SCHEDULE OF MATTERS RESERVED FOR THE BOARD

1. Strategy, Management and Financing

1.1. Responsibility for the overall leadership of Ocado Group plc (the "Company") and its undertakings (the "Group"), including the Group's purpose, values and strategy and promoting the long-term sustainable success of the Company.

1.2. Approval of the Group's long-term strategic plan and ensuring that necessary resources are in place for the Group to meet its objectives and measure performance against them.

1.3. Approval of the Group's annual budget, five year plan (including capital expenditure) and any material changes to them and any material unbudgeted capital or operating expenditures (outside pre-determined tolerances).

1.4. Approval of any significant changes in accounting policies or practices, including the Company's tax and treasury policies and the tax strategy.

1.5. Approval of the Company's Net Zero strategy and priorities surrounding the Company's principal sustainability impacts, including in relation to climate change.

1.6. Approval of the Group's Cybersecurity and Data strategy.

1.7. Review of performance, and monitoring and assessment of the Company culture and how it has been embedded in the light of the Group's strategy, purpose and values.

1.8. Any material extension of the Group's activities into new business or geographic areas.

1.9. Any decision to cease to operate all or any material part of the Group's business.

1.10. Making or responding to any takeover bid subject to the City Code on Takeovers and Mergers.

1.11. Appointment, reappointment or removal of the external auditor, following the recommendation of the Audit and Risk Committee and subject to approval by shareholders in a general meeting.

1.12. Approval of appointment of corporate brokers and principal professional advisers.

1.13. Authorising changes affecting the capital structure of the Company (including reductions of capital, share issues (except under employee share plans), share buy backs and use of treasury shares) or its status as a plc or as a listed company.

1.14. Approval of any significant transaction, reverse takeover or related party transaction under the UK Listing Rules, and any other transaction above the thresholds in the Group's delegated authorities.

1.15. Decisions on the exercise of the Company's approval rights as a shareholder of Ocado Retail Limited in respect of the Special Reserved Matters (as defined in the ORL shareholders' agreement), any requirement for additional funding from the Group, and any other matter material to the Group. Other approvals may be given by the Company's appointed directors of Ocado Retail Limited under the shareholders' agreement.

2. Financial and non-financial reporting

2.1. Approval of the half-yearly report, trading statements and any preliminary announcement of the final results and other financial updates released through a regulatory information service .

2.2. Approval of the Company's annual report and accounts, including the going concern and viability statements and the statement of compliance with the UK Corporate Governance Code.

2.3. Approval of the dividend policy and declaration of the interim dividend and recommendation of the final dividend (if any), in each case subject to the Articles and sufficient distributable profits.

2.4. Approval of non-financial reporting filings, including (as required) the gender pay gap report, modern slavery statement, climate-related financial disclosures, energy and carbon reporting and other sustainability and non-financial reporting.

3. Internal Controls and Risk

3.1. Establishing and maintaining the Group's risk management and internal control framework and setting and monitoring the Group's strategic risk appetite.

3.2. Approval and monitoring of the Group's principal and emerging risks.

3.3. Reviewing and ensuring the maintenance of a sound system of risk management and a robust system of internal controls, including assessing the completeness of the Group's material controls, in order to support the Board's declaration of the effectiveness of the material controls as at the balance sheet date in each Annual Report and Accounts, and approving that declaration, including the description of any material controls which have not operated effectively and the action taken or proposed.[1]

4. Stakeholders and Communication

4.1. Ensuring effective engagement with shareholders and stakeholders to keep in touch with their opinions, issues and concerns.

4.2. Monitoring the effectiveness of the Group's arrangements for the workforce to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters and for ensuring the proportionate and independent investigation of matters raised.

[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.

4.3. Calling any general meeting of the Company's shareholders and approval of the resolutions and corresponding documentation sent to shareholders.

4.4. Approval of any prospectus, circular or other document requiring Board or FCA approval under applicable law (other than routine announcements or filings).

5. Directors and Employees

5.1. Changes to the structure, size and composition of the Board and its committees.

5.2. Establishing committees of the Board, their Terms of Reference and approving any material changes.

5.3. Adequate succession planning for the Board and senior management, to maintain an appropriate balance of skills, experience and knowledge within the Company and on the Board.

5.4. Division of responsibilities of the Company Chair, Senior Independent Director, Committee Chairs, Chief Executive and other Executive Directors, which should be clearly established, set out in writing and approved by the Board.

5.5. Appointment, re-appointment or removal of Directors and the Company Secretary.

5.6. Authorising conflicts of interest where permitted by the Company's Articles of Association, including management of any perceived conflicts of interest.

5.7. Determination of the independence of the Non-executive Directors following recommendations from the People Committee.

5.8. Determination of the framework or broad policy for the remuneration of the Company Chair, Chief Executive, Executive Directors, Company Secretary and direct reports to the Chief Executive (following recommendation from the Remuneration Committee).

5.9. The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval, following recommendation by the Remuneration Committee.

5.10. Approval of major changes to the Group's pension scheme or changes of trustees or changes in the pension funding arrangements.

5.11. Determination of the other significant commitments on directors' time prior to, and during, their appointment.

6. Corporate Governance

6.1. Undertaking a formal and rigorous annual review (including an externally facilitated review at least every third year) of its own performance and composition, that of its Committees, the Chair and individual Directors (in conjunction with the People Committee).

6.2. Approval of any significant new Company policies, procedures or frameworks and any significant changes to existing policies as necessary, other than those that fall within the delegated authority of any Board or management committee under their respective terms of reference.

6.3. Review of the Group's overall corporate governance arrangements.

6.4. Consideration of material allegations or litigation affecting the Company.

7. Other

7.1. Any other matters of strategic, financial, operational or reputational importance likely to have a significant impact on the Company.

7.2. Any decision to make or authorise a ransom payment following a cyber attack, after considering legal advice.

7.3. This schedule of Matters Reserved for the Board.

Matters which the Board considers suitable for delegation are contained in the terms of reference of its Board and management committees and the Group's delegated authorities. In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Group. Management will escalate promptly to the Board any matter likely to fall within this schedule.

Last updated and approved by the Board on 12 November 2026.