



OCADO GROUP PLC BOARD DIVISION OF RESPONSIBILITIES

INTRODUCTION

The following document sets out the division of responsibilities for the board of directors (the “**Board**”) of Ocado Group plc (the “**Company**”). It should be read alongside the *Schedule of Matters Reserved for the Board* document.

BOARD RESPONSIBILITY

The Company as a whole is led by the Board, who are collectively responsible for promoting the long-term sustainable success of the Company and its undertakings (the “**Group**”) by directing and supervising the Company’s affairs. The Board set a tone that promotes the purpose and values of the Company, as well as underpins its reputation for honesty, reliability, competence and, thus, trustworthiness.

The Board responsibilities are set out in detail in the *Schedule of Matters Reserved for the Board*, but generally, the Board should:

- provide entrepreneurial leadership to the Company within a framework of sound and effective controls which enables risk to be assessed and managed;
- ensure that the necessary resources are in place for the Company to meet its objectives, and measure performance against them, including the proactive management of succession and Director appointments;
- establish the Company’s values, purpose and strategy and ensure that its obligations to its shareholders and other stakeholders are understood and met;
- meet sufficiently regularly to discharge its duties effectively;
- undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors (the “**Directors**”), with external input at least once every three years;
- present a balanced and understandable assessment of the Company’s position and prospects (whether in information required to be presented by statutory requirements, interim and other price-sensitive public reports and reports to regulators);
- determine the nature and extent of the principal risks it is willing to take in achieving its strategic objectives and maintain sound risk management and internal control systems;
- establish formal and transparent arrangements for considering how it should apply the corporate reporting and risk management and internal control principles for maintaining an appropriate relationship with the Company’s auditor; and
- take responsibility for ensuring that effective engagement with the Company’s shareholders and stakeholders takes place and keep informed of stakeholders’ views and concerns.

All Directors must act in the way they consider, in good faith, is most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard

to the likely consequences of any decision in the long term and the stakeholder interests set out in statute. There should be a clear division of responsibilities at the head of the Company between the running of the Board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision and the roles of Chair and Chief Executive Officer should not be exercised by the same individual.

CHAIR

Role

The Chair is responsible for ensuring the effectiveness of the Board and that it plays a full and constructive part in the development, determination and approval of the Group's purpose, values and strategy.

Main Responsibilities

In addition to their responsibilities as a non-executive Director, the main responsibilities of the Chair are as follows:

1. To chair and lead all meetings of the Board.
2. To set the Board's agenda, focusing on strategy, performance, value creation, culture and stakeholders and to provide adequate time for discussion of all agenda items, in particular strategic issues.
3. To monitor the requirement that the Board receives timely, accurate and clear information on the Group's performance, the issues, challenges and opportunities facing the Group and all matters reserved for its decision.
4. To develop an active, challenging and committed Board and oversee its composition with input from the People Committee as requested, including that the Board has a balance of skills, knowledge and experience appropriate for the needs of the business.
5. To monitor the need for effective communication with shareholders and for members of the Board to develop an understanding of the views of major investors.
6. To provide leadership to the Board and oversee its effectiveness on all aspects of its role and setting its agenda, and interface with the Chief Executive Officer.
7. To encourage the Board to engage in meetings by drawing on their skills, experience and knowledge.
8. To lead corporate strategic direction and to develop appropriate business strategies for Board review and approval. To oversee the implementation of agreed strategies by the executive Directors and that risks are effectively assessed and managed.
9. To oversee, together with the Senior Independent Director, the requirement that the Board is properly constituted and that succession plans are in place for appointments to the Board and to senior management and where appropriate propose effective and suitable persons be appointed to the Board or seek the resignation of Directors.
10. To apply objective judgement and promote a culture of openness and debate by facilitating the effective contribution of non-executive Directors and to maintain, together with the other Directors, the effective control of the Company and together with the non-executive Directors the support of and constructive relations with the executive Directors.
11. To serve on such Board Committees as the Board may determine from time to time.
12. Be assured, with the advice of the Company Secretary where appropriate, that there is

compliance with the Board's approved procedures, including the *Schedule of Matters Reserved for the Board* for its decisions and each Committee's Terms of Reference.

