OCADO GROUP PLC GOVERNANCE FRAMEWORK

1. Corporate Governance Statement

This document provides an overview of the corporate governance structures, principles, policies and practices of Ocado Group plc (the "Company", together with its subsidiaries "Ocado Group" or the "Group") that enable the effective discharge of its corporate governance responsibilities, known as the Governance Framework.

2. Governance framework and structure

The Ocado Group Board is mindful of the importance of good corporate governance and the role it plays in supporting the long-term success and sustainability of the business. It provides a structure for decisions to be made in order to direct, oversee and control operations.

The governance framework embeds the Company's values into policies and processes and therefore helps to strengthen the corporate culture of the Group. It provides the structure through which decisions are made within clearly stated levels of delegated authority and accountability, enabling timely decision-making at the appropriate level. The Board maintains a formal *Schedule of Matters Reserved for the Board* and a *Delegations of Authority Policy*, with established reporting channels that allow the Board to exercise effective oversight and make informed decisions.

The Board is responsible for the long-term success of the Group. It sets the Group's strategy and risk appetite and oversees the risk management and internal control framework. The Board delegates certain matters to its Committees to enable focused oversight while retaining its focus on strategy. The Board has three Committees: the Audit and Risk Committee, the Remuneration Committee and the People Committee, each operating under written terms of reference approved by the Board. The Committees' respective roles are described in sections 5 to 7.

The Executive Committee is responsible for the day-to-day management of the business, carrying out and overseeing operational management and implementing the strategic objectives set by the Board. It is supported by a number of management-level governance committees, to which authority is delegated by the Board and its Committees and which provide oversight and challenge on key business activities and risks, reporting to the Executive Committee and to the Board or its Committees as appropriate. Day-to-day risk management remains with management, with risk oversight exercised by the Audit and Risk Committee. The Group's current governance structure, including these committees, is set out in the Corporate Governance section of the Company's latest Annual Report and Accounts, available at https://www.ocadogroup.com/investors/results-and-presentations.

The Company's governance framework is derived from its place of incorporation and listings. Ocado Group plc is registered in England and Wales and is listed on the main market of the London Stock Exchange with a number of international subsidiaries in a number of countries. Each subsidiary has its own board, with governance arrangements proportionate to its maturity and needs.

3. Division of Responsibilities

The Board Division of Responsibilities document sets out the role and main responsibilities of each Board role. The document requires a division of responsibilities between the Chair, who has responsibility for running the Board, and the Chief Executive Officer, who has responsibility for running the Company's business, supported by the Executive Committee. In addition, there are a number of other roles occupied by Board members that each have a distinct purpose and responsibilities, including the Senior Independent Director and the Designated Non-Executive Director.

For further information on the Board Division of Responsibilities, please visit the Corporate Governance pages on the Group's website at www.ocadogroup.com/investors/corporate-governance/corporate-governance.

4. Schedule of Matters Reserved for the Board

The Board exercises all powers, authorities and discretions of the Company but delegates day-to-day responsibility to the Chief Executive Officer. The Board has also delegated those matters it considers suitable to the Board Committees, which are contained in each Committee's terms of reference (as set out below). The schedule of matters reserved specifically for the decision of the Board ("Board Reserved Matters") are those matters that are required to be, or in the interest of the company to be, decided by the Board. Each of the Board and the Board committees perform their duties for all of the Company and its subsidiaries unless stated otherwise.

For further information on the Board Reserved Matters, please visit the Corporate Governance pages on the Group's website at www.ocadogroup.com/investors/corporate-governance/corporate-governance.

5. Audit and Risk Committee

The Audit and Risk Committee is a Committee of the Ocado Group Board, from which it derives its authority and to whom it regularly reports.

The Audit and Risk Committee is composed of at least three members, comprising solely of independent non- executive directors. At least one member will have recent and relevant financial experience and competence in accounting or auditing.

The Committee Chair is appointed by the Board. The Committee meets at least three times a year, at appropriate times in the reporting and audit cycle.

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities, some of its main functions are:

- To monitor the integrity of the Company's financial statements and any announcements relating to the Company's financial performance, including its annual and half-yearly reports;
- To oversee the Group's risk management and internal control framework, the Group's principal and emerging risks and risk appetite, and to review the effectiveness of the Group's material controls; and
- To recommend appointment of and maintain an appropriate relationship with the Company's external auditors, and to review the independence, objectivity and effectiveness of the audit process.

Day-to-day risk management remains with management.

For further information on the Audit and Risk Committee's Terms of Reference, please visit the Corporate Governance pages on the Group's website at www.ocadogroup.com/investors/corporate-governance/corporate-governance.

6. Remuneration Committee

The Remuneration Committee is a Committee of the Ocado Group Board, from which it derives its authority and to whom it regularly reports.

The Remuneration Committee is composed of at least three independent non-executive directors.

The Committee Chair is appointed by the Board and must have served on a remuneration committee for at least 12 months. The Committee shall meet at least twice yearly at appropriate times in the reporting and remuneration cycle.

Some of the major roles of the Remuneration Committee, as delegated by the Board, are to:

- Determine the policy for Directors' remuneration and to set remuneration for the CEO, Chair, Executive Directors, Company Secretary and senior management;
- Approve the design of, and determine targets for, any performance related pay schemes for executive directors operated by the Group and approve the total annual payments made under such schemes; and
- Review the design of all new share incentive schemes and significant changes to such schemes for approval by the Board and shareholders.
- Review the principal risks falling within the Committee's remit, including those relating to remuneration, supporting the Audit and Risk Committee's oversight of risk.

For further information on the Remuneration Committee's Terms of Reference, please visit the Corporate Governance pages on the Group's website at www.ocadogroup.com/investors/corporate-governance/corporate-governance.

7. People Committee

The People Committee is a Committee of the Ocado Group Board, from which it derives its authority and to whom it regularly reports.

The People Committee is comprised of all the non-executive directors of Ocado Group. A majority of the members should be independent non-executive directors. The Committee meets at least twice a year and at such other times as required.

The Committee Chair is appointed by the Board, who should be either the Chair of the Board or an independent non-executive director.

Some of the major roles of the People Committee are to:

- Regularly review the structure, size and composition of the Board (including the combination of skills, experience, diversity, independence and knowledge) and make recommendations to the Board with regard to any changes;
- Consider succession planning for Ocado's Directors and senior management, so as to maintain an appropriate balance of skills, experience, diversity and knowledge on the Board and within the Company, and leading the process for Board appointments by identifying candidates and nominating for the approval of the Board, as and when required by the Board;
- Carry out an annual evaluation of the Board's performance, composition and diversity, assessing how members work together to achieve objectives, and reviewing the time required from non-executive directors, assessing whether enough time is being spent to sufficiently fulfil their duties; and
- Review various employee and workforce engagement-related policies and practices.
- Review the principal risks falling within the Committee's remit, including those relating to people, culture and succession, supporting the Audit and Risk Committee's oversight of risk.

For further information on the People Committee's Terms of Reference, please visit the Corporate Governance pages on the Group's website at www.ocadogroup.com/investors/corporate-governance/corporate-governance.