

Directorate Change

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Ocado Group PLC
28 March 2019

DIRECTORATE CHANGES
OCADO GROUP PLC
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Ocado Group plc Board and Committee Changes

Ocado Group plc ("Ocado" or "Company") announces the following changes to the composition of its Board and committees.

Appointment and Retirement of Non-Executive Directors

Ocado announces that John Martin and Claudia Arney will join the Board with effect from 1 June 2019 and 1 September 2019 respectively.

John Martin, Group Chief Executive of Ferguson plc, has been appointed as an Independent Non-Executive Director with effect from 1 June 2019. He will also be a member of the Audit Committee and the Nomination Committee. John is a Chartered Accountant and brings a wealth of international operational and financial experience. His previous senior roles include Hays plc, Travelex Group and Alchemy Partners.

Claudia Arney has been appointed as an Independent Non-Executive Director with effect from 1 September 2019. She will also be a member of the Remuneration Committee and the Nomination Committee. Claudia brings extensive experience including of business transformation and the technology sector, with previous senior roles at EMAP, Pearson and Goldman Sachs. Her current non-executive roles include Aviva plc, Kingfisher plc and Derwent London plc.

Ruth Anderson will retire as Non-Executive Director with effect from 30 September 2019 and will cease to be a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Having joined the Board prior to the Company's listing, Ruth will have served over nine years on the Ocado Board and as Chairman of the Audit Committee.

Douglas McCallum will retire from the Board as Non-Executive Director with effect from 1 June 2019 and will cease to be a member of the Remuneration Committee and the Nomination Committee. Doug was chairman of the Remuneration Committee for five and half years. On retirement, Doug will have served almost eight years on the Ocado Board.

Lord Rose, Chairman of Ocado, said:

"I am delighted to welcome Claudia and John to our Board. They possess a wealth of experience and a diverse array of skills which are highly complementary to those already on the Board. I am very much looking forward to working with them both, and welcome the contribution they will make to Ocado as it enters the exciting next stage of its development.

On behalf of the Board, I would also like to take this opportunity to thank Ruth and Doug for the many years of valuable service they have given Ocado. Their contribution to the Board over a period of transformational change has been significant to the Company's success. We wish them well for the future."

Appointment of Senior Independent Director and Designated Director

Andrew Harrison has been appointed as Senior Independent Director and Designated Director for engagement with the Company's workforce with immediate effect. Andrew has been an independent Non-Executive Director since March 2016 and is chairman of the Remuneration Committee and also a member of the Nomination Committee and the Audit Committee.

Committee membership changes

On the recommendation of the Nomination Committee, the Board has approved the following changes to the composition of the Board's committees.

Emma Lloyd, Non-Executive Director since December 2016, will become a member of the Audit Committee with effect from 1 April 2019.

Julie Southern, Non-Executive Director, as previously announced on 5 July 2018, becomes Chairman of the Audit Committee with effect from 1 April 2019. She will also become a member of the Remuneration Committee with effect from 1 June 2019.

The table below confirms the new composition of the Board committees, following implementation of all the above mentioned changes.

| Committee | Composition prior to above mentioned changes | Composition following all the above mentioned changes |
|------------------------|---|--|
| Audit Committee | Ruth Anderson (Chair) Andrew Harrison Julie Southern | Julie Southern (Chair) Andrew Harrison Emma Lloyd John Martin |
| Remuneration Committee | Andrew Harrison (Chair) Ruth Anderson Douglas McCallum | Andrew Harrison (Chair) Julie Southern Claudia Arney |
| Nomination Committee | Lord Rose Jörn Rausing Andrew Harrison Emma Lloyd Julie Southern Ruth Anderson Douglas McCallum | Lord Rose Jörn Rausing Andrew Harrison Emma Lloyd Julie Southern Claudia Arney John Martin |

Contacts

- Tim Steiner, Chief Executive Officer, on 01707 228 000
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- Martin Robinson, Tulchan Communications on 020 7353 4200

Notes:

1. John Martin is currently Group Chief Executive of Ferguson plc, having initially joined the company as Chief Financial Officer in 2010 and having had management responsibility for the Canadian business between 2013 and 2016. Previously he was a Partner with Alchemy Partners, the private equity group and prior to that was Chief Financial Officer of Travelex Group, the international payments business and Hays plc. John is a Chartered Accountant. He trained at Arthur Andersen and holds a BSc (Hons) in Materials Science from Imperial College London.
2. Claudia Arney is currently Non-Executive Director at Kingfisher plc (November 2018 to date), Non-Executive Director and Chairman of the Governance Committee at Aviva plc (February 2016 to date), Non-Executive Director and Chairman of the Remuneration Committee at Derwent London plc (May 2015 to date) and Non-Executive Director of the Premier League (June 2015 to date). Claudia's previous non-executive roles include: Non-Executive Director and Chairman of the Remuneration Committee at Halfords Group plc (January 2011 to 1 March 2019), Senior Independent Director of TelecityGroup plc (March 2013 to January 2016), Non-Executive Director of Transport for London (2008 to 2012), Advisory Board member of Huawei Technologies (2011 to 2014), Chairman of the Public Data Group (2012 to 2015), Non-Executive Director of Which? (2011 to 2015) and Board Member of The Shareholder Executive (2008 to 2016). Claudia began her career at McKinsey & Company and then held roles at Pearson plc, the Financial Times, Goldman Sachs and HM Treasury. Claudia was also Group Managing Director of Emap from 2008 to 2010. Claudia has an MBA from Insead.
3. For the purposes of Listing Rule 9.6.13(1), Claudia Arney holds or has held in the previous five years, the publicly quoted directorships with Halfords Group plc, Aviva plc, Kingfisher plc, Derwent London plc and TelecityGroup plc, as referred to in note 2.
4. Other than as noted above, there is no additional information which is required to be disclosed pursuant to Listing Rule 9.6.13R in respect of John Martin and Claudia Arney.
5. As Non-Executive Directors John Martin and Claudia Arney will each be paid an annual fee of £65,000 per annum, in line with the Directors' Remuneration Policy.

Person responsible for arranging the release of this announcement:

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