13. Be assured that any committees of the Board such as the Remuneration Committee, the Audit Committee and the People Committee, properly perform their functions.
14. To arrange for the Chair of the Audit Committee and Remuneration Committee to be available to answer questions at the AGM and for all Directors to attend.
15. Be assured, together with the Senior Independent Director, that corporate governance is conducted in accordance with current best practice principles and in the interests of shareholders and that the Group complies with all relevant legislation, regulations and rules.
16. Be assured, together with the Chief Executive Officer and Senior Independent Director, that all Directors are made aware of their major shareholders' issues and concerns.
17. Be assured that appropriate objectives and policies are adopted for the Group and that their performance is effectively monitored.
18. Be assured that the Board takes responsibility for strategy and key decisions and brings independent judgment to bear and provides guidance on issues of strategy and policy.
19. To lead the annual board evaluation, supported by the Senior Independent Director, and act on the results of Board performance by recognising the strengths and addressing the weaknesses of the Board, and where appropriate, propose new members be appointed to the Board or seek the resignation of Directors.
20. To act as principal spokesman for the Group on all major Company occasions (including general meetings, results announcements, presentations and public relations), other than those designated to the Senior Independent Director or Chief Executive Officer by agreement with the Chair.
21. To arrange meetings with the non-executive Directors without the executives present as required.
22. To provide support and advice to the Chief Executive Officer.
23. To chair general meetings of the Company and, together with the Senior Independent Director and Chief Executive Officer, to maintain effective communication with shareholders, maintaining contact with principal investors and representative bodies on a regular basis, and keeping the Board informed of such communication.
24. Be assured that the views of shareholders are communicated to the Board as a whole, and discuss governance and performance against the strategy with major shareholders.
25. Be assured that the Company maintains contact as required with its principal shareholders about remuneration.
26. To handle, together with the Chief Executive Officer, the relationships with and effective communications to all third parties, including shareholders, banks and government bodies.
27. To lead, together with the Designated Non-Executive Director, the Company's processes for communicating to, and consulting with, employees.
28. To oversee, together with the Senior Independent Director, the corporate governance function, headed by the Company Secretary, which advises the Board on all governance matters.
29. Be assured that the Directors continually update their skills and the knowledge and familiarity with the Company required to fulfil their role both on the Board and the Board Committees. As part of this, the Chair should regularly review and agree with each Director

their training and development needs. The Chair should be assured that new Directors receive a properly constructed, tailored induction on joining the Board, facilitated by the Company Secretary.

SENIOR INDEPENDENT DIRECTOR

Role

The role of the Senior Independent Director is to provide a sounding board for the Chair and communication channel between the Chair and the other Directors and, when required, principal shareholders including representative bodies. This communication channel is in addition to and does not replace existing channels.

Main Responsibilities

In addition to the responsibilities of all non-executive Directors of the Company, the responsibilities of a Senior Independent Director are as follows:

1. To support the Chair with the annual Board evaluation.
2. Take responsibility, working closely with the People Committee, for the Chair succession planning and process.
3. To lead a meeting with the non-executive Directors without the Chair present at least annually to appraise the Chair's performance (taking into account the views of the executive Directors) and on such other occasions as are deemed appropriate without the Chair present.
4. To attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders.
5. To be available to shareholders, if they have concerns which contact through the normal channels of Chair, Chief Executive Officer or other executive Directors has failed to resolve or for which contact is inappropriate.

CHIEF EXECUTIVE OFFICER

Role

The role of the Chief Executive Officer is to keep the Chair regularly informed on all matters that may be of importance to the Board, including the Group's current trading, progress against strategic initiatives, competitive landscape, emerging risks, the performance of senior management and succession planning for key roles within the business.

