look out for our overarching Data Protection Policy and Data Privacy Accountability Framework
- All employees, workers and contractors must carry out mandatory data privacy training annually. Watch out for email reminders and management briefings. Any suspected data breaches should be reported immediately by completing the **data breach notification form** or by emailing **dataprotectionteam@ocado.com** so appropriate steps can be taken without delay
- Before starting any new activity involving personal data, a privacy by design screening assessment must be completed, to determine if a full privacy impact assessment is required. Please contact your Data Privacy Champion who will be able to assist you. If in doubt contact the Data Protection team (via **Wordsmith**)



What does this look like in practice?

Sarah works in Finance and receives an email from her colleague Katie in the People team. She opens the attachment and realises that Katie's emailed all contacts, internal and external, with the payroll file. Follow her conversation with her team-mate Andy and then answer the question.



Did you just receive that email from Katie? I don't think that was intended to go out to everyone – it even has external recipients on the mailing list.

I did yes, I'm sure it will be fine though – someone else will sort it out. We've got to work on this project deadline, so we don't have time to report it.



Should Andy and Sarah ignore the email and go straight back to their project work?

Yes

Let Katie from the People team handle it – someone else will report it.

No

Make Katie aware and report it immediately to the Data Protection team.

The correct answer is No.

This is an urgent data protection breach because the file contained personal information that has been shared unintentionally with internal and external recipients.

It's essential that you are aware of the core principles of data privacy, especially if your role requires you to process personal data. If you're ever unsure or require further details, contact the Data Protection team by emailing dataprotectionteam@ocado.com or refer to the Data Privacy area on Drive or People+.

Sending you home safe and healthy everyday

At Ocado, we are committed to protecting your health, safety and wellbeing. Our Health, Safety and Environment Strategy explains all of the things we are working on to look after you and our colleagues when they are at work. Our HSE mission is to “deliver safely for you and our client partners”. The Ocado Board and management are committed to ensuring we have effective health, safety and fire management systems and practices in place and will ensure sufficient resources are made available to meet and maintain high standards. However, it is important to remember that we all have a personal and collective responsibility for creating a working environment which allows us to be healthy, safe and well.

Managing risk & protecting you

Employees have the right to work in places where the risks to your health, safety and wellbeing are properly controlled.

Taking care of you is in everything we do, for example:

- Fire safety - ensuring that good design, robust controls, and best practices are in place to reduce the likelihood of fire to protect those who may be affected
- Design safety - ensuring that from the concept stage through to disposal we remove any hazards from our OSP platform to ensure the safety of our employees and partners
- Health and wellbeing - ensuring that your health & wellbeing is maintained and that you are supported with anything you need, such as mental health support and access to appropriate care.
- Construction - ensuring that our employees and contractors are aware of the hazards on construction sites and that we have controls in place to prevent them
- Driving at work - making sure we protect our drivers who deliver goods and services during their normal duties

Key principles

The consequences of getting health and safety wrong can be huge for both any individual harmed and our business. Therefore, we ask that you support our commitment by following the guidelines and best practices put in place for your safety and others. Keep in mind the following key principles:

- Familiarise yourself with, and adhere to, the Ocado Health, Safety and Fire Policies (on **Drive** or **People+**)
- Follow your training and co-operate with directions provided by your management team
- If you observe a hazard or believe that we can make an improvement, please inform your line manager, without delay. If it is safe to do so, you should rectify any hazard
- Take reasonable care of your own and other people’s health, safety and wellbeing
- Use the resources provided to you by Ocado to support your health, safety and wellbeing
- Don’t misuse or tamper with anything provided for health and safety purposes
- Make sure you know what to do in an emergency at any Ocado site or at a site you are visiting
- When travelling overseas to client sites, ensure that you complete the **international travellers form** to ensure that you receive advice relevant to your trip
- When visiting or working on construction sites, please ensure that you are familiar with and adhere to any health, safety or fire procedures and requirements in place on-site
- Never come to work under the influence of drugs, alcohol, or any illegal substances. In addition, some medications can cause drowsiness, please always check with a medical professional if in any doubt
- Taking care of your overall health, safety and wellbeing is important. Please ensure you take the time to familiarise yourself with the resources available to support you, including your manager and People Partner



What does this look like in practice?

Abdul's noticed a large build-up of waste packaging next to some machinery. Follow the conversation between him and his colleague Lara and then answer the question.



Hi Lara, I've noticed there's a lot of waste packaging in the corner by the machinery. Is this where it should be stored?

Hmm no not officially, it's just where we tend to put it until someone has time to move it.



Should Abdul follow Lara's example?

Yes

Follow the example of his colleague Lara and store the waste by the machinery.

No

Check with his line manager or the Health and Safety team about where the waste should be stored.

The correct answer is No.

Abdul was right to question the storage of waste material next to machinery, as this presents a very serious fire risk. The correct thing to do was check with his line manager or the Health and Safety team on where to safely store the waste packaging and how to resolve the existing hazard.

