

Directorate Change

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DIRECTORATE CHANGES OCADO GROUP PLC 18 December 2020

This announcement contains inside information

Ocado Group plc Appointment of Chairman Designate

Ocado Group plc ("Ocado Group" or the "Company"), the pioneer of online grocery, today announces that it intends to appoint Richard ("Rick") Haythornthwaite as independent non-executive Chairman of the Board at its AGM in May 2021 to replace Stuart Rose, who will be retiring from the role after eight years of service.

Rick, who will join the Board as an independent Non-Executive Director with effect from 1 January 2021 before assuming the Chairman's role after Ocado's AGM in May, brings a wealth of relevant experience as chairman, non-executive director, and CEO of a wide range of companies. He is currently Chairman of Mastercard Inc., which he joined just before the IPO of the company in 2006, and he will retire from this position at the end of the year. Rick is also the chairman and co-founder of QiO Technologies Ltd, an advanced analytics and AI software company. He has previously served as CEO of listed companies Invensys plc and Blue Circle Industries plc. His other senior board appointments have included Cookson Group plc, Lafarge SA, Imperial Chemical Industries plc, Land Securities plc, Network Rail Limited, Better Regulation Commission and Centrica plc.

Lord Rose will remain Chairman of the Board to ensure a smooth handover of responsibilities to Rick in May. Rick will be a member of the Nomination Committee and will chair that committee after Lord Rose's retirement.

Tim Steiner, Chief Executive Officer of Ocado Group, said:

"As Chairman, Stuart has overseen the transformation of the business from a UK-focused FTSE 250 online grocer to a FTSE-100 global technology company. His guidance, counsel and strategic vision have been invaluable to the Board, and to me personally, as

we have grown the business in a sustainable way to the benefit of all our stakeholders. His legacy will endure for many years to come. At the same time, I am delighted to welcome Rick as our new Chairman. He has substantial experience of leading and chairing a range of high profile industrial and technology companies. He will play a key role helping us to navigate a post-COVID future in which the landscape of the grocery market worldwide is changing for good and, using his experience at Mastercard, to help us scale up and take advantage of the very significant global opportunities ahead."

Lord Rose, Chairman of Ocado Group said:

"It has been a privilege to be the Chairman of Ocado Group over the last eight years and to have helped steer the business to where it is today, a world-leading online grocer and solutions provider driving unprecedented change in the industry. The extraordinary creativity, problem-solving, resilience, and adaptability shown by the people of Ocado Group has been in evidence particularly through the COVID crisis and I know that these qualities will serve the business well in the years to come."

Rick Haythornthwaite said:

"It will be an honour to work with Tim, the Board, and all the team, to build on the extraordinary progress of Ocado Group on its journey to become a global solutions provider to the grocery industry. As Stuart hands over the baton, I know that this is a business in great shape, well prepared for the velocity of growth ahead of it, and I look forward to playing my part in writing a new chapter in the remarkable story that is Ocado Group."

Contacts:

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

Notes:

1. Richard Haythornthwaite is currently the chairman of Mastercard Inc., a role he has held for 14 years and will retire from at the end of this year. Richard is a non-executive director at the digital services company Globant S.A. as well as the chairman and founder of QiO Technologies Ltd and chairman of Xynteo, an ESG consultancy. Previously Richard held the position of chairman at Centrica plc and Network Rail Limited, CEO at Blue Circle Group plc and Invensys plc, and non-executive directorships at Land Securities Group plc, Imperial Chemical Industries plc, Lafarge SA and Cookson Group plc. Richard has an MA in Business Management from Massachusetts Institute of Technology and an MA in Geology from The Queen's College, Oxford University.
2. Richard Haythornthwaite will be a member of the Board's Nomination Committee and will chair this committee from 13 May 2021.

3. For the purposes of Listing Rule 9.6.13(1), Richard Haythornthwaite is currently the non-executive chairman of Mastercard, Inc. and a non-executive director of Globant S.A. In the previous five years, Richard held a non-executive directorship in Centrica plc, from which he resigned in 2019. There are no further details to be disclosed relating to Richard under Listing Rule 9.6.13R.
4. Details of Richard Haythornthwaite's remuneration will be made available in due course on the Company's website www.ocadogroup.com

The person responsible for arranging the release of this announcement:

Neill Abrams
Group General Counsel and Company Secretary
Ocado Group plc
Buildings One & Two Trident Place
Mosquito Way
Hatfield
Hertfordshire
AL10 9UL
Tel: +44 (0)1707 228 000
Email: company.secretary@ocado.com

Ocado Group plc LEI: 213800LO8F61YB8MBC74

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