

Directorate Change

RNS Number : 5995P
Ocado Group PLC
18 November 2016

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OCADO GROUP PLC
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Ocado Group plc Appointment of New Independent Non-Executive Director and Director Retirement

Ocado Group plc ("**Ocado**") announces changes to its Board.

Emma Lloyd, Director of Business Development & Strategic Partnerships at Sky plc, has been appointed as an Independent Non-Executive Director of Ocado. Emma will take up her appointment on 1 December 2016.

Lord Rose, Ocado Chairman, commented:

"We believe Emma brings to the Board significant experience in technology and strategic partnerships at an exciting time in Ocado's development. We look forward to working with Emma and warmly welcome her to Ocado."

Emma Lloyd commented:

"I am delighted to be joining Ocado, with such a strong brand and leading edge technology. I look forward to working with the Board to support Ocado's continued successful development."

Retirement of Director

Separately, Ocado announces that Robert Gorrie, Non-Executive Director of Ocado, has informed the Board of his intention to retire from the Board at Ocado's Annual General Meeting on 3 May 2017.

Lord Rose, Ocado Chairman, commented:

"On behalf of the Board I would like to thank Robert for his invaluable contributions and support to the Group over his sixteen years on the Board. Robert has played an important role in Ocado's development both in his capacity as Logistics Director in the Group's formative years and then as a long-standing Non-Executive Director. We wish Robert well for his future endeavours."

Tim Steiner, Ocado Chief Executive Officer, commented:

"I have worked with Robert since we first started Ocado in 2000. Robert has played such an important part in Ocado's exciting journey to date. We will

miss his experience and insight on the Board, but we are grateful that we will continue to work with Robert, who will carry on his role as Ocado Council chairman."

-ENDS-

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Notes:

1. Emma Lloyd has been Director of Business Development, Strategic Partnerships and Investments at Sky plc since January 2013. Emma has held a number of senior positions at Sky since joining the company in January 2008 including Director of Emerging Products. Prior to this, Emma spent 10 years in business consulting for PricewaterhouseCoopers and subsequently held a number of senior roles in a technology start-up acquired by BT Group. She holds a Management Studies and Geography degree from the University of Leeds.
2. For the purposes of Listing Rule 9.6.13(1), Emma Lloyd has not held any publically quoted board positions in the previous five years. There is no information which is required to be disclosed pursuant to Listing Rule 9.6.13R in respect of Emma Lloyd.
3. As Non-Executive Director Emma Lloyd will be paid an annual fee of £50,000 per annum, in line with the Directors' Remuneration Policy.
4. The Board determined in accordance with the Directors' Remuneration Policy, that the following arrangements should apply in relation to Robert Gorrie's remuneration on retirement: (i) All outstanding fees are to be paid up to the date of retirement, 3 May 2017 in accordance with the terms of Robert Gorrie's letter of appointment. (ii) No payments are expected after the date of retirement. (iii) No payment for loss of office or other remuneration payment was made or is expected to be made. (iv) Robert Gorrie does not participate in a Group share scheme. Separately from his role as a Non-Executive Director, Robert Gorrie chairs the meetings of the Ocado Council (the Ocado employee communications forum) and occasionally provides advice on various employee matters. He provides these services through Robert Gorrie Limited (of which he is the sole shareholder) and is paid a per diem fee for these services (£6,000 in 2015 financial year). This arrangement will continue post retirement. For the purposes of section 430(2B) of the Companies Act 2006 this information in relation to Robert Gorrie's remuneration arrangements on retirement is published on Ocado's corporate website at www.ocadogroup.com.

5. This announcement contains inside information.

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The company news service from the London Stock Exchange

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