If you feel that your line manager has not taken a hazard seriously, you can report this by Speaking Up or contact the Occupational Health and Safety Department by emailing: hse_team@ocado.com or the Health & Wellbeing Department by emailing healthandwellbeing@ocado.com

Fraud, tax evasion and money laundering

We rely on you to remain alert to the risk and possibility of criminal activities such as fraud, tax evasion and money laundering at all times. Making sure that Ocado does not become associated, no matter how innocently, with any such activities. This will protect the reputation of Ocado and ensure that criminal liability is avoided.

What is fraud?

Fraud is an intentional act of deception with the aim of obtaining an advantage; avoiding an obligation; or causing loss to another party.

A person may commit fraud by dishonestly or knowingly making a false or improper representation, concealing or suppressing true facts, failing to disclose information or abusing a position in which he/she is expected to safeguard the financial interests of another.

What is tax evasion?

Tax evasion is the offence of cheating the public revenue or fraudulently evading tax, via a deliberate action, or omission with dishonest intent. The facilitation of tax evasion means being knowingly concerned in, or taking steps/providing assistance with a view to, the fraudulent evasion of tax by another person, or aiding, abetting, counselling or procuring the commission of that offence.

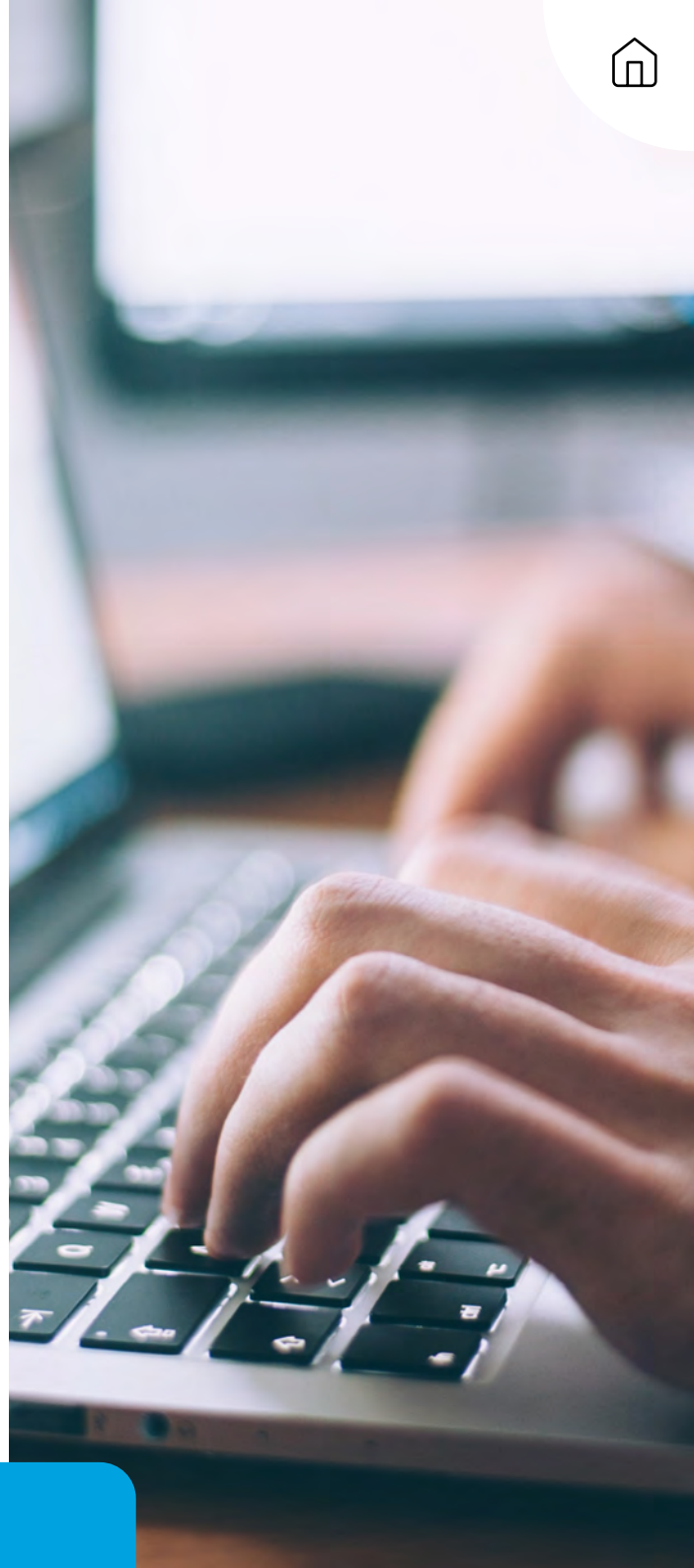
What is money laundering?

Money laundering is the process by which the proceeds of crime are converted into assets that appear to have a legitimate origin, so they can be retained or used to fund further crime.