Main Responsibilities

1. To be accountable to the Board for all aspects of the performance and management of the Group. This includes developing business strategies for Board approval and achieving timely and effective implementation whilst managing the risks.
2. To oversee the day-to-day operation of the Company's business and delivering the performance of the Group.
3. To lead corporate strategic direction to develop appropriate business strategies for Board consideration and approval. To develop annual operating and capital plans for Board approval consistent with agreed strategies.
4. To implement the Company's strategy as approved by the Board and to keep the Board updated on progress in relation to the strategy.
5. To maintain a dialogue with the Chair on the important and strategic issues facing the Group, and proposing Board agenda which reflect these.
6. To maintain an effective framework for internal controls and risk and ensure that the Group risk profile is reviewed periodically.
7. To give input to the Chair on matters concerning Board composition, particularly in regard to the diversity of the Board.
8. To ensure the Board is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which they may not otherwise be aware.
9. To ensure that they, together with the executive Directors, give appropriate priority to providing reports to the Board which contain accurate, timely and clear information.
10. To lead the business, promote the Company's values and ensure Company policies and procedures are followed, including behaviours set out in the Company employee policies. To ensure that the business complies with all relevant legislation and regulation.
11. To ensure that the necessary financial and human resources are in place and that performance is effectively monitored.
12. To review the performance of the executive team, allocating responsibilities to individuals and making recommendations to the Remuneration Committee regarding individual pay and long-term performance incentives.
13. To review non-executive Director fees, together with the Chair.
14. To lead the communication programme with major shareholders and keep the Board informed.

EXECUTIVE DIRECTOR

Role

The role of an executive Director (not being the Chief Executive Officer) is to bring a commercial dimension to the Board's activities and play their part in relation to strategy, performance, risk and people.

Main Responsibilities

1. To be accountable to the Chair for their contribution on the Board and to the Chief Executive Officer for their respective business areas and delivery of Board approved plans.
2. To promote the long-term sustainable success of the Company for the benefit of its members as a whole.
3. To ensure that the Company acts responsibly having due regard to its reputation and its shareholders and wider stakeholders, including employees, suppliers, customers, local communities and the environment.
4. To challenge constructively and help develop proposals on strategy. To contribute to the Board's discussions on the nature and extent of the significant risks it is willing to take in achieving its strategic objectives.
5. To keep informed on shareholder views through feedback at Board meetings, attending business briefings with institutional investors and meeting shareholders at the annual general meeting.
6. To ensure that agreed strategies are successfully implemented and that risks are effectively assessed and managed.
7. To keep the Board informed of business performance, developments in competitors and markets and changes in customer profile and requirements over the longer term.
8. To support the Chief Executive Officer in communicating to employees the Board's expectations in relation to the Company's culture, values and behaviours and for ensuring that the appropriate standards of governance are adopted at all levels.
9. To establish highly effective teams and identify, promote and develop the individuals required to meet future business challenges and senior management succession. To pay due regard to the benefits of diversity.
10. To participate in and respond to the Board's annual review of its effectiveness.

NON-EXECUTIVE DIRECTOR

Role

The role of the non-executive Director is to support and constructively challenge the executive team and contribute to the development of the Company's strategy.

Main Responsibilities

In addition to the responsibilities of all Directors of the Company, a non-executive Director has responsibility:

1. To scrutinise the performance of management in meeting agreed goals and objectives.
2. To monitor the performance of the Company and in particular the Board and report to the Company's members matters about which they are dissatisfied, but only after making all reasonable efforts to address with the Board the causes of such dissatisfaction and potential remedies.
3. To contribute to Board discussions on the nature and extent of the risk it is willing to take to achieve its strategic objectives.
4. To undertake a structured induction programme, and to regularly refresh and update their skills, knowledge and understanding of the business. To participate in and engage with the Board's annual evaluation.
5. To satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible.
6. To determine the appropriate levels of remuneration of executive Directors and senior management, and have a prime role in appointing, and where necessary, removing senior management and in succession planning.
7. To oversee that the Company acts responsibly having due regard to its reputation.
8. To protect shareholders' and other key stakeholders' interests through the key corporate governance Committees.
9. To attend scheduled meetings if requested by major shareholders and to keep informed on shareholder views.
10. To ensure, in those areas in which the non-executive Director has particular knowledge, skill and experience, that they have applied the necessary care, skill and diligence required of a Director.
11. To report immediately to the Chair their own wrongdoing and/or any wrongdoing (or proposed wrongdoing) of any employee or other Director of the Company of which they become aware.
12. To meet at least annually, led by the Senior Independent Director, without the Chair present, to appraise the performance of the Chair, taking into account the views of the executive Directors.

