

Statement regarding international partnership

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Ocado Group PLC
28 November 2017

This announcement contains inside information

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Ocado Group plc / Groupe Casino

Announcement of international partnership between Ocado Solutions and Groupe Casino

We are pleased to announce the signing of an agreement between Ocado Group plc ("Ocado") and Groupe Casino to develop the Ocado Smart Platform ("OSP") in France.

Ocado is the world's leading dedicated on-line grocery retailer with a strong technological advantage. The scalable, modular end-to-end solution provided by the OSP is a unique answer to the opportunities and challenges posed by shifting offline/online trends in grocery.

This highly innovative and effective commercial formula will be achieved through access to Ocado's end-to-end solution, including the construction of its latest generation, state-of-the-art automated warehouse (for which Ocado will invest to install its grid and its robots), Ocado's best-in-class front-end web site functionality, last-mile routing management and big data, real time implementation.

Groupe Casino's banners will benefit from this innovative grocery e-commerce platform, firstly Monoprix.fr, which will provide its customers with the largest assortment of food items at the best levels of service and costs.

The agreement sets out plans for the immediate initiation of the development of a Customer Fulfilment Centre ("CFC") using Ocado's proprietary mechanical handling equipment ("MHE") to serve the Greater Paris area, the Normandie and Hauts de France Regions. The build and launch is expected to take at least two years.

In consideration of the investments made by Ocado, of maintenance and of provision of technology, Groupe Casino will pay Ocado certain upfront fees upon signing, and during the

development phase, then ongoing fees linked to its utilisation of capacity within the CFC and service criteria.

In addition to the initial CFC, Groupe Casino and Ocado will consider further development of other CFCs close to other large urban areas.

Jean-Charles Naouri, CEO of Groupe Casino, said:

"Groupe Casino is pleased to announce the agreement with Ocado Group which will allow it to develop an integrated customer and logistics platform, considered the best in the market.

"This agreement is a major leap in terms of quality: 50,000 food items will be offered in the first stage to customers in the Greater Paris area with precise and speedy delivery at home and through a platform which makes it achievable to do this profitably. Groupe Casino is very proud to have sealed this deal with Ocado which will further strengthen the quality of service available to its customers, at the core of its commitments for 120 years."

Tim Steiner, CEO of Ocado, said:

"We are delighted that Groupe Casino has decided to partner with Ocado Solutions to grow and develop its online food business. We believe that the scalable, modular end-to-end solutions provided by the Ocado Smart Platform, will allow retailers such as Groupe Casino to build their online grocery offer in a way that is profitable and sustainable, creating value for customers, suppliers and shareholders.

"We continue to make investments to commercialise our proprietary platform and expect this deal to be one of many successful collaborations with leading retailers to use it the world over."

Luke Jensen, CEO Ocado Solutions, said:

"Groupe Casino is a successful multi-format, multi-banner and multi-channel business with top-three market positions in all the countries in which it trades. Its decision to adopt the Ocado Smart Platform to build and drive its online food business in France gives it a unique, innovative, and world-leading solution to the challenge of delivering groceries profitably online. We look forward to working closely with Groupe Casino going forward".

Expected financial impact for Ocado

Ocado expects this deal to create significant long term value to the business. It will have minimal impact to earnings in FY17, given the current financial year ends on 3 December 2017. In FY18, Ocado expects the transaction to be earnings neutral with the costs of establishing the partnership, offsetting the initial fees payable. Ocado expects to incur additional capex of

£15m in the FY18 to support this partnership and accelerate the development of the platform, with further capex in future years.

In FY19 and beyond, the profitability of Ocado Solutions is likely to grow as the fees from the transaction increase and as other deals are signed.

In order to provide greater clarity on the split between Ocado Retail and Ocado Solutions Ocado will, from the publication of FY17 results, be introducing segmental reporting of sales and EBITDA. The Group will be hosting a call in mid-January when it will publish historic numbers for each segment to enable analysts and investors to prepare their numbers accordingly.

There will be a conference call for media held at 7.30am.

Dial in details: +44 (0)2031394830 Pin Code:
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There will be a conference call for analysts held at 8.00am.

Dial in details: +44 (0)2031394830 Pin Code:
16020460#

A replay will be made available shortly afterwards on the website.

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Notes to editors

About Ocado

Ocado is a UK based company admitted to trading on the London Stock Exchange (Ticker OCDO), and is one of the world's largest dedicated online grocery retailers, operating its own grocery and general merchandise retail businesses under the Ocado.com and other specialist shop banners.

About Ocado Solutions

Ocado began the commercialisation of its intellectual property with its agreement to operate the online business of Wm Morrison Supermarkets plc in the UK.

OSP is an enabling platform provided as a service to retailers. It comprises access to Ocado's physical infrastructure solutions to run highly efficient warehouse operations for the single pick of products together with the entire end-to-end proprietary software required to operate an online grocery business, from user interfaces, through warehouse operating and control systems, to logistics, route planning and optimisation. It is underpinned by Ocado's expertise and experience as a dedicated online grocery operator.

OSP provides multiple advantages to retailers wishing to operate online including:

- based on proven systems and infrastructure which Ocado uses in its own retail business

- both modular (size flexible) and scalable (can start smaller and scale up on short lead times)
- significant operational cost benefits
- supports a large range
- entire seamless proprietary software provision updated alongside Ocado's own development programme, providing "best in class" service for customers
- flexible agreement terms with low entry cost, ongoing fees linked to installed capacity.

About Groupe Casino

Groupe Casino is a well-established and key player in the French retail industry as well as a leader in the global food retail market, with close to 13,000 stores worldwide - in France, Latin America and in the Indian Ocean region. The Group has built up a portfolio of strong, dynamic and complementary banners, thanks to its workforce of over 220,000 people driven by a passion for retail and customer service, generating consolidated net sales of €36bn in 2016. In all of its host countries, Groupe Casino focuses its development on the formats with the highest potential and ability to adapt in order to meet customer needs, both today and in the future.

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Cautionary statement

Certain statements made in this announcement are forward-looking statements. Such statements are based on current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual events or results to differ materially from any expected future events or results expressed or implied in these forward-looking statements. Persons receiving this announcement should not place undue reliance on forward-looking statements. Unless otherwise required by applicable law, regulation or accounting standard, Ocado does not undertake to update or revise any forward-

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