Key principles

Be aware of the potential for fraud, tax evasion and money laundering - unusual events could be symptoms of such behaviour. The following are some examples of red flags to keep in mind:

- A third party provides bank details which do not match their name, or which relate to an account located in a different location
- A third party seeks unusual shipping or payment terms, or contract clauses, or refuses to put terms agreed in writing
- A third party requests payment in cash and/or refuses to sign a formal agreement, or to provide an invoice or receipt for a payment made
- A third party is secretive or evasive about who they are, the reason for the transaction, or the source of funds
- A transaction is unusual for the third parties' profile, or there is an unexplained urgency, requests for short cuts or changes to the transaction
- An employee foregoes holiday time, refuses a promotion and/or is reluctant to share a job function
- An employee has a particularly close relationship with a supplier or contractor or unexplained preference is given to a supplier or other third party despite higher prices/lower quality
- An employee has used out of date information in a presentation to a potential client, over-inflating performance
- An employee invoices a client for services that were never delivered.



What does this look like in practice?

Emma has noticed that a payment to a UK supplier is being made to a bank account in a tax haven. She calls her colleague in Purchasing to discuss it. Follow their conversation and then answer the question.



Is it possible that tax evasion is taking place, because tax havens are sometimes used for fraudulently evading tax?

Well, I've double-checked and the details are correct. I thought it was a bit odd though when they made the request.



Is this an example of tax evasion?

Yes

Any request to make a payment to a bank account in a tax haven is an example of tax evasion.

Potentially

Although further questions need to be asked of the supplier.

The correct answer is Potentially.

Although a request to make payment to a bank account in a tax haven can be seen as a red flag, it doesn't always mean it's an example of tax evasion. As Emma doesn't know why the request has been made, she should ask some further questions of the supplier to determine the intention behind the payment. If she's still not sure, she should contact her line manager or a **tax expert: tax@ocado.com**.

Remember, if you spot any activity of this nature or anything else which seems suspicious or just doesn't feel right, be sure to tell someone and seek further advice: compliance.team@ocado.com. To find out more, you can also consult our Fraud Prevention Policy (on Drive or People+), Anti-Tax Evasion Policy (on Drive or People+) and Anti-Money Laundering Policy (on Drive or People+).

Competition

At Ocado we are committed to delivering an excellent service to our customers whilst competing fairly with our competitors everywhere we do business. It is important that we operate in line with our values, our competition policy and applicable laws and regulations. We must be mindful of compliance in all our dealings with suppliers, competitors, customers and joint venture partners.

What are anti-competitive practices?

Anti-competitive practices are business practices that prevent or reduce competition in a market. There are many forms of anti-competitive practices, including:

- Price fixing cartels
- Acting as a conduit through which customers who are competitors share sensitive commercial information
- Exchanging sensitive commercial information with competitors
- Allowing suppliers to influence our pricing
- Dividing up the markets in which we and our competitors operate
- Abuse of a dominant market position

Key principles

The consequences of getting things wrong in the area of competition law are severe, so it is important that we conduct our business in accordance with the principles of fair competition and all applicable laws and regulations. The following are a few key principles to keep in mind:

- If you are unsure about the legitimacy of any activity, speak to the Compliance Team (via Wordsmith) before taking any action
- If you are attending any industry or trade association events, be alert to any use of such events for anti-competitive purposes. The same applies to other less formal events such as industry dinners or awards ceremonies
- Act independently with regards to our competitors at all times and be sure to avoid a situation where you agree with a competitor to reduce competition between us
- Always refrain from discussing any commercially sensitive information with our competitors and never ask for any such information from our competitors or from suppliers to our competitors
- If you believe you have received any competitively sensitive information, please contact the Compliance Team (via Wordsmith) immediately and they will advise you of the actions you need to take.



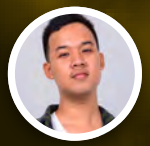
What does this look like in practice?

Anna works in the Technology team and has just received an email from a friend who works for a competitor, TechCo. The email shares information regarding a new product that our competitor is planning to launch later in the year. Anna's excited to share the news with her colleague Steve. Follow their conversation and then answer the question.



I've just had a really exciting email from my friend at TechCo. They're launching a new product later this year and it would be great if we could create something similar. Perhaps I'll forward this to our manager!

I'm not sure you should do that – you probably shouldn't have received that information and I don't think you should share the contents any further.



Should Anna forward the information from her friend?

Yes

Share the information with her manager – it's a great way for us to ensure we keep up with the competition.

No

Check with the Compliance Team before sharing the information.

The correct answer is No.

Steve was right, that Anna should not have received this information, because it is commercially sensitive. Anna should contact the Compliance Team and follow any instructions they provide her with immediately. She definitely should not share the information any further.

It's impossible to cover every eventuality in this Code, so if you are in doubt as to whether something is acceptable, please don't hesitate to contact compliance.team@ocado.com who will be happy to help. We also have a Competition Policy (on Drive or People+) which clearly sets out the do's and don'ts.