

Tax Strategy 2026

Tax Strategy

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Introduction

The Group has developed an end-to-end operating solution for online retailing based on proprietary technology and IP, enabling us to work in cooperation with our commercial partner companies, both in the UK and overseas.

The Group has operations in the UK and globally:

- In the UK the Group has historically made tax losses and this, together with heavy capital investment, results in lower corporation tax liabilities. However, the Group pays a range of other taxes in the UK, including but not limited to, fuel duty, employer's National Insurance, business rates and Insurance Premium Tax. In the year ended 30 November 2025 the Group paid £117.9 million (2024: £109.0 million) in respect of UK taxes.

The Group is committed to ensuring it pays the right amount of tax in each jurisdiction in which it has operations. The Group has overseas subsidiaries which pay corporation tax, customs duties, sales taxes and relevant employment and business taxes in the jurisdiction in which they operate. As the Group continues to grow, we will continue to monitor our domestic and international obligations, and adapt our policies and practices to ensure we remain compliant and satisfy our global tax requirements.

Tax strategy

The tax strategy supports the Group's commercial objectives which are to drive growth, maximise efficiency and utilise proprietary knowledge. This is achieved through the four 'tax strategy pillars':

1. To comply with applicable tax obligations and laws in all jurisdictions.
2. To pay the right amount of tax at the right time in the relevant jurisdiction.
3. To ensure we meet both our legal and moral obligations when optimising gains for shareholder returns.
4. To ensure a transparent and open relationship with all tax authorities.

The Group aims to implement its tax strategy in four key areas, which we have detailed below:

Governance

The Board of Directors (the "Board") is responsible for the Group's tax strategy and policies and has delegated executive responsibility for implementing them within the Group to the Group's Chief Financial Officer ("CFO"). Day-to-day responsibility is delegated to our Director of Tax. As part of the annual financial reporting process, the CFO reports to the Board on the Group's compliance with its tax strategy, policies and on its tax position.

Each year the Audit and Risk Committee receives an update of the status of the Group's tax position, tax risks, and key tax issues to ensure that it is fully informed of tax developments and issues affecting the Group.

Our robust internal review system supports the Senior Accounting Officer in certifying to HM Revenue & Customs ("HMRC") that we have appropriate tax accounting arrangements. We periodically conduct audits of specific areas, conducted internally or by engaging a third party advisor.

Relationship with tax authorities

We value having a good and transparent relationship with HMRC, and comparable international tax authorities, and will comply with all applicable legal disclosure, and approval requirements. We ensure that all information is clearly presented to the tax authorities as appropriate, and in a timely manner.

As a large business in the UK within HMRC's Large Business Directorate, the Group is assigned a Customer Compliance Manager ("CCM") by HMRC. We have an open relationship with our CCM, communicating on a regular basis. We aim to be open, helpful and transparent in our dealings with HMRC.

We seek to anticipate any tax risks at an early stage, including clarifying areas of uncertainty with the relevant tax authority as they become evident. We consider this collaborative approach to our relationship with the different tax authorities to be fundamental to delivering our Board-led strategy.

Tax risk management

The Group considers tax risks as any uncertainty arising either from interpretation of tax law, or the implementation of tax law in an operational or tax compliance sense, which has the potential to have an adverse financial or reputational outcome.

The Group is committed to paying the right amount of tax at the right time in the relevant jurisdiction. We seek to minimise tax risk, ensuring that all tax positions taken have sufficient tax technical merit and can be implemented without undue complexity.

We maintain a register of the Group's tax risks and ensure we have a robust framework of effective controls to continuously identify, assess and manage those tax risks. We follow the Group's approach to monitoring, reporting and escalating risks and incidents at appropriate governance meetings and to the Senior Accounting Officer and CFO.

We ensure that our tax team is appropriately qualified and that all team members work closely with the Group's businesses, so that tax conclusions are reached with a full understanding of the facts and any associated risks. All members of the tax team have access to relevant up to date tax technical material. They are required to keep up to date with the continuing professional development requirements of the professional bodies to which they belong, as well as complying with Ocado's training requirements.

We obtain advice from reputable external advisers with the appropriate experience in areas where tax law is complex or new, is outside the experience of our tax team, or where the treatment may be uncertain and the amount of tax involved is material. External advice is sought on all material transactions undertaken by the Group.

Tax planning

The management of our tax affairs reflects the regulatory, legal and commercial environment in which our business operates.

The Group's tax planning aims to support the commercial needs and growth of the business by ensuring that the Group's affairs are carried out in the most tax efficient, transparent manner whilst remaining compliant with all relevant laws and compliance obligations in every jurisdiction. The tax function is therefore involved in commercial decision-making processes, and provides appropriate input into business proposals to ensure a clear understanding of the tax consequences of any material decisions made.

The Group has never, and will not, engage in artificial transactions, the sole purpose of which is to reduce tax nor if the arrangements have a meaningful impact upon the Group's reputation, brand, corporate and social responsibilities, or on future working relationships with HMRC or other tax authorities. However, the Group will consider undertaking a business-driven transaction in a way that gives rise to tax efficiencies providing this is aligned to the Group's commercial objectives and complies with the associated tax legislation.

This document is the Group Tax Strategy for Ocado Group plc and all its subsidiaries in respect of its financial year ending 30 November 2026 for the purposes of paragraph 16(2) Schedule 19 Finance Act 2016. It was published on ocadogroup.com in November 2026 and remains accessible and free of charge. A full list of our related undertakings including place of incorporation and business activity is disclosed in Note 5.1 to Ocado Group's Annual Report, also published on ocadogroup.com

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