DESIGNATED NON-EXECUTIVE DIRECTOR

Role

The role of the Designated Non-Executive Director is to help bring the views and concerns of the workforce to the Board and to support them being taken into account in Board decision-making.

Main Responsibilities

In addition to the responsibilities of all non-executive Directors of the Company, the responsibilities of a Designated Non-Executive Director are as follows:

1. To gauge the views of the workforce on a regular basis and identify any areas of concern.
2. To support the objective that the views of the workforce be taken into account by the Board, particularly when they are making decisions that could affect the workforce.
3. To escalate workforce concerns to senior management.
4. To feedback to the workforce on what steps have been taken to address their concerns or to explain why particular steps have or have not been taken.
5. To monitor that the views of the workforce are communicated to the Board.
6. Be assured the Board take appropriate steps to evaluate the impact of proposals and developments on the workforce and consider what steps should be taken to mitigate any adverse impact.

COMMITTEE CHAIR

Main responsibilities

A chair of each of the principal corporate governance Committees, namely Audit Committee, Remuneration Committee and People Committee, will have the following additional responsibilities:

1. To agree agenda items in advance with the relevant Committee Secretary, who will issue the agenda/detailed papers prior to the meeting (in accordance with the relevant Committee's terms of reference) to maximise everyone's contribution to the meeting.
2. To agree, where required, an annual schedule of meetings in advance and where a member is unable to attend a meeting, to capture their input beforehand.
3. To report Committee activities and recommendations to the Board.
4. To review and update annually the Committee's terms of reference and membership, together with the other members of the Committee, ensuring undue reliance is not placed on particular individuals, and recommending any changes to the Board.
5. To evaluate the Committee's performance on a regular basis.

COMPANY SECRETARY

Role

The role of the Company Secretary is to advise the board, through the Chair, on all governance matters and to ensure that Board procedures are complied with effectively. The Company Secretary supports the Chair and the efficient function of the Board Committees.

Main Responsibilities

1. To provide general and administrative support to the Board and the Board committees.
2. To act as a confidential sounding board to the Chair and individual Directors and provide comprehensive practical support and guidance on their duty to promote the success of the Company for the benefit of its shareholders as a whole; to provide advice and services to the Directors.
3. To ensure, under the direction of the Chair, good information flows within the Board and its Committees and between senior management and non-executive Directors, as well as facilitating induction and assisting with training and professional development as required.
4. To be secretary to the Board, the Audit Committee, the Remuneration Committee and the People Committee and to facilitate accurate, timely and clear information to Directors so that they can properly perform their functions and maximise their contribution to decision-making.
5. Providing Directors access to external independent advice at the Company's expense.
6. To be responsible to the Board for corporate governance and maintaining the Company's corporate governance documents.
7. To maintain up-to-date Company records including the register of shareholders, minutes of Board, Committee and General meetings, Articles of Association and Directors' service contracts. To ensure proper administration of subsidiary companies, maintaining an up-to-date record of the Group structure.

Both the appointment and removal of the Company Secretary is a matter for the Board as a whole.

Review and amendment

The Company Secretary will be responsible for reviewing this document from time-to-time and will propose any necessary alterations to it to the Board for approval from time-to-time. The Company Secretary will keep a copy of this document.

Company Secretary

Ocado Group plc

To be Reviewed and Approved by the Board on 12 December 2